



**Ladderup**

*Engineering Growth*



# 26th ANNUAL REPORT

2018 – 2019

Ladderup Finance Limited

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## CORPORATE INFORMATION

<b>BOARD OF DIRECTORS</b>	:	Mr. Sunil Goyal
	:	Mr. K.V.S. Shyamsunder
	:	Mr. T. V. Rao
	:	Mr. Mohan Tanksale
	:	Mr. Harsha Saksena
	:	Mr. Manoj Singrodia
	:	Mrs. Mangala Radhakrishna Prabhu
	:	Mr. Saurabh Sarayan
<b>REGISTERED OFFICE</b>	:	102-A, 1 <sup>st</sup> Floor, Hallmark Business Plaza, Guru Nanak Hospital Road, Bandra (East), Mumbai-400 051
<b>BANKERS</b>	:	Axis Bank Limited
	:	Bank of Maharashtra
	:	HDFC Bank Limited
	:	ICICI Bank Limited
	:	Dhanlaxmi Bank Limited
<b>STATURORY AUDITORS</b>	:	M/s. Shah Gupta & Co. Chartered Accountants, Mumbai
<b>INTERNAL AUDITORS</b>	:	M/s. DY & Associates Chartered Accountants, Mumbai
<b>SECRETARIAL AUDITOR</b>	:	M/s. H. S. & Associates Practicing Company Secretaries, Mumbai
<b>OTHER INFORMATION</b>	:	<b>LISTED ON</b> BSE <b>WEBSITE</b> <a href="http://www.ladderup.com">www.ladderup.com</a> <b>ISIN</b> INE5119D01015 <b>SCRIP CODE</b> 530577
<b>REGISTRAR AND SHARE TRANSFER AGENT</b>	:	Sharex Dynamic (India) private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400083
<b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b>	:	Mr. Paresh Patil (w.e.f 13 <sup>th</sup> June, 2019)

## NOTICE OF 26<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 26<sup>th</sup> Annual General Meeting of the Members of Ladderup Finance Limited will be held on Thursday, 26<sup>th</sup> September, 2019 at 11 a.m. at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai- 400 059, to transact the following business:

— — — — —

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including Consolidated Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019, the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), who retires by rotation and, being eligible, offers herself for re-appointment;

### SPECIAL BUSINESS

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

**Re-appointment of Mr. K.V.S Shyamsunder as Independent Director for second term of five consecutive year's upto 31<sup>st</sup> March, 2024**

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of 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) and upon recommendation of Nomination and Remuneration Committee, Mr. K.V.S ShyamSunder (DIN 00502621), Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for re-appointment, consent of the members be and is hereby accorded for re-appointment of Mr. K.V.S ShyamSunder, as an Independent Director of the Company for second term of five consecutive years with effect from 1<sup>st</sup> April, 2019 up to 31<sup>st</sup> March, 2024."

**RESOLVED FURTHER THAT** Mr. Sunil Goyal, Managing Director or Mr. Manoj Singrodia, Director or Mr. Paresh Patil, Company Secretary of the Company, be and is hereby authorized to sign and submit the necessary application and forms with appropriate authorities and to perform all such acts, deeds and things as he may in his absolute discretion deem necessary or desirable for and on behalf of the Company for the purpose of giving effect to aforesaid resolution".

**Date** : 26<sup>th</sup> August, 2019

By Order of the Board

**Place** : Mumbai

**Regd. Office** : 102-A, 1st Floor, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Guru Nanak Hospital Road,  
Bandra (East), Mumbai-400 051

Sd/-  
**Paresh Patil**  
(Company Secretary  
& Compliance Officer)

## NOTES TO NOTICE

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form MGT-11 is sent herewith.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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.
4. As required in terms of Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, relevant information in respect of the Directors seeking appointment and re-appointment at the AGM is annexed hereto.
5. The Register of Members and the Share Transfer books of the Company will remain closed from 20<sup>th</sup> September, 2019 to 26<sup>th</sup> September, 2019 (both days inclusive) for annual closing for the FY 2018-19.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited.
7. Queries on financial statements and operations of the Company, if any, may be sent to the Company Secretary seven days in advance of the meeting so as to enable the Management to keep the information ready at the meeting.
8. All transfer deeds, requests for change of address, bank particulars /mandates /ECS mandates, PAN should be lodged with Company's Registrar and Share Transfer Agent M/s. Sharex Dynamic (India) Private Limited, in case of shares held in physical form on or before Thursday, 19<sup>th</sup> September, 2019. The above details in respect of the shares held in electronic form should be sent to the respective Depository Participants by the members well in time.
9. Under Section 72 of the Act, members are entitled to make nomination in respect of shares held by them in physical mode. Members desirous of making nominations are requested to send their request in Form No. SH.13 to the Company's Registrar and Share Transfer Agent.
10. As a measure of economy, Members are requested to bring their copy of Annual Report to the meeting. Members / Proxies should bring the attendance slip duly filled in and signed for attending the meeting.
11. Members who have not so far encashed the Dividend Warrant(s) for the Dividend declared for the previous years are requested to make their claims to the Company at the earliest. The dividend warrants that are not encashed/ claimed within seven years from the date of declaration of dividend will as per Section 124 of the Act, be transferred to Investor Education and Protection

Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

12. The Annual Report of the Company circulated to the members of the Company will be made available on the Company's website at [www.ladderup.com](http://www.ladderup.com).
13. Voting through electronic means
  - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 26<sup>th</sup> 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 ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
  - 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 Monday, 23<sup>rd</sup> September, 2019 (9:00 am) and ends on Wednesday, 25<sup>th</sup> September, 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 Thursday, 19<sup>th</sup> September, 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 The procedure to login to e-Voting website consists of two steps as detailed hereunder:

#### **Step 1: Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. 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.
4. Your User ID details will be as per details given below:
  - 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 101456 then user ID is 101456001\*\*\*).
5. 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. pdf file. Open the 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.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a. 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).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. 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.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: 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 the Company.
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:**

1. 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 ([jajodiaassociate@gmail.com](mailto:jajodiaassociate@gmail.com)) to with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. 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.

**Please note the following:**

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.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith

**Other information:**

- o Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- o It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsdl.com> or contact NSDL at the following toll free no.: 1800-222-990.



14. 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).
15. 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 Thursday, 19<sup>th</sup> September, 2019.
16. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Thursday, 19<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [evoting@ladderup.com](mailto:evoting@ladderup.com). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
17. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
18. M/s. Jajodia & Associates, Practicing Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
20. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 am to 1.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
21. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

**Date** : 26<sup>th</sup> August, 2019

**Place** : Mumbai

**Regd. Office** : 102-A, 1<sup>st</sup> Floor, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Guru Nanak Hospital Road,  
Bandra (East), Mumbai-400 051

By Order of the Board

Sd/-

**Paresh Patil**

(Company Secretary  
& Compliance Officer)

## EXPLANATORY STATEMENT

In Conformity with the provisions of Section 102(1) of the Companies Act, 2013 the following Explanatory Statement sets out all the material facts relating to the special business of the Notice and the same should be taken as forming part of the notice.

— — — — —

### ITEM NO. 3

Mr. K.V.S Shyamsunder was re-appointed at 21<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2014 as an Independent Director of the Company for consecutive term of five year upto 31<sup>st</sup> March, 2019.

In terms of Sub-Section (10) and (11) of Section 149 of the Companies Act, 2013 an Independent Director can be appointed for a term up to five consecutive years and thereafter can be re-appointed for another term of up to five consecutive years only after passing a special resolution in general meeting. The Board of Directors in their meeting held on 23<sup>rd</sup> May, 2019 by taking into consideration the performance of Mr. K.V.S. Shyamsunder, proposed to re-appoint Mr. K.V.S. Shyamsunder for second term of five consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024. Hence, this Special Resolution is placed before the shareholder for adoption.

None of Directors/Key Managerial Persons (KMP) or their relatives except Mr. K.V.S ShyamSunder to whom the Resolution relates, is interested in any way in the resolutions mentioned above.

<b>Date</b>	: 26 <sup>th</sup> August, 2019	By Order of the Board
<b>Place</b>	: Mumbai	
<b>Regd. Office</b>	: 102-A, 1 <sup>st</sup> Floor, Hallmark Business Plaza, Sant Dyaneshwar Marg, Opposite Guru Nanak Hospital Road, Bandra (East), Mumbai-400 051	Sd/- <b>Paresh Patil</b> (Company Secretary & Compliance Officer)

## ANNEXURE TO NOTICE

### INFORMATION ON DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT OR REVISION OF RENUMERATION AT THE FORTHCOMING AGM

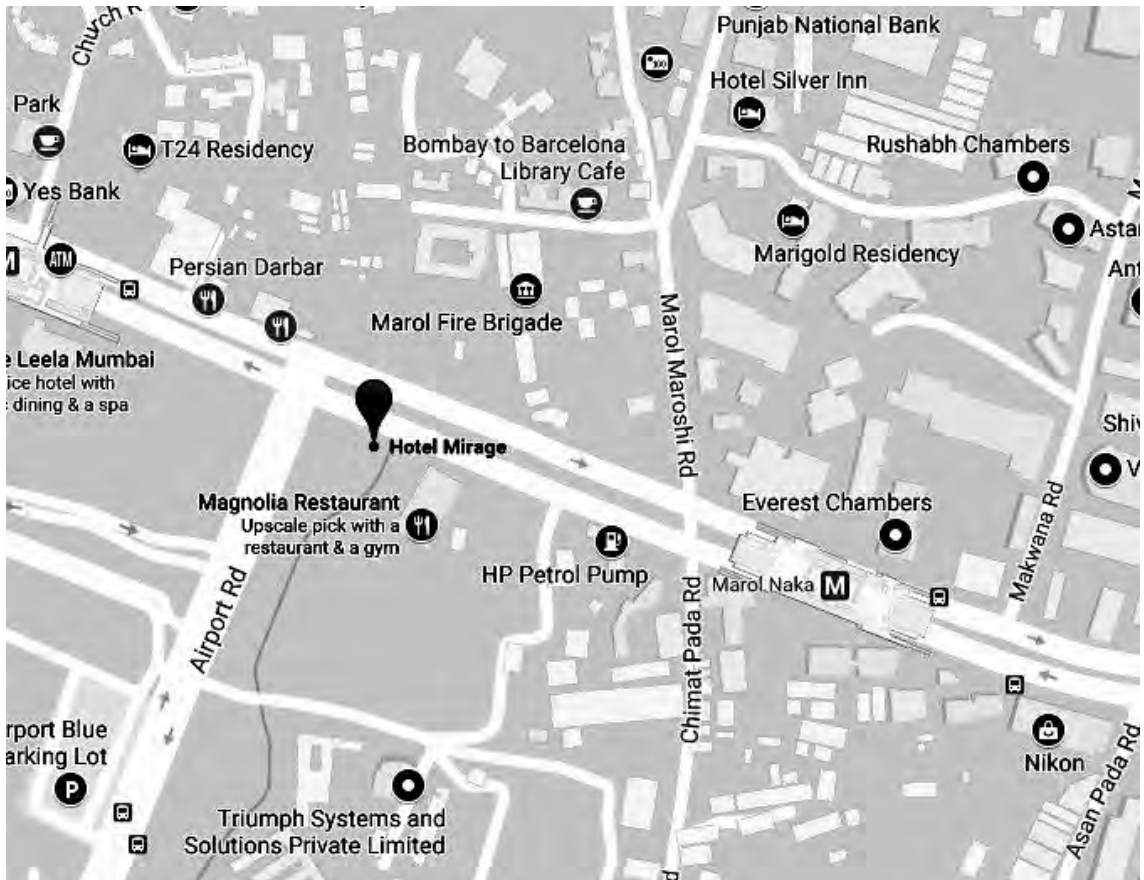
[PURSUANT TO REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CLAUSE 1.2.5 OF SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS]

1

<b>Name</b>	Mrs. Mangala Prabhu
<b>DIN</b>	06450659
<b>Designation</b>	Non-Executive Non Independent Director
<b>Date of Birth</b>	15.04.1955
<b>Age</b>	64 Years
<b>Date of Appointment on current position</b>	29.05.2015
<b>Nationality</b>	Indian
<b>Qualification</b>	M.Com, LLB (Gen.), CAIIB
<b>Expertise in specific functional area</b>	Banking professional with more than 41 years of experience across multiple roles spanning corporate credit, foreign exchange, HR and branch banking.
<b>List of outside Directorship held as on 31<sup>st</sup> March, 2019 (Excluding Private Limited Companies and Foreign Companies)</b>	<ul style="list-style-type: none"><li>— Bharat Oman Refineries Ltd.</li><li>— Star Agri Finance Ltd.</li><li>— Aspira Pathlab &amp; Diagnostics Ltd.</li><li>— Star Agriwarehousing and Collateral Management Ltd.</li><li>— Fort Finance Limited</li><li>— Siyaram Silk Mills Ltd</li></ul>
<b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2019</b>	<ul style="list-style-type: none"><li>— Risk Management Committee-Member</li><li>— Prevention of Sexual Harassment Committee-Chairman</li><li>— Credit Committee-Member</li></ul>
<b>No of Shares held in the Company as on 31<sup>st</sup> March, 2019</b>	NIL
<b>No. of meetings of the Board attended during the year</b>	Six Board Meeting
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Mrs. Mangala Prabhu is not related to any Directors of the Company
<b>Terms and Conditions of Appointment</b>	Non-Executive Director liable to retire by rotation

<b>Name</b>	Mr. K.V.S. Shyamsunder Rammurthy
<b>DIN</b>	00502621
<b>Designation</b>	Non-Executive Independent Director
<b>Date of Birth</b>	29.07.1942
<b>Age</b>	77 Years
<b>Date of Appointment on current position</b>	16.06.2006
<b>Nationality</b>	Indian
<b>Qualification</b>	Chartered Accountant
<b>Expertise in specific functional area</b>	Over 40 years experience in Banking Sector Specialised in Corporate & Retail Banking, Credit Rating, Review and Monitoring Systems and lending policies.
<b>List of outside Directorship held as on 31<sup>st</sup> March, 2019 (Excluding Private Limited Companies and Foreign Companies)</b>	1. Aarti Industries Ltd
<b>Chairman/Member of the Committee of Board of Directors of the Company as on 31<sup>st</sup> March, 2019</b>	1. Risk Management Committee-Member 2. Prevention of Sexual Harassment Committee-Member 3. Corporate Social Responsibility Committee-Member 4. Nomination and Remuneration Committee-Chairman 5. Stakeholders Relationship Committee-Chairman 6. Audit Committee-Chairman
<b>No of Shares held in the Company as on 31<sup>st</sup> March, 2019</b>	NIL
<b>No. of meetings of the Board attended during the year</b>	Seven Board Meeting
<b>Inter-se relationship with other Directors and Key Managerial Personnel</b>	Mr. K. V. S. ShyamSunder is not related to any Directors of the Company
<b>Terms and Condition of Re-appointment</b>	As per the Policy on Terms and Condition of Appointment of Independent Directors

## ROUTE MAP TO THE VENUE OF AGM



Prominent Landmark — Mirage Hotel

## DIRECTORS' REPORT

To

The Members,

Your Directors are pleased to present the Twenty Sixth Annual Report, both on Standalone and Consolidated basis together with the Audited Financial Statements of the Company for the FY ended 31<sup>st</sup> March, 2019.

### 1. FINANCIAL RESULTS:

(₹ In Lacs)

Particulars	2018-19	2017-18	2018-19	2017-18
	Consolidated		Standalone	
Operational & Other Income	1677.41	1581.72	419.40	1066.06
Profit before depreciation and Tax	314.64	789.18	95.20	642.11
Less: Depreciation	17.25	5.44	3.87	3.67
<b>Profit before Tax</b>	<b>297.99</b>	<b>783.74</b>	<b>91.33</b>	<b>638.44</b>
Less: Tax expenses (includes provision for deferred tax asset/liability)	50.64	46.46	-10.13	3.67
<b>*Profit after Tax</b>	<b>246.75</b>	<b>737.29</b>	<b>101.46</b>	<b>634.77</b>

\*The profit after tax is considered before adjusting the minority interest and Current year's share of associates.

The Consolidated Statements provide the results of Ladderup Finance Limited together with its subsidiaries.

### 2. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013 (herein after referred to as "the Act") form an integral part of this Report as "Annexure A"

### 3. MEETINGS OF THE BOARD:

During FY 2018-19 seven Meetings of the Board were held by the Company on 28<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 27<sup>th</sup> August, 2018, 5<sup>th</sup> October, 2018, 31<sup>st</sup> October, 2018, 26<sup>th</sup> December, 2018 and 11<sup>th</sup> February, 2019. The intervening gap between the meetings was as prescribed under the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The number of Committee Meetings held during the FY 2018-19 forms part of the Corporate Governance Report.

### 4. SEPARATE MEETING OF INDEPENDENT DIRECTORS:

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made thereunder and Regulation 25 (3) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Independent Directors of the Company met once during the year, without the attendance of Non-Independent Directors and Members of the Management.

The Independent Directors reviewed performance of Non Independent Directors, Chairman of the Company and the performance of the Board as a whole. The Independent Directors also discussed the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The feedback of the Meeting was shared with the Chairman of the Company.

**5. DIRECTORS' RESPONSIBILITY STATEMENT:**

To the best of knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(3)(c) & 134(5) of the Companies Act 2013:

- (a) That in the preparation of the annual financial statements, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) That such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgments 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 31<sup>st</sup> March, 2019 and of the profit of the company for the year ended on that date;
- (c) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) That the annual financial statements have been prepared on a going concern basis;
- (e) That proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- (f) That systems to ensure compliance with the provisions of all applicable laws were in place and that such systems were adequate and operating effectively.

**6. DIRECTORS:**

In accordance with the provisions of Section 152 of the Act, and that of Articles of Association of the Company, Mrs. Mangala Radhakrishna Prabhu, Director of the Company retires by rotation at ensuing Annual General Meeting of the Company and being eligible, has offered herself for re-appointment.

In terms of Sub-Section (10) and (11) of Section 149 of the Companies Act, 2013 Mr. K.V.S. Shyamsunder will be re-appointed as Independent Director of the company for the second term of five consecutive years at ensuing Annual General Meeting of the Company.

The Company has received declarations from all the Independent Directors confirming that they meet with the criteria of independence as laid down under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

As stipulated under the Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, brief resume of the Director proposed to be re-appointed is given in the Notice convening Twenty Sixth Annual General Meeting.

**7. NOMINATION AND REMUNERATION POLICY:**

Pursuant to Provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration Committee, the Board had adopted policy for selection and appointment of Directors, Senior Management and their remuneration in the financial year 2015-16. The details of Remuneration Policy is stated in the Corporate Governance Report. The Nomination and Remuneration Policy is posted on the website of the Company.

**8. AUDITORS & AUDITORS' REPORT:**

**• STATUTORY AUDITORS & STATUTORY AUDITORS' REPORT**

The Statutory Auditors, M/s. Shah Gupta & Co., Chartered Accountants, Mumbai (Firm Registration No. 109574W), have issued Audit Report for the FY 2018-19 pursuant to provisions of Section 141 (2) of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014.

## **DIRECTORS' REPORT**

The Notes on Accounts 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.

- **SECRETARIAL AUDITORS & SECRETARIAL AUDITORS' REPORT:**

The Secretarial Auditors, M/s. H. S. Associates, Practicing Company Secretary, Mumbai (Certificate of Practice No.1483), have issued Secretarial Audit Report for the FY 2018-19 pursuant to provisions of Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, which is annexed as "Annexure B" and forms part of this Report. There is no any observation/qualification reported by the Secretarial Auditor during the FY 2018-19.

**9. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY UNDER SECTION 186:**

The details of Loans, Guarantees and Investments made by the Company under the provisions of Section 186 of the Companies Act, 2013 are provided in the notes to the Financial Statements.

**10. RELATED PARTY TRANSACTIONS:**

All contracts/ arrangements/ transactions entered by the Company during the financial year with related parties were on arm's length basis and were in the ordinary course of business. As provided under section 134(3)(h) of the Act and Rules made thereunder disclosure of particulars of material transactions with related parties entered into by the Company with related parties in the prescribed format are annexed to this report as "Annexure C".

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website at the link: [www.ladderup.com](http://www.ladderup.com)

The details of the transactions with related parties are provided in the accompanying financial statements.

**11. SUBSIDIARIES & ASSOCIATE:**

The Company has two subsidiaries i.e. Ladderup Wealth Management Private Limited and Godland Enterprises Private Limited (w.e.f. 26<sup>th</sup> December, 2018), one step-down subsidiary i.e. Waterproof Corporation Private Limited (w.e.f. 26<sup>th</sup> December, 2018) and one associate company i.e., Annapurna Pet Private Limited. During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements of the Company and its subsidiaries, which form part of the Annual Report. Further, the statements containing the salient features of the financial statements of its subsidiaries in the prescribed format is given in notes to the financial statements. The statement also provides the details of performance and financial position of the subsidiaries.

In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of its subsidiaries, are available on website of [www.ladderup.com](http://www.ladderup.com). These documents will also be available for inspection during the business hours at the registered office of the Company.

The Company's policy on material subsidiaries as approved by the Board is uploaded on the Company's website at "Investors" section. The Company also has one Associate i.e. Annapurna Pet Private Limited.



**12. FINANCIAL HIGHLIGHTS AND COMPANY AFFAIRS:**

**Consolidated Performance**

Your Company has earned total revenue of INR 1677.41 lakhs in FY 2018-19 as compared to INR 1581.72 lakhs in FY 2017-18. The profit after tax in FY 2018-19 is INR 246.75 lakhs as compared to INR 737.29 lakhs in FY 2017-18.

**Standalone Performance**

Your Company has earned total Profit of INR 101.46 lakhs during the FY 2018-19 as against INR 634.77 lakhs in the FY 2017-18.

Your company in the last few years continues to invest in asset based transactions with good growth prospects.

The FY 2018-19 continues to be difficult year for Companies operating in the financial services space. The global macroeconomic conditions as well as domestic market conditions converged simultaneously to create strong headwinds. There was perceptible impact on margins and profitability for most companies in the financial services space as well.

**Subsidiary Companies**

**LADDERUP WEALTH MANAGEMENT PRIVATE LIMITED (LWMPL)**

LWMPL's business continues to get momentum in this tepid growth environment. This was a turbulent year in terms of market performance with high degree of uncertainty in both debt and equity front with events like the NBFC crisis and the slower growth rate that impacted market performance. However the company has done reasonably well during the year. The company has a niche business of advising clients on right investment across asset classes. It has always been an endeavor of the company to ensure safety first and then maximize the return, thereby safeguarding our clientele from adverse market impacts.

On the financial front, the Company's profit after tax stood at INR 65.50 Lakhs for the FY 2018-19 as against profit of INR 114.53 Lakhs in the previous year. The fall in profit was mainly attributable to the increase in expenses.

The Company continues to adopt the best practices while continuously evolving to improve the service delivery to clients through integrity, transparency and competence.

**GODLAND ENTERPRISES PRIVATE LIMITED**

During the year under review, the Company has acquired 50.0006% Equity shares of Godland Enterprises Private Limited. Accordingly, Godland Enterprises Private Limited has become the subsidiary company of the Company. Further Godland Enterprises Private Limited is Special Purpose Vehicle (SPV) of the company and does not have any inherent business activity.

**WATERPROOF CORPORATION PRIVATE LIMITED: Step-down subsidiary**

During the year under review, your company has acquired Waterproof Corporation Pvt. Ltd. (WACO) through its SPV, Godland Enterprises Private Limited. Accordingly, WACO has become step down subsidiary of the Ladderup Finance Limited. WACO is in the business of manufacturing veneer tapes and trading of Cello Tapes. WACO's manufacturing facility includes glue making, coating, slitting, perforating, printing, etc. of veneer tapes.

During the FY 2018-19 the Company has achieved total revenue of INR 2599.25 lakhs and posted a profit of INR 515.23 lakhs against INR 2644.17 Lakh and INR 486.64 in the previous year.

**13. AMOUNT TRANSFERRED TO RESERVE:**

During the FY 2018-19 the Company has transferred ₹ 20,29,103/- equivalent to 20% of profit after tax of the Company to Special Reserve Account in compliance with Section 45IC of the RBI Act.

**14. DIVIDEND:**

In order to preserve funds for future activities, the Board of Directors of your Company do not recommend any Dividend for the FY 2018-19.

**15. MATERIAL CHANGES:**

During the FY 2018-19, the Company has acquired 50.0006% Equity Shares of Godland Enterprises Private Limited. Due to such acquisition, Godland Enterprises Private Limited has become Subsidiary Company of the Company. Further during the year, Godland Enterprises Private Limited has acquired 100% stake of Water Proof Corporation Private Limited which resulted Waterproof Corporation Private Limited to become Step-down Subsidiary Company of the Company.

**16. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is to be regarded as Nil.

The Company has not entered into any technology transfer agreement.

**17. RISK MANAGEMENT POLICY:**

As per the provisions of the Companies Act, 2013 and as part of good corporate governance the Company has constituted the Risk Management Committee. The Committee has laid down the procedures to inform to the Board about the risk assessment and minimisation procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan and policy for the Company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD and the CFO that the mitigation plans are finalised and up to dated, owners are identified and the progress of mitigation actions is monitored.

**18. CORPORATE SOCIAL RESPONSIBILITY:**

Ladderup Finance Limited believes that sustained growth of business lies on triple bottom line i.e growth of people around our operation, protection of environment where we operate and profit from our business. We understand well being of the community around our business helps in growth of business and hence we value people around our operational locations and promote inclusive growth.

We endeavour to serve the society and achieve excellence. We continue to remain focused on improving the quality of life and engaging communities through ensuring environment sustainability, promoting healthcare, promoting education and many more activities.

Pursuant to Section 135 of the Companies Act, 2013, and the relevant rules, the Company is having in place the Corporate Social Responsibility (CSR) Committee under the chairmanship of Mr. Sunil Goyal, the other members of the Committee are Mr. Manoj Singrodia, and Mr. KVS Shyamsunder.

The Company's policy on CSR envisages expenditure in areas falling within the purview of Schedule VII of the Companies Act, 2013. The detailed CSR policy is available on the company's website at the we blink: [www.ladderup.com](http://www.ladderup.com).

## **DIRECTORS' REPORT**

The details as per the provisions of Rule 8 of Companies (Corporate Social Responsibility) Rules, 2014 is annexed herewith as "Annexure D" to this report.

### **19. PREVENTION OF INSIDER TRADING:**

As per the provisions of section 195 of the Companies Act, 2013 and SEBI (Prohibition of insider trading) Regulations, 2015 the Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code.

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

### **20. POLICY ON SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The Company has zero tolerance towards sexual harassment at the workplace and towards this end, has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee has also been set up to redress complaints received on sexual harassment.

During the financial year under review, the Company has not received any complaints from any of the employees of the Company.

### **21. PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was also carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committees. The Directors expressed their satisfaction with the evaluation process.

### **22. SHARE CAPITAL:**

The Issued, Subscribed and Paid-Up Equity Share Capital as on 31<sup>st</sup> March, 2019 was ₹ 12,85,26,000/- (Rupees Twelve Crores Eighty Five Lakhs Twenty Six Thousand Only). During the year under review, the Company has not issued any shares with differential voting rights or granted any stocks options or sweat equity. As on 31<sup>st</sup> March, 2019 none of the Directors of the Company holds any instrument convertible into equity shares of the Company.

### **23. NON-DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY:**

The Company is registered as a Non-Banking Financial Institution on 24<sup>th</sup> February, 1998 in terms of the provisions of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007. Your Company is categorized as a Non-deposit taking Non-Banking Financial Company. The Company has not accepted any deposits from the public during the year pursuant to the provisions of Section 73 of the Companies Act, 2013.

**24. CORPORATE GOVERNANCE:**

Pursuant to Regulations 34 & 53 read with schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the following forms part of this Annual Report and are enclosed/annexed to this report:

- Management Discussion and Analysis
- Report on Corporate Governance
- Declaration on Compliance with Code of Conduct
- A Certificate from M/s. Jajodia and Associates, Practicing Company Secretaries, regarding compliance of conditions of Corporate Governance.

**25. COMMITTEES OF THE BOARD:**

There are currently Eight Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination & Remuneration Committee
4. Investment Committee
5. Risk Management Committee
6. Prevention of Sexual Harassment Committee
7. Corporate Social Responsibility Committee
8. Credit Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Corporate Governance Report.

**26. DIRECTORS AND KEY MANAGERIAL PERSONNEL APPOINTED OR RESIGNED DURING THE YEAR**

Mr. Sunil Goyal was reappointed as Managing Director of the Company w.e.f. 1<sup>st</sup> April, 2019.

Ms. Arpita Jain was appointed as Company Secretary and Compliance Officer of the Company w.e.f. 28<sup>th</sup> May, 2018.

Ms. Arpita Jain, Company Secretary and Compliance Officer has resigned w.e.f. 25<sup>th</sup> February, 2019.

**27. PARTICULARS OF EMPLOYEES:**

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary in this regard.

**28. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

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

**29. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company's internal control system is designed to ensure orderly and efficient conduct of its business, compliance with law and regulations including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting record, and the timely preparation of reliable financial information. Internal Control system is supported by an Internal Audit Process. The Internal Audit Plans and Scope are well laid-out to ensure compliance with various applicable laws and internal policies. The Internal Auditors review the systems and procedures and advise on further improvements wherever required. The reports of the Internal Auditors are reviewed by the Audit Committee and the Board of Directors of the Company.

All the transactions are properly authorised, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements.

**30. VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior, the company has adopted a vigil mechanism policy. This Policy can be viewed on the Company's website viz. [www.ladderup.com](http://www.ladderup.com) in the "Investors" Section.

**31. ACKNOWLEDGEMENT:**

Your Directors take this opportunity to express their grateful appreciation for the excellent assistance and co-operation received from all our Clients, Financial Institutions, Bankers, Business Associates and the Government and other regulatory authorities and thank all stakeholders for their valuable sustained support and encouragement towards the conduct of the proficient operation of the Company. Your Directors would like to place on record their gratitude to all the employees who have continued their support during the year.

Date : 26<sup>th</sup> August, 2019  
Place : Mumbai  
Regd. Office : 102-A, Hallmark Business Plaza,  
Gurunank Hospital  
Road, Bandra (East),  
Mumbai-400 051

For and on behalf of the Board  
Sd/- Sd/-  
(Sunil Goyal) (Mangala Prabhu)  
Managing Director Director  
DIN No: 00503570 DIN: 06450659

## FORM NO. MGT-9

**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended 31-03-2019**

[Pursuant to Section 92(3) of the Companies act, 2013 read with  
 [The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

**A. REGISTRATION AND OTHER DETAILS:**

1	<b>CIN:-</b>	<b>L67120MH1993PLC074278</b>
2	<b>Registration Date:</b>	01st October, 1993
3	<b>Name of the Company:</b>	<b>Ladderup Finance Ltd.</b>
4	<b>Category / Sub-Category of the Company</b>	Company Limited by shares/Indian Non-Government Company
5	<b>Address of the Registered office and contact details:</b>	A-102, Hallmark Business Plaza, Opposite Guru Nanak Hospital, Bandra (East), Mumbai- 400 051 Tel: 9140336363, Fax: 9140336364
6	<b>Whether listed company</b>	Yes
7	<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	M/s. Sharex Dynamic (India) Private Limited, C-101, 247 Park, L.B.S. Marg, Vikhroli West, Mumbai-400083 Tel: 022 2851 5644

**B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sr. No.	Name and Description of main products/services	NIC Code of the Product/ service% to total turnover of the company	% to total turnover of the company
1	Non-Banking Finance Companies	64990	100%

**C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	<b>Ladderup Wealth Management Private Limited</b> A-102, Hallmark Business Plaza, Sant Dyaneshwar Marg, Opposite Guru Nanak Hospital, Bandra East Mumbai-400 051	U74140MH2008PTC177491	Subsidiary	51.00%	2 (87)

Sr. No.	Name and Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
2	<b>Godland Enterprises Private Limited</b> A-201, Rajeshri Accord, Telly Cross Lane, Off. S.N Road, Near Station, Andheri (East), Mumbai-400 069.	U74110MH1996PTC100497	Subsidiary	50.0006%	2(87)
3	<b>Waterproof Corporation Private Limited</b> Waco House, Masrani Lane, Kurla West Mumbai Mh 400070	U17298MH1942PTC003635	Setp-down Subsidiary	Wholly owned Subsidiary of Godland Enterprises Private Limited	2(87)
4	<b>Annapurna Pet Private Limited</b> A-201/202, Rajeshri Accord, Telly Cross Lane, Off. S.N Road, Near Station, Andheri (East), Mumbai-400 069	U25203MH2011PTC218187	Associate	49.18%	2(6)

#### D. SHARE HOLDING PATTERN

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

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
(a) Individual	1002793	0	1002793	7.802	1015923	0	1015923	7.900	0.098
(b) Central Govt.		0				0			0
(c) State Govt(s).		0				0			0
(d) Bodies Corpp.	5882697	700	5883397	45.776	5885897	0	5885897	45.800	0.024
(e) FIINS / BANKS.		0				0			0
(f) Any Other		0				0			0
<b>Sub Total: (A) (1)</b>	<b>6885490</b>	<b>700</b>	<b>6886190</b>	<b>53.578</b>	<b>6901820</b>	<b>0</b>	<b>6901820</b>	<b>53.700</b>	<b>0.122</b>

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(2) Foreign</b>									
(a) Individual NRI / For Ind	0	0	0	0	0	0	0	0	0
(b) Other Individual	0	0	0	0	0	0	0	0	0
(c) Bodies Corporates	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
(f) Any Other Specify	0	0	0	0	0	0	0	0	0
	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1) + (A) (2)</b>	<b>6885490</b>	<b>700</b>	<b>6886190</b>	<b>53.578</b>	<b>6901820</b>	<b>0</b>	<b>6901820</b>	<b>53.700</b>	<b>0.122</b>
<b>(B) (1) PUBLIC SHAREHOLDING</b>									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0.000
(b) Banks / FI	0	0	0	0	0	0	0	0	0.000
(c) Central Govt.	0	0	0	0	0	0	0	0	0.000
(d) State Govt.	0	0	0	0	0	0	0	0	0.000
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.000
(f) Insurance Companies	0	0	0	0	0	0	0	0	0.000
(g) FIs	0	0	0	0	0	0	0	0	0.000
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.000
(i) Others (specify)	0	0	0	0	0	0	0	0	0.000
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.000</b>
<b>2. Non-Institutions</b>									
<b>(a) BODIES CORP.</b>									
(i) Indian	3002206	37500	3039706	23.651	3843270	42500	3885770	30.240	6.589
(ii) Overseas	0	0	0	0.000	0	0	0	0.000	0.000
<b>(b) Individuals</b>									
(i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	280852	165200	446052	3.471	314630	161500	476130	3.700	0.229
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	1206499	1187500	2393999	18.627	1192884	324000	1516884	11.800	-6.827



Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2018				No. of Shares held at the end of the year 31-03-2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(c) Other (specify)									
Non Resident Indians	282	56600	56882	0.443	128	56600	56728	0.44	-0.003
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	29771	0	29771	0.232	15268	0	15268	0.12	-0.112
Trusts	0	0	0	0	0	0	0	0	0
Foreign Boodies - D R	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):-	4519610	1446800	5966410	46.424	5366180	584600	5950780	46.3	-0.124
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4519610	1446800	5966410	46.424	5366180	584600	5950780	46.300	-0.124
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.000	0	0	0	0.000	0.000
Grand Total (A+B+C)	11405100	1447500	12852600	100.00	12268000	584600	12852600	100.00	0.000

### Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	QUIET ENTERPRISES LLP	3841947	29.892	0	3844447	29.91	0	0.03
2	SONU PORTFOLIO SERVICES PVT LTD	1643350	12.786	0	1643350	12.786	0	0
3	CHETAN SECURITIES PVT LTD	397400	3.092	0	397400	3.092	0	0
4	USHA SUNIL GOYAL	265000	2.062	0	265000	2.062	0	0
5	SANTOSH MANOJ SINGRODIA	202600	1.576	0	208761	1.62	0	0
6	MANOJ SINGRODIA HUF	176000	1.369	0	176000	1.369	0	0
7	SUNIL GOYAL HUF	133600	1.039	0	133600	1.039	0	0
8	MANOJ SINGRODIA	124193	0.966	0	124193	0.966	0	0
9	SUNIL GOYAL	101400	0.789	0	108369	0.84	0	0.84
10	LADDERUP ENTERPRISES PVT LTD	700	0.001	0	700	0.001	0	0
	<b>Total</b>	<b>6886190</b>	<b>53.578</b>	<b>0</b>	<b>6901820</b>	<b>53.7</b>	<b>0</b>	

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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	QUIET ENTERPRISES LLP	3841947	29.892	01-04-18				
				22-11-18	2500	Buy	3844447	29.91
				31-03-19			3844447	29.91

### Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
1	INDIANIVESH CAPITALS LIMITED	840000	6.536	01-04-18				
	-Closing Balance			31-03-19		No Change	840000	6.536
2	NABHSHIKHA FINANCIAL ADVISORY LLP	685002	5.33	01-04-18				
	-Closing Balance			31-03-19		No Change	685002	5.33
3	DEEPAK GHANSHYAM LADHA	602459	4.687	01-04-18				
				07-04-18	-2002	Sold	600457	4.672
				21-04-18	-1000	Sold	599457	4.664
				30-04-18	-2027	Sold	597430	4.648
				07-05-18	-1650	Sold	595780	4.635
				02-06-18	-1980	Sold	593800	4.62
				11-06-18	-1	Sold	593799	4.62
				25-06-18	-30	Sold	593769	4.62
				30-06-18	20	Buy	593789	4.62
				07-07-18	20	Buy	593809	4.62
				16-07-18	10	Buy	593819	4.62
				30-07-18	10	Buy	593829	4.62
				04-08-18	100	Buy	593929	4.621
				11-08-18	234	Buy	594163	4.623
				18-08-18	100	Buy	594263	4.624
				25-08-18	-5	Sold	594258	4.624
				01-09-18	50	Buy	594308	4.624
				22-09-18	-10	Sold	594298	4.624

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the Year			% of total Shares of the company
		No. of Shares at the beginning / end of the year	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	
				13-10-18	-5	Sold	594293	4.624
				27-10-18	-1	Sold	594292	4.624
				12-11-18	-200	Sold	594092	4.622
				22-12-18	-200	Sold	593892	4.621
				12-01-19	-810	Sold	593082	4.614
				19-01-19	-4301	Sold	588781	4.581
				29-01-19	-960	Sold	587821	4.574
				02-02-19	-870	Sold	586951	4.567
				11-02-19	309	Buy	587260	4.569
				16-02-19	405	Buy	587665	4.572
				16-03-19	50	Buy	587715	4.572
	-Closing Balance			31-03-19			587715	4.572
4	SPREAD FINTRADE LTD	500000	3.89	01-04-18				
	-Closing Balance			31-03-19		No Change	500000	3.89
5	COLBY MALL DEVELOPERS COMPANY LLP	500000	3.89	01-04-18				
	-Closing Balance			31-03-19		No Change	500000	3.89
6	DILSUKH PROPERTIES PRIVATE LIMITED	427000	3.322	01-04-18				
	-Closing Balance			31-03-19		No Change	427000	3.322
7	DILIP SHAH	350000	2.723	01-04-18				
				10-08-18	-350000	Sold	-	-
	-Closing Balance			31-03-19				
8	NIRMALA D SHAH	300000	2.334	01-04-18				
	-Closing Balance			31-03-19		No Change	300000	2.334
9	ANMOL INSURANCE CONSULTANTS PVT LTD	159070	1.238	01-04-18				
				10-08-18	350000	Buy	509070	3.961
				01-09-18	5372	Buy	514442	4.003
				31-03-19			514442	4.003
10	SOFTTRUST TRADING COMPANY PRIVATE LIMITED	125000	0.973	01-04-18				
	-Closing Balance			31-03-19		No Change	125000	0.973

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

Sr. No.	Name of the Director / KMP	Shareholding at the beginning of the year		Changes During the Year		Shareholding at the end of the year		% change in share holding during the year
		No. of Shares	% of total Share capital	Increase	Decrease	No. of Shares	% of total Share capital	
1	Mr. Sunil Goyal	101400	0.79%	-	6969	Buy	108369	0.84%
2	Mr. Manoj Singrodia	124193	0.97%	-	-	-	124193	0.97%
3	Mr. KVS Shyamsunder	-	-	-	-	-	-	-
4	Mr. Harsha Saxena	-	-	-	-	-	-	-
5	Mrs. Mangala Radhakrishna Prabhu	-	-	-	-	-	-	-
6	Mr. T.V. Rao	-	-	-	-	-	-	-
7	Mr. Mohan Tanksale	-	-	-	-	-	-	-
8	Mr. Saurabh Sarayan	-	-	-	-	-	-	-
9	Mr. Suresh Kumawat	-	-	-	-	-	-	-

**INDEBTEDNESS**

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

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	114138489	—	—	114138489
ii) Interest due but not paid	—			—
iii) Interest accrued but not due	1684349			1684349
<b>Total (i+ii+iii)</b>	<b>115822838</b>			<b>115822838</b>
Change in Indebtedness during the financial year				
• Addition	—	—	—	
• Reduction	36309375			36309375
<b>Net Change</b>	<b>36309375</b>			<b>36309375</b>
Indebtedness at the end of the financial year				
i) Principal Amount	77829114			77829114
ii) Interest due but not paid	—			—
iii) Interest accrued but not	1381782			1381782
<b>Total (i+ii+iii)</b>	<b>79,210,896</b>			<b>79,210,896</b>

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

Sl. No.	Particulars of Remuneration	Sunil Goyal (Managing Director)	Total Amount
1	<b>Gross salary</b>	96,00,000 p.a.	96,00,000 p.a.
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	—	—
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—
2	Stock Option	—	—
3	Sweat Equity	—	—
4	Commission	—	—
	— as % of profit	—	—
	— others, specify...	—	—
5	Others, please specify	—	—
	<b>Total (A)</b>	<b>96,00,000</b>	<b>96,00,000</b>
	<b>Ceiling as per the Act</b>	As per Section 197 read with Schedule V of the Companies Act, 2013	

**B. Remuneration to other directors:**

Sr. No.	Particulars of Remuneration	Name of Directors Manager						
		KVS Shyam Sunder	Mr. TV Rao	Mr. Mohan Tanksale	Mrs. Mangala Prabhu	Mr. Harsha Saksena	Mr. Manoj Singrodia	Mr. Saurabh Sarayan
1	<b>Independent Directors</b>							
	• Fee for attending board / committee meetings	70,000	30,000	50,000	—	40,000	—	—
	• Commission	—	—	—	—	—	—	—
	• Others, please specify	—	—	—	—	—	—	—
	<b>Total (1)</b>	<b>70,000</b>	<b>30,000</b>	<b>50,000</b>	<b>—</b>	<b>40,000</b>	<b>—</b>	<b>—</b>
2.	<b>Other Non-Executive Directors</b>	—	—	—	—	—	—	—
	• Fee for attending board / committee meetings				60,000	—	—	—
	• Commission	—	—	—	—	—	—	—
	• Others, please specify	—	—	—	—	—	—	—
	<b>Total (2)</b>	<b>—</b>	<b>—</b>	<b>—</b>	<b>60,000</b>	<b>—</b>	<b>—</b>	<b>—</b>
	<b>Total (B)=(1+2)</b>	<b>70,000</b>	<b>30,000</b>	<b>50,000</b>	<b>60,000</b>	<b>40,000</b>	<b>—</b>	<b>—</b>

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Suresh Kumawat (Chief Financial Officer)	Ms. Arpita Jain (Company Secretary)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961"	11,00,000	314,613	14,14,613
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	—	—	—
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission — as % of profit — others, specify...	—	—	—
	Others, please specify	—	—	—
	<b>Total</b>	<b>11,00,000</b>	<b>314,613</b>	<b>14,14,613</b>

### PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Authority [RD / NCLT/ COURT]
<b>A. COMPANY</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>B. DIRECTORS</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	—	—	—	—	—
Punishment	—	—	—	—	—
Compounding	—	—	—	—	—

Date : 26<sup>th</sup> August, 2019

Place : Mumbai

Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Gurunanak Hospital,  
Bandra (East), Mumbai-400 051

**For and on behalf of the Board**

Sd/-  
**(Sunil Goyal)**  
Managing Director  
**DIN No: 00503570**

Sd/-  
**(Mangala Prabhu)**  
Director  
**DIN: 06450659**

## Secretarial Audit Report

Form No. MR-3

**FOR FINANCIAL YEAR ENDED ON 31<sup>ST</sup> 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,

**LADDERUP FINANCE LIMITED.**

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **LADDERUP FINANCE 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 limited verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31<sup>st</sup> 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 the Company and produced before us for the financial year ended March 31, 2019, as per the provisions of:

- I. The Companies Act, 2013 ("The Act") and the Rules made thereunder;
- 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
  - d. The Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited.
- VI. The Management has identified and confirmed the applicable Acts, Laws and Regulations specifically applicable to the Company as mentioned bellows:
  - i) Reserve Bank of India Act, 1934; and
  - ii) All the Rules, Regulations, Guidelines and Circulars applicable to Non-Banking Financial Companies under the RBI Act, 1934

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.
- ii) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company in general has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards otherwise as mentioned elsewhere in this report.

**We further report that:**

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

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

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

**We further report that during the audit period:**

1. The Board Approved Re-appointment of Mr. Sunil Goyal as a Managing Director of the Company for five years w.e.f. 1<sup>st</sup> April, 2018.
2. The Board approved appointed of Mrs. Arpita Jain as a Company Secretary and Compliance Officer w.e.f. 28<sup>th</sup> May 2018.
3. The Board approved Appointment of Mr. Harsha Saxena as an Additional Independent Director w.e.f. 13<sup>th</sup> August, 2018.
4. The Board approved Corporate Guarantee or to become Co Applicant and to provide security by way of pledge of shares upto of ₹ 15 Crores to Godland Resorts Private Limited.
5. The Board Approved Investment in Godland Resorts Private Limited by way of Allotment of 75,001 Fully Paid up Equity Shares of face value ₹ 10/- each of Godland Resorts Private Limited {"Target Company"} for a total consideration of ₹ 2,73,00,364/- which represents 50.0006% of the total Equity Share Capital of the Target Company, accordingly Target Company would become Subsidiary of the Company.
6. The Board Approved capitalisation of part of the unsecured loan amounting to ₹ 2,84,75,000/- (Two Crores Eighty Four Lakhs Seventy Five Thousand) against allotment of ₹ 17,00,000 (Seventeen Lakhs) fully paid up equity shares of the Annapurna Pet Private Limited (Associate Company).
7. The Board Approved Merger of M/s. Godland Resorts Private Limited (Subsidiary Company) into M/s. Waterproof Corporation Private Limited (Step Down Subsidiary Company).
8. The Company in its 25<sup>th</sup> Annual General Meeting held on Saturday; 22<sup>nd</sup> September, 2018 passed following resolutions:
  - Re-appointment of Mr. Sunil Goyal as a Managing Director of the Company for a period of 5 years w.e.f. 1<sup>st</sup> April, 2018.



- Regularisation of Saurabh Sarayan as a Non-Executive Director of the Company.
- Approval of continuation of current term of Mr. K V S Shyamsunder as an Independent Director.
- Regularisation of Mohan Tanksale as an Independent Director for a term of 5 years w.e.f. 14<sup>th</sup> November, 2017.
- Regularisation of Harsha Saxena as an Independent Director for a term of 5 years w.e.f. 13<sup>th</sup> August, 2018
- Approval of Borrowing Limit not exceeding of ₹ 50 Crores.
- Creation of Charges on the assets of the Company.

This report is to be read with our letter of even date which is annexed as Annexure – I and forms an integral part of this report.

**Date:** 26<sup>th</sup> August, 2019

**Place:** Mumbai

**For HS Associates  
Company Secretaries**

**Prasad R. Chavan  
Partner  
ACS No.: 49921  
CP No.: 20415**

To,  
The Members,  
LADDERUP FINANCE LIMITED.

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

1. 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.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
5. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Date:** 26<sup>th</sup> August, 2019

**Place:** Mumbai

**For HS Associates  
Company Secretaries**

**Prasad R. Chavan  
Partner  
ACS No.: 49921  
CP No.: 20415**

## Form No. AOC-2

[Pursuant to clause [h] of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**A. Details of contracts or arrangements or transactions not at arm's length basis**

There were no contracts or arrangements or transactions entered into with related parties during the year, which were not at arm's length basis.

**B. Details of material contracts or arrangements or transactions at arm's length basis**

Sr. No.	Name of the Related Party and Nature of Relationship	Nature of contract/ arrangement or transactions	Duration of contract/ arrangement or transactions	Salient terms of the contract/ arrangement or transaction, including value, if any	Date of approval by the Board of Directors	Amount paid as advance, if any
1.	Nil	Nil	Nil	Nil	Nil	Nil

Date : Date: 26<sup>th</sup> August, 2019

Place : Mumbai

Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Gurunanak Hospital,  
Bandra (East), Mumbai-400 051

**For and on behalf of the Board**

Sd/-  
**(Sunil Goyal)**  
Managing Director  
**DIN No: 00503570**

Sd/-  
**(Mangala Prabhu)**  
Director  
**DIN: 06450659**

**CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

[Pursuant to Section 135 of the Companies Act, 2013 and as per Rule 8(1), of Companies (Corporate Social Responsibility Policy) Rule, 2014]

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

The Company believes sustained growth of business lies on triple bottom line that is growth of people around our operation, protection of environment where we operate and profit from our business. We understand wellbeing of the community around our business helps in growth of business and hence we value people around our operational locations and promote inclusive growth.

We Endeavour to serve the society and achieve excellence. We continue to remain focused on improving the quality of life and engaging communities through ensuring environment sustainability, promoting healthcare, promoting education and many more activities.

- II. The Composition of the CSR Committee is as under:
- Mr. Sunil Goyal - Chairman
  - Mr. K. V. S. ShyamSunder - Member
  - Mr. Manoj Singrodia - Member
- III. The average net profit of the Company for last three financials years: The Company has incurred Average Net Profit of ₹ 7,22,79,412/- .
- IV. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 14,45,588
- V. Details of CSR spent during the financial year:
- Total Amount spent for the financial year : ₹ 6,50,000.
  - Amount unspent, if any : ₹ 7,95,588.

Manner in which the amount spent during the financial year is detailed below:

1	2	3	4	5	6	7	8
Sr. No.	CSR Project or Activities Identified	Sector in which the activities is covered	Project or Programmes 1. Local area or other 2. State and district	Amount Outlay (Budget) (₹)	Amount Spent in FY 2018-19 (₹)	Cumulative Expenditure upto the reporting period FY 2019	Amount Spent: Direct/ Through implementing agency
1	Ladderup Foundation (Donation the purpose of Promoting Education)	iii) Promoting education	State: Maharashtra District: Mumbai	14,45,588	1,50,000	1,50,000	Indirect through Ladderup Foundation
2	Vision India Foundation (Donation for the purpose of Promoting Education)	iii) Promoting education	State: Delhi District: New Delhi		5,00,000	5,00,000	Indirect through Ladderup Foundation
<b>Total CSR Spend in FY 2018-19</b>				<b>14,45,588</b>	<b>6,50,000</b>	<b>6,50,000</b>	

**VI. Reason for not spending the amount specified in item no. V(b) above:**

Ladderup considers social responsibility as an integral part of its business activities and endeavour to utilize allocable CSR budget for the benefit of society.

Ladderup CSR initiatives are on the focus areas approved by the Board benefitting the community. However, the company has just embarked on the journey of ascertained CSR programs. Further, the Company has spent more than the amount budgeted, the details of the CSR expenditure of the previous financial years as follows:

Sr. No.	CSR Project and Activities	Year of CSR Activities	Amount Budgeted	Amount Spent
1	Aggarwal Global Foundation	2017-18	11,45,634	25,00,000

For this reason, during the year, the Company's spend on the CSR activities has been less than the limits prescribed under Companies Act, 2013. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will endeavour to spend the complete amount on CSR activities in accordance with the statutory requirements.

**VII. Responsibility Statement:**

Pursuant to the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, it is confirmed that the CSR Committee has implemented and monitored the CSR initiatives in line with CSR objective and Policy of the Company. The CSR Committee has monitored the status of the amount spent on the projects through the Social Audit.

**Sunil Goyal**  
**Managing Director**  
**DIN: 00503570**

Date: 26<sup>th</sup> August, 2019

Place: Mumbai

## MANAGEMENT'S DISCUSSION AND ANALYSIS

### LADDERUP IN FY 2018-19 – BUSINESS & FINANCIAL PERFORMANCE

#### **Ladderup Finance Ltd. (LFL)**

LFL being a registered NBFC with RBI has been primarily engaged into A) Investing in securities of listed and unlisted companies and B) Lending activities.

The investment portfolio of your company is diversified across various sectors such as financial services, QSR, healthcare, retail, packaging, information technology, real estate, etc. Your Company, as in the last few years, continues to evaluate investment opportunities in transactions with good growth prospects. The Company invests in listed and unlisted growth oriented companies. Entry and exit strategies are driven by various factors that could be overall market perspectives, industry or company specific.

For FY 2018-19 on a standalone basis, the Company's profit after tax stood at INR 101.46 Lacs as against INR 634.77 Lacs in the previous year thereby a decrease in profits as compared to the previous year. As the nature of the company's business is to invest, hold and exit, the profit so materialized during the year may not essentially reflect the true picture of performance. The accrued profits/loss will be recognized in the year of sale.

#### **Ladderup Wealth Management Private Limited (LWMPL)**

LWMPL's business continues to get momentum in this tepid growth environment, this was a turbulent year in terms of market performance with high degree of uncertainty in both debt and equity front with events like the NBFC crisis and the slower growth rate that impacted market performance, however the company has done reasonably well during the year. The company has a niche business of advising clients on right investment across asset classes. It has always been an endeavor of the company to ensure safety first and then maximize the return, thereby safeguarding our clientele from adverse market impacts. On the financial front, the Company's profit after tax stood at INR 65.50 Lacs for the FY 2018-19 as against profit of INR 114.53 Lacs in the previous year. The fall in profit was mainly attributable to the increase in expenses.

The Company continues to adopt the best practices while continuously evolving to improve the service delivery to clients through integrity, transparency and competence.

#### **Godland Enterprises Private Limited**

During the year under review, the Company has acquired 50.0006% Equity shares of Godland Enterprises Private Limited. Accordingly, Godland Enterprises Private Limited has become the subsidiary company of the Company. Further Godland Enterprises Private Limited is Special Purpose Vehicle (SPV) of the company and does not have any inherent business activity.

#### **Waterproof Corporation Private Limited (WACO)**

During the year under review, your company has acquired Waterproof Corporation Pvt. Ltd. (WACO) through its SPV, Godland Enterprises Private Limited. Accordingly, WACO has become step down subsidiary of the Ladderup Finance Limited. WACO is in the business of manufacturing veneer tapes and trading of Cello Tapes. WACO's manufacturing facility includes glue making, coating, slitting, perforating, printing, etc. of veneer tapes.

During the FY 2018-19 the Company has achieved total revenue of INR 2599.25 lakhs and posted a profit of INR 515.23 lakhs against INR 2644.17 Lakh and INR 486.64 in the previous year.

**ECONOMIC & INDUSTRY OVERVIEW:**

After growing at a robust 6.7% in FY 2017-18, the Indian economy achieved broad-based growth in the first three quarters of FY 2018-19, with industrial growth accelerating to 7.9%, services although services decelerated. Agriculture also posted strong growth of four per cent. The last quarter of FY 2018-19, however, has witnessed a slowdown in the growth of consumption indicators as well as a hiatus in business investment activity. Accordingly, Q4-FY 2019 is expected to see the weakest growth since mid-2017 and could come in at levels that are almost on par with China's growth. India continues to be one of the fastest growing major economies in the world and is expected to be among the world's top three economic powers in the next 10-15 years.

The World Bank (April, 2019) expects India's GDP to accelerate moderately to 7.5% in FY 2019-20 due to sustained strengthening of investments, particularly by the private sector, an improvement in export performance and resilient consumption. RBI has projected India's GDP growth for 2019-20 at 6.8%-7.1% in H-1 2019-20 and at 7.3% -7.4% in H2 2019-20. Today, India is the world's seventh largest economy in real terms, backed by strong demand, positive consumption pattern and rising disposable income. In PPP terms, the economy is expected to be among the top five global economies by 2020.

According to the Ministry of MSMEs (January 2019), there are more than 63 million MSMEs in India, which contribute to 45% of industrial production, 30.5% to services sector output and employ around 110 million people. However, an MSME study by TransUnion-CIBIL (2019) states that credit growth to MSMEs remains healthy, while non-performing loans are stable. It also revealed that private banks and NBFCs are continuously strengthening their presence as lenders to the MSME segment, with their market shares increasing by about 400 and 300 bps respectively by the third quarter of FY2019. The report also states that MSMEs account for about 23% of total loans in India, as on December, 2018. These trends point to the immense potential that lies ahead for MSME sector financiers.

According to the initial monsoon forecast of Indian Meteorological Department (IMD), India is expected to get near normal monsoon rains in the year 2019. IMD will issue its second stage monsoon forecast in the first week of June. The country is expected to have well distributed rainfall during this year's monsoon season, which will be beneficial to farmers during the Kharif season.

The inflation path during 2019-20 is likely to be shaped by several factors such as food and non-food inflation, international crude oil price, monsoon etc. Taking into consideration these factors and assuming a normal monsoon in 2019, RBI has revised downwards its estimates CPI inflation to 2.40% in Q4:2018-19, 2.90-3.0% in H1:2019-20 and 3.50-3.80% in H2:2019-20.

**FINANCIAL SERVICES INDUSTRY:**

India's financial services sector comprises of commercial banks/co-operative banks, non-banking financial companies, insurance companies, pension / mutual funds and other various entities. Scheduled Commercial Banks' credit growth on a year-on-year (y-o-y) basis improved across bank groups between March and September 2018, largely driven by the private sector banks (from 21.30% in March 2018 to 22.5% in September 2018). Private sector banks' deposit growth continued to be robust at 18.40%. The performance of the Public Sector Banks (PSBs) has witnessed an overall improvement with credit growth increasing from 5.90% in March 2018 to 9.10% in September 2018 and deposit growth increasing from 3.20% to 5.00% in the same period. While, Non-Prompt Corrective Action (NPCA) PSBs' credit growth improved from 9.10% in March 2018 to 13.60% in September 2018 and deposits increased from 6.10% to 7.90% in the same period, the PCA-PSBs registered negative growth in both credit and deposits. In order to develop and deepen the corporate bonds market, SEBI has recently issued a circular on fund raising by issuance of debt securities mandating the large corporates to raise 25% of their incremental borrowings from the FY 2019-20 onwards through corporate bond market. This will address concentration risk in the banking system.

The Mutual Fund (MF) industry in India has seen rapid growth in Assets Under Management (AUM). Total AUM of the industry stood at ₹ 24.79 lakh crore upto April 2019. The total number of accounts (or folios as per mutual fund parlance) as on May 31, 2019 stood at 8.32 crore (83.2 million), while the number of folios under Equity, Hybrid and Solution Oriented Schemes, wherein the maximum investment is from retail segment stood at 7.51 crore (75.1 million).

Another crucial component of India's financial industry is the insurance industry. The insurance industry has been expanding at a fast pace. The total first year premium of life insurance companies grew 10.73 per cent to ₹ 2,14,673 crore in FY 2018-19 from ₹ 1,93,866 crore in FY 2017-18.

### **NON BANKING FINANCE COMPANY (NBFC)**

The NBFC sector experienced liquidity problems in the second half of the FY 2018-19. The funding squeeze has contributed to higher funding costs and a slowdown in loan growth for non-banking financial companies. Your Company continued to focus on managing cash efficiently and ensured that it had adequate liquidity and back-up lines of credit.

During the year under review, the Reserve Bank of India ("RBI") held six Bi-monthly Monetary Policy Committee ("MPC") meetings. The Policy Repo rates under the Liquidity Adjustment Facility ("LAF") was at 6.00% at the beginning of the year. The MPC took the decision to increase the Policy Repo Rate under the LAF by 25 basis points each in the second and third meetings to 6.50% and maintained it at that level till the fifth meeting. Finally, in the sixth meeting, MPC took the decision to reduce the Policy Repo Rate under the LAF by 25 basis points from 6.50% to 6.25%. The MPC changed its stance from "neutral" to "calibrated tightening" in the fourth policy review and reverted back to "neutral" in the sixth policy review. The market continued to expect further reduction in the policy rate.

As of 27<sup>th</sup> March, 2019 there were approximately 10,000 NBFCs registered with Reserve Bank of India (RBI), of which 89 deposit accepting NBFC. The primary activities of NBFCs are providing consumer credit, including automobile finance, home finance and consumer durable products finance, wholesale finance products such as bills discounting for small and medium companies and infrastructure finance, and fee based services such as investment banking and underwriting. NBFCs have carved niche business areas for them within the financial sector space and are also popular for providing customized products. For instance, your Company providing finance for re-possessed vehicles at the doorstep of the customer. NBFCs bring the much needed diversity to the financial sector. NBFCs play an important role to promote financial inclusion agenda of the government by catering to the financial needs of people belonging to weaker section of the society.

The crisis faced by a large prominent financial institution of the country in September led to drying-up bank lending, thereby forcing NBFCs to scout for alternate sources of funding.

In February 2019, Reserve Bank of India (RBI) had eased risk weight norms to increase credit flow to NBFCs.

The banks are now required to assign differential risk-weights to their exposures to NBFCs based on ratings assigned by credit rating agencies, as against the existing practice of a uniform risk weight of 100%.

The move is aimed at not only freeing up capital for banks for further lending but also slash borrowing costs for well-rated NBFCs, which have been grappling with a systemic liquidity crisis triggered by a series of defaults by a large prominent financial institution and its subsidiaries. In order to provide NBFCs with greater operational flexibility, the RBI has merged the categories of NBFCs classified as asset finance companies, investment companies and loan companies into a new category called NBFC - Investment and Credit Company ("NBFC-ICC").



### **WEALTH ADVISORY**

The FY2018-19 remained volatile and challenging for the overall markets with various macro-level headwinds like NBFC liquidity crisis, uncertainties at the political platform and cross-border tensions.

As a result, the overall sentiment weighed heavily on the activities at capital market levels. However, the alleviation of the issues resulted in a pick-up of activity in the last leg of FY2019.

Going forward, the fruition of long-term benefits of GST and demonetization, smoothening of liquidity issues in conjunction with political stability will bring the sweet spot back for the markets. Despite such challenges during the year, our company withstood the volatility with some market-driven impacts and continued to march towards achieving linearity in the business.

We continue to remain optimistic on the growth potential given the robust fundamental structure and revival in macro-conditions.

We wish to continue to build business by enhancing our investment proposition and expanding our team.

### **OPPORTUNITIES:**

The sentiment in the Indian financial market has changed considerably over the past few years; the economic growth, though subdued for last couple of years, is likely to show positive momentum over the coming years. This has presented opportunities for lending to Indian corporate and investments in the vibrant secondary as well as primary markets. The following factors present specific opportunities across our businesses include:

- Growing Corporate activities and related need for investments;
- Credit penetration in India is low as compared to other economies. On similar benchmarks, the non-bank finance penetration in India is even lower;
- Growing midsize segment of corporate activity where the need for customised solution is particularly high;
- Low penetration of financial services and products in India along with unique nature of credit demand makes difficult traditional bank lending;
- Digital trends in consumer and MSME to offer new disruptive opportunities for innovation and partnerships;
- Deepening of wholesale debt markets to provide easier access to funds
- Regulatory reforms including policy framework aiding greater participation by all class of investors;
- Growing Financial Services industry's share of wallet for disposable income;
- Wealth management business is transforming from mere wealth safeguarding to growing wealth;
- Emerging technology to enable best practices and processes;
- Size of the Indian capital market and favourable demographics like huge middle class, relatively large younger population with disposable income and investible surplus and risk taking abilities of the youth.

### **THREATS:**

Despite great opportunities, there are significant factors presenting threats to our businesses viz.

- Impact on economic growth of the rising prices of oil and industrial raw materials, decelerating investment demand and high inflation;

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

- Regulatory changes impacting the landscape of business;
- Increased competition from local and global players operating in India;

However, your Company is well aware of the above threats and has worked steadily to strengthen its business operations by putting appropriate policies and measures in place and well positioned to counter any adverse threat successfully.

### **RISK MANAGEMENT:**

The risk for the Company arises mainly out of the risks associated with the operations we carry. Experienced professionals review and monitor risks in our Company. We have comprehensive risk management policies and processes for risk identification, risk assessment and risk mitigation planning for business, strategic, operational, financial and compliance related issues. The management also periodically reviews the policies and procedures and formulates plans for control of identified risks and improvements in the systems.

A risk/compliance update report is regularly placed before the Audit Committee /Board of Directors of the Company. The Directors/ Audit Committee review the risk/ compliance update reports and the course of action taken or to be taken, to mitigate and manage the risks is taken.

### **HUMAN RESOURCES:**

The Human Resources initiative focuses on structured training programs (both in-house and external) intended to equip employees at all levels, with the necessary knowledge and experience in order to demonstrate high levels of performance.

Ladderup believes in taking care of its employees and ensuring that their career aspirations are met through professional growth, personal development and fair economic rewards.

Our organization is committed and focused on identifying and retaining the right talent to meet the overall business strategy and objective. The broad range of activity includes viz. robust manpower planning process in line with the business objective, enhancement of employee skill-sets by identifying training and development needs, retention programs, reward and recognition, learning and development.

### **INTERNAL CONTROL AND THEIR ADEQUACY:**

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations.

The Company being in lending and investment industry, has put in place an adequate internal control system to safeguard all assets and ensure operational excellence. The system also meticulously records all transaction details and ensures regulatory compliance.

The Company's internal control system is commensurate with the size, nature and operations of the Company.

### **OUTLOOK:**

Looking ahead, favorable factors such as an increase in financial flows to the commercial sector, stabilization of crude oil and other commodity prices, consumption and investment enhancing proposals in the Union Budget 2019-20, and, the expectation of a normal monsoon are expected to boost economic activity. However, there could be headwinds from greater than expected moderation in global growth and global trade as well as unanticipated volatility in global financial markets.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS**

GDP growth is projected to improve from 7.0 per cent in 2018-19 to 7.2 per cent in 2019-20. There are upside as well as downside risks to the baseline growth scenario. The boost to investment activity from faster resolution of stressed assets and increased as well as more broad-based credit offtake amidst rising capacity utilisation can raise the baseline growth projection. Conversely, further escalation of trade tensions and protectionist trends, increased volatility in global financial conditions over the uncertainty of the stance of monetary policy in the US and other advanced economies, uncertainty surrounding Brexit, a sharper slowdown in the Chinese economy and deviations of the south-west monsoon from the baseline assumption of a normal monsoon may pose downside risks to the baseline growth path.

### **CAUTIONARY STATEMENT:**

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

The Company is not under any obligation to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

## REPORT ON CORPORATE GOVERNANCE

[Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Ladderup Group continues to be guided by a good corporate governance practice and is committed to follow the spirit of the law and not just letter of the Law. All employees are guided by the vision of the management to work towards attaining highest levels of transparency, fairness, accountability and integrity in dealings with all the constituents of the business. It is the endeavor of the management to achieve highest standards of governance by adopting best emerging practices and not only adhere to the prescribed corporate governance practices in terms of the regulatory requirements.

### 2. BOARD OF DIRECTORS:

The Board of Directors ("the Board") of your Company is responsible for and is committed to sound principles of the corporate governance in the Company. The Board plays a crucial role in overseeing how the management serves the interest of the Shareholders and other Stakeholders. This belief is reflected in our governance practice, under which we strive to maintain an effective, informed and independent Board to ensure best practice.

The composition of the Board is in conformity with the Listing Regulations and the Companies Act, 2013 ('the Act'). As on 31<sup>st</sup> March, 2019, the Board comprised of Eight Directors consisting of four Non-Executive Independent Directors, One Executive Director and Three Non-Executive Directors. None of the Non-Executive Director is responsible for day-to-day affairs of the Company.

**The Composition and Category of the Board of Directors during the FY 2018-19 was as follows:**

Name of the Directors	Category
Mr. K. V. S. ShyamSunder	Non-Executive Independent Director
Mr. T. V. Rao	
Mr. Mohan Tanksale	
Mr. Harsha Saksena	
Mr. Sunil Goyal	Executive Director
Mrs. Mangala Radhakrishna Prabhu	Non-Executive Director
Mr. Manoj Singrodia	
Mr. Saurabh Sarayan	

### Meetings and Attendance

The Company's Governance Policy, which is in pursuance with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, is strictly followed by the Board. The Board meets at regular intervals to discuss and decide on Company's business policy along with the other Board business. However, in case of a special and urgent business need, the Boards approval is taken by passing resolution by circulation, as permitted by law, which is then confirmed in the ensuing Board Meeting.

Seven Board Meetings were held during the FY 2018-19 complying with the requirement of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The maximum interval between any two consecutive Board meetings was well within the allowable gap of one hundred and twenty days. The dates on which the meetings were held are 28<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 27<sup>th</sup> August, 2018, 05<sup>th</sup> October, 2018, 31<sup>st</sup> October, 2018, 26<sup>th</sup> December, 2018 and 11<sup>th</sup> February, 2019.

## REPORT ON CORPORATE GOVERNANCE

### Information placed before the Board:

The Board was provided with all the required information wherever applicable and materially significant. The information is submitted either as a part of agenda papers or is tabled in the course of the meeting for enabling them to give their valuable inputs.

### The following are tabled for the Board's periodic review/information/approval:

- Annual Operating Plans of business and any updates thereon;
- Quarterly Results of the Company and its Subsidiaries along with the operating divisions or business segments;
- Statement of significant and other arrangements entered by the Company or its Subsidiaries;
- Status of legal compliances;
- Formation/Re-constitution of the Board Committees;
- Minutes of Unlisted Subsidiaries and audit committee and other committees of the board;
- Inter-Corporate Investment, Loans and Guarantees;
- Appointment / Resignation of Directors/ Senior Managerial Personnel/ Key Managerial Personnel;
- General Notice of Interest of Directors;
- All other matters required to be placed before the Board for its review/information/approval under the statutes including Regulations 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

***Attendance of Directors at Board Meetings, Last Annual General Meeting and number of other Directorship and Chairmanship/Membership of Committees of each Director in various Companies are as under:***

Name of the Director	Attendance at Meetings held during FY 2018-19		Directorship in other Indian Public Limited Companies <sup>1</sup>	No. of Board Committees in which Director is Chairman/ Member <sup>2</sup>	
	Board Meetings	Last AGM held on 22 <sup>nd</sup> September, 2018		Chairman	Member
Mr. Sunil Goyal	7	Present	7	1	4
Mr. K.V.S. ShyamSunder	7	Present	3	3	0
Mr. T. V. Rao	3	Present	8	1	5
Mr. Mohan Tanksale	5	Present	6	2	2
Mr. Harsha Saxena	4	Present	2	—	1
Mr. Manoj Singrodia	7	Present	2	—	1
Mrs. Mangala Prabhu	6	Present	7	2	2
Mr. Saurabh Sarayan	7	Present	1	—	—

## REPORT ON CORPORATE GOVERNANCE

1. *The Directorships exclude Private Limited Companies, Foreign Companies, Section 8 Companies and Alternate Directorship.*
2. *In accordance with the Regulation 26 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Membership/Chairmanship include Audit Committee, Stakeholders Relationship Committee in all Public Limited Companies. None of the Directors on the Board is a Member of more than Ten Committees or a Chairman of more than Five Committees, across all the Companies in which they are Directors. The Directors have made the necessary disclosures regarding Committee positions.*
3. *None of the Directors of the Company are inter-se related to each other.*

**The details pertaining to the directorships held by a Director in listed companies other than the Company as on 31<sup>st</sup> March, 2019 is as follows:**

Name of the Director	Name of the Listed Entity	Category of Directorship
Mr. Sunil Goyal	Parag Milk Foods Limited	Non-Executive, Independent Director
	Kisan Mouldings Limited	Non-Executive, Non-Independent Director
Mr. K.V.S. ShyamSunder	Aarti Industries Limited	Non-Executive, Independent Director
Mr. T. V. Rao	NATCO Pharma Limited	Non-Executive, Independent Director
Mr. Mohan Tanksale	Raja Bahadur International Limited	Non-Executive, Independent Director
Mr. Harsha Saxena	—	—
Mr. Manoj Singrodia	—	—
Mrs. Mangala Prabhu	Aspira Pathlab & Dignostics Limited	Non-Executive, Independent Director
	Bharat Oman Refineries Limited	Non-Executive, Independent Director
Mr. Saurabh Sarayan	—	—

### **Board-Skills/ expertise/competencies:**

The core skills / expertise / competencies identified by the Board pursuant to Regulation 34(3) read with Schedule V of the SEBI Listing Regulations and available with the Board are as given below:

1. Leadership quality
2. Financial expertise
3. Industry knowledge and experience
4. Experience and exposure in policy shaping and industry advocacy
5. Understanding of relevant laws, rules regulations and policies
6. Corporate Governance
7. Risk Management
8. Global experience
9. Information Technology

**Post-Meeting follow-up mechanism**

An effective post meeting follow-up, review and reporting process for the decisions taken by the Board or its Committees are promptly communicated to all those concerned in the Company. Action Taken Report on the progress of the Company is placed at the succeeding Meeting of the Board/ Committee for noting.

**Separate Meeting of Independent Directors**

A separate meeting of Independent Directors of the Company, without the attendance of Non-Independent Directors and members of management, was held as required under Schedule IV to the Act (Code of Independent Directors) and Regulation 25(3) of the Listing Regulations.

- Reviewed the performance of Non-Independent Directors and the Board as a whole;
- Reviewed the performance of the Chairman of the Company, taking into account the views of Executive and Non-Executive Directors; and
- Assessed the quality and timelines of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform the duties.

**3. BOARD COMMITTEES**

Currently, there are Eight Board Committees – Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Investment Committee, Risk Management Committee, Prevention of Sexual Harassment Committee, Corporate Social Responsibility Committee and Credit Committee. The terms of reference of these Committees are defined by the Board from time to time. Meeting of each Board Committee is convened by the respective Committee Chairman. The signed minutes of the Committee Meetings are placed before the Board for information and noting. Matters requiring Board's attention are generally discussed with the Board members. The role and composition of these Committees including the number of Meetings held during the financial year and their respective attendance details are provided below.

**a) Audit Committee**

All the items listed in Regulation 18(3) read with Part C of Schedule II of the Listing Regulations and in Section 177 of the Act are covered in the terms of reference.

**Terms of Reference**

- a) Oversight of the Company's financial reporting process and disclosure of its financial information;
- b) Recommending to the Board the appointment, re-appointment and removal of statutory auditors, cost auditors, branch auditors and fixation of their remuneration;
- c) Approval of payments to statutory auditors for any other services rendered by them;
- d) Reviewing with management the annual financial statements and auditor's report thereon before submission to the Board for approval, focusing primarily on;
  - Matters required to be included in the Director's Responsibility statement to be included in the Board Report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013;
  - Any changes in accounting policies and practices and reasons for the same;

## **REPORT ON CORPORATE GOVERNANCE**

- Major accounting entries involving estimates based on exercise of judgments by management;
  - Qualifications in draft audit report;
  - Significant adjustments made in the financial statements arising out of audit;
  - The going concern assumption;
  - Compliance with accounting standards;
  - Compliance with listing and legal requirements concerning financial statements;
  - All related party transactions i.e., transactions of the Company of material nature, with promoters or the management, their subsidiaries or relatives etc.
- e) Reviewing with the management, statutory and internal auditors, internal financial controls and risk management system;
- f) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board;
- g) Reviewing with the management the quarterly and half yearly financial results before submission to the Board;
- h) Reviewing the adequacy of internal audit functions, 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;
- i) Scrutinizing the inter-corporate loans & investments;
- j) Discussion with Internal Auditors, any significant findings and follow up thereon;
- k) 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;
- l) Approval or any subsequent modification of transactions of the Company with related parties;
- m) To look into reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors;
- n) Review and monitor the auditor's independence and performance, and effectiveness of audit processes;
- o) To review the functioning of the Whistle Blower and Vigil mechanism;
- p) Valuation of undertaking or assets of the company where ever it is necessary;
- q) Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- r) Reviewing the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding ₹ 100 Crore or 10% of the asset size of the subsidiary, whichever is lower including loans / advances / investments existing as on April 1, 2019 (effective April 1, 2019);



## **REPORT ON CORPORATE GOVERNANCE**

- s) All such other functions as may be specified from time to time;
- t) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

### **Composition, Meetings and Attendance**

The Board has constituted a well-qualified Audit Committee. The majority members of the Committee are Non-Executive Independent Directors including Chairman. They possess sound knowledge on accounts, audit, finance, taxation, internal controls etc. The Company Secretary acts as secretary to the committee in terms of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the FY 2018-19 four Meetings were held 28th May, 2018, 13th August, 2018, 31st October, 2018 and 11th February, 2019.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meetings attended</b>
Mr. K V S ShyamSunder	Chairman (Non-Executive, Independent Director)	4
Mr. T. V. Rao	Member (Non-Executive, Independent Director)	3
Mr. Mohan Tanksale	Member (Non-Executive, Independent Director)	3
Mr. Harsha Saxena	Member (Non-Executive, Independent Director)	1
Mr. Sunil Goyal	Member (Managing Director)	4

### **b) Stakeholders Relationship Committee**

**This Committee is responsible for satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services.**

This Committee oversees redressal of Shareholders'/Investors' Grievances and is empowered to perform the following functions on behalf of the Board in relation to handling of Shareholder's'/Investors' Grievances. The Broad terms of reference and functions of the Stakeholders Relationship Committee are as follows:

- Reviewing of cases for refusal of transfer /transmission of shares, debentures and other securities, if any;
- Redressal of stakeholders and investor complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of interest, etc.;
- Reference to statutory and regulatory authorities regarding security holders' grievances;
- Ensuring proper and timely attendance and redressal of security holders' queries and grievances;
- Reviewing of measures taken for effective exercise of voting rights by shareholders (effective April 1, 2019);
- Reviewing of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent (effective April 1, 2019); and

## **REPORT ON CORPORATE GOVERNANCE**

- Reviewing of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends
- and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the company (effective 1<sup>st</sup> April, 2019).

### **Composition, Meetings and Attendance**

The Committee presently comprises of three Members, one of whom is Independent Director. The Chairman of the Committee is an Independent Non-Executive Director.

During the FY 2018-19 five meetings were held on 28<sup>th</sup> May, 2018, 13<sup>th</sup> August, 2018, 31<sup>st</sup> October, 2018, 7<sup>th</sup> January, 2019 & 11<sup>th</sup> February, 2019.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meetings attended</b>
Mr. K.V.S Shyam Sunder	Chairman (Non-Executive, Independent Director)	5
Mr. Sunil Goyal	Member (Managing Director)	5
Mr. Manoj Singrodia	Member (Non-Executive Director)	5

### **Compliance Officer**

The Company has appointed Ms. Arpita Jain, Company Secretary & Compliance Officer of the Company w.e.f. 28<sup>th</sup> May, 2018.

Ms. Arpita Jain, Company Secretary & Compliance Officer of the Company has resigned w.e.f. 11<sup>th</sup> February, 2019.

The Company has appointed Mr. Paresh Patil, Company Secretary & Compliance Officer of the Company w.e.f. 13<sup>th</sup> June, 2019.

### **Shareholders'/Investors' Redressal**

During the year under review, the Company did not receive any complaints for non-receipt of transferred Share Certificates, Annual Reports, Warrants etc. and hence question of Complaints not solved and complaints pending as on 31<sup>st</sup> March, 2019 does not arise. To expedite these processes the Board has delegated necessary powers to the Registrar and Share Transfer Agents viz. M/s. Sharex Dynamic (India) Private Limited.

#### **c) Nomination & Remuneration Committee**

The Broad terms of reference and functions of the Nomination and Remuneration Committee are as follows:

- Identifying 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 and carrying out evaluation of every director's performance;
- Formulating 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;

## **REPORT ON CORPORATE GOVERNANCE**

- Ensuring that:
  - a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully.
  - b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and longterm performance objectives appropriate to the working of the Company and its goals.
    - Laying down the evaluation criteria for performance evaluation of Independent Directors and the Board;
    - Devising a policy on Board diversity;
    - Formulating the Employee Stock Option Scheme (ESOS), decide the terms and conditions, make appropriate recommendations to the Board of Directors and administering and superintending ESOS; and
    - Determining the remuneration payable to the senior management as defined under the SEBI Listing Regulations including Chief Financial Officer and Company Secretary of the Company (effective April 1, 2019).

### **Composition, Meetings and Attendance:**

The Nomination & Remuneration Committee comprises of three Non-Executive Directors, and the Chairman is an Independent Non-Executive Director.

During the FY 2018-19, four meetings of the Committee were held on 28<sup>th</sup> May, 2018 and 13<sup>th</sup> August, 2018, 27<sup>th</sup> August, 2018 and 31<sup>st</sup> October, 2018.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meeting Attended</b>
Mr. K.V.S ShyamSunder	Chairman (Non-Executive, Independent Director)	4
Mr. T. V. Rao	Member (Non-Executive, Independent Director)	4
Mr. Manoj Singrodia	Member (Non-Executive Director)	4

### **Performance Evaluation Criteria**

Pursuant to the provisions of the Companies Act, 2013 and provisions of SEBI (Listing Obligation And Disclosure Requirement) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board also carried out annual performance evaluation of the working of its Committees. The Directors expressed their satisfaction with the evaluation process.

### **Nomination & Remuneration Policy**

Pursuant to the provisions of SEBI (Listing Obligation & Disclosure Requirements) Rules, 2015 and upon recommendation by the Nomination & Remuneration Committee, the Board of Directors, at its meeting held in the financial year on 13<sup>th</sup> February, 2015, approved and adopted the Nomination & Remuneration Policy. This Policy can be viewed on the Company's website viz. [www.ladderup.com](http://www.ladderup.com) in the "Investors" Section.

The Nomination & Remuneration Policy aims at attracting and retaining high caliber talent. The policy of the Company is in consonance with the existing industry practice. The remuneration package of the Executive Director(s) is determined by the Nomination and Remuneration Committee within the permissible limits, subject to approval by the Board and Shareholders in the General Meeting and as per applicable provisions of the Companies Act, 2013. The Executive Director(s) is paid remuneration as fixed by the Board/Shareholder. However, the Non-Executive Independent Directors do not receive any remuneration except sitting fees.

#### **Details of sitting fees paid to the Directors during the FY 2018-19**

<b>Name of Director</b>	<b>Sitting Fees (₹)</b>
Mr. K.V.S ShyamSunder	70,000
Mr. T. V. Rao	30,000
Mr. Harsha Saxena	40,000
Mrs. Mangala Radhakrishna Prabhu	60,000
Mr. Mohan Vasant Tanksale	50,000

#### **Details of Remuneration paid to the Managing Director during the FY 2018-19**

<b>Sr. No.</b>	<b>Particulars of Remuneration</b>	<b>Amount in ₹</b>
<b>I.</b>	<b>Gross Salary</b>	96,00,000 p.a.
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	
<b>II.</b>	Stock Option	—
<b>III.</b>	Sweat Equity	—
<b>IV.</b>	Commission	—
	— As % of profit	
	— Others, specify..	
<b>V.</b>	Others, please specify	—
	<b>Total</b>	<b>96,00,000 p.a.</b>

## **REPORT ON CORPORATE GOVERNANCE**

### **Shareholding of the Non-Executive Directors (As on 31<sup>st</sup> March, 2019):**

<b>Name of the Non-Executive Directors</b>	<b>Number of Equity Shares of ₹ 10/- each</b>
Mr. K.V.S. ShyamSunder	Nil
Mr. T. V. Rao	Nil
Mr. Harsha Saxena	Nil
Mrs. Mangala Radhakrishna Prabhu	Nil
Mr. Manoj Singrodia	1,24,193
Mr. Mohan Vasant Tanksale	Nil
Mr. Saurabh Sarayan	Nil

There has been no materially relevant pecuniary transaction or relationship between the Company and its Non-Executive Directors during the year.

The Non-Executive Directors of the Company do not hold any convertible instruments of the Company.

### **Remuneration of Non-Executive Directors:**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him not exceeding the sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

### **Familiarisation Programme:**

Pursuant to provisions of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and upon recommendation by the Nomination & Remuneration Committee, the Board of Directors had adopted the procedure for Familiarisation Programme for Independent Directors. The details of the Familiarisation Programme can be viewed on the Company's website viz. [www.ladderup.com](http://www.ladderup.com) in the "Investors" Section.

### **d) Investment Committee**

The Investment Committee constituted by the Board performs the following functions:

- To invest surplus funds of the Company in all types of securities as defined in the Investment Policy.
- To execute necessary investment documents.
- To buy, sell, trade, hold, pledge in all types of securities
- To take any other necessary actions related to investment/ disinvestment
- To report to the Board about the investments/ disinvestments in securities at regular intervals.

**Composition, Meetings and Attendance**

The Investment Committee consists of three Members and the Chairman is a Non-Executive Director. During the FY 2018-19, five meetings were held on 28th May, 2018, 13<sup>th</sup> August, 2018, 05th October, 2018, 26<sup>th</sup> December, 2018 and 11<sup>th</sup> February, 2019

Name of the Members	Category	No. of Meetings attended
Mr. Manoj Singrodia	Chairman (Non-Executive Director)	5
Mr. Sunil Goyal	Member (Managing Director)	5
Mr. Harsha Saxena	Member (Non-Executive, Independent Director)	3

**e) Risk Management Committee**

As per the Companies Act, 2013 and as part of good corporate governance the Company has constituted the Risk Management Committee. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the risk management plan of the Company.

The Committee reviewed the risk trend, exposure and potential impact analysis carried out by the management. It was specifically confirmed to the Committee by the MD and the CFO that the mitigation plans are finalized and up to date, owners are identified and the progress of mitigation actions are monitored. The Risk Management Committee met once in the Financial Year.

The Risk Management Committee comprises of the following members:

**Composition, Meetings and Attendance**

The Risk Management Committee consists of three Members and the Chairman is a Non-Executive Director. During the FY 2018-19, one meeting was held on 11th February, 2019.

Name of the Members	Category	No. of Meeting attended
Mr. Manoj Singrodia	Chairman (Non-Executive Director)	1
Mr. K.V.S. ShyamSunder	Member (Non-Executive, Independent Director)	1
Mrs. Mangala Radhakrishna Prabhu	Member (Non-Executive Director)	1

**f) Prevention of Sexual Harassment Committee**

The Company has constituted Prevention of Sexual Harassment Committee as required under Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review no complaint was filed before the said Committee.

## **REPORT ON CORPORATE GOVERNANCE**

### **Composition, Meetings and Attendance**

Prevention of Sexual Harassment Committee consists of three Members and the Chairman is a Non-Executive Director. During the FY 2018-19, one meeting was held on 11th February, 2019.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meeting attended</b>
Mrs. Mangala Radhakrishna Prabhu	Chairman (Non-Executive Director)	1
Mr. K.V.S. ShyamSunder	Member (Non-Executive, Independent Director)	1
Mr. Sunil Goyal	Member (Executive Director)	1

### **g) Corporate Social Responsibility Committee**

The Corporate Social Responsibility Committee constituted by the Board performs the following functions:

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the implementation of the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

### **Composition, Meetings and Attendance:**

The Corporate Social Responsibility Committee comprises of three Directors, and the Chairman is Managing Director.

During the FY 2018-19, one meeting of the Committee was held on 31<sup>st</sup> October, 2018.

<b>Name of the Members</b>	<b>Category</b>	<b>No. of Meeting Attended</b>
Mr. Sunil Goyal	Chairman (Managing Director)	1
Mr. K.V.S ShyamSunder	Member (Non-Executive, Independent Director)	1
Mr. Manoj Singrodia	Member (Non-Executive Director)	1

### **h) Credit Committee:**

The Company has constituted Credit Committee as on 11<sup>th</sup> February, 2019 for overall management including reviewing, assessing, monitoring etc. of the lending activities of the Company.

The Company has formulated Loan Policy and this policy on Loans & Advances outlines the guiding principles in respect of formulation of various products offered by the Company,

the terms and conditions governing the conduct of account, the delegated power to the committee/officials and other terms & conditions applicable to such loans.

The Board of Directors has delegated all the powers of credit decision within the limit specified in Loan Policy.

**Composition, Meetings and Attendance:**

The Credit Committee comprises of three Directors, and the Chairman is Managing Director. During the FY 2018-19 year, no meeting of the Credit Committee was held.

<b>Name of the Members</b>	<b>Category</b>
Mr. Sunil Goyal	Chairman (Managing Director)
Mrs. Mangala Prabhu	Member (Non-Executive Director)
Mr. Saurabh Sarayan	Member (Non-Executive Director)

**4. GENERAL BODY MEETINGS:**

**Annual General Meeting:**

The Venue, Date, Time of the Annual General Meeting and Special Resolutions passed during the preceding three years are as follows:

**2017-18**

Venue: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059.

Date and Time: 22<sup>nd</sup> September, 2018 at 11.00 a.m.

Special Resolutions passed:

- Reappointment of Mr. Sunil Goyal as Managing Director of the Company for a term of five years
- Approval for continuation of current term of Mr. KVS ShyamSunder, Independent Director
- Approval of Borrowing Limit
- Creation of charge on the assets of the Company

**2016-17**

Venue: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059.

Date and Time: 23<sup>rd</sup> September, 2017 at 10:30 a.m.

Special Resolutions passed: Nil

**2015-16**

Venue: Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai 400 059.

Date and Time: 28<sup>th</sup> September, 2016 at 10:30 a.m.



## REPORT ON CORPORATE GOVERNANCE

Special Resolutions passed:

- Approval of remuneration of Mr. Sunil Goyal, Managing Director of the Company

**No special resolution was passed through the postal ballot in the last three financial year.**

### **5. MEANS OF COMMUNICATION**

The quarterly results as reviewed and recommended by the Audit Committee are taken on record by the Board of Directors and submitted to the Stock Exchange in terms of the requirements of Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015. The Audited/ Unaudited Results are published in Business Standard, English daily and in Mumbai Lakshadweep, Marathi daily being the regional language and also displayed on the website of the Company [www.ladderup.com](http://www.ladderup.com) shortly after its submission to the Stock Exchange.

The Company's website is a comprehensive reference on Ladderup's vision, mission, policies, corporate governance, investor relation, updates and news. The section on "Investor Relations" on the website serves to inform the shareholders, by giving complete financial details, shareholding pattern, information relating to Stock Exchange, Registrars, and Share Transfer Agents among others.

### **6. GENERAL SHAREHOLDER INFORMATION**

<b>6.1.</b>	<b>Annual General Meeting:</b>		
	Day, Date and Time	:	Thursday, 26 <sup>th</sup> September, 2019 at 11.00 am
	Venue	:	Hotel Mirage, International Airport Approach Road, Marol, Andheri East, Mumbai- 400 059
<b>6.2.</b>	<b>FY 2019-20 – Board Meeting Calendar (Tentative):</b>		
	Results for first quarter ended 30th June, 2019	:	On or before 14 <sup>th</sup> September, 2019
	Results for second quarter ending 30 <sup>th</sup> September, 2019	:	On or before 14 <sup>th</sup> December, 2019
	Results for third quarter ending 31 <sup>st</sup> December, 2019	:	On or before 14 <sup>th</sup> February, 2020
	Results for financial year ending 31 <sup>st</sup> March, 2020	:	On or before 30 <sup>th</sup> May, 2020
<b>6.3.</b>	<b>Book Closure date:</b>	:	From : 20/09/2019
			To : 26/09/2019
<b>6.4.</b>	<b>Listing of Equity Shares on Stock Exchange:</b>	:	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001.  The Company has paid the listing fees to the Stock Exchanges.
<b>6.5.</b>	<b>Stock Code:</b>	:	530577
<b>6.6.</b>	<b>Demat ISIN Number in NSDL and CDSL:</b>	:	INE519D01015

## REPORT ON CORPORATE GOVERNANCE

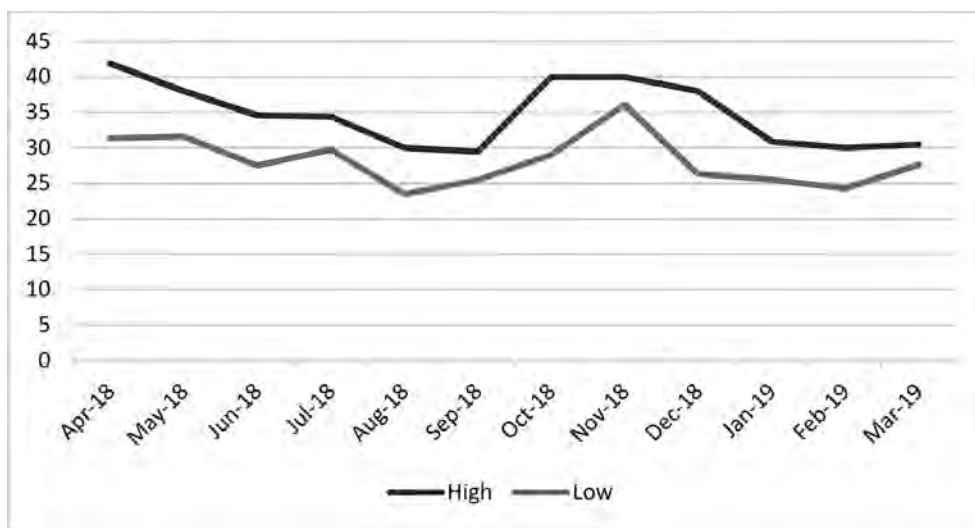
6.7.	Registrar and Share Transfer Agents:	:	M/s. Sharex Dynamic (India) Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India. Tel: +91 22 28515644 Fax: +91 22 28512885 Email: support@sherexindia.com Website: www.sherexindia.com
6.8	Share Transfer System:	:	Share Transfers and Share Certificates are processed and returned within 30 days from the date of receipt subject to the documents being valid and complete in all respects. A summary of transfers/ transmission of securities of the Company from the Registrar and Transfer Agent is placed before every Stakeholders Relationship Committee Meeting.
6.10	Name and Address of the Compliance Officer		Mr. Paresh Patil (w.e.f. 13 <sup>th</sup> June, 2019) Company Secretary and Compliance Officer Ladderup Finance Limited 102-A, Hallmark Business Plaza, Near Gurunank Hospital Bandra East, Mumbai-400051. Tel: +91 22 42466363 Fax: +91 22 42466364 Email: info@ladderup.com Website: www.ladderup.com
6.11	Plant Location:		Not Applicable
6.12	Outstanding GDRs/ADRs/Warrants or any Convertible Instruments:		The Company has not issued any ADR or GDR or warrants or any convertible instruments, which was likely to impact on equity share capital.

## REPORT ON CORPORATE GOVERNANCE

### 6.11 The Market Price Data of the Company are as given below:

No.	Period	BSE Limited	
		High (Rupees)	Low (Rupees)
1.	April-18	41.90	31.35
2.	May-18	38.00	31.60
3.	June-18	34.60	27.50
4.	July-18	34.40	29.75
5.	August-18	30.00	23.50
6.	September-18	29.45	25.50
7.	October-18	40.00	29.00
8.	November-18	40.00	36.10
9.	December-18	38.00	26.30
10.	January-19	30.90	25.55
11.	February-19	30.00	24.30
12.	March-19	30.50	27.60

### 6.12 Share Price performance in comparison to broad-based indices – BSE Sensex during the year



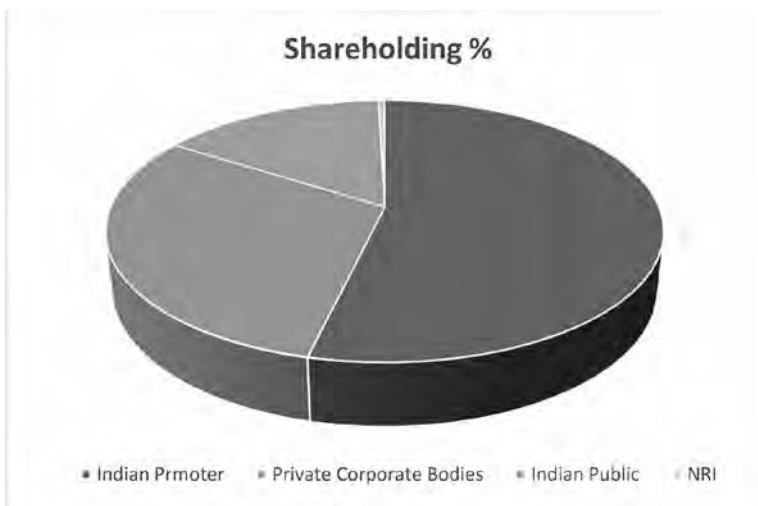
## REPORT ON CORPORATE GOVERNANCE

### 6.13 Distribution of Shareholding as on 31<sup>st</sup> March, 2019

Distribution of Shares (Slab-Wise)	Shareholders		Share Amount (₹ In Lakhs)	
	Nos.	% of Total Nos.	Amt.	% of Total Amt.
Upto 5,000	762	93%	38.36	3%
5,001-10,000	15	2%	10.71	1%
10,001- 100,000	26	3%	87.37	7%
1,00,000 & Above	20	2%	1148.82	89%
<b>Total</b>		<b>100.00</b>	<b>1285.26</b>	<b>100.00</b>

#### Shareholding Pattern as on 31<sup>st</sup> March, 2019:

Category	No. of Shares	% of Shares
Indian Promoters	6901820	53.70
Private Corporate Bodies	3901038	30.35
Indian Public	1993014	15.51
NRI/OBC	56728	0.44
<b>Total</b>	<b>1,28,52,600</b>	<b>100.00</b>



#### Physical/NSDL/CDSL/Summary Report as on 31<sup>st</sup> March, 2019

Particulars	Number of Shares	% of Total Issued Capital
Held in Dematerialised form in CDSL	10632802	82.73%
Held in Dematerialised form in NSDL	1635198	12.72%
Physical	584600	4.55%
<b>Total No. of Shares</b>	<b>128,52,600</b>	<b>100.00%</b>

## REPORT ON CORPORATE GOVERNANCE

<b>6.14</b>	<b>Address for Correspondence:</b>		
	<b>(i) Investors Correspondence</b>	:	For Shares held in Physical Form
			M/s. Sharex Dynamic (India) Private Limited.  Unit 1, Luthra Industrial Premises, 1st Floor, 44 – E. M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai – 400 072
			<b>For Shares held in Demat Form</b>
			To the respective Depository Participants.
	<b>(ii) Any query on Annual Report</b>	:	*Mr. Paresh Patil (Company Secretary and Compliance Officer) Ladderup Finance Limited  *Appointed w.e.f. 13 <sup>th</sup> June, 2019 A-102, Hallmark Business Plaza, Opposite Gurunanak Hospital Road, Bandra (East), Mumbai-400 051
	<b>(iii) E-mail ID for Investor Grievance</b>	:	investor@ladderup.com
	<b>(iv) Corporate Website</b>	:	www.ladderup.com

## 7. DISCLOSURES

**Materially significant related party transactions which may have potential conflict with the interests of the Company at large;**

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis. As provided under section 134(3)(h) of the Act and Rules made thereunder disclosure of particulars of material transactions with related parties entered into by the Company with related parties in the prescribed format form part of Directors report.

The web link with respect to the policy for determining 'material subsidiaries' and policy on dealing with related party transactions is [www.ladderup.com](http://www.ladderup.com) in the "Investors" Section.

**Details of non-compliances, penalties, strictures imposed on the Company by Stock Exchange/ SEBI/Statutory Authorities on any matter related to Capital Markets during last three years:**

The Company has complied with the requirements of the Stock Exchanges/SEBI and other Statutory Authorities on all matters related to Capital Markets during the last three years. No penalties or strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authorities.

**Directors' disqualification under Section 164 and any other provisions of Companies Act, 2013.**

None of the Directors are disqualified under Section 164 of the Companies Act, 2013.

The Company has received the Certificate from M/s. Jajodia & Associates certifying that non of the directors on the Board of the Company have been debarred or disqualified from being appointed

## **REPORT ON CORPORATE GOVERNANCE**

or continuing as directors of the Companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority.

In terms of In terms of amendments made to the SEBI Listing Regulations, the Board of Directors confirm that during the year, it has accepted all recommendations received from its mandatory committees

During the year the Company has paid fees of ₹ 1,43,600/- to Statutory Auditors and all entities in the network firm/network entity of which the Statutory Auditors are a part of, for all the services rendered to the Company and its subsidiaries.

### **Reconciliation of Share Capital Audit**

As stipulated by Securities and Exchange Board of India (SEBI), a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report there on is submitted to Stock Exchanges and is also placed before the Board of Directors. No discrepancies were noticed during these audits.

### **Adoption of Insider Trading Policy**

The Company has implemented a policy prohibiting Insider Trading in conformity with applicable regulations of the Securities Exchange Board of India ("SEBI"), which has been laid down for employees, connected persons and persons deemed to be connected, while trading in the securities of the Company. The policy lays down procedures to be followed and disclosures to be made while dealing with shares of the Company and cautioning them of the consequences of violations. The Code of Conduct for Insider Trading is adopted by the Board and uploaded on the website of the Company.

### **Code of Conduct for Board Members and Senior Management:**

The Board has laid down the code of conduct for all the Board members and members of the Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the company.

#### **DECLARATION BY THE MANAGING DIRECTOR**

I, Sunil Goyal, Managing Director of Ladderup Finance Limited, hereby declare that all the members of the Board of Directors and the Management Personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of Regulation 26(3) of the Listing Regulations for the year ended 31st March, 2019.

For Ladderup Finance Limited

Sd/-

**Sunil Goyal**

Managing Director

**DIN: 00503570**

Mumbai, 26<sup>th</sup> August, 2019

**Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Mandatory Requirements**

The Company has complied with all the corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligation and Disclosures) Regulation, 2015.

**Non-Mandatory Requirements**

The Company has complied with the following non-mandatory requirements of the Listing Regulations relating to Corporate Governance. The status of compliance with the non-mandatory requirements listed in Regulation 27(1) read with Part E of Schedule II of the Listing Regulations are as under:

- Chairman of the Board- The non-executive Chairman maintains a separate office, for which the Company does not reimburse expenses.
- During the year under review, there is no audit qualification in the Company's financial statements. The Company continues to adopt best practices to ensure regime of unmodified audit opinion.
- The position of the Chairman and the Managing Director is separate.
- The Internal Auditor reports to the Audit Committee.

**8. MD/ CFO Certification**

The MD and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 certifying that the financial statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

Date : 26<sup>th</sup> August, 2019

Place : Mumbai

Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Guru Nanak Hospital,  
Bandra (East), Mumbai- 400051

By Order of the Board

Sd/-

**Sunil Goyal**

DIN: 00503570

(Managing Director)

## CORPORATE GOVERNANCE CERTIFICATE

To,  
**The Members of  
Ladderup Finance Limited**

1. We, Jajodia & Associates, Practicing Company Secretary, have examined the compliance of conditions of Corporate Governance by the Company, for the Financial Year ended on 31<sup>st</sup> March, 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

### **Management's Responsibility**

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design/ implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations and as required by the provisions of the Companies Act, 2013 and rules framed thereunder.

### **Opinion**

1. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the Financial Year ended on 31<sup>st</sup> March, 2019
2. We state that compliance is an assurance as to the future viability of the Company and the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**Date:** 26<sup>th</sup> August, 2019

**Place:** Mumbai

**For Jajodia and Associates**

**Sd/-**

**Priti Jajodia**

M. No. 36944

COP No.: 19900



### **CERTIFICATE**

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by M/s. Ladderup Finance Limited, having its Registered office at 102-A, Hallmark Business Plaza, Sant Dyaneshwar Marg, Near Gurunanak Hospital Bandra East, Mumbai-400051 and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on 31<sup>st</sup> March, 2019, in our opinion, none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

Date: 26<sup>th</sup> August, 2019

Place: Mumbai

**For Jajodia and Associates**

Sd/-

**Priti Jajodia**

M. No. 36944

COP No.: 19900

## MD/CFO CERTIFICATION

The Board of Directors,  
**LADDERUP FINANCE LIMITED**  
102- A, Hallmark Business Plaza,  
Gurunank Hospital Road,  
Bandra (East), Mumbai-400051

We hereby certify that for the financial year ended 31<sup>st</sup> March, 2019 on the basis of the review of the financial statements and to the best of our knowledge and belief that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement 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.
3. 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.
4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the designs or operations of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
  - a. There have been no significant changes in internal control during the year ended, 31<sup>st</sup> March, 2019.
  - b. There have been no significant changes in accounting policies during the year ended 31<sup>st</sup> March, 2019.
  - c. There have been no instances of significant fraud of which we are 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.

### FOR LADDERUP FINANCE LIMITED

Date: 26<sup>th</sup> August, 2019  
Place: Mumbai

Sd/-  
(Sunil Goyal)  
Managing Director  
DIN: 00503570

Sd/-  
(Suresh Kumawat)  
Chief Financial Officer

## INDEPENDENT AUDITOR'S REPORT

To

### **The Members of Ladderup Finance Limited, Report on the Audit of the Standalone Financial Statements**

#### **Opinion**

We have audited the accompanying standalone financial statements of Ladderup Finance Limited ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March, 2019, and the statement of Profit and Loss and Cash flows statements for the year then ended, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "Standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March, 2019, the profit 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 (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone 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 (ICAI) together with the independence requirements that are relevant to our audit of the 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key audit matters	How our audit addressed the key audit matter
<b>Investment in Subsidiary</b>  Company have acquired equity Shares and optionally convertible preference shares of Godland Enterprises Private Limited.  Godland Enterprises Pvt. Ltd. holds 100% Equity Shares of M/s. Waterproof Corporation Private Limited.  Whether the proper compliance was made with regards to Accounting Standard & Valuation of investment.	<p>Our procedures in relation to verification of investment made in subsidiary include:</p> <ul style="list-style-type: none"><li>Evaluating the independent professional valuer's competence, capabilities and objectivity;</li><li>Assessing the valuation methodology used by the independent professional valuer to estimate the fair value of the investment.</li><li>Recording of investment made in the books and compliance with accounting standard.</li></ul>

## **INDEPENDENT AUDITOR'S REPORT**

### **Information Other than the Standalone 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 Board's Report including Annexures to Board's Report but does not include the standalone financial statements and our auditor's report thereon.

The Board's Report including Annexures to Board's Report is expected to be made available to us after the date of this auditor's report. Our opinion on the 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 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.

### **Responsibilities of Management and Those Charged with Governance 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, 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Board of Directors 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 the Board of Directors 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 Standalone Financial Statements:**

Our objectives are to obtain reasonable assurance about whether the standalone 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 standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone 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

## **INDEPENDENT AUDITOR'S REPORT**

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 standalone 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 standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the '**Annexure A**' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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;

## **INDEPENDENT AUDITOR'S REPORT**

- (c) The Balance Sheet, Statement of Profit and Loss and Cash Flows statements dealt with by this Report are in agreement with the books of account;
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of 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 the Company and operative effectiveness of such controls, refer to our separate report in **"Annexure B"**. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's report in accordance with the requirements of the sub-section 16 of Section 197 of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- (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, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts as at 31st March, 2019 for which there were any material foreseeable losses; and
  - iii. There has been delay in transferring amounts of ₹ 2,01,471/-, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2019. The amount has been transferred on 22nd May, 2019.

For **SHAH GUPTA & CO.**

Chartered Accountants

Firm Registration No.: 109574W

Sd/-

**Naresh Bhuta**

Partner

Membership No. 135823

Place: Mumbai

Date: 23rd May, 2019

## ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date to the financial statements of the Company for the year ended 31st March, 2019:

- i.
  - a) The Company has maintained proper records showing full particulars, including quantitative details and situations of fixed assets.
  - b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this programme, certain fixed assets were verified during the year by the Management. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company as at the balance sheet date.
- ii. Since the Company does not have inventory, the Clause 3(ii) of the Order is not applicable to the Company.
- iii. According to the information and explanations given by the Management, the company has granted unsecured loans to companies covered in the register maintained under section 189 of the Companies Act, 2013.
  - a) In our opinion, the rate of interest and the other terms and conditions of the grant of such loans were not, prima facie, prejudicial to the company's interest;
  - b) The borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount;
  - c) There are no overdue amounts in respect of such loans.
- iv. Based on information and explanation given to us, the Company has complied with provisions of Section 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public with the meaning of the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, clause 3(v) of the order is not applicable to the company.
- vi. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act. Accordingly, clause 3(vi) of the order is not applicable to the Company.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - (a) The Company has generally been regular in depositing undisputed statutory dues including provident fund, Income-Tax, Cess, Goods and Service Tax and other material statutory dues applicable to it to the appropriate authorities.
  - (b) There were no undisputed amount payable in respect of provident fund, Income-Tax, Cess, Goods and Service Tax and other material statutory dues in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.
  - (c) According to the records of the Company, there are no dues of provident fund, Income-Tax, Cess, Goods and Service Tax and other material statutory dues which have not been deposited on account of any disputes other than as follows:

## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

<b>Name of the status</b>	<b>Nature of Dues</b>	<b>Amount (₹ In Lakh)</b>	<b>Period to which the amount relates</b>	<b>Forum where dispute is pending</b>
Income Tax Act, 1961	Tax	154,860	A.Y. 2012-2013	CIT (Appeals)
Income Tax Act, 1961	Tax	302,050	A.Y. 2013-2014	CIT (Appeals)
Income Tax Act, 1961	Tax	1257380	A.Y. 2015-2016	CIT (Appeals)

- viii. According to the information and explanations given to us, the Company has not defaulted during the year in repayment of dues to its bankers, non-banking financial company and government. The Company did not have any outstanding debenture during the year.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, clause 3 (ix) of the Order is not applicable to the Company.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employee has been noticed or reported during the year.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, the provision of clause 3 (xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(xiv) of the Order is not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them and hence provisions of section 192 of the Act are not applicable. Accordingly, clause 3(xv) of the Order is not applicable to the Company.
- xvi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For SHAH GUPTA & CO.**

Chartered Accountants

Firm Registration No.: 109574W

**Naresh Bhuta**

Partner

Membership No. 135823

Place: Mumbai

Date: 23rd May, 2019



## **ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT**

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 **Ladderup Finance Limited** ("the Company") as of 31st March, 2019 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

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

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

### **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 and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial 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 auditors' 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 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 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 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, to the best our information and according to the explanation given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 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 **SHAH GUPTA & CO.**

Chartered Accountants

Firm Registration No.: 109574W

**Naresh Bhuta**

Partner

Membership No. 135823

Place: Mumbai

Date: 23rd May, 2019

# BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2019

(Amount in ₹)

Particulars	Note Nos.	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	128,526,000	128,526,000
Reserves and Surplus	3	450,001,502	439,877,931
		<b>578,527,502</b>	<b>568,403,931</b>
<b>Non-Current Liabilities</b>			
Long-term Borrowings	4	18,713,449	31,472,118
Long-term Provisions	5	837,258	546,841
		<b>19,550,707</b>	<b>32,018,959</b>
<b>Current Liabilities</b>			
Short-term Borrowings	6	110,263,169	69,658,397
Trade Payables	7		
— Total Outstanding Dues of Micro Enterprises and Small Enterprises		—	—
— Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		39,802	22,025
Other Current Liabilities	8	17,308,295	17,040,512
Short-term Provisions	9	439,547	4,018,042
		<b>128,050,813</b>	<b>90,738,976</b>
<b>Total</b>		<b>726,129,022</b>	<b>691,161,866</b>
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property Plant and Equipments			
— Tangible Assets	10	3,573,007	3,982,277
		<b>3,573,007</b>	<b>3,982,277</b>
Non-current Investments	11	415,347,914	389,766,678
Deferred Tax Assets (Net)	12	265,010	197,597
Long-term Loans and Advances	13	109,441,515	98,736,907
		<b>528,627,446</b>	<b>492,683,459</b>
<b>Current Assets</b>			
Current Investments	14	18,264,990	5,980,754
Cash and bank balance	15	17,474,598	45,581,969
Short-term Loans and Advances	16	161,761,988	146,915,684
		<b>197,501,576</b>	<b>198,478,407</b>
<b>Total</b>		<b>726,129,022</b>	<b>691,161,866</b>
<b>Significant Accounting Policies</b>	1		
<b>Accompanying Notes to Accounts</b>	24		

In terms of our Report of even date

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

Sd/-

**Naresh Bhuta**

Partner

**Membership Number: 135823**

Place : Mumbai

Date : 23rd May, 2019

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

Sd/-

**(Sunil Goyal)**

Managing Director

**DIN:00503570**

Sd/-

**Suresh Kumawat**

Chief Financial Officer

Place : Mumbai

Date : 23rd May, 2019

Sd/-

**(Mangala R. Prabhu)**

Director

**DIN:06450659**

# STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(Amount in ₹)

Particulars	Note Nos.	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
<b>REVENUE</b>			
Revenue from Operations	17	41,847,759	106,602,192
Other Income	18	92,498	4,057
<b>Total Revenue</b>		<b>41,940,257</b>	<b>106,606,249</b>
<b>EXPENSES</b>			
Finance Costs	19	16,553,282	13,584,111
Employee Benefits Expense	20	12,305,964	11,955,769
Depreciation and Amortization Expense	10	387,325	366,636
Other Expenses	21	3,561,350	13,232,328
<b>Total Expenses</b>		<b>32,807,921</b>	<b>39,138,844</b>
<b>Profit Before Prior period items and tax</b>		<b>9,132,336</b>	<b>67,467,405</b>
Prior Period Items	22	—	3,622,634
<b>Profit Before tax</b>		<b>9,132,336</b>	<b>63,844,771</b>
<b>Less : Tax Expenses</b>			
Current Tax		1,304,608	13,277,523
Minimum Alternative Tax Credit Entitlement		(1,304,608)	(12,781,935)
Minimum Alternative Tax of ealier year		-	3,702,771
Deferred Tax	12	(67,412)	(12,588)
Taxation of Earlier Years		(945,768)	(3,819,149)
<b>Profit for the Year</b>		<b>10,145,516</b>	<b>63,478,149</b>
<b>Earnings Per Equity Share:</b>	23		
(Nominal value of ₹ 10 each)			
— Basic		0.79	4.94
— Diluted		0.79	4.94
<b>Significant Accounting Policies</b>	1		
<b>Accompanying Notes to Accounts</b>	24		

## In terms of our Report of even date

### For Shah Gupta & Co.

Chartered Accountants

Firm Registration No. : 109574W

Sd/-

**Naresh Bhuta**

Partner

Membership Number: 135823

Place : Mumbai

Date : 23rd May, 2019

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

Sd/-

**(Sunil Goyal)**

Managing Director

DIN:00503570

Sd/-

**Suresh Kumawat**

Chief Financial Officer

Place : Mumbai

Date : 23rd May, 2019

Sd/-

**(Mangala R. Prabhu)**

Director

DIN:06450659

# CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
<b>A. Cash Flow from Operating Activities</b>		
<b>Profit before Tax</b>	<b>9,132,336</b>	<b>67,467,405</b>
Adjustments for:		
Depreciation on Fixed assets	387,325	366,636
Contingent Provision against Standard Assets	(92,498)	(4,057)
Gain from Sale of investments	(11,681,884)	(85,279,718)
Interest Expense	16,544,973	13,565,083
<b>Operating Profit Before Working Capital Changes</b>	<b>14,290,252</b>	<b>(3,884,651)</b>
Adjustments for :		
(Increase)/Decrease in Short Term Loans and Advances	(13,038,415)	24,753,269
(Increase) / Decrease in Long Term Loans and Advances	(9,400,000)	100,000
Increase / (Decrease) in Trade Payable	17,777	(27,667)
Increase / (Decrease) in Other Current Liabilities	267,783	10,229,385
Increase / (Decrease) in Short Term Provisions	(2,655,557)	(1,823,559)
Increase / (Decrease) in Long Term Provisions	290,417	236,488
(Increase) / Decrease in Non-Current Investments	(13,800,865)	32,074,652
(Increase) / Decrease in Trade Receivables	—	1,793,076
<b>Cash Generated from Operations</b>	<b>(24,028,609)</b>	<b>63,450,993</b>
Prior Period Items	—	(3,622,634)
Income Tax Paid	(2,997,170)	(12,500,000)
Net cash flow from/(used in) operating activities	<b>(A) (27,025,779)</b>	<b>47,328,359</b>
<b>B. Cash Flow from Investing Activities</b>		
Purchase of Fixed Assets	—	(2,271,067)
Purchase of Investments	(12,382,723)	(4,961,420)
Sale of Investments	—	5,325,705
<b>Net Cash Flow Used in Investing Activities</b>	<b>(B) (12,382,723)</b>	<b>(1,906,782)</b>
<b>C. Cash Flow from Financing Activities</b>		
Proceeds / (Repayment) of Long Term Borrowings	(12,758,668)	(11,886,217)
Proceeds / (Repayment) of Short Term Borrowings	40,604,772	24,197,370
Interest Paid	(16,544,973)	(13,565,083)
Unclaimed Dividend paid	(500)	13,150
<b>Net Cash Flow from Financing Activities</b>	<b>(C) 11,300,631</b>	<b>(1,240,779)</b>
<b>Net Increase in Cash and Cash Equivalents</b>	<b>(A+B+C) (28,107,871)</b>	<b>44,180,798</b>
<b>Add : Opening Cash and Cash Equivalents</b>	<b>45,138,349</b>	<b>957,551</b>
<b>Closing Cash and Cash Equivalents</b>	<b>17,030,478</b>	<b>45,138,349</b>

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

### Notes:

- Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks are as follows:

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Cash in Hand	31,947	33,627
Bank Balances		
— In Current Accounts	13,996,887	45,104,722
Other Bank Balances		
— Fixed Deposit	3,001,644	—
	<b>17,030,478</b>	<b>45,138,349</b>

- The previous year's figures have been regrouped / rearranged wherever necessary in order to conform to current year's presentation.

### In terms of our Report of even date

#### For Shah Gupta & Co.

Chartered Accountants

**Firm Registration No. : 109574W**

Sd/-

**Naresh Bhuta**

Partner

**Membership Number: 135823**

Place : Mumbai

Date : 23rd May, 2019

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

Sd/-

**(Sunil Goyal)**

Managing Director

**DIN:00503570**

Sd/-

**Suresh Kumawat**

Chief Financial Officer

Place : Mumbai

Date : 23rd May, 2019

Sd/-

**(Mangala R. Prabhu)**

Director

**DIN:06450659**

**Note 1 : Significant Accounting Policies:**

**A Basis of Preparation of Financial Statements :**

The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles ( GAAP ) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under section 133 of the Companies Act 2013 ( 'Act' ) read with Rule 7 of the Companies ( Accounts ) Rules, 2014 (amended subsequently)

The Company follows mercantile system of accounting and recognizes Income & Expenditure on accrual basis to the extent measurable and where there is certainty of ultimate realization in respect of incomes.

**B Use of Estimates:**

The preparation of financial statements are in conformity with generally accepted accounting principles which requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and reported amounts of revenues and expenses during the reporting period. Differences between actual and estimated results are recognized in the period in which the results are materialized.

**C Revenue Recognition**

- (i) Profit or Loss from dealing in shares and securities are recognized on settlement dates.
- (ii) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.
- (iii) Dividend on shares is being considered when the right to receive payment is established.
- (iv) In respect of other heads of income, the Company follows the practice of accounting on accrual basis.

**D Property plant and equipments:**

Property plant and equipments are stated at cost of acquisition less accumulated depreciation. The cost of acquisition comprises the purchase price and any other attributable cost of bringing the asset to its working condition for its intended use.

**E Depreciation:**

- (i) Depreciation on Property plant and equipments is provided on 'Straight Line Method' considering their useful lives and residual value as provided in Schedule II of Companies Act, 2013.
- (ii) Depreciation on revalued assets to the extent of revaluation is charged from Revaluation Reserve.

**F Impairment of Property plant and equipments:**

At the end of each year, the Company determines whether a provision should be made for impairment loss on Property plant and equipments by considering the indication that an impairment loss may have occurred in accordance with Accounting Standard 28 on "Impairment of Assets". Where the recoverable amount of any Property plant and equipments is lower than its carrying amount, a provision for impairment loss on Property plant and equipments is made for the difference.

**G Investments:**

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investment and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair value whichever is lower.

**H Accounting for Taxes of Income:**

**Current Taxes**

Provision for current income-tax is recognized in accordance with the provisions of Indian Income-tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

**Deferred Taxes**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax Assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred Tax Assets are reviewed as at each Balance Sheet date.

**Minimum Alternative Tax**

Minimum Alternative Tax (MAT) credit is recognised as an assets in accordance with the recommendation contained in the Guidance note issued by the Institute of Chartered Accountants of India. The said assets is created by way of credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company review the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

**I Provisions and Contingent Liabilities:**

- (i) Contingent Liabilities in respect of show cause notices received are considered only when they are converted into demands. Payments in respect of such demands, if any, are shown as advances.
- (ii) Contingent Liabilities under various fiscal laws includes those in respect of which the Company/department is in appeal.
- (iii) Contingent Liabilities if any, are disclosed by way of notes.

**J Prior Period Items:**

Material amount of Income and Expenditure pertaining to prior years are disclosed separately.

**K Employee Benefits:**

Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

**L Earnings Per Share:**

"The Company reports basic and diluted Earnings Per Share (EPS) in accordance with the Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive."



# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Notes 2 : Share Capital

### a. Details of Authorised, Issued, Subscribed and Paid up Capital (Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Authorised Capital</b> 15,000,000 (P. Y. 15,000,000) Equity Shares of ₹ 10/- each	150,000,000	150,000,000
<b>Issued, Subscribed and Paid up Capital</b> 12,852,600 (P. Y. 12,852,600) Equity Shares of ₹ 10/- each, fully paid-up	128,526,000	128,526,000
	<b>128,526,000</b>	<b>128,526,000</b>

### b. Terms & Conditions

The Company has only one class of Equity Shares having a par value of ₹ 10 per Share. Each holder of Equity Share is entitled to one vote per share.

In the event of liquidation of the Company, the holder 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.

### c. Shareholders having more than 5% Shareholding (Amount in ₹)

Name of Shareholder	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	No of Equity shares held	% of Holding	No of Equity shares held	% of Holding
Quiet Enterprises LLP	3,844,447	29.91%	3,840,199	29.88%
Sonu Portfolio Services Private Limited	1,643,350	12.79%	1,640,850	12.77%
Indianivesh Capitals Limited	840,000	6.54%	840,000	6.54%
Nabhshika Financial Advisory Private Limited	685,002	5.33%	689,702	5.37%

### d. Reconciliation of Number of Equity Shares (Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Shares outstanding at the beginning of the year	12,852,600	128,526,000	12,852,600	128,526,000
Add : Shares issued during the year	—	—	—	—
Less : Shares bought back during the year	—	—	—	—
Shares outstanding at the end of the year	12,852,600	128,526,000	12,852,600	128,526,000

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2019**

**Note 3 : Reserves and Surplus**

**(Amount in ₹)**

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2019</b>	<b>As at 31<sup>st</sup> March, 2018</b>
<b>a. Capital Reserve</b>		
Opening Balance	300,000	300,000
Closing Balance	<b>300,000</b>	<b>300,000</b>
<b>b. Securities Premium Account</b>		
Opening Balance	138,500,000	138,500,000
Closing Balance	<b>138,500,000</b>	<b>138,500,000</b>
<b>c. Revaluation Reserve</b>		
Opening balance	863,119	885,064
Less : Written back in current year	21,945	21,945
Closing Balance	<b>841,174</b>	<b>863,119</b>
<b>d. Special Reserve under Section 45 IC of RBI Act</b>		
Opening Balance	66,496,500	53,800,870
Add : Transfer during the year	2,029,103	12,695,630
Closing Balance	<b>68,525,603</b>	<b>66,496,500</b>
<b>e. General Reserve</b>		
Opening Balance	250,000	250,000
Closing Balance	<b>250,000</b>	<b>250,000</b>
<b>f. Surplus in the Statement of Profit and Loss</b>		
Opening Balance	233,468,312	182,685,793
Add : Net Profit for the year	10,145,516	63,478,149
Less : Transfer to Special Reserve under Section 45 IC RBI Act	2,029,103	12,695,630
Closing Balance	<b>241,584,725</b>	<b>233,468,312</b>
<b>Total</b>	<b>450,001,502</b>	<b>439,877,931</b>

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Note 4 : Long-term Borrowings

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Secured</b>		
Term Loan	31,768,050	44,480,093
Less: Current maturities of Long Term Debt (Refer Note 8)	13,054,601	13,007,975
<b>Total</b>	<b>18,713,449</b>	<b>31,472,118</b>

### Other disclosures pursuant to Long-term Borrowings:

#### Secured Corporate Term Loan (LAP) from STCI:

- a. Term Loan from STCI Finance Limited amounting to ₹ 2,62,48,424/- (P.Y. ₹ 3,57,50,000 ) is secured by exclusive charge by way of registered mortgage of three plots of land in the name of Ladderup Enterprises Private Limited, a company owned/controlled by key management and/or their relatives. It carries interest rate of 12.25% per annum upto 14th December, 2018 and from 15th December, 2018 the rate was 12.50% per annum. The Loan is repayable in 48 equal monthly installments of ₹ 8,12,500/- each commencing from the end of 13th month of the date of first disbursement.
- b. Term Loan from STCI Finance Limited amounting to ₹ 48,89,173/- (P.Y. ₹ 76,08,332 ) is secured by exclusive charge by way of registered mortgage of premises of the company. It carries interest rate of 12.25% per annum upto 14th December, 2018 and from 15th December, 2018 the rate was 12.50% per annum. The Loan is repayable in 36 equal monthly installments of ₹ 2,30,556/- each commencing from the end of 13th month of the date of first disbursement.
- c. Secured Loan taken from ICICI Bank amounting to ₹ 6,30,453/- ( P.Y. ₹ 11,21,761) carrying interest rate of 9.10% p.a. The loan is repayable in May, 2020. The loan is secured against vehicle.

## Note 5 : Long-term Provisions

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Provision for Employee Benefits:</b>		
Gratuity (Refer Note 24C)	837,258	546,841
<b>Total</b>	<b>837,258</b>	<b>546,841</b>

## Note 6 : Short-term Borrowings

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Secured</b>		
Inter- Corporate Deposit	46,061,064	69,658,397
<b>Unsecured</b>		
Inter- Corporate Deposit	64,202,105	—
<b>Total</b>	<b>110,263,169</b>	<b>69,658,397</b>

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Secured Loan from Others includes :

- i) Secured Loan taken from Indianivesh Capital Limited amounting to ₹ 4,60,61,064/- (P.Y. ₹ 6,96,58,397/-) carrying interest rate of 11.5% p.a. The loan is repayable in March, 2020. The loan is secured against pledge of some of the shares held by the Company as non-current investment.

## Unsecured Loan

- i) Unsecured Loan taken from various parties. These loans are taken at various rate of interest ranging between 8% and 18% and repayable before March, 2020.

## Note 7 : Trade Payables

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Trade Payables *		
Total Outstanding Dues of Micro Enterprises and Small Enterprises	—	—
Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises	39,802	22,025
<b>Total</b>	<b>39,802</b>	<b>22,025</b>

\* There are no amounts due to the suppliers covered under Micro and Medium Enterprises Development Act, 2006 as at 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2018

## Note 8 : Other Current Liabilities

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Current Maturities of Long- term Debt	13,054,601	13,007,975
Interest accrued but not due	1,381,782	1,684,349
Duties & Taxes Payable	1,511,792	971,272
Unclaimed Dividend	444,120	443,620
Other payables*	167,058	105,960
Employee Benefit Payable	748,942	827,336
<b>Total</b>	<b>17,308,295</b>	<b>17,040,512</b>

## Note 9 : Short-term Provisions

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Provision for Employee Benefits:</b>		
Bonus	32,343	31,185
Gratuity (Refer Note 24C)	7,620	5,255
<b>Others</b>		
Contingent Provision against Standard Assets	399,584	492,082
Income Tax Provisions (Net of Advance tax & TDS)	—	3,489,520
<b>Total</b>	<b>439,547</b>	<b>4,018,042</b>

## ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

### Note 10 : Property, Plant and Equipments

(Amount in ₹)

Particulars	Gross Block			Accumulated Depreciation			Net Block	
	As at 01.04.2018	Additions during the year	Deletions during the year	As at 31.03.2019	Up to 31.03.2018	Depreciation charged for the year	Up to 31.03.2019	As at 31.03.2019 As at 31.03.2018
<b>Tangible assets</b>								
Premises*	2,078,750	—	—	2,078,750	803,102	32,434	835,536	1,243,214 1,275,648
Furniture & Fixtures	116,826	—	—	116,826	33,205	11,099	44,304	72,523 83,621
Vehicles	3,079,893	—	—	3,079,893	456,886	365,737	822,623	2,257,270 2,623,007
<b>Total</b>	<b>5,275,469</b>	<b>—</b>	<b>—</b>	<b>5,275,469</b>	<b>1,293,193</b>	<b>409,270</b>	<b>1,702,463</b>	<b>3,573,007</b> <b>3,982,276</b>
<b>Previous Year</b>	3,004,402	2,271,067	—	5,275,469	904,611	366,636	1,293,192	3,982,277 2,099,791

\* Gross block of Premises includes ₹ 8,63,119/- on account of Revaluation of Premises. Consequent to the paid Revaluation Reserve there is an additional charge of Depreciation of ₹ 21,945/- included in depreciation charged for the year.

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Note 11 : Non-current Investments

(Valued at cost, unless stated otherwise)

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>I. Trade Investments</b>					
<b><u>Investment in Subsidiaries</u></b>					
<b><u>Equity Instruments- Unquoted</u></b>					
Ladderup Wealth Management Private Limited	102,000	102,000	Fully Paid	4,080,000	4,080,000
Godland Enterprises Private Limited	75,001	—	Fully Paid	27,300,364	—
	<b>177,001</b>	<b>102,000</b>	<b>(A)</b>	<b>31,380,364</b>	<b>4,080,000</b>
<b><u>Investments in Optional Convertible Preference Shares</u></b>					
Godland Enterprises Private Limited	54,947	—	Fully Paid	20,000,708	—
	<b>54,947</b>	<b>—</b>	<b>(B)</b>	<b>20,000,708</b>	<b>—</b>
<b><u>Investment in Associate</u></b>					
<b><u>Equity Instruments- Unquoted</u></b>					
Annapurna Pet Private Limited	3,095,650	1,820,650	Fully Paid	89,688,250	68,332,000
	<b>3,095,650</b>	<b>1,820,650</b>	<b>(C)</b>	<b>89,688,250</b>	<b>68,332,000</b>
<b>II. Non Trade Investments</b>					
<b><u>Investment in Equity Instruments- Quoted, Others</u></b>					
Ahluwalia Contracts (India) Limited	30,000	50,000	Fully Paid	2,004,590	3,340,982
Aarvi Encon Limited	48,000	34,000	Fully Paid	3,300,031	2,684,596
Arihant Superstructures Limited	33,000	138,000	Fully Paid	5,286,092	24,230,459
Balkrishna Industries Limited	—	1,000	Fully Paid	—	1,247,964
Bhansali Engineering Polymers Limited	—	9,000	Fully Paid	—	376,360
Brigade Enterprises Limited.	6,000	6,000	Fully Paid	1,694,547	1,694,547
Capital First Limited	—	10,000	Fully Paid	—	7,885,086
Capman Financials Limited	50,000	50,000	Fully Paid	500,000	500,000
Castrol India Limited	—	1,000	Fully Paid	—	207,867
Federal Bank Limited	—	30,000	Fully Paid	—	2,688,859
Future Consumer Limited	—	200,000	Fully Paid	—	4,559,136
Gujarat Narmada Valley Fertilisers & Chemicals Limited	22,550	22,000	Fully Paid	9,811,712	9,428,730
Hind Rectifies Limited	4,000	4,000	Fully Paid	541,307	541,307
Hester Biosciences Limited	68,723	69,578	Fully Paid	8,164,446	7,974,837
IDFC First Bank Limited	119,500	50,000	Fully Paid	7,072,448	3,129,905
ION Exchange (India) Limited	5,000	5,000	Fully Paid	2,368,595	2,368,595
India Nivesh Limited	1,750,000	1,750,000	Fully Paid	73,250,000	73,250,000
Jaypee Infratech Limited	100,000	100,000	Fully Paid	956,610	956,610
Jindal Poly Films Limited	4,000	4,000	Fully Paid	1,653,990	1,653,990
Kisan Mouldings Limited	1,312,944	1,400,002	Fully Paid	106,298,134	113,346,494
Lawreshwar Polymers Limited	15,007	15,007	Fully Paid	850,943	850,943
LIC Housing Finance Limited	—	4,500	Fully Paid	—	1,105,390
Mahindra & Mahindra Limited	5,000	5,000	Fully Paid	3,316,084	3,316,084
Nesco Limited	—	351	Fully Paid	—	172,636

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2019**

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Nikhil Adhesives Limited	12,519	12,519	Fully Paid	2,858,812	2,858,812
Ram Ratan Wires Limited	10,000	10,000	Fully Paid	1,672,474	1,672,474
Pidilite Industries Limited	5,000	5,000	Fully Paid	1,775,484	1,775,484
South India Paper Mills Limited	38,298	38,500	Fully Paid	3,824,879	3,845,053
SML Isuzu Limited.	5,000	5,000	Fully Paid	6,493,898	6,493,898
Titagarh Wagons Limited	14,000	14,000	Fully Paid	1,944,805	1,944,805
Tourism Finance Corporation of India Limited	18,631	40,000	Fully Paid	2,714,767	5,828,495
Medicamen Biotech Limited	495	—	Fully Paid	298,546	—
Shivalik Rasayan Limited	600	—	Fully Paid	201,118	—
	<b>3,678,267</b>	<b>4,083,457</b>	<b>(D)</b>	<b>248,854,312</b>	<b>291,930,399</b>

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Investment in Equity Instruments-Unquoted, Others					
Algorhythm Tech Private Limited	17	17	Fully Paid	6,375	6,375
JRI Technologies Private Limited	58,060	58,060	Fully Paid	7,000,000	7,000,000
Jumboking Foods Private Limited	98,901	98,901	Fully Paid	8,855,155	8,855,155
Lotus Spaces Private Limited	90,000	90,000	Fully Paid	1,800,000	1,800,000
Ladderup Corporate Advisory Private Limited	43,500	43,500	Fully Paid	4,350,000	4,350,000
Tops Security Limited	40,900	40,900	Fully Paid	2,863,000	2,863,000
Chennai Superking Private Limited	8,000	—	Fully Paid	—	—
	339,378	331,378	(E)	24,874,530	24,874,530
Total Investment in Equity Instruments	7,290,296	6,337,485	F = (A) + (C) + (D) + (E)	394,797,456	389,216,929
Investments in Preference Shares					
Algorhythm Tech Private Limited	1,466	1,466	Fully Paid	549,750	549,750
	1,466	1,466	(G)	549,750	549,750
Total Investment in Preference Shares	56,413	1,466	H= (B)+(F)	20,550,458	549,750
Grand Total	7,346,709	6,338,951	(F+H)	415,347,914	389,766,678

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Aggregate Market Value of Quoted Investments	337,244,098	414,363,740
Aggregate Book Value of Quoted Investments	248,854,312	291,930,399
Aggregate Book Value of Unquoted Investments	166,493,602	97,836,280

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Note 12 : Deferred Tax Assets (Net)

The major components of Deferred Tax (Liability) / Asset as recognised in the Financial Statement are as follows:

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Deferred Tax Asset</b>		
<b>Property Plant and Equipments</b> : Impact of difference between Tax Depreciation and Depreciation charged for the Financial Reporting	23,335	36,904
<b>Other:</b> Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis.	241,675	160,693
<b>Net</b>	<b>265,010</b>	<b>197,597</b>

## Note 13 : Long-term Loans and Advances

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, Considered Good</b>		
Capital Advances	59,780,497	50,380,497
Advance Tax & TDS (Net of Provisions)	1,141,430	1,141,430
Minimum Alternative Tax Credit Entitlement	48,519,588	47,214,980
<b>Total</b>	<b>109,441,515</b>	<b>98,736,907</b>

## Note 14 : Current Investments

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>(Valued at lower of cost or fair value, unless stated otherwise)</b>		
<b>Quoted :</b>		
<b>Investments in Mutual Funds</b>		
1,03,160.78 (PY 50,000) Blue Lotus Capital Multi Bagger Fund I	10,000,000	4,961,420
8,203.463 (PY 1,015) Units of Reliance Money Manager Fund-Inst.-Daily Dividend Plan	8,264,990	1,019,334
<b>Total</b>	<b>18,264,990</b>	<b>5,980,754</b>

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Aggregate Market Value of Quoted Investments	18,264,990	5,980,754
Aggregate Book Value of Quoted Investments	18,264,990	5,980,754



# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Note 15 : Cash and Bank Balance

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Cash and Cash Equivalents</b>		
Balances with banks		
— Current account	13,996,887	45,104,722
— Unclaimed Dividend	444,120	443,620
Cash on hand	31,947	33,627
<b>Other Bank Balance</b>		
- Fixed Deposit ( Maturity less than 12 months )	3,001,644	—
<b>Total</b>	<b>17,474,598</b>	<b>45,581,969</b>

## Note 16 : Short-term Loans and Advances

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, Considered Good</b>		
<b>Loan Given</b>		
— To Related Parties	9,268,764	77,140,328
— To Others	150,564,915	69,312,134
	<b>159,833,679</b>	<b>146,452,462</b>
<b>Advance Recoverable in Cash or in Kind</b>		
— To Others	120,420	463,222
	<b>120,420</b>	<b>463,222</b>
<b>Other Loans and Advances</b>		
Advance Tax & TDS (Net of Provision of Income tax)	1,807,889	—
	<b>1,807,889</b>	<b>—</b>
<b>Total</b>	<b>161,761,988</b>	<b>146,915,684</b>

## Loans & Advances to Related Parties Include :

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Loans to related parties -</b>		
<b>Enterprises over which Key Management Personnel and their relatives are able to exercise significant influence</b>		
Ladderup Corporate Advisory Pvt Ltd.	8,392,551	1,376,818
K.L. Venture & Enterprises	—	14,701,326
<b>Associate Company</b>		
Annapurna Pet Private Limited	876,213	49,062,184
<b>Partnership firm in which Key Management Personnel is Partner</b>		
SGCO & Co. LLP	—	12,000,000
	<b>9,268,764</b>	<b>77,140,328</b>

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Note 17 : Revenue from Operations

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Interest Income	26,332,145	19,812,248
Net Gain from Sale of investments	11,681,884	85,279,718
<b>Dividend</b>		
— From Non-current investment	1,653,843	1,198,675
— From Current investment	1,619,887	311,551
<b>Other Operating Income</b>		
Loan Processing Fees	560,000	—
<b>Total</b>	<b>41,847,759</b>	<b>106,602,192</b>

## Note 18 : Other Income

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Contingent Provision against Standard Assets witten back	92,498	4,057
<b>Total</b>	<b>92,498</b>	<b>4,057</b>

## Note 19 : Finance Costs

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Bank Charges	8,309	19,028
Interest Expenses	16,544,973	13,565,083
<b>Total</b>	<b>16,553,282</b>	<b>13,584,111</b>

## Note 20 : Employee Benefits Expense

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Director Remuneration	9,600,000	9,600,000
Salaries, Bonus and Incentives	2,272,685	2,084,967
Staff Welfare Expenses	40,373	5,364
Stipend	392,906	265,438
<b>Total</b>	<b>12,305,964</b>	<b>11,955,769</b>

## Note 21 : Other Expenses

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Professional Fees	282,237	750,288
Donation	—	780,100
Rent	596,124	903,211
CSR Expenses ( Refere Note No.25 I )	650,000	2,500,000
Payment to Auditors	143,600	70,800
Director Sitting Fees	250,000	160,000
Listing Fees	295,000	286,250

**ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31<sup>ST</sup> MARCH, 2019**

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Sundry balance w/off	—	6,485,046
Miscellaneous Expenses	1,344,389	1,296,633
<b>Total</b>	<b>3,561,350</b>	<b>13,232,328</b>

**Payment to Auditors includes:** (Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Statutory Audit Fees	100,000	70,800
Tax Audit Fees	43,600	—
<b>Total</b>	<b>143,600</b>	<b>70,800</b>

**Note 22 : Prior Period Items** (Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Rent	—	2,167,708
Salary	—	630,120
Electricity expense	—	182,679
Travelling expense	—	100,000
Diwali expense	—	100,000
Other expenses	—	442,127
<b>Total</b>	<b>—</b>	<b>3,622,634</b>

**Note 23 : Earnings Per Equity Share:** (Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
<b>Basic Earnings Per Share</b>		
Profit Attributable to Equity Shareholders	10,145,516	63,478,149
Weighted average number of equity shares	12,852,600	12,852,600
<b>Basic Earnings per share</b>	0.79	4.94
<b>Face value per share</b>	10	10
<b>Dilutive Earnings Per Share</b>		
Profit after adjusting Interest on Potential Equity Shares	10,145,516	63,478,149
Weighted Average Number of Equity Share after considering Potential Equity Shares	12,852,600	12,852,600
<b>Dilutive Earnings Per Share</b>	0.79	4.94
<b>Face Value Per Share</b>	10	10

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Note 25 : Accompanying Notes to Accounts

### A) Contingent Liabilities :

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Disputed Income Tax Liability</b>		
For Assessment Year 2012-13	154,860	391,780
For Assessment Year 2013-14	302,050	302,050
For Assessment Year 2015-16	1,257,380	1,257,380
<b>Total</b>	<b>1,714,290</b>	<b>1,951,210</b>

B) In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

### C) Disclosure pursuant to Accounting Standard – 15 ‘Employee Benefits’

#### i) Gratuity

##### Actuarial Assumptions:

Services Rendered	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Salary Growth *	6.00%	6.00%
Discount Rate	7.20%	7.60%
Withdrawal Rate	5.00%	5.00%

\* The estimates of future salary increases, considered in a actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

(i) Changes in the Present Value of Defined Benefit Obligation representing reconciliation of opening and closing balances thereof:

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Present Value of Obligation as at the beginning of the year:	591,337	312,641
Interest Cost	44,742	22,116
Current Service Cost	223,441	175,009
Past Service Cost	—	39,241
Actuarial (Gain) / Loss on Obligation	(14,642)	42,330
Closing Present Value of Obligation	844,878	591,337

(ii) Actuarial Gain/ Loss Recognised in the Statement of Profit and Loss:

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Actuarial Gain/ (Loss) for the year Obligation	14,642	(42,330)
Total (Gain)/ Loss for the year	282,825	194,036
Actuarial (Gain)/ Loss recognised during the year	(14,642)	42,330

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(iii) The Amounts Recognised in the Balance Sheet are as follows:

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Present Value of Obligation as at the end of the year	844,878	591,337
Unrecognised Past Service Cost	—	(39,241)
Net Assets / (Liability) Recognised in Balance Sheet	(844,878)	(552,096)
— Non Current Assets / Liability	(837,258)	(546,841)
— Current Assets / Liability	(7,620)	(5,255)

(iv) The Amounts Recognised in the Statement of Profit and Loss are as follows:

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Current Service Cost	223,441	175,009
Interest Cost	44,742	22,116
Net Actuarial (Gain) / Loss Recognized in the year	(14,642)	42,330
Recognized Past Service Cost - Vested	39,241	—
Expenses Recognised in the Statement of Profit and Loss	292,782	239,455

Amounts of Gratuity for the current and previous four year are as follows:

(Amount in ₹)

Gratuity					
Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018	Year Ended 31 <sup>st</sup> March, 2017	Year Ended 31 <sup>st</sup> March, 2016	Year Ended 31 <sup>st</sup> March, 2015
Defined benefit obligation	(844,878)	(591,337)	(312,641)	(62,215)	(7,052)
Plan assets	—	—	—	—	—
Surplus/(deficit)	(844,878)	(591,337)	(312,641)	(62,215)	(7,052)
Experience adjustments on plan liabilities	(35,143)	60,953	155,048	43,657	(4,586)
Experience adjustments on plan assets	—	—	—	—	—
Actuarial Loss / (gain) due to change in Financial assumption	20,501	(18,623)	21,426	(542)	1,455
Net Actuarial Loss / (gain) for the Year	(14,642)	42,330	176,474	43,115	(3,131)

## D) Segment Reporting

### a. Basis of Preparation

In accordance with the requirements of Accounting Standard – 17 “Segment Reporting”, the Company’s business activities can be classified into two segments namely Investment & Trading in Shares & Securities and Finance Activities. The information about all the segments are given below.

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## b. Information about Primary Segments –Business Segments:

i. Segment Information (Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019		Year Ended 31 <sup>st</sup> March, 2018	
Segment Revenue (net) from Sales to External Customers				
Investment & Trading Activities	14,955,614		86,789,944	
Finance Activities	26,892,145		19,812,248	
<b>Total</b>		<b>41,847,759</b>		<b>106,602,192</b>
Segment Results				
Investment & Trading Activities	14,952,127		86,749,277	
Finance Activities	10,429,104		6,247,165	
<b>Total</b>		<b>25,381,231</b>		<b>92,996,442</b>
Add : Unallocated Income		92,498		4,057
Less: Unallocated Corporate Expenses		16,341,393		29,155,728
<b>Profit before Tax</b>		<b>9,132,336</b>		<b>63,844,771</b>
Less : Tax Expense		(1,013,180)		366,622
<b>Net Profit</b>		<b>10,145,516</b>		<b>63,478,149</b>

### Note :

Fixed Assets and Other Assets used in the Company's Operations or Liabilities contracted have not been identified to any of the Reportable Segments, as the Assets are used interchangeably between Segments. Hence, it is not practicable to provide Segment Disclosures relating to total Assets and Liabilities.

**E)** During this year, the Company have acquired 50.0006% stake in M/s. Godland Enterprises Private Limited (Subsidiary) on December 26, 2018, which in turn holds 100% stake in M/s. Waterproof Corporation Private Limited (Stepdown Subsidiary) doing the business of gummed paper tape under the brand name “WACO”, cello tape under the brand name “TACO” and glue thread.

## F) Related Party Disclosures

### a. List of Related Parties:

Name of the Party	Relationship
Mr. Sunil Goyal	Managing Director
Mr. Arpita Jain (from 05/03/2018 to 25/02/2019)	Company Secretary
Mr. Sanket Limbachiya (upto 31/05/2017)	Company Secretary
Ms. Zarana Soni (from 12/08/2017 to 28/02/2018)	Company Secretary
Mr. Suresh Kumar Kumawat	Chief Financial Officer
Mrs. Usha Goyal	Relative of Key Management Personnel
Ladderup Wealth Management Private Limited	Subsidiary Company
Godland Enterprises Private Limited (from 26/12/2018)	
Ladderup Foundation	A trust in which directors of Company are trustees
Annapurna Pet Private Limited	Associate Company
SGCO & Co. LLP (upto 30/06/2016)	Partnership firm in which Key Management Personnel is Partner
Ladderup Corporate Advisory Private Limited	Enterprises over which Key Management Personnel or their relatives are able to exercise significant influence
Ladderup Venture LLP	
K.L. Venture & Enterprises	
New India Spinning Company	

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## b. Transactions with Related Parties

(Amount in ₹)

Name of Party	Nature of Transaction	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Ladderup Corporate Advisory Private Limited	Loan Granted	9,028,304	3,360,588
	Repayment of Loan Given	2,791,415	2,035,137
	Interest Income	778,844	51,367
Ladderup Wealth Management Private Limited	Repayment of Loan Given	—	1,271,891
	Interest Income	—	22,879
Mr. Sunil Goyal	Director Remuneration	9,600,000	9,600,000
Mr. Sanket Limbachiya (upto 31/05/2017)	Salary paid	—	155,445
Ms. Zarana Soni (from 12/08/2017 to 28/02/2018)	Salary paid	—	203,550
Ms Arpita Jain ( from 05/03/2018 to 25/02/2019 )	Salary paid	314,613	—
Mr. Suresh Kumar Kumawat	Advances Given	—	150,000
	Advances Received back	106,250	43,750
	Salary paid	1,100,000	886,703
Ladderup Foundation	Donation (CSR Expenses)	150,000	775,000
Godland Enterprises Private Limited	Investment in Equity Shares	27,300,364	—
	Investment in Preference Shares	20,000,708	—
Ladderup Venture LLP	Sale of Shares	—	1,600,000
	Receipt for sale of share	—	18,347,500
Annapurna Pet Private Limited	Loan Granted	—	20,000,000
	Repayment of Loan Given	32,306,571	6,533,605
	Interest Income	5,476,850	5,249,712
	Investment in Equity Shares	21,356,250	—
New India Spinning Co.	Balance Written off	—	5,465,717
SGCO & Co. LLP (upto 30/06/2016)	Loan Granted	—	1,500,000
	Repayment of Loan Given	13,643,798	3,682,919
	Interest Income	1,643,798	1,665,001
K.L. Venture & Enterprises	Loan Granted	—	5,000,000
	Repayment of Loan Given	16,209,320	119,014
	Interest Income	1,507,994	1,190,144

# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## c. Balance Outstanding of Related Parties (Amount in ₹)

Name of Party	Receivable/ Payable	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Ladderup Corporate Advisory Private Limited	Receivable	8,392,551	1,376,818
Annapurna Pet Private Limited	Receivable	876,213	49,062,184
SGCO & Co. LLP ( Upto 30/06/2016 )	Receivable	—	12,000,000
K. L. Venture & Enterprises	Receivable	—	14,701,326
Mr. Sunil Goyal	Payable	576,616	651,620
Mr. Suresh Kumar Kumawat	Payable	75,932	75,767

## G. Additional Information pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 :

### a) (i) Details of Loans to Subsidiaries (Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	Amount	Maximum Amount Outstanding	Amount	Maximum Amount Outstanding
Ladderup Wealth Management Private Limited	—	—	—	1,249,012

### (ii) Details of Loans to Associate (Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	Amount	Maximum Amount Outstanding	Amount	Maximum Amount Outstanding
Annapurna Pet Private Limited	876,213	49,062,184	49,062,184	50,632,473

### b) (i) Details of Investments in Subsidiaries

Name of Subsidiary Company	No. of shares		Amount in ₹	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Ladderup Wealth Management Private Limited	102,000	102,000	4,080,000	4,080,000
Godland Enterprises Private Limited - Equity Shares	75,001	—	27,300,364	—

### Optional Convertible Preference Shares :

Name of Associate Company	No. of shares		Amount in ₹	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Godland Enterprises Private Limited - OCPC	54,947	—	20,000,708	—



# ACCOMPANYING NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## (ii) Details of Investments in Associates

### Equity Shares:

Name of Associate Company	No. of shares		Amount in ₹	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Annapurna Pet Private Limited	3,095,650	1,820,650	89,688,250	68,332,000

- H) Company has transferred an amount of ₹ 2,029,103/- (P.Y. ₹ 12,695,630/-) equivalent to 20% of the Profits after Tax of the Company to Special Reserve Account in compliance with Section 45IC of the Reserve Bank of India Act.

### I) Corporate Social Responsibility

As per provisions of section 135 of the Companies Act, 2013, the Company has to incur at least 2% of average net profits of the immediately preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities as per the Schedule VII of the Companies Act, 2013.

#### Details of CSR Expenditure:

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
Amount required to be spent as per section 135 of the Act.	1,445,588	1,145,634
Amount spent during the year on:		
i) Construction /acquisition of any asset	—	—
ii) On purpose other than (i) above	650,000	2,500,000

- J) The Additional information pursuant to Schedule III to the Companies Act 2013 are either NIL or not applicable.
- K) The previous year's figures have been re-grouped / re-classified to conform to this year's classification.

#### In terms of our Report of even date

**For Shah Gupta & Co.**

Chartered Accountants

**Firm Registration No. : 109574W**

Sd/-

**Naresh Bhuta**

Partner

**Membership Number: 135823**

Place : Mumbai

Date : 23rd May, 2019

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

Sd/-

**(Sunil Goyal)**

Managing Director

**DIN:00503570**

Sd/-

**Suresh Kumawat**

Chief Financial Officer

Place : Mumbai

Date : 23rd May, 2019

Sd/-

**(Mangala R. Prabhu)**

Director

**DIN:06450659**

# BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL COMPANY AS ON 31<sup>ST</sup> MARCH, 2019

[as required in terms of paragraph 13 of Non Banking Financial (Non deposit accepting or Holding)  
Companies Prudential Norms (Reserve Bank) Directions, 2007

Sr. No.	Particulars	Amount outstanding	Amount overdue
------------	-------------	-----------------------	-------------------

## LIABILITIES SIDE

(1)	Loans and advances availed by the Non Banking Financial Company inclusive of interest accrued thereon but not paid:		
(a)	Debentures :		
	Secured	Nil	NA
	Unsecured	Nil	NA
	(other than falling within the meaning of Public deposits*)		
(b)	Deferred Credits	Nil	NA
(c)	Term Loans	31,768,050	Nil
(d)	Inter-corporate loans and borrowing	Nil	NA
(e)	Commercial Paper	Nil	NA
(f)	Other Loans	Nil	NA
	*Please see Note 1 below		

## ASSETS SIDE

(2)	Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:		<b>Amount outstanding</b>
(a)	Secured		Nil
(b)	Unsecured		270,041,953
			<b>270,041,953</b>
(3)	Break up of Leased Assets and stock on hire and hypothecation loans counting towards AFC activities		
(i)	Lease assets including lease rentals under sundry debtors:		
	(a)	Financial lease	Nil
	(b)	Operating lease	Nil
(ii)	Stock on hire including hire charges under sundry debtors:		
	(a)	Assets on hire	Nil
	(b)	Reposessed Assets	Nil
(iii)	Other Loans counting towards AFC activities		
	(a)	Loans where assets have been reposessed	Nil
	(b)	Loans other than (a) above	Nil
(4)	<b>Break-up of Investments:</b>		
	<b>Current Investments:</b>		
1	Quoted:		
	(i)	Shares: (a) Equity	Nil
		(b) Preference	Nil
	(ii)	Debentures and Bonds	Nil
	(iii)	Units of mutual funds	18,264,990
	(iv)	Government Securities	Nil
	(v)	Others(please specify)	Nil

**BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL  
COMPANY AS ON 31<sup>ST</sup> MARCH, 2019**

	2	Unquoted:			
		(i)	Shares: (a) Equity		Nil
			(b) Preference		Nil
			Debentures and Bonds		Nil
			Units of mutual funds		Nil
			Government Securities		Nil
			Others		Nil
	<b>Long term Investments</b>				
	1	Quoted:			
		(i)	Shares: (a) Equity		248,854,312
			(b) Preference		Nil
			Debentures and Bonds		Nil
			Units of mutual funds		Nil
			Government Securities		Nil
			Others(please specify)		Nil
	2	Unquoted:			
		(i)	Shares: (a) Equity		114,562,780
			(b) Preference		20,550,458
			Debentures and Bonds		Nil
			Units of mutual funds		Nil
			Government Securities		Nil
			Others		31,380,364
			<b>Total</b>		<b>433,612,900</b>

(5)	Borrower group - wise classification of assets financed as in (2) and (3) above			
	Please see Note 2 below			
	<b>Category</b>		<b>Amount net of Provisions</b>	
		<b>Secured</b>	<b>Unsecured</b>	<b>Total</b>
	1. Related Parties			
	(a) Subsidiaries	Nil	—	—
	(b) Companies in the same group	Nil	Nil	Nil
	(c) Other related parties	Nil	9,268,764	9,268,764
	2. Other than related parties	Nil	258,985,420	258,985,420
	<b>Total</b>	<b>Nil</b>	<b>268,254,184</b>	<b>268,254,184</b>

**BALANCE SHEET OF A NON DEPOSIT TAKING NON-BANKING FINANCIAL  
COMPANY AS ON 31<sup>ST</sup> MARCH, 2019**

(6)	<b>Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):</b>		
	Please see Note 3 below	<b>Market Value / Break up or fair value or NAV</b>	<b>Book Value (Net of Provisions)</b>
	<b>Category</b>		
	1. Related Parties		
	(a) Subsidiaries	31,380,364	31,380,364
	(b) Companies in the same group	Nil	Nil
	(c) Other related parties	Nil	Nil
	2. Other than related parties	4,90,622,326	4,02,232,540
	<b>Total</b>	<b>5,22,002,690</b>	<b>4,33,612,904</b>
(7)	Other Information		
	<b>Particulars</b>	<b>Amount</b>	
	(i) Gross Non-Performing Assets		
	(a) Related parties	Nil	
	(b) Other than related parties	Nil	
	(ii) Net Non-Performing Assets		
	(a) Related parties	Nil	
	(b) Other than related parties	Nil	
	(iii) Assets acquired in satisfaction of debt	Nil	

**Notes :**

- As defined in paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions 1998
- Provisioning norms shall be applicable as prescribed in Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up/fair value/NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in (4) above

# AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

## INDEPENDENT AUDITOR'S REPORT

### TO THE MEMBERS OF LADDERUP FINANCE LIMITED

#### Report on the Consolidated Financial Statements

##### Opinion

We have audited the accompanying Consolidated Financial Statements of **LADDERUP FINANCE LIMITED** (hereinafter referred to as "the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") which includes the Group's share of profit in its associates, which comprise the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries and associates referred to below in the Other Matter section below, 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 Accounting Standards prescribed under section 133 of the Act read with the Companies Rules, 2015, 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 their consolidated profit, their consolidated total comprehensive income and their consolidated cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibility for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) 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 ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated Financial Statements.

##### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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 matters	How our audit addressed the key audit matter
<b>Investment in Subsidiary</b> The Parent have acquired equity Shares and optionally convertible preference shares of Godland Enterprises Private Limited.	Our procedures in relation to verification of investment made in subsidiary include:

## AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

Key audit matters	How our audit addressed the key audit matter
<p>Godland Enterprises Pvt. Ltd. holds 100% Equity Shares of M/s. Waterproof Corporation Private Limited.</p> <p>Whether the proper compliance was made with regards to Accounting Standard &amp; Valuation of investment.</p>	<ul style="list-style-type: none"> <li>Evaluating the independent professional valuer's competence, capabilities and objectivity;</li> <li>Assessing the valuation methodology used by the independent professional valuer to estimate the fair value of the investment.</li> <li>Recording of investment made in the books and compliance with accounting standard.</li> </ul>

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

The Parent's Board of Directors is responsible for the other information. The other information comprises the Directors' Report, Report on Corporate governance and Business Responsibility report, but does not include the financial statements and our auditor's report thereon.

The Directors' Report, Report on Corporate governance and Business Responsibility report is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we will 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 identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Directors' Report, Report on Corporate governance and Business Responsibility report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and describe actions applicable in the applicable laws and regulations

### Management Responsibilities for the Consolidated Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Consolidated Financial Statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its associate in accordance with Accounting standards and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group and of its associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and its associates 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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 Parent, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its associate are responsible for assessing the ability of the Group and of 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 the Management either intends to liquidate or

## AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

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 of its associate is also responsible for overseeing the financial reporting process of the Group and of its associate.

### **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 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 Consolidated Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism 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 financial 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 Parent 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 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 auditor's 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 auditor's report. However, future events or conditions may cause the Group and its associate 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 associate to express an opinion on the Consolidated Financial Statements.

We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities or business activities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities or business activities 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 Parent and such other entities included in the Consolidated Financial Statements of which we are the independent auditors 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 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.

### **Other Matters**

We did not audit the financial statements/financial information of a subsidiary and one Step down subsidiary, whose audited financial statements reflect total assets of ₹ 3619.90 Lakh as at 31st March, 2019, total revenues of ₹ 742.29 Lakh and net cash inflow/(outflows) amounting to ₹ (60.89) Lakh for the year ended on that date, as considered in the Consolidated Financial Statements. These financial statements have been audited by other auditors whose reports 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 subsidiary, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditors. Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

The Consolidated Financial Statements also includes the Group's share of net profit/(loss) after tax of ₹ 2.82 Lakh for the year ended 31st March, 2019, as considered in the Consolidated Financial Statements, in respect of an associate, whose Financial Statements have not been audited by us. These financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated financial statements, and matters identified and disclosed under key audit matters section above and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid associate, are based solely on such unaudited financial information.

In our opinion and according to the information and explanations given to us by the management, these financial information are not material to the Group. Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

### **Report on other legal and regulatory requirements**

As required by Section 143(3) of the Act, based on our audit and on the consideration of the reports of other auditors on separate financial statements of subsidiary companies and associate company incorporated in India, referred in the Other Matters paragraph above, 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 to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors of the Parent as on 31st March, 2019 taken on record by the Board of Directors of the Parent and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of any such company 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 Parent, and its subsidiary companies and associate company covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Parent to its directors during the year is in accordance with the provisions of section 197 of the Act.
- (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, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial statement of the Group and its associate.
  - ii. The Group and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts.;
  - iii. There has been delay in transferring amounts of ₹ 2,01,471 required to be transferred to the Investor Education and Protection Fund by the Parent company during the year ended 31st March 2019. The amount has been transferred on 22nd May, 2019.

**For SHAH GUPTA & Co.**

Chartered Accountants

Firm Registration No.: 109574W

**Naresh Bhuta**

Partner

Membership No.:135823

Place: Mumbai

Date: 23rd May, 2019

# AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

## Annexure to the Independent Auditor's Report

### Annexure A to the Independent Auditors' Report of Even Date

(Referred to in paragraph (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 the Company as of and for the year ended 31st March, 2019, we have audited the internal financial controls over financial reporting of **LADDERUP FINANCE LIMITED** ("the Company" or "the Parent") and its subsidiary companies and its associate company, which are incorporated in India, as of that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Parent, its subsidiary companies and its associate company, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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 internal financial controls over financial reporting of the Company, its subsidiary companies and its associate company, 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") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial 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

## AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

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 and the audit evidence obtained by the other auditors of the subsidiary companies, which are companies incorporated in India, in terms of their 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 over financial reporting of the Parent, its subsidiary companies which are companies incorporated in India.

### 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, to the best of our information and according to the explanations given to us and based on the consideration of other auditors referred to in the Other Matters paragraph below, the Parent, its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the criteria for internal control over financial reporting established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## AUDITOR'S REPORT ON CONSOLIDATED FINANCIAL STATEMENTS

### Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to a subsidiary company which is company incorporated in India, is based on the report of the auditors of such company incorporated in India. We do not comment on the adequacy and operating effectiveness of the Internal Financial Controls over Financial Reporting of associate company incorporated in India, whose financial statements are unaudited and have been furnished to us by the Management.

### For SHAH GUPTA & Co.

Chartered Accountants

Firm Registration No.: 109574W

### Naresh Bhuta

Partner

Membership No.:135823

Place: Mumbai

Date: 23rd May, 2019

# CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2019

(Amount in ₹)

Particulars	Note Nos	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>EQUITY AND LIABILITIES</b>			
<b>Shareholders' Funds</b>			
Share Capital	2	128,526,000	128,526,000
Reserves and Surplus	3	488,424,159	443,319,004
		<b>616,950,159</b>	<b>571,845,004</b>
<b>Minority Interest</b>		<b>93,299,640</b>	<b>9,783,373</b>
<b>Non-Current Liabilities</b>			
Long-term Borrowings	4	150,384,170	31,472,118
Long-term Provisions	5	3,167,141	1,837,281
		<b>153,551,311</b>	<b>33,309,399</b>
<b>Current Liabilities</b>			
Short-term Borrowings	6	148,762,676	69,658,397
Trade Payables	7		
— Total Outstanding Dues of Micro Enterprises and Small Enterprises		—	—
— Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises		8,922,836	1,428,898
Other Current Liabilities	8	45,146,249	21,368,213
Short-term Provisions	9	4,931,846	4,308,181
		<b>207,763,607</b>	<b>96,763,689</b>
<b>Total</b>		<b>1,071,564,716</b>	<b>711,701,465</b>
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property Plant and Equipments			
- Tangible Assets	10	4,491,848	4,322,624
- Intangible Assets	10	21,765,576	79,341
- Goodwill on Consolidation		273,418,034	—
		<b>299,675,458</b>	<b>4,401,965</b>
Non-current Investments	11	361,772,255	383,025,059
Deferred Tax Assets (Net)	12	1,930,887	573,293
Long-term Loans and Advances	13	110,523,140	99,423,578
Other non-current assets	14	426,942	—
		<b>774,328,682</b>	<b>487,423,895</b>
<b>Current Assets</b>			
Inventories	15	19,033,887	—
Current Investments	16	36,849,391	19,536,963
Trade Receivables	17	17,199,397	10,268,438
Cash and Bank Balances	18	41,299,842	47,387,851
Short-term Loans and Advances	19	182,423,381	147,084,319
Other current assets	20	430,137	—
		<b>297,236,035</b>	<b>224,277,570</b>
<b>Total</b>		<b>1,071,564,716</b>	<b>711,701,465</b>
Significant Accounting Policies	1		
Accompanying Notes to Accounts	30		

In terms of our Report of even date

For Shah Gupta & Co.

Chartered Accountants

Firm Registration No. : 109574W

Sd/-

**Naresh Bhuta**

Partner

Membership Number: 135823

Place : Mumbai

Date : 23rd May, 2019

For and on behalf of the Board of Directors

Sd/-

**(Sunil Goyal)**

Managing Director

DIN:00503570

Sd/-

**Suresh Kumawat**

Chief Financial Officer

Place : Mumbai

Date : 23rd May, 2019

Sd/-

**(Mangala R. Prabhu)**

Director

DIN:06450659

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS**  
**FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

(Amount in ₹)

Particulars	Note Nos	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
<b>REVENUE</b>			
Revenue from Operations	21	166,281,834	157,336,793
Other Income	22	1,458,854	834,907
<b>Total Revenue</b>		<b>167,740,688</b>	<b>158,171,700</b>
<b>EXPENSES</b>			
Finance Costs	23	23,241,143	13,587,751
Cost of Materials Consumed	24	35,884,192	—
Purchase of Stock-in-Trade		1,857,425	—
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	25	(1,457,051)	—
Employee Benefits Expense	26	44,070,135	36,152,027
Depreciation and Amortization Expenses	10	1,725,388	543,698
Other Expenses	27	32,680,540	25,891,030
<b>Total Expenses</b>		<b>138,001,772</b>	<b>76,174,506</b>
<b>Profit Before Prior Period items and Tax</b>		<b>29,738,916</b>	<b>81,997,194</b>
Prior Period Items	28	—	3,622,634
<b>Profit Before tax</b>		<b>29,738,916</b>	<b>78,374,560</b>
<b>Less : Tax Expenses</b>			
Current Tax		6,964,463	16,386,984
Minimum Alternate Tax Credit Entitlement		(973,995)	(11,464,600)
Minimum Alternate Tax of earlier years		—	3,685,865
Deferred Tax	12	549,253	(101,373)
Taxation of Earlier Years		(1,475,857)	(3,861,446)
<b>Profit for the Year before Minority Interest and profit of Associates</b>		<b>24,675,052</b>	<b>73,729,130</b>
Less : Share of Profit of Minority Interest		(7,199,219)	(4,492,026)
Add : Share of Profit of Associates		281,632	944,937
<b>Profit for the Year</b>		<b>17,757,466</b>	<b>70,182,041</b>
<b>Earnings Per Equity Share:</b>	29		
(Nominal Value of ₹ 10 each)			
— Basic		1.38	5.46
— Diluted		1.38	5.46
<b>Significant Accounting Policies</b>	1		
<b>Accompanying Notes to Accounts</b>	30		

In terms of our Report of even date

**For Shah Gupta & Co.**  
Chartered Accountants  
Firm Registration No. : 109574W

Sd/-  
**Naresh Bhuta**  
Partner

**Membership Number: 135823**  
Place : Mumbai  
Date : 23rd May, 2019

For and on behalf of the Board of Directors

Sd/-  
**(Sunil Goyal)**  
Managing Director  
DIN:00503570

Sd/-  
**Suresh Kumawat**  
Chief Financial Officer  
Place : Mumbai  
Date : 23rd May, 2019

Sd/-  
**(Mangala R. Prabhu)**  
Director  
DIN:06450659

**CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
<b>A. Cash Flow from Operating Activities</b>		
Profit before Tax	<b>29,738,916</b>	<b>81,997,193</b>
<b>Adjustments for:</b>		
Depreciation on Fixed Assets	1,725,388	543,698
Contingent Provision against Standard Assets	(92,498)	(4,057)
Interest Expense	22,324,759	13,565,083
Minority Interest	76,317,048	—
Interest Income	(295,751)	(102,465)
Speculation Gain on Shares	—	(296,140)
Dividend	(321,637)	(342,230)
Gain from sale of investments (Net)	(112,589)	(85,369,733)
<b>Operating Profit before Working Capital Changes</b>	<b>129,283,637</b>	<b>9,991,349</b>
<b>Adjustments for :</b>		
(Increase) / Decrease in Trade Receivables	(6,930,959)	(1,529,114)
(Increase) / Decrease in Trade Inventories	(19,033,887)	—
(Increase) / Decrease in Short Term Loans and Advances	(33,591,478)	22,620,321
(Increase) / Decrease in Long Term Loans and Advances	(10,072,052)	1,349,012
(Increase) / Decrease in Other Non Current Assets	(426,942)	—
(Increase) / Decrease in Other Current Assets	(430,137)	—
(Increase) / Decrease in Non- Current Investments	—	32,074,652
Increase / (Decrease) in Trade Payables	7,493,938	(1,207,408)
Increase / (Decrease) in Other Current Liabilities	8,880,413	12,141,611
Increase / (Decrease) in Short Term Provisions	1,573,762	(1,752,235)
Increase / (Decrease) in Long Term Provisions	1,329,860	603,372
<b>Cash Generated from Operations</b>	<b>78,076,155</b>	<b>74,291,560</b>
Prior Period items	—	(3,622,634)
Income Tax paid	(10,054,150)	(14,972,011)
<b>Net Cash Inflow from/(Outflow) from operating Activities (A)</b>	<b>68,022,004</b>	<b>55,696,915</b>
<b>B. Cash Flow from Investing Activities</b>		
Gain from Sale of Investments (Net)	112,589	8,703,176
Purchase of investments	—	(16,698,055)
Sale of Investments	4,222,008	—
Purchase of Fixed Assets	(23,602,792)	(2,444,061)

**CONSOLIDATED CASH FLOW STATEMENT  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

Particulars		Year Ended 31 <sup>st</sup> March, 2019	Year Ended 31 <sup>st</sup> March, 2018
	Purchase of Goodwill	(246,048,401)	—
	Interest Received	295,751	102,465
	Dividend Received	321,637	342,230
	<b>Net Cash Outflow from Investing Activities</b>	<b>(264,699,207)</b>	<b>(9,994,245)</b>
<b>C.</b>	<b>Cash Flow from Financing Activities</b>		
	Proceeds from Long Term Borrowings	133,809,675	(11,886,217)
	Proceeds from Short Term Borrowings	79,104,279	22,948,358
	Interest paid	(22,324,759)	(13,565,083)
	Unclaimed Dividend Paid	(500)	13,150
	<b>Net Cash Inflow from Financing Activities</b>	<b>190,588,695</b>	<b>(2,489,792)</b>
	<b>Net Increase in Cash and Cash Equivalents</b>	<b>(6,088,509)</b>	<b>43,212,878</b>
	<b>Add : Opening Cash and Cash Equivalents</b>	<b>46,944,231</b>	<b>2,529,311</b>
	Less - Adjustment on account of Subsidiary cease to be exist	—	(1,202,042)
	<b>Closing Cash and Cash Equivalents</b>	<b>40,855,722</b>	<b>46,944,231</b>

Notes :

- Cash and Cash Equivalents at the end of the year consists of Cash in Hand and Balances with Banks are as follows:

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Cash in Hand	176,110	84,241
Bank Balances		
— In Current account	26,476,407	46,859,990
Other Bank Balances		
— In Fixed Deposit (Maturity less than 12 months)	14,203,205	—
	<b>40,855,722</b>	<b>46,944,231</b>

In terms of our Report of even date

**For Shah Gupta & Co.**  
Chartered Accountants  
Firm Registration No. : 109574W

Sd/-  
**Naresh Bhuta**  
Partner

Membership Number: 135823  
Place : Mumbai  
Date : 23rd May, 2019

For and on behalf of the Board of Directors

Sd/-  
**(Sunil Goyal)**  
Managing Director  
DIN:00503570

Sd/-  
**Suresh Kumawat**  
Chief Financial Officer  
Place : Mumbai  
Date : 23rd May, 2019

Sd/-  
**(Mangala R. Prabhu)**  
Director  
DIN:06450659



## **ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

### **Note 1: Significant Accounting Policies**

#### **(A) Basis of preparation of financial statements :**

- a. The Financial Statements have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis and in compliance with all the mandatory accounting standards as prescribed under Section 133 of the Companies Act 2013 ('Act') read with Rule 7 of the Companies (Accounts) rules, 2014.
- b. Financial Statements are based on historical cost convention and are prepared on accrual basis

#### **(B) Principles of Consolidation:**

The consolidated financial results comprise of the financial statements of Ladderup Finance Limited (LFL) and its subsidiary Ladderup Wealth Management Private Limited (LWMPL), Godland Enterprises Private Limited and its stepdown subsidiary Waterproof Corporation Private Limited and an Associate Annapurna Pet Private Limited, which are consolidated in accordance with the Accounting Standard 21 on "Consolidated Financial Statements" and Accounting Standard 23 on "Accounting for Investments in Associates in Consolidated Financial Statements" respectively.

The Consolidated Financial Statements relate to Ladderup Finance Limited ('The Company') and its Subsidiaries and Associates have been prepared on the following basis:

- i) The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the balances of like items of assets, liabilities, income and expenditure after fully eliminating the intra-group balances and intra-group transactions resulting in unrealized profit or loss.
- ii) The financial statements of the Company and its associates has been accounted under the equity method as per Accounting standard 23 on accounting for Investments in Associates in Consolidated Financial Statements
- iii) The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner as the Company's separate financial statements.
- iv) The excess of cost to the Company of its investments in the subsidiaries over its portion of equity of subsidiaries at the dates they become subsidiaries is recognized in the financial statements as goodwill.
- v) The excess of Company's portion of equity of the subsidiaries over the cost to the Company of its investments at the dates they become subsidiaries is recognized in the financial statements as capital reserve.

#### **(C) Other Significant Accounting Policies:**

##### **i) Use of Estimates:**

The preparation of financial statements in conformity with Generally Accepted Accounting Principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities on the financial statements and the reported amounts of revenues and expenses during the reporting period.

Difference between actual results and estimates are recognized in the periods in which the results are known/ materialize.

##### **ii) Revenue Recognition:**

- a) Profit or Loss from dealing in shares and securities are recognized on settlement dates.

## **ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

- b) Interest is recognised on a time proportion basis taking in to account the amount outstanding and the rate applicable.
- c) Fees for Corporate Advisory Services related consultancy are accounted for on the substantial completion of assignment.
- d) Brokerage/Commission from each Fund House is recognized by the Company on the basis of the statements generated by the main registrar on periodic basis.
- e) Dividend on shares is being considered when the right to receive payment is established.
- f) In respect of other heads of income, the Company follows the practice of accounting on accrual basis.

### **iii) Fixed Assets**

Fixed Assets are stated at actual cost less accumulated depreciation. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

### **iv) Depreciation and Amortisation :**

- a) Depreciation on Fixed Assets is provided on 'Straight Line Method' considering their useful lives and residual value as provided in Schedule II of Companies Act, 2013.
- b) Depreciation on revalued assets to the extent of revaluation is charged from Revaluation Reserve.

### **v) Impairment of Fixed Assets:**

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

### **vi) Investments:**

Investments that are intended to be held for more than a year, from the date of acquisition, are classified as long term investment and are carried at cost less any provision for permanent diminution in value. Investments other than long term investments being current investments are valued at cost or fair value whichever is lower.

### **vii) Borrowing Costs:-**

Borrowing costs are recognised as an expense in the period in which they are incurred except the borrowing cost attributable to be acquisitions\ constructions of a qualifying assets which are capitalised as a part of the cost of the fixed assets, upto the date, the assets are ready for its intended use.

### **viii) Miscellaneous Expenditure:**

- a) Preliminary expenses are amortized in the year in which they are incurred.
- b) Expenses on preferential issue of shares/warrants are written off against the securities premium received.

### **ix) Employee Benefits:**

- a) Retirement benefits in the form of Gratuity are considered as defined benefit obligations and are provided on the basis of the actuarial valuation, using the projected unit credit method as at the date of the Balance Sheet.

### **x) Provisions and Contingent Liabilities:**

- a) Provisions are recognized in terms of Accounting Standard 29- "Provisions, Contingent Liabilities and Contingent Assets, when there is a present legal or statutory obligation

## **ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

as a result of past events where it is probable that there will be outflow of resources to settle the obligation and when a reliable estimate of the amount of the obligation can be made.

- b) Contingent Liabilities are recognized only when there is a possible obligation arising from past events due to occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company or where reliable estimate of the obligation cannot be made. Obligations are assessed on an ongoing basis and only those having a largely probable outflow of resources are provided for.
- c) Contingent Liabilities are disclosed by way of notes.

### **xi) Foreign Currency Transactions:**

- a) The transactions in foreign currencies on revenue accounts are stated at the rate of exchange prevailing on the date of transactions.
- b) The difference on account of fluctuation in the rate of exchange, prevailing on the date of transaction and the date of realization is charged to the Statement of Profit & Loss.
- c) Differences on translation of Current Assets and Current Liabilities remaining unsettled at the year-end are recognized in the statement of Profit and Loss.

### **xii) Accounting for Taxation of Income :**

#### **Current Taxes:**

Provision for current income-tax is recognized in accordance with the provisions of Indian Income- tax Act, 1961 and is made annually based on the tax liability after taking credit for tax allowances and exemptions.

#### **Deferred Taxes:**

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to timing differences that result between the profits offered for income taxes and the profits as per the financial statements. Deferred tax assets and liabilities are measured using the tax rates and the tax laws that have been enacted or substantially enacted at the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in the future. Deferred tax assets are reviewed as at each Balance Sheet date.

#### **Minimum Alternative Tax**

Minimum Alternative Tax (MAT) credit is recognised as an assets in accordance with the recommendation contained in the Guidance note issued by the Institute of Chartered Accountants of India. The said assets is created by way of credit to the Statement of Profit and Loss and shown as MAT credit entitlement. The Company review the same at each Balance Sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

### **xiii) Earnings Per Share:**

The Company reports basic and diluted Earnings Per Share (EPS) in accordance with the Accounting Standard 20 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year.

Diluted EPS is computed by dividing the net profit or loss for the year by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

# ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Note 2 : Share Capital

### a. Details of Authorised, Issued, Subscribed and Paid-up Capital

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Authorised Capital</b>		
150,00,000 (P.Y. 150,00,000) Equity Shares of ₹ 10/- each	150,000,000	150,000,000
<b>Issued, Subscribed and Paid-up Capital</b>		
12,852,600 (P.Y. 12,852,600) Equity Shares of ₹ 10/- each, fully paid up	128,526,000	128,526,000
	<b>128,526,000</b>	<b>128,526,000</b>

### b. Terms & Conditions

The Company has only one class of Equity Shares having a par value of ₹ 10 per Share. Each holder of Equity Share is entitled to one vote per share. In the event of liquidation of the Company, the holder 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.

### c. Shareholders having more than 5% Shareholding

Name of the Shareholders	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	No. of Equity Shares held	% of Holding	No. of Equity Shares held	% of Holding
Quiet Enterprises LLP	3,844,447	29.91%	3,840,199	29.88%
Sonu Portfolio Services Private Limited.	1,643,350	12.79%	1,640,850	12.77%
Indianivesh Capitals Limited	840,000	6.54%	840,000	6.54%
Nabhshika Financial Advisory Private Limited	685,002	5.33%	689,702	5.37%

### d. Reconciliation of Number of Equity Shares

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	Number of Shares	Amount	Number of Shares	Amount
Shares outstanding at the beginning of the Year	12,852,600	128,526,000	12,852,600	128,526,000
Add : Shares issued during the Year	—	—	—	—
Less : Shares bought back during the Year	—	—	—	—
<b>Shares outstanding at the end of the Year</b>	<b>12,852,600</b>	<b>128,526,000</b>	<b>12,852,600</b>	<b>128,526,000</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**Note 3 : Reserves and Surplus**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>a. Capital Reserves</b>		
Opening Balance	300,000	300,000
<b>Closing Balance</b>	<b>300,000</b>	<b>300,000</b>
<b>b. Capital Reserve on consolidation</b>	<b>27,369,634</b>	—
	<b>27,369,634</b>	—
<b>c. Securities Premium account</b>		
Opening Balance	138,500,000	138,500,000
Add : Addition during the Year	—	—
<b>Closing Balance</b>	<b>138,500,000</b>	<b>138,500,000</b>
<b>d. Revaluation Reserve</b>		
Opening Balance	863,119	885,064
Less : Written back in current Year	21,945	21,945
<b>Closing Balance</b>	<b>841,174</b>	<b>863,119</b>
<b>e. General Reserve</b>		
Opening Balance	250,000	250,000
<b>Closing Balance</b>	<b>250,000</b>	<b>250,000</b>
<b>f. Special Reserve under section 45IC of RBI Act</b>		
Opening Balance	66,496,501	53,800,871
Add : Transfer during the Year	2,029,103	12,695,630
<b>Closing Balance</b>	<b>68,525,604</b>	<b>66,496,501</b>
<b>g. Surplus in the Statement of Profit and Loss :</b>		
Opening Balance	236,909,384	179,422,972
Add : Net profit for the Year	17,757,466	70,182,042
Less : Transfer to Reserves	2,029,103	12,695,630
<b>Closing Balance</b>	<b>252,637,747</b>	<b>236,909,384</b>
<b>Total</b>	<b>488,424,159</b>	<b>443,319,004</b>

**Note 4 : Long-term Borrowings**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Secured</b>		
Term Loan	178,289,768	44,480,093
Less: Current maturities of Long Term Debt (Refer Note 8)	27,905,598	13,007,975
<b>Total</b>	<b>150,384,170</b>	<b>31,472,118</b>

## ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

### Other disclosures pursuant to Long-term Borrowings:

#### Secured Corporate Term Loan

- a. Term Loan from STCI Finance Limited amounting to ₹ 2,62,48,424/- (P.Y. ₹ 3,57,50,000 ) is secured by exclusive charge by way of registered mortgage of three plots of land in the name of Ladderup Enterprises Private Limited, a company owned/ controlled by key management and/or their relatives. It carries interest rate of 12.25% per annum upto 14th December, 2018 and from 15th December, 2018 the rate was 12.50% per annum. The Loan is repayable in 48 equal monthly installments of ₹ 8,12,500/- each commencing from the end of 13th month of the date of first disbursement.
- b. Term Loan from STCI Finance Limited amounting to ₹ 48,89,173/- (P. Y. ₹ 76,08,332 ) is secured by exclusive charge by way of registered mortgage of premises of the company. It carries interest rate of 12.25% per annum upto 14th December, 2018 and from 15th December, 2018 the rate was 12.50% per annum. The Loan is repayable in 36 equal monthly installments of ₹ 2,30,556/- each commencing from the end of 13th month of the date of first disbursement.
- c. Secured Loan taken from ICICI Bank amounting to ₹ 6,30,453/- (P.Y. ₹ 11,21,761) carrying interest rate of 9.10% p.a. The loan is repayable in May, 2020. The loan is secured against respective vehicle.
- d. Term Loan from Aditya Birla Finance Limited amounting to ₹ 1,46,521,718/- (P.Y. Nil ) is secured by hypothecation of brand WACO and pledge of 100% shares of Godland Enterprises Private Limited & Waterproof Corporation Private Limited, and Land & Builindg known as Waco House at Kurla (West), It carries interest rate of 12.00% per annum. The Loan is repayable in 84 equal monthly installments of ₹ 26,47,910/.

#### Note 5 : Long-term Provisions

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Provision for Employee Benefits:</b>		
Gratuity (Refer Note 30F)	3,167,141	1,837,281
<b>Total</b>	<b>3,167,141</b>	<b>1,837,281</b>

#### Note 6 : Short-term Borrowings

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Secured</b>		
Loans from Others - Inter Corporate Deposit	46,061,064	69,658,397
<b>Unsecured</b>		
Loan from Others - Inter Corporate Deposit	102,701,612	—
<b>Total</b>	<b>148,762,676</b>	<b>69,658,397</b>

#### Secured Loan from Others includes:

- i) Secured Loan taken from Indianivesh Capital Limited amounting to ₹ 4,60,61,064/- (P.Y. ₹ 6,96,58,397/-) carrying interest rate of 11.5% p.a. The loan is repayable in March, 2020. The loan is secured against pledge of some of the shares held by the Company as non- current investment.

# ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Unsecured Loan

- i) Unsecured Loan taken from various parties. These loans are taken at various rate of interest ranging between 8% and 18% and repayable before March, 2020.

## Note 7 : Trade Payables

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Trade Payables *</b>		
Total Outstanding Dues of Micro Enterprises and Small Enterprises	—	—
Total Outstanding Dues of Creditors Other Than Micro Enterprises and Small Enterprises	8,922,836	1,428,898
<b>Total</b>	<b>8,922,836</b>	<b>1,428,898</b>

\* There are no amounts due to the suppliers covered under Micro, Small and Medium Enterprises Development Act, 2006 as at 31st March, 2019 and 31st March, 2018

## Note 8 : Other Current Liabilities

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Current Maturities of Long- term Debt	27,905,598	13,007,975
Interest Accrued but not due	1,381,782	1,684,349
Duties & Taxes Payable	5,436,117	3,056,395
Unclaimed Dividend	444,120	443,620
Advance from customer	650,205	—
Other payables	6,860,208	105,960
Employee Benefit Payable	2,468,220	3,069,914
<b>Total</b>	<b>45,146,249</b>	<b>21,368,213</b>

## Note 9 : Short-term Provisions

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Provision for Employee Benefits:</b>		
Bonus	207,364	266,958
Gratuity (Refer Note 30F)	1,692,977	59,621
<b>Others:</b>		
Contingent Provision against Standard Assets	399,584	492,082
Income Tax Provisions (Net of Advance tax and TDS)	2,631,921	3,489,520
<b>Total</b>	<b>4,931,846</b>	<b>4,308,181</b>

# **ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**Note 10 : Property plant and equipments**

Particulars	Gross Block			Accumulated Depreciation		Net Block	
	As at 01.04.2018	Additions during the year	Deletions during the year	As at 31.03.2019	Up to 31.03.2018 the year	Upto 31.03.2019	As at 31.03.2019 As at 31.03.2018
<b>Tangible Assets</b>							
Premises*	2,078,750	—	—	2,078,750	32,434	835,536	1,243,214 1,275,648
Land		34,200	—	34,200	—	—	34,200 —
Building		13	—	13	1	1	12 —
Plant & Machinery		11,786	—	11,786	6,603	6,603	5,183 —
Furniture & Fixtures	116,826	15,141	—	131,967	12,893	46,097	85,870 83,622
Vehicles	3,079,893	24,613	—	3,104,506	380,411	837,296	2,267,210 2,623,008
Office Equipments	126,090	276,171	—	402,261	102,511	121,375	280,886 23,579
Computers	1,712,766	450,466	—	2,163,232	191,958	1,587,958	575,273 316,766
Air Conditioners	52,553	—	—	52,553	—	52,553	— —
<b>Total</b>	<b>7,166,878</b>	<b>812,389</b>	—	<b>7,979,267</b>	<b>643,165</b>	<b>3,487,419</b>	<b>4,491,848 4,322,624</b>
<b>Previous Year</b>	4,722,817	2,444,061	—	7,166,878	529,527	2,844,254	4,322,624 2,430,035
<b>Intangible Assets</b>							
Computer Software	442,344	—	—	442,344	79,341	442,344	— 79,341
Goodwill	—	22,790,403	—	22,790,403	1,024,827	1,024,827	21,765,576 —
<b>Total</b>	<b>442,344</b>	<b>22,790,403</b>	—	<b>23,232,747</b>	<b>1,104,168</b>	<b>1,467,171</b>	<b>21,765,576 79,341</b>
<b>Previous Year</b>	442,344	—	—	442,344	14,171	363,003	79,341 93,512

\*Gross block of Premises includes ₹ 8,63,119/- on account of Revaluation of Premises. Consequent to the paid Revaluation Reserve there is an additional charge of Depreciation of ₹ 21,945/- included in depreciation charged for the year.



**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**Note 11 : Non-current Investments**

(Valued at cost, unless stated otherwise)

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>I. Trade Investments</b>					
<b>Investment in Associates</b>					
<b>Equity Instruments -Unquoted</b>					
Annapurna Pet Private Limited {Including Goodwill of ₹ 41,98,627 (PY ₹ 23,924,499)}	3,095,650	1,820,650	Fully Paid	89,688,250	68,332,000
Add/(less) - Share of post acquisition profit/(loss) (refer Note 3A)	—	—		(2,379,987)	(2,661,619)
	<b>3,095,650</b>	<b>1,820,650</b>	<b>(A)</b>	<b>87,308,263</b>	<b>65,670,381</b>
<b>II. Non Trade Investments</b>					
<b>Investment in Equity Instruments- Quoted, Others</b>					
Ahluwalia Contracts (India) Limited	30,000	50,000	Fully Paid	2,004,590	3,340,982
Aarvi Encon Limited	48,000	34,000	Fully Paid	3,300,031	2,684,596
Arihant Superstructure Limited	33,000	1,38,000	Fully Paid	5,286,092	24,230,459
Balkrishna Industries Limited	—	1,000	Fully Paid	—	1,247,964
Bhansali Engineering Polymers Limited	—	9,000	Fully Paid	—	376,360
Brigade Enterprises Limited	6,000	6,000	Fully Paid	1,694,547	1,694,547
Capital First Limited	—	10,000	Fully Paid	—	7,885,086
Capman Financials Limited	50,000	50,000	Fully Paid	500,000	500,000
Castrol India Limited	—	1,000	Fully Paid	—	207,867
Federal Bank Limited	—	30,000	Fully Paid	—	2,688,859
Future Consumer Limited	—	200,000	Fully Paid	—	4,559,136
Gujarat Narmada Valley Fertilisers & Chemicals Limited	22,550	22,000	Fully Paid	9,811,712	9,428,730
Hind Rectifies Limited	4,000	4,000	Fully Paid	541,307	541,307
Hester Biosciences Limited	68,723	69,578	Fully Paid	8,164,446	7,974,837
IDFC First Bank Limited	119,500	50,000	Fully Paid	7,072,448	3,129,905
ION Exchange (India) Limited	5,000	5,000	Fully Paid	2,368,595	2,368,595
IndiaNivesh Limited	1,750,000	1,750,000	Fully Paid	73,250,000	73,250,000
Jaypee Infratech Limited	100,000	100,000	Fully Paid	956,610	956,610
Jindal Poly Films Limited	4,000	4,000	Fully Paid	1,653,990	1,653,990
Kisan Mouldings Limited	1,312,944	1,400,002	Fully Paid	106,298,134	113,346,494
Lawreshwar Polymers Limited	15,007	15,007	Fully Paid	850,943	850,943
LIC Housing Finance Limited	—	4,500	Fully Paid	—	1,105,390
Mahindra & Mahindra Limited	5,000	5,000	Fully Paid	3,316,084	3,316,084
Nesco Limited	—	351	Fully Paid	—	172,636
Nikhil Adhesives Limited	12,519	12,519	Fully Paid	2,858,812	2,858,812
Ram Ratan Wires Limited	10,000	10,000	Fully Paid	1,672,474	1,672,474
Pidilite Industries Limited	5,000	5,000	Fully Paid	1,775,484	1,775,484

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
South India Paper Mills Limited	38,298	38,500	Fully Paid	3,824,879	3,845,053
SML Isuzu Limited.	5,000	5,000	Fully Paid	6,493,898	6,493,898
Titagarh Wagons Limited	14,000	14,000	Fully Paid	1,944,805	1,944,805
Tourism Finance Corporation of India Limited	18,631	40,000	Fully Paid	2,714,767	5,828,495
Medicamen Biotech Ltd	495	—	Fully Paid	298,546	—
Shivalik Rasayan Ltd	600	—	Fully Paid	201,118	—
	<b>3,678,267</b>	<b>4,083,457</b>	<b>(B)</b>	<b>248,854,312</b>	<b>291,930,399</b>

(Amount in ₹)

Name of the Body Corporate	No. of Shares / Units		Partly Paid / Fully paid	Amount	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018		As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Investment in Equity Instruments- Unquoted, Others</b>					
Algorhythm Tech Private Limited	17	17	Fully Paid	6,375	6,375
JRI Technologies Private Limited	58,060	58,060	Fully Paid	7,000,000	7,000,000
Jumboking Foods Private Limited	98,901	98,901	Fully Paid	8,855,155	8,855,155
Lotus Spaces Private Limited	90,000	90,000	Fully Paid	1,800,000	1,800,000
Ladderup Corporate Advisory Private Limited	43,500	43,500	Fully Paid	4,350,000	4,350,000
Tops Security Limited	40,900	40,900	Fully Paid	2,863,000	2,863,000
Chennai Superking Private Limited	8,000	—	Fully Paid	—	—
Ladderup Enterprises Private Limited	9,500	—	Fully Paid	95,000	—
Sonu Portfolio Service Private Limited	9,040	—	Fully Paid	90,400	—
	<b>357,918</b>	<b>331,378</b>	<b>(C)</b>	<b>25,059,930</b>	<b>24,874,530</b>
<b>Total Investment in Equity Instruments</b>	<b>4,036,185</b>	<b>4,033,958</b>	<b>(D)=(B)+(C)</b>	<b>273,914,242</b>	<b>316,804,929</b>
<b>Investments in Preference Shares</b>					
Algorhythm Tech Private Limited	1,466	1,466	Fully Paid	549,750	549,750
	<b>1,466</b>	<b>1,466</b>	<b>(E)</b>	<b>549,750</b>	<b>549,750</b>
<b>Grand Total</b>	<b>7,133,295</b>	<b>5,856,068</b>	<b>(A)+(D)+(E)</b>	<b>361,772,255</b>	<b>383,025,059</b>

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Aggregate Market Value of Quoted Investments	337,244,098	414,363,740
Aggregate Book Value of Quoted Investments	248,854,312	291,930,398
Aggregate Book Value of Unquoted Investments	135,113,238	93,756,280

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**Note 12 : Deferred Tax Assets (Net)**

The major components of Deferred Tax Liability / Asset as recognised in the Financial Statement are as follows: (Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Deferred Tax Asset</b>		
<b>Property Plant and Equipments</b> : Impact of difference between Tax depreciation and Depreciation charged for the Financial Reporting	1,600,822	36,904
Impact of Expenditure charged to the Statement of Profit and Loss in the current year but allowed for Tax purposes on payment basis :	729,848	596,143
<b>Deferred Tax Liability</b>		
<b>Property Plant and Equipments</b> : Impact of difference between Tax Depreciation and Depreciation charged for the Financial Reporting	399,783	59,754
<b>Net</b>	<b>1,930,887</b>	<b>573,293</b>

**Note 13 : Long-term Loans and Advances**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, considered good</b>		
<b>Security Deposits</b>		
- To Others	622,072	12,500
<b>Others:</b>		
Capital Advances	59,780,497	50,380,497
Advance Recoverable Cash or in kind	62,480	—
Advance Tax & TDS (Net of Provisions)	1,163,576	1,141,430
Minumum Alternate Tax Credit Entitlement	48,894,515	47,889,151
<b>Total</b>	<b>110,523,140</b>	<b>99,423,578</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**Note 14 : Other non-current assets**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Prepaid Expenses	376,942	—
Term Deposits (with maturity more than 12 months)	50,000	—
	<b>426,942</b>	<b>—</b>

**Note 15 : Inventories**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Raw Material	8,874,007	—
Work-in-Progress	1,680,245	—
Finished Goods	7,244,978	—
Stock-in-Trade	733,079	—
Packing Material	197,334	—
Furnace Oil	304,244	—
	<b>19,033,887</b>	<b>—</b>

**Note 16 : Current Investments**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>(Valued at lower of cost or fair value, unless stated otherwise)</b>		
<b>Quoted :</b>		
<b>Investments in Mutual Funds</b>		
8,203.463 (PY 1,015) Units of Reliance Money Manager Fund-Inst.-Daily Dividend Plan	8,264,990	1,019,334
Nil (PY 3,315) Units of Birla Sunlife Cash Plus - Growth Regular Plan	—	814,254
10,045.824 (PY 1,27,147) Units of Birla Sunlife Saving Fund - Daily Dividend Regular Plan	1,007,187	12,741,955
1,03,160.78 (PY 50,000) Blue Lotus Capital Multi Bagger Fund I	10,000,000	4,961,420
24,511.318 (PY - Nil ) Aditya Birla Sun Life	15,277,214	—
2,25,890 (PY - Nil ) Units of Northern ARC Capital Limited 9% PREF 29SP19 Preferential Shares	2,300,000	—
<b>Total</b>	<b>36,849,391</b>	<b>19,536,963</b>

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Aggregate Market Value of Quoted Investments	36,902,695	19,562,570
Aggregate Book Value of Quoted Investments	36,849,391	19,536,963

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**Note 17 : Trade Receivables**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, considered good</b>		
Outstanding for a period exceeding six months from the date they are due for payment	5,148,384	2,110,771
Other Debts	12,051,013	8,157,667
<b>Total</b>	<b>17,199,397</b>	<b>10,268,438</b>

**Note 18 : Cash and Bank Balances**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Balances with banks		
— Current account	26,476,407	46,859,990
— Unclaimed Dividend	444,120	443,620
Cash in Hand	176,110	84,241
<b>Other Bank Balance</b>		
— Fixed deposit with Maturity Before 12 month	14,203,205	—
<b>Total</b>	<b>41,299,842</b>	<b>47,387,851</b>

**Note 19 : Short-term Loans and Advances**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, considered good</b>		
<b>Loans and Advances</b>		
— To Related Parties	9,268,764	77,140,328
— To Others	150,941,215	69,312,134
<b>Other Loans and Advances</b>		
Prepaid Expenses	527,214	57,858
Advance Tax & TDS (Net of Provision of Income tax)	1,838,955	91,371
Staff Advance	38,788	182,328
Advances to suppliers	3,594,934	—
<b>Advance Recoverable in Cash or in Kind</b>		
— To Others	16,213,511	300,300
<b>Total</b>	<b>182,423,381</b>	<b>147,084,319</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**Loans & Advances to Related Parties includes :**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Enterprise over which Relatives of Key Management Personnel are able to exercise significant influence :</b>		
KL Venture & Enterprises	—	14,701,326
Ladderup Corporate Advisory Private Limited	8,392,551	1,376,818
<b>Associate Company</b>		
Annapurna Pet Private Limited	876,213	49,062,184
<b>Partnership firm in which Key Management Personnel is Partner</b>		
SGCO & Co. LLP	—	12,000,000
	<b>9,268,764</b>	<b>77,140,328</b>

**Note 20 : Other current assets**

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Interest Receivable	430,137	—
	<b>430,137</b>	—

**Note 21 : Revenue from Operations**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Interest income	26,332,145	19,789,369
Net Gain from Sale of Investments	11,681,884	84,077,676
Sale of products	72,779,034	—
Brokerage & Commission and Investment Advisory Services	51,164,008	51,959,522
Dividends		
— From Non-current investment	1,653,843	1,198,675
— From Current investment	1,619,887	311,551
<b>Other Operating Income</b>		
Loan Processing Fees	560,000	—
Other operating revenues	491,033	—
<b>Total</b>	<b>166,281,834</b>	<b>157,336,793</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
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**Note 22 : Other Income**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Interest Income	295,751	102,465
Speculation Profit & Loss on Shares	—	296,140
Dividend income	321,637	342,230
Rent	40,000	—
Short Term Capital Gain on Mutual fund	112,589	90,015
Other non-operating income	159,336	—
Exchange fluctuation on Imports/ Exports transactions	437,043	—
Contingent Provision against Standard Assets written back	92,498	4,057
<b>Total</b>	<b>1,458,854</b>	<b>834,907</b>

**Note 23 : Finance Costs**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
Bank Charges	14,778	22,668
Interest Expenses	22,324,759	13,565,083
Other Borrowing Cost	901,607	—
<b>Total</b>	<b>23,241,143</b>	<b>13,587,751</b>

**Note 24 : Cost of Materials Consumed**

(Amount in ₹)

Particulars	Year ended 31 <sup>st</sup> March, 2019	Year ended 31 <sup>st</sup> March, 2018
<b>Raw material</b>		
Opening Stock	6,307,651	—
Add : Purchases of Raw Materials	37,039,618	—
Less : Closing Stock	8,874,007	—
	<b>34,473,262</b>	<b>—</b>
<b>Packing Material</b>	—	
Opening Stock	303,619	—
Add : Purchases of Packing Materials	1,304,645	—
Less : Closing Stock	197,334	—
	<b>1,410,930</b>	<b>—</b>
	<b>35,884,192</b>	<b>—</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
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**Note 25 : Changes in inventories of finished goods, work-in-progress and Stock-in-Trade**

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
Opening Stock		
Finished goods	8,074,917	—
Stock in Trade	126,334	—
<b>TOTAL</b>	<b>8,201,251</b>	<b>—</b>
Less : Closing Stock		
Work-in-Progress	1,680,245	—
Finished Goods	7,244,978	—
Stock in Trade	733,079	—
<b>TOTAL</b>	<b>9,658,302</b>	<b>—</b>
	<b>(1,457,051)</b>	<b>—</b>

**Note 26 : Employee Benefits Expense**

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
Director Remuneration	9,600,000	9,600,000
Salaries, Bonus and Incentives	32,419,534	24,979,364
Contribution to Provident and other funds	801,698	398,918
Stipend	392,906	265,438
Staff Welfare Expenses	855,997	908,307
<b>Total</b>	<b>44,070,135</b>	<b>36,152,027</b>

**Note 27 : Other Expenses**

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
Rent	5,725,332	4,516,057
Consumption of stores and spare parts	388,159	—
Power and fuel	2,780,833	—
Communication Costs	301,416	355,924
Sub-commision & Brokerage	216,000	163,170
Electricity	380,369	282,804
Travelling & Conveyance	3,525,331	3,712,916
Professional Fees	6,690,434	2,750,339
Printing & Stationery	186,570	108,919
Vehicle Maintenance	617,594	486,808
Advertising and Business Promotion	1,163,694	776,814
Donation	—	780,100
Payment to Auditors	424,823	110,800
Office Expenses	1,181,807	724,240
Sundry Balances Written Off	—	6,486,474



**ACCOMPANYING NOTES TO THE CONSOLIDATED  
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Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
Director Sitting Fees	250,000	160,000
Listing Fees	295,000	286,250
CSR Expenses ( Refere Note No. 25 I )	650,000	2,500,000
Processing Charges	1,311,652	—
Turnover Discount	1,074,271	—
Cash Discount	862,349	—
Miscellaneous Expenses	4,654,906	1,689,414
<b>Total</b>	<b>32,680,540</b>	<b>25,891,030</b>

**Payment to auditors include :**

Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
Audit fees	341,223	110,800
Tax audit fees	83,600	—
<b>Total</b>	<b>424,823</b>	<b>110,800</b>

**Note 28 : Prior Period Items**

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
Rent	—	2,167,708
Salary	—	630,120
Electricity expense	—	182,679
Travelling expense	—	100,000
Diwali expense	—	100,000
Other expenses	—	442,127
<b>Total</b>	<b>—</b>	<b>3,622,634</b>

**Note 29 : Earnings Per Equity Share:**

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
<b>Basic Earnings per Share</b>		
Profit Attributable to Equity Shareholders	17,757,466	70,182,041
Weighted Average Number of Equity Shares	12,852,600	12,852,600
<b>Basic Earnings per Share</b>	<b>1.38</b>	<b>5.46</b>
<b>Face value per Share</b>	<b>10</b>	<b>10</b>
<b>Diluted Earnings per Share</b>		
Profit after adjusting Interest on Potential Equity Shares	17,757,466	70,182,041
Weighted Average Number of Equity Shares after Considering Potential Equity Shares	12,852,600	12,852,600
<b>Diluted Earnings per Share</b>	<b>1.38</b>	<b>5.46</b>
<b>Face Value per Share</b>	<b>10</b>	<b>10</b>

# ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## Note 30 : Accompanying Notes to Accounts

### A) Contingent Liabilities & Capital Commitment:

(Amount in ₹)

Particulars	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
<b>Disputed Income Tax Liability</b>		
For Assessment Year 2012-13	154,860	391,780
For Assessment Year 2013-14	302,050	302,050
For Assessment Year 2015-16	1,257,380	1,257,380
<b>Total</b>	<b>1,714,290</b>	<b>1,951,210</b>

B) In the opinion of the Board the Current Assets, Loans & Advances are realisable in the ordinary course of business atleast equal to the amount at which they are stated in the Balance Sheet. The provision for all known liabilities is adequate and not in excess of amount reasonably necessary.

### C) Information pursuant to para 5(viii) of the General Instructions to the Statement of Profit and Loss

Expenditure in foreign currency (On Payment basis) :

(Amount in ₹)

Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
Foreign Travelling Expenses	1,169,134	1,502,563
<b>Total</b>	<b>1,169,134</b>	<b>1,502,563</b>

### D) Segment Reporting

#### Basis of Preparation

In accordance with the requirements of Accounting Standard – 17 “Segment Reporting”, the Company’s business can be classified into four segments namely Investment & Trading in Shares and Securities, Financial & Management Consultancy, Finance Activities, Investment Advisory Services and Manufacturing Activities. The information about all the segments are as below:

Particulars	Year Ended 31 <sup>st</sup> March 2019	Year Ended 31 <sup>st</sup> March 2018
<b><u>Segment Revenue</u></b>		
Investment & Trading Activities	14,955,614	86,789,944
Finance Activities	26,892,145	19,812,248
Investment Advisory Services	51,164,008	51,959,522
Manufacturing Activities	73,270,067	—
<b>Total Segment Revenue</b>	<b>166,281,835</b>	<b>158,561,714</b>
Less : Inter Segment Revenue	—	22,879
Less : Elimination of profit/(loss) on sale of subsidiary	—	1,202,042
<b>Net Income from Operations</b>	<b>166,281,835</b>	<b>157,336,793</b>

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
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Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
<b><u>Segment Results</u></b>		
Investment & Trading Activities	14,952,127	85,228,957
Finance Activities	10,429,104	6,224,286
Investment Advisory Services	8,505,347	14,923,859
Manufacturing Activities	10,734,877	—
<b>Total</b>	<b>44,621,454</b>	<b>106,377,102</b>
Less: Unallocated Corporate Expenses	16,341,391	28,837,448
Add: Unallocated Income	1,458,852	834,908
<b>Profit Before Tax</b>	<b>29,738,916</b>	<b>78,374,561</b>
Less : Tax Expense	5,063,864	4,645,430
<b>Net Profit</b>	<b>24,675,052</b>	<b>73,729,131</b>

**Note :**

Fixed assets and other assets used in the Company's operations or liabilities contracted have not been identified to any of the reportable segments, as the assets are used interchangeably between segments. Hence, it is not practicable to provide segment disclosures relating to total assets and liabilities.

- E) (i) During this year, the Company have acquired 50.0006% stake in M/s. Godland Enterprises Private Limited (Subsidiary) on December 26, 2018, which in turn holds 100% stake in M/s. Waterproof Corporation Private Limited (Stepdown Subsidiary) doing the business of gummed paper tape under the brand name "WACO", cello tape under the brand name "TACO" and glue thread.
- (ii) During this year, the Company have acquired business from Pradeep Parekh, who is a sole Proprietor of M/s Parekh Investrade and engaged in the business of providing advisory services and Portfolio Management Service (PMS) in relation to investment in Mutual Fund Schemes, Shares & Securities or other financial instruments to clients / investors (as Wealth Management Business).

**F) Related Party Disclosures**

**a. List of Related Parties**

**(Amount in ₹)**

Name of the Party	Relationship
Mr. Sunil Goyal	Managing Director
Mr. Raghvendra Nath	Managing Director
Mr. Sanket Limbachiya ( upto 31/05/2017 )	Company Secretary
Ms. Zarana Soni (from 12/08/2017 to 28/02/2018)	Company Secretary
Mr. Arpita Jain ( from 05/03/2018 to 25/02/2019)	Company Secretary
Mr. Suresh Kumar Kumawat	Chief Financial Officer

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

<b>Name of the Party</b>	<b>Relationship</b>
Mrs. Usha Goyal	Relative of Key Management Personnel
Ladderup Foundation	A trust in which directors of Company are trustees
Annapurna Pet Private Limited	Associate Company
Ladderup Corporate Advisory Private Limited	Enterprise over which Key Management Personnel are able to exercise significant Influence
Ladderup Venture LLP	
New India Spinning Company	
SGCO & Co.LLP (upto 30/06/2016)	
K.L.Venture & Enterprises	

**b. Transactions with Related Parties**

**(Amount in ₹)**

<b>Name of Party</b>	<b>Nature of Transaction</b>	<b>Year Ended 31<sup>st</sup> March, 2019</b>	<b>Year Ended 31<sup>st</sup> March, 2018</b>
Mr. Sunil Goyal	Director Remuneration	9,600,000	9,600,000
Mr Raghvendra Nath	Salary Paid to Director	6,268,666	4,078,401
Mr. Sanket Limbachiya ( upto 31/05/2017 )	Salary Paid	—	155,445
Ms. Zarana Soni ( from 12/08/2017 to 28/02/2018 )	Salary paid	—	203,550
Mr. Arpita Jain (from 05/03/2018 to 25/02/2019)	Salary paid	314,613	—
Mr.Suresh Kumar Kumawat	Advance given	—	150,000
	Advance received back	106,250	43,750
	Salary Paid	1,100,000	886,703
Ladderup Foundation	Donation (CSR Expenses)	150,000	775,000
Ladderup Venture LLP	Sale of Shares	—	1,600,000
	Receipt for sale of share	—	18,347,500
Annapurna Pet Private Limited	Loan Granted	—	20,000,000
	Repayment of Loan Given	32,306,571	6,533,605
	Interest Income	5,476,850	5,249,712
	Investment in Equity Shares	21,356,250	—
Ladderup Corporate Advisory Private Limited	Loan Granted	9,028,304	3,360,588
	Repayment of Loan Given	2,791,415	2,035,137
	Interest Income	778,844	51,367
	Allocation of Expenses	7,564,256	5,708,362
New India Spinning Co.	Balance written off	—	5,465,717
SGCO & Co. LLP (upto 30/06/2016)	Loan Granted	—	1,500,000
	Repayment of Loan Given	13,643,798	3,682,919
	Interest Income	1,643,798	1,665,001
K.L. Venture & Enterprises	Loan Granted	—	5,000,000
	Repayment of Loan Given	16,209,320	119,014
	Interest Income	1,507,994	1,190,144

**ACCOMPANYING NOTES TO THE CONSOLIDATED  
FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

**c. Balance Outstanding of Related Parties**

(Amount in ₹)

Name of Party	Receivable/ Payable	Year Ended 31st March 2019	Year Ended 31st March 2018
Mr. Sunil Goyal	Payable	576,616	651,620
Mr. Raghvendra Nath	Payable	755,701	1,210,642
Ladderup Corporate Advisory Private Limited	Receivable	8,292,070	785,838
Annapurna Pet Private Limited	Receivable	876,213	49,062,184
SGCO & Co. LLP (upto 30/06/2016)	Receivable	—	12,000,000
K. L. Venture & Enterprises	Receivable	—	14,701,326
Mr. Suresh Kumar Kumawat	Payable	75,932	75,767

**Note:** Related Parties are as disclosed by the Management and relied upon by the auditors.

**G) Disclosure pursuant to Accounting Standard – 15 ‘Employee Benefits’**

**1) Gratuity**

**Actuarial Assumption:**

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
Salary Growth *	6.00%	6.00%
Discount Rate	7.20%	7.60%
Withdrawal Rate	5.00%	5.00%

\* The estimates of future salary increases, considered in a actuarial valuation takes account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

- (i) Changes in the Present Value of defined benefit obligation representing reconciliation of opening and closing Balances thereof:

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
Present Value of Obligation as at the beginning of the year:	1,989,910	1,280,106
Interest Cost	148,968	90,666
Current Service Cost	483,639	426,964
Past Service Cost	—	206,838
Benefits Paid	(66,989)	(7,234)
Actuarial (Gain) / Loss on Obligation	(113,718)	(7,430)
Closing Present Value of Obligation	2,441,810	1,989,910

- (ii) Actuarial Gain/ Loss recognised in the Statement of Profit and Loss:

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
Actuarial Gain/ (Loss) for the year Obligation	113,718	7,430
Total (Gain)/ Loss for the year	548,173	632,378
Actuarial (Gain)/ Loss recognised during the year	(113,718)	(7,430)

## ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(iii) The amounts recognised in the Balance Sheet are as follows:

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
Present Value of Obligation as at the end of the year	2,441,810	1,989,910
Net Assets / (Liability) Recognised in Balance Sheet	(2,441,810)	(1,896,902)
— Non Current Assets / (Liability)	(2,362,694)	(1,837,281)
— Current Assets / (Liability)	(79,116)	(59,621)

(iv) The amounts recognised in the statement of profit and loss are as follows:

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
Current Service Cost	483,639	426,964
Interest Cost	148,968	90,666
Recognized Past Service Cost - Vested	53,767	
Net Actuarial (Gain) / Loss recognized in the year	(113,718)	(7,430)
Expenses Recognised in the Statement of Profit and Loss	611,897	624,030

(Amount in ₹)

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018	Year Ended 31st March 2017	Year Ended 31st March 2016	Year Ended 31st March 2015
Defined benefit obligation	(2,441,810)	(1,936,143)	(1,519,535)	(790,251)	(644,399)
Plan assets	—	—	—	—	—
Surplus/(deficit)	(2,441,810)	(1,936,143)	(1,519,535)	(790,251)	(644,399)
Experience adjustments on plan liabilities	(118,668)	64,707	37,209	(102,772)	(139,740)
Experience adjustments on plan assets	—	—	—	—	—
Actuarial loss/ (gain) due to change in assumption	4,950	(72,137)	(40,279)	(159,864)	(36,385)
Net Actuarial loss / (gain) for the year	(113,718)	(7,430)	(3,070)	(262,636)	(176,125)

### 2) Provident Fund

- (i) The Company has recognized ₹ 4,22,150/- (Previous Year ₹ 3,98,918/-) in the statement of Profit & Loss towards contribution to Provident fund in respect of company employees.
- (ii) Supreme Court (SC) passed a judgement dated 28th February 2019, related to components of salary structure that need to be taken into account while computing the contribution to

## ACCOMPANYING NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

provident fund under the EPF Act. There are numerous interpretative issues relating to the Supreme Court (SC) judgement including the effective date of application. The Company continues to assess any further developments in this matter for the implications on financial statements, if any.

- H) Company has transferred an amount of ₹ 20,29,103/- (P.Y. ₹ 1,26,95,630) equivalent to 20% of the Profits after Tax of the Company to Special Reserve Account in compliance with Section 45IC of the Reserve Bank of India Act.

I) **Corporate Social Responsibility**

As per provisions of section 135 of the Companies Act, 2013, the Company has to incur at least 2% of average net profits of the preceding three financial years towards Corporate Social Responsibility ("CSR"). Accordingly, a CSR committee has been formed for carrying out CSR activities as per the Schedule VII of the Companies Act, 2013.

(Amount in ₹)

Particulars	Year Ended 31st March 2019	Year Ended 31st March 2018
Amount required to be spent as per section 135 of the Act.	1,445,588	1,145,634
Amount spent during the year on:		
i) Construction /acquisition of any asset	—	—
ii) On purpose other than (i) above	650,000	2,500,000

- J) Additional information as required under Schedule III of Companies Act, 2013, of enterprises consolidated as Subsidiary.

(Amount in ₹)

Name of the Enterprises	As at 31st March, 2019		Year ended 31st March, 2019	
	Net Assets i.e. Total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount
<b>Parent</b>				
Ladderup Finance Limited	74.22	527,146,433	58.11	10,318,129
<b>Subsidiaries</b>				
Ladderup Wealth Management Private Limited	1.90	13,522,953	36.88	6,549,530
Godland Enterprises Private Limited	11.08	78,660,760	43.97	7,807,393
Minority Interest in subsidiaries - LWMPL	1.83	12,992,642	(18.07)	(3,209,270)
Minority Interest in subsidiaries - Godland	11.31	80,306,998	(22.47)	(3,989,949)
Profit/(loss) share of Associates	(0.34)	(2,379,987)	1.59	281,632
<b>Total</b>	<b>100</b>	<b>710,249,799</b>	<b>100</b>	<b>17,757,466</b>

Name of the Enterprises	As at 31st March, 2019		Year ended 31st March, 2019	
	Net Assets i.e. Total assets minus total liabilities		Share in Profit or loss	
	As % of Consolidated Net Assets	Amount	As % of Consolidated Profit or Loss	Amount
<b>Parent</b>				
Ladderup Finance Limited	96.40	564,323,930	88.70	62,253,230
<b>Subsidiaries</b>				
Ladderup Wealth Management Private Limited	1.75	10,182,694	16.35	11,475,901
<b>Minority Interest in all subsidiaries</b>	1.68	9,783,373	(6.40)	(4,492,026)
<b>Profit/(loss) share of Associates</b>	0.16	(2,661,619)	1.35	944,937
<b>Total</b>	<b>100</b>	<b>581,628,377</b>	<b>100</b>	<b>70,182,042</b>

**K)** The previous year's figures have been re-grouped / re-classified to conform to this year's classification.

**In terms of our Report of even date**

**For Shah Gupta & Co.**  
Chartered Accountants  
**Firm Registration No. : 109574W**

Sd/-  
**Naresh Bhuta**  
Partner

**Membership Number: 135823**  
Place : Mumbai  
Date : 23rd May, 2019

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

Sd/-  
**(Sunil Goyal)**  
Managing Director  
**DIN:00503570**

Sd/-  
**Suresh Kumawat**  
Chief Financial Officer  
Place : Mumbai  
Date : 23rd May, 2019

Sd/-  
**(Mangala R. Prabhu)**  
Director  
**DIN:06450659**



# LADDERUP FINANCE LIMITED

## FORM AOC-1

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

### I) Salient features of financial statements of Subsidiaries & Associate as per Companies Act, 2013

#### PART- A - Subsidiaries

(Amount in ₹)

S. No.	Subsidiary Company	Reporting Currency	Exchange Rate	Capital	Reserves	Total Assets	Total Liabilities	Investments	Turnover (Including other income)	Profit / (Loss) before taxation	Tax Expense	Profit / (Loss) after taxation	Proposed dividend	% of shareholding
1	Ladderup Wealth Management Private Limited	INR	—	2,000,000	24,515,595	37,206,639	10,691,044	3,307,187	51,571,020	8,912,358	2,362,828	6,549,530	—	51.00
1	Godland Enterprises Private Limited	INR	—	4,247,260	154,893,109	361,990,112	200,331,965	15,277,214	74,229,410	11,694,219	3,714,215	7,980,004	—	50.00

#### PART- B - Associate

Sl. No.	Associate Company	Reporting Currency	Share of the Associate/Joint Ventures held by the company on the year end			Networth attributable to Shareholding as per Latest audited balance sheet	Profit / (Loss) for the year *		Description of how there is significant influence
			No. of Shares	Amount Invested	Extent of Holding %		Considered in consolidation	Not considered in consolidation	
1	Annapurna Pet Private Limited	INR	3,095,650	89,688,250	49.18%	76,100,517	281,632	229,555	Note 1

\* Based on unaudited financial statements.

#### Notes

- 1 There is significant influence due to percentage (%) of shareholding.

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

**Sunil Goyal**  
Managing Director  
DIN : 00503570

**Mangala R. Prabhu**  
Director  
DIN : 06450659

**Suresh Kumawat**  
Chief Financial Officer

Place : Mumbai  
Date : 23-5-2019

## Notes

[illegible]

## Notes

This image shows a full page of blank, lined paper. It features approximately 20 evenly spaced horizontal grey lines across its entire width, providing a template for writing or drawing. The margins are consistent on all sides.

# LADDERUP FINANCE LIMITED

(CIN: L67120MH1993PLC074278)



**Ladderup**  
*Engineering Growth*

Dear Shareholders,

## **Sub.: Green Initiative – Registration of E-mail Address**

This is to inform that as a part of “Green Initiative in the Corporate Governance”, the Ministry of Corporate Affairs (MCA) vide its Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively; has permitted the Companies to serve the documents viz. Annual Reports, Notices of General Meetings / Postal Ballot, other documents etc. to the Members through electronic mode.

In order to support this “Green Initiative”, we are pleased to serve you the above referred documents and also any other documents as specified by MCA from time to time through electronic mode. This will also ensure prompt receipt of communication and avoid loss in postal transit.

We therefore request you to register your e-mail address and / or changes therein from time to time with the Company’s Registrar & Transfer Agent (R & T Agent) viz. Sharex Dynamic (India) Private Limited at C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai-400083 in case you are holding shares in physical mode by filling up the form appearing on reverse of this communication and with your Depository Participant (DP), in case you are holding shares in dematerialized mode.

In case you require physical copies of Annual Reports and other documents, you may send an email at [info@ladderup.com](mailto:info@ladderup.com) or write to the Company’s R & T Agent by quoting the name of first/ sole shareholder, Folio no. /DP ID and Client ID. The above documents will be sent to you free of cost.

We request your whole-hearted support to this “Green Initiative” by opting electronic mode of communication for its successful implementation.

Thanking you and assuring you of our best attention at all times.

Date : 26th August, 2019  
Place : Mumbai

**For Ladderup Finance Limited**

Regd. Office : A-102, Hallmark Business Plaza,  
Sant Dyaneshwar Marg,  
Opposite Guru Nanak Hospital,  
Bandra (East), Mumbai-400 051

Sd/-  
**Sunil Goyal**  
*Managing Director*  
**DIN: 00503570**

TEAR HERE

TEAR HERE

## REGISTRATION OF E-MAIL ADDRESS FORM

(In terms of Circular Nos. 17/2011 and 18/2011 dated 21.04.2011 and 29.04.2011, respectively issued by Ministry of Corporate Affairs)

**Sharex Dynamic (India) Private Limited**  
**C-101, 247 Park, L. B. S. Marg,**  
**Vikhroli West, Mumbai-400083**

I/We Shareholder(s) of Ladderup Finance Limited hereby accord my/our approval to receive documents viz. Annual Reports, Notices of General Meeting/Postal Ballot and such other documents that Ministry of Corporate Affairs may allow, to be sent in electronic mode.

I/We request you to note my/our latest email address, as mentioned below. If there is any change in the e-mail address. I/We will promptly communicate the same to you. I/We attach the self-attested copy of PAN Card / Passport towards identification proof for the purpose of verification.

Folio No.	
Name of the First/Sole Shareholder	
Name of the Joint Shareholder(s) if any	
Registered Address	
E-mail Address (to be registered)	

Place:

Date:

\_\_\_\_\_  
(Signature of Shareholder/s)

Note: This form is available on Company's website [www.ladderup.com](http://www.ladderup.com)

**TEAR HERE**

(For Shares in dematerialised mode)

You are requested to register your E-mail address and/or changes therein from time-to-time with your Depository Participant.

TEAR HERE

**LADDERUP FINANCE LIMITED**

A-102, Hallmark Business Plaza, Guru Nanak Hospital Road, Bandra (East), Mumbai-400 051

Website: [www.ladderup.com](http://www.ladderup.com), Email: [info@ladderup.com](mailto:info@ladderup.com)

(CIN: L67120MH1993PLC074278)

Phone: +91 22-42466363, Fax: +91 22-42466364

**ATTENDANCE SLIP**

Please complete this attendance slip and hand it over at the entrance of the venue.

Folio No./Client ID No. ....

No. of Shares held .....

Name & Address .....

.....

Jointly with .....

Full name of the Proxy if attending meeting .....

I hereby record my presence at the 26th Annual General Meeting of the Company at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai-400 059 to be held on Thursday, 26th September, 2019 at 11.00 a.m.

Signature of Member/Joint

Member/Proxy attending the meeting

Note: The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued. Members attending the meeting are requested to bring their copies of Annual Report with them.

**TEAR HERE**

TEAR HERE



**FORM NO. MGT.11****PROXY FORM**

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

**LADDERUP FINANCE LIMITED**

102-A, 1st Floor Hallmark Business Plaza, Guru Nanak Hospital Road, Bandra-East Mumbai – 400051

Website: www.ladderup.com, Email: info@ladderup.com

(CIN : L67120MH1993PLC074278)

Phone: +91 22-42466363, Fax: +91 22-42466364

Name of the member(s):

Registered address:

e-mail ID:

Folio No/ \*Client ID:

\*DP ID:

I/We, being the member(s) of \_\_\_\_\_ shares of LADDERUP FINANCE LIMITED, hereby appoint:

1. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
2. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
3. \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my / our behalf at the 26th Annual General Meeting of the company, to be held on Thursday, the 26th day of September, 2019 at 11:00 a.m. at Hotel Mirage, International Airport Approach Road, Marol, Andheri (East), Mumbai – 400 059 and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\* I wish my proxy to vote in the manner as indicated in the box below (optional):

No.	Resolutions	For	Against
1.	To consider and adopt the Audited Financial Statements including Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, the Reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Mrs. Mangala Radhakrishna Prabhu (DIN: 06450659), who retires by rotation and, being eligible, offers himself for re-appointment.		
3.	To Approve re-appointment of Mr. K.V.S Shyamsunder (DIN: 00502621), as Independent Director for second term of five consecutive year's upto 31st March, 2024		

TEAR HERE



Affix a  
Re. 1/-  
Revenue  
Stamp

Signed this..... day of.....2019

Signature of shareholder

\_\_\_\_\_  
Signature of first proxy holder

\_\_\_\_\_  
Signature of second proxy holder

\_\_\_\_\_  
Signature of third proxy holder

#### NOTES

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. \*\*This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
4. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

TEAR HERE



# Ladderup

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*Engineering Growth*

## REGISTERED OFFICE

A-102, Hallmark Business Plaza, Sant Dyaneshwar Marg, Opp. Gurunanak Hospital,  
Bandra (East), Mumbai – 400 051

Website: [www.ladderup.com](http://www.ladderup.com) | E-mail: [info@ladderup.com](mailto:info@ladderup.com)

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