



Kridhan Infra Limited

Date: September 7, 2019

To,
The BSE Limited
PhirozeJeejeebhoy Towers,
Dalal Street, Fort,
Mumbai 400001.

To,
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block G,
BandraKurla Complex, Bandra(E),
Mumbai 400051.

Ref: Scrip Code: 533482

Ref: Symbol: KRIDHANINF

Subject: Submission of the 13th Annual Report of the Company for the financial year 2018-19.

Dear Sir/Ma'am,

Pursuant to Regulation 34 of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015, we are enclosing herewith copy of 13th Annual Report of the Company for the financial year 2018-19. This is to inform you that 13th Annual General Meeting of the Company is scheduled to be held on Monday, September 30, 2019 at 4:00 p.m. at Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400 053

Request you to take the above on record.

For Kridhan Infra Limited

JyotiGade
Company Secretary



Place: Mumbai
Encl: As above





Kridhan Infra Limited
Corp. Office: 308, 3rd Floor, Metro Avenue,
Nr. Western Express Highway Metro Station,
Off Andheri Kurla Road, Chakala, Andheri East,
Mumbai 400099.

Regd. Office: 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai - 400009.

Works: Village Vanwathe, Khopoli-Pen Road, Post - Donwat, Tal.: Khalapur, Dist. Raigad - 410 203. Telefax: 02192 278194 ; Tel.: 02192 278163
e-mail: info@kridhan.com; Website: www.kridhan.com, CIN: L27100MH2006PLC160602

ANNEXURE I

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2019.				
[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
				Rs.(Lakhs)
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
	1	Turnover / Total income	74132	74132
	2	Total Expenditure	102820	102820
	3	Net Profit/(Loss)	(28688)	(28688)
	4	Earnings Per Share	(29.87)	(29.87)
	5	Total Assets	68379	68379
	6	Total Liabilities	54776	54776
	7	Net Worth	13603	13603
	8	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	<p>Audit Qualification (each audit qualification separately):</p> <p>a. Details of Audit Qualification: The Consolidated results of the company are based on the management certified financial statements of its subsidiaries at Singapore which are under Judicial Management and are hence subject to subsequent change, if any, on the JM process and audit being completed. The resulting impact of these, if any on the financial statements is not presently ascertainable</p> <p>b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion Modified Opinion</p> <p>c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing First Time</p> <p>d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: NA</p> <p>e. For Audit Qualification(s) where the impact is not quantified by the auditor:</p> <p>(i) Management's estimation on the impact of audit qualification: Not Ascertainable</p> <p>(ii) If management is unable to estimate the impact, reasons for the same: 1. Due to the slowdown in the economy & liquidity crunch at Singapore, the subsidiary of the company viz. Ready Made Steel Singapore Pte. Ltd. & its step down subsidiary KH Foges Pvt Ltd. had applied for Judicial Management (JM) which has been approved by the authorities at Singapore vide their order dated 24th July, 2019</p> <p>2. The associate company Swee Hong Ltd, Singapore has also filed an application before the authorities of Singapore for restructuring and consequently has also applied for an extension of 3 months time for completing the audit of their accounts.</p> <p>3. Pending completion of the same, the impact, if any, is not presently ascertainable.</p> <p>(iii) Auditors' Comments on (i) or (ii) above: We concur with the response provided by the management, however considering the materiality of the financials of these entities in the Consolidated financials statements, Modified opinion has been given in the report..</p>			
III.	<p>Signatories:</p> <p style="text-align: right;">  CFO </p> <p style="text-align: right;">  Statutory Auditor </p> <p>Place: Mumbai</p> <p>Date: 14th August, 2019</p> <div style="text-align: right;">   </div>			



Kridhan Infra Limited



Annual Report 2018-19



BUILDING RELIABLE FOUNDATIONS FOR TOMORROW

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Corporate Information

BOARD OF DIRECTORS

Mr. Anil Agrawal (DIN: 00360114)	Chairman & Managing Director
Mr. Mahesh Kumar Garg (DIN: 03157824)	Non-Executive Independent Director
Mr. Abhijit Ranade (DIN: 03247451)	Non-Executive Independent Director
Mr. Amar Fadia (DIN: 00530828)	Non-Executive Independent Director
Mr. Shekhar Bhuwania (DIN: 03604299)	Non-Executive Independent Director
Ms. Priya Shah (DIN: 07594589)	Non-Executive Independent Director (Appointed w.e.f. April 15, 2019)
Ms. Nikki Agarwal (DIN: 00182633)	Non-Executive Woman Director (Resigned w.e.f. April 20, 2019)

CHIEF FINANCIAL OFFICER

Mr. Ashok Goyal (Resigned w.e.f. December 11, 2018)
Ms. Rajeshree Mishra (Appointed w.e.f. April 20, 2019)

COMPANY SECRETARY AND COMPLIANCE OFFICER

Ms. Jyoti Gade

STATUTORY AUDITOR

M/s. M K P S & Associates,
Chartered Accountants,
Mumbai.

INTERNAL AUDITOR

SSSD & Co., Chartered Accountants
Mumbai

SECRETARIAL AUDITOR

H S Associates, Company Secretaries

BANKER

Union Bank of India, Bhat Bazar Branch, Mumbai.

REGISTERED OFFICE

203, Joshi Chambers, Ahmedabad Street,
Carnac Bunder, Masjid (East), Mumbai 400 009.
Tel. No.: +91-22-40589589, Fax No.: +91-22 40589599
E-mail: investor@kridhan.com, Website: www.kridhan.com
CIN: L27100MH2006PLC160602

CORPORATE OFFICE

Unit No. 308, 3rd Floor, Metro Avenue, Off. Andheri Kurla
Road, Chakala, Andheri (East), Mumbai 400 099.
REGISTRAR AND SHARE TRANSFER AGENT
(COMMON AGENCY)
Bigshare Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis,
Makwana Road,
Marol, Andheri East, Mumbai 400 059.
Tel: 022 -6263 8200

EQUITY SHARES LISTED AT

BSE Limited [Security ID: KRINFRA]
NSE of India Limited [Symbol: KRIDHANINF]



Kridhan Infra Limited

CIN: L27100MH2006PLC160602

Registered Office: 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai 400 009.

Corporate Office: Unit No. 308, 3rd Floor, Metro Avenue, Off. Andheri Kurla Road, Chakala, Andheri (East), Mumbai 400099.

Email: investor@kridhan.com, Website: www.kridhan.com, Tel: +91-22-40589589

Notice of Annual General Meeting

NOTICE is hereby given that the 13th Annual General Meeting of KRIDHAN INFRA LIMITED will be held on Monday, September 30, 2019 at 4:00 p.m. at the Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400 053 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the Report of Auditors thereon.
2. To appoint a director in place of Mr. Anil Agrawal (DIN: 00360114), who retires by rotation pursuant to the provision of the Section 152 of the Companies Act, 2013 and who is not disqualified to become a director under Companies Act, 2013 and being eligible, offers himself for reappointment.
3. Appointment of Statutory Auditors:

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

“RESOLVED THAT in place of the retiring auditors M/s. M K P S & Associates, Chartered Accountants (ICAI Firm Registration number -302014E), who have given a notice in writing expressing their inability to be re-appointed as the Auditors of the Company, M/s. B R Kotecha & Co., Chartered Accountants (ICAI Firm Registration number - 105283W) be and are hereby appointed as the Statutory Auditors of the Company and based on the recommendation of the Audit Committee and pursuant to the provisions of Sections 139, 141, 142 and all other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including

any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the sixth consecutive AGM (with the meeting wherein such appointment has been made, being counted as the first meeting), on such terms and remuneration plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the audit, as stated in the Statement pursuant to Section 102 of the Companies Act, 2013 annexed to this Notice;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to delegate all or any of its powers to any of its committee(s) or any director or officer or person and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution”.

SPECIAL BUSINESS:

4. To appoint Ms. Priya Dilipbhai Shah (DIN: 07594589), as an Independent Director:

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

“RESOLVED THAT Ms. Priya Dilipbhai Shah (DIN: 07594589), who was appointed by the Board of Directors as an Additional Director with effect from April 15, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“the Act”) and Article 135 of the Articles of Association of the Company and being eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying intention to propose her candidature for office of director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Act and the Rules made thereunder read with

Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Priya Dilipbhai Shah, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as an Independent Director of the Company, to hold office with effect from September 30, 2019 to September 29, 2024 and whose office shall not be liable to retire by rotation as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

5. Re-appointment Mr. Abhijit Vidyanand Ranade as an Independent Director.

To consider and if, thought fit, to pass, the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as "the Act") and the Rules made thereunder read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Abhijit Vidyanand Ranade (DIN: 03247451), who was appointed as an Independent Director of the Company upto March 31, 2019, is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying intention to propose Mr. Abhijit Vidyanand Ranade as a candidate for office of director, be and is hereby re-appointed as an Independent Director of the Company, to hold office with effect from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

6. Re-appointment of Mr. Mahesh Kumar Garg as an Independent Director:

To consider and if, thought fit to pass, the following resolutions as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (hereinafter referred as "the Act") and the Rules made thereunder read with Schedule IV to the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mahesh Kumar Garg (DIN: 03157824), who was appointed as an Independent Director of the Company upto March 31, 2019, is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying intention to propose Mr. Mahesh Kumar Garg as a candidate for office of director, be and is hereby re-appointed as an Independent Director of the Company, to hold office with effect from April 1, 2019 to March 31, 2024, and whose office shall not be liable to retire by rotation, as set out in the Statement pursuant to Section 102 of the Act annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof or any empowered officials, be and hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

By Order of the Board of Directors,
Kridhan Infra Limited

Jyoti Gade
Company Secretary

Mumbai, August 21, 2019

Registered Office:

**203, Joshi Chambers, Ahmedabad Street,
Carnac Bunder, Masjid (East), Mumbai 400 009.**

**Notes:**

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON HIS BEHALF, ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER. PROXY (IES), IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

- An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 and Rules framed thereunder, in respect of the Special Business of the accompanying Notice are annexed hereto.
- As required under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the provisions of Secretarial Standard-2 on General Meetings, the relevant information in respect of the Directors seeking appointment and re-appointment forms an integral part of this Notice.
- Pursuant to Section 113 of the Companies Act, 2013 and rules framed thereunder, the corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- Members/ proxies/ authorized representatives should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
- Pursuant to Section 91 of the Companies Act, 2013 read with rules framed thereunder and Regulation 42(5) of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, the Register of Member and Share Transfer Books of the Company will remain closed from Monday, September 23, 2019 to Monday, September 30, 2019 (both days inclusive).

- Statutory registers and all other documents relevant to the business as stated in the Notice convening the AGM are open for inspection by the Members at the Corporate Office of the Company upto the day before the date of the ensuing Annual General Meeting of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
- With a view of using natural resources responsibly, we request shareholders to update their email address, with their Depository Participants to enable the Company to send communications electronically.
- In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration) Amendment, Rules 2015, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by Central Depository Securities Limited. The facility for voting, through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.
- The Notice of the 13th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all members whose email addresses are registered with the Company/ Depository Participant(s), unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- Members may also note that the Notice of the 13th AGM and Annual Report 2018-19 will be available

on the Company's website www.kridhan.com. The physical copies of the documents will also be available at the Company's registered office for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at: investor@kridhan.com.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are required to submit their PAN details to the Company.
14. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
15. Attendance Registration: Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall.
16. Members are requested to note that the dividend which remains Unclaimed / Unpaid for a period of seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 125 of the Companies Act, 2013 (Section 205A & 205 C of the erstwhile Companies Act, 1956), be transferred to the Investor Education and Protection Fund (IEPF).

Pursuant to the provisions of section 123 of the Companies Act, 2013 and Section 205A of the Companies Act, 1956, the following dividends which remain unpaid and unclaimed for a period of seven years will be due for transfer to the Investor Education and Protection Fund (IEPF or Fund) of the Central Government:

Dividend	Date of declaration of Dividend	Due date for transfer to IEPF
2013-14(Interim)	28.11.2013	08.01.2021
2013-14(Final)	27.09.2014	07.11.2021
2014-15(Final)	29.09.2015	09.11.2022
2015-16 (Final)	30.09.2016	10.11.2023
2016-17(Final)	29.09.2017	09.11.2024
2017-18(Final)	28.09.2018	08.11.2025

Shareholders who have not encashed the dividend draft(s) are requested to return the unclaimed/unpaid dividend draft(s) for revalidation or write to the Company's Registrar & Share Transfer Agent at the above address to obtain duplicate dividend draft immediately.

PROCEDURE/ INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

The Voting period begins on Friday, September 27, 2019 at 09:00 a.m. (IST) and ends on Sunday, September 29, 2019 at 05:00 p.m. (IST). During these period shareholders of the Company holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of Saturday, September 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The "cut-off date" means a date not earlier than 7 (seven) days before the date of General Meeting for determining the eligibility to vote by electronic means or in the General Meeting.

I. In case of members receiving e-mail:

- a) Open e-mail
- b) Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- c) Now click on "Shareholders" tab
- d) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- e) Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f) If you are a first time user follow the steps given below:

Next, enter the Image Verification as displayed and Click on Login. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

For Members holding shares in Demat and Physical form



PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat Account/folio number in the PAN Field.</p> <p>In case the folio 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. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company, please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will then reach directly 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 used also 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN i.e. 180823017 for "Kridhan Infra Limited" for the relevant <Company Name> on which you choose to vote.

- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- Non-Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.,) are required to log on to www.evotingindia.com and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk www.evotingindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
 - In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk www.evotingindia.com.

II. In case of members receiving the physical copy:

Please follow all steps from Sr. No. b) to Sr. No. p) above to cast vote.

III. Other Instructions

- a) The voting period begins on Friday, September 27, 2019 at 09:00 a.m. (IST) and ends on Sunday, September 29, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, September 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The "cut-off date" means a date not earlier than 7 (seven) days before the date of general meeting for determining to vote by electronic means or in the general meeting proceeding.
- b) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- c) In case of any queries you may refer the Frequently Asked Questions (FAQ's) for shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.cdsl.com.
- d) If you are already registered with CDSL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- e) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f) The e-voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) Saturday, September 21, 2019.
- g) Mr. Jinang Shah, Proprietor of Jinang Shah & Associates, Practicing Company Secretary (Membership No. ACS 38194) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- h) The results of the e-voting along with the scrutinizers report shall be placed on the Company's website www.kridhan.com and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- i) Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board

of Directors of the Company, Mr. Jinang Shah, Proprietor of Jinang Shah & Associates, Practicing Company Secretary, at the Registered office of the Company not later than Saturday, September 28, 2019 (03.00 p.m. IST).

- j) Ballot Form received after this date will be treated as invalid.
- k) A member can opt only for one mode of voting i.e. either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- l) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 6.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company.
- m) The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company had decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.
- n) The Members are requested to:
 - Intimate to the registrars/ Company, changes if any, in their registered address at an early date along with the pin code number;
 - Quote Registered Folio/ Client ID & DP ID in all their correspondence;
 - Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in Dematerialized form for all the investors.
17. Map of the venue of the AGM is given after the notice and forms part of the notice.
18. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the 13th AGM i.e. September 30, 2019.

By Order of the Board of Directors,
Kridhan Infra Limited

Jyoti Gade
Company Secretary

Mumbai, August 21, 2019



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following statements sets out all material facts relating to the business mentioned under item No.3 to 6 of the accompanying notice

Item No.3

M/s. M K P S & Associates, Chartered Accountants (registration number – 302014E) - the present Statutory Auditors of the Company hold the office until the conclusion of the 13th Annual General Meeting (AGM) and have given a notice in writing expressing their inability to be considered for reappointment as the Statutory Auditors of the Company as the two consecutive terms of the appointment as per provisions of the Companies Act, 2013 are accomplished.

Based on the recommendation of the Audit Committee and pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Act, the Board of Directors has considered and recommended the proposed appointment of M/s. B R Kotecha & Co., Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. M K P S & Associates, Chartered Accountants, (registration number-302014E) - the retiring auditors of the Company for a first term of five consecutive years commencing from the conclusion of the 13th AGM till the conclusion of the 18th AGM, at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit.

M/s. B R Kotecha & Co., have given their consent to be appointed as the Statutory Auditors of the Company. They have submitted a certificate in terms of the Rule 4 of the Companies (Audit and Auditors) Rules, 2014 and confirmed their eligibility for appointment in terms of the applicable provisions of the Companies Act, 2013, read with the applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re- enactment thereof for the time being in force). They have also confirmed that they are not disqualified for appointment under the applicable provisions of the Companies Act, 2013.

In terms of the Rule 4(1)(d) of the Companies (Audit and Auditors) Rules, 2014, M/s. B R Kotecha & Co. have confirmed, to the best of their knowledge and belief, that as on date there are no pending proceedings against them or any of their partner(s) with respect to professional matters of conduct.

Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditors M/s. B R Kotecha & Co., audits companies listed on stock exchanges in India. Their registered office is situated at A/603, Siddhi Eastern Express Highway, Near Mhada Signal, Mulund East. Mumbai- 400 081. They have good experience in real estate company audits.

It is proposed to appoint M/s. B R Kotecha & Co., as the Statutory Auditors at a remuneration of ₹ 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per annum plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred in connection with the statutory audit during their term of five years, as recommended by the Audit Committee and fixed by the Board of Directors of the Company, with liberty to the Audit Committee and Board of Directors of the Company to alter and vary the terms and conditions including remuneration.

Relevant documents are available for inspection by the members and such documents shall be so made available for inspection in physical or in electronic form during the business hours on working day at the Registered office of the Company and copies thereof shall also be made available for inspection in physical or electronic form at the Corporate office of the Company and also at the AGM without payment of fee.

Consent of the Members is sought for passing the ordinary resolution as set out at Item No. 3 of the notice for the appointment of the auditors of the Company. None of the Directors, Key Managerial Personnel of the Company or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the notice. The Board of Directors recommends the Ordinary Resolution set out at Item No. 3 of the notice for approval of the Members.

Item No. 4:

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Ms. Priya Dilipbhai Shah (DIN: 07594589), as an Additional (Independent) Director of the Company, not liable to retire by rotation, for a term of 5 years with effect from September 30, 2019 to September 29, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 135 of the Articles of Association of the Company, Ms. Priya Dilipbhai Shah shall hold office up to the date of this Annual General Meeting (AGM) and is eligible to be appointed as a Director.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a member, proposing her candidature for the office of Director.

Ms. Priya Dilipbhai Shah is an associate member of Institute of Company Secretaries of India and a Post Graduate in Commerce from Mumbai University, Ms. Priya Shah has over Eight years of experience in Company Secretarial field.

The Company has received a declaration from Ms. Priya Dilipbhai Shah to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, Ms. Priya Dilipbhai Shah fulfils the conditions specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for appointment as Independent Director and is independent of the management of the Company and possesses appropriate skills, experience and knowledge.

The terms and conditions of her appointment shall be open for inspection by the Members at the Registered Office of the Company.

In compliance with the provisions of the Act, the appointment of Ms. Priya Dilipbhai Shah as an Independent Director is now being placed before the Members for their approval. The Board recommends the Resolution at Item No. 4 of this Notice for approval of the Members.

Accordingly, the Board recommends passing of the Ordinary Resolution as set out in the Item No. 4 of the Notice for appointment of Ms. Priya Dilipbhai Shah as an Independent Director, not liable to retire by rotation.

Except Ms. Priya Dilipbhai Shah, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution set out in Item No. 4.

Item No. 5 and 6:

Mr. Abhijit Vidyanand Ranade (DIN: 03247451) and Mr. Mahesh Kumar Garg (DIN: 03157824) were appointed as Independent Director on the Board of the Company pursuant to the provisions of Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the erstwhile Clause 49 of the Listing Agreement with the stock exchanges by the members of the Company at its Fourth Annual General Meeting held on September 29, 2010. They hold office as Independent Director of the Company up to March 31, 2019.

Considering the background, experience, acumen and contributions made by above said Independent Directors, during their tenure and based on the outcome of the performance evaluation exercise, recommendations of the Nomination and Remuneration Committee, the Board

of Directors, at its meeting, approved the re-appointment (subject to approval of the Members of the Company), not liable to retire by rotation for the second term of five consecutive years commencing from April 1, 2019 to March 31, 2024 and recommends the same to the Members of the Company. The Board of Directors states that the re-appointment of Mr. Abhijit Vidyanand Ranade and Mr. Mahesh Kumar Garg would be in the interest of the Company and its Members.

The Company has received the consent, declarations and confirmations from Mr. Abhijit Vidyanand Ranade and Mr. Mahesh Kumar Garg pursuant to the provisions of Sections 149, 164 and all other applicable provisions of the Act and the Listing Regulations stating that they meet the criteria of independence as provided under the Act and the Listing Regulations and that they are not disqualified to become directors under the Act. They also confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that they are independent of the management. They have consented to act as the Independent Directors of the Company under the applicable provisions of the Act. The Board of Directors took on record the said consent, declarations and confirmations submitted by them under applicable provisions of the Act and the Listing Regulations after undertaking due assessment of the veracity of the same.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution. The Board commends the Special Resolutions set out at Item No. 5 & 6 of the Notice for approval by the members.

By Order of the Board of Directors,
Kridhan Infra Limited

Jyoti Gade
Company Secretary

Mumbai, August 21, 2019

Details of directors seeking appointment/ re-appointment at the Annual General Meeting pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings are provided herein below:

As per the requirement of the circular from the stock exchange (no: List/Comp/14/2018-19 Dated June 20, 2018), the Board of Directors and its Nomination and Remuneration Committee, while considering the appointment, re-appointment of the directors, have verified that they are not debarred from holding the office of director pursuant to any SEBI order. Accordingly, the Company affirms that the Directors proposed to be appointed, re-appointed are not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Particulars	Ms. Priya Dilipbhai Shah	Mr. Mahesh Kumar Garg	Mr. Abhijit Vidyanand Ranade	Mr. Anil Agrawal
Age	29 years	69 years	49 years	42 years
Qualifications	CS, M.Com	LLB, BE	BE, MBA	B. Com, MMS
Experience (including expertise in specific functional area) / Brief Resume	Ms. Priya Dilipbhai Shah has over eight years of experience in Company Secretarial field.	Mr. Mahesh Kumar Garg is a bachelor in law from University of Delhi and is a fellow of The Institution of Engineers (India). He is a recipient of Delhi Electric Supply Undertaking award.	Mr. Abhijit Vidyanand Ranade holds a bachelor's degree in engineering and a master's degree in business administration from University of Poona.	Mr. Agrawal has over 15 years of experience in the steel and infrastructure industry. He pioneered the concept of 'ready to use' steel in India. He was a founding member of KIL in 2006 and holds an MMS from Mumbai University, India
Terms and Conditions of Appointment/ Re-appointment	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting on September 30, 2019 read with Explanatory Statement thereto, Ms. Priya Dilipbhai Shah proposed to be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 5 consecutive years w.e.f. September, 30, 2019.	As per the resolution at Item No. 6 of the Notice convening Annual General Meeting on September 30, 2019 read with Explanatory Statement thereto, Mr. Mahesh Kumar Garg proposed to be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 5 consecutive years w.e.f. April 01, 2019.	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting on September 30, 2019 read with Explanatory Statement thereto, Mr. Abhijit Vidyanand Ranade proposed to be appointed as Independent Director of the Company; not liable to retire by rotation and to hold office for a period of 5 consecutive years w.e.f. April 01, 2019.	As per the resolution at Item No. 2 of the Notice convening Annual General Meeting on September 30, 2019.
Remuneration last drawn	Nil	Nil	Nil	Nil
Remuneration proposed to be paid	Sitting Fees ₹ 15,000/- per quarter	Sitting Fees ₹ 50,000/- per quarter	Sitting Fees ₹ 50,000/- per quarter	NA
Date of first appointment on the Board	15-04-2019	25-08-2010	29-09-2010	21-03-2006
Shareholding in the Company	Nil	5,000 Equity Shares	Nil	2,62,60,160 Equity Shares
Relation with other Directors/ Key Managerial Personnel	NA	NA	NA	NA
Number of meetings of the Board attended during the Year (2018-19)	0	4	4	2
Directorships of the other listed entities	1	Nil	Nil	Nil
Membership/ Chairmanship of Committees of the other listed entities	Member of Nomination and Remuneration Committee and Stakeholder Relationship Committee in Diggi Multitrade Limited	Nil	Nil	Nil



Directors' Report

To,
The Members of
Kridhan Infra Limited

Your Directors present their 13th Annual Report together with the Audited Financial Statements of the Company for the year ended March 31, 2019.

FINANCIAL HIGHLIGHTS

(₹ In Lakhs)

Particulars	Standalone Year ended		Consolidated Year ended	
	31.03.2019	31.03.2018	31.03.2019	31.03.2018
Total Income	6245	9217	74132	72017
Depreciation	78	84	3695	4082
Profit Before Tax after exceptional items	-15286	129	-26852	4393
Provision for Taxation	-26	47	-55	479
Appropriation:				
Profit After Tax	-15260	82	-28688	3950
Attributable to:				
Shareholders of the Company	-15260	82	-28314	3715
Non-controlling interests	-	-	-374	235
Opening balance of retained earnings	627	692	25303	21588
Adjustment with other equity	-	-	-	-
Amount available for appropriation	-14633	774	-3385	25538
Balance to profit b/f				
Transfer to:				
Dividend and Dividend Distribution Tax	189	147	-	-
Minority Interest	-	-	-374	235
Balance carried to Balance Sheet	-14822	627	-3011	25303

1. Financial Operations & State of Affairs of the Company

The Company is engaged in the business of steel and steel products manufacturing. There has been no change in the business of the Company during the financial year ended March 31, 2019.

On Standalone Basis:

Your Company has incurred a net loss before tax of ₹ 15286 lakhs for the year ended 31st March, 2019 as compared to profit of ₹ 129 lakhs during the previous year.

Your Company incurred net loss after tax of ₹ 15260 lakhs for the year ended 31st March, 2019 as compared to profit of ₹ 82 lakhs during the previous year.

On Consolidated Basis:

On consolidated basis, your Company has achieved a net profit of ₹ 1766 lakhs before exceptional items and tax as compared to ₹ 6023 lakhs during the previous

year. The loss after exceptional items and tax is ₹ 28688 lakhs during the current year as compared to profit of ₹ 3950 lakhs during the previous year.

2. Dividend

In view of the losses incurred, your Directors do not recommend any dividend for the year.

3. Consolidated Financial Statements

In accordance with the provisions of Section 129(3) of the Companies Act, 2013 and Regulation 34 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Consolidated Financial Statements forms part of this Annual Report and shall also be laid before the ensuing Annual General Meeting of the Company. The Consolidated Financial Statements have been prepared in accordance with the Indian Accounting Standards (IND AS) under Section 133 of the Companies Act, 2013.



4. Transfer to Reserves

During the financial year 2019-20 the Company has not transferred any amount to any reserve.

5. Particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013

Particulars of loans given, investments made, guarantees given and securities provided under Section 186 of the Companies Act, 2013 form part of the Notes to the Standalone Financial Statements.

6. Public Deposits

Your Company has not accepted any deposits from the public, or its employees during the year under review.

7. Subsidiaries/ Joint Ventures & Associate Companies

As on March 31, 2019 the Company had

- A. Two main subsidiaries namely:
 - a) Readymade Steel Singapore Pte. Ltd. (Singapore)
 - b) Kridhan Infra Solutions Private Ltd. (India)
- B. One 1st level major step down subsidiary namely:
 - a) KH Foges Pte. Ltd., subsidiary of Readymade Steel Singapore Pte. Ltd. (Singapore)

In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared a consolidated financial statement of the Company including its subsidiaries & associate companies, which is forming part of the Annual Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements have been placed on the website of the Company www.kridhan.com. The Policy for determining material subsidiary is uploaded on the website of the Company and can be accessed at the link http://www.kridhan.com/kridhan_invest_policy_determining_material_sub.php. The particulars of Subsidiaries have been given in Form AOC-1 in Annexure I.

8. Contracts and Arrangements with Related Parties

Your Company has formulated a policy on Related Party Transactions including policy for determining material subsidiaries and on materiality of related party transactions which are available on the Company's website and is accessible at the link: http://www.kridhan.com/kridhan_invest_policy_related_party_transactions.php.

All contracts/ arrangements/ transactions entered by the Company during the financial year under review

with related parties were in the ordinary course of business and on an arm's length basis.

During the year under review, the Company has not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 along with the justification for entering into such contract or arrangement in Form AOC-2 does not form part of the report. However, the Directors draw attention of the members to the Standalone Financial Statement which sets out related party disclosures.

Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature with Related Parties. A statement of all such related party transactions is presented before the Audit Committee on a quarterly basis for its review, specifying the nature and value of these transactions.

9. Share Capital

The paid up Equity Share Capital as at March 31, 2019 stood at ₹ 18.96 crore. During the year under review, the Company has not issued shares or convertible securities or shares with differential voting rights nor has granted any stock options or sweat equity or warrants. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into Equity Shares of the Company.

10. Management Discussion and Analysis Report

In terms of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the Company's operations forms part of this Annual Report.

11. Corporate Governance

A report on Corporate Governance along with a certificate from the Practicing Company Secretary of the Company regarding the compliance conditions of corporate governance as stipulated under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 forms part of this Annual Report.

12. Directors and Key Managerial Personnel

Directors:

The current policy is an appropriate mix of Executive and Non-executive Directors to maintain the independence of the Board, and separate its function of governance and management. As on March 31, 2019, the Board consists of 6 members, 1 of whom is Executive Director, 1 is a Non-Executive Woman Director and 4 are Non-executive Directors. There has been no change in the Board composition during the financial year.

However, the tenure of following Independent Directors ceased on March 31, 2019:

- Mr. Mahesh Kumar Garg (DIN: 03157824)
- Mr. Abhijit Vidyanand Ranade (DIN: 0324 7451)

In this connection, the Board at its meeting held, recommended re-appointment of Mr. Mahesh Kumar Garg and Mr. Abhijit Vidyanand Ranade as Non-Executive Independent Directors for second term of 5 consecutive years w.e.f. April 1, 2019 to March 31, 2024 at this AGM.

Further, the Board, based on the recommendation of Nomination and Remuneration Committee, has appointed Ms. Priya Shah (DIN: 07594589) as an Additional Non-Executive Independent Director on April 15, 2019. The Board has, further, recommended her appointment as Non-Executive Independent Director to the Members.

Their brief profile is forming part of notice convening this Annual General Meeting.

Ms. Nikki Agarwal (DIN: 00182633), resigned from the post of Non Executive Director w.e.f. April 20, 2019

Key Managerial Personnel:

During the year, Mr. Ashok Goyal, resigned from the post of Chief Financial Officer resigned w.e.f. December 11, 2018.

Further, Ms. Rajeshree Mishra was appointed as Chief Financial Officer w.e.f. April 20, 2019.

The Company has formulated policy on appointment of directors and senior management, remuneration to directors and remuneration to Key managerial personnel and others as per Section 178 of the Companies Act, 2013. The policy can be accessed on the website of the Company at the link http://www.kridhan.com/kridhan_invest_policy_code_of_conduct_directors.php.

13. Declaration of Independent Directors

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

14. Disclosures Related to Board, Committees And Policies

A. Board Meetings

The Board of Directors met 5 (five) times in the year under review in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. All the Directors actively participated in the meetings and provided their valuable inputs on the matters brought before the Board of Directors from time to time. The details about the board meetings and the attendance of the directors are provided in Corporate Governance Report.

B. Directors' Responsibility Statement

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2019, the Board of Directors hereby confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, wherever applicable;
- b) such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the losses of the Company for the year ended on that date;
- c) proper and sufficient care was 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 accounts of the Company have been prepared on a going concern basis;
- e) internal financial controls have been laid



down to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

- f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

C. Board Committees

All Committees of the Board of Directors are in line with the provisions of the Companies Act, 2013 and the applicable SEBI (LODR) Regulations, 2015. Following are the committees:

- a. Audit Committee
- b. Nomination and Remuneration Committee
- c. Stakeholders' Grievance Committee
- d. Risk Management Committee

Kindly refer section on Corporate Governance, for matters relating to constitution, meetings, terms of reference and functioning of various Board Committees.

D. Board Evaluation:

The Board of Directors has carried out an annual evaluation of its own performance, Board, Committees and Individual Directors pursuant to the provisions of the Act and the Corporate Governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations").

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors.

The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

The policy can be accessed on the website of the Company at the link http://www.kridhan.com/kridhan_invest_policy_code_of_conduct_directors.php.

In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same was discussed at the Board Meeting that followed

the meeting of the Independent Directors, at which the performance of the Board, its Committees and Individual Directors was also discussed. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

E. Payment of remuneration / commission to executive directors from holding or subsidiary companies:

Mr. Anil Agrawal, Managing Director of the Company is in receipt of remuneration in capacity of Director from KH Foges Pte. Ltd., step down subsidiary of the company and Swee Hong Limited, an associate company. The Company has no holding company.

F. Whistle Blower Policy/ Vigil Mechanism for the Directors and Employees

The Company has established a Vigil Mechanism and adopted a whistle-blower policy in line with the Regulations 18 and 22 of the Listing Regulations and Section 177 of the Act. The Whistle Blower Policy is disclosed on the website of the Company at http://www.kridhan.com/kridhan_invest_policy_whistle_blower.php.

15. Particulars of Employees

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The information pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 relating to median employee's remuneration is made available at the corporate office of the Company during working hours for a period of twenty-one (21) days before the date of the meeting.

16. Abstract of Annual Return

As provided under Section 92(3) and Section 134 (3) (a) of the Companies Act, 2013, the extract of annual return in Form MGT-9 is available on the website of the Company at www.kridhan.com

17. Auditors and their Reports

The matters related to Auditors and their Reports are as under:

A. Statutory Auditors

M/s. M K P S & Associates, Chartered Accountants (registration number – 302014E) - the present Statutory Auditors of the Company hold the office until the conclusion of the 13th Annual General Meeting (AGM) and have given a notice in writing expressing their inability to be considered for reappointment as the Statutory Auditors of the Company as the two consecutive terms of the appointment as per provisions of the Companies Act, 2013 are accomplished.

Based on the recommendation of the Audit Committee and pursuant to the provisions of Sections 139, 142 and all other applicable provisions of the Act, read with the Companies (Audit and Auditors) Rules, 2014 and all other applicable rules made under the Act, the Board of Directors has considered and recommended the proposed appointment of M/s. B R Kotecha & Co., Chartered Accountants, as the Statutory Auditors of the Company in place of M/s. M K P S & Associates, Chartered Accountants, (registration number- 302014E) - the retiring auditors of the Company for a first term of five consecutive years commencing from the conclusion of the 13th AGM till the conclusion of the 18th AGM, at a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the audit.

Other relevant information has been furnished at the item No 3 of the Notice convening the AGM.

B. Observations of statutory auditors on financial statements for the year ended March 31, 2019:

The Auditors' Report on consolidated results for the quarter and year ended 31st March, 2019 mentions that the financial statements of the subsidiaries are unaudited. We may like to mention that due to slowdown in the economy and liquidity crunch at Singapore, the subsidiary of the Company, Readymade Steel Singapore Pte Ltd. and material step down subsidiary K.H.Foges Pte Ltd. had applied for Judicial Management (JM) which has been approved by the authorities at Singapore. Pending completion of the same, the impact, if any, is not ascertainable.

The Auditors have not reported any other matter to the Company, other than the above, required to be disclosed under Section 143(12) of the Companies Act, 2013.

C. Secretarial Audit & Report

As required under provisions of Section 204 of the Companies Act, 2013, the report in respect of the Secretarial Audit carried out by M/s. HS & Associates, Practicing Company Secretaries, in Form MR-3 for the FY 2018-19 forms part to this report, marked as Annexure II. The said report does not contain any adverse observation or qualification or modified opinion requiring explanation or comments from the Board.

D. Internal Audit And Internal Financial Controls:

The Company has an in-house Internal Audit (IA) function. To maintain its objectivity and independence, the IA function reports to the Chairman of the Audit Committee of the Board. The IA department evaluated the efficacy and adequacy of the internal control system, its compliance with operating systems and policies of the Company and accounting procedures at all locations of the Company.

Additionally, the Board had appointed M/s. SSDA & Co., Chartered Accountants as Internal Auditors of the Company in accordance with Section 138 of the Companies Act, 2013 to have financial control checks and ensure adequate transparency.

The Audit Committee of the Board of Directors periodically reviews the audit plans, internal audit reports and adequacy of internal controls in order to ensure that internal audit is conducted in a fair manner.

18. Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

The particulars as required under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

A. Conservation of Energy:

- a) the steps taken or impact on conservation of energy: NA
- b) the steps taken by the company for utilizing alternate sources of energy: NA
- c) the capital investment on energy conservation equipments: NA

B. Technology Absorption:

- a) the efforts made towards technology absorption: NA
- b) the benefits derived like product improvement, cost reduction, product development or import substitution: NA



- c) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): NA
- the details of technology imported;
 - the year of import;
 - whether the technology has been fully absorbed;
 - if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
 - the expenditure incurred on Research and Development.

C. Foreign Exchange Earnings and Outgo:

In accordance with the provisions of Section 134(3) (m) of the Companies Act, 2013, read with the Rule 5 of the Companies (Accounts) Rules, 2014, the information relating to foreign exchange earnings and outgo is provided under:

(Amount in ₹ lakhs)

Sr. No.	Particulars	2018-19	2017-18
1.	Foreign Exchange Earnings	25.62	198.73
2.	Foreign Exchange Outgo	641.60	228.11

19. Significant and Material Orders passed by the Regulators/ Courts, if any

As mentioned earlier in the report, the subsidiary company Readymade Steel Singapore Pte Ltd. and material step down subsidiary K.H.Foges Pte Ltd., on an application before the authorities of Singapore have been placed under Judicial Management(JM) to supervise and help in restructuring the debts of both the subsidiaries vide order dated 24th July, 2019.

20. Material changes and commitment if any, affecting financial position of the Company from the end of financial year till the date of the report

As mentioned above, in view of the above 2 subsidiary Companies being placed under JM vide order dated 24th July, 2019, the management has, as a matter of prudence, provided for impairment, claims etc. in the financials for the year ended 31st March, 2019.

21. Corporate Governance

The report on Corporate Governance and also the report of the Statutory Auditors regarding compliance with the conditions of Corporate Governance have been furnished in the Annual Report and forms a part of the Annual Report.

22. Management Discussion and Analysis Report

The Management Discussion and Analysis report has been separately furnished in the Annual Report and forms a part of the Annual Report.

23. Sexual Harassment Policy

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints and redressal for the benefit of its employees. There were no complaints filed against any of the employees of the Company under this Act. The policy can be accessed on the website of the Company at the link http://www.kridhan.com/kridhan_invest_policy_sexual_harassment.php.

24. Corporate Social Responsibility (CSR)

In line with the provisions of the Companies Act, 2013 and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your company is not governed by the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. Hence, the Company is not required to conduct CSR activities.

25. Acknowledgment and Appreciation

Your Directors take this opportunity to thank the employees, customers, suppliers, bankers, business partners/associates, financial institutions and various regulatory authorities for their consistent support/encouragement to the Company.

Your Directors would also like to thank the Members for reposing their confidence and faith in the Company and its Management.

For and on behalf of the Board of Directors,
Kridhan Infra Limited

Date: August 21, 2019

Place: Mumbai

Anil Agrawal

Chairman & Managing Director

DIN: 00360114

Registered Office:

203, Joshi Chambers,
Ahmedabad Street,
Carnac Bunder, Masjid (East),
Mumbai 400009.
CIN:L27100MH2006PLC160602
Tel: +91-22-40589589
Email: investor@kridhan.com
Website: www.kridhan.com

FORM AOC 1

**(Pursuant to first proviso to sub-section (3) of Section 129
read with Rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement
of Subsidiaries/Associate Companies/Joint Ventures**

Part "A": Subsidiaries

Sr. No.	Particulars			
1.	Name of the subsidiary	Readymade Steel Singapore Pte. Limited (Singapore)	Kridhan Infra Solutions Private Limited (India)	KH Foges Pte. Ltd. (Singapore)
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	2018-19	2018-19	2018-19
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	SGD Exchange Rate 50.7116 INR Lakhs	INR Lakhs	SGD Exchange Rate 50.7116 INR Lakhs
4.	Share Capital	11160	70	3296
5.	Reserves & Surplus	-19526	-192	-14607
6.	Total Assets	27642	2675	42556
7.	Total Liabilities	36008	2797	53867
8.	Investments	15312	3	1158
9.	Turnover	0.00	90	56949
10.	Profit before taxation	-25278	-183	-32655
11.	Provision for taxation	-48	22	0.00
12.	Profit after taxation	-25230	-205	-32655
13.	Proposed Dividend	0.00	0.00	0.00
14.	% of Shareholding	100%	100%	100%

Part "B": Associate and Joint Venture

Sr. No.	Particulars	
1.	Name of the associate	Vijay Nirman Company Private Limited (India)
2.	Reporting period for the associate concerned, if different from the holding company's reporting period	2018-19
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR Lakhs
4.	Share Capital	2055
5.	Reserves & Surplus	18746
6.	Total Assets	114081
7.	Total Liabilities	93280
8.	Investments	0.00
9.	Turnover	104570
10.	Profit before taxation	2203
11.	Provision for taxation	1139
12.	Profit after taxation	1064
13.	Proposed Dividend	0.00
14.	% of Shareholding	41.47%

Swee Hong Ltd, Singapore was a subsidiary Company upto 31st January, 2019 and has become an associate Company from 1st February, 2019. Hence, the above details have not been considered for the said Company.

For and on behalf of the Board of Directors,
Kridhan Infra Limited

Date: August 21, 2019
Place: Mumbai

Anil Agrawal
Chairman & Managing Director
DIN: 00360114

Notes:

- Names of subsidiaries which are yet to commence operations - Not Applicable
- Names of subsidiaries which have been liquidated or sold during the year - Econ Geotech Pte Ltd.
- The financials of three main subsidiaries and one associate company of the Company are mentioned above.
- As per the provision of Section 129 of the Companies Act, 2016 the financials of all the subsidiaries including step down subsidiaries and associate companies are consolidated with the Company's financials, however, details of only three main subsidiaries are mentioned above.

**SECRETARIAL AUDIT REPORT****FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2019**

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

To,
The Members,
Kridhan Infra Limited.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kridhan Infra 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 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 ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Kridhan Infra Limited ("The Company"), for the year ended on 31st March, 2019 to the extent applicable to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made there under to the extent 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;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act") to the extent applicable to the Company:
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. 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;
 - e. The Company has complied with the requirements under the Equity Listing Agreement entered into with BSE Limited and National Stock Exchange of India.
- VI. The Company is in the business of trading and hence no applicable laws are being identified by the management.

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

- i) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India along with revised Secretarial Standards 1 and 2 as issued by the Institute of Company Secretaries of India with effect from 1st October, 2017.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, guidelines and standards as mentioned above, subject to the following:

- As on the date of signing of this report, the subsidiary of the company viz. Readymade Steel Singapore Pte. Ltd. (RMSS) and its step-down subsidiary KH Foges Pte. (KHF) (a direct subsidiary of RMSS) have filed for restructuring under the applicable laws of Singapore. The judicial forums have granted moratorium and appointed KPMG to act as JM to supervise and help in restructuring the debts of both the subsidiaries. The associate company Swee Hong Ltd, Singapore has filed an application before the authorities of Singapore for restructuring. The Company has also provided for impairment loss of ₹ 11175.82 Lacs in respect of its investments in its subsidiaries as well as towards its receivables amounting to ₹ 1487.33 Lacs and ₹ 2555.66 Lacs in respect of claims made on invocation of guarantees

given to bankers for borrowings made by its subsidiary consequent upon defaults / non-compliance of loan covenant(s) in the financial statements for the year ended 31st March, 2019.

- The financial statements for the year ended 31st March, 2019 were approved and submitted to concerned stock exchanges beyond the stipulated time and the consolidated financial statements of the company are based on the unaudited financial statements of its subsidiaries and its associates. However, the Company has uploaded financials of its major subsidiaries on the website.

We further report that:

The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year under review, there were no changes in the composition of the Board of Directors.

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

We further report that during the Audit Period under review;

- The Company in its Board Meeting held on 14th August, 2018 approved:
 - i. Change in its registered office from A 13, Cross Road No. 5, Kondivita Road, MIDC, Marol, Andheri East, Mumbai 400 093 India to 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai - 400 009.
 - ii. Re-appointment of Mr. Anil Agrawal (DIN: 00360114) as a Managing Director of the Company for a period of 5 (Five) years commencing from August 14, 2018, subject to the approval of shareholders of the Company and other regulatory approvals.
- The Company in its 12th AGM held on Friday, 28th September, 2018:
 - iii. Passed a special resolution for making of loan(s) to Vijay Nirman Company Private Limited, associate company under Section 185 for an amount not exceeding ₹ 50 crs.
 - iv. Passed a special resolution for investment limit under Section 186 for an amount not exceeding ₹ 1200 crs.
 - v. Passed a special resolution for re-appointment of Mr. Anil Agrawal (DIN: 00360114) as the Managing Director of the Company for a period of 5 years.
- The Board of Directors of the Company approved the resignation of Mr. Ashok Goyal from the post of Chief Financial Officer of the Company with effect from 11th December, 2018.
- The Board of Directors of the Company via circular resolution have approved the re-appointment of Mr. Mahesh Kumar Garg and Mr. Abhijit Vidyanand Ranade as Non - Executive Independent Director on the Board for another term of 5 years from 1st April, 2019 subject to the approval of the members in the ensuing Annual General Meeting.
- There was delay in filing the application with Central Government (e-form MR-2) for the re-appointment of Managing Director of the Company being a Non-Resident Indian, the Company has been condoned the delay by obtaining the requisite approval. However, the application for Central Government approval (e-form MR-2) is pending as on date of signing of this Report.

**For HS Associates
Company Secretaries**

**Hemant Shetye
Partner
FCS: 2827
CP No: 1483**

**Date: 21st August, 2019
Place: Mumbai**

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



Annexure A

To,
The Members,
Kridhan Infra Limited.

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

Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial Records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts, and related documents of the Company.

Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events, etc.

The Compliance of the provisions of applicable laws, rules, regulations, standards is the responsibility of Management. Any fraud, error, misstatements arising, if any would be the responsibility of the Board and Management. Our examination was limited to the verification of procedures on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For HS Associates
Company Secretaries**

**Hemant Shetye
Partner
FCS: 2827
CP No: 1483**

**Date: 21st August, 2019
Place: Mumbai**

Management Discussion and Analysis

Industry Structure and developments

India's GDP in FY2019 is estimated to have grown by around 6.8 per cent. While this is a laudable achievement in the global context, it falls marginally short of expectations due to an interplay of macro-economic and political factors. These include the uncertainties which invariably accompany our General Elections, volatility in crude prices and unpredictable currency fluctuations.

On a positive note, the country has largely got back on track after the initial disruptive effects of twin reform measures, viz., Demonetisation and GST. The longer-term benefits of both these measures are gradually being realised through an uptick in tax collections on an expanding base of tax payers. We also see the light at the end of the tunnel in the case of overleveraged corporate balance sheets and high bank loan delinquencies.

Imaginative steps such as the resolution of stressed businesses under the Insolvency & Bankruptcy Code, bank recapitalisation and more stringent application of NPA credit provisions norms should help the sector back on its feet. It is also heartening to note that India now ranks 77th in the World Bank's Ease of Doing Business index, continuing its ascent for the second consecutive year.

Opportunities and Threats

In her maiden budget, Finance Minister Nirmala Sitharaman has announced an investment of ₹ 100 lakh crore in infrastructure in the next five years giving a massive push to infrastructure sector. This will throw tremendous opportunities to the infra Companies.

However, the current NBFC crisis resulting in credit squeeze, over leveraging, excessive concentration, massive mismatch between assets and liabilities coupled with some misadventures by some very large entities may add to the already stressed assets and put brakes on the expected growth.

Outlook

The Government's continued focus on affordable housing and infrastructure development is expected to drive growth. The Government has provided 'infrastructure status' to affordable housing. The relaxation in GST will help the sector to steadily improve in FY 2019-20.

Risk and concerns:

The liquidity crunch has been prevailing in the real estate market for over a couple of years, and many owners / developers are financially stressed. The Regulatory compliance by developers to arrange loans for projects is becoming stringent and therefore there has been a delay in financial closures / tie-ups by developers. To avoid any liquidity risk, robust screening of customer profiles and their liquidity position is undertaken before bidding for any construction contract as well as during execution.

Internal control systems and their adequacy

The Company has a system of internal controls to ensure that all its assets are properly safeguarded and not exposed to risks arising out of unauthorized use or disposal. The Internal Control system is supplemented by programs of internal audit to ensure that the assets are properly accounted for and the business operations are conducted in adherence to laid down policies and procedures. The internal control system also focuses on processes to ensure integrity of the Company's financial accounting and reporting processes and compliance with the Company's legal obligations. The Company has a well-defined risk management programme for identifying and mitigating risks across all the functions which is reviewed by the Audit Committee and Board of Directors of the Company periodically.

The Company has an Audit Committee of the Board of Directors which meets regularly to review inter alia adequacies of internal controls, the audit findings on the various segments of the business, the financial information and other issues related to the Company's operations.

**Discussion on financial performance with respect to operational performance:**

(₹ In Lakhs)

Particulars	Standalone Year ended	
	31.03.2019	31.03.2018
Total Income	6245	9217
Depreciation	78	84
Profit Before Tax after exceptional items	-15286	129
Provision for Taxation	-26	47
Appropriation:		
Profit After Tax	-15260	82
Attributable to:		
Shareholders of the Company	-15260	82
Non-controlling interests		-
Opening balance of retained earnings(net)	627	692
Adjustment with other equity	-	-
Amount available for appropriation	-14633	774
Balance to profit b/f		
Transfer to:		
Dividend and Dividend Distribution Tax	189	147
Minority Interest	-	-
Balance carried to Balance Sheet	-14822	627

This year has been a very challenging year for all major infra Companies particularly in Singapore, which contributes to a large part of our revenue. Due to very tight liquidity conditions and stress in working capital in our subsidiary Readymade Steel Singapore Pte Ltd., and a major step down subsidiary K.H.Foges Pte Singapore, these Companies have applied for restructuring of debts before the Singapore authorities who have appointed M/s. KPMG as our JM.

Hence, as a matter of prudence, the Company has, during the year provided for impairment of investments in these subsidiaries.

Material developments in Human Resources / Industrial Relations front, including number of people employed.

Specific need based training and development programs for employees at all levels were imparted in order to optimize the contribution of the employees to the Company's business and operations. Occupational health safety and environmental management are given utmost importance. As on March 31, 2019, the employee strength (on permanent roll) of the Company was 348.

Corporate Governance Report

1. Company's Philosophy

The Company strongly believes that establishing good corporate governance practices in each and every function of the organization leads to increased operational efficiencies and sustains long term value for all the stakeholders. The Company always endeavors to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it absolutely ethical to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate governance to be considered as a good corporate citizen of the Country.

2. Board of Directors

a. Composition and category of Directors and number of other Directorship or Committees in which a director is a member or chairperson:

The composition of the Board is in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has an Executive Chairman and over one half of the total number of Directors comprises Independent Directors. The Management of the Company is headed by the Managing Director who operates under the supervision and control of the Board. The Board reviews and approves strategy and oversees the actions and results

of management to ensure that the long-term objective of enhancing stakeholder's value is met.

As on March 31, 2019, the Board of Directors of the Company comprise of an optimal proportion of Executive and Non-Executive Directors. The Board of Directors of your Company is comprised of 6 (Six) Directors out of which 1 (One) is a Promoter and Managing Director, and 1 (One) is a Non-Executive Woman Director and 4 (Four) are Independent Non-Executive Directors.

There are no nominees or Institutional Directors in the Company.

No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he/she is Director.

The Senior Management has made disclosures to the Board confirming that there is no material, financial and/or commercial transactions between them and the Company, which could have potential conflict of interest with the Company at large.

Details relating to the composition of the Board of Directors, number of Directorships, Memberships and Chairmanships of the Directors of the Company in other Public Limited Companies as on March 31, 2019 are as follows:

Name of the Director(s)	Designation	Category	No. of Directorship#	Committee positions #	
				Chairman/Chairperson	Membership
Mr. Anil Agrawal	Chairman and Managing Director	Promoter	1	0	2
Mrs. Nikki Agarwal	Non-executive Director	Promoter relative	1	0	1
Mr. Mahesh Kumar Garg	Independent Non-executive Director	Independent	1	0	1
Mr. Abhijit Ranade	Independent Non-executive Director	Independent	1	0	0
Mr. Amar Fadia	Independent Non-executive Director	Independent	1	0	0
Mr. Shekhar Bhuwania	Independent Non-executive Director	Independent	1	2	0

#For the purpose of considering the number of other directorships and committee positions, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Committee positions considered are only of Audit Committee and Stakeholders' Relationship Committee, including that of the Company. There are no Directors which are on the Board of other listed companies.



- b. Attendance of each of the Directors at the meetings of the Board of Directors held during the financial year under review and at the last Annual General Meeting (AGM) are as follows:

Name of Director	Number of Board Meetings Attended	Attendance at the last AGM
Mr. Anil Agrawal	3	Yes
Mrs. Nikki Agarwal	3	Yes
Mr. Mahesh Kumar Garg	5	No
Mr. Abhijit Ranade	3	Yes
Mr. Amar Fadia	4	No
Mr. Shekhar Bhuwania	5	Yes

- c. Number of meetings of the Board of Directors held and dates on which held and date of the last AGM held:

Five (5) Board Meetings were held during the financial year under review on May 29, 2018, August 14, 2018, November 14, 2018, December 11, 2018 and February 14, 2019.

The 12th Annual General Meeting was held on September 28, 2018.

- d. Disclosure of relationships between directors inter-se:

Mrs. Nikki Agarwal, Non-Executive Director is the wife of Mr. Anil Agrawal, Promoter and Managing Director of the Company. No other directors are related to each other.

Besides the transactions reported in the Notes to the Accounts for the year, the Company has not entered into any materially significant transactions with its Promoters, Directors or their relatives or with the Management, etc. that may have potential conflict with the interest of the Company at large.

- e. Number of Shares and Convertible Instruments held by Non-Executive Directors:

Name of Director	Shares Held	Convertible instruments held
Mr. Mahesh Kumar Garg	5,000	Nil
Mrs. Nikki Agarwal	Nil	Nil
Mr. Abhijit Ranade	Nil	Nil
Mr. Amar Fadia	Nil	Nil
Mr. Shekhar Bhuwania	Nil	Nil

- f. Weblink where details of familiarization programmes imparted to Independent Directors is disclosed:

http://www.kridhan.com/ControlArea/pdf_file/FamiliarisationPolicy.pdf

- g. Meeting of Independent Directors

The Company's Independent Directors met on February 14, 2019 without the presence of the Managing Director & CEO, Non-Independent Directors and the Management Team. The meeting was attended by all the Independent Directors and was conducted informally to enable the Independent Directors to discuss matters pertaining to the Company's affairs and put forth their combined views to the Board of Directors of the Company.

- h. The table below summarizes the key skills, expertise and competence of the Board of Directors:

Name of Skills, Expertise and Competence	Details
Business Development	Planning and developing strategies that enables sustainable growth.
Industry Experience	Experience in and knowledge of the industry in which the organization operates, technical competencies resulting in knowledge of how to anticipate technological trends, generate innovation, and extend or create new business models.
Sales and Marketing	Building brand awareness, identifying the business SWOT and thereby enhance overall enterprise reputation.
Financial Management	Management of financial function of the Company resulting in proficiency in complex financial management, capital allocation and financial reporting processes and experience in actively supervising principal accounting and auditing and performing similar functions.
Leadership	Extending leadership experience in the organisations, strategic planning and risk management. Developing talent and driving change for long term growth.
Business Judgement	Ability to identify key risks to the organisation in a wide range of areas including legal and regulatory compliance and monitor risk and compliance management frameworks and systems
Human Resource Management	Developing strategies to manage human resources and achieve change.

Confirmation about the Independent Directors:

All the 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 Regulation 16(1)(b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfill the conditions of independence specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations.

3. Audit Committee

- a. The composition of the Audit Committee and attendance by each Member during the year are as follows:

Name	Designation	Non-Executive/ Independent	Numbers of Meetings	
			Held	Attended
Mr. Shekhar Bhuwania	Chairman	Independent	4	4
Mr. Mahesh Kumar Garg	Member	Independent	4	4
Mr. Anil Agrawal	Member	Executive	4	2

- b. Meeting held during the year:

During the year under review, the Audit committee met 4 times i.e on May 29, 2018, August 14, 2018, November 14, 2018 and February 14, 2019.

The requisite quorum was present at all meetings. All the Members of the Audit Committee are financially literate and have relevant accounting and financial management expertise as required under the Companies Act, 2013 and Regulation 18 of the Listing Regulations. Ms. Jyoti Gade, Company Secretary of the Company acted as Secretary of the Audit Committee.

- c. The terms of reference, role, powers, rights, authority and obligations of the Audit Committee are in conformity with the applicable provisions of the Companies Act, 2013 and Listing Regulations (including any statutory modification(s) or re-enactment or amendments thereof) and are as follows:
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
 - Recommending the appointment, remuneration and terms of appointment of auditors of the Company.
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 - Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
 - matters required to be included in Director's Responsibility Statement included in Board's report;

- changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries based on exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions; and
 - qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 - Reviewing, with the management, statement of uses and application of funds raised through an issue, statement of funds utilized for other purposes and report of monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter.
 - Review and monitor the auditors' independence and performance, and effectiveness of audit process.
 - Approval or any subsequent modification of transactions of the Company with related parties.
 - Scrutiny of inter-corporate loans and investments.
 - Valuation of undertakings or assets of the Company, wherever it is necessary.
 - Evaluation of internal financial controls and risk management systems.
 - Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
 - Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
 - Discussion with internal auditors of any significant findings and follow up thereon.
 - Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.



- xvi) Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xvii) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- xviii) Review the functioning of the Whistle Blower mechanism.
- xix) Carrying out any other function as is mentioned in the terms of reference of the Audit committee.
- xx) In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice. The draft minutes of the audit committee meetings are circulated among members before the same is confirmed and placed before the Board.

4. Nomination and Remuneration Committee

The Board of Directors of the Company has constituted a Nomination and Remuneration Committee of the Board in terms of the requirements of Section 178 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

The Nomination and Remuneration Committee consists of two Independent Directors and one Non-Executive Director.

The Nomination and Remuneration Committee met 1 (Once) during the financial year end March 31, 2019 i.e. on August 14, 2018. Category of Directors as the Nomination and Remuneration Committee Members and their attendance at the aforesaid Meeting are detailed below:

Sr. No.	Name of the Member	Category	Status	No. of Meetings attended
1.	Mr. Shekhar Bhuwania	Independent Director	Chairman	1
2.	Mr. Mahesh Kumar Garg	Independent Director	Member	1
3.	Mrs. Nikki Agarwal	Non-executive Director	Member	0

Company Secretary of the Company acts as the Secretary for all the Nomination and Remuneration Committee Meetings.

Terms of Reference:

- a) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the directors, Key Managerial Personnel and other employees;
- b) Identify persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
- c) Evaluate performance of Directors, Key Managerial Personnel and senior management and formulate the appropriate performance benchmarks;
- d) Devise a policy on diversity of Board of Directors;
- e) Decide whether to extend or continue the terms of appointment of the Independent directors, on the basis of the report of performance evaluation of Independent Directors;
- f) Any other matter as may be deemed necessary.

Performance Evaluation

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards' functioning such as composition of the Board and committees, experience and competencies, performance of specific duties and obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

5. Remuneration of Directors:

In compliance with the requirements of Section 178 of the Companies Act, 2013, Rules framed thereunder and pursuant to the provisions of Regulation 19(4) of the Listing Regulations, the Board of Directors of the Company has a Nomination and Remuneration Policy for the Directors, Key Managerial Personnel, Functional Heads and other employees of the Company. The Policy provides for criteria and qualifications for appointment of Director, Key Managerial Personnel (KMPs), remuneration to them, Board diversity etc. The said policy is available on the Company's website <http://>

www.kridhan.com/kridhan_invest_policy_nomination_remuneration.php.

Criteria of making payments to Non-Executive Directors:

No Payment is made to the Non-Executive Directors during the FY 2018-2019 except for sitting fees. Following are the details of equity holding and sitting fees paid to the Non-Executive Directors during the financial year 2018-2019.

Sr. No.	Name of Non-Executive Director	Sitting Fees (In ₹)	Number of Equity Shares Held
1.	Mr. Mahesh Kumar Garg	50000	5,000
2.	Mr. Abhijit Ranade	150000	Nil
3.	Ms. Nikki Agarwal	Nil	Nil
4.	Mr. Amar Fadia	200000	Nil
5.	Mr. Shekhar Bhuwania	200000	Nil

The Company has no uniform policy of payment of sitting fees to Independent Directors.

The details of remuneration and perquisites paid to the Executive Director during the period under the review are as under:

Sr. No.	Name	Designation	Salary	Commission	Perquisites	Retirement Benefits
1.	Mr. Anil Agrawal	Managing Director	Nil	Nil	Nil	Nil

There were no Service Contracts, notice period, severance fees, stock options or any other components during the year and no stock options.

6. Stakeholder Relationship Committee:

The Board of Directors of the Company has constituted Stakeholder Relationship Committee of the Board in terms of the requirements of Section 178 of the Companies Act, 2013 and Rules framed thereunder read with Regulation 20 of the Listing Regulations.

The Stakeholder Relationship Committee consists of two Non-Executive Directors and an Independent Director and an Executive Director.

Ms. Jyoti Gade is the Company Secretary and Compliance Officer.

The Committee met 4 (four) times during the financial year ended March 31, 2019, i.e. on May 29, 2018, August 14, 2018, November 14, 2018 and February 14, 2019. Category of Directors as Members of Stakeholder Relationship Committee and their attendance at these Meetings are detailed below:

Sr. No.	Name of the Member	Category	Status	No. of Meetings attended
1.	Mr. Shekhar Bhuwania	Independent Director	Chairman	4
2.	Mrs. Nikki Agarwal	Non-Executive Director	Member	2
3.	Mr. Anil Agrawal	Managing Director	Member	2

Nature of Complaints received and resolved during the financial year ended on March 31, 2019:

Complaints pending as on 1st April, 2018	Complaints Received during the financial year ended 31st March, 2019	Complaints Redressed up to 31st March, 2019	Complaints Pending as on 31st March, 2019
0	0	0	0

7. Risk Management Committee

The Board of Directors has voluntarily constituted a Risk Management Committee where majority of Members of the Committee consist of Independent Directors. Mr. Shekhar Bhuwania, Independent Director, is the Chairman of the Committee.

During the year no meeting was held.

Category of Directors as Members of Risk Management Committee are detailed below:

Sr. No.	Name of the Member	Category	Status
1.	Mr. Shekhar Bhuwania	Independent Director	Chairman
2.	Mr. Mahesh Kumar Garg	Independent Director	Member
3.	Mr. Anil Agrawal	Managing Director	Member

The Company Secretary of the Company acts as the Secretary to all the Risk Management Committees.



8. General Body Meetings:

a. Annual General Meeting:

Details of last three Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2017-18	28th September, 2018	03:00 p.m.	Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400 053.	<ol style="list-style-type: none"> 1. Re-appointment of Mr. Anil Agrawal as Managing Director of the Company 2. To provide loans guarantees and security u/s 185 of the Companies Act, 2013 to Vijay Nirman Company Pvt. Ltd., an associate of the Company 3. Increase in threshold of Loans and guaranties, providing securities and making of Investment in securities u/s 186 of the Companies Act, 2013
2016-17	29th September, 2017	03:00 p.m.	Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400 053.	<ol style="list-style-type: none"> 1. Issue of Convertible Warrants on preferential basis.
2015-16	30th September, 2016	04:00 p.m.	Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400 053.	--

- b. Special Resolutions passed through Postal Ballot- NIL
- c. Details of the Postal Ballot held during FY 2018-19 are given below: NIL
- d. Person who conducted Postal Ballot: NA
- e. Whether any Special resolution is proposed to be conducted through postal ballot: No
- f. **Procedure for Postal Ballot:**

The Company will comply with the requirements relating to the postal ballot process as and when such matter arises requiring approval of the Members by such process as per section 110 and other applicable provisions of the Companies Act 2013, read with the Companies (Management and Administrator Rules, 2014) read with the Listing Regulations , as amended from time to time.

9. Means of Communication

(a) Quarterly results:

Quarterly/ Half yearly/ Annual results are regularly submitted to the Stock Exchanges where the securities of the Company are listed pursuant to the Listing Regulations requirements and are published in the newspapers. The financial results are displayed on the Company's website i.e. www.kridhan.com

(b) Newspapers wherein results normally published:

The quarterly, half-yearly and annual results of the Company during the financial year 2018-19 are generally published in Free Press Journal, English edition and Navshakti, Mumbai edition. www.kridhan.com.

(c) Any Website, where displayed:

The Company's website www.kridhan.com contains a separate dedicated section "Investors" where information for shareholders is available. The Quarterly/Half yearly/ Annual Financial Results and annual reports are posted on the said website.

(d) Whether Website also displays official news releases:

The Company has maintained a functional website www.kridhan.com containing basic information about the Company e.g. details of its business, Directors and also other details as per the requirements of Listing Regulation and the Companies Act, 2013 like financial information, shareholding pattern, codes, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc.

(e) Annual Report:

Annual Reports are sent to each shareholder at their address registered or on their e-mail address registered with the Company/R&TA/Depositories. Corporate Governance Certificate, as required under Schedule V (E) of the Listing Regulations for the financial year 2018-19 obtained from Practising Company Secretary and Management Discussion & Analysis Report are attached to this report.

(f) Presentations made to institutional investors or to the analysts:

No presentation to any institutional investors or analysts has been made during the financial year ended March 31, 2019.

(8) General Shareholder Information**(a) Annual General Meeting (AGM):**

Day, Date and time : Monday, September 30, 2019; 4.00 p.m.

Venue : Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri West, Mumbai 400 053

(b) Financial year: April 1, 2018 to March 31, 2019.**(c) Dividend Payment Date: NA****(d) Name and address of stock exchanges at which the Company's securities are listed and confirmation about payment of annual listing fees to each of stock exchanges: The Company's equity shares are listed on the BSE Ltd. (BSE)- Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001, and National Stock Exchange of India Limited (NSE) - Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. The Company has paid the applicable annual listing fees to BSE and NSE.****(e) Stock code:**

BSE Scrip Code	533482
NSE Trading Symbol	KRIDHANINF
ISIN Number for NSDL & CDSL	INE524L01026

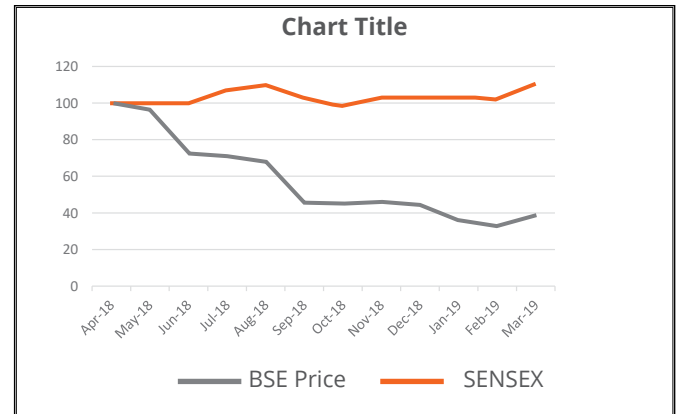
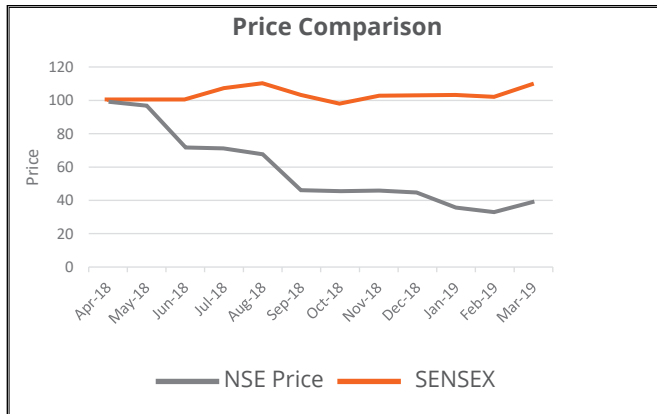
(f) Market Price Data: High, Low during each month in last Financial Year

The performance of the equity shares of the Company on BSE and NSE depicting the liquidity of the Company's equity shares for the financial year ended on March 31, 2019, on the said exchanges, is as follows:

MONTH	BSE		NSE	
	High	Low	High	Low
April, 2018	122.5	100.85	106	103
May, 2018	106	91.5	104.8	97.5
June, 2018	105	71.3	76	73.3
July, 2018	85	66	75	73.4
August, 2018	84	70	71.75	70.1
September, 2018	75	46.7	60	46.95
October, 2018	54.8	41	47.4	45.7
November, 2018	53.2	44.55	48	45.4
December, 2018	52	43	46.65	46
January, 2019	49.35	37	38.4	36.8
February, 2019	39	30	34.55	33.3
March, 2019	49	34.5	42.45	39.8



(g) Performance in comparison to broad-based indices:



(h) In case the securities are suspended from trading, reason thereof:

The Securities of the Company have not been suspended from trading.

(i) Registrar and Share Transfer Agents (R & TA):

Bigshare Services Pvt. Ltd.

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059.

Email : investor@bigshareonline.com Tel: 022 6263 8200

(j) Share Transfer System:

The Board of Directors of the Company, in order to expedite the process, has delegated the power of approving transfer, transmission, etc. of the securities of the Company to the R & TA. Securities lodged for transfer, transmission, etc. are normally processed within the stipulated time as specified under the Listing Regulations and other applicable provisions of the Companies Act, 2013. The Company has duly obtained certificates on half yearly basis from the Practicing Company Secretary, certifying due compliance with the formalities of share transfer as required under clause 47(c) of erstwhile Listing Agreement and Regulation 40(9) of the Listing Regulations and submitted a copy of the certificate to the Stock Exchanges where the securities of the Company are listed.

(k) Distribution of shareholding as on March 31, 2019:

Category(shares)	No. of Shareholders	% of Total
1-5000	31167	96.3878
5001-10000	653	2.0195
10001-20000	260	0.8041
20001-30000	78	0.2412
30001-40000	41	0.1268
40001-50000	31	0.0959
50001-100000	37	0.1144
10001- 9999999999	68	0.2103
Total	32335	100.00

Category code	Category of Shareholders	Number of shareholders	Total Number of shares	Total shareholding as a percentage of total number of shares
A	Shareholding of Promoter and Promoter Group			
1	Indian	4	44691160	47.15
2	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group	4		
B	Public shareholding			
1	Institutions	14	18224539	19.23
2	Non-institutions	31724	31863506	33.62
	Total Public Shareholding	31738	50088045	52.85
C	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0
	GRAND TOTAL (A)+(B)+(C)	31742	94779205	100.00

(l) Dematerialization of shares and liquidity:

The shares of the Company are available for dematerialisation (holding of shares in electronic form) on both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

The shares of your Company are to be compulsorily traded in the dematerialised form. As on March 31, 2019, 9,47,09,180 Equity Shares comprising of 99.93% of total Subscribed and Fully Paid-up Equity Shares of the Company, have been dematerialised by the Investors and bulk of transfers take place in the Demat segment.

(m) Outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date and likely impact on Equity:

Date of Issue	Category of holder	Type of Security	No. of Security	Face Value
06.12.2017	Non-promoter	Warrants convertible into Equity Shares	2250000	₹ 2

(n) Commodity price risk or foreign exchange risk and hedging activities:

Not applicable.

(o) Location of Plant: Village – Vanwathe, Khopoli, Pen Road, Taluka Khalapur, District Raigad 410 203.

(p) Address for correspondence:

Registered Office	For queries on Annual Report or investors' assistance (Secretarial Department)	For share transfer / dematerialisation of shares / other queries relating to the securities (Registrar & Share Transfer Agents)
Regd. Office: 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai 400009.	Ms. Jyoti Gade Company Secretary Add: 308, Metro Avenue, Near Western Express Highway Metro Station, Andheri East. Mumabi- 400 099 Email ID: cs@kridhan.com	Bigshare Services Pvt. Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400 059. Email: investor@bigshareonline.com Tel: 022 6263 8200

The aforesaid e-mail id and other relevant details have been displayed on the website of the Company i.e. <http://www.kridhan.com/>

**(9) Other Disclosures**

- (a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

During the financial year under review, there were no materially significant related party transactions with the Promoters, Directors, etc. that may have potential conflict with the interests of the Company at large. The related party transactions are entered into based on business exigencies and are intended to further the Company's interests.

- (b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years and hence no penalties, strictures have been imposed on the Company by Stock Exchanges or Securities and Exchange Board of India or any other statutory authority.

- (c) Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has a Vigil Mechanism cum Whistle Blower Policy in place, details of which have been furnished in the Board of Directors' Report. The Board of Directors affirms and confirms that no personnel have been denied access to the Audit Committee.

- (d) Details of compliance with mandatory requirements and adoption of the non- mandatory requirements:

The Company has complied with all the mandatory requirements of the Schedule V of the Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed in point no.12 below.

The Company has uploaded financials of its major subsidiaries on its website.

- (e) Web link where policy for determining 'material' subsidiaries is disclosed: http://www.kridhan.com/kridhan_invest_policy_determining_material_sub.php.
- (f) Web link where policy on dealing with related party transactions: www.kridhan.com
- (g) Disclosure of commodity price risks and commodity hedging activities: NA
- (h) Details of utilization of funds raised through preferential allotment or qualified institutions placement: NA

- (i) A certificate from HS Associates, Practicing Company Secretaries stating that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is a forming part of this Corporate Governance Report.

- (j) Disclosure where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year: Not applicable

- (k) Disclosures under the Sexual Harassment of Women at Workplace (prevention, prohibition and redressal) Act, 2013

The Company has been employing women employees in various cadres within its corporate office and in branch offices. The Company has in place a policy against Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committees is set up to redress complaints if received and are monitored on regular basis.

a.	number of complaints filed during the financial year	NIL
b.	number of complaints disposed of during the financial year	NIL
c.	number of complaints pending as on end of the financial year.	NIL

- (l) Details of the credit rating obtained during the financial year:

Facility	Amount (₹crs)	Rating	Remarks
Fund Based	18.00	BBB-	Brickwork Ratings
Non Fund Based	12.00	A3	Brickwork Ratings

(10) Non-compliance of any requirement of corporate governance report of sub-paras (2) to (9) above, with reasons thereof shall be disclosed

The Company has complied with the requirements of corporate governance report of sub paras (2) to (10) of the Schedule V of the Listing Regulations.

(11) Adoption of the discretionary requirements as specified in Part E of the Schedule II of the Listing Regulations

- (a) The Board

The Company has an Executive Chairman and hence, the requirement pertaining to reimbursement of expenses to a Non - Executive Chairman does not arise.

(b) Shareholder Rights

The Company's quarterly and half-yearly results are furnished to the Stock Exchanges, also published in the newspapers and also displayed on the web site of the Company i.e. www.kridhan.com and therefore results were not separately sent to the Members.

(c) Modified opinion(s) in audit report

The Company is in the regime of financial statements with modified audit opinion. Comments given in Annexure to the Auditors' Report are self-explanatory.

(d) Separate posts of Chairman and CEO

The Company is not having separate post of Chairman and CEO. Mr. Anil Agrawal is the Chairman of the Company. However, in the Company no person is designated as CEO.

(e) Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

12. Disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub - regulation (2) of regulation 46

The Company has complied with the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub - regulation (2) of regulation 46.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT UNDER SCHEDULE V (F) OF THE LISTING REGULATIONS:

As confirmed by the R & T A, M/s. Bigshare Services Pvt. Ltd. the Company does not have any Demat Suspense Account/Unclaimed Suspense Account.



Managing Director and Chief Financial Officer Certification

To,
The Board of Directors,
Kridhan Infra Limited

In accordance with Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we certify that:

- A. We have reviewed financial statements and the cash flow statement of Kridhan Infra Limited for the year ended March 31, 2019 and that to the best of our knowledge and belief:
 1. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 2. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
 1. the significant changes in internal control over financial reporting during the year, if any;
 2. significant changes in accounting policies during the year, if any, have been disclosed in the notes to the financial statements; and
 3. that there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For Kridhan Infra Limited

Date: August 21, 2019
Place: Mumbai

Anil Agrawal
Chairman & Managing Director
DIN: 00360114

Rajeshree Mishra
Chief Financial Officer

Code of Conduct – Declaration

In accordance with Regulation 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the members of the Board of Directors and Senior Management personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management as applicable to them for the financial year ended March 31, 2019.

For Kridhan Infra Limited

Date: August 21, 2019
Place: Mumbai

Anil Agrawal
Chairman & Managing Director
DIN: 00360114

Secretarial Auditors' Compliance Certificate on Corporate Governance

To,

The Members of
Kridhan Infra Limited,
Mumbai.

We have examined the compliance of the conditions of Corporate Governance by Kridhan Infra Limited ("the Company") for the year ended on 31st March, 2019 as stipulated in Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the said Company with the BSE Limited and NSE India Limited.

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

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

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

**For HS Associates
Company Secretaries**

**Hemant Shetye
Partner
FCS: 2827
CP No: 1483**

**Date: 21st August, 2019
Place: Mumbai**

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

*(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)*

To,
The Members of
KRIDHAN INFRA LIMITED,
203, Joshi Chambers,
Ahmedabad Street,
Carnac Bunder,
Masjid (East),
Mumbai – 400009

We have examined the relevant Registers, Records, forms, returns and disclosures received from the Directors of Kridhan Infra Limited, having CIN: L27100MH2006PLC160602 and having registered office at 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai – 400 009 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mr. Anil Dhanpat Agrawal	00360114	21/03/2006
2.	Mr. Amar Harshad Fadia	00530828	14/11/2016
3.	Mr. Mahesh Kumar Garg	03157824	25/08/2010
4.	Mr. Abhijit Vidyandand Ranade	03247451	29/09/2010
5.	Ms. Nikki Agarwal	00182633	29/09/2015
6.	Mr. Shekhar Shrawankumar Bhuwania	03604299	06/12/2017

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

Thanking You,

**For HS Associates
Company Secretaries**

**Hemant Shetye
Partner
FCS: 2827
CP No: 1483**

**Date: 21st August, 2019
Place: Mumbai**

Independent Auditor's Report

To,
The Members of Kridhan Infra Limited
Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of Kridhan Infra Limited ("the Company"), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SA's) issued by ICAI and specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

- a) We draw attention to Note No. 30 & 40 of the standalone financial statements, wherein the company has stated that it has provided for impairment loss of ₹ 11175.82

Lakhs in respect of its investments in its subsidiaries as well as towards its receivables amounting to ₹ 1487.33 Lakhs;

- b) We draw attention to Note No. 30 & 40 of the standalone financial statements, wherein the company has stated that it has provided for an amount of ₹ 2555.66 Lakhs in respect of claims made on invocation of guarantees given to bankers for borrowings made by its subsidiary consequent upon defaults / non-compliance of loan covenant(s).

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Key Audit Matters and How our audit addressed the matter

Impairment of investments in subsidiary companies

The company has made investments in equity and other instruments issued by its subsidiary company which carry on business in different geographical areas and are thus exposed to risks that are significantly different from those to which the company is exposed. In terms of the requirement of Ind AS 36 – Impairment of Assets, the



company is required to evaluate the impairment loss, if any, on these investments which is done by carrying out an impairment testing of these investments. Such impairment testing is done by comparing the cost of such investments vis-à-vis the value in use that these investee subsidiary companies generate / potentially generate over the future envisaged life span. The determination of the recoverable amount from the subsidiary is a technical matter and involves significant judgements w.r.t. the amount that may be recovered and hence the evaluation of impairment of investments in subsidiary companies has been considered as a key audit matter.

Our audit procedures includes the following:

- a) Reviewed the past earnings and the anticipated earnings of the future and the likely costs to work out the likely net earnings available to the company
- b) Reviewed the risks and contingency to which these subsidiaries are exposed to in the prevalent scenario
- c) Discussed / evaluated the potential changes w.r.t. the cash flows anticipated in the future years.
- d) Discussed the realisable value of the net assets of the subsidiaries to evaluate the impairment from a distress sale point of view.

Litigation and Claims

Litigation and claims are pending with multiple tax and regulatory authorities and there are claims from vendors/suppliers and employees which have not been acknowledged as debt by the company.

In the normal course of business, financial exposures may arise from pending legal/regulatory proceedings and from above referred claims not acknowledged as debt by the company. Whether a claim needs to be recognized as liability, disclosed as contingent liability or considered as remote in the standalone financial statements is dependent on a number of significant assumptions and judgments. The amounts involved are potentially significant and determining the amount, if any, to be recognized or disclosed in the financial statements, is inherently subjective.

We have considered Litigations and claims as Key Audit Matter as it requires significant management judgment, including accounting estimates that involves high estimation uncertainty.

Our audit procedures included the following:

Understood Management's process and control for determining tax litigations and other litigations and claims

and its appropriate accounting and disclosure.

Tested key controls surrounding such litigations. Discussed pending matters with the Company's legal department. Assessed management's conclusions through understanding precedents set in similar cases.

We have assessed the appropriateness of presentation of the most significant contingent liabilities in the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the financial statements and our auditor's report thereon.

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

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

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

Management's Responsibility for the Standalone Financial Statements

The Company's 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, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation

and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible

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

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

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

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

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

From the matters communicated with those charged with



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

Report on Other Legal and Regulatory Requirements

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, we give in Annexure - I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply, in material respect, with the Indian 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 as on 31st March, 2019 taken on

record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure II.
- (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 our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have any pending litigations which would have a material impact on its financial position other those disclosed at Note No. 42;
 - ii) Based on the assessment made by the company, there are no material foreseeable losses on its long term contracts that may require any provisioning;
 - iii) In view of there being no amounts required to be transferred to the Investor Education and Protection Fund for the year under audit, the reporting under this clause is not applicable.

For MKPS & Associates

Chartered Accountants

FRN 302014E

Narendra Khandal

Partner

M No. 065025

UDIN : 19065025AAAAFZ6461

Mumbai, August 14, 2019

Annexure – I to the Independent Auditors Report

Referred to in our report of even date, to the members of Kridhan Infra Limited for the year ended March 31, 2019

- i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) The fixed assets of the company have been physically verified by the management in a phased manner and no unadjusted are pending as at the reporting date material discrepancies. In our opinion, the frequency of verification is reasonable.
- (c) The title of the immovable assets of the company are in its name.
- ii) (a) In our opinion and according to the information and explanations provided to us, we are of the view that the company has a system of physical verification of its inventory, the frequency of which is reasonable.
- (b) In our opinion and according to the information and explanations provided to us, no material discrepancies were noticed on physical verification of the same.
- iii) The company has granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013 and with respect to the same:
- a) In our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest,
- b) The schedule of repayment of principal and payment of interest has been generally stipulated and the repayment/receipts of the principal amount and the interest are not regular in respect of which provision for impairment has been made.
- c) There is overdue amount in respect of loans granted to such companies which have been duly provided for.
- iv) In our opinion and according to the information and explanations given to us, in respect of loans, investments and guarantees, the company has complied with the provisions of Section 185 and 186 of the Act.
- v) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the period under audit. Consequently, the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 of the Act and the rules framed thereunder are not applicable.
- vi) As per the information and explanations provided to us, we are of the opinion that the maintenance of cost records has been not been specified by the Central Government under sub-section (1) of section 148 of the Act for the company.
- vii) (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other material statutory dues, as applicable, with the appropriate authorities in India.
- According to the information and explanations given to us, there are no undisputed amounts in respect of the aforesaid statutory dues which are in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are certain cases of applicable statutory dues which have not been deposited on account of any dispute, which are detailed hereunder:

Name of Statute and Nature of Dues	Forum where dispute is pending	FY to which the amount relates	Amount involved (₹ in Lakhs)
Income Tax under Income Tax Act, 1961	Commissioner of Income Tax (Appeals) has passed an order for which rectification application has been filed to give effect to the order.	2012-13	17.68



- viii) Based upon the audit procedures carried out by us and on the basis of information and explanations provided by the management we are of the opinion that the company has not defaulted in repayment of dues to banks / Financial Institutions. The company does not have any borrowings from government and the company has not issued any debentures as at the balance sheet date.
- ix) In our opinion and according to the information and explanations given to us, the term loans taken by the company have been ultimately utilised for the purpose for which they were taken. Further, the company has not raised any funds by way of initial / further public offer.
- x) Based on the audit procedures performed by us for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given to us by the management, we report that we have neither come across any instance of fraud by the company or on the company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the management.
- xi) According to the information and explanations given to us and based on our examination of records of the company, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Act.
- xii) The company is not a Nidhi Company and hence the reporting requirements under clause (xii) of paragraph 3 of the order are not applicable.
- xiii) According to the information and explanations given to us, all transactions entered into by the company with related parties are in compliance with section 177 and 178 of the Act where applicable and the details thereof have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) The company has not made any preferential allotment of shares during the year under audit.
- xv) As per the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them.
- xvi) In our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45 – IA of the Reserve Bank of India, 1934.

For MKPS & Associates

Chartered Accountants
FRN 302014E

Narendra Khandal

Partner
M No. 065025

UDIN : 19065025AAAAFZ6461
Mumbai, August 14, 2019

Annexure – II to the Independent Auditors Report

Referred to in our report of even date, to the members of Kridhan Infra Limited for the year ended March 31, 2019

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

We have audited the internal financial controls over financial reporting of Kridhan Infra Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note 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 we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility



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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the 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.

For MKPS & Associates

Chartered Accountants
FRN 302014E

Narendra Khandal

Partner
M No. 065025

UDIN : 19065025AAAAFZ6461
Mumbai, August 14, 2019

Standalone Balance Sheet

as at March 31, 2019

Particulars	Note No.	Amount in ₹ Lakhs	
		As at 31.03.2019	As at 31.03.2018
ASSETS			
1. Non-Current Assets			
a) Property Plant and Equipment	5	2,240.66	2,584.27
b) Other Intangible Assets	5	0.21	0.23
c) Financial Assets			
(i) Investments	6	9,934.40	12,897.82
(ii) Other Financial Assets	7	63.54	64.59
d) Other Non Current Assets			-
Total Non Current Assets		12,238.81	15,546.91
2. Current Assets			
a) Inventories	8	340.83	104.90
b) Investments	9	5.35	336.45
c) Financial Assets			
(i) Trade Receivables	10	3,350.81	3,347.03
(ii) Cash and cash equivalent	11	159.19	87.59
(iii) Loans & Advances	12	4,278.11	11,709.44
d) Other Current Assets	13	344.89	533.25
Total Current Assets		8,479.18	16,118.66
TOTAL ASSETS		20,717.99	31,665.57
EQUITY AND LIABILITIES			
1. Equity			
Equity Share Capital	14	1,895.58	1,895.58
Other Equity	15	12,155.97	27,613.25
Share and Warrant Application Money		506.25	506.25
Total Equity		14,557.80	30,015.08
2. Liabilities			
A. Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	16	2.61	3.09
(ii) Other Non Current Liabilities	17	20.54	18.11
b) Deferred Tax Liability	18	65.07	113.76
c) Provisions	19	10.22	12.17
Total Non Current Liabilities		98.44	147.13
B. Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	20	1,764.10	770.00
(ii) Trade Payables	21	902.03	111.06
(iii) Others	22	3,391.34	612.18
b) Short Term Provisions	23	4.28	10.12
Total Current Liabilities		6,061.75	1,503.36
TOTAL EQUITY AND LIABILITIES		20,717.99	31,665.57
Notes on Accounts and Policies forming an integral part of the financial statements	1-52		

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date : 14th Aug, 2019

For and on behalf of the Board

Anil Agrawal
Chairman & MD
DIN: 00360114

Rajeshree Mishra
Chief Financial Officer

Shekhar Bhuwania
Independent Director
DIN: 03604299

Jyoti Gade
Company Secretary



Standalone Statement of Profit and Loss

for the year ended March 2019

Amount in ₹ Lakhs

Particulars	Note No.	Year Ended	
		31-03-2019	31-03-2018
		Ind AS	Ind AS
Income			
Revenue from operations	24	5,962.36	8,800.63
Other income	25	283.44	416.43
Total Income		6,245.80	9,217.06
Expenses			
Purchases of Stock-in-trade	26	4,704.99	6,779.81
Consumables and other direct costs	26	225.31	202.94
Changes in inventories of finished goods, work-in-progress and traded goods		(235.93)	908.76
Employee benefits expense	27	114.62	143.52
Finance costs	28	173.21	224.74
Depreciation and amortisation expense		78.22	84.27
Other expenses	29	399.12	102.40
Total Expenses		5,459.56	8,446.44
Profit/(Loss) before exceptional items and tax		786.24	770.62
Exceptional items	30	-16072.22	-640.78
Profit / (Loss) before tax		-15285.98	129.84
Tax Expense:			
Current tax		22.00	30.00
Tax adjustments relating to previous year		-0.13	7.53
Deferred tax charge/ (credit)		-48.43	13.63
MAT Credit Utilised			-5.00
Total Tax Expenses		-26.56	46.16
Profit (Loss) for the year		-15259.42	83.68
Other Comprehensive Income			
A (i) Items that will not be reclassified to profit or loss		-	-
Remeasurements - On post employment benefit plan - gratuity		-	-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Comprehensive Income for the year			
Earnings per equity share: [Nominal Value per share: ₹ 2 (2018: ₹2)]	39		
' -Basic EPS (in ₹)		-16.10	0.10
' -Diluted EPS (in ₹)		-15.73	0.10
' -Number of shares considered for Basic EPS		947.79	784.52
' -Number of shares considered for Diluted EPS		970.29	791.67
Notes on Accounts and Policies forming an integral part of the financial statements	1-52		

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date : 14th Aug, 2019

For and on behalf of the Board

Anil Agrawal
Chairman & MD
DIN: 00360114

Rajeshree Mishra
Chief Financial Officer

Shekhar Bhuwania
Independent Director
DIN: 03604299

Jyoti Gade
Company Secretary

Standalone Statement of Cash Flows

For The Year Ended March 31, 2019

Amount in ₹ Lakhs

STATEMENT OF CASH FLOW	FY 2018-19	FY 2017-18
Cash flow from Operating Activities		
Net Profit before tax and after adjustment of extraordinary items net of prior year adjustment	(15,285.98)	129.84
Adjustments for :		
Depreciation	78.22	84.27
Exchange Loss / (Gain) - Non cash item	6.55	(174.26)
Interest and Dividend received	-	(412.84)
Interest & Finance charges	173.21	224.75
Loss on scrapping of assets	249.96	-
Exceptional Items*	15,218.81	-
Operating Profit before working capital changes	440.77	(148.24)
Working Capital Changes / Adjustments for		
Inventories	(235.93)	908.76
Receivables	(3.79)	1,348.11
Loans & Advances and Other Assets	(2,003.03)	(8,809.92)
Trade Payables and Other Current Liabilities including Provisions	1,263.54	(2,470.12)
Cash generated / used from operations	(979.21)	(9,023.17)
Direct Taxes	-	7.53
Net cash from (used in) Operating Activities (A)	(538.43)	(9,178.94)
Cash flow From Investing Activities		
Purchase of Fixed Assets (Net)	(14.26)	(39.64)
Other Non Current Advances	1.05	(52.35)
Sale of Fixed Assets	0.10	23.00
Investments Made	-	(10,178.15)
Interest and Dividend Received	-	412.84
Net Cash from (used in) Investing Activities (B)	(13.11)	(9,834.30)
Cash flow From Financing Activities:		
Proceed from issue of Share Capital & Share Premium (net of w-off)	(9.34)	20,459.09
Repayment of Borrowings	994.48	(1,024.21)
Interest and finance charges	(173.21)	(224.75)
Dividend Paid	(188.78)	(148.19)
Net cash from Financing Activities (C)	623.14	19,061.94
Total Cash Inflow (A) + (B) + (C)	71.60	48.70
Net Increase/Decrease in Cash or Cash Equivalent	71.60	48.70
Cash & Cash Equivalent at the beginning of the Year	87.59	38.89
Cash and Cash Equivalent at the end of the year	159.19	87.59

* Except for changes in trade receivables which has been considered under working capital changes

This cash flow has been prepared in indirect method as per IndAS 7 issued by ICAI

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date : 14th Aug, 2019

For and on behalf of the Board

Anil Agrawal
Chairman & MD
DIN: 00360114

Rajeshree Mishra
Chief Financial Officer

Shekhar Bhuwania
Independent Director
DIN: 03604299

Jyoti Gade
Company Secretary

Statement of Changes in Equity

i) Equity Share Capital

Amount in ₹ Lakhs	
Particulars	
Closing as at 31 March 2017	1,481.84
Movement during FY 2017-18	413.75
Closing as at 31 March 2018	1,895.58
Closing as at 31 March 2019	1,895.58

ii) Other Equity

Amount in ₹ Lakhs				
Particulars	Reserves and Surplus			
	Securities Premium	Capital Reserve	Retained Earnings	Total
Balance as at March 31, 2017	6,362.02	100.00	1,676.65	8,138.67
Additions during the year	20,305.65	-	-	20,305.65
Profit for the year	-	-	82.68	82.68
Utilisation during the year	766.57	-	-	766.57
Payment of dividends	-	-	148.19	148.19
Tax on dividends	-	-	-	-
Transferred to General Reserve	-	-	-	-
Balance as at March 31, 2018	25,901.11	100.00	1,612.14	27,613.25
Additions during the year	-	-	-	-
Profit for the year	-	-	(15,259.42)	(15,259.42)
Utilisation during the year	9.34	-	-	9.34
Payment of dividends	-	-	189.51	189.51
Tax on dividends	-	-	-	-
Transferred to General Reserve	-	-	-	-
Balance as at March 31, 2019	25,891.76	100.00	(13,835.79)	12,155.97

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date : 14th Aug, 2019

For and on behalf of the Board

Anil Agrawal
Chairman & MD
DIN: 00360114

Rajeshree Mishra
Chief Financial Officer

Shekhar Bhuwania
Independent Director
DIN: 03604299

Jyoti Gade
Company Secretary



Notes to the Financial Statements

for the year ended 31st March, 2019

1 Corporate Information

Kridhan Infra Limited ('Kridhan' or 'the Company') is a public limited company domiciled and incorporated in India having its registered office at 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid. Mumbai-400 009. The Company's shares are listed and traded on Stock Exchanges in India. The Company is engaged in the business of trading in iron and steel and allied materials.

2. Application of new Indian Accounting Standards

2.1 All the Indian Accounting Standards issued under section 133 of the Companies Act, 2013 and notified by the Ministry of Corporate Affairs (MCA) under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized, have been considered in preparation of these Financial Statements.

2.2 Standards issued but not yet effective

The MCA has notified the Companies (Indian Accounting Standards/ Ind AS) Amendment Rules, 2019 on March 30, 2019, whereby Ind AS-116 relating to "Leases" has been made applicable from financial year 2019-20 (i.e. April 1, 2019 onwards)

Ind AS 116 Leases

The Standard supersedes the existing Ind AS 17 "Leases". Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months unless the underlying asset is of low value and sets out the principles for the recognition, measurement, presentation and disclosure of leases. The Company is evaluating the requirements of the same and its effect on the Financial Statements is not likely to be material.

Amendment to Ind AS 109 Financial Instruments

The amendment to Ind AS 109 requires accounting for prepayment features with negative compensation in case of debt instruments. As the Company does not have any such financial

instruments which meet the conditions, the amendment has no effect on the financial statements.

Amendment to Ind AS 111 Joint Arrangements

The amendment to Ind AS 111 prescribes accounting in case of obtaining joint control of an operation wherein there was no joint control earlier. As the Company does not have any contracts of Joint arrangement, the amendment has no effect on the financial statements of the Company.

Amendment to Ind AS 12 Income Taxes

The amendment to Ind AS 12 requires recognition of income tax consequences of dividends when an entity recognises a liability to pay a dividend in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Further amendment to Appendix C to Ind AS 12 provides the requirements of the amendment are to be applied while performing the determination of taxable profit (or Tax Loss), tax bases, unused tax losses, unused tax credits, and tax rates, when there is uncertainty over income tax treatment of an item by tax authorities.

The Company is evaluating the requirements of the same and its effect on the Financial Statements. However, the impact is not likely to be material.

Amendment to Ind AS 19 Employee Benefits

The amendment to Ind AS 19 prescribes accounting for plan amendment, curtailment or settlement occurring in-between the reporting periods in case of long-term employee benefit plans. The Company does not have any amendment, curtailment or settlement occurring in-between the reporting period in case of long-term employee benefit plans, the amendment has no effect on the financial statements of the Company. The Company will apply the requirements when there is any amendment, curtailment or settlement of any long term employee benefit plan.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amendment to Ind AS 23 Borrowing Costs

The amendment to Ind AS 23 prescribes the accounting treatment for specific borrowings post capitalization of corresponding qualifying asset.

As the Company does not have any borrowings for the purpose of obtaining a qualifying asset, the amendment has no effect on the financial statements of the Company.

3. Significant accounting policies

3.1 Statement of compliance

In accordance with the notification dated 16th February, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from April 1, 2017.

The Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

3.2 Basis of preparation

The Financial Statements have been prepared on the historical cost convention on accrual basis except for certain assets that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

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

As the operating cycle cannot be identified in normal course, the same has been assumed to have duration of 12 months. Accordingly, all assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in Ind AS-1 'Presentation of Financial Statements' and Schedule III to the Companies Act, 2013.

The Standalone Financial Statements are presented in Indian Rupees and all values are

rounded off to the nearest two decimal lakhs except otherwise stated.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.

3.3 Investments in subsidiaries and associates

The Company records the investments in subsidiaries and associates at cost less impairment loss, if any.

On disposal of investment in subsidiary and associate, the difference between net disposal proceeds and the carrying amounts (including corresponding value of dilution in deemed investment) are recognized in the Statement of Profit and Loss.

Interest free loans provided to subsidiary are recognized at amount paid on the date of disbursement.

Notes to the Financial Statements

for the year ended 31st March, 2019

3.4 Property, Plant and Equipment

The Company had elected to continue with the carrying value of all of its Property, Plant and Equipment recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as of the transition date except in respect of its Land which has been measured at Fair Value as on the transition date.

Freehold land is not depreciated

Property, Plant and Equipment (PPE) used for business purposes are carried at cost, less any accumulated depreciation and recognised impairment loss. The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components.

Depreciation of PPE commences when the assets are ready for their intended use.

Depreciation is provided over the useful life of PPE as stated in the Schedule II to the Companies Act, 2013 or based on technical assessment by the Company.

The estimated useful lives, residual values and depreciation method are reviewed periodically and if necessary, changes in estimates are accounted for prospectively.

Depreciation on additions / deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions/deletions except low value items not exceeding ₹ 5,000/- which are fully depreciated at the time of addition.

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

3.5 Intangible Assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives not exceeding five years from the date of capitalisation. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate being accounted for prospectively.

Intangible assets are derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset is determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognised in the Statement of Profit and Loss when the asset is derecognised.

3.6 Impairment of tangible and intangible assets

The Company reviews the carrying amount of its tangible and intangible assets at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any).

An assessment is made at the end of each reporting period to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed if there has been a change in the estimates used to determine the asset's recoverable amount since the previous



Notes to the Financial Statements

for the year ended 31st March, 2019

impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

- 3.7** Inventories comprising of saleable stock are valued at cost or Net Realisable Value, whichever is lower.

Consumable stock are valued at Cost.

3.8 Revenue recognition

- (i) Revenue is recognised when the property in the goods is transferred in favor of the customer, which normally coincides with the date of physical delivery. In case of transit sales where goods are transferred by transfer of the documents of title, revenue is recognised on the transfer of the document of title.

Revenue from services is recognized when the outcome of services can be estimated reliably and it is probable that the economic benefits associated with rendering of services will flow to the Company, and the amount of revenue can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, service tax and GST etc. Any retrospective revision in prices is accounted for in the year of such revision.

- (ii) Interest on Fixed Deposits is recognised on accrual basis.
- (iii) Income from sale of Scrap is accounted on cash basis.

- (iv) Dividend income from investments is recognised when the shareholder's right to receive payment is established.

3.9 Foreign Exchange Transactions

The functional currency of the Company is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using mean exchange rate prevailing on the last day of the reporting period.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

3.10 Borrowing Cost

Interest/Finance Cost on loans specifically borrowed for and expansion of projects, upto the point when the project is ready for start of commercial production is charged to the capital cost of the projects concerned.

All other borrowing costs are charged to revenue.

3.11 Employee Benefits

Employee benefits include salaries, wages, provident fund, gratuity, and other terminal benefits.

All short term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.

Defined contribution plans

Employee Benefit under defined contribution plans comprising provident fund is recognized based on the undiscounted amount of obligations of the Company to contribute to the plan. The same is paid to the EPFO and charged to the statement of profit and loss.

Notes to the Financial Statements

for the year ended 31st March, 2019

Defined benefit plans

Defined retirement benefit plans comprising of gratuity and other terminal benefits, are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The retirement benefit obligation recognised in the Financial Statements represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

3.12 Income Taxes

Income tax expense represents the sum of the current tax and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

3.13 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that the Company will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.



Notes to the Financial Statements

for the year ended 31st March, 2019

3.14 Financial Instruments

Financial assets and financial liabilities are recognised when Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

3.15 Equity instruments

Equity instruments issued by the Company are recorded at the proceeds received.

3.16 Financial assets

(i) Cash and cash equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

(iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

(v) Impairment of financial assets

The Company assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Company recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

(vi) Derecognition of financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Notes to the Financial Statements

for the year ended 31st March, 2019

On derecognition of a financial asset in its entirety (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Profit and Loss.

3.17 Financial liabilities

a) Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

b) Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

3.18 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3.19 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

3.20 Segment reporting

Operating segments are identified and reported taking into account the different risks and returns, the organization structure and the internal reporting systems.

4. Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty

Inherent in the application of many of the accounting policies used in preparing the Financial Statements is the need for Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of judgments, assumptions and estimation uncertainty in the preparation of the Financial Statements which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment, useful lives of Property, Plant and Equipment, employee benefit obligations, impairment, provision for income tax, measurement of deferred tax assets and contingent assets and liabilities.

4.1 Critical judgments in applying accounting policies

The following are the critical judgements, apart from those involving estimations (Note 4.2), that the Management have made in the process of applying the Company's accounting policies and that have the significant effect on the amounts recognized in the Financial Statements.

(a) Determination of functional currency

Currency of the primary economic environment in which the Company operates ("the functional currency") is Indian Rupee (₹) in which the Company primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹).



Notes to the Financial Statements

for the year ended 31st March, 2019

(b) Classification of investment

Judgement is required in assessing the level of control obtained in a transaction to acquire an interest in another entity; depending upon the facts and circumstances in each case, the Company may obtain control, joint control or significant influence over the entity or arrangement. Transactions which give the Company control of a business are business combinations. If the Company obtains joint control of an arrangement, judgement is also required to assess whether the arrangement is a joint operation or a joint venture. If the Company has neither control nor joint control, it may be in a position to exercise significant influence over the entity, which is then classified as an associate.

4.2 Assumptions and key sources of estimation uncertainty

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

(a) Impairment of assets

Determination as to whether, and by how much, asset is impaired involves Management estimates on uncertain matters such as future prices, the effects of inflation on operating expenses, discount rate etc.

(b) Litigations

From time to time, the Company is subject to legal proceedings and the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgment is made when evaluating, among other factors, the probability of unfavourable outcome and the liability to make a reasonable estimate of the amount of potential loss. Provision for litigations are reviewed at the end of each accounting period and revisions made for the changes in facts and circumstances.

Notes to the Financial Statements

for the year ended 31st March, 2019

Note No. 5 : Property, Plant and Equipment

Particulars	Tangible					Intangibles		(Amount in ₹ Lakhs)
	Land & Land Development	Factory Building	Plant & Machineries	Computer & Accessories	Furniture & Fixtures	Vehicles	Total	
Deemed Cost								
Balance as at March 31, 2018	1,452.41	114.50	1,515.05	71.02	43.90	58.82	3,255.70	0.34
Add: Additions for the year	-	-	14.20	0.06	-	-	14.26	-
Less: Disposals during the year	-	-	439.58	-	0.25	12.85	452.68	-
Balance as at March 31, 2019	1,452.41	114.50	1,089.67	71.08	43.65	45.97	2,817.28	0.34
Accumulated Depreciation and Impairment								
Balance as at March 31, 2018	-	40.07	510.07	63.81	23.41	34.07	671.43	0.11
Add: Additions for the year	-	3.82	65.38	0.64	2.78	5.59	78.20	0.02
Less: Disposals during the year	-	-	163.74	-	0.01	9.26	173.02	-
Balance as at March 31, 2019	-	43.89	411.71	64.45	26.17	30.40	576.62	0.13
Carrying Amount								
Balance as at March 31, 2018	1,452.41	74.43	1,004.98	7.21	20.49	24.75	2,584.27	0.23
Balance as at March 31, 2019	1,452.41	70.61	677.96	6.63	17.48	15.57	2,240.66	0.21

Note:

5.1: During the year, the company has identified shortages on physical verification of its assets and also some assets have been scrapped even though they have not been fully depreciated considering technical factors and other commercial estimation made by the management. The resulting loss on scrapping of such assets and profit / loss on assets disposed amounting to ₹ 251.86 Lakhs have been charged as expenses in the statement of profit and loss.

5.2: Land has been mortgaged for the purpose of availing borrowing from banks by the company.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 6 Investments

	As at 31.03.2019	As at 31.03.2018
Investments in Unlisted Equity Instruments of subsidiaries :		
Cost / Deemed Cost	3,056.12	3,056.12
Investments in Unlisted Preference Shares of subsidiaries :		
Cost / Deemed Cost*	8,212.41	-
Investments in Subsidiary	11,268.53	3,056.12
Less: Provision for impairment	11,175.83	-
Carrying amount of Investments in subsidiary	92.70	3,056.12
Investments in Unlisted Equity Instruments of Associates		
Cost / Deemed Cost	9,841.70	9,841.70
Additions during the year	-	-
Disposal and / or Impairment	-	-
Balance as at the year end	9,934.40	12,897.82
* Represents conversion from loan to investments		
Other Investment(s)	-	-
Total	9,934.40	12,897.82

(Refer Note No. 31 for details of Subsidiaries and Associates)

Note 7 Other Financial Assets

	As at 31.03.2019	As at 31.03.2018
Security Deposit	17.91	12.31
Retention Deposit	45.63	52.28
	63.54	64.59

Note 8 Inventories

	As at 31.03.2019	As at 31.03.2018
Inventories		
Stock in Trade - Finished Goods	340.83	104.90
(As verified and valued by the management)		
(Valued at Cost or market value whichever is lower)		
	340.83	104.90

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 9 Current Investmentmets

	As at 31.03.2019	As at 31.03.2018
Unquoted, at fair value	-	
In Debt Scheme of Mutual Funds	5.35	336.45
	5.35	336.45
Details of Investments:		
Particulars		
Unquoted Investments		
Investments in Mutual funds (Fair value through profit or loss)		
- Union BankCorporate Debt Fund		
No. of Units	50,000	-
Value ₹ In Lakhs	5.35	-
- Union Dynamic Bond Fund - Growth		
No. of Units	-	13,51,543.12
Value ₹ In Lakhs	-	203.42
-Union Liquid Fund Growth		
No. of Units	-	97,706.27
Value ₹ In Lakhs	-	133.03

Note 10 Trade Receivables

	As at 31.03.2019	As at 31.03.2018
Current :		
Unsecured, Considered good:	3,350.81	3,347.03
From Related Parties	522.43	61.09
Others	2,828.38	3,285.94
Less: Impairment for doubtful receivable	-	-
	3,350.81	3,347.03

10.1: The average credit period on sales is 60 - 90 days. No interest is charged during this credit period. Thereafter, interest on delayed payments is charged at SBI Base rate plus 4%-6% per annum on the outstanding balance.

10.2: There is no single party concentration of the receivables.

10.3: Further, based on assesment made by the management, depending on the past history, management does not expect any material loss on realisation of these receivables. Based on its assessment and depending upon the realisability of the debts, management has written off some old receivables which are no longer receivable.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 11 Cash and Cash Equivalents

	As at 31.03.2019	As at 31.03.2018
Balances with Banks:		
In current account	5.35	4.98
In deposit account	145.37	49.81
Debit balance in Cash Credit Account	-	24.02
Cash on hand	8.47	8.78
	159.19	87.59

Note 12 Loans & Advances

	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good:		
To Related Parties:		
Short Term Loan/ Advances given to subsidiaries		-
- Interest Bearing	1,461.70	6,790.55
- Interest Free	1,027.90	1,114.66
Short Term Loan/ Advances given to Associates and its Director	444.29	1,528.96
Dividend from Subsidiaries	25.62	198.73
	2,959.52	9,632.90
Less : Provision for Impairment of receivables*	1,487.33	-
Carrying amount	1,472.19	9,632.90
To Others:		-
Inter Corporate Deposits given	2,608.70	1,964.48
Loans to Other concerns	107.58	25.00
Staff Advances	6.12	5.87
Others	23.52	81.20
	2,805.92	2,076.54
	4,278.11	11,709.44

* Represents amounts which were receivable from subsidiary company which has applied for Judicial Management and hence provision in respect of the same has been made on a prudent basis, pending outcome of the JM process.

Note 13 Other Current Assets

	As at 31.03.2019	As at 31.03.2018
Advances to Suppliers	262.29	508.01
Advance Income Tax, TDS and Others	82.59	25.24
	344.89	533.25

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 14 Equity Share Capital

	As at 31.03.2019	As at 31.03.2018
Authorised Share Capital		
10,00,00,000 Equity Shares of ₹ 2 each	2,000.00	2,000.00
Issued, Subscribed & Paid up share capital		
As at the beginning of the year	1,895.58	1,481.84
Alloted during the year	-	413.75
Closing Equity share capital	1,895.58	1,895.58

- a) Shares allotted during the year ended March 31, 2018 includes shares allotted for consideration other wise than in cash for ₹ 153.59 Lakhs consequent to the share purchase agreement entered into with the shareholders of the Associate company for acquiring their share(s).

14.1 Reconciliation of the number of shares outstanding as at the beginning and at the end of the reporting period

Particulars	No. of shares	Amount in ₹
Balance at March 31, 2018	9,47,79,205	18,95,58,410
Changes during the year	-	-
Balance at March 31, 2019	9,47,79,205	18,95,58,410

14.2 Terms / Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors shall be subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

14.3 Shareholders holding more than 5% shares

Name of the shareholder	As at 31.03.2019		As at 31.03.2018	
	No. of shares	%	No. of shares	%
Anil Agrawal	2,62,60,160	27.71	2,61,52,160	27.59
Kridhan Infrastructures (P) Ltd	1,13,81,000	12.01	1,13,81,000	12.01
Kridhan Petrochemicals (P) Ltd	70,00,000	7.39	70,00,000	7.39
Government of Singapore	48,69,300	5.14	48,69,300	5.14



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 15 Other Equity

	As at 31.03.2019	As at 31.03.2018
(i) Securities Premium		
Opening Balance	25,901.38	6,362.03
Additions during the year	-	20,305.65
Utilisation during the year	(9.34)	(766.57)
Closing Balance as at the year end	25,892.04	25,901.11
(ii) Capital Reserves		
Opening Balance	100.00	100.00
Additions during the year	-	-
Utilisation during the year	-	-
Closing Balance as at the year end	100.00	100.00
(iii) Balance in Statement of Profit and Loss / Retained Earnings		
Opening Balance	1,612.14	1,676.65
Add: Profit for the year	(15,259.42)	83.68
Less: Dividends Paid	188.78	148.19
Closing Balance as at the year end	(13,836.06)	1,612.14
	12,155.97	27,613.25

Capital Reserve as on 01-Apr-2016 represents the amount of share warrant money received which has been forfeited since the balance amount due as call money on these share warrants were not paid.

Note 16 Non-Current Liabilities - Financial Liabilities: Borrowings

	As at 31.03.2019	As at 31.03.2018
Secured Term loan from banks	3.47	4.34
Less: Current Maturities of Long Term Borrowing	0.86	1.24
	2.61	3.09

Security Details

- i) The Term Loan facility from Banks along with interest are secured (incl additional security) by EM of Factory, Land and Building of the plant of the company at Khopoli.
- ii) Further secured by Personal Guarantee of Anil Agrawal .
- iii) Vehicle Loan are secured against the respective vehicles.

Terms of Repayment details

The term loans represents vehicle loan which is repayable in 63 EMI upto 2023.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 17 Other Non Current Liabilities

	As at 31.03.2019	As at 31.03.2018
Trade Payables	-	-
Retention Payable	20.54	17.11
Other Deposits	-	1.00
	20.54	18.11

Note 18 Deferred Tax Liability

	As at 31.03.2019	As at 31.03.2018
Component of Deferred Tax Liability		
Timing Difference on account of difference in depreciation and Gratuity		
	65.07	113.76
	65.07	113.76

Note 19 Provisions

	As at 31.03.2019	As at 31.03.2018
Provision for Employee Benefits:		
Opening Balance as at the beginning of the year	12.17	8.64
Add: Additions during the year	(1.95)	3.53
Less: Utilised during the year	-	-
Closing Balance as at the year end	10.22	12.17

(Refer Note No. 48 for details)

Note 20 Short Term Borrowings

	As at 31.03.2019	As at 31.03.2018
Secured Working Capital facilities from Bank	1,753	-
UBI Car Loan (secured against Honda Amaze)	0.86	-
Short Term Unsecured Borrowing from Promoter Director	10.05	770.00
	1,764.10	770.00

(Secured by Equitable Mortgage of the Factory Land & Building Situated at Village Vanwathe, Khopoli, Taluka, Khalapur, Raigad, Maharashtra. Further, secured by charge on Plant & Machineries of the company. Also secured by office premises of the Director)

Note 21 Trade Payables

	As at 31.03.2019	As at 31.03.2018
Due to Micro and Small Enterprises	-	-
Due to related party	-	-
Others	902.03	111.06
	902.03	111.06



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 22 Other Financial Liabilities

	As at 31.03.2019	As at 31.03.2018
Current Maturities of Long Term Borrowings	-	1.24
Statutory Dues (Net)	-	8.14
Creditors for Revenue Expenditure	39.56	84.66
Payable to Related Party (Net)	172.43	172.43
Advance against Sales	-	161.81
Payable due to Guarantees Invoked	2,555.66	-
Others	623.69	183.88
	3,391.34	612.18

Note 23 Provisions

	As at 31.03.2019	As at 31.03.2018
Provision for Tax (Net)	4.28	10.12
	4.28	10.12

Note 24 Revenue From Operations

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Sale of Goods	4753.87	8,031.40
Income from Services	-	201.91
Other Operating Income	1208.49	567.32
Revenue from Operations	5,962.36	8,800.63

Note 25 - Other Income

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Non Operating Income	283.44	416.43
Other Income	283.44	416.43

Note 26 - Purchases

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Purchases	4,704.99	6,779.81
Consumables and other Direct Costs	225.31	202.94
Purchases	4,930.30	6,982.74

Note 27 - Employee Costs

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Salaries and Wages	114.62	143.52
Employee Costs	114.62	143.52

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 28 - Finance Cost

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Interest & Discounting Charges paid to Bank(s) and FI	132.29	184.80
Bank Charges	12.64	6.24
Other Charges	28.29	33.70
Finance Cost	173.21	224.74

Note 29 - Other Expenses

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Administrative, Selling and Other Expenses	147.26	102.40
Loss on sale / scrapping of Fixed Assets	251.86	-
	399.12	102.40
Break up of major expenses		
Rent Rates and Taxes	19.44	6.49
BSE / NSE Listing and other Fees	5.40	4.50
Audit Fees	1.50	1.50
Loss on Foreign Exchange	6.55	2.75
Legal & Professional Fees	59.54	44.56
Travelling & Conveyance	18.13	11.09

Note 30 - Exceptional Items

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Impairment of Investments in equity instruments of Subsidiary company	2,963.42	-
Impairment of Investments in Preference shares of Subsidiary company	8,212.41	-
Impairment of Loans and advances and other recoverables from subsidiary	1,487.33	-
Provision towards Guarantees invoked (Note No.22 and Note No. 36)	2,555.66	-
Write-off of dues receivable	853.41	640.78
Total	16,072.22	640.78

There has been deteriorating conditions of liquidity and tightening of global conditions, which amongst other factors have impacted the operations of the subsidiary (Readymade Steel Singapore Pte.Ltd. or "RMS") and material step down subsidiary (KH Foges Pte. or "KHF") at Singapore. These entities have been placed under Judicial Management, which is a process of restructuring of debts, by the appropriate statutory authorities at Singapore from 24-Jul-2019 pursuant to applications / petitions being filed by the respective companies. These companies are now required to submit through their appointed Judicial Manager a detailed plan for deciding the future course of action within a specified time frame.

The management is hopeful that the operations of these companies would be carried on a going concern basis after the JM process is complete. However, considering prudence, the entire amount of investments made by the company in these subsidiaries have been fully impaired. On similar grounds the amount receivable from the subsidiary company has also been duly provided for.

As a one time hit, management has decided to write-off some old receivables which are not being collected despite considerable time lag and follow up. Since, the management had been hopeful of recovery no provision in respect of these were made in earlier year(s). Hence, the write-off have been shown under exceptional items.

Since, these are not regular expenses, in order to present the results of operations in a more meaningful manner, these amount have been classified as exceptional items.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 31 : Details of Investments in Subsidiaries and Associates made by the company

Name of subsidiary	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest/ voting rights held by the Company	
			As at March 31, 2019	As at March 31, 2018
Readymade Steel Singapore Pte Ltd.	General wholesale trade	Singapore	100%	100%
Cost of Investments held in unlisted equity shares			2963.42	2963.42
Cost of Investments held in unlisted preference shares			8212.41	-
Kridhan Infra Solutions Pvt Ltd	Services in Civil Engg	India	100%	100%
Cost of Investments held in unlisted equity shares (face value of ₹ 10 each)			92.70	92.70

Name of Associate	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest/ voting rights held by the Company	
			As at March 31, 2019	As at March 31, 2018
Vijay Nirman Company Pvt. Ltd.	All types of civil projects	India	41.47%	41.47%
Cost of Investments held in unlisted equity shares (face value ₹ 10 each)			9841.70	9841.70

Note 32 : Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

The Company has obtained term loans and working capital facilities from banks.

As of March 31, 2019, the company had working capital (Total current assets - Total current liabilities) of ₹ 2,417.43 Lakhs including cash and cash equivalents of ₹ 159.19 Lakhs. As of March 31, 2018, the Company had working capital (Total current assets - Total current liabilities) of ₹ 14,615.31 Lakhs including cash and cash equivalents of ₹ 87.59 Lakhs.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non derivative financial liabilities

31-Mar-19	Contractual cash flows					
	Carrying amount	Total	Less than 12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings						
Rupee Loans - From Banks	1,758	1,758	1753			
Unsecured Loan - Rupee Loans - Others	10	10	10			
Other Financial Liabilities						
Deferred Premium payable						
Payables for Goods & Services	3,391	3,391				
Trade payables	902	902				
Contractual cash flows						
March 31, 2018	Carrying amount	Total	Less than 12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings						
Rupee Loans - From Banks	4	4	1			
Unsecured Loan - Rupee Loans - Others	770	770	770			
Other Financial Liabilities						
Deferred Premium payable						
Payables for Goods & Services	611	611				
Trade payables	111	111				

Note 33 : Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars	March 31, 2019	March 31, 2018
Borrowings (Note 16 & Note 20)	773.09	774.34
Trade payables (Note 21)	902.03	111.06
Other Financial Liabilities (Note 17 & 22)	3,411.89	630.29
Less: Cash and cash equivalents (Note 11)	159.19	87.59
Net debt	5,921.43	1,428.09
Equity	1,895.58	1,895.58
Total sponsor capital	1,895.58	1,895.58
Capital and net debt	7,817.02	3,323.68
Gearing ratio (%)	75.75	42.97



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 34 : Details of dues to micro and small enterprises as per MSMED Act, 2006

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the company which have been relied upon by the auditors.

Note 35 : Fair Values

The carrying values of financial instruments of the Company are reasonable and approximations of fair values.

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note 36: Financial instruments – Fair values and risk management

Risk management framework

The Company's activities expose it to a variety of financial risks, including revenue risk, market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of revenue risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The company's primary business is dealing in Iron and Steel products which is on credit to parties and are subjected to assessment of creditworthiness. The creditworthiness is periodically reviewed for any high credit risk receivable. Based on such assessment the management is of the view that there is a moderate credit risk in respect of its trade receivables.

Trade and other receivables

The company's primary business is trading and providing services. There are certain receivables arising from the same for which, required assessment of credit worthiness is being carried out by the company on a recurring basis based on which the company is of the view that there are no significant expected losses on account of its trade receivables. The age-wise breakup of the receivables is as under:

Summary of the Company's exposure to credit risk by age of the outstanding from its customers is as follows:

Particulars	31-Mar-19	31-Mar-18
Neither past due nor impaired	866.48	2013.57
Past due but not impaired	-	-
Past due 1-90 days		
Past due 91-180 days	1084.71	96.17
Past due 181-270 days	35.61	84.93
Past due 271-365 days	2.22	121.95
Past due more than 365 days	1361.80	1,030.41
	3,350.81	3,347.03

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. Hence, the company has not recognized any provision for expected credit loss till date. However, despite the best efforts made by management, some receivables which were continuing since earlier years could not be collected / realised due to which an amount of ₹ 853.41 Lakhs (Previous Year ₹ 640.78 Lakhs) has been written off during the year.

Cash and cash equivalents

Out of total Cash and Cash equivalent of ₹ 159.19 Lakhs and ₹ 87.59 Lakhs as at March 31, 2019 and March 31, 2018 respectively, the Company held cash and cash equivalents with credit worthy banks and financial institutions of ₹ 150.72 Lakhs and ₹ 78.81 Lakhs as at 31st March 2019 and 31st March 2018 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

Guarantees

The Company has provided the following financial guarantees:

Particulars	As at	As at
	March 31, 2019	March 31, 2018
Corporate Guarantees & Bank Guarantees	19,555.13	17,053.00

Corporate guarantees have been given to assist subsidiaries in availing banking facilities.

Bank guarantees are performance bank guarantees given to customers.

Out of these Corporate Guarantees, some of the lenders have invoked Guarantees aggregating to ₹ 5131.08 Lakhs. These had been issued to one of the step down subsidiary (₹ 2555.66 Lakhs) and one of the associates, an erstwhile stepdown subsidiary (₹ 2575.42 Lakhs). The amount of ₹ 2555.66 Lakhs have been provided for in the books on a prudent basis pending outcome of the JM which has been placed on the step down subsidiary and the balance amount of ₹ 2575.42 Lakhs is being treated as a contingent liability since an agreement has been reached between the concerned parties, due to which no payment on account of the same is anticipated by the management.

Security deposits given to lessors

The Company has not taken any premises on lease basis entailing payment of any material amount as Security Deposit. Hence, the said disclosure is not applicable

Loans, investments in group companies

The Company has given unsecured loans/ advances to its subsidiary / associates companies and their Directors / KMP (including step down subsidiaries) of ₹ 2,934 Lakhs and ₹ 9,434 Lakhs as at 31 March 2019 and 31 March 2018 respectively. Due to deteriorating condition of its subsidiary and a material subsidiary of the company, which have been placed under Judicial Management in Singapore, provision for impairment against such loans / advances have been duly made in the books. (Refer Note No. 12)

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 37 : Financial risk management objectives and policies

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Currency risk.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

Carrying amount of Financial Assets and Liabilities:

Financial assets (carried at amortised cost) :

Particulars	March 31, 2019	March 31, 2018
Loans	4,278	11,709
Trade receivable	3,351	3,347
Cash and cash equivalents	159	88
Others	64	65
At end of the period	7,852	15,209
Financial liabilities carried at amortised cost		
Borrowings (secured)	1,757	4
Borrowings (unsecured)	10	770
Trade payables	902	111
Other financial liabilities	3,412	630
At end of the period	6,081	1,516

The sensitivity analyses in the following sections relate to the position as at March 31, 2019 and March 31, 2018.

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and in place at March 31, 2019.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

The following assumptions have been made in calculating the sensitivity analyses:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2019 and March 31, 2018.

Credit risk on Financial Assets

The company is engaged in the business of trading in Iron and Steel. Payments by it are typically not secured by any form of credit support such as letters of credit, performance guarantees or escrow arrangements. Credit risk is the risk that counterparty will not meet its obligations under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Financial assets that are potentially subject to concentrations of credit risk and failures by counter-parties to discharge their obligations in full or in a timely manner consist principally of Trade Receivables, Loans and Advances and other assets. Credit risk on cash balances with Bank are limited because the counterparties are entities with acceptable credit ratings. The exposure to credit risk for trade receivable is low as its mainly consists of customers who are assessed by the management and the collection is received on timely basis within the credit period which is about 60 to 90 days.

Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired are given at note no. 36:

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities.

The average credit period taken to settle trade payables is about 30 to 90 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's top management in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the top management on an annual basis, and may be updated throughout the year subject to approval of the Company's Board of Directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company's maximum exposure to credit risk for the components of the Balance Sheet at March 31, 2019 and March 31, 2018 is the carrying amounts as illustrated in Note 10, 12 & 13. The Group's maximum exposure relating to financial guarantees and financial derivative instruments is noted in notes and the liquidity table below.

Interest Rate

The company does not operate in an industry that requires intense capital and hence the exposure to interest rate risk is reasonably moderate. The major component of the interest charge for the company is denominated in variable risk instruments which are basically in the form of loan from banks and FI's. The details of the borrowings of the company is given in the respective notes on borrowings.

The interest rate risk exposure is mainly from changes in fixed and floating interest rates. The interest rate are disclosed in the respective notes to the financial statement of the Company. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

	March 31, 2019	March 31, 2018
Financial Assets		
Interest bearing		
- Fixed interest rate		
Other bank balances	-	-
Others	-	6,790.55
Loans	-	-
- floating interest rate	-	-
Non interest bearing		
Loans	2,816.41	4,918.89
Others	-	-
Trade receivable	3,350.81	3,347.03
Cash and cash equivalent	159.19	87.59
Financial Liabilities		
Interest bearing		
- floating interest rate		
Borrowings	996.71	4.34
Non interest bearing		
Borrowings	10.05	770.00
Trade and other payables	902.03	111.06
Other financial liabilities	3,390.34	612.18

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	March 31, 2019	March 31, 2018
Increase in basis points		
- Basis points	50	50
Effect on profit before tax		
- INR in Lakhs	(4.98)	(0.02)
Decrease in basis points		
- Basis points	50	50
Effect on profit before tax		
- INR in Lakhs	4.98	0.02

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The Companies maximum exposure to credit risk for the components of the balance sheet at March 31, 2019 and March 31, 2018 is the carrying amounts as illustrated in Note 20, 21 & 22. The Company's maximum exposure relating to financial guarantees are noted in the liquidity table below .

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs
Year ended 31 March, 2019						
Borrowings	1,764					1,764
Other financial liabilities			3,391			3,391
Trade and other payables			902			902
	1,764	-	4,293	-	-	6,057
Year ended 31 March, 2018						
Borrowings	770					770
Other financial liabilities			612			612
Trade and other payables			111			111
	770	-	723	-	-	1,493

Note 38 - Related Party Statement

a) Names of the Related Parties & relationship

Sr. No.	Name of the Party	Relationship
1	Anil Agrawal	KMP
2	Krishna Devi Agrawal	KMP
3	Kridhan Petrochemicals (P) Ltd	KMP interested concern
4	K.H.F.Pte Singapore Ltd.	KMP interested concern
5	Kridhan Infrastructures (P) Ltd	KMP interested concern
6	Kridhan Infrasoftware (P) Ltd	Subsidiary Company
7	KH Foges India (P) Ltd.	Step down Subsidiary Company
8	Readymade Steel Singapore PTE Ltd	Subsidiary Company
9	Vijay Nirman Company (P) Ltd.	Associate Company
10	S Vijay Kumar	Related to Associate Company



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹

b) Transactions with related party (ies) and balances thereof

Sr. No.	Name of the Party	Relationship	Nature of Transaction	Volume of Transaction during the period 01-04-18 to 31-03-19 (₹)	Amount outstanding as on 31-03-19 (₹)
1	Anil Agrawal	KMP	Shares Alloted	Nil	5,23,04,320
				(Nil)	(5,23,04,320)
2	Kridhan Infrastructures (P) Ltd	KMP interested concern	Shares Alloted	Nil	22762000
				(Nil)	(22762000)
3	Kridhan Petrochemicals (P) Ltd	KMP interested concern	Allotment of Shares	Nil	1,40,00,000
				(Nil)	(1,40,00,000)
4	Krishna Devi Agrawal	KMP	Shares Alloted	Nil	1,00,000
				(Nil)	(1,00,000)
5	Kridhan Infrasoutions (P) Ltd	Subsidiary Company	Sales, Job work and Hire Charges	28,60,226	10,27,90,226
				(2,01,18,246)	(11,14,65,618)
6	Kridhan Infrasoutions (P) Ltd	Subsidiary Company	Purchases	29,205	
				(17,70,957)	
7	Kridhan Infrasoutions (P) Ltd	Subsidiary Company	Collections, Loans and Misc Transaction (net)	1,15,06,413	
				(4,90,11,024)	
8	Kridhan Infrasoutions (P) Ltd	Subsidiary Company	Investment made	Nil	92,70,000
				(Nil)	(92,70,000)
9	KH Foges India (P) Ltd.	Subsidiary Company	Advances recd / adjusted (Net)	1,47,95,365	7,04,24,627
				(5,56,29,262)	(5,56,29,262)
10	KH Foges India (P) Ltd.	Subsidiary Company	Loan Transactions	Nil	8,76,68,100
				(1,10,00,000)	(7,28,72,735)
11	KH Foges India (P) Ltd.	Subsidiary Company	Sales	2,13,47,184	5,22,43,157
				(Nil)	(7,35,90,341)
12	KH Foges India (P) Ltd.	Subsidiary Company	Rent Earned and Receivable	Nil	Nil
				(24,00,000)	(Nil)
13	KH Foges India (P) Ltd.	Subsidiary Company	Purchases	11,97,15,740	2,23,02,300
				(Nil)	(Nil)
14	Readymade Steel Singapore PTE Ltd	Subsidiary Company	Investment made	82,12,409,41 *	111,75,82,562
				(Nil)	(29,63,41,621)
15	Readymade Steel Singapore PTE Ltd	Subsidiary Company	Loan Given and interest on loan(net)	28,83,56,285 *	14,61,70,351
				(59,46,79,307)	(67,90,55,007)
16	Readymade Steel Singapore PTE Ltd	Subsidiary Company	Dividend Income	25,62,355*	25,62,355
				(1,98,72,680)	(1,98,72,680)
17	Readymade Steel Singapore PTE Ltd	Subsidiary Company	Dividends Received	2,24,35,035*	Nil
				(1,55,97,168)	(Nil)
18	Readymade Steel Singapore PTE Ltd	Subsidiary Company	Conversion of loan to preference shares	82,12,40,941	Nil
				Nil	(Nil)
19	Vijay Nirman Company (P) Ltd.	Associates Company	Investment made in Equity #	Nil	98,41,70,262
				(Nil)	(98,41,70,262)
20	Vijay Nirman Company (P) Ltd.	Associates Company	Working Capital Advance	(-)9,34,67,790	94,28,648
				(10,28,96,438)	(10,28,96,438)
21	Vijay Nirman Company (P) Ltd.	Associates Company	Sales	3,32,20,727	2,31,20,431
				(Nil)	(Nil)
22	S Vijay Kumar	KMP of Associate Company	Advance	(-)1,50,00,000	3,50,00,000
				(Nil)	(5,00,00,000)

* Includes foreign exchange fluctuation &/ provision for impairment loss for outstanding balance has been made.

Represents the aggregate of amount paid and value of shares allotted to the associate company and its shareholders

Previous year figures are given in bracket

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 39 : Earnings per Share (EPS)

The Computation of EPS is set out below :

Particulars	For the year ended	For the year ended
	31st March 2019	31st March 2018
	Basic & Diluted	Basic & Diluted
Earnings		
Net Profit for the year (in ₹)	(15,259)	84
Shares		
Number of Shares at the beginning of the year	947.79	740.92
Equity Shares allotted during the year	0	206.87
Total number of Equity Shares outstanding at the end of the year	947.79	947.79
Weighted average number of equity shares outstanding during the year - Basic	947.79	784.52
Weighted average number of equity shares outstanding during the year - Diluted	970.29	791.67
Face Value (in ₹)	2.00	2.00
Earnings per share Basic (in ₹)	(16.10)	0.10
Earnings per share Diluted (in ₹)	(15.73)	0.10

Note 40 : Movement of Provisions made during the year:

Particulars	Refer Note	Opening as on 1 Apr 2018 (₹ in lakhs)	Provision made / (utilised) (₹ in lakhs)	Closing as on 31 Mar 2019 (₹ in lakhs)
Provision for Impairment of Investment*	6	-	11,175.83	11,175.83
Provision for Impairment of Loans and Advances*	12	-	1,487.33	1,487.33
Provision for Guarantees Invoked	22	-	2,555.66	2,555.66
		-	15,218.81	15,218.81

*Provision has been reduced to arrive at the respective carrying amount

Note 41 : The company has one subsidiary each in Singapore namely Readymade Steel Singapore Pte Ltd. and in India namely Kridhan Infr solutions Pvt. Ltd. The company has made long term investment in these companies.



Notes to the Financial Statements

for the year ended 31st March, 2019

Note 42 : Contingent Liabilities and Commitments

Contingent liabilities not provided for:	Amount in ₹ Lakhs	
	31-Mar-19	31-Mar-18
Corporate and Bank Guarantees issued to parties	19,555.13	17,357.00
a) Income tax and VAT liabilities in respect of pending / ongoing assessments	Not Ascertainable	Not Ascertainable
b) The company has received notices of demand from Office of Income Tax for ₹ 17.68 Lakhs and from Office of Sales Tax for ₹ 1447.39 Lakhs for payment of tax and other dues for which it has filed / represented at appropriate forums and are pending at these forums. Based on the progress made and as per the best estimates made by the company, considering that the company has already applied under Amnesty scheme and its application has been approved, based on legal opinion obtained, the company will not be required to pay any material amount in respect of the same.		

Note 43 : Fixed Assets, Stocks and Cash balance were physically verified by the management. The Certification of the same as given by the management has been relied upon by the auditors. No material variations were observed on such verification.

Note 44 : The current assets, loans and advances have the values at least equal to the amount at which they are stated in the Balance sheet on their realisation in ordinary course of business. Provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

Note 45 : Balances of Current Assets and Current Liabilities are subject to confirmation and consequential adjustment, if any. However, based on the best estimates made by the management and as per the past trends management is of the view that the impact arising therefrom, if any, is not likely to be material.

Note 46 : Segment Reporting

The company operates in only one segment. Hence, there are no other reportable segment as per Ind AS - 108 issued by ICAI.

Note 47 : Events after reporting period

No subsequent events that would have a material impact on the financials were observed after the reporting period for which effect have not been considered in the financial statements. One of the significant events after the reporting date has been the subsidiary and a material step down subsidiary being placed under Judicial Management at Singapore. Correspondingly, full provision towards impairment of Investments and other Loans and Advances / receivables from these entities have been made in the books and provision for all anticipated / known liabilities have been created.

Note 48 : Gratuity as Defined contribution benefits Scheme

Defined Benefit Plan

Under the said Act, an employee who has completed 5 years of service is entitled to specific benefit. The level of benefits provided depends upon the strength of service of the employees and the salary at the retirement age.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Following table summarises the components of net benefit expenses recognised in the statement of Profit and Loss and amounts recognised in the balance sheet for the gratuity plan:

Statement of profit and loss	31-Mar-19	31-Mar-18
Net Employee benefit expenses recognised in the employee cost		
Current Service Cost	0.68	2.36
Interest Cost on Obligation	-	-
Expected return on plan assets	-	-
Net Actuarial (gain)/loss recognised in the year	(2.60)	6.45
Past Service Cost	(1.41)	-
	(1.95)	8.81

Changes in Present value of defined benefit obligation	31-Mar-19	31-Mar-18
Opening Defined benefit obligation	12.17	0.00
Current Service Cost	1.38	2.36
Interest Cost	0.68	-
Net Actuarial (gain)/loss recognised in the year	(2.60)	6.45
Benefits Paid	(1.41)	3.36
Closing Balance of Defined benefit obligation (Non Current)	10.22	12.17

Principle Assumptions

Rate of Interest	7.75% Per Annum
Salary Growth	5.50% Per Annum
Withdrawal Rate	1% at all ages
Mortality Rates	Indian Assured Lives (2006-08) Ult. Mortality Rates
Retirement Age	58 Years

Note No. 49 : Disclosure towards Impairment

The company has long term investments in its subsidiaries based at Singapore. These are long term investments and hence generally there is no impairment in respect of these considering the nature and long term visibility of these companies. However considering the present prevailing conditions as further explained at Note No. 30 & 40, the company has during the year provided for an amount of ₹ 11,175.83 Lakhs towards impairment of investments and an amount of ₹ 1487.33 Lakhs towards impairment of other loans and advances and receivables.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note No. 50 : Disclosure pursuant to SEBI (Listing obligations and disclosure requirements) regulations, 2015

Particulars	Outstanding as at the end of the year	Maximum amount outstanding during the year
Loans to Subsidiaries		
Readymade Steel Singapore Pte Ltd. *	1461.70	8215.43
Kridhan Infrastructure Solutions (P) Ltd.	1027.90	1578.64
Loans to Associates		
Vijay Nirman Company (P) Ltd.	94.29	1158.88
Loan to entities in the nature of loan to firms / companies in which directors are interested	1580.93	1580.93

*After conversion into investments

The company has not advanced any money to its employees for the purpose of investment in the securities of the company.

Note 51 : The Financial statements were authorised for issue in accordance with a resolution of the Directors dated August 14, 2019

Note 52 : Previous years' figures have been regrouped / reclassified wherever necessary to confirm to current classification.

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date : 14th Aug, 2019

For and on behalf of the Board

Anil Agrawal
Chairman & MD
DIN: 00360114

Rajeshree Mishra
Chief Financial Officer

Shekhar Bhuwania
Independent Director
DIN: 03604299

Jyoti Gade
Company Secretary

Independent Auditor's Report

To the Members of Kridhan Infra Limited

Report on the Audit of the Consolidated Financial Statements

1. Qualified Opinion

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

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in Basis for Qualified Opinion para of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associates as at 31st March, 2019 and its consolidated loss (including other comprehensive income), consolidated changes in equity and consolidated cash flows for the year ended on that date.

2. Basis for Qualified Opinion

The consolidated financial statements are based on the management certified financial statements of the subsidiaries including at Singapore which are under Judicial Management and one of its associates and are hence subject to changes, if any, on the JM process and audit being completed. The impact of the same on the consolidated financial statements, if any, is not presently ascertainable.

We conducted our audit of the consolidated financial

statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group and its associates in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

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

3. Emphasis of Matter

We draw attention to:

- a) Note No. 31 of the consolidated financial statements, wherein the management has disclosed that the subsidiary of the company and its material step-down subsidiary at Singapore are under Judicial Management as part of which various steps are being taken by the respective companies. The same is under process and pending completion of the same, the impact, if any, on the financial statements is presently not ascertainable;
- b) Note No. 31 of the consolidated financial statements wherein the management has stated that it has provided for the amount of losses in respect of contracts which have been terminated / foreclosed;
- c) Note No. 37 of the consolidated financial statements wherein the company has stated that it has provided for an amount of ₹ 2555.66 Lakhs in respect of claims made on invocation of Bank Guarantees given to bankers for borrowings made by a subsidiary.

Our opinion on the consolidated financial statements is not modified in respect of the above matter.



4. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of these consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matter	How our audit addressed the matter
Impairment of investments in subsidiary companies	
The company has made investments in equity and other instruments issued by its subsidiary company which carry on business in different geographical areas and are thus exposed to risks that are significantly different from those to which the company is exposed. In terms of the requirement of Ind AS 36 – Impairment of Assets, the company is required to evaluate the impairment loss, if any, on these investments which is done by carrying out an impairment testing of these investments. Such impairment testing is done by comparing the cost of such investments vis-à-vis the value in use that these investee subsidiary companies generate / potentially generate over the future envisaged life span. The determination of the recoverable amount from the subsidiary is a technical matter and involves significant judgements w.r.t. the amount that may be recovered and hence the evaluation of impairment of investments in subsidiary companies has been considered as a key audit matter.	Our audit procedures includes the following: a) Reviewed the past earnings and the anticipated earnings of the future and the likely costs to work out the likely net earnings available to the company; b) Reviewed the risks and contingency to which these subsidiaries are exposed to in the prevalent scenario; c) Discussed / evaluated the potential changes w.r.t. the cash flows anticipated in the future years; d) Discussed the realisable value of the net assets of the subsidiaries to evaluate the impairment from a distress sale point of view.
Litigation and Claims	
Litigation and claims are pending with multiple tax and regulatory authorities and there are claims from vendors/suppliers and employees which have not been acknowledged as debt by the company.	Our audit procedures included the following: a) Understood Management’s process and control for determining tax litigations and other litigations and claims and its appropriate accounting and disclosure;
In the normal course of business, financial exposures may arise from pending legal/regulatory proceedings and from above referred claims not acknowledged as debt by the company. Whether a claim needs to be recognized as liability, disclosed as contingent liability or considered as remote in the standalone financial statements is dependent on a number of significant assumptions and judgments. The amounts involved are potentially significant and determining the amount, if any, to be recognized or disclosed in the financial statements, is inherently subjective.	b) Tested key controls surrounding such litigations. Discussed pending matters with the Company’s legal department. Assessed management’s conclusions through understanding precedents set in similar cases; c) We have assessed the appropriateness of presentation of the most significant contingent liabilities in the Consolidated financial statements.
We have considered Litigations and claims as Key Audit Matter as it requires significant management judgment, including accounting estimates that involves high estimation uncertainty.	

5. Other Matters

We did not audit the financial statements / financial information of the subsidiaries and associates of the company, whose financial statements / financial information reflect total assets of ₹ 47,661 Lakhs as at 31st March, 2019, total revenues of ₹ 67,887 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of loss (net) of ₹ 1,891 Lakhs for the period ended 31st March, 2019, as considered in the consolidated financial statements, in respect of its associates, whose financial statements / financial information have not been audited by us. These financial statements / financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associates, and our report in so far as it relates to the aforesaid subsidiaries and associates, is based solely on such unaudited financial statements / financial information. Accordingly, the same are subject to changes, if any, arising on audit of the same.

Our opinion on the consolidated financial statements is not modified in respect of above matters.

6. Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Business Responsibility Report and Report on Corporate Governance but does not include the consolidated financial statements and our auditors' report thereon. The above-referred information is expected to be made available to us after the date of this audit report.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the

consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

When we read the information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate actions necessitated by the circumstances & the applicable laws and regulations.

7. Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group and its associates in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and its associates 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its associates are responsible for assessing the ability of the Group and its associates to continue as a going concern, disclosing, as applicable,



matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and its associates are also responsible for overseeing the financial reporting process of the Group and its associates.

8. Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Group and its associates incorporated in India have adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its associates to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group and its associates to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associates to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

We also provide those charged with governance with

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

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

9. Report on Other Legal and Regulatory Requirements

- i. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of other auditors on separate financial statements and on the other financial information of subsidiaries and associates, as noted in 'Other Matters' paragraph, we report, to the extent applicable, that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - b. in our opinion, proper books of account as required by law relating for preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books of holding Company and the audited financial statements of the subsidiaries provided to us.
 - c. the consolidated Balance Sheet, the consolidated Statement of Profit and Loss (including other comprehensive income), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. in our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
- e. in respect of the company on the basis of written representations received from the Directors as on 31st March, 2019 and taken on record by the Board of Directors, we report that none of the directors are disqualified as on 31st March, 2019 from being appointed as a director in terms of section 164 (2) of the Act. In view of the subsidiary, being companies incorporated in India, we are unable to comment on the same in view of the audit of the same not being completed.
- f. with respect to the adequacy of the internal financial controls with reference to financial statement of the Holding Company, its subsidiaries and associates incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure I".
- h. with respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the consolidated financial statements have disclosed the impact of the pending litigations on its financial position of the Group and its associates. -Refer Note 42 to the consolidated financial statements;
 - ii. according to information and explanations given to us, the Group and its associates have made provision for material foreseeable losses, if any, in respect of long-term contract including derivatives contracts; and
 - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group, its associates and joint ventures.

For MKPS & Associates

Chartered Accountants
FRN 302014E

Narendra Khandal

Partner
M No. 065025

UDIN : 19065025AAAAGA3713
Mumbai, August 14, 2019



Annexure - I to Independent Auditors' Report on Consolidated Financial Statements

(Referred to in paragraph 9 (i) (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

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

In conjunction with our audit of the consolidated financial statements of Kridhan Infra Limited (herein after referred to as "the Holding Company") as of and for the year ended March 31, 2019, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiaries and Associates which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company, its subsidiaries and associates which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to financial statements criteria established by the Holding Company, its subsidiaries and associates which are companies incorporated in India, 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. 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 Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements of the Holding Company, its subsidiaries and associates which are companies incorporated in India, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under section 143(10) of the Act, 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 we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of the reports referred to in the “Other Matters” paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system with reference to financial statements of the Holding Company, its subsidiaries, associates and joint ventures, which are companies incorporated in India.

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, the Holding Company have in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31st March, 2019, based on the internal controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. In respect to the subsidiaries, which are companies incorporated in India, we are unable to comment on the adequacy or otherwise of such controls since the audited financials in respect of the same are not available due to the audit not being completed.



Other Matters

Our aforesaid reports under Section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements in so far as it relates to an associate which is a company incorporated in India, is based on the corresponding standalone report of the auditors, as applicable, of such companies incorporated in India. In respect to the subsidiaries, which are companies incorporated in India, we are unable to comment on the adequacy or otherwise of such controls since the audited financials in respect of the same are not available due to the audit not being completed.

Our aforesaid reports under Section 143(3) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial

statements does not include in respect of subsidiaries and associates, which are companies incorporated in India whose audit reports are not available. In our opinion and according to information and explanations given to us by the Management, these financial information are not material to the Group.

For MKPS & Associates

Chartered Accountants
FRN 302014E

Narendra Khandal

Partner
M No. 065025

UDIN : 19065025AAAAGA3713
Mumbai, August 14, 2019

Consolidated Balance Sheet

as at March 31, 2019

Particulars	Note No.	Amount in ₹ Lakhs	
		As at 31.03.2019	As at 31.03.2018
ASSETS			
1. Non-Current Assets			
a) Property Plant and Equipment	5	16,122.93	19,936.04
b) Other Intangible Asset	5	0.21	0.23
Goodwill		22.70	15,171.00
c) Financial Asset			
(i) Investments	6	10,524.08	10,228.80
(ii) Other Financial Assets	7	4,452.59	3,934.99
Total Non Current Assets		31,122.51	49,271.06
2. Current Assets			
a) Inventories	8	1,366.61	1,528.68
b) Investments	9	5.35	336.45
c) Financial Asset			
(i) Trade Receivables	10	11,447.80	29,374.15
(ii) Cash and cash equivalent	11	1,529.32	4,173.97
(iii) Loans & Advances	12	4,145.81	8,837.00
(iv) Other Financial Assets	13	44.57	521.14
d) Other current asset	14	18,716.05	18,063.77
Total Current Assets		37,255.51	62,835.16
Total		68,378.02	1,12,106.22
EQUITY AND LIABILITIES			
1. Equity			
Equity Share Capital	15	1,895.58	1,895.58
Other Equity	16	11,201.01	54,092.42
Share and Warrant Application Money		506.25	506.25
Minority Interest		-	2,054.56
Total Equity		13,602.84	58,548.81
2. Liabilities			
A. Non-Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	17	5,010.89	6,414.97
(ii) Other Non current Liabilities	18	4,134.88	4,367.41
b) Deferred Tax liability	19	886.83	1,103.61
c) Provisions	20	10.21	12.17
Total Non Current Liabilities		10,042.81	11,898.16
B. Current Liabilities			
a) Financial Liabilities			
(i) Borrowings	21	18,057.88	19,011.13
(ii) Trade Payables	22	20,462.39	13,879.44
(iii) Others	23	6,132.01	8,214.38
b) Short Term Provision	24	80.09	554.30
Total Current Liabilities		44,732.37	41,659.25
		68,378.02	1,12,106.22
Notes on Accounts and Policies forming an integral part of the financial statements	1-51		

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal
Partner
M No. 065025

Place: Mumbai
Date : 14th Aug, 2019

For and on behalf of the Board

Anil Agrawal
Chairman & MD
DIN: 00360114

Rajeshree Mishra
Chief Financial Officer

Shekhar Bhuwania
Independent Director
DIN: 03604299

Jyoti Gade
Company Secretary



Consolidated Statement of Profit and Loss

for the year ended March 31, 2019

Particulars	Amount in ₹ Lakhs	
	31-03-2019	31-03-2018
Income		
Revenue from operations	25	72,674.58
Other income	26	1,457.27
Total Income		74,131.85
Expenses		
Purchases of Stock-in-trade	27	22,778.58
Purchases of traded goods	27	36,986.66
Changes in inventories of finished goods, work-in-progress and traded goods		(229.55)
Employee benefits expense	28	3,753.29
Finance costs	29	2,668.25
Depreciation and amortisation expense		3,695.02
Other expenses	30	2,714.21
Total expenses		72,366.46
Profit/(Loss) before exceptional items and tax		1,765.39
Exceptional items	31	(28,617.82)
Profit / (Loss) before tax		(26,852.42)
Tax expense:		
Current tax		(25.93)
Tax adjustments relating to previous year		3.75
Deferred tax charge/ (credit)		(32.76)
MAT Credit Utilised		-
Total Tax Expenses		(54.94)
Profit (Loss) for the year		(26,797.48)
Other Comprehensive Income		
A (i) Items that will not be reclassified to profit or loss		-
Remeasurements - On post employment benefit plan - gratuity		-
(ii) Income tax relating to items that will not be reclassified to profit or loss		-
B (i) Items that will be reclassified to profit or loss		-
(ii) Income tax relating to items that will be reclassified to profit or loss		-
Total Comprehensive Income for the year		-
Total Income for the year		(26,797.48)
Share of Profit / (Loss) of Associate(s)		(1,891.21)
Total Income for the year		(28,688.69)
Attributable to Non Controlling Interest		(373.75)
Attributable to Share holders of the company		(28,314.94)
Earnings per equity share: [Nominal Value per share: ₹ 2 (2018: ₹ 2)]	40	
-Basic (in ₹)		(29.87)
-Diluted (in ₹)		(29.18)
-Number of shares considered for EPS - Basic		947.79
-Number of shares considered for EPS - Diluted		970.29
Notes on Accounts and Policies forming an integral part of the financial statements	1-51	

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E**Narendra Khandal**
Partner
M No. 065025Place: Mumbai
Date : 14th Aug, 2019

For and on behalf of the Board

Anil Agrawal
Chairman & MD
DIN: 00360114**Rajeshree Mishra**
Chief Financial Officer**Shekhar Bhuwania**
Independent Director
DIN: 03604299**Jyoti Gade**
Company Secretary

Consolidated Cash Flow Statement

for the year ended 31st March, 2019

Amount in ₹ Lakhs

STATEMENT OF CASH FLOW	FY 2018-19	FY 2017-18
Cash flow from Operating Activities		
Net Profit before tax and after adjustment of extraordinary items net of prior year adjustment	1,765.39	6,022.76
Adjustments for :		
Depreciation	3,695.02	4,081.88
Exchange Loss / (Gain) - Non cash item	(560.72)	(174.26)
Interest and Dividend received	-	(412.84)
Exceptional Items	(28,617.82)	-
Interest & Finance charges	2,668.25	1,615.67
Operating Profit before working capital changes	(21,049.87)	11,133.22
Working Capital Changes / Adjustments for		
Inventories	162.08	1,130.46
Receivables	17,926.35	(7,595.01)
Loans & Advances and Other Assets	3,521.31	(11,391.59)
Trade Payables and Other current liabilities including provisions	4,026.37	(2,782.33)
Cash generated from / used in operations	25,636.10	(20,638.47)
Direct Taxes	-	513.87
Net cash from (used in) operating activities (A)	4,586.24	(10,019.12)
Cash flow From Investing Activities		
Purchase of fixed assets	(4,719.71)	(1,671.94)
Other non current advances	476.57	(475.33)
Sale of Fixed Assets	1,046.95	1,391.74
Investments Made	35.82	(10,182.69)
Interest and Dividend Received	-	412.84
Non-current assets and liabilities	-	-
Net Cash from (used in) investing activities	(3,160.37)	(10,525.39)
Cash flow From Financing Activities:		
Utilisation of Share Premium adjustment at subsidiary being hived off	3,432.78	21,263.30
Acceptance / Repayment of Borrowings	(2,357.32)	1,730.03
Interest and finance charges	(2,668.25)	(1,615.67)
Dividend Paid	(188.78)	(148.19)
Other Long term liabilities	(234.48)	157.56
Minority Interest	(2,054.46)	363.68
Goodwill and other Adjustments on consolidation		
Net cash from financing activities	(4,070.51)	21,750.70
Total Cash Inflow	(2,644.65)	1,206.19
Net Increase/Decrease in cash or cash Equivalent	(2,644.65)	1,206.19
Cash & Cash Equivalent at the beginning of the Year	4,173.97	2,967.78
Cash and Cash Equivalent at the end of the year	1,529.32	4,173.97
This cash flow has been prepared in indirect method as per IndAS 7 issued by ICAI		

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal
Partner
M No. 065025

Place: Mumbai
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For and on behalf of the Board

Anil Agrawal
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Independent Director
DIN: 03604299

Jyoti Gade
Company Secretary



Statement of Changes in Equity

Notes forming part of consolidated financial statements for the year ended 31 March, 2019

i) Equity Share Capital

Particulars	Amount in ₹ Lakhs
Closing as at 31 March 2018	1,895.58
Movement during FY 2018-19	-
Closing as at 31 March 2019	1,895.58

ii) Other Equity

Particulars	Reserves and Surplus			Total
	Securities Premium	Capital reserve	Retained earnings	
Balance as at March 31, 2018	25,901.11	100.00	28,091.32	54,092.42
Additions during the year:	-	-	-	-
Profit for the year	-	-	(28,314.94)	(28,314.94)
Utilisation / Adjustments during the year	(9.34)	-	(14,378.35)	(14,387.70)
Payment of dividends	-	-	(188.78)	(188.78)
Closing Balance as on March 31, 2019	25,891.76	100.00	(14,790.75)	11,201.01

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal
Partner
M No. 065025

Place: Mumbai
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Anil Agrawal
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Jyoti Gade
Company Secretary

Notes to the Financial Statements

for the year ended 31st March, 2019

1 Corporate Information

Kridhan Infra Limited ('Kridhan' or 'the Company') is a public limited company domiciled and incorporated in India having its registered office at 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid, Mumbai-400 009. The Consolidated Financial Statements comprise of financial statements of Kridhan Infra Limited ('the Company' or 'the Holding Company') and its subsidiaries (collectively, "the Group") for the year ended March 31, 2019. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its share are listed on two recognised stock exchanges in India viz BSE and NSE.

2. Application of new Indian Accounting Standards

2.1 All the Indian Accounting Standards issued under section 133 of the Companies Act, 2013 and notified by the Ministry of Corporate Affairs (MCA) under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparation of these Financial Statements.

2.2 Standards issued but not yet effective

The MCA has notified the Companies (Indian Accounting Standards/ Ind AS) Amendment Rules, 2019 on March 30, 2019, whereby Ind AS-116 relating to "Leases" has been made applicable from financial year 2019-20 (i.e. April 1, 2019 onwards)

Ind AS 116 Leases

The Standard supersedes the existing Ind AS 17 "Leases". Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months unless the underlying asset is of low value and sets out the principles for the recognition, measurement, presentation and disclosure of leases. The Company is evaluating the requirements of the same and its effect on the Financial Statements is not likely to be material.

Amendment to Ind AS 109 Financial Instruments

The amendment to Ind AS 109 requires accounting for prepayment features with negative compensation in case of debt instruments. As

the Company does not have any such financial instruments which meet the conditions, the amendment has no effect on the financial statements.

Amendment to Ind AS 111 Joint Arrangements

The amendment to Ind AS 111 prescribes accounting in case of obtaining joint control of an operation wherein there was no joint control earlier. As the Company does not have any contracts of Joint arrangement, the amendment has no effect on the financial statements of the Company.

Amendment to Ind AS 12 Income Taxes

The amendment to Ind AS 12 requires recognition of income tax consequences of dividends when an entity recognises a liability to pay a dividend in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Further amendment to Appendix C to Ind AS 12 provides the requirements of the amendment are to be applied while performing the determination of taxable profit (or Tax Loss), tax bases, unused tax losses, unused tax credits, and tax rates, when there is uncertainty over income tax treatment of an item by tax authorities.

The Company is evaluating the requirements of the same and its effect on the Financial Statements. However, the impact is not likely to be material.

Amendment to Ind AS 19 Employee Benefits

The amendment to Ind AS 19 prescribes accounting for plan amendment, curtailment or settlement occurring in-between the reporting periods in case of long-term employee benefit plans. The Company does not have any amendment, curtailment or settlement occurring in-between the reporting period in case of long-term employee benefit plans, the amendment has no effect on the financial statements of the Company. The Company will apply the requirements when there is any amendment, curtailment or settlement of any long term employee benefit plan.

Amendment to Ind AS 23 Borrowing Costs

The amendment to Ind AS 23 prescribes the accounting treatment for specific borrowings post capitalization of corresponding qualifying asset.



Notes to the Financial Statements

for the year ended 31st March, 2019

As the Company does not have any borrowings for the purpose of obtaining a qualifying asset, the amendment has no effect on the financial statements of the Company.

2.3 Basis of Preparation

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended thereafter.

For all periods up to and including the year ended March 31, 2017, the Group has prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP'). These financial statements for the year ended 31 March, 2019 are prepared in accordance with Ind AS.

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value. The consolidated financial statements are presented in Indian Rupee ('INR') which is also the Group's functional currency and all values are rounded to the nearest lakhs, except when otherwise indicated.

3. Significant accounting policies

3.1 Statement of compliance

In accordance with the notification dated 16th February, 2015, issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) with effect from April 1, 2017.

The Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended).

3.2 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March, 2019. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Subsidiaries are entities controlled by the Group. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of each of the subsidiaries used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on 31 March except in respect of one of its subsidiaries where the financials are for the year ended June 30, 2019 where unaudited figures till March 31, 2019 have been considered. Considering the timelines, applicable for the company, the financial statements are consolidated based on the audited / unaudited financial statements / information as and to the extent available.

3.2.1 Process for consolidation

Consolidation procedure:

- i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date. The exchange rate used for conversion in case of items of profit and loss is the average rate for the year and for the balance sheet items is the closing rate for the year / period.

Notes to the Financial Statements

for the year ended 31st March, 2019

- ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.
- iii. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets,) are eliminated in full, except as stated.
- iv. Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.
- v. Non-controlling interests in the net assets of consolidated subsidiaries consists of :
 - a) The amount of equity attributed to non-controlling interests at the date on which investment in a subsidiary relationship came into existence;
 - b) The non-controlling interest share of movement in equity since the date parent subsidiary relationship came into existence;
 - c) Non-controlling interest share of net profit/ (loss) of consolidated subsidiaries for the year is identified and adjusted against the profit after tax of the Group.
- vi. The following components have been considered for the purpose of the consolidated financial statements :

Direct Subsidiaries:

 - Readymade Steel Singapore Pte. Ltd. (100% holding as on 31 Mar 19 & 31 Mar 18)
 - Kridhan Infrasolutions Pvt. Ltd. (100% holding as on 31 Mar 19 & 31 Mar 18)

Step Down Subsidiaries (being subsidiaries of Readymade Steel Singapore Pte. Ltd.)

3.2.2 Business combinations and goodwill & Impairment thereof

The Group has exercised exemption and elected not to apply Ind AS accounting for business combinations retrospectively.

The excess of cost to the group of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognised as 'Goodwill' being an asset in the Consolidated Financial Statements. This Goodwill is tested for impairment at the close of each financial year. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.

Goodwill is accordingly de-recognised when there are indications of impairment of the investments or the group cedes control of the subsidiary by disposal, sale or otherwise.

Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date under current market conditions.

The Company categorizes assets and liabilities measured at fair value into one of three levels depending on the ability to observe inputs employed in their measurement which are described as follows:

- (a) Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- (b) Level 2 inputs are inputs that are observable, either directly or indirectly, other than quoted prices included within level 1 for the asset or liability.
- (c) Level 3 inputs are unobservable inputs for the asset or liability reflecting significant modifications to observable related market data or Company's assumptions about pricing by market participants.



Notes to the Financial Statements

for the year ended 31st March, 2019

3.3 Investments in associates

The Company records the investments in subsidiaries and associates at cost less impairment loss, if any.

On disposal of investment in subsidiary and associate, the difference between net disposal proceeds and the carrying amounts (including corresponding value of dilution in deemed investment) are recognized in the Statement of Profit and Loss.

Interest free loans provided to subsidiary are recognized at amount paid on the date of disbursement.

3.4 Property, Plant and Equipment

The Group had elected to continue with the carrying value of all of its Property, Plant and Equipment recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as of the transition date except in respect of its Land which has been measured at Fair Value as on the transition date.

Freehold land is not depreciated

Property, Plant and Equipment (PPE) used for business purposes are carried at cost, less any accumulated depreciation and recognised impairment loss. The cost of an asset comprises its purchase price or its construction cost (net of applicable tax credits), any cost directly attributable to bring the asset into the location and condition necessary for it to be capable of operating in the manner intended by the Management. It includes professional fees and, for qualifying assets, borrowing costs capitalised in accordance with the Company's accounting policy. Such properties are classified to the appropriate categories of PPE when completed and ready for intended use. Parts of an item of PPE having different useful lives and significant value and subsequent expenditure on Property, Plant and Equipment arising on account of capital improvement or other factors are accounted for as separate components.

Depreciation of PPE commences when the assets are ready for their intended use.

Depreciation is provided over the useful life of PPE as stated in the Schedule II to the Companies

Act, 2013 or based on technical assessment by the Company.

The estimated useful lives, residual values and depreciation method are reviewed periodically and if necessary, changes in estimates are accounted for prospectively.

Depreciation on additions / deletions to PPE during the year is provided for on a pro-rata basis with reference to the date of additions/deletions except low value items which are fully depreciated at the time of addition.

An item of PPE is de-recognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of PPE is determined as the difference between the net sales proceeds and the carrying amount of the asset and is recognised in the Statement of Profit and Loss.

3.5 Intangible Assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses. Amortisation is recognised on a straight-line basis over their estimated useful lives not exceeding five years from the date of capitalisation. The estimated useful life is reviewed at the end of each reporting period and the effect of any changes in estimate being accounted for prospectively.

Intangible assets is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are determined as the difference between the net disposal proceeds and the carrying amount of the asset, and recognised in the Statement of Profit and Loss when the asset is derecognised.

3.6 Impairment of tangible and intangible assets

The Group reviews the carrying amount of its tangible and intangible assets at the end of each reporting period to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in

Notes to the Financial Statements

for the year ended 31st March, 2019

order to determine the extent of the impairment loss (if any).

An assessment is made at the end of each reporting period to see if there are any indications that impairment losses recognized earlier may no longer exist or may have come down. The impairment loss is reversed, if there has been a change in the estimates used to determine the asset's recoverable amount since the previous impairment loss was recognized. If it is so, the carrying amount of the asset is increased to the lower of its recoverable amount and the carrying amount that have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. After a reversal, the depreciation charge is adjusted in future periods to allocate the asset's revised carrying amount, less any residual value, on a systematic basis over its remaining useful life. Reversals of Impairment loss are recognized in the Statement of Profit and Loss.

3.7 Inventories comprising of saleable stock are valued at cost or Net Realisable Value, whichever is lower.

Consumable stock are valued at Cost.

3.8 Revenue recognition

- (i) Revenue is recognised when the property in the goods is transferred in favor of the customer, which normally coincides with the date of physical delivery. In case of transit sales where goods are transferred by transfer of the documents of title, revenue is recognised on the transfer of the document of title.

Revenue from services is recognized when the outcome of services can be estimated reliably and it is probable that the economic benefits associated with rendering of services will flow to the Company, and the amount of revenue can be measured reliably.

Revenue is measured at the fair value of the consideration received or receivable and represents amounts receivable for goods and services provided in the normal course of business, net of discounts, service tax and GST etc. Any retrospective revision in prices is accounted for in the year of such revision.

- (ii) Interest on Fixed Deposits is recognised on accrual basis.
- (iii) Income from sale of scrap is accounted on cash basis.
- (iv) Dividend income from investments is recognised when the shareholder's right to receive payment is established.

3.9 Foreign Exchange Transactions

The functional currency of the Group is Indian Rupees which represents the currency of the primary economic environment in which it operates.

Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated using mean exchange rate prevailing on the last day of the reporting period.

Exchange differences on monetary items are recognised in the Statement of Profit and Loss in the period in which they arise.

3.10 Borrowing Cost

Interest/Finance Cost on loans specifically borrowed for and expansion of projects, upto the point when the project is ready for start of commercial production is charged to the capital cost of the projects concerned.

All other borrowing costs are charged to revenue.

3.11 Employee Benefits

Employee benefits include salaries, wages, provident fund, gratuity, and other terminal benefits.

All short term employee benefits are recognized at their undiscounted amount in the accounting period in which they are incurred.

Defined contribution plans

Employee Benefit under defined contribution plans comprising provident fund is recognized based on the undiscounted amount of obligations of the Group to contribute to the plan. The same is paid to the EPFO and charged to the statement of profit and loss.



Notes to the Financial Statements

for the year ended 31st March, 2019

Defined benefit plans

Defined retirement benefit plans comprising of gratuity and other terminal benefits, are recognized based on the present value of defined benefit obligation which is computed using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. These are accounted either as current employee cost or included in cost of assets as permitted.

The retirement benefit obligation recognised in the Financial Statements represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of reductions in future contributions to the plans.

3.12 Income Taxes

Income tax expense represents the sum of the current tax and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Financial Statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and

reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the deferred tax asset to be utilized.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

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

3.13 Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

Contingent assets are disclosed in the Financial Statements by way of notes to accounts when an inflow of economic benefits is probable.

Contingent liabilities are disclosed in the Financial Statements by way of notes to accounts, unless possibility of an outflow of resources embodying economic benefit is remote.

3.14 Financial Instruments

Financial assets and financial liabilities are recognised when Group becomes a party to the contractual provisions of the instruments.

Notes to the Financial Statements

for the year ended 31st March, 2019

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

3.15 Equity instruments

Equity instruments issued by the Group are recorded at the proceeds received.

3.16 Financial assets

(i) Cash and cash equivalents

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

(ii) Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost using the effective interest method if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(iii) Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both

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

The Group has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of equity investments not held for trading.

(iv) Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless it is measured at amortised cost or at fair value through other comprehensive income on initial recognition.

(v) Impairment of financial assets

The Group assesses at each balance sheet date whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. The Group recognises lifetime expected losses for trade receivables that do not constitute a financing transaction. For all other financial assets, expected credit losses are measured at an amount equal to 12 month expected credit losses or at an amount equal to lifetime expected losses, if the credit risk on the financial asset has increased significantly since initial recognition.

(vi) Derecognition of financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

On derecognition of a financial asset in its entirety (except for equity instruments designated as FVTOCI), the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in the Statement of Profit and Loss.



Notes to the Financial Statements

for the year ended 31st March, 2019

3.17 Financial liabilities

a) Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

b) Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit and Loss.

3.18 Earnings per share

Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

3.19 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit after tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows are segregated into operating, investing and financing activities.

3.20 Segment reporting

Operating segments are identified and reported taking into account the different risks and returns, the organization structure and the internal reporting systems.

3.21 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be

sold or consumed in normal operating cycle

- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

4. Critical Accounting Judgments, Assumptions and Key Sources of Estimation Uncertainty

Inherent in the application of many of the accounting policies used in preparing the Financial Statements is the need for Management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities, and the reported amounts of revenues and expenses. Actual outcomes could differ from the estimates and assumptions used.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Key source of judgments, assumptions and estimation

Notes to the Financial Statements

for the year ended 31st March, 2019

uncertainty in the preparation of the Financial Statements which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are in respect of impairment, useful lives of Property, Plant and Equipment, employee benefit obligations, impairment, provision for income tax, measurement of deferred tax assets and contingent assets and liabilities.

4.1 Critical judgments in applying accounting policies

The following are the critical judgements, apart from those involving estimations (Note 4.2), that the Management have made in the process of applying the Company's accounting policies and that have the significant effect on the amounts recognized in the Financial Statements.

(a) Determination of functional currency

Currency of the primary economic environment in which the Group operates ("the functional currency") is Indian Rupee (₹) in which the Group primarily generates and expends cash. Accordingly, the Management has assessed its functional currency to be Indian Rupee (₹).

(b) Classification of investment

Judgement is required in assessing the level of control obtained in a transaction to acquire an interest in another entity; depending upon the facts and circumstances in each case, the Group may obtain control, joint control or significant influence over the entity or arrangement. Transactions which give the Group control of a business are business combinations. If the Group obtains joint control of an arrangement, judgement is also

required to assess whether the arrangement is a joint operation or a joint venture. If the Group has neither control nor joint control, it may be in a position to exercise significant influence over the entity, which is then classified as an associate.

4.2 Assumptions and key sources of estimation uncertainty

Information about estimates and assumptions that have the significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may differ from these estimates.

(a) Impairment of assets

Determination as to whether, and by how much, asset is impaired involves Management estimates on uncertain matters such as future prices, the effects of inflation on operating expenses, discount rate etc.

(b) Litigations

From time to time, the Group is subject to legal proceedings and the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgment is made when evaluating, among other factors, the probability of unfavourable outcome and the liability to make a reasonable estimate of the amount of potential loss. Provision for litigations are reviewed at the end of each accounting period and revisions made for the changes in facts and circumstances.



Notes to the Financial Statements

for the year ended 31st March, 2019

Note No. 5 : Property, Plant and Equipment

Particulars	(Amount in ₹ Lakhs)										
	Land & Land Development	Factory Building	Leasehold Property	Plant & Machineries	Office Equipments	Construction Equipments	Computer & Accessories	Furnitures & Fixtures	Vehicles	Total	Intangibles Trademark
Deemed Cost											
Balance as at March 31, 2018	6,948.49	114.50	5,524.24	18,648.19	1,271.83	12,928.86	10.97	141.38	3,095.16	48,683.62	0.34
Add: Additions for the year	-	-	4,130.92	19.41	548.52	0.30	11.04	9.52	4,719.71		
Less: Disposals during the year	-	-	243.42	2,592.60	-	871.15	0.25	43.28	3,750.70		
Less: Adjustments	5,496.08	-	2,769.44	(183.05)	949.61	6,188.93	(69.59)	(45.73)	1,655.41	16,761.10	
Balance as at March 31, 2019	1,452.41	114.50	2,511.38	20,369.56	341.63	6,417.30	80.86	197.90	1,405.99	32,891.52	0.34
Accumulated Depreciation and Impairment											
Balance as at March 31, 2018	60.35	71.95	2,905.56	13,042.70	667.41	10,042.82	14.80	126.98	1,815.01	28,747.58	0.11
Add: Additions for the year	-	3.82	109.04	2,629.95	23.51	756.44	1.15	22.91	148.18	3,695.00	0.02
Less: Disposals / Write off during the year	-	-	39.22	1,955.45	-	685.10	-	0.01	23.97	2,703.75	-
Less: Adjustments	60.35	31.88	897.46	4,519.53	372.94	6,427.76	(57.58)	(0.50)	718.39	12,970.23	-
Balance as at March 31, 2019	0.00	43.89	2,077.92	9,197.67	317.98	3,686.40	73.53	150.38	1,220.83	16,768.61	0.13
Carrying Amount											
Balance as at March 31, 2018	6,888.15	42.55	2,618.68	5,605.49	604.41	2,886.04	(3.83)	14.40	1,280.15	19,936.04	0.23
Balance as at March 31, 2019	1,452.42	70.61	433.46	11,171.89	23.64	2,730.90	7.33	47.52	185.16	16,122.93	0.21

Note:

- 5.1:** The Company has elected to continue with the carrying value of its PPE recognised as of April 1, 2016 (transition date) measured as per the Previous GAAP and used that carrying value as its deemed cost as on the transition date as per Para D7AA of Ind AS 101 except for land which is being measured at fair value on the transition date.
- 5.2:** Land has been mortgaged for the purpose of availing borrowing from banks by the company.
- 5.3:** The amounts provided in the Note are after adjustment of the assets of Swee Hong which were earlier consolidated as a subsidiary but since that company has ceased to be a subsidiary from Feb 2019, the same have been reduced from the assets. Further, the impact of changes of the figures upon audit for the year ended March 31, 2018 are also considered. Since, the audit for the year ended March 31, 2019 of the subsidiary(ies) are not complete, the number may change on account of the same.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 6 Investments

	As at 31.03.2019	As at 31.03.2018
Investments in Equity Instruments of Associates		
Cost / Deemed Cost	9,841.70	10,225.75
Additions during the year	-	-
Share of profit accrued (Net)	441.29	
Disposal and / or Impairment	-	-
Balance as at the year end	10,283.00	10,225.75
Other Investment(s)	-	
In Financial Assets	3.05	3.05
In Property (ies)	238.03	-
Closing Balance	10,524.08	10,228.80

During the year the Group has sold its stake in one of its Associate located at Singapore on which it has incurred a loss of ₹ 642.75 Lakhs (Refer Note. 31)

(Refer Note No. 32 for details of subsidiaries and associates)

Note 7 Other Financial Asset

	As at 31.03.2019	As at 31.03.2018
Security Deposit	17.92	12.31
Retention Deposit	4,434.67	3,922.57
Capital and other advances & Others	-	0.12
	4,452.59	3,934.99

Note 8 Inventories

	As at 31.03.2019	As at 31.03.2018
Inventories		
Stock in Trade - Raw Materials, Process Stocks and Finished Goods (as verified and valued by the management)	1,366.61	1,528.68
(Valued at Cost or market value whichever is lower)		
	1,366.61	1,528.68



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 9 Current Investments

	As at 31.03.2019	As at 31.03.2018
Un quoted, at fair value		
In Debt Scheme of Mutual Funds	5.35	336.45
	5.35	336.45
Details of Investments:		
Particulars		
Unquoted Investments		
Investments in Mutual funds (Fair value through profit or loss)		
- Union Dynamic Bond Fund - Growth		
No. of Units	-	13,51,543.12
Value ₹ In Lakhs	-	203.42
-Union Liquid Fund Growth		
No. of Units	50,000	97,706.27
Value ₹ In Lakhs	5.35	133.03

Note 10 Trade Receivables

	As at 31.03.2019	As at 31.03.2018
Current :		
Unsecured, Considered good:	11,619.99	29,533.04
Others	-	1,875.22
Less: Impairment for doubtful receivable	(172.19)	(158.90)
	11,447.80	29,374.15

10.1: The average credit period on sales is 7 - 30 days. No interest is charged during this credit period. Thereafter, interest on delayed payments is charged at SBI Base rate plus 4%-6% per annum compounded each quarter on the outstanding balance.

10.2: There is no single party concentration of the receivables.

10.3: Further, based on assesment made by the management, depending on the past history, management does not expect any material loss on realisation of these receivables. However, based on its assessment and depending upon the realisability of the debts, management has written off some old receivables which are no longer receivable.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 11: Cash and Bank Balance

	As at 31.03.2019	As at 31.03.2018
Cash and Cash Equivalents		
Balances with Banks:		
In current account	1,333.42	2,957.42
In deposit account	149.48	1,097.25
Debit balance in Cash Credit Account	0.26	29.76
Cash on hand	46.16	89.55
	1,529.32	4,173.97

Deposits maintained by the group with banks comprise time deposit, which can be withdrawn by the group at any time.

Note 12: Loans & Advances

	As at 31.03.2019	As at 31.03.2018
Unsecured, considered good:		
To Related Parties:		
- Interest Free	-	8.40
Short Term Loans/ advances given to Associates and its Director	444.29	1,528.96
To Others:		
Inter Corporate Deposits given	2,608.70	2,088.90
Loans to Other concerns	107.58	25.00
Recoverable from Govt. Authorities	-	67.89
Prepayments	-	382.05
Retention Money	50.53	50.49
Staff Advances	7.24	21.35
Others including Deposits	927.48	4,646.80
Assets held for sale	-	17.15
	4,145.81	8,837.00

Based on the assessment made by the company, no impairment provisions is considered necessary.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 13: Other Financial Assets

	As at 31.03.2019	As at 31.03.2018
Retention Money	-	24.32
Others	44.57	496.82
	44.57	521.14

Note 14: Other current assets

	As at 31.03.2019	As at 31.03.2018
Advances to Suppliers	280.07	556.71
Advance Income Tax, TDS etc	93.97	102.24
Accrued Income and Progress Claims	5,073.52	17,403.46
Others	13,268.48	1.35
	18,716.05	18,063.77

Note 15: Equity Share Capital

	As at 31.03.2019	As at 31.03.2018
Authorised Share Capital		
10,00,00,000 Equity Shares of ₹ 2 each	2,000.00	2,000.00
Issued, Subscribed & Paid up share capital		
As at the beginning of the year	1,895.58	1,481.84
Alloted during the year	-	413.75
Closing Equity share capital	1,895.58	1,895.58

15.1 Reconciliation of the number of shares outstanding as at the beginning and at the end of the reporting period

Particulars	No. of shares	Amount in ₹
Balance at the beginning of the year	94,779,205	74,091,765
Changes during the year	-	20,687,440
Balance at the end of the year	94,779,205	94,779,205

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

15.2 Terms / Rights attached to Equity Shares

The Company has only one class of equity shares having a par value of ₹ 2 per share. Each holder of equity shares is entitled to one vote per share. The dividend, if any, proposed by the Board of Directors shall be subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

15.3 Shareholders holding more than 5% shares

Name of the shareholder	As at 31.03.2019		As at 31.03.2018	
	No. of shares	%	No. of shares	%
Anil Agrawal	2,62,60,160	27.71	2,61,52,160	27.59
Kridhan Infrastructures (P) Ltd	1,13,81,000	12.01	1,13,81,000	12.01
Kridhan Petrochemicals (P) Ltd	70,00,000	7.39	70,00,000	7.39
Government of Singapore	48,69,300	5.14	48,69,300	5.14

Note 16: Other Equity

	As at 31.03.2019	As at 31.03.2018
(i) Securities Premium		
Opening Balance	25,901.10	6,362.02
Additions during the year	-	20,305.65
Utilisation during the year	(9.34)	(766.57)
Closing Balance as at the year end	25,891.76	25,901.10
(ii) Capital Reserves		
Opening Balance	100.00	100.00
Additions during the year	-	-
Utilisation during the year	-	-
Closing Balance as at the year end	100.00	100.00
(iii) Balance in Statement of Profit and Loss / Retained Earnings		
Opening Balance	28,091.32	21,288.01
Add: Profit for the year	(28,314.94)	3,716.13
Add: Adjustments for Goodwill due to one of the subsidiary being no longer and subsidiary and others	(15,148.30)	-
Add: other adjustments (including changes due to audit and derecognition of subsidiaries)	769.94	3,235.48
Less: Dividends Paid	188.78	148.20
Closing Balance as at the year end	(14,790.75)	28,091.42
	11,201.01	54,092.52



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

- a) Capital Reserve represents the amount of share warrant money received which had been forfeited since the balance amount due to call of these share warrants were not paid.
- b) General Reserves represents the amount of retained earnings available for appropriation freely as it is merely an accumulation of profit earned over the year(s).
- c) Effective from 1 Feb, 2019, the Group has ceded control of an erst while subsidiary viz. Swee Hong Limited. Consequently, the assets, liabilities, income and expenses of Swee Hong are no longer consolidated into the Group thereafter. Accordingly, the corresponding Goodwill recognised earlier on consolidation has also been de-recognised.
- d) Since, the subsidiary of the holding company has filed for JM and provision for investment has been made in the standalone financial statements, the corresponding balance amount of goodwill thereof has also been derecognised.
- e) The consolidation of the subsidiaries for the year ended March 31, 2018 had been done based on the unaudited financial statements since the audit was not completed. Subsequent to the completion of audit, there were some changes in the reported figures which have been given effect in the reserves. Similarly, the current year figures are based on unaudited figures and hence are subject to consequential changes on the audit being completed.

Note 17: Non-Current Liabilities - Financial Liabilities: Borrowings

	As at 31.03.2019	As at 31.03.2018
Secured Term loan from banks / FI's	5,010.89	5,918.88
Loan from others	-	503.32
Less: Current Maturities of Long Term Borrowing	-	7.23
	5,010.89	6,414.97

Security Details

Within India

- i) The Term Loan facility from Banks along with interest are secured (incl additional security) by EM of Factory, Land and Building of the plant of the company at Khopoli and Stand by letter of credit issued by a subsidiary in Singapore.
- ii) Further secured by Personal Guarantee of Anil Agrawal .
- iii) Vehicle Loans are secured against the respective vehicles.

Outside India

- i) The loans are secured mainly by the following:-
 - a. Pledge of shares of group companies.
 - b. Mortgage of Residential Bungalow in India belonging to a director.
 - c. Corporate Guarantees from holding and subsidiary companies.
 - d. Personal Guarantees by a director.
 - e. Negative pledge over all assets of group companies..
 - f. Charge over leased assets..
 - g. Immoveable Property situated at Singapore.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Terms of Repayment

Within India : In EMI's till 2023

Outside India : SGD 81.52 lakhs payable in equal half yearly instalments till Dec'2021

SGD 16.85 lakhs payable in equal quarterly instalments till July'2022

Note 18: Other Non Current Liabilities

	As at 31.03.2019	As at 31.03.2018
Retention Payable	20.54	17.11
Other Deposits	-	1.00
Hire Purchases Creditors and others	4,114.34	4,349.30
	4,134.88	4,367.41

Note 19: Deferred Tax Liability

	As at 31.03.2019	As at 31.03.2018
Component of Deferred Tax Liability		
Timing Difference on account of difference in depreciation and Gratuity	886.83	1,103.61
	886.83	1,103.61

Note 20: Provisions

	As at 31.03.2019	As at 31.03.2018
Provision for Employee Benefits:		
Opening Balance as at the beginning of the year	12.17	8.64
Add: Additions / (Release) during the year	(1.95)	3.53
Less: Utilised during the year	-	-
Closing Balance as at the year end	10.22	12.17

(Refer Note No. 47 for details)

Note 21: Short Term Borrowings

	As at 31.03.2019	As at 31.03.2018
Secured Working Capital / Short Term facilities from Bank / FI's and others	17,939.14	18,235.14
Short Term Borrowing from Promoter Director	117.87	770.00
Other Loans	0.86	5.99
	18,057.88	19,011.13

(Loans in India are secured by Equitable Mortgage of the Factory Land & Building Situated at Village Vanwathe, Khopli, Taluka, Khalapur, Raigad, Maharashtra. Further, secured by charge on Plant & Machinerries of the company. Also secured by office premises of the Director). Also refer note no. 17 for securities provided for loans outside India.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 22: Trade Payables

	As at 31.03.2019	As at 31.03.2018
Due to Micro and Small Enterprises	-	-
Due to related party	-	-
Others	20,462.39	13,879.44
Refer Note No.35		
	20,462.39	13,879.44

Note 23: Other Financial Liabilities

	As at 31.03.2019	As at 31.03.2018
Current Maturities of Long Term Borrowings	-	5,434.80
Statutory Dues (Net)	744.77	8.14
Creditors for Revenue Expenditure	-	84.66
Payable to Related Party (Net)	-	254.66
Advance against Sales	502.44	161.81
Liability for Invocation of BG for Associate	2,555.66	-
Expenses Payable	1,612.38	2,066.84
Others	683.00	190.98
Retention Money	33.77	12.49
	6,132.01	8,214.38

Note 24: Provisions

	As at 31.03.2019	As at 31.03.2018
Provision for Tax	79.28	554.30
Others	0.81	-
	80.09	554.30

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 25: Revenue From Operations

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Sale of Goods & Services	71,872.38	70,467.83
Income from warehousing and rentals	-	212.03
Other Operating Income	802.20	568.24
Revenue from Operations	72,674.58	71,248.10

Note 26: Other Income

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Non Operating Income	1,457.27	768.94
Other Income	1,457.27	768.94

Note 27: Purchases

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Purchases	22,778.58	21,058.74
Consumables and other Direct Costs	36,986.66	32,549.48
Purchases	59,765.24	53,608.22

Note 28: Employee Costs

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Salaries and Wages	3,369.90	3,252.85
Directors Remuneration	383.39	232.24
Employee Costs	3,753.29	3,485.08

Note 29: Finance Cost

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Interest & Discounting Charges paid to Bank(s), FI, Hire Purchases and others	2,510.38	1,194.32
Interest Paid for other loans	-	20.69
Bank Charges	139.53	86.21
Other Charges	18.34	314.44
Finance Cost	2,668.25	1,615.67



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 30: Other Expenses

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Administrative, Selling and Other Expenses	2,714.21	2,280.25
Break up of other expenses		
Loss on sale / scrapping of Fixed Assets	555.11	-
Electricity Charges	124.08	69.68
Insurance Charges	176.46	199.63
Rent, Rates & Taxes	355.25	318.85
Repair & Maintainance	51.69	77.03
Printing & Stationery	41.23	55.22
Legal & Professional Charges	476.26	770.65
Travelling Expenses	281.05	73.16
Telephone Expenses	50.03	38.47
Misc Expenses	603.05	677.54
Other Expenses	2,714.21	2,280.25

Note 31: Exceptional Items

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
Impairment of Investments in subsidiaries / Associate	5,589.00	-
Impairment of Claims / receivables on ongoing projects	8,772.00	-
Damages / Impairment of Claims / receivables due to early completion foreclosure / temination of projects	11,246.14	-
Loss / Impairment on associates disposed off	642.75	-
Loss due to fair value of financial assets	514.20	-
Write-off of dues receivable being not recoverable	1,853.73	1,630.15
Total	28,617.82	1,630.15

There has been deteriorating conditions of liquidity and tightening of global conditions, which amongst other factors have impacted the operations of the subsidiary (Readymade Steel Singapore Pte.Ltd. or "RMS") and material step down subsidiary (KH Foges Pte. or "KHF") at Singapore. These entities have been placed under Judicial Management, which is a process akin to restructuring of debts, by the appropriate statutory authorities at Singapore from 24-Jul-2019 pursuant to applications / petitions being filed by the respective companies. These companies are now required to submit through their appointed Judicial Manager a detailed plan for deciding the future course of action within a specified time frame.

The management is hopeful that the operations of these companies would be carried on a going concern basis after the JM process is complete. However, considering prudence, the entire amount of investments made by the company in these subsidiaries have been fully impaired. On similar grounds the amount receivable from the subsidiary company has also been duly provided for. Management is also taking various steps such as stake sale, infusion of equity, negotiation with lenders / creditors etc. which are pending at various levels. Pending the outcome of such steps and / or finalisation of the JM process, it is not possible to ascertain the impact, if any, of these on the consolidated financial statements of the group and hence no impact in respect of the same have been considered in the consolidated financial statements.

Further, as part of the proceedings under JM, valuation of assets is to be carried out and determination of the amount payable to creditors is to be done pending which it is not possible to assess the impact, if any.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

As a one time hit, management has decided to write-off some old receivables which are not being collected despite considerable time lag and follow up. Since, the management had been hopeful of recovery no provision in respect of these were made in earlier year(s). Hence, the write-off have been shown under exceptional items. Similarly, on a comprehensive review of the pending WIP, the group has taken a conservative view and provided for amounts pertaining to foreclosure / termination / early completion of projects as well as for anticipated damages / loss on ongoing projects.

Since, these are not regular expenses, in order to present the results of operations in a more meaningful manner, these amount have been classified as exceptional items.

Further, considering the fact that the operations of the group are still run on a day to day basis, the management is hopeful of running the same as a going concern and hence the same is not considered to be impaired.

Note No. 32: Details of Investments in Associates made by the company

(All amounts in INR lakhs, unless otherwise stated)

Name of Associate	Principal activity	Place of incorporation and principal place of business	Proportion of ownership interest/ voting rights held by the Company	
			As at March 31, 2019	As at March 31, 2018
Unquoted, Fully Paid up				
Vijay Nirman Company Pvt Ltd	All types of civil projects	India	41.47%	41.47%
Face Value - ₹ 10			-	-
Investments in Equity Instruments (at cost) (in ₹)			9,841.70	9,841.70

Stake in another associate at Singapore viz. Econ Geotech Pte. was disposed off in the quarter ended March 31, 2019 and resulting loss has been charged to the statement of profit and loss.

Note No 33: Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. At the consolidated level the company is facing liquidity crunch due to delayed payments, tightening of credit by banks etc. since its material subsidiary has applied for restructuring. However, the Group is of view, pending the outcome of the procedures, it shall be able to meet its obligations as and when due, as directed by the judicial forums at Singapore.

The Group has obtained term loans and working capital facilities from banks.

As of March 31, 2019, the Group had negative working capital (Total current assets - Total current liabilities) of ₹ 7476.86 lakhs including cash and cash equivalents of ₹ 1529.32 Lakhs. As of March 31, 2018, the Company had working capital (Total current assets - Total current liabilities) of ₹ 21175.91 lakhs including cash and cash equivalents of ₹ 4173.97 Lakhs.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non derivative financial liabilities.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

31-Mar-19	Contractual cash flows					
	Carrying amount	Total	Less than 12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings						
Rupee Loans - From Banks	22,950.03	22,950.03	17,939.14	5,010.89		
Unsecured Loan - Rupee Loans - Others	118.74	118.74	118.74			
Other Financial Liabilities						
Deferred Payments	4,114.34	4,114.34				
Payables for Goods & Services	6,132.01	6,132.01				
Trade payables	20,462.39	20,462.39				
Contractual cash flows						
March 31, 2018	Carrying amount	Total	Less than 12 months	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities						
Borrowings						
Rupee Loans - From Banks	24,154.01	24,154.01	7.23			
Unsecured Loan - Rupee Loans - Others	770.00	770.00	770.00			
Other Financial Liabilities						
Deferred Payments	4,349.28					
Payables for Goods & Services	2,779.59	2,779.59				
Trade payables	13,879.44	13,879.44				

Note 34: Capital management

For the purpose of the Group's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the parent / group. The primary objective of the Group's capital management is to maximise the shareholder value.

The Company / Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company's policy is to keep optimum gearing ratio. The Company / Group includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents, excluding discontinued operations.

Particulars	March 31, 2019	March 31, 2018
Borrowings (Note 17 & Note 21)	23,068.77	25,426.09
Trade payables (Note 22)	20,462.39	13,879.44
Other Financial Liabilities (Note 18 & 23)	10,266.89	12,581.79
Less: cash and cash equivalents (Note 11)	1,529.32	4,173.97
Net debt	52,268.72	47,713.35
Equity	1,895.58	1,895.58
Total sponsor capital	1,895.58	1,895.58
Capital and net debt	54,164.30	49,608.94
Gearing ratio (%)	96.50	96.18

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note 35: Details of dues to micro and small enterprises as per MSMED Act, 2006

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the company and the same have been relied upon by the auditors.

Note 36: Fair Values

The carrying values of financial instruments of the Company are reasonable and approximations of fair values. The company / Group has reassessed the carrying amount at the reporting date and accounted for any variation thereof through the Statement of Profit and Loss.

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

Note No 37: Financial instruments – Fair values and risk management

Risk management framework

The Company / Group's activities expose it to a variety of financial risks, including revenue risk, market risk, credit risk and liquidity risk. The Company / Group's primary risk management focus is to minimize potential adverse effects of revenue risk. The Company / Group's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company / Group, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's / Group's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

Credit risk

Credit risk is the risk of financial loss to the Company / Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment securities. The company's primary business is related to construction activities and dealing in Iron and Steel products which is on credit to parties and are subjected to assessment of creditworthiness. The creditworthiness is periodically reviewed for any high credit risk receivable. Based on such assessment the management is of the view that there is a moderate credit risk in respect of its trade receivables.

Trade and other receivables

The company's primary business is trading and providing services. There are certain receivables arising from the same for which, required assessment of credit worthiness is being carried out by the company on a recurring basis based on which the company is of the view that there are no significant expected losses on account of its trade receivables. The age-wise breakup of the receivables is as under:



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Summary of the Company's exposure to credit risk by age of the outstanding from its customers is as follows:

Particulars	31-Mar-19	31-Mar-18
Neither past due nor impaired	2,708.71	11,598.99
Past due 1-90 days	2,708.71	11,598.99
Past due 91-180 days	1,193.43	6,453.50
Past due 181-270 days	206.25	5,550.83
Past due 271-365 days	406.46	3,905.95
Past due more than 365 days	6,932.95	1,864.88
	11,447.80	29,374.15

Expected credit loss assessment for customers as at 31 March 2019 and 31 March 2018

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine incurred and expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Given that the macro economic indicators affecting customers of the Company have not undergone any substantial change, the Company expects the historical trend of minimal credit losses to continue. Further, management believes that the unimpaired amounts that are past due by more than 30 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. Hence, the company has not recognized any provision for expected credit loss till date. The subsidiary and a material subsidiary being under a process of restructuring, the amount receivable may not have a realisation of a value equal to the carrying amounts thereof, which is dependent upon the outcome of the proceedings. In the absence of any clarity in respect of the same, no provision in respect of the same have been made.

Cash and cash equivalents

Out of total Cash and Cash equivalent of ₹ 1529.32 Lakhs and ₹ 4173.97 Lakhs as at March 31, 2019 and March 31, 2018 respectively, the Group held cash and cash equivalents with credit worthy banks and financial institutions of ₹ 1483.16 Lakhs and ₹ 4084.42 lakhs as at 31st March 2019 and 31st March 2018 respectively. The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and there are no indications of them being negatively impacted.

Guarantees

The Company has provided the following financial guarantees:

Particulars	As at March 31, 2019	As at March 31, 2018
Bank / Corporate Guarantees	49,590.66	47,369.75

Corporate guarantees have been given to assist subsidiaries and / including step down subsidiaries for availing banking facilities and credit.

Bank guarantees are performance bank guarantees given to customers.

During the year, the Corporate Guarantee issued in favour of some of the subsidiaries / step down subsidiary were invoked by the bankers on account of non payment of loans / non compliance of the loan covenants. These amount due in respect of an erstwhile subsidiary has been duly provided for. However, the company is hopeful that the same shall not be ultimately payable.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Security deposits given to lessors

The Company has not taken any premises on lease basis against security deposits, hence the said disclosure is not applicable.

Loans, investments in group companies

The Company has given unsecured loans/ advances to its associates companies and their Directors / KMP of ₹ 444.29 Lakhs and ₹ 1537.36 Lakhs as at 31 March, 2019 and 31 March, 2018 respectively. The Company does not perceive any credit risk pertaining to loans provided to its associates.

Note No. 38: Financial risk management objectives and policies

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Currency risk.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

The following table summaries the carrying amount of financial assets and liabilities recorded at the end of the period by categories:

'Carrying amount of Financial Assets and Liabilities:

Financial assets (carried at amortised cost) :

Particulars	March 31, 2019	March 31, 2018
Loans	4,145.81	8,837.00
Trade receivable	11,447.80	29,374.15
Cash and cash equivalents	1,529.32	4,173.97
Others	4,497.16	4,456.13
At end of the period	21,620.09	46,841.25
Financial liabilities carried at amortised cost		
Borrowings (secured)	22,950.03	24,650.10
Borrowings (unsecured)	118.74	775.99
Trade payables	20,462.39	13,879.44
Other financial liabilities	10,266.89	12,581.79
At end of the period	53,798.04	51,887.32

The sensitivity analyses in the following sections relate to the position as at March 31, 2019 and March 31, 2018.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

The sensitivity analyses have been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and derivatives and the proportion of financial instruments in foreign currencies are all constant and in place at March 31, 2019.

The following assumptions have been made in calculating the sensitivity analyses:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2019 and March 31, 2018.

'Credit risk on Financial Assets

The company is engaged in the business of trading in Iron and Steel. Payments by it are typically not secured by any form of credit support such as letters of credit, performance guarantees or escrow arrangements. Credit risk is the risk that counterparty will not meet its obligations under a financial instrument, leading to a financial loss. The Company is exposed to credit risk from its operating activities and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

Financial assets that are potentially subject to concentrations of credit risk and failures by counter-parties to discharge their obligations in full or in a timely manner consist principally of Trade Receivables, Loans and Advances and other assets. Credit risk on cash balances with Bank are limited because the counterparties are entities with acceptable credit ratings. The exposure to credit risk for trade receivable is low as its mainly consist of customers who are assessed by the management and the collection is received on timely basis within the credit period which is about 30 to 90 days.

Ageing analysis of the age of trade receivable amounts that are past due as at the end of reporting year but not impaired are given herein before.

The liquidity risk is managed on the basis of expected maturity dates of the financial liabilities.

The average credit period taken to settle trade payables is about 30 to 90 days. The other payables are with short-term durations. The carrying amounts are assumed to be a reasonable approximation of fair value.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's top management in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the top management on an annual basis, and may be updated throughout the year subject to approval of the Company's board of directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

The Company maximum exposure to credit risk for the components of the balance sheet at March 31, 2019 and March 31, 2018 is the carrying amounts as illustrated in Note 10, 12 & 13. The Group's maximum exposure relating to financial guarantees and financial derivative instruments is noted in notes and the liquidity table below .

Interest Rate

The company does not operate in an industry that requires intense capital and hence the exposure to interest rate risk is reasonably moderate. The major component of the interest charge for the company is denominated in variable risk instruments which are basically in the form of loan from banks and FI's. The details of the borrowings of the company is given in the respective notes on borrowings.

The interest rate risk exposure is mainly from changes in fixed and floating interest rates. The interest rate are disclosed in the respective notes to the financial statement of the Company. The following table analyse the breakdown of the financial assets and liabilities by type of interest rate:

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

	March 31, 2019	March 31, 2018
Financial Assets		
Interest bearing		
- Fixed interest rate		
Other bank balances	-	-
Others	-	-
Loans	-	-
- floating interest rate	-	-
Non interest bearing		
Loans	4,145.81	8,837.00
Others	44.57	521.14
Trade receivable	11,447.80	29,374.15
Cash and cash equivalent	1,529.32	4,173.97
Financial Liabilities		
Interest bearing		
- floating interest rate		
Borrowings	23,068.77	24,154.01
Non interest bearing		
Borrowings	-	
Trade and other payables	20,462.39	13,879.44
Other financial liabilities	10,266.89	12,581.79

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	March 31, 2019	March 31, 2018
Increase in basis points		
- INR	50.00	50.00
Effect on profit before tax		
- INR	(1147.50)	(1207.70)
Decrease in basis points		
- INR	50.00	50.00
Effect on profit before tax		
- INR	1147.50	1207.70

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2019 and March 31, 2018 is the carrying amounts as illustrated in Note 21, 22 & 23. The Company's maximum exposure relating to financial guarantees are noted in the liquidity table below:

Particulars	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs	INR Lakhs
Year ended 31 March, 2019						
Borrowings	18,057.88			5,010.88		23068.76
Other financial liabilities			6,132.01			6,132.01
Trade and other payables			20,462.39			20,462.39
	18,057.88	-	26,594.40	-	-	44,652.28
Year ended 31 March, 2018						
Borrowings	19,011.13			6,414.96		25,426.09
Other financial liabilities			8,214.38			8,214.38
Trade and other payables			13,879.44			13,879.44
	19,011.13	-	22,093.82	-	-	41,104.95

Notes 39: Related Party Statement

a) Names of the Related Parties & relationship

Sr. No.	Name of the Party	Relationship
1	Anil Agrawal	KMP
2	Krishna Devi Agrawal	KMP
3	Kridhan Petrochemicals (P) Ltd	KMP interested concern
4	K.H.F.Pte Ltd.	KMP interested concern
5	Kridhan Infrastructures (P) Ltd	KMP interested concern
6	Kridhan Infrasoftware (P) Ltd	Subsidiary Company
7	KH Foges India (P) Ltd.	Step down Subsidiary Company
8	Readymade Steel Singapore PTE Ltd	Subsidiary Company
9	Vijay Nirman Company (P) Ltd.	Associate Company
10	S Vijay Kumar	Related to Associate Company

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

b) Transactions with related party (ies) and balances thereof

Sr. No.	Name of the Party	Relationship	Nature of Transaction	Volume of Transaction during the period 01-04-18 to 31-03-19 (₹)	Amount outstanding as on 31-03-19 (₹)
1	Anil Agrawal	KMP	Shares Alloted	Nil (Nil)	5,23,04,320 (5,23,04,320)
2	Kridhan Infrastructures (P) Ltd	KMP interested concern	Shares Alloted	Nil (Nil)	22762000 (22762000)
3	Kridhan Petrochemicals (P) Ltd	KMP interested concern	Allotment of Shares	Nil (Nil)	1,40,00,000 (1,40,00,000)
4	Krishna Devi Agrawal	KMP	Shares Alloted	Nil (Nil)	1,00,000 (1,00,000)
5	Vijay Nirman Company (P) Ltd.	Associates Company	Investment made in Equity #	Nil (Nil)	98,41,70,262 (98,41,70,262)
6	Vijay Nirman Company (P) Ltd.	Associates Company	Working Capital Advance	(9,34,67,790) (10,28,96,438)	94,28,648 (10,28,96,438)
7	Vijay Nirman Company (P) Ltd.	Associates Company	Sales	3,32,20,727 (Nil)	2,31,20,431 (Nil)
8	S Vijay Kumar	KMP of Associate Company	Advance	(1,50,00,000) (Nil)	3,50,00,000 (5,00,00,000)

Represents the aggregate of amount paid and value of shares alloted to the associate company and its shareholders
Previous year figures are given in bracket



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note No. 40: Earnings per Share (EPS)

The Computation of EPS is set out below :

Particulars	For the year ended	For the year ended
	31st March 2019	31st March 2018
	Basic & Diluted	Basic & Diluted
Earnings		
Net Profit for the year	(28,314.94)	3,716.13
Shares		
Number of Shares at the beginning of the year	94,779,205	74,091,765
Equity Shares allotted during the year	-	413.75
Total number of Equity Shares outstanding at the end of the year	94,779,205	94,779,205
Weighted average number of equity shares outstanding during the year - Basic	94,779,205	78,451,641
Weighted average number of equity shares outstanding during the year - Diluted	97,029,205	79,166,710
Face Value (in ₹)	2.00	2.00
Earnings per share Basic (in ₹)	(29.87)	4.74
Earnings per share Diluted (in ₹)	(29.18)	4.69

Note No. 41: The company has one subsidiary each in Singapore namely Readymade Steel Singapore Pte Ltd. and in India namely Kridhan Infr solutions Pvt. Ltd. The company has made long term investment in the equity of these companies.

Note No. 42: Contingent Liabilities and Commitments

Contingent liabilities not provided for:	Amount in ₹ Lakhs	
	31-Mar-19	31-Mar-18
Corporate and Bank Guarantees issued to parties	49,590.66	47,370.00
a) Income tax and VAT liabilities in respect of pending / ongoing assessments		
b) The company has received notices of demand from Office of Income Tax for ₹ 17.68 Lakhs and from Office of Sales Tax for ₹ 1447.39 Lakhs for payment of tax and other dues for which it has filed / represented at appropriate forums and are pending at these forums. Based on the progress made and as per the best estimates made by the company, considering that the company has already applied under Amnesty scheme and its application has been approved, based on legal opinion obtained, the company will not be required to pay any material amount in respect of the same.		Not Ascertainable

Note 43: Fixed Assets, Stocks and Cash balance were physically verified by the management. The Certification of the same as given by the management has been relied upon by the auditors. No unadjusted material variations were observed on such verification.

Note 44 : The current assets, loans and advances have the values at least equal to the amount at which they are stated in the Balance sheet on their realisation in ordinary course of business. Provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.

Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Note No. 45 : Segment Reporting

The company operates in two geographical segments within India and outside India. The segment wise break up is as under:

Particulars	Within India	Outside India	Total
Segment Revenue	6262.00	66413.00	72675.00
Segment Results*	512.00	2465.00	2978.00

*Profit before exceptional items, interest, tax, minority interest and other income

Note No. 46 : Events after reporting period

No subsequent events that would have a material impact on the financials were observed after the reporting period for which effect have not been considered in the financial statements. One of the significant events after the reporting date has been the subsidiary and a material step down subsidiary being placed under Judicial Management at Singapore. Correspondingly, full provision towards impairment of Investments and other Loans and Advances / receivables from these entities have been made in the books and provision for all anticipated / known liabilities have been created.

Note No. 47 : Gratuity as Defined contribution benefits Scheme

Defined Benefit Plan

The company has an unfunded defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972.

Under the said Act, employee who has completed 5 years of service is entitled to specific benefit. The level of benefits provided depends upon the strength of service of the employees and the salary at the retirement age.

Following table summarises the components of net benefit expenses recognised in the statement of Profit and Loss and amounts recognised in the balance sheet for the gratuity plan:

Statement of profit and loss	31-Mar-19	31-Mar-18
Net Employee benefit expenses recognised in the employee cost		
Current Service Cost	1.38	2.36
Interest Cost on Obligation	0.68	-
Expected return on plan assets	-	-
Net Actuarial (gain)/loss recognised in the year	(2.60)	6.45
Past Service Cost	(1.41)	-
	(1.95)	8.81
Changes in Present value of defined benefit obligation	31-Mar-19	31-Mar-18
Opening Defined benefit obligation	12.17	-
Current Service Cost	1.38	2.36
Interest Cost	0.68	-
Net Actuarial (gain)/loss recognised in the year less considered in earlier year	(2.60)	6.45
Benefits Paid / Past Service cost	(1.41)	3.36
Closing Balance of Defined benefit obligation (Non Current)	10.22	12.17



Notes to the Financial Statements

for the year ended 31st March, 2019

Amount in ₹ Lakhs

Principle Assumptions	
Rate of Interest	7.75% Per Annum
Salary Growth	5.50% Per Annum
Withdrawal Rate	1% at all ages
Mortality Rates	Indian Assured Lives (2006-08) Ult. Mortality Rates
Retirement Age	58 Years

Note No. 48: Goodwill on Consolidation

The amount of Goodwill as on 31 Mar 2019 of ₹ 22.70 Lakhs represents the excess amount paid on acquisition of a subsidiary which has been retained as at the reporting date as a part of the Group. As at 31 Mar 2018, the amount of Goodwill represented the excess amount paid over the assets of the subsidiary / step down subsidiary companies viz. on acquisition of Readymade Steel Singapore Pte Ltd.(RMS S); KH Foges Pte and Swee Hong Ltd.. During the year, the company had impaired the value of its investments in RMS Singapore Pte. Ltd. and Swee Hong Ltd. ceased to be a subsidiary accordingly considering the current circumstances, no Goodwill on consolidation in respect of these subsidiaries have been retained in the consolidated financial statements.

Note No. 49:

The Consolidated Financial statements of the Group have been prepared on the basis on the management certified financial statements / financial information as have been provided by the respective subsidiary / step down subsidiary and compiled by the management of the company. Since, the operations of these companies are now managed / handled by the JM, the holding company has taken decisions w.r.t. the matters arising subsequent to / consequent upon the JM proceedings such as provisioning, disclosures etc.

Note No. 50:

The Financial statements were authorised for issue in accordance with a resolution of the directors dated August 14, 2019

Note No. 51:

Previous year figures have been regrouped / reclassified wherever necessary to confirm to current classification.

In terms of our report of even date

For MKPS & Associates
Chartered Accountants
FRN 302014E

Narendra Khandal

Partner

M No. 065025

Place: Mumbai

Date : 14th Aug, 2019

For and on behalf of the Board

Anil Agrawal

Chairman & MD

DIN: 00360114

Rajeshree Mishra

Chief Financial Officer

Shekhar Bhuwania

Independent Director

DIN: 03604299

Jyoti Gade

Company Secretary

Kridhan Infra Limited

CIN: L27100MH2006PLC160602

Regd. Office: 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai 400 009.

Corporate Office: Unit No. 308, 3rd Floor, Metro Avenue, Near Western Express Highway Metro Station,
Off Andheri Kurla Road, Andheri (East), Mumbai 400 099.

Tel No. 91 40589589, **Web site:** www.kridhan.com, **Email ID:** cs@kridhan.com

Attendance Slip

(To be presented at the entrance)

13th Annual General Meeting on Monday, September 30, 2019 at 4:00 p.m.
At Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex,
Andheri (West), Mumbai 400 053.

Reg. Folio/DP & Client No : _____

No. of Shares : _____

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 13th Annual General Meeting of the Company at Country Club, A/723, Opp. Kia Park, Veera Desai Road, Prathmesh Complex, Andheri (West), Mumbai 400 053, on Monday, September 30, 2019 at 4:00 p.m.

Member/ Proxy Name : _____

Member/ Proxy Signature : _____

Note:

1. Please fill this attendance slip and hand it over at the entrance of the Hall.
2. Members/Proxy Holders/Authorised Representatives are requested to show their Photo ID Proof for attending the Meeting.
3. Authorized Representatives of Corporate members shall produce proper authorization issued in their favour.

FORM NO. MGT-11

Kridhan Infra Limited

Regd. Office: 203, Joshi Chambers, Ahmedabad Street, Carnac Bunder, Masjid (East), Mumbai 400009.

Corporate Office: Unit No. 308, 3rd Floor, Metro Avenue, Near Western Express Highway Metro Station,

Off Andheri Kurla Road, Andheri (East), Mumbai 400 099.

Tel No. 91 40589589, **Web site:** www.kridhan.com, **Email ID:** cs@kridhan.com

CIN: L27100MH2006PLC160602

Proxy Form

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

Name of the member(s): _____

Registered Address: _____

Email Id: _____

DP ID Client Id/ Regd. Folio No. _____

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

1. Name: _____

Address: _____

Email ID: _____ Signature: _____ or failing him/her

2. Name: _____

Address: _____

Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 13th Annual General Meeting of the Company, to be held on Monday, September 30, 2019 at 4:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
	Ordinary Business
1	To receive, consider and adopt:
	a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019, together with the Reports of the Board of Directors and Auditors thereon; and
	b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of Auditors thereon.
2	To appoint a Director in place of Mr. Anil Agrawal, who retires by rotation and being eligible, offers himself for re-appointment.
3	Appointment of Statutory Auditors
	Special Business
4	To Appoint Ms. Priya Shah (DIN: 07594589), as an Independent Director
5	To Re-appoint Mr. Abhijit Ranade (DIN: 03247451) as an Independent Director
6	To Re-appoint Mr. Mahesh Kumar Garg (DIN: 03157824) as an Independent Director

Signed this _____ day of _____ 2019

Signature of Shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Note:

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.

13th Annual General Meeting
30th September, 2019



Venue

The Country Club, A/723, Opp. Kia Park, Veera Desai Road,
Prathmesh Complex, Andheri (West), Mumbai 400053.



Kridhan Infra Limited

Kridhan Infra Limited

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