

# **LKP Finance Limited**



**35<sup>TH</sup> ANNUAL REPORT 2018-2019**

<b>Board of Directors :</b>	<b>DIN</b>
Shri Mahendra V. Doshi <i>Executive Chairman</i>	00123243
Shri Vineet N. Suchanti	00004031
Shri Sajid Mohamed	06878433
Shri Pratik M. Doshi	00131122
Shri Sayanta Basu (upto 7.12.2018)	02128110
Smt. Anjali Suresh	02545317
Shri Amitabh Chaturvedi (w.e.f. 7.12.2018)	00057441

**Company Secretary :**

Shri Girish B. Innani  
General Manager (Legal) & Company Secretary

**Auditors :**

MGB & Co LLP  
Chartered Accountants  
Peninsula Business Park,  
Tower B, 19th Floor,  
Lower Parel,  
Mumbai - 400 013.

**Registered Office :**

203, Embassy Centre,  
Nariman Point,  
Mumbai - 400 021.  
Tel. : 4002 4785 / 4002 4786  
Fax : 2287 4787

**CIN: L65990MH1984PLC032831****Registrar & Shares Transfer Agent :**

Adroit Corporate Services Pvt. Ltd.  
19, Jaferbhoy Industrial Estate,  
1st Floor, Makavana Road,  
Marol Naka, Andheri (East),  
Mumbai - 400 059.  
Tel. : 28590942 / 28594060

**CONTENTS**

	<b>Page Nos.</b>
Notice and Explanatory Statement .....	1-4
Directors' Report.....	5-7
Annexures A to G the Directors' Report.....	8-20
Report on Corporate Governance .....	21-25
Management Discussion and Analysis .....	26
Independent Auditors' Report .....	27-31
Balance Sheet.....	32
Statement of Profit and Loss.....	33
Cash Flow Statement .....	34
Notes to Financial Statements .....	35-47
Consolidated Financial Statements.....	48-60

**35th Annual General Meeting on Friday, 5th July, 2019  
at 10.00 a.m. at M. C. Ghia Hall, Hargovindas Building,  
18/20, Kaikhushru Dubash Marg, Mumbai - 400 001.**

## NOTICE

**NOTICE** is hereby given that the Thirty Fifth Annual General Meeting of the members of LKP Finance Limited will be held at M. C. Ghia Hall, Bhogilal Hargovindas Building, 18/20, K. Dubash Marg, Mumbai 400 001 on Friday 5<sup>th</sup> July, 2019 at 10.00 a.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the Financial Year ended on 31<sup>st</sup> March, 2019 and the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.
2. To confirm interim dividend declared and paid by the Board of Directors as final dividend on equity shares.
3. To appoint a Director in place of Mr. Pratik M. Doshi (holding DIN 00131122), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. MGB & Co. LLP, Chartered Accountants, Firm Reg. No. 101169W/W100035 as statutory auditors of the Company and fix their remuneration.

### SPECIAL BUSINESS:

5. To Consider and if thought fit to pass the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vineet Suchanti (holding DIN 00004031), Independent Non-Executive Director of the Company, who has submitted a declaration that he 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, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

By Order of the Board of Directors

(Girish B. Innani)

General Manager (Legal) &  
Company Secretary

Mumbai  
Date: 02<sup>nd</sup> May 2019

### IMPORTANT NOTES:

1. The profile of the Directors seeking re-appointment, as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE

A MEMBER. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING. A PERSON CAN ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 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 PROXY FOR ANY OTHER MEMBER.

3. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.
4. 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.
5. Members / Proxies / Authorised Representatives should bring the enclosed attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
6. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 1<sup>st</sup> July, 2019 to Friday 5<sup>th</sup> July, 2019 (both days inclusive).
7. SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Members holding shares in physical mode are requested to register their e-mail ID's with the Adroit Corporate Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail ID's with their respective Depository Participants (DPs) in case the same is still not registered. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company in respect of shares held in physical form and to DPs in respect of shares held in electronic form.
8. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc. and this Notice are being sent by electronic mode, to those members who have registered their email ids with their respective depository participants or with the Registrars and Share Transfer Agents of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [info@adroitcorporate.com](mailto:info@adroitcorporate.com) mentioning your Folio/DP ID & Client ID.
9. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Registrars &

Share Transfer Agents. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.

10. Members are requested to send all communications relating to shares, and unclaimed dividends, change of address etc. to the Registrar and Share Transfer Agents at the following address:

M/s. Adroit Corporate Services Private Limited  
19, Jafarbhoy Industrial Estate, 1<sup>st</sup> Floor,  
Makawana Road, Marol Naka,  
Andheri ( East), Mumbai 400 059.  
Tel/Direct: +91 (0)22 42270426 | Fax: +91 (0)22 28503748  
[sandeeph@adroitcorporate.com](mailto:sandeeph@adroitcorporate.com) | [www.adroitcorporate.com](http://www.adroitcorporate.com)

If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. Should be furnished to their respective Depository Participants (DPs).

11. **Unclaimed/Unpaid Dividend:**

Members are informed that the dividend amount for the year ended 31<sup>st</sup> March 2012 remaining unclaimed shall become due for transfer on August 2, 2019 respectively to the Investor Education and Protection Fund established by the Central Government in terms of Section 124 of the Companies Act, 2013 on expiry of 7 years from the date of its declaration. Any member, who has not claimed final dividend in respect of the financial year ended 31<sup>st</sup> March 2012 onwards is requested to approach the Company/ the Registrar and Share Transfer Agents of the Company for claiming the same as early as possible but not later than July 15, 2019 for dividend of F.Y.2011-2012. The Company has already sent reminders to all such members at their registered addresses in this regard.

12. **Voting Options:-**

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 1<sup>st</sup> July 2019 (9:00 am) and ends on 4<sup>th</sup> July 2019 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 29<sup>th</sup> June 2019 may cast their vote by remote e-voting. The remote

e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- V. The process and manner for remote e-voting are as under:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.

A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

1. Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

- a) For Members who hold shares in demat account with NSDL.  
8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.
- b) For Members who hold shares in demat account with CDSL.  
16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*.
- c) For Members holding shares in Physical Form.  
EVEN Number followed by Folio Number registered with the company  
For example if folio number is 001\*\*\* and EVEN is 110743 then user ID is 101456001\*\*\*
2. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. The password to open the .pdf file is your 8 digit client ID

for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
3. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:  
Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
[Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
4. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
5. Now, you will have to click on "Login" button.
6. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [lkpfinescrutinizer@gmail.com](mailto:lkpfinescrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password.

In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 29<sup>th</sup> June, 2019.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 29<sup>th</sup> June, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](#).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- VII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- IX. Mr. V. Ramachandran Practising Company Secretary, Proprietor of M/s V.R. Associates, Company Secretaries, ACS 7731, CP No. 4731 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- X. The Chairman shall, at the AGM, at the end of discussions on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XI. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting by polling papers and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than forty eight hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company viz. [www.lkpsc.com](http://www.lkpsc.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

**Brief Profile / Disclosure Relating to Directors Re-appointed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings:**

Name	Mr. Pratik M. Doshi	Mr. Vineet Suchanti
DIN	00131122	00004031
Date of Birth / Age	01/12/1980 38 Years	26/07/1969 49 Years
Date of First Appointment	26 <sup>th</sup> October 2009	26 <sup>th</sup> July, 2001
Qualification	B. A. In Economics-UK.	MBA from University of Rochester
Expertise in Specific Functional Areas	Extensive experience of 15 years in the field of Foreign Exchange, Stock Market and Commodity Market.	Vast experience and expertise in the field of Finance, Capital Markets and Business.
Other Directorships	<ol style="list-style-type: none"> <li>1. LKP Securities Ltd. (Managing Director)</li> <li>2. MKM Share and Stock Brokers Ltd.</li> <li>3. Bhavana Holdings Pvt. Ltd.</li> <li>4. LKP Wealth Advisory Ltd.</li> <li>5. Alpha Commodity Pvt. Ltd.</li> <li>6. SolarEx P V Solution Pvt. Ltd.</li> <li>7. Peak Plastonics Pvt. Ltd.</li> <li>8. Astro Sports Pvt. Ltd.</li> <li>9. Astro Sports Promotion Pvt.Ltd.</li> </ol>	<ol style="list-style-type: none"> <li>1. Keynote Financial Services Limited (formerly known as Keynote Corporate Services Limited)</li> <li>2. Keynote Capitals Limited</li> <li>3. Keynote Commodities Limited</li> <li>4. Keynote Fincorp Limited</li> <li>5. Phoenix Finance Consultancy FZC</li> <li>6. Phoenix Holdings &amp; Advisory Pte. Ltd.</li> </ol>
Chairman / Member of Committee of the Board of the Companies on which he/she is a Director	<ol style="list-style-type: none"> <li>A. LKP Securities Ltd. <ol style="list-style-type: none"> <li>i. Audit Committee-Member</li> <li>ii. Stakeholders Relationship Committee- Member</li> <li>iii. Share Transfer Committee – Chairman</li> <li>iv. CSR Committee- Member</li> </ol> </li> <li>B. LKP Finance Limited <ol style="list-style-type: none"> <li>i. CSR Committee- Member</li> <li>ii. Nomination and Remuneration Committee- Member</li> </ol> </li> </ol>	<ol style="list-style-type: none"> <li>A. Keynote Capitals Ltd. <ol style="list-style-type: none"> <li>i. Audit Committee-Member</li> <li>ii. Nomination and remuneration Committee - Member</li> </ol> </li> <li>B. Keynote Financial Services Limited (formerly known as Keynote Corporate Services Limited) <ol style="list-style-type: none"> <li>i. Stakeholders Relationship Committee- Chairman</li> <li>ii. Nomination and Remuneration Committee- Member</li> <li>iii. Management committee- Chairman</li> </ol> </li> <li>C. LKP Finance Limited <ol style="list-style-type: none"> <li>i. Audit Committee - Chairman,</li> <li>ii. Nomination and Remuneration Committee - Chairman</li> <li>iii. Stakeholder Relationship Committee-Member</li> <li>iv. Share Transfer Committee- Member</li> <li>v. CSR Committee- Member</li> </ol> </li> </ol>
Shareholding in the Company	1,00,722 Equity Shares (0.80%)	Nil
Relationship with any Director(s) of the Company	Son of Mr. Mahendra V. Doshi	None

**THE EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Item No. 5: Re-appointment of Mr. Vineet Suchanti as an Independent Non-Executive Director.

Mr. Vineet Suchanti was appointed as an Independent Non-Executive Director of the Company by the members at the 30<sup>th</sup> AGM of the Company held on 10<sup>th</sup> June, 2014 for a period of five consecutive years upto 31st March, 2019.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Vineet Suchanti, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of five consecutive years from 1st April, 2019 upto 31st March, 2024

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members.

Copy of the draft letter for appointment of Mr. Vineet Suchanti as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Vineet Suchanti as an Independent Director.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Vineet Suchanti as an Independent Director for another term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024, for the approval by the shareholders of the Company.

Except Mr. Vineet Suchanti, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Vineet Suchanti is not related to any Director of the Company.

By Order of the Board of Directors

Mumbai  
Date: 02<sup>nd</sup> May 2019

(Girish B. Innani)  
General Manager (Legal) &  
Company Secretary

## DIRECTORS' REPORT

The Directors present the Thirty Fifth Annual Report and Audited Accounts of the Company for the year ended March 31, 2019.

<b>FINANCIAL RESULTS</b>	<b>2018 – 2019</b>	<b>2017 – 2018</b>
	<b>(Rs. in lacs)</b>	<b>(Rs. in lacs)</b>
Profit before tax	<b>2978.87</b>	2103.62
Less: Tax expense for the year	<b>633.00</b>	350.00
Earlier Years	<b>-82.43</b>	--
Deferred Tax	<b>10.29</b>	-08.22
MAT credit entitlement	--	209.64
Profit after tax	<b>2418.01</b>	1971.48
Profit brought forward from previous year	<b>2886.49</b>	1309.31
Amount available for appropriation	<b>5304.50</b>	3280.79

### APPROPRIATIONS:

Transfer to Special Reserve Fund	<b>483.60</b>	394.30
Dividend Paid- Final for 2017-2018	<b>251.37</b>	--
Dividend -Interim	<b>377.06</b>	--
Tax on Dividend	<b>128.70</b>	--
Balance carried to Balance Sheet	<b>4063.77</b>	2886.49

### DIVIDEND

The Company paid an interim dividend during the financial year ended 31<sup>st</sup> March, 2019, Rs. 3/- per equity share (30%) on the equity share capital in February 2019, amounting to Rs. 3,77,05,869/- (exclusive of tax on dividend).

The Board of Directors did not recommend any final dividend on the Equity Shares and accordingly, the aforesaid payment of interim dividend shall be considered as dividend for the Financial Year ended March 31, 2019.

### PERFORMANCE REVIEW

The Company's revenue from operation decreased to Rs. 1277.61 lacs from Rs. 7631.53 lacs whereas Other Income increased to Rs. 3188.10 lacs from 238.09 lacs. Profit after tax increased to Rs. 2418.02 lacs from Rs. 1971.48 lacs in the previous year.

### EMPLOYEES STOCK OPTION - SHARE CAPITAL

Pursuant to Employees Stock Option Scheme 2010, the Company has allotted 1,47,100 equity shares during the year. Consequence to allotment of aforesaid shares Company's paid-up Share Capital is increased to Rs. 12,56, 86,230/- divided in to 1,25,68,623 equity shares of Rs. 10/- each.

The Scheme was administered by the Nomination and Remuneration Committee of the Board of Directors. Disclosures under the Companies (Share Capital and Debentures) Rules, 2014 and Securities And Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 is annexed to this report herewith as "Annexure A".

### FIXED DEPOSITS

The Company has no public deposits as of date and will not accept any deposits without prior approval of the Statutory Authorities concerned.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Auditors' function is defined in their letter of engagement. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board & to the Executive Chairman .

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies of the Company. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

### SUBSIDIARY

As per the Circular No. 51/12/2007-CL-III dated 8<sup>th</sup> February, 2011 issued by Government of India, Ministry of Corporate Affairs, the required financial information in the consolidated balance sheet is given in respect of Company's subsidiaries i.e. Gayatri Cement and Chemical Industries Private Limited, in Form AOC 1 annexed in Annual Report as "Annexure B".

The annual accounts of the aforesaid subsidiary and the related detailed information shall be made available to shareholders of the Company, seeking such information at any point of time. The annual accounts of the subsidiary company shall also be kept open for inspection by any shareholder at the Registered office at 203 Embassy Centre, Nariman Point, Mumbai 400 021.

### DIRECTORS

Mr. Pratik M. Doshi retires by rotation and being eligible offers himself for re-appointment. Your Directors recommend his re-appointment.

Pursuant to section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking re-appointment of Mr. Vineet N. Suchanti as Independent Directors for five consecutive years for a second term upto 31<sup>st</sup> March 2024. Detail of the proposal for re-appointment of Mr. Vineet N. Suchanti are mentioned in the Explanatory Statement under Section 102 of the Companies Act, 2013 of the Notice of the 35<sup>th</sup> Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed in Section 149(6) of the Companies Act, 2013.

During the year with effect from 7<sup>th</sup> December 2018, Mr. Sayanta Basu has resigned from the Board of Directors of the Company. Board of Directors wish to place on record their sincere appreciation for valuable contribution to the Board during his tenure as the Director of the Company. The Board appointed Mr. Amitabh Chaturvedi as a Nominee Director on behalf of Dakshin Mercantile Private Limited with effect from 7<sup>th</sup> December 2018.

The information on the particulars of the Directors proposed for re-appointment has been given in the Notice of the Annual General Meeting.

**Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and provisions of Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 the Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

**Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

**Meetings**

During the year seven Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

**DIRECTORS' RESPONSIBILITY STATEMENT**

The Board of Directors acknowledges the responsibility for ensuring compliance with the provisions of section 134(3)(c) read with section 134(5) of the Companies Act, 2013 in the preparation of the annual accounts for the year ended on March 31, 2019 and state that :

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- ii. the Directors have selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit of the Company for that period;
- iii. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. the Directors have prepared the annual accounts on a going concern basis;
- v. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- vi. there is a proper system to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**STATUTORY AUDITORS:**

M/s. MGB & Co. LLP, Chartered Accountants Firm Reg. No. 101169W/W100035, Mumbai, retire at the conclusion of the forthcoming Annual General Meeting. The Company has received a

letter from them to the effect that their appointment, if made, would be within the provision prescribed under Section 139 of the Companies Act, 2013. Your Directors recommend their re-appointment.

**SECRETARIAL AUDIT**

Pursuant provisions of section 204 of the Companies Act 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed M/s V. R. Associates, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as “Annexure C”.

The Board of Directors affirm that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (SS1 and SS2) respectively relating to Meetings of the Board, its Committees and the General Meetings.

**EXTRACT OF ANNUAL RETURN**

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “Annexure D”.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

The company has contributed funds for the promotion of education and environmental sustainability etc. The contribution has been made to a registered trust which is mainly undertakes activities specified under Schedule VII of the Companies Act, 2013.

The report on CSR activities is annexed herewith as “Annexure E”.

**RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of the business. There are no materially significant related party transactions made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict with interest of the Company at large. The requisite details are given in Form AOC 2 is annexed herewith as ‘Annexure F’.

**PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED BY THE COMPANY**

Details of loans, guarantees and investments covered under the provisions of Section 186 of the Act are given in the Notes to the Financial Statement.

**CODE OF CONDUCT:**

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website [www.lkpsec.com](http://www.lkpsec.com)

The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders.

All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

**VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees, to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Chairman of the Audit Committee of the Company.

The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

**PREVENTION OF INSIDER TRADING**

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

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

**INFORMATION PURSUANT TO SECTION 134(3) OF THE COMPANIES ACT, 2013**

The Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Annexed as "Annexure G".

In terms of first proviso to Section 136 of the Act, the Report and Financial Statements are being sent to the Members and others entitled thereto, excluding the information on employees' particulars as required pursuant to provisions of Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. In accordance with the provisions of Section 197 of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the annexure pertaining to the names and other particulars of employees is available for inspection at the Registered Office of the Company during the business hours on working days of the Company

up to the date of the ensuing AGM. Any shareholder interested in obtaining a copy of the said Annexure may write to the Company Secretary & Compliance Officer in this regard.

The prescribed particulars of Conservation of Energy, Technology Absorption do not apply to your Company. There are no foreign exchange earnings & outgo during the year under report.

**MATERIAL EVENT**

During the year under review a Share Purchase Agreement was Signed between the Promoters (as Seller) and Dakshin Mercantile Private Limited (as Acquirer-Essel Group) to acquire from Promoters minimum 69,82,434 (55.55%) equity shares and upto maximum 77,92,546 (62%) Share Capital of the Company depending on number of Equity Shares tendered in the Open Offer.

Consequent to the said agreement, under Open Offer 30,74,410 (24.46%) equity shares were validly tendered by the shareholders which has been acquired in 100% by the said acquirer @ Rs. 198/- per share.

Promoter Mr. Mahendra V. Doshi later on intimated to the Company that the aforesaid Share Purchase Agreement could not concluded on part of Dakshin Mercantile Private Limited due to financial constraints of the Acquirer (Essel Group). Hence the said agreement became void.

**MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There were no material changes and commitments, affecting the financial position of the Company from end of the financial year upto the date of this Board's Report.

**CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements are furnished herewith and form part of this Report and Accounts. These statements have been prepared on the basis of audited financial statements received from the Subsidiary Company as approved by their Board of Directors.

**CORPORATE GOVERNANCE**

The Report on Corporate Governance along with a Certificate of compliance from the Practising Company Secretaries and Management Discussion and Analysis Report forms part of this Report.

**ACKNOWLEDGEMENT**

Your Directors would like to place on record their sincere appreciation to Shareholders, Bankers and Employees for their co-operation and support.

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

Mumbai  
Date: May 02, 2019

**( M. V. Doshi )**  
Executive Chairman

**Annexure - A**
**Disclosure regarding Employees Stock Option Plan pursuant to SEBI (Share Based Employees Benefits) Regulations, 2014 and Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014 forming part of the Directors' Report for the year ended March 31, 2019**

(A) The Company has issued stock options to its permanent employees in accordance with the Company's Employee Stock Option Scheme 2010 and 2014. Both the Schemes are administered by the Compensation Committee / Nomination and Remuneration Committee (NRC) constituted pursuant to SEBI (Share based employee benefits) Regulations, 2014. All the permanent employees of the company and the then subsidiary, including Directors but excluding promoters of the Company are eligible to participate in the Schemes. The Committee grants stock options to the employees at its discretion depending upon criteria such as role/designation of the employee, length of service with the company, past performance record, future potential of the employee and/or such other criteria that may be determined by the Committee.

ESOP Scheme	Members approval	Number of options approved
ESOP Scheme-2010	March 17, 2010	9,05,000
ESOP Scheme-2014	January 02, 2015	7,75,000

The stock option vested / shall be vest proportionately as may be decided by NRC committee at the time of grant, over the period of 3 to 5 years after the first anniversary from the date of grant. Under ESOP Scheme 2010, 3,90,000 options were granted to Identified Employee at the exercise price up to 5 % discount on the average of the closing price of the Company's shares, in the BSE during the last 15 days preceding the date of grant of options at Rs. 117.50 per option and 4,47,000 options were granted at Rs. 80/- per Option, higher than the market price. Under ESOP Scheme 2014 - 7,75, 000 Options were granted at Rs. 80/- per Option, higher than the market price. The entire options granted under the Scheme 2014 were lapsed/ forfeited/ surrendered/ cancelled. The exercise price, in cash, is paid/ to be paid by the employee at the time of exercise of the stock option. No stock option is granted in lieu of cash. The option lapses if not exercised within a period of 5 years from the date of vesting of option. The lapsed option is available for being re-granted / re-issue at a future date. The maximum number of options that may be granted to any specific employee is upto 3,90,000 under Scheme 2010 and 4,10,000 under ESOP Scheme 2014. Every one stock option, if exercised, is allotted one equity shares of Rs. 10/- each.

The Company had been using intrinsic value method of accounting ESOP expenses as prescribed by SEBI (Share based employee benefits) Regulations, 2014 and the Guidance Note on Accounting for Employee Share-based Payments, to account for stock options issued under the Company's stock option schemes. Under this method, compensation expenses are recorded on the basis of excess of the market price of share at the date of grant of option over exercise price of the option. There would be no impact on the profit or earnings per share had the company used the fair value of the options as the method of

accounting instead of intrinsic value as the fair value is less than the intrinsic value of the option.

**(B) Summary of stock options ( ESOP Scheme-2010)**

Options outstanding at the beginning of the year	1,47,100
Options granted during the year	Nil
Options forfeited / lapsed during the year	Nil
Options vested during the year	Nil
Options exercised during the year	1,47,100
Shares arising as a result of exercise of options	1,47,100
Source of shares	Primary
Money realized by exercise of options (Rs.)	1,67,40,500/-
Loan repaid by the trust during the year from exercise price received	N.A.
Options outstanding at the end of the year	Nil
Options exercisable at the end of the year	Nil
Variation in terms of options	Nil
Employee-wise details of options granted during the year to	
(i) KMP / Senior managerial personnel	Nil
(ii) Other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Nil
(iii) Employees who received the options during the year equal to or exceeding 1% of the issued capital of the Company at the time of grant	Nil
Diluted EPS	19.25

**(C) Weighted average shares price on the date of exercise of the options is:**

Date of exercise of the options	Number of shares	Weighted average shares price
16/04/2018	1,32,600	Rs. 160.72 (Previous year Rs. 72.75)
20/04/2018	14,500	Rs. 161.78 (Previous year Rs. 73.54)

**(D) Weighted average fair value of options: The fair value of each option is estimated using the Black Scholes model after applying the following weighted average assumptions:-**

	For the year ended March 31, 2019
Risk free interest rate	*
Expected life	*
Expected Volatility (%)	*
Expected Dividend (%)	*
Price of underlying shares in the market at the time of option grant	*

\*Not applicable since the Company has not granted stock options during the year.

No Stock Options remain outstanding at the end of the year under the Scheme 2010 or Scheme 2014.