



**V. SANKAR AIYAR & CO.**  
**CHARTERED ACCOUNTANTS**

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**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF Zuari Management Services Ltd.**

**Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of Zuari Management Services Ltd. ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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



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

## Opinion

In our opinion and to the best of our information and knowledge and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs of the Company as at 31<sup>st</sup> March, 2018, and its loss (including Other Comprehensive Income) and its cash flows for the year ended on that date.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in "Annexure A" a statement on the matters specified in the paragraphs 3 and 4 of the said Order.
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;
  - (c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. There are no material pending litigations against the Company which could impact its financial position in its Ind AS financial statement.
    - ii. The Company did not have any long-term contracts including derivative contracts during the year and therefore the question of making provisions for material losses in such contracts does not arise; and
    - iii. There were no amounts, which were required to be transferred during the year to the Investor Education and Protection Fund by the Company.

Place: New Delhi

Dated: 24-05-2018

For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn. No. 109208W

V. Rethinam  
(Partner)

Membership No. 010412



**“Annexure A” referred to in the Independent Auditors’ report to the shareholders of Zuari Management Services Ltd. on the accounts for the year ended 31<sup>st</sup> March, 2018.**

- i. a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.  
b) The management has physically verified most of the fixed assets at the year end, the frequency of which, in our opinion, is reasonable. No material discrepancies were noticed on such verification.  
c) The Company does not have any immovable properties.
- ii. The Company does not carry inventories of the nature covered by Accounting Standard 2. Therefore Class 3(ii) of the Order is not applicable to the Company.
- iii. The Company has not granted any loans during the year, secured or unsecured, to companies, firms, limited liability partnerships or other parties required to be covered in the register maintained under section 189 of the Act. Therefore, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable.
- iv. In our opinion and according to the information and explanations given to us and the representation obtained from the management (i) the Company has not granted any loans to any of its directors or any other person to whom director is interested or given guarantee or provided any security in connection with any loan taken by him or such other person within the meaning of section 185 of the Act and (ii) after the date commencement of the Companies Act, 2013 the Company has not given any loan, given any guarantee or provided any security and acquired securities within the meaning of section 186 of the Act.
- v. The Company has not accepted deposits during the year from the public within the provisions of section 73 or any other provisions of the Companies Act, 2013 and the Rules framed thereunder.
- vi. The Central Government has not prescribed maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of Company’s activities.
- vii. a) According to the records of the Company, the Company has been generally regular in depositing undisputed statutory dues including provident fund, income-tax, service tax, and any other statutory dues with the appropriate authorities. Where there were delay in a few cases, interest has been paid. There were no arrears of undisputed statutory dues as at 31<sup>st</sup> March, 2018, which were outstanding for a period of more than six months from the date they became payable. We are informed that there is no liability towards Employee State Insurance, Sales Tax, Value Added Tax, Duty of Customs, Duty of Excise and Cess for the year under audit.  
b) There are no disputed dues which have remained unpaid as on 31<sup>st</sup> March, 2018 on account of Income-tax and service tax.
- viii. The Company has not taken any loans or borrowings from a financial institution, bank, government or debenture holders. Therefore, the question of default in repayment of dues does not arise.
- ix. According to the information and explanations given to us, the Company has not raised money by way of initial / further public offer or taken any term loans except by way of inter corporate deposits during the year from its Holding Company for its operations.
- x. Based on the audit procedure performed and the representation obtained from the management, we report that no case of fraud by the Company or by its officers or employees on the Company has been noticed or reported during the year under audit.
- xi. According to the information and explanations given to us, the Company has not paid or provided any managerial remuneration within the meaning of section 197 of the Act. Therefore, the provisions of clause 3(xi) of the Order are not applicable.
- xii. The Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable.
- xiii. According to the information and explanations given to us and the representation obtained from the management, the Company has complied with section 188 of the Act in respect of transactions with related parties. The Company is not required to form Audit Committee under section 177 of the Act, Therefore, the provisions of clause 3(xiii) with respect to section 177 of the Order are not applicable.



- xiv. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures. Therefore, the provisions of clause 3(xiv) of the Order are not applicable.
- xv. According to the information and explanations given to us and the representation obtained from the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause 3(xv) of the Order are not applicable.
- xvi. In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 based on the financials as on 31.3.2018.

**For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn. No. 109208W**

Place: New Delhi

Dated: 24-05-2018

  
V. Rethinam  
(Partner)

**Membership No. 010412**



**“Annexure B” referred to in the Independent Auditors’ report to the shareholders of Zuari Management Services Ltd. on the accounts for the year ended 31<sup>st</sup> March, 2018.**

We have audited the internal financial controls over financial reporting of the Company as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the 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, issued by ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

**Meaning of Internal Financial Controls over Financial Reporting**

A Company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with 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, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

**For V. Sankar Aiyar & Co.  
Chartered Accountants  
ICAI Firm Regn. No. 109208W**

Place: New Delhi

Dated: 24-05-2018

  
V. Rethinam  
(Partner)

Membership No. 010412





**ZUARI MANAGEMENT SERVICES LIMITED**  
**Balance Sheet as at 31 March, 2018**

Particulars	Notes	As at 31 March 2018	As at 31 March 2017
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	3	162,653	359,962
(b) Other Intangible Assets	4	1,700	29,916
(c) Financial Assets			
(i) Investments	5	2,480,584,138	1,876,447,912
(ii) Loans	5	15,000	15,000
(d) Other non-current assets	6	4,839,890	11,240,671
<b>TOTAL</b>		<b>2,485,603,381</b>	<b>1,888,093,461</b>
<b>(2) Current assets</b>			
<b>(a) Financial Assets</b>			
(i) Trade receivables	7	28,243,917	4,291,029
(ii) Cash and cash equivalents	8	10,127,912	1,353,452
(iii) Loans	5	-	21,934
(iv) Others	5	55,577	-
(b) Other current assets	6	1,197,247	2,331,116
<b>TOTAL</b>		<b>39,624,653</b>	<b>7,997,531</b>
<b>GRAND TOTAL</b>		<b>2,525,228,034</b>	<b>1,896,090,992</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	9	500,000	500,000
(b) Other Equity	10	2,332,940,227	1,737,279,506
<b>TOTAL</b>		<b>2,333,440,227</b>	<b>1,737,779,506</b>
<b>LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
(a) Financial Liabilities			
Borrowings	11	122,645,000	125,045,000
(b) Provisions	12	450,505	469,205
<b>TOTAL</b>		<b>123,095,505</b>	<b>125,514,205</b>
<b>(2) Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Trade payables	13	4,493,335	1,244,083
(ii) Other financial liabilities	14	55,600,000	29,051,720
(b) Other current liabilities	15	7,393,853	1,668,881
(c) Provisions	16	1,205,114	832,597
<b>TOTAL</b>		<b>68,692,302</b>	<b>32,797,281</b>
<b>GRAND TOTAL</b>		<b>2,525,228,034</b>	<b>1,896,090,992</b>

Significant accounting policies 1  
Other notes forming part of the financial statements 2

As per our report of even date  
For V.Sankar Aiyar & Co.  
Chartered Accountants  
FRN 109208-W

(V. Rethinam)  
Partner  
M No.10412

Place: New Delhi  
Date: 24-05-2018

For and on behalf of the Board

(Naveen Kapoor)  
Director  
DIN: 01680157

Place: Gurgaon  
Date: 24/05/2018

(Vijay Kathuria)  
Director  
DIN: 00338125



**ZUARI MANAGEMENT SERVICES LIMITED**

**Statement of Profit and Loss for the year ended 31 March 2018**

Particulars	Notes	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>I REVENUE</b>			
Revenue From Operations	17	35,347,079	-
Other Income	18	5,254,887	619,239
<b>Total</b>		<b>40,601,966</b>	<b>619,239</b>
<b>II EXPENSES</b>			
Employee Benefits Expense	19	19,791,973	12,411,825
Finance Costs	20	12,763,665	10,243,342
Depreciation and amortization expense	21	225,525	318,196
Other Expenses	22	10,154,834	10,989,994
<b>Total</b>		<b>42,935,997</b>	<b>33,963,357</b>
<b>III Profit before exceptional items and tax (I-II)</b>		<b>(2,334,031)</b>	<b>(33,344,118)</b>
IV Exceptional Items		-	-
V Profit/(loss) before tax (III-IV)		<b>(2,334,031)</b>	<b>(33,344,118)</b>
VI Tax expense:			
(1) Current Tax (in relation to earlier years)		(6,000,000)	(1,595,000)
(2) Deferred Tax		-	-
VII Profit (Loss) for the period (V-VI)		<b>(8,334,031)</b>	<b>(34,939,118)</b>
VIII Other Comprehensive Income		603,994,752	1,128,790,705
<b>A Items that will be reclassified to profit or loss</b>		-	-
<b>B Items that will not be reclassified to profit or loss</b>			
Re-measurement gains (losses) on defined benefit plans		(141,474)	3,180
Net (loss)/gain on FVTOCI equity securities		604,136,226	1,128,787,525
IX Total Comprehensive Income for the period (VII + VIII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)		<b>595,660,721</b>	<b>1,093,851,587</b>
X Earnings per equity share:	<b>2.8</b>		
(1) Basic		(167)	(699)
(2) Diluted		(167)	(699)

**Significant accounting policies** 1

**Other notes forming part of the financial statements** 2

**As per our report of even date**

**For V.Sankar Aiyar & Co.**

**Chartered Accountants**

**FRN 109208 W**

**(V. Rethinam)**

**Partner**

**M No.10412**

**For and on behalf of the Board**

**(Naveen Kapoor)**

**Director**

**DIN: 01680157**

**(Vijay Kathuria)**

**Director**

**DIN: 00338125**

**Place: New Delhi**

**Date:**

**Place: Gurgaon**

**Date: 24/05/2018**





**ZUARI MANAGEMENT SERVICES LIMITED**

**STATEMENT OF CHANGES IN EQUITY**  
for the year ended March 31, 2018

**a. Equity share capital**

Particulars	Amount
<b>Balance at March 31, 2017</b>	<b>500,000</b>
Changes in equity share capital during the year	-
<b>Balance at March 31, 2018</b>	<b>500,000</b>

**b. Other equity**

Particulars	Reserves and Surplus	Components of other comprehensive income		Total
		Items that will not be reclassified to profit or loss		
	Retained earnings	Actuarial Gain / (Loss)	Equity instruments through OCI	
<b>Balance at the end of the reporting period March 31, 2016</b>	<b>59,868,302</b>	<b>(1,074,625)</b>	<b>584,634,242</b>	<b>643,427,919</b>
Total comprehensive income for the FY 2016-17	(34,939,118)	3,180	1,128,787,525	1,093,851,587
<b>Balance at the end of the reporting period March 31, 2017</b>	<b>24,929,184</b>	<b>(1,071,445)</b>	<b>1,713,421,767</b>	<b>1,737,279,506</b>
Total comprehensive income for the FY 2017-18	(8,334,031)	(141,474)	604,136,226	595,660,721
<b>Balance at the end of the reporting period March 31, 2018</b>	<b>16,595,153</b>	<b>(1,212,919)</b>	<b>2,317,557,993</b>	<b>2,332,940,227</b>

As per our report of even date  
For V.Sankar Aiyar & Co.  
Chartered Accountants  
FRN 109208 W

  
(V. Rethinam)  
Partner  
M No.10412

Place: New Delhi  
Date: 24-05-2018

For and on behalf of the Board

  
(Naveen Kapoor)  
Director  
DIN: 01680157

Place: Gurgaon  
Date: 24/05/2018

  
(Vijay Kathuria)  
Director  
DIN: 00338125



**ZUARI MANAGEMENT SERVICES LIMITED**  
**Statement of Cash Flows for the year ended 31 March 2018**  
**(Amount in Rupees, except otherwise stated)**

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before tax & exceptional items.	(2,334,031)	(33,344,118)
<u>Adjustment for :</u>		
Depreciation	225,525	318,196
Finance income (including fair value change in financial instruments)	(478)	(57,428)
Dividend Income	(5,078,909)	-
Interest on ICD	12,763,665	10,243,342
Actuarial Gain/ Loss	(141,474)	3,180
Operating Profit/(Loss) before working Capital Changes	<u>5,434,298</u>	<u>(22,836,828)</u>
<u>Adjustment for changes in :</u>		
(Decrease)/Increase in Short Term /Long Term Provisions	353,817	516,231
(Decrease)/Increase in Trade payables	3,249,252	(7,826,317)
(Decrease)/Increase in Other Current Liabilities	5,673,252	(221,431)
(Increase)/ Decrease in Other Long Term Assets	-	1,895,268
(Increase)/ Decrease in Other current Assets	1,100,226	(1,294,956)
(Increase)/Decrease in Trade Receivables	<u>(23,952,888)</u>	<u>205,251</u>
Net Cash from Operating Activities before Income Tax	(8,142,042)	(29,562,782)
Direct taxes paid (net of refund)	400,781	5,795,848
<b>Net cash from operating activities</b>	<b><u>(7,741,262)</u></b>	<b><u>(23,766,934)</u></b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets (including in-tangible assets)	-	-
Proceeds from Sale of Fixed Assets	-	69,672
Dividend Income	5,078,909	-
Interest Income	478	57,428
<b>Net cash used in Investing activities</b>	<b><u>5,079,387</u></b>	<b><u>127,100</u></b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Loans taken during the year	30,700,000	38,945,000
Repayment of Long-term Borrowings	(6,500,000)	(4,000,000)
Interest Paid on ICD	(12,763,665)	(10,243,342)
<b>Net cash used in financing activities</b>	<b><u>11,436,335</u></b>	<b><u>24,701,658</u></b>
<b>Net Changes in Cash and Cash equivalents during the year</b>	<b><u>8,774,460</u></b>	<b><u>1,061,824</u></b>
Cash and Cash equivalents at the beginning of the year	1,353,452	291,628
Cash and Cash equivalents at the end of the year	<u>10,127,912</u>	<u>1,353,452</u>
<b>Net Increase/(Decrease)</b>	<b><u>8,774,460</u></b>	<b><u>1,061,824</u></b>

As per our report of even date  
For V.Sankar Aiyar & Co.  
Chartered Accountants  
FRN 109208 W

  
(V. Rethinam)  
Partner  
M No.10412

Place: New Delhi

Date: 24-05-2018

For and on behalf of the Board

  
(Naveen Kapoor)  
Director  
DIN: 01680157

  
(Vijay Kathuria)  
Director  
DIN: 00338125

Place: Gurgaon

Date: 24/05/2018



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

#### **1. SIGNIFICANT ACCOUNTING POLICIES.**

##### **1.1 Basis of Preparation of Accounts**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements for the year ended 31<sup>st</sup> March 2018 are prepared in accordance with Ind AS.

The stand-alone financial statements have been prepared on a historical cost basis, except for the certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

##### **1.2 Basis of classification of Current and Non-Current**

Assets and Liabilities in the balance sheet have been classified as either current or non-current.

An asset has been classified as current if

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is expected to be realized within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets have been classified as non-current.

A liability has been classified as current when

- it is expected to be settled in the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is due to be settled within twelve months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities have been classified as non-current.

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

##### **1.3 Fair Value Measurement**

The Company measures certain financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

#### **1.4 Estimates and assumptions**

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amount reported in the financial statements and notes thereto. Difference between the actual results and estimates are recognized in the period in which the results are known or materialized. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

#### **1.3 Provisions, Contingent Liabilities and Contingent Assets**

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and reliable estimates can be made of the amount of obligation. A disclosure of contingent liability is made when there is possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are not recognized but disclosed in the financial statements, where economic inflow is probable.

#### **1.4 Fixed Assets**

Fixed assets are stated as per cost model i.e. cost of acquisition less accumulated depreciation/amortisation and impairment. All significant costs incidental to the acquisition of assets are capitalized.

##### **Recognition:**

The cost of an item of property, plant and equipment is recognised as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the entity; and
- (b) the cost of the item can be measured reliably.

Subsequent expenditure related to item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on the existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss in the year when such expenses are incurred.

Gains or losses arising from de-recognition of tangible assets are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognized in the statement of Profit and Loss when the asset is derecognized.

#### **1.5 Depreciation on tangible fixed assets**

The company is providing depreciation in line with the requirements of part C of schedule II of Companies Act 2013. The company follows straight line method of depreciation. In respect of additions to Fixed Assets, depreciation is calculated on pro-rata basis from the date on which asset is put to use. Useful life used for different asset classes is as follows:



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

<b>Sr. No.</b>	<b>Assets Class</b>	<b>Useful Life</b>
1	Furniture and fixture	10 Years
2	Computers and software	3 Years
3	Office Equipments	5 Years

#### **1.6 Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangibles representing computer software are amortized using the straight line method over their estimated useful lives of three years.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss, unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

#### **1.7 Revenue Recognition**

Income from services rendered is recognised when completed or based on agreements with parties. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is accounted for, when right to receive the payment is established.

#### **1.8 Staff Benefits**

Regular contributions towards government providend fund, family pension are charged to revenue. Provisions for gratuity and leave encashment are made on basis of actuarial valuation of projected unit credit method made at the year end of each financial year.



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

#### **Re-measurements**

Re-measurements gains and losses arising from experience adjustment and changes in actuarial assumptions are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

#### **1.9 Leases – Operating Lease**

Lease rentals are recognized as expense or income on a straight line basis with reference to lease terms and other considerations except where-

- (i) Another systematic basis is more representative of the time pattern of the benefit derived from the asset taken or given on lease.; or
- (ii) The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

The Company has held office premises on operating lease. Lease payments are recognised as an expense in the statement of profit & loss.

#### **1.10 Income Tax**

Tax expense comprises current income tax and deferred tax. Current income-tax expense is measured at the amount expected to be paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

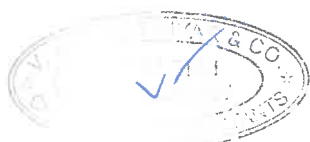
Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off, current tax assets against current tax liabilities and the deferred taxes relate to the income tax levied by the same taxation authority.

#### **1.11 Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.





## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

#### **1.12 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs include interest and other costs incurred in connection with the arrangement of borrowing.

#### **1.13 Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

#### **1.14 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **a) Financial Assets**

###### **i) Initial Recognition and Measurements**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

###### **ii) Subsequent Measurement**

##### **Debt Instruments**

###### **a) Debt instruments at amortised cost**

A 'financial asset' is measured at the amortised cost using the Effective Interest Rate (EIR) method if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

###### **b) Debt instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent sole payments of principal and interest (SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss.

#### **c) Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

#### **Equity Instruments**

All equity investments are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument -by-instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

#### **iii) Derecognition**

The Company derecognizes a financial asset when the contractual right to the cash flow from the financial asset end or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

#### **b) Financial Liabilities**

##### **i) Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and fees of recurring nature are directly recognized in profit or loss as finance cost. The Company's financial liabilities include trade and other payables.

##### **ii) Subsequent measurement**

Financial Liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

##### **iii) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired or it transfers the financial liability and the transfer qualifies for derecognition under Ind AS 109.

#### **c) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.



**ZUARI MANAGEMENT SERVICES LIMITED**  
**Notes to Accounts as at 31.03.2018**

2 Other notes forming part of accounts

2.1 - Corporate Information

The stand-alone financial statements of "Zuari Management Services Limited" ("the Company" or "ZMSL") are for the year ended **31 March 2018**. The Company is a public company domiciled in India and is incorporated on December 6, 2006 under the provisions of the Companies Act 1956. Address of registered office of the Company is Jai Kissan Bhawan, Goa - 403726. The Company is engaged in the business of management consultancy and related services. The stand-alone financial statements were approved for issue in accordance with a resolution of the Board of directors on 24th May 2018.

2.2 Employee benefits

The Company has obtained valuation report from Actuary. The following data is given from report of the Actuary.

(i) Economic Assumptions:

Particulars	2017-18	2016-17
Discount Rate	7.75%	7.50%
Future salary increase	9% for first 2 years & 7.50% thereafter	9% for first two years and 7.50% thereafter

(ii) Changes in the present value of the defined benefit obligation:

	Gratuity		Earned Leave		Sick Leave	
	3/31/2018	3/31/2017	3/31/2018	3/31/2017	3/31/2018	3/31/2017
a) Present value of obligation as at the beginning of the period	542,173	357,656	544,056	252,197	215,573	175,718
b) Acquisition adjustment	-	--	-	-	-	-
c) Interest cost	40,663	28,056	40,804	19,783	16,168	13,784
d) Past service cost	-	--	-	-	-	-
e) Current service cost	105,474	159,641	122,891	130,840	47,278	20,350
f) Curtailment cost/(Credit)	-	--	-	-	-	-
g) Settlement cost/(Credit)	-	--	-	-	-	-
h) Benefits paid	-	--	(53,665)	(33,962)	-	-
i) Actuarial (gain)/loss on obligation	141,474	(3,180)	(112,326)	175,198	5,056	5,721
<b>Present value of obligation as at the end of closing period</b>	<b>829,784</b>	<b>542,173</b>	<b>541,760</b>	<b>544,056</b>	<b>284,075</b>	<b>215,573</b>

(iii) Expenses recognized in statement of profit and loss account:

	Gratuity		Earned Leave		Sick Leave	
	3/31/2018	3/31/2017	3/31/2018	3/31/2017	3/31/2018	3/31/2017
a) Current service cost	105,474	159,641	122,891	130,840	47,278	20,350
b) Interest cost	40,663	28,056	40,804	19,783	16,168	13,784
c) Remeasurements	-	-	(112,326)	175,198	5,056	5,721
<b>Expenses recognized in the statement of profit &amp; loss</b>	<b>146,137</b>	<b>187,697</b>	<b>51,369</b>	<b>325,821</b>	<b>68,502</b>	<b>39,855</b>

(iv) Remeasurements:

	Gratuity		Earned Leave		Sick Leave	
	3/31/2018	3/31/2017	3/31/2018	3/31/2017	3/31/2018	3/31/2017
a) Actuarial (gains)/losses arising from changes in financial assumptions	(10,761)	18,372	-	-	-	-
b) Actuarial (gains)/losses arising from experience adjustments	152,235	(21,552)	-	-	-	-
Components of defined benefit costs recognised in other comprehensive income	141,474	(3,180)	-	-	-	-



**ZUARI MANAGEMENT SERVICES LIMITED**  
**Notes to Accounts as at 31.03.2018**  
**(v) Sensitivity Analysis**

		Gratuity		Earned Leave		Sick Leave	
		3/31/2018	3/31/2017	3/31/2018	3/31/2017	3/31/2018	3/31/2017
a)	Decrease in Defined benefit obligation due to 1% increase in discount rate	21,414	495,948	12,379	513,342	11,167	165,737
b)	Increase in Defined benefit obligation due to 1% decrease in discount rate	22,647	594,270	13,112	578,386	11,811	227,881
c)	Increase in Defined benefit obligation due to 1% increase in Expected Salary Escalation rate	22,539	551,022	13,050	577,935	11,167	227,709
d)	Decrease in Defined benefit obligation due to 1% decrease in Expected Salary Escalation rate	21,511	503,542	12,453	513,171	11,811	204,219

Details of Defined Contribution Plan in respect of the Company:

	2017-18	2016-17
<b>Contribution to Provident Fund</b>	1,013,048	372,720
<b>Contribution to Contributory pension fund</b>	414,934	45,000
<b>Total</b>	<b>1,427,982</b>	<b>417,720</b>

2.3 Deferred tax (Liability)/Assets as at 31.03.2018 consists of

Particulars	31.03.2018	31.03.2017
Book/Tax Depreciation difference	94,634	80,121
Provision for Leave Encashment/Gratuity	95,039	402,257
Carry Forward Tax Loss	13,465,921	12,983,543
<b>Net Deferred Tax (Liability)/Asset for the year</b>	<b>13,655,593</b>	<b>13,465,921</b>

The net deferred tax asset has not been considered as a matter of prudence.

**2.4 Contingent Liability**

In respect of A/Y 2009-10, the Assessing officer in pursuance of the directions of the CIT u/s 263 of the Act has completed the assessment vide Order dated 18<sup>th</sup> Feb 2015, disallowing substantial expenditure. The Company is in appeal before -CIT(A). This may have an impact on the income/loss returned for the subsequent assessment years.

**2.5 Related Party Transactions**

Related party transactions are as per Annexure - A

**2.6 Fair value Hierarchy**

Fair value of Investment in shares of Zuari Agro Chemicals Limited has been done with reference to quoted market price.

**2.7 Earnings Per Share**

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Particulars	3/31/2018	3/31/2017
Net Profit / (Loss) after current and deferred tax	(8,334,031)	(34,939,118)
Weighted Average number of equity shares used	50,000	50,000
Earning Per Share (Basic and Diluted) (Rs)	(167)	(699)
Face value per share (Rs)	10	10

**2.8** Previous year figures have been re-grouped wherever necessary to correspond to current year figures.



**ZUARI MANAGEMENT SERVICES LIMITED****3. Property, Plant and Equipment**

	<b>Computers</b>	<b>Furniture &amp; Fixtures</b>	<b>Office Equipments</b>	<b>Total</b>
<b>Cost</b>				
<b>At 31 March 2016</b>	348,766	95,774	673,301	1,117,841
Less: Disposals	-	(95,774)	(87,971)	(183,745)
<b>At 31 March 2017</b>	348,766	-	585,330	934,096
Additions	-	-	-	-
<b>At 31 March 2018</b>	348,766	-	585,330	934,096
<b>Depreciation and impairment</b>				
<b>At 31 March 2016</b>	179,344	15,992	202,890	398,226
Charge for the year	130,643	14,593	144,744	289,980
Less: Disposals	-	(30,585)	(83,487)	(114,072)
<b>At 31 March 2017</b>	309,987	(0)	264,147	574,134
Charge for the year	38,779	-	158,530	197,309
<b>At 31 March 2018</b>	348,766	(0)	422,677	771,443
<b>Net Block</b>				
<b>At 31 March 2017</b>	<b>38,779</b>	<b>0</b>	<b>321,183</b>	<b>359,962</b>
<b>At 31 March 2018</b>	<b>0</b>	<b>0</b>	<b>162,653</b>	<b>162,653</b>



ZUARI MANAGEMENT SERVICES LIMITED

4. Intangible assets

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	<b>Software</b>	<b>Total</b>
<b>Cost</b>		
At 31 March 2016	84,724	84,724
<b>At 31 March 2017</b>	84,724	84,724
Additions	-	-
<b>At 31 March 2018</b>	84,724	84,724
<b>Depreciation and impairment</b>		
<b>At 31 March 2016</b>	26,592	26,592
Charge for the year	28,216	28,216
<b>At 31 March 2017</b>	54,808	54,808
Charge for the year	28,216	28,216
<b>At 31 March 2018</b>	83,024	83,024
<b>Net Block</b>		
<b>At 31 March 2017</b>	<b>29,916</b>	<b>29,916</b>
<b>At 31 March 2018</b>	<b>1,700</b>	<b>1,700</b>

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**ZUARI MANAGEMENT SERVICES LIMITED**

Notes forming part of the financial statements as at 31 March 2018

(Amount in Rupees)	3/31/2018	3/31/2017
<b>5. Financial assets</b>		<b>Non current</b>
<b>Investment in associate(at cost)</b>		
Unquoted: Indian Furniture Products Limited		
24,91,071 (31 March 2017 - 24,91,071) Equity Shares of Rs.10/- each,	32,550,000	32,550,000
	<b>32,550,000</b>	<b>32,550,000</b>
<b>Investment - Others</b>		
<b>Investments at fair value through OCI:</b>		
Quoted: Zuari Agro Chemicals Limited		
50,78,909 (31 March 2017 - 50,78,909) Equity shares of Rs.10/- each f	2,448,034,138	1,843,897,912
	<b>2,448,034,138</b>	<b>1,843,897,912</b>
	2,480,584,138	1,876,447,912
Aggregate book value of quoted investments	2,448,034,138	1,843,897,912
Aggregate market value of quoted investments	2,448,034,138	1,843,897,912
Aggregate value of unquoted investments	32,550,000	32,550,000
<b>Loans (at amortised cost)</b>		
<b>Loans</b>		
To employees		
Unsecured, Considered Good	-	-
Security Deposits		
Unsecured, Considered Good	15,000	15,000
	<b>15,000</b>	<b>15,000</b>
<b>Other Financial assets (at amortised cost)</b>		
<b>Loans (at amortised cost)</b>		
<b>Loans</b>		<b>Current</b>
<b>To employees</b>		
Unsecured, Considered Good	-	21,934
	<b>-</b>	<b>21,934</b>
<b>Other Financial assets (at amortised cost)</b>		
Other Advances (Unsecured, considered good)	55,577	-
	<b>55,577</b>	<b>-</b>
<b>6. Other assets</b>		
		<b>Non-current</b>
Advance tax and tax deducted at source	4,839,890	11,240,671
	<b>4,839,890</b>	<b>11,240,671</b>
		<b>Current</b>
Service Tax - Cenvat recoverable / adjustable	-	2,331,116
GST - Recoverable / adjustable	1,197,247	-
	<b>1,197,247</b>	<b>2,331,116</b>
<b>7. Trade receivables</b>		
Unsecured- considered good		
Trade receivables - others	28,243,917	4,291,029
	<b>28,243,917</b>	<b>4,291,029</b>
<b>8. Cash and Cash Equivalent</b>		
<b>Bank Balances:</b>		
-in Current Accounts	10,127,912	1,353,452
	<b>10,127,912</b>	<b>1,353,452</b>



**ZUARI MANAGEMENT SERVICES LIMITED**

Notes forming part of the financial statements as at 31 March 2018

(Amount in Rupees)	3/31/2018	3/31/2017
<b>9. Share Capital</b>		
Authorized:		
50000 (31 March 2017 - 50,000) Equity Shares of Rs. 10/- each	500,000	500,000
Issued shares :		
50000 (31 March 2017 - 50,000) Equity Shares of Rs. 10/- each	500,000	500,000
Subscribed and fully paid-up shares :		
50000 (31 March 2017 - 50,000) Equity Shares of Rs. 10/- each	500,000	500,000
	<b>500,000</b>	<b>500,000</b>

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year/period:  
Equity Shares

At the beginning of the year		
-In Numbers	50,000	50,000
- in Rupees	500,000	500,000
Outstanding at the end of the year		
-In Numbers	50,000	50,000
- in Rupees	500,000	500,000

(b) Terms / rights attached to Equity Shares

Earning Per Share (Basic and Diluted) (Rs)

(c) Shares held by holding company

Zuari Global Limited

-In Numbers	50,000	50,000
- In % of holding	100	100

(d) Details of shareholders holding more than 5% shares in the Company

Equity shares of Rs. 10 each fully paid

Zuari Global Limited

-In Numbers	50,000	50,000
- In % of holding	100	100

(e) The entire paid up capital is held by Zuari Global Limited, the Holding Company & its nominees.

**10. Other Equity**

Surplus in the statement of profit and loss

Balance as per last financial statements	24,929,184	59,868,302
Net profit for the year	(8,334,031)	(34,939,118)
Net surplus in the statement of profit and loss	<b>16,595,153</b>	<b>24,929,184</b>

**FVTOCI Reserve**

Balance Bought Forward from Last Year's Account

Balance Bought Forward from Last Year's Account	1,712,350,322	583,559,617
Add/ Less: Movement during the year	603,994,752	1,128,790,705
Balance carried forward to next year	<b>2,316,345,074</b>	<b>1,712,350,322</b>

**Total**

<b>2,332,940,227</b>	<b>1,737,279,506</b>
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**11. Borrowings (at amortised cost)****UNSECURED LOANS**

Corporate Deposits - Related Party

Zuari Global Limited

Corporate Deposits - Related Party Zuari Global Limited	122,645,000	125,045,000
	<b>122,645,000</b>	<b>125,045,000</b>



**ZUARI MANAGEMENT SERVICES LIMITED**

Notes forming part of the financial statements as at 31 March 2018

(Amount in Rupees)	3/31/2018	3/31/2017
	<b>Current Maturities</b>	
<b>UNSECURED LOANS</b>		
Corporate Deposits - Related Party		
Zuari Global Limited	55,600,000	29,000,000
	<b>55,600,000</b>	<b>29,000,000</b>

\* Current maturities are carried to Note - 13: Other financial liabilities (Current)

Terms:

Interest - 8% p.a on Rs.266,00,000 &amp; 12% p.a on Rs.1516,45,000

Maturity - 26 months

Date of Maturity - Various dates between May '2017 to May '2019

**12. Provisions (Non-Current)**

	<b>Non - current</b>	
-Gratuity	450,505	469,205
	<b>450,505</b>	<b>469,205</b>

**13. Trade payables (at amortised cost)**

Trade Payables*	4,493,335	1,244,083
	<b>4,493,335</b>	<b>1,244,083</b>

\* The Company has not received any information from parties regarding their registration under Micro, Small and Mec

**14. Other Financial Liabilities**

	<b>Current</b>	
Other financial liabilities at amortised cost		
Current maturity of long term liabilities	55,600,000	29,000,000
Mortgage benefit payable to staff	-	51,720
	<b>55,600,000</b>	<b>29,051,720</b>

**15. Other Liabilities**

	<b>Current</b>	
Statutory dues -		
- ST/GST Payable	3,631,500	-
- Provident Fund Payable	2,004,749	72,511
- ESIC Payable	300,944	-
- LWF Payable	480	-
-TDS Liabilities	1,456,180	1,596,370
	<b>7,393,853</b>	<b>1,668,881</b>

**16. Provisions (Current)**

	<b>Current</b>	
Provision for employee benefits (refer note 2.2 )		
-Gratuity	379,279	72,968
-Sick Leave	284,075	215,573
-Privilege Leave	541,760	544,056
	<b>1,205,114</b>	<b>832,597</b>

**17. Revenue From Operations**

	<b>Year Ended</b>	<b>Year Ended</b>
	<b>3/31/2018</b>	<b>3/31/2017</b>
Manpower Services Income	14,144,774	-
Services Charges @8.5%	1,202,305	-
Management Consulting Services	20,000,000	-
	<b>35,347,079</b>	<b>-</b>

**18 Other income**

Interest income on IT Refund	175,500	561,811
Interest Income	478	57,428
Dividend	5,078,909	-
	<b>5,254,887</b>	<b>619,239</b>

Total interest income (calculated using the effective interest method) for financial assets that are not at fair value thro  
In relation to Financial assets classified at amortised cost

**ZUARI MANAGEMENT SERVICES LIMITED**

Notes forming part of the financial statements as at 31 March 2018

(Amount in Rupees)

3/31/2018

3/31/2017

**19. Employee Benefits Expense**

Salaries, wages and bonus	17,358,670	11,729,725
Contribution to provident & other funds	2,134,253	452,411
Gratuity	146,137	187,697
Staff welfare	152,913	41,992

<b>19,791,973</b>	<b>12,411,825</b>
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**20. Finance Costs**

Interest on inter corporate deposit	12,763,665	10,243,342
-------------------------------------	------------	------------

<b>12,763,665</b>	<b>10,243,342</b>
-------------------	-------------------

Total interest expense (calculated using the effective interest method) for financial liabilities that are not at fair value  
In relation to financial liabilities classified at amortised cost

12,763,665	10,243,342
<b>12,763,665</b>	<b>10,243,342</b>

**21. Depreciation and amortization expense**

Depreciation of property, plant and equipment	197,309	289,980
Amortisation of intangible assets	28,216	28,216

<b>225,525</b>	<b>318,196</b>
----------------	----------------

**22. Other expenses**

Consultancy	9,304,887	8,453,550
Rent	-	803,605
Legal & Professional Charges	482,707	1,074,245
ROC Charges & Filing Fees	7,400	5,059
Payment to Auditors (Refer detail below)	200,000	145,000
Travelling & conveyance	28,800	61,093
Vehicle Maintenance	90,059	100,186
Communication	6,300	140,024
Donation	-	25,000
Interest on delayed payments of statutory dues	3,272	18,172
Miscellaneous expenses	31,409	164,060

<b>10,154,834</b>	<b>10,989,994</b>
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Payments to the Auditors as

Audit Fees	200,000	120,000
Tax Audit Fees	-	25,000

<b>200,000</b>	<b>145,000</b>
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As per our report of even date  
For V.Sankar Aiyar & Co.  
Chartered Accountants  
FRN 109208 W

For and on behalf of the Board

(V. Rethinam)  
Partner  
M No.10412

(Naveen Kapoor)  
Director  
DIN: 01680157

(Vijay Kathuria)  
Director  
DIN: 00338125

Place: New Delhi

Date: 24-05-2018

Place: Gurgaon

Date: 24/05/2018



**ZUARI MANAGEMENT SERVICES LIMITED**

**A. List or related party identified by the management**

**Annexure - A**

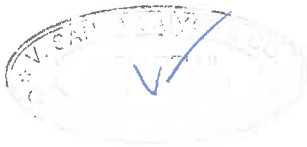
Holding Company	Zuari Global Limited (ZGL) (100%)
	Zuari Infraworld India Limited (ZIIL)
Fellow Subsidiaries	Zuari Finserv Pvt. Ltd.
	Simon India Limited (SIL)
	Indian Furniture Products Limited (IFPL)

**B. Transactions carried out with related parties in the ordinary course of business:**

S.no.	Transaction details	Year ended 31st March 2018		Year ended 31st March 2017	
		Holding company	Fellow subsidiaries	Holding company	Fellow subsidiaries
<b>1</b>	<b>Payment made on their behalf:</b>				
<b>2</b>	<b>Payment made on our behalf:</b>				
	-Zuari Global Limited	1,415,572			
<b>3</b>	<b>Service Charges Paid</b>				
	-Zuari Finserv Pvt Ltd		23,080		23,000
<b>4</b>	<b>Receipts of Inter Corporate Deposits / Loan</b>				
	-Zuari Global Limited	30,700,000		38,945,000	
<b>5</b>	<b>Repayment of Inter Corporate Deposits /</b>				
	-Zuari Global Limited	6,500,000		4,000,000	
<b>6</b>	<b>Management fees received</b>				
	-Zuari Global Limited				
	-Zuari Infraworld India Limited				
	-Zuari Finserv Pvt Ltd	20,000,000			
<b>7</b>	<b>Security deposit repaid</b>				
	-Zuari Finserv Pvt Ltd				
<b>8</b>	<b>Interest paid</b>				
	-Zuari Global Limited	12,763,665		10,243,342	
<b>9</b>	<b>Deposit Receipt for Appointment of Director / Key Managerial Person</b>				
	-Zuari Global Limited	100,000			

**Closing balances**

S.no.	Name of the Company	As at 31 Mar 2018		As at 31 Mar 2017	
		Dr./Cr.	Amount Rs.	Dr./Cr.	Amount Rs.
1	-Zuari Global Limited		-		
2	-Zuari Global Limited (ICD)	Cr	178,245,000	Cr	154,045,000
3	-Zuari Finserv Pvt Ltd	Dr	21,600,000		
4	-Zuari Infraworld India Limited		-		-
5	-Simon India Limited		-		-
6	-Indian Furniture Products Limited		-		-



**ZUARI MANAGEMENT SERVICES LIMITED**  
**Balance Sheet as at 31 March, 2018**

Particulars	Notes	As at 31 March 2018	As at 31 March 2017
<b>I. ASSETS</b>			
<b>(1) Non-current assets</b>			
(a) Property, Plant and Equipment	3	162,653	359,962
(b) Other Intangible Assets	4	1,700	29,916
(c) Financial Assets			
(i) Investments	5	2,480,584,138	1,876,447,912
(ii) Loans	5	15,000	15,000
(d) Other non-current assets	6	4,839,890	11,240,671
<b>TOTAL</b>		<b>2,485,603,381</b>	<b>1,888,093,461</b>
<b>(2) Current assets</b>			
<b>(a) Financial Assets</b>			
(i) Trade receivables	7	28,243,917	4,291,029
(ii) Cash and cash equivalents	8	10,127,912	1,353,452
(iii) Loans	5	-	21,934
(iv) Others	5	55,577	-
(b) Other current assets	6	1,197,247	2,331,116
<b>TOTAL</b>		<b>39,624,653</b>	<b>7,997,531</b>
<b>GRAND TOTAL</b>		<b>2,525,228,034</b>	<b>1,896,090,992</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share capital	9	500,000	500,000
(b) Other Equity	10	2,332,940,227	1,737,279,506
<b>TOTAL</b>		<b>2,333,440,227</b>	<b>1,737,779,506</b>
<b>LIABILITIES</b>			
<b>(1) Non-current liabilities</b>			
(a) Financial Liabilities			
Borrowings	11	122,645,000	125,045,000
(b) Provisions	12	450,505	469,205
<b>TOTAL</b>		<b>123,095,505</b>	<b>125,514,205</b>
<b>(2) Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Trade payables	13	4,493,335	1,244,083
(ii) Other financial liabilities	14	55,600,000	29,051,720
(b) Other current liabilities	15	7,393,853	1,668,881
(c) Provisions	16	1,205,114	832,597
<b>TOTAL</b>		<b>68,692,302</b>	<b>32,797,281</b>
<b>GRAND TOTAL</b>		<b>2,525,228,034</b>	<b>1,896,090,992</b>

Significant accounting policies 1  
Other notes forming part of the financial statements 2

As per our report of even date  
For V.Sankar Aiyar & Co.  
Chartered Accountants  
FRN 109208-W

(V. Rethinam)  
Partner  
M No.10412

Place: New Delhi  
Date: 24-05-2018

For and on behalf of the Board

(Naveen Kapoor)  
Director  
DIN: 01680157

Place: Gurgaon  
Date: 24/05/2018

(Vijay Kathuria)  
Director  
DIN: 00338125





**ZUARI MANAGEMENT SERVICES LIMITED**

**Statement of Profit and Loss for the year ended 31 March 2018**

Particulars	Notes	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>I REVENUE</b>			
Revenue From Operations	17	35,347,079	-
Other Income	18	5,254,887	619,239
<b>Total</b>		<b>40,601,966</b>	<b>619,239</b>
<b>II EXPENSES</b>			
Employee Benefits Expense	19	19,791,973	12,411,825
Finance Costs	20	12,763,665	10,243,342
Depreciation and amortization expense	21	225,525	318,196
Other Expenses	22	10,154,834	10,989,994
<b>Total</b>		<b>42,935,997</b>	<b>33,963,357</b>
<b>III Profit before exceptional items and tax (I-II)</b>		<b>(2,334,031)</b>	<b>(33,344,118)</b>
<b>IV Exceptional Items</b>		-	-
<b>V Profit/(loss) before tax (III-IV)</b>		<b>(2,334,031)</b>	<b>(33,344,118)</b>
<b>VI Tax expense:</b>			
(1) Current Tax (in relation to earlier years)		(6,000,000)	(1,595,000)
(2) Deferred Tax		-	-
<b>VII Profit (Loss) for the period (V-VI)</b>		<b>(8,334,031)</b>	<b>(34,939,118)</b>
<b>VIII Other Comprehensive Income</b>		603,994,752	1,128,790,705
<b>A Items that will be reclassified to profit or loss</b>		-	-
<b>B Items that will not be reclassified to profit or loss</b>			
Re-measurement gains (losses) on defined benefit plans		(141,474)	3,180
Net (loss)/gain on FVTOCI equity securities		604,136,226	1,128,787,525
<b>IX Total Comprehensive Income for the period (VII + VIII) (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		<b>595,660,721</b>	<b>1,093,851,587</b>
<b>X Earnings per equity share:</b>	<b>2.8</b>		
(1) Basic		(167)	(699)
(2) Diluted		(167)	(699)

**Significant accounting policies** 1

**Other notes forming part of the financial statements** 2

**As per our report of even date**

**For V.Sankar Aiyar & Co.**

**Chartered Accountants**

**FRN 109208 W**

**(V. Rethinam)**

**Partner**

**M No.10412**

**For and on behalf of the Board**

**(Naveen Kapoor)**

**Director**

**DIN: 01680157**

**(Vijay Kathuria)**

**Director**

**DIN: 00338125**

**Place: New Delhi**

**Date:**

**Place: Gurgaon**

**Date: 24/05/2018**



**ZUARI MANAGEMENT SERVICES LIMITED**

**STATEMENT OF CHANGES IN EQUITY**  
for the year ended March 31, 2018

**a. Equity share capital**

Particulars	Amount
<b>Balance at March 31, 2017</b>	<b>500,000</b>
Changes in equity share capital during the year	-
<b>Balance at March 31, 2018</b>	<b>500,000</b>

**b. Other equity**

Particulars	Reserves and Surplus	Components of other comprehensive income		Total
		Items that will not be reclassified to profit or loss		
	Retained earnings	Actuarial Gain / (Loss)	Equity instruments through OCI	
<b>Balance at the end of the reporting period March 31, 2016</b>	<b>59,868,302</b>	<b>(1,074,625)</b>	<b>584,634,242</b>	<b>643,427,919</b>
Total comprehensive income for the FY 2016-17	(34,939,118)	3,180	1,128,787,525	1,093,851,587
<b>Balance at the end of the reporting period March 31, 2017</b>	<b>24,929,184</b>	<b>(1,071,445)</b>	<b>1,713,421,767</b>	<b>1,737,279,506</b>
Total comprehensive income for the FY 2017-18	(8,334,031)	(141,474)	604,136,226	595,660,721
<b>Balance at the end of the reporting period March 31, 2018</b>	<b>16,595,153</b>	<b>(1,212,919)</b>	<b>2,317,557,993</b>	<b>2,332,940,227</b>

As per our report of even date  
For V.Sankar Aiyar & Co.  
Chartered Accountants  
FRN 109208 W

  
(V. Rethinam)  
Partner  
M No.10412

Place: New Delhi  
Date: 24-05-2018

For and on behalf of the Board

  
(Naveen Kapoor)  
Director  
DIN: 01680157

Place: Gurgaon  
Date: 24/05/2018

  
(Vijay Kathuria)  
Director  
DIN: 00338125



**ZUARI MANAGEMENT SERVICES LIMITED**  
**Statement of Cash Flows for the year ended 31 March 2018**  
**(Amount in Rupees, except otherwise stated)**

Particulars	For the year ended 31 March 2018	For the year ended 31 March 2017
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Net Profit/(Loss) before tax & exceptional items.	(2,334,031)	(33,344,118)
<u>Adjustment for :</u>		
Depreciation	225,525	318,196
Finance income (including fair value change in financial instruments)	(478)	(57,428)
Dividend Income	(5,078,909)	-
Interest on ICD	12,763,665	10,243,342
Actuarial Gain/ Loss	(141,474)	3,180
Operating Profit/(Loss) before working Capital Changes	<u>5,434,298</u>	<u>(22,836,828)</u>
<u>Adjustment for changes in :</u>		
(Decrease)/Increase in Short Term /Long Term Provisions	353,817	516,231
(Decrease)/Increase in Trade payables	3,249,252	(7,826,317)
(Decrease)/Increase in Other Current Liabilities	5,673,252	(221,431)
(Increase)/ Decrease in Other Long Term Assets	-	1,895,268
(Increase)/ Decrease in Other current Assets	1,100,226	(1,294,956)
(Increase)/Decrease in Trade Receivables	<u>(23,952,888)</u>	<u>205,251</u>
Net Cash from Operating Activities before Income Tax	(8,142,042)	(29,562,782)
Direct taxes paid (net of refund)	400,781	5,795,848
<b>Net cash from operating activities</b>	<b><u>(7,741,262)</u></b>	<b><u>(23,766,934)</u></b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets (including in-tangible assets)	-	-
Proceeds from Sale of Fixed Assets	-	69,672
Dividend Income	5,078,909	-
Interest Income	478	57,428
<b>Net cash used in Investing activities</b>	<b><u>5,079,387</u></b>	<b><u>127,100</u></b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Loans taken during the year	30,700,000	38,945,000
Repayment of Long-term Borrowings	(6,500,000)	(4,000,000)
Interest Paid on ICD	(12,763,665)	(10,243,342)
<b>Net cash used in financing activities</b>	<b><u>11,436,335</u></b>	<b><u>24,701,658</u></b>
<b>Net Changes in Cash and Cash equivalents during the year</b>	<b><u>8,774,460</u></b>	<b><u>1,061,824</u></b>
Cash and Cash equivalents at the beginning of the year	1,353,452	291,628
Cash and Cash equivalents at the end of the year	<u>10,127,912</u>	<u>1,353,452</u>
<b>Net Increase/(Decrease)</b>	<b><u>8,774,460</u></b>	<b><u>1,061,824</u></b>

As per our report of even date  
For V.Sankar Aiyar & Co.  
Chartered Accountants  
FRN 109208 W

  
(V. Rethinam)  
Partner  
M No.10412

Place: New Delhi

Date: 24-05-2018

For and on behalf of the Board

  
(Naveen Kapoor)  
Director  
DIN: 01680157

  
(Vijay Kathuria)  
Director  
DIN: 00338125

Place: Gurgaon

Date: 24/05/2018



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

#### **1. SIGNIFICANT ACCOUNTING POLICIES.**

##### **1.1 Basis of Preparation of Accounts**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These financial statements for the year ended 31<sup>st</sup> March 2018 are prepared in accordance with Ind AS.

The stand-alone financial statements have been prepared on a historical cost basis, except for the certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

##### **1.2 Basis of classification of Current and Non-Current**

Assets and Liabilities in the balance sheet have been classified as either current or non-current.

An asset has been classified as current if

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is expected to be realized within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

All other assets have been classified as non-current.

A liability has been classified as current when

- it is expected to be settled in the Company's normal operating cycle; or
- it is held primarily for the purpose of being traded; or
- it is due to be settled within twelve months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

All other liabilities have been classified as non-current.

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents.

##### **1.3 Fair Value Measurement**

The Company measures certain financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

#### **1.4 Estimates and assumptions**

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amount reported in the financial statements and notes thereto. Difference between the actual results and estimates are recognized in the period in which the results are known or materialized. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

#### **1.3 Provisions, Contingent Liabilities and Contingent Assets**

The Company creates a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and reliable estimates can be made of the amount of obligation. A disclosure of contingent liability is made when there is possible obligation or a present obligation that will probably not require outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are not recognized but disclosed in the financial statements, where economic inflow is probable.

#### **1.4 Fixed Assets**

Fixed assets are stated as per cost model i.e. cost of acquisition less accumulated depreciation/amortisation and impairment. All significant costs incidental to the acquisition of assets are capitalized.

##### **Recognition:**

The cost of an item of property, plant and equipment is recognised as an asset if, and only if:

- (a) it is probable that future economic benefits associated with the item will flow to the entity; and
- (b) the cost of the item can be measured reliably.

Subsequent expenditure related to item of fixed asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other expenses on the existing fixed assets, including day to day repair and maintenance expenditure and cost of replacing parts, are charged to the statement of profit and loss in the year when such expenses are incurred.

Gains or losses arising from de-recognition of tangible assets are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognized in the statement of Profit and Loss when the asset is derecognized.

#### **1.5 Depreciation on tangible fixed assets**

The company is providing depreciation in line with the requirements of part C of schedule II of Companies Act 2013. The company follows straight line method of depreciation. In respect of additions to Fixed Assets, depreciation is calculated on pro-rata basis from the date on which asset is put to use. Useful life used for different asset classes is as follows:



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

<b>Sr. No.</b>	<b>Assets Class</b>	<b>Useful Life</b>
1	Furniture and fixture	10 Years
2	Computers and software	3 Years
3	Office Equipments	5 Years

#### **1.6 Intangible Assets**

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangibles representing computer software are amortized using the straight line method over their estimated useful lives of three years.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss, unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from de-recognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

#### **1.7 Revenue Recognition**

Income from services rendered is recognised when completed or based on agreements with parties. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements.

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend income is accounted for, when right to receive the payment is established.

#### **1.8 Staff Benefits**

Regular contributions towards government providend fund, family pension are charged to revenue. Provisions for gratuity and leave encashment are made on basis of actuarial valuation of projected unit credit method made at the year end of each financial year.





## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

#### **Re-measurements**

Re-measurements gains and losses arising from experience adjustment and changes in actuarial assumptions are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

#### **1.9 Leases – Operating Lease**

Lease rentals are recognized as expense or income on a straight line basis with reference to lease terms and other considerations except where-

- (i) Another systematic basis is more representative of the time pattern of the benefit derived from the asset taken or given on lease.; or
- (ii) The payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

The Company has held office premises on operating lease. Lease payments are recognised as an expense in the statement of profit & loss.

#### **1.10 Income Tax**

Tax expense comprises current income tax and deferred tax. Current income-tax expense is measured at the amount expected to be paid to the taxation authorities in accordance with the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

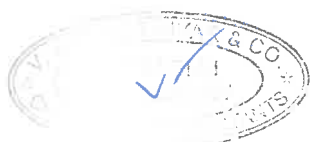
Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carry forward of unused tax credits and unused tax losses can be utilised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off, current tax assets against current tax liabilities and the deferred taxes relate to the income tax levied by the same taxation authority.

#### **1.11 Cash and Cash Equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.





## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

#### **1.12 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs include interest and other costs incurred in connection with the arrangement of borrowing.

#### **1.13 Earning per share**

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of the equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit or loss for the year attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the year are adjusted for the effect of all dilutive potential equity shares.

#### **1.14 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **a) Financial Assets**

###### **i) Initial Recognition and Measurements**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

###### **ii) Subsequent Measurement**

##### **Debt Instruments**

###### **a) Debt instruments at amortised cost**

A 'financial asset' is measured at the amortised cost using the Effective Interest Rate (EIR) method if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

###### **b) Debt instrument at FVTOCI**

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent sole payments of principal and interest (SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive



## **ZUARI MANAGEMENT SERVICES LIMITED**

### **Notes to financial statements for the year ended March 31, 2018**

income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss.

#### **c) Debt instrument at FVTPL**

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

#### **Equity Instruments**

All equity investments are measured at fair value. The Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument -by-instrument basis. The classification is made on initial recognition and is irrevocable. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

#### **iii) Derecognition**

The Company derecognizes a financial asset when the contractual right to the cash flow from the financial asset end or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.

#### **b) Financial Liabilities**

##### **i) Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and fees of recurring nature are directly recognized in profit or loss as finance cost. The Company's financial liabilities include trade and other payables.

##### **ii) Subsequent measurement**

Financial Liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to short maturity of these instruments.

##### **iii) Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired or it transfers the financial liability and the transfer qualifies for derecognition under Ind AS 109.

#### **c) Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.



**ZUARI MANAGEMENT SERVICES LIMITED**  
**Notes to Accounts as at 31.03.2018**

2 Other notes forming part of accounts

2.1 - Corporate Information

The stand-alone financial statements of "Zuari Management Services Limited" ("the Company" or "ZMSL") are for the year ended **31 March 2018**. The Company is a public company domiciled in India and is incorporated on December 6, 2006 under the provisions of the Companies Act 1956. Address of registered office of the Company is Jai Kissan Bhawan, Goa - 403726. The Company is engaged in the business of management consultancy and related services. The stand-alone financial statements were approved for issue in accordance with a resolution of the Board of directors on 24th May 2018.

2.2 Employee benefits

The Company has obtained valuation report from Actuary. The following data is given from report of the Actuary.

(i) Economic Assumptions:

Particulars	2017-18	2016-17
Discount Rate	7.75%	7.50%
Future salary increase	9% for first 2 years & 7.50% thereafter	9% for first two years and 7.50% thereafter

(ii) Changes in the present value of the defined benefit obligation:

		Gratuity		Earned Leave		Sick Leave	
		3/31/2018	3/31/2017	3/31/2018	3/31/2017	3/31/2018	3/31/2017
a)	Present value of obligation as at the beginning of the period	542,173	357,656	544,056	252,197	215,573	175,718
b)	Acquisition adjustment	-	--	-	-	-	-
c)	Interest cost	40,663	28,056	40,804	19,783	16,168	13,784
d)	Past service cost	-	--	-	-	-	-
e)	Current service cost	105,474	159,641	122,891	130,840	47,278	20,350
f)	Curtailement cost/(Credit)	-	--	-	-	-	-
g)	Settlement cost/(Credit)	-	--	-	-	-	-
h)	Benefits paid	-	--	(53,665)	(33,962)	-	-
i)	Actuarial (gain)/loss on obligation	141,474	(3,180)	(112,326)	175,198	5,056	5,721
	<b>Present value of obligation as at the end of closing period</b>	<b>829,784</b>	<b>542,173</b>	<b>541,760</b>	<b>544,056</b>	<b>284,075</b>	<b>215,573</b>

(iii) Expenses recognized in statement of profit and loss account:

		Gratuity		Earned Leave		Sick Leave	
		3/31/2018	3/31/2017	3/31/2018	3/31/2017	3/31/2018	3/31/2017
a)	Current service cost	105,474	159,641	122,891	130,840	47,278	20,350
b)	Interest cost	40,663	28,056	40,804	19,783	16,168	13,784
c)	Remeasurements	-	-	(112,326)	175,198	5,056	5,721
	<b>Expenses recognized in the statement of profit &amp; loss</b>	<b>146,137</b>	<b>187,697</b>	<b>51,369</b>	<b>325,821</b>	<b>68,502</b>	<b>39,855</b>

(iv) Remeasurements:

		Gratuity		Earned Leave		Sick Leave	
		3/31/2018	3/31/2017	3/31/2018	3/31/2017	3/31/2018	3/31/2017
a)	Actuarial (gains)/losses arising from changes in financial assumptions	(10,761)	18,372	-	-	-	-
b)	Actuarial (gains)/losses arising from experience adjustments	152,235	(21,552)	-	-	-	-
	Components of defined benefit costs recognised in other comprehensive income	141,474	(3,180)	-	-	-	-



**ZUARI MANAGEMENT SERVICES LIMITED**  
**Notes to Accounts as at 31.03.2018**  
**(v) Sensitivity Analysis**

		Gratuity		Earned Leave		Sick Leave	
		3/31/2018	3/31/2017	3/31/2018	3/31/2017	3/31/2018	3/31/2017
a)	Decrease in Defined benefit obligation due to 1% increase in discount rate	21,414	495,948	12,379	513,342	11,167	165,737
b)	Increase in Defined benefit obligation due to 1% decrease in discount rate	22,647	594,270	13,112	578,386	11,811	227,881
c)	Increase in Defined benefit obligation due to 1% increase in Expected Salary Escalation rate	22,539	551,022	13,050	577,935	11,167	227,709
d)	Decrease in Defined benefit obligation due to 1% decrease in Expected Salary Escalation rate	21,511	503,542	12,453	513,171	11,811	204,219

Details of Defined Contribution Plan in respect of the Company:

	2017-18	2016-17
<b>Contribution to Provident Fund</b>	1,013,048	372,720
<b>Contribution to Contributory pension fund</b>	414,934	45,000
<b>Total</b>	<b>1,427,982</b>	<b>417,720</b>

2.3 Deferred tax (Liability)/Assets as at 31.03.2018 consists of

Particulars	31.03.2018	31.03.2017
Book/Tax Depreciation difference	94,634	80,121
Provision for Leave Encashment/Gratuity	95,039	402,257
Carry Forward Tax Loss	13,465,921	12,983,543
<b>Net Deferred Tax (Liability)/Asset for the year</b>	<b>13,655,593</b>	<b>13,465,921</b>

The net deferred tax asset has not been considered as a matter of prudence.

**2.4 Contingent Liability**

In respect of A/Y 2009-10, the Assessing officer in pursuance of the directions of the CIT u/s 263 of the Act has completed the assessment vide Order dated 18<sup>th</sup> Feb 2015, disallowing substantial expenditure. The Company is in appeal before -CIT(A). This may have an impact on the income/loss returned for the subsequent assessment years.

**2.5 Related Party Transactions**

Related party transactions are as per Annexure - A

**2.6 Fair value Hierarchy**

Fair value of Investment in shares of Zuari Agro Chemicals Limited has been done with reference to quoted market price.

**2.7 Earnings Per Share**

Basic and Diluted EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

Particulars	3/31/2018	3/31/2017
Net Profit / (Loss) after current and deferred tax	(8,334,031)	(34,939,118)
Weighted Average number of equity shares used	50,000	50,000
Earning Per Share (Basic and Diluted) (Rs)	(167)	(699)
Face value per share (Rs)	10	10

**2.8** Previous year figures have been re-grouped wherever necessary to correspond to current year figures.



**ZUARI MANAGEMENT SERVICES LIMITED****3. Property, Plant and Equipment**

	<b>Computers</b>	<b>Furniture &amp; Fixtures</b>	<b>Office Equipments</b>	<b>Total</b>
<b>Cost</b>				
<b>At 31 March 2016</b>	348,766	95,774	673,301	1,117,841
Less: Disposals	-	(95,774)	(87,971)	(183,745)
<b>At 31 March 2017</b>	348,766	-	585,330	934,096
Additions	-	-	-	-
<b>At 31 March 2018</b>	348,766	-	585,330	934,096
<b>Depreciation and impairment</b>				
<b>At 31 March 2016</b>	179,344	15,992	202,890	398,226
Charge for the year	130,643	14,593	144,744	289,980
Less: Disposals	-	(30,585)	(83,487)	(114,072)
<b>At 31 March 2017</b>	309,987	(0)	264,147	574,134
Charge for the year	38,779	-	158,530	197,309
<b>At 31 March 2018</b>	348,766	(0)	422,677	771,443
<b>Net Block</b>				
<b>At 31 March 2017</b>	<b>38,779</b>	<b>0</b>	<b>321,183</b>	<b>359,962</b>
<b>At 31 March 2018</b>	<b>0</b>	<b>0</b>	<b>162,653</b>	<b>162,653</b>



ZUARI MANAGEMENT SERVICES LIMITED

4. Intangible assets

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	<b>Software</b>	<b>Total</b>
<b>Cost</b>		
At 31 March 2016	84,724	84,724
<b>At 31 March 2017</b>	84,724	84,724
Additions	-	-
<b>At 31 March 2018</b>	84,724	84,724
<b>Depreciation and impairment</b>		
<b>At 31 March 2016</b>	26,592	26,592
Charge for the year	28,216	28,216
<b>At 31 March 2017</b>	54,808	54,808
Charge for the year	28,216	28,216
<b>At 31 March 2018</b>	83,024	83,024
<b>Net Block</b>		
<b>At 31 March 2017</b>	<b>29,916</b>	<b>29,916</b>
<b>At 31 March 2018</b>	<b>1,700</b>	<b>1,700</b>

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**ZUARI MANAGEMENT SERVICES LIMITED**

Notes forming part of the financial statements as at 31 March 2018

(Amount in Rupees)	3/31/2018	3/31/2017
<b>5. Financial assets</b>		<b>Non current</b>
<b>Investment in associate(at cost)</b>		
Unquoted: Indian Furniture Products Limited		
24,91,071 (31 March 2017 - 24,91,071) Equity Shares of Rs.10/- each,	32,550,000	32,550,000
	<b>32,550,000</b>	<b>32,550,000</b>
<b>Investment - Others</b>		
<b>Investments at fair value through OCI:</b>		
Quoted: Zuari Agro Chemicals Limited		
50,78,909 (31 March 2017 - 50,78,909) Equity shares of Rs.10/- each f	2,448,034,138	1,843,897,912
	<b>2,448,034,138</b>	<b>1,843,897,912</b>
	2,480,584,138	1,876,447,912
Aggregate book value of quoted investments	2,448,034,138	1,843,897,912
Aggregate market value of quoted investments	2,448,034,138	1,843,897,912
Aggregate value of unquoted investments	32,550,000	32,550,000
<b>Loans (at amortised cost)</b>		
<b>Loans</b>		
To employees		
Unsecured, Considered Good	-	-
Security Deposits		
Unsecured, Considered Good	15,000	15,000
	<b>15,000</b>	<b>15,000</b>
<b>Other Financial assets (at amortised cost)</b>		
<b>Loans (at amortised cost)</b>		
<b>Loans</b>		<b>Current</b>
<b>To employees</b>		
Unsecured, Considered Good	-	21,934
	<b>-</b>	<b>21,934</b>
<b>Other Financial assets (at amortised cost)</b>		
Other Advances (Unsecured, considered good)	55,577	-
	<b>55,577</b>	<b>-</b>
<b>6. Other assets</b>		
		<b>Non-current</b>
Advance tax and tax deducted at source	4,839,890	11,240,671
	<b>4,839,890</b>	<b>11,240,671</b>
		<b>Current</b>
Service Tax - Cenvat recoverable / adjustable	-	2,331,116
GST - Recoverable / adjustable	1,197,247	-
	<b>1,197,247</b>	<b>2,331,116</b>
<b>7. Trade receivables</b>		
Unsecured- considered good		
Trade receivables - others	28,243,917	4,291,029
	<b>28,243,917</b>	<b>4,291,029</b>
<b>8. Cash and Cash Equivalent</b>		
<b>Bank Balances:</b>		
-in Current Accounts	10,127,912	1,353,452
	<b>10,127,912</b>	<b>1,353,452</b>





**ZUARI MANAGEMENT SERVICES LIMITED**

Notes forming part of the financial statements as at 31 March 2018

(Amount in Rupees)	3/31/2018	3/31/2017
<b>9. Share Capital</b>		
Authorized:		
50000 (31 March 2017 - 50,000) Equity Shares of Rs. 10/- each	500,000	500,000
Issued shares :		
50000 (31 March 2017 - 50,000) Equity Shares of Rs. 10/- each	500,000	500,000
Subscribed and fully paid-up shares :		
50000 (31 March 2017 - 50,000) Equity Shares of Rs. 10/- each	500,000	500,000
	<b>500,000</b>	<b>500,000</b>

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting year/period:  
Equity Shares

At the beginning of the year		
-In Numbers	50,000	50,000
- in Rupees	500,000	500,000
Outstanding at the end of the year		
-In Numbers	50,000	50,000
- in Rupees	500,000	500,000

(b) Terms / rights attached to Equity Shares

Earning Per Share (Basic and Diluted) (Rs)

(c) Shares held by holding company

Zuari Global Limited

-In Numbers	50,000	50,000
- In % of holding	100	100

(d) Details of shareholders holding more than 5% shares in the Company

Equity shares of Rs. 10 each fully paid

Zuari Global Limited

-In Numbers	50,000	50,000
- In % of holding	100	100

(e) The entire paid up capital is held by Zuari Global Limited, the Holding Company & its nominees.

**10. Other Equity**

Surplus in the statement of profit and loss

Balance as per last financial statements	24,929,184	59,868,302
Net profit for the year	(8,334,031)	(34,939,118)
Net surplus in the statement of profit and loss	<b>16,595,153</b>	<b>24,929,184</b>

**FVTOCI Reserve**

Balance Bought Forward from Last Year's Account

Balance Bought Forward from Last Year's Account	1,712,350,322	583,559,617
Add/ Less: Movement during the year	603,994,752	1,128,790,705
Balance carried forward to next year	<b>2,316,345,074</b>	<b>1,712,350,322</b>

**Total**

<b>2,332,940,227</b>	<b>1,737,279,506</b>
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**11. Borrowings (at amortised cost)****UNSECURED LOANS**

Corporate Deposits - Related Party

Zuari Global Limited

Corporate Deposits - Related Party Zuari Global Limited	122,645,000	125,045,000
	<b>122,645,000</b>	<b>125,045,000</b>



**ZUARI MANAGEMENT SERVICES LIMITED**

Notes forming part of the financial statements as at 31 March 2018

(Amount in Rupees)

3/31/2018

3/31/2017

**Current Maturities****UNSECURED LOANS**

Corporate Deposits - Related Party

Zuari Global Limited

55,600,000

29,000,000

**55,600,000****29,000,000**

\* Current maturities are carried to Note - 13: Other financial liabilities (Current)

Terms:

Interest - 8% p.a on Rs.266,00,000 &amp; 12% p.a on Rs.1516,45,000

Maturity - 26 months

Date of Maturity - Various dates between May '2017 to May '2019

**12. Provisions (Non-Current)**

-Gratuity

**Non - current**

450,505

469,205

**450,505****469,205****13. Trade payables (at amortised cost)**

Trade Payables\*

4,493,335

1,244,083

**4,493,335****1,244,083**

\* The Company has not received any information from parties regarding their registration under Micro, Small and Mec

**14. Other Financial Liabilities****Current**

Other financial liabilities at amortised cost

Current maturity of long term liabilities

55,600,000

29,000,000

Mortgage benefit payable to staff

-

51,720

**55,600,000****29,051,720****15. Other Liabilities****Current**

Statutory dues -

- ST/GST Payable

3,631,500

-

- Provident Fund Payable

2,004,749

72,511

- ESIC Payable

300,944

-

- LWF Payable

480

-

-TDS Liabilities

1,456,180

1,596,370

**7,393,853****1,668,881****16. Provisions (Current)**

Provision for employee benefits (refer note 2.2 )

**Current**

-Gratuity

379,279

72,968

-Sick Leave

284,075

215,573

-Privilege Leave

541,760

544,056

**1,205,114****832,597****17. Revenue From Operations****Year Ended  
3/31/2018****Year Ended  
3/31/2017**

Manpower Services Income

14,144,774

-

Services Charges @8.5%

1,202,305

-

Management Consulting Services

20,000,000

-

**35,347,079****-****18 Other income**

Interest income on IT Refund

175,500

561,811

Interest Income

478

57,428

Dividend

5,078,909

-

**5,254,887****619,239**Total interest income (calculated using the effective interest method) for financial assets that are not at fair value thro  
In relation to Financial assets classified at amortised cost

**ZUARI MANAGEMENT SERVICES LIMITED**

Notes forming part of the financial statements as at 31 March 2018

(Amount in Rupees)

3/31/2018

3/31/2017

**19. Employee Benefits Expense**

Salaries, wages and bonus	17,358,670	11,729,725
Contribution to provident & other funds	2,134,253	452,411
Gratuity	146,137	187,697
Staff welfare	152,913	41,992

<b>19,791,973</b>	<b>12,411,825</b>
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**20. Finance Costs**

Interest on inter corporate deposit	12,763,665	10,243,342
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<b>12,763,665</b>	<b>10,243,342</b>
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Total interest expense (calculated using the effective interest method) for financial liabilities that are not at fair value  
In relation to financial liabilities classified at amortised cost

12,763,665	10,243,342
<b>12,763,665</b>	<b>10,243,342</b>

**21. Depreciation and amortization expense**

Depreciation of property, plant and equipment	197,309	289,980
Amortisation of intangible assets	28,216	28,216

<b>225,525</b>	<b>318,196</b>
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**22. Other expenses**

Consultancy	9,304,887	8,453,550
Rent	-	803,605
Legal & Professional Charges	482,707	1,074,245
ROC Charges & Filing Fees	7,400	5,059
Payment to Auditors (Refer detail below)	200,000	145,000
Travelling & conveyance	28,800	61,093
Vehicle Maintenance	90,059	100,186
Communication	6,300	140,024
Donation	-	25,000
Interest on delayed payments of statutory dues	3,272	18,172
Miscellaneous expenses	31,409	164,060

<b>10,154,834</b>	<b>10,989,994</b>
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Payments to the Auditors as

Audit Fees	200,000	120,000
Tax Audit Fees	-	25,000

<b>200,000</b>	<b>145,000</b>
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As per our report of even date  
For V.Sankar Aiyar & Co.  
Chartered Accountants  
FRN 109208 W

For and on behalf of the Board

(V. Rethinam)  
Partner  
M No.10412

(Naveen Kapoor)  
Director  
DIN: 01680157

(Vijay Kathuria)  
Director  
DIN: 00338125

Place: New Delhi

Date: 24-05-2018

Place: Gurgaon

Date: 24/05/2018



**ZUARI MANAGEMENT SERVICES LIMITED**
**A. List or related party identified by the management**
**Annexure - A**

Holding Company	Zuari Global Limited (ZGL) (100%)
	Zuari Infraworld India Limited (ZIIL)
Fellow Subsidiaries	Zuari Finserv Pvt. Ltd.
	Simon India Limited (SIL)
	Indian Furniture Products Limited (IFPL)

**B. Transactions carried out with related parties in the ordinary course of business:**

S.no.	Transaction details	Year ended 31st March 2018		Year ended 31st March 2017	
		Holding company	Fellow subsidiaries	Holding company	Fellow subsidiaries
1	<b>Payment made on their behalf:</b>				
2	<b>Payment made on our behalf:</b>				
	-Zuari Global Limited	1,415,572			
3	<b>Service Charges Paid</b>				
	-Zuari Finserv Pvt Ltd		23,080		23,000
4	<b>Receipts of Inter Corporate Deposits / Loan</b>				
	-Zuari Global Limited	30,700,000		38,945,000	
5	<b>Repayment of Inter Corporate Deposits /</b>				
	-Zuari Global Limited	6,500,000		4,000,000	
6	<b>Management fees received</b>				
	-Zuari Global Limited				
	-Zuari Infraworld India Limited				
	-Zuari Finserv Pvt Ltd	20,000,000			
7	<b>Security deposit repaid</b>				
	-Zuari Finserv Pvt Ltd				
8	<b>Interest paid</b>				
	-Zuari Global Limited	12,763,665		10,243,342	
9	<b>Deposit Receipt for Appointment of Director / Key Managerial Person</b>				
	-Zuari Global Limited	100,000			

**Closing balances**

S.no.	Name of the Company	As at 31 Mar 2018		As at 31 Mar 2017	
		Dr./Cr.	Amount Rs.	Dr./Cr.	Amount Rs.
1	-Zuari Global Limited		-		
2	-Zuari Global Limited (ICD)	Cr	178,245,000	Cr	154,045,000
3	-Zuari Finserv Pvt Ltd	Dr	21,600,000		
4	-Zuari Infraworld India Limited		-		-
5	-Simon India Limited		-		-
6	-Indian Furniture Products Limited		-		-

