



## Corporate Information

### Board of Directors

Mrs. Nandini Nopany, Chairperson  
 Mr. Chandra Shekhar Nopany, Co-chairperson  
 Mr. Arun Kumar Newar  
 Mr. Nandanandan Mishra  
 Mr. Dhiraj Ramakant Banka  
 Mr. Santosh Kumar Poddar, Managing Director

### Committees of Directors

#### Audit Committee

Mr. Arun Kumar Newar - Chairman  
 Mr. Nandanandan Mishra  
 Mr. Dhiraj Ramakant Banka  
 Mr. Santosh Kumar Poddar

#### Stakeholders' Relationship Committee

Mr. Nandanandan Mishra - Chairman  
 Mr. Arun Kumar Newar  
 Mr. Santosh Kumar Poddar

#### Nomination and Remuneration Committee

Mr. Dhiraj Ramakant Banka - Chairman  
 Mr. Nandanandan Mishra  
 Mr. Arun Kumar Newar

### Executives

Mr. Vikash Goyal, Chief Financial Officer  
 Ms. Vijaya Agrawala, Company Secretary

### Auditors

M/s Agrawal, Subodh & Co.  
 Chartered Accountants  
 3, Victory House, 1 Ganesh Chandra Avenue  
 Kolkata - 700 001

### Registrar and Share Transfer Agent

Link Intime India Pvt. Ltd.  
 (Unit : Ganges Securities Limited)  
 59 C Chowringhee Road  
 Kolkata 700 020  
 Tel. No. : +91 33 2289 0540 Fax No. : +91 33 2289 0539  
 E-mail : [kolkata@linkintime.co.in](mailto:kolkata@linkintime.co.in)

### Registered Office

P. O. Hargaon District Sitapur, (U. P.)  
 Pin 261 121  
 Tel. No. : +91 5862 256220 Fax No.: +91 5862 256225  
 E-mail: [birlasugar@birla-sugar.com](mailto:birlasugar@birla-sugar.com)  
 Website: [www.birla-sugar.com](http://www.birla-sugar.com)  
 CIN L74120UP2015PLC069869

### Corporate & Head Office

Birla Building  
 9/1 R. N. Mukherjee Road, 5th Floor  
 Kolkata 700 001  
 Tel. No. : +91 33 2243 0497/8 Fax No. : +91 33 2248 6369  
 E-mail: [secretarial@birla-sugar.com](mailto:secretarial@birla-sugar.com)  
 Website: [www.birla-sugar.com](http://www.birla-sugar.com)

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## Directors' Report

Dear Members,

Your Directors present herewith the Fourth Annual Report on the performance of the Company along with Audited Financial Statements of the Company for the year ended March 31, 2018.

### 1. Financial Results

A summary of standalone and consolidated financial performance of the Company for the financial year ended on March 31, 2018, as compared to the previous year are summarized below: -

₹ in lakhs

Particulars	Standalone		Consolidated	
	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from Operations (Gross)	42.21	15.82	3,226.30	2,751.41
Profit before Finance Costs, Tax, Depreciation and Amortization	10.94	(11.92)	1,328.48	801.25
Less: Depreciation & Amortization				
Expenses	4.01	4.01	124.99	123.31
Profit/(Loss) before tax	6.93	(15.93)	1,121.53	659.78
Profit/(Loss) after tax	6.93	(15.93)	922.60	584.98

### 2. Financial Performance and State of Affairs of the Company

During the Financial Year 2017-18, the Company earned a profit of Rs. 6.93 lakhs as compared to loss of Rs.15.93 lakhs in the previous year on standalone basis. On consolidated basis, the profit after tax stood at Rs. 922.60 lakhs as compared to the profit of Rs. 584.98 lakhs in the previous year.

In view of inadequate profits, the Board of Directors has not recommended payment of dividend.

There is no change in the nature of business of the Company. There were no significant or material orders passed by regulators, courts or tribunals impacting the Company's operation in future.

There were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year i.e. March 31, 2018 and the date of this report.

Details on the state of affairs of the Company are covered in the Management Discussion and Analysis Report.

### 3. Share Capital

During the year under review, there were no changes in either the Equity Share capital or the Preference Share Capital of the Company. The paid up Equity Share Capital as on March 31, 2018 stood at Rs. 1000.37 lakhs and the paid up Preference Share Capital of the Company stood at Rs. 150.00 lakhs.

### 4. Subsidiary Companies

All subsidiaries of the Company are managed by their respective Board of Directors in the best interest of those companies and

their stakeholders. During the year, there was no change in the subsidiaries. The Company has two subsidiaries viz. Cinnatollah Tea Limited and Uttar Pradesh Trading Company Limited. The Company has formulated a policy for determining material subsidiaries in line with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Policy is being disclosed on the Company's website at the web-link <http://www.birla-sugar.com/Assets/Ganges/Ganges-Securities-Policy-on-Determination-of-Materiality.pdf>

The consolidated financial statements presented by the Company include financial information of its subsidiaries prepared in compliance with applicable Accounting Standards.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, the details containing salient features of the financial statement of your Company's subsidiary companies in Form AOC-1 forms part of this Report and is marked as **Annexure - 'A'**.

Save the above, no other body corporate has become or ceased to be a subsidiary, joint venture or associate company during the year.

### 5. Directors

The Board of Directors comprises of 5 (five) Non-Executive Directors having experience in varied fields and a Managing Director. Out of five Non-Executive Directors, three are Independent Directors. Mrs. Nandini Nopany is the Chairperson of the Company.

Mr. Chandra Shekhar Nopany [DIN: 00014587] will retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment as a Director of the Company.

The Company has received declarations from all its Independent Directors confirming that they meet the criteria of independence as laid down under Section 149(6) & (7) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

In pursuance of the provisions of the Companies Act, 2013 and according to Regulation of 25(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Performance Evaluation Criteria has been laid down for effective evaluation of performance of the Board of Directors, the Committees thereof and individual Directors including the Chairperson of the Company. After detailed discussion at Board level as well as taking input from each Director, the Nomination and Remuneration Committee finalized the proformas / questionnaires containing various parameters to evaluate the performance of Board and its committee(s), Individual Directors and Chairperson of the Company. The performance evaluation parameters are based on their roles and responsibilities, contribution to the Company's goals, decision making process, flow of information and various other aspects. The evaluation of performance of the Board as a whole, Committees of the Board, Individual Directors and Chairperson of the Company was carried out for the Financial Year 2017-18. The Nomination and Remuneration Committee evaluated the performance of the individual Director.

Further, the Independent Directors at their separate meeting, reviewed the performance and role of non-independent directors and the Board as a whole and Chairman of the Company. Further, more the Independent Directors at the said meeting had also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board that was necessary for the Board to effectively and reasonably perform its duties.

Other information on the Director(s) including required particulars of Directors retiring by rotation is provided in the Notice convening the Annual General Meeting.

## 6. Key Managerial Personnel

During the year under review, the Company appointed Ms Vijaya Agarwala as Company Secretary w.e.f July 14, 2017 and designated her as a Key Managerial Personnel under Section 203 of the Companies Act, 2013.

The following directors / executives of your Company are whole-time Key Managerial Personnel (KMPs) as on March 31, 2018 in accordance with the provisions of Section 203 of the Companies Act, 2013 –

- a. Mr. Santosh Kumar Poddar - Managing Director
- b. Mr. Vikash Goel- Chief Financial Officer

### c. Ms. Vijaya Agarwala- Company Secretary

During the year, there has been no change in the Key Managerial Personnel of the Company, save as above.

All Directors, Key Managerial Personnel and Senior Management of the Company have confirmed compliance with the Code of Conduct applicable to Directors & employees of the Company and a declaration to the said effect by the Managing Director is made part of the Corporate Governance Report which forms part of this Annual Report. The Code is available on the Company's website at the web link- ([http://birla-sugar.com/Assets/Ganges/Ganges-Securities-Code-of\\_Conduct.pdf](http://birla-sugar.com/Assets/Ganges/Ganges-Securities-Code-of_Conduct.pdf).) All Directors have confirmed compliance with the provisions of Section 164 of the Companies Act, 2013.

Details pertaining to their remuneration have been provided in the extract of Annual Return of the Company, which forms a part of this report.

## 7. Remuneration Policy

The Board has framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy as adopted by the Board of Directors is available on the Company's website and annexed to this Report as 'Annexure- H'.

The Nomination and Remuneration Committee has also framed criteria for performance evaluation of every Director and accordingly has carried out the performance evaluation.

## 8. Meetings

A calendar of Meeting is prepared and circulated in advance to the Directors. The Board evaluates all the decisions on a collective consensus basis amongst the Directors. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The Board of Directors met 5 (five) times during the financial year ended March 31, 2018. The details of the Board Meetings held during the year have been furnished in the Corporate Governance Report forming a part of this Annual Report.

## 9. Committees of the Board

Pursuant to various requirements under the Act and the Listing Regulations, the Board of Directors has constituted various committees such as Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee. The details of the terms of reference, number and dates of meetings held, attendance of the Directors and remuneration paid to them are separately provided in the Corporate Governance Report, which forms an integral part of this Report.



**a. Audit Committee**

The Audit Committee of the Board of Directors constitutes of Mr. Arun Kumar Newar as its Chairman and Mr. Nandanandan Mishra, Mr. Dhiraj Ramakant Banka and Mr. Santosh Kumar Poddar as members. During the year there were no instances where Board has not accepted the recommendation of the Audit Committee.

**b. Stakeholders' Relationship Committee**

The Stakeholders' Relationship Committee comprises of Mr. Nandanandan Mishra as its Chairman, Mr. Arun Kumar Newar and Mr. Dhiraj Ramakant Banka as its members.

**c. Nomination and Remuneration Committee**

The Nomination and Remuneration Committee constitutes of Mr. Dhiraj Ramakant Banka as its Chairman and Mr. Arun Kumar Newar and Mr. Nandanandan Mishra as its members.

**10. Loans, Guarantee and Investments**

During the year under review, the Company has not given any loans and corporate guarantees as covered under the provisions of Section 186 of the Companies Act, 2013.

Details on particulars relating to investments under Section 186 of the Companies Act 2013 are provided in Note 6 of the financial statements.

**11. Related Party Contracts / Arrangements**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large.

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in Form AOC-2 is not applicable. The details of related party transactions are set out in the notes to the financial statements which set out related party disclosures.

The Company has developed a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions and accordingly any or all Related Party Transactions are placed before the Audit Committee as also the Board for approval. The Related Party Transactions Policy is available on the Company's website at the weblink <http://www.birla-sugar.com/Assets/Ganges/Ganges-Securities-Related-Party-Transaction-Policy.pdf>

The Policy intends to ensure that proper reporting, approval and

disclosure processes are in place for all transactions between the Company and its Related Parties.

**12. Public Deposits**

The Company has not accepted any deposits from the public and as such there are no outstanding deposits within the meaning of the provisions of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 2016 and the provisions of Companies (Acceptance of Deposit Rules) 2014.

**13. Risk Management and Internal Financial Controls**

Business Risk Evaluation and Management is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities.

The Company has in place adequate internal financial controls with reference to the financial statements. During the year, such controls were reviewed and no reportable material weakness was observed.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's risk management policies and systems

**14. Whistle Blower / Vigil Mechanism**

The Company has established a vigil mechanism and adopted whistle blower policy, pursuant to which whistle blowers can report concerns about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct. The mechanism provides adequate safeguards against victimisation of persons who use this mechanism. The details of the said Policy is explained in the Corporate Governance Report and also posted on the website of the Company at [www.birla-sugar.com](http://www.birla-sugar.com).

During the year 2017-18, no person has been denied access to the Audit Committee.

**15. Corporate Governance**

Maintaining high standards of Corporate Governance has been fundamental to the business of your Company since its commencement. Your Board of Directors strive not just to adhere with the statutory and regulatory requirements but also voluntary practices that underlie the highest standards of transparency.

In terms of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V, the Management Discussion & Analysis Report, Report on

Corporate Governance, Declaration of Managing Director on Code of Conduct and a Certificate on compliance of conditions of Corporate Governance form integral part of this Report and are annexed to this Report as 'Annexure B, C, D and E' respectively.

## 16. Auditors, Audit Qualifications and Board's Explanations

### a. Statutory Auditors

M/s. Agrawal, Subodh & Co., Chartered Accountants, having Firm Registration No. 319260E, were appointed as Statutory Auditors at the 2nd Annual General Meeting (AGM) of the Company, to hold office for a term of 5 (five) years from the conclusion of 2nd AGM till the conclusion of the 7th consecutive AGM (subject to ratification of such appointment by the Members at every AGM). They have confirmed that they are not disqualified from continuing as Auditors of the Company.

The Report given by the Auditors on the financial statement of the Company is part of this Report. The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

### b. Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Company appointed Messrs Vinod Kothari & Co., Practising Company Secretaries to conduct Secretarial Audit of the Company for the financial year 2017-18.

The Secretarial Audit Report is annexed herewith as "Annexure F" which is self explanatory and does not call for any further comments.

### c. Internal Auditor

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and The Companies (Accounts) Rules, 2014, your Company has, on the recommendation of the Audit Committee appointed Messrs M Parasrampur & Co., Chartered Accountants to conduct Internal Audit of the Company for the financial year 2017-18.

## 17. Investor Education and Protection Fund

The provisions pertaining to Investor Education and Protection Fund (Uploading of Information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, are not applicable to your Company.

## 18. Extract of Annual Return

The details forming part of the extract of the Annual Return in form MGT 9 are annexed herewith as Annexure "G"

## 19. Energy Conservation, Technology Absorption and Foreign Exchange Earnings & Outgo

The provisions of Section 134(3)(m) of the Companies Act, 2013 do not apply to your Company as it does not have any activity requiring conservation of energy or technology absorption. There was no foreign exchange inflow or outflow during the year under review.

## 20. Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act 2013

During the year under review, no complaint / case was filed pursuant to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

## 21. Corporate Social Responsibility (CSR) Policy

The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility are not applicable to the Company.

## 22. Particulars of Employees

During the year under review, there was no employee in the Company who was in receipt of remuneration as required to be disclosed under Section 197 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

## 23. Directors' Responsibility Statement

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013 :-

- a. that in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the loss of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### 24. CEO/CFO Certification

Mr. Santosh Kumar Poddar, Managing Director and Mr. Vikash

Goyal, Chief Financial Officer have submitted certificates to the Board as contemplated under Regulation 17(8) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

#### 25. Acknowledgement

Your Directors wish to express their sincere thanks to the bankers and other stakeholders for their continued co-operation and assistance.

For and on behalf of the Board

**Chandra Shekhar Nopany**

Place: Kolkata

Co-Chairperson

Dated: 14th May, 2018

DIN: 00014587

**Annexure - A****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**

Sl. No.	1	2
Name of the subsidiary	Cinnatolliah Tea Limited	Uttar Pradesh Trading Company Limited
Reporting period for the subsidiary concerned	March 31, 2018	March 31, 2018
Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Indian Rupee	Indian Rupee
Share capital	Rs. 2,617.54	Rs. 1,636.25
Reserves & surplus	Rs. 903.36	Rs. 3,968.27
Total assets	Rs. 3,949.66	Rs. 6,092.41
Total Liabilities	Rs. 3946.66	Rs. 6,092.41
Investments	Nil	Rs. 3,195.29
Turnover	Rs. 2,497.02	Rs. 713.24
Profit before taxation	Rs. 534.45	Rs. 606.33
Provision for taxation	Rs. 152.07	Rs. 46.86
Profit after taxation	Rs. 382.38	Rs. 559.47
Proposed Dividend	Rs. 26,17,540	Nil
% of shareholding	100	100

**Part "B": Associates and Joint Ventures**

The Company has no associates or joint ventures

**For and on behalf of the Board of Directors**

**Chandra Shekhar Nopany**

Director  
DIN-00014587

**Vikash Goyal**

Chief Financial Officer

**Santosh Kumar Poddar**

Managing Director  
DIN-00055786

**Vijaya Agarwala**

Company Secretary

Place: Kolkata

Date : 14.05.2018



## Annexure - B

### Management & Discussion Analysis

#### Economic Overview

Indian Economy continues to deliver strong growth backed by International Monetary Fund (IMF) projection of India being the world's fastest growing economy posed to grow at 7.4% in this fiscal. India's growth is lifted by good performance by sectors like agriculture, construction & manufacturing as well as fading effects of the demonetisation initiative and implementation of GST. India's structural reform in recent past and implementation of GST will help to reduce internal barriers to trade and will also increase efficiency and tax compliances.

Recent developments in the banking sector, including stricter non-performing loan resolution processes and large-scale fraud scandals in public sector banks, pose a sizeable downside risk to growth. However, Bank recapitalization is expected to enhance the performance of Banking sector.

#### Industry Structure and Developments

The Government of India has introduced several reforms to liberalise, regulate and enhance the industries.

India has a diversified financial sector undergoing rapid expansion, both in terms of strong growth of existing financial services firms and new entities entering the market. The sector comprises of commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. However, the financial sector in India is predominantly a banking sector with commercial banks accounting for more than 64 per cent of the total assets held by the financial system.

India's equity market turnover has increased significantly in recent years. RBI has allowed 100 per cent foreign investment under the automatic route in 'other financial services'. The Government of India has taken various steps to deepen the reforms in the capital markets, including simplification of the Initial Public Offer (IPO) process which allows Qualified Foreign Investors (QFIs) to access the Indian bond markets along with the great opportunity for Indian regulators to make the market attractive for foreign investors.

Digital Space is growing very rapidly, although the penetration is very low.

Financial inclusion has been one of the defining aspects of policy making in India over the past few years. Millennials are getting into formal financial sector than ever before. Slowly but surely Indians from the hinterland have come to own a slice of the country's financial system.

The Securities and Exchange Board of India (SEBI) has allowed

exchanges in India to operate in equity and commodity segments simultaneously, starting from October, 2018.

At a time when most economies in the world are moving at a sluggish pace, India, by contrast, is seen as a reforming economy with the prospect of strong long-term growth.

Despite uncertainty in the global economies coupled with domestic challenges pertaining to slow progress on certain crucial reforms and the delay in anticipated economic recovery, the Indian market outperformed the emerging markets.

#### Opportunities and Threats

Your Company being an Investment Company, seeks opportunities in the capital market. The unpredictability in the stock indices in the financial year under report represents both an opportunity and challenge for the Company. The present government is also supportive of business growth and for the purpose amended many Acts and introduced new laws like The Insolvency and Bankruptcy Code, 2016, amendments in Companies Act, 2013, making effective Goods and Service Tax for doing business easy in India and thereby attract foreign investment, relaxing FDI in many sectors and other steps to grow the economy by the government creates optimistic business environment.

However, the management took possible steps to cash in on various opportunities and at times also observed closely, market forces which may lead to the erosion of investments.

#### Performance

The Company operates in single segment which is to invest, deal etc in securities. Consequent to the Composite Scheme of Arrangement sanctioned by the Hon'ble National Company Law Tribunal, Allahabad Bench vide Order dated 2nd March, 2017 and after completion of all the formalities with respect to listing of equity shares in BSE Ltd (BSE) and National Stock Exchange Ltd (NSE) as per relevant laws and regulations, the Equity shares of the Company have been listed with BSE and NSE and the trading permission have been received with effect from 28th July, 2017.

The businesses of the Company are carried out by its wholly-owned subsidiaries. Uttar Pradesh Trading Company Limited is a Non Banking Financial Company registered with RBI and primarily engaged in investment activities and whereas the other wholly owned subsidiary Cinnatollah Tea Limited is engaged in Tea Business.

The Company aims to create sustainable vision to grow the business and make long-term strategic investments in various new ventures promoted by the Company and its subsidiaries.

## Outlook

Indian economy remained flexible and showed positive growth in many parameters despite the disruption due to enactment of demonetization and implementation of Goods & Service Tax. Global growth is showing signs of inching up and should aid the growth of Indian economy. The macro economic conditions of India have been the best in recent times and we see the same continuing in 2018, however there may be some challenges along the way.

The potential of Indian Stock market is unlimited. The new measures adopted by government are positive to the growth of capital market. In the forthcoming year, the Company envisages to identify new avenues of business activities and make use of opportunities available, besides strengthening its present operations.

The stronger rupee reflects the rise in interest from foreign investors. The stock market in India is in great shape for almost 2 years now. The sizzling share market has lured the average Indian saver as gold and real estate failed to give exciting returns.

Experts believe that in the near future with record FII inflows, soaring investments in mutual fund, low interest rates and a strong rupee against dollar, the outlook in the markets is expected to remain positive.

## Risks and Concerns

Your Company follows a risk management process for identification, categorization and prioritization of various risks like operational, financial, legal and other business risks. The Chief Financial Officer aided by the Internal Auditor reviews the effectiveness of the process at regular intervals and reports the same to the Audit Committee and the Board of Directors.

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. The Company is mainly exposed to market risks in the form of reduction in value of its investment and fall in return due to dip in the investee company's performance. The Company is also exposed to fluctuation of economy and industry cycle.

The Audit Committee periodically reviews the efficacy of Internal Financial Control Systems and risk mitigation process.

## Internal Control Systems and their Adequacy

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

The Company has an adequate system of internal control implemented by the management towards achieving efficiency in operations, optimum utilization of resources and effective monitoring thereof and

compliance with applicable laws. The adequacy of the internal control system is reviewed by the Audit Committee of the Board of Directors. The efficacy of the internal checks and control systems are verified by the Internal Auditors as well as the Statutory Auditors. The Audit Committee reviews the internal audit plan, adequacy and effectiveness of the internal control system, significant audit observations and monitors the sustainability of remedial measures.

Your Board believes that appropriate procedures, controls and monitoring assessment procedures are in place and considered adequate.

## Discussion on Financial Performance with Respect to Operational Performance.

The financial performance of the Company for the financial year 2017-18 is described in the Directors' Report under the head "Financial Performance".

## Material Developments in Human Resources

Steps have been taken to inculcate a performance-oriented culture by focusing and laying more emphasis on the performance management system. It has been your Company's endeavour to attract talent from the most reputed institutions to meet the requirements of various functions. The Company will strengthen its operative staffs as and when need arises.

## Cautionary Statement

*Statements in this Management Discussion and Analysis describing the Company's outlook, objectives, projections, estimates and expectations may be 'forward looking statement' within the meaning of applicable laws or regulations. Actual results may differ from those expressed or implied. Important factors that could make a difference to the Company's operations include changes in Government regulations and tax-regime, economic developments within India and abroad, financial markets, etc. The Company assumes no responsibility in respect of forward-looking statements that may be revised or modified in future on the basis of subsequent developments, information or events. The financial statements are prepared in accordance with the provisions of the Companies Act, 2013 (the Act) and comply with the Accounting Standards notified under Section 133 of the Act read with the Companies (Accounting Standards) Rules, 2006. The management has used estimates and judgments relating to the financial statements on a prudent and reasonable basis, in order that the financial statements reflect in a true and fair manner, the state of affairs and profit/ loss for the year. The narrative on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the Annual Report.*