

AUNDE India Limited



**21st ANNUAL REPORT
2017 - 2018**

**BOARD OF DIRECTORS AND MANAGEMENT TEAM**

Mr. Ajay Anand	Managing Director
Mr. Rolf Konigs	Non-Executive Director
Mr. Bheemanna Chikkerur	Non-Executive Director (Retired w.e.f. 27.09.2017)
Mr. Viswanathan Sivakumar	Chief Financial Officer
Mr. Akram Sati	Company Secretary

INDEPENDENT DIRECTORS

Mr. Vinit Rathod	Ms. Shweta Jain	Mr. Manan Shah
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BANKERS

The Saraswat Co-operative Bank Ltd.

ADVOCATES & SOLICITORS

M/s.Vikram Philip & Associates

STATUTORY AUDITORM/s. Thakur, Vaidyanath Aiyar & Co.
Chartered Accountants, Mumbai.**SECRETARIAL AUDITOR**M/s. Sanjay Dholakia & Associates
Practicing Company Secretary**BOARD COMMITTEES****Audit Committee**

Mr. Vinit Rathod	<i>Chairman</i>
Mr. Ajay Anand	<i>Member</i>
Mr. Manan Shah	<i>Member</i>

Nomination & Remuneration Committee

Mr. Vinit Rathod	<i>Chairman</i>
Mr. Manan Shah	<i>Member</i>
Ms. Shweta Jain	<i>Member</i>

Stakeholders Relationship Committee

Mr. Vinit Rathod	<i>Chairman</i>
Mr. Manan Shah	<i>Member</i>
Mr. Ajay Anand	<i>Member</i>

REGISTERED OFFICE

Plot No. 146,
Waghdhara Village Road,
Dadra - 396193
Union Territory of Dadra & Nagar
Haveli.
Ph: 0260 6632605
Fax: 0260 2668501

CORPORATE OFFICE

63-64, Mittal court,
C Wing, Nariman Point,
Mumbai - 400 021
Phone : 022 62421313
/ 4351 4444
Fax : 022 2493 6811
Email: investors@aundeindia.com
Website: www.aundeindia.com

REGISTRAR & TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.
Unit-1, Luthra Ind. Premises,
Andheri - Kurla Road,
Safed Pool,
Andheri (East),
Mumbai - 400 072.
Phone: 022 2851 5606 / 5644
Website: www.sharexindia.com
Email: sharexindia@vsnl.com



AUNDE INDIA LIMITED
21ST ANNUAL REPORT FOR THE PERIOD ENDED 31ST MARCH, 2018

1. Date of Annual General Meeting : 27th September, 2018
2. Time and Venue : 11.00 am. Conference Room,
 Aunde India Limited
 Plot No. 146
 Waghdhara Village Road
 Dadra - 396 193
 UT of Dadra & Nagar Haveli
3. Book Closure : Friday, 21st September, 2018
 to Thursday, 27th September, 2018
 (both days inclusive)

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NOTICE is hereby given that the 21st Annual General Meeting of the Shareholders of AUNDE INDIA LIMITED will be held on Thursday, 27th September, 2018 at 11.00 AM. at Conference Room, Aunde India Limited, Plot No. 146, Waghdhara Village Road, Dadra - 396 193, Union Territory of Dadra & Nagar Haveli, to transact the following business:

ORDINARY BUSINESS:

No.1 - Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements for the year ended 31st March, 2018, together with the Report of Directors and Auditors thereon.

“RESOLVED THAT the Financial Statements of the Company including Audited Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss of the Company for the year ended as on that date together with the Auditors' Report and Directors' Report thereon be and are hereby received, considered and adopted.”

No.2 - Appointment of a Director

To consider Appointment of Director in place of Mr. Ajay Anand (DIN :00373248), who retires by rotation and being eligible, offer himself for re-appointment.

“RESOLVED THAT Mr. Ajay Anand (DIN :00373248), who retires by rotation and being eligible, offer himself for re-appointment, be and is hereby re-appointed as Director of the Company.”

SPECIAL BUSINESS:

No.3 - Approval of Related Party Transactions

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

“RESOLVED THAT pursuant to provisions of Regulation 23 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 188 approval of the Members be and is hereby accorded to the Material Related Party transactions entered into and proposed to be entered into and carried out in ordinary course of business with Faze Three Ltd. having its Registered office at Survey No. 380/1, Khanvel Silvassa Road, Dapada - 396230, Union Territory of Dadra & Nagar Haveli,, a “Related Party” as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2 (1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the financial year 2018-19”

No.4 - Approval for Changing the name of the Company from Aunde India Limited to Aunde Faze Three Autofab Limited

To Consider and if, thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to applicable provisions of the Companies Act, 2013 & SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & any other law for time being in force and subject to approval of any regulatory authority as may be applicable, the name of the company be changed from “Aunde India Limited” to “Aunde Faze Three Autofab Limited.”

“RESOLVED FURTHER THAT wherever the name of “Aunde India Limited” appears in the Memorandum and Articles of Association of the company or elsewhere, the same be substituted by “Aunde Faze Three Autofab Limited.”

“RESOLVED FURTHER THAT Any Director or Company Secretary of the Company be and is hereby authorised to pursue the matter and to perform all necessary acts, deeds and things to give effect to above resolution.”

BY ORDER OF THE BOARD OF DIRECTORS
For AUNDE India Limited

Date: 31st August, 2018
Place: Mumbai

Akram Sati
Company Secretary



Notes:

1. Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the AGM. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions / authority, as applicable.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder of the Company.

2. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the meeting.
3. Explanatory statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 2 of the Notice, are also annexed.
4. The Register of member and the Share Transfer Books of the Company will remain closed from Friday, 21st September, 2018 to Thursday, 27th September, 2018 (both days inclusive).
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. In accordance with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Friday, 21st September, 2018 as the "cut-off date" to determine the eligibility to vote by electronic means or in the general meeting. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 21st September, 2018, shall be entitled to avail the facility of remote e-voting or voting in the general meeting.
7. Shareholders may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report including Notice of the 21st Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

Members are requested:

- i. To write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31st March 2018, so as to enable the Company to keep the information ready.
- ii. To bring their copy of Attendance slip and their photo identity proof at the Annual General Meeting.
- iii. To inform to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA. To quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.



- iv. To approach the R&TA of the Company for consolidation of folios.
 - v. To avail Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
 - vi. To send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Andheri - Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072 upto the date of book closure.
9. The Company has listed its shares on the BSE Limited. The listing fees till date have been paid.
10. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
- 11.
- i. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
 - ii. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-voting shall be able to exercise their right at the meeting through ballot paper.
 - iii. The Members who have cast their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - iv. The e-voting period commences on Monday, 24th September, 2018 (9:00 am) and ends on Wednesday, 26th September, 2018 (5:00 pm). During this period, Members' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, 21st September, 2018, may cast their vote by e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the member shall not be allowed to change it subsequently.

The instructions for e-voting are as follows:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

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

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

Step 1:

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

- a. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- c. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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



d. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

e. Your password details are given below:

- i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - iii) How to retrieve your 'initial password'?
 - iv) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - v) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- i) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - ii) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - iii) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iv) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - v) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 - vi) Now, you will have to click on "Login" button.
 - vii) After you click on the "Login" button, Home page of e-Voting will open.

**Step 2:**

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

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

General Guidelines for shareholders

- a. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in.
 - b. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
 - c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
12. The route map showing directions to reach the venue of the Twenty First AGM is annexed.
13. The Company has appointed Mr. Sanjay Dholakia, Practicing Company Secretary (Membership No. FCS- 2655 and CP No.1798) as the Scrutinizer to count the votes cast in favour or against the resolutions proposed from item No. 1 to 4 of the Notice for point No. 11 as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013.
14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of “Ballot Paper” for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall, after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through ballot paper in the presence of at least two witnesses, not in the employment of the Company, and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared, along with the report of the Scrutinizer, shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.



17. A brief resume of Directors proposed to be appointed/re-appointed at this Annual General Meeting pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements), 2015 is provided here under:

Name	Ajay Anand
Date of Birth	16/10/1954
Qualification	Graduate
Nature of Expertise	Immense knowledge & craftsmanship in Textile & Automotive Textile industry. Enjoying high reputation among major automotive OEM's and top retail giants in home furnishing segment across the globe.
Experience	More than 30 years of experience in Textile Industry
Disclosure of relationship with Directors inter-se	None
Name of Other Public Companies in which holds Directorship	Faze Three Limited
Name of Other Companies of which holds Chairmanship / Membership	Faze Three Limited

BY ORDER OF THE BOARD OF DIRECTORS
For AUNDE India Limited

Date: 31st August, 2018
Place: Mumbai

Akram Sati
Company Secretary



**Explanatory statement
(Pursuant to Section 102 of the Companies Act, 2013)**

No. 3- Approval of Related Party Transactions

M/s. Faze Three Limited is a Public limited Company and Listed on BSE, having its Registered Office and manufacturing facilities at Dadra. The Company is into manufacturing of Home Textile Products like Bathmats, Rugs, Floor Coverings, Blankets, Cushions, Cushion Covers, etc.

Faze Three Limited and Aunde India Limited have entered into an exclusive manufacturing and processing agreement under which Aunde India is entitled to use Faze Three's dyeing unit at Vapi for dyeing its Automotive Fabrics as per the laid down standards. The agreement also lays down terms for dealing with other units of Faze Three in case of any specific requirement of capacity or technology sharing. The transactions are made in the ordinary course of business and are at arm's length price and requisite approvals have been taken from the Audit Committee.

As per the requirement of Section 188 of the Companies Act, 2013, read with Companies (Amendment) Act, 2015 and SEBI (Listing Obligations and Disclosure Requirements), 2015 all material Related Party Transactions shall require approval of the shareholders through an Ordinary Resolution if the transaction or transactions to be entered into individually or taken together with previous transactions during the financial year, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

Faze Three Limited is a Related Party and the transaction as described hereunder would exceed 10% of the annual turnover of the Company for F.Y. 2018-19 as per the audited financial statements of the Company and thus, in terms of the Section, the transactions would require the approval of the members by way of Ordinary Resolution:

Sr. No.	Description	Details		
		1.	Name of the related Party	Faze Three Limited
2.	Name of the Director or KMP who is related	Mr. Ajay Anand		
3.	Nature of relationship	Entity in which Director has Common Control as per Ind AS 24		
4.	Transactions (₹ in Crores)	Year ended	2017-18 (Actual)	2018-19 (estimated)
	Dyeing & Processing Charges		13.32	25.00

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested in the said resolution, except for Mr. Ajay Anand.

No.4 - Approval to change the name of the Company from Aunde India Limited to Aunde Faze Three Autofab Limited

The Board of Directors of the Company in the meeting held on 31st August 2018 considered and approved the Change of name of the Company from Aunde India Limited to Aunde Faze Three Autofab Limited subject to the approval of the shareholders of the Company.

As per Section 13 and other applicable provisions if any of the Companies Act, 2013, change of name of the Company requires approval of members of the Company by way of Special Resolution and hence this resolution. Your Directors commend the resolution for approval in the best interest of the company.

The above change in name of the Company was considered in view of the following:

- A. Majority of Business done by the company comes from Indian OEMs Maruti Suzuki, M&M, TATA, etc. who prefer to deal with Indian manufacturer. Even foreign OEMs have a strong push towards localization and domestic manufacturers. Also the recent government incentives are around the Make in India / Indian Manufacturers.



- B. The company has two promoters who have entered into joint venture, therefore, the erstwhile name correctly reflected the owners / promoters in its name and also contains a reference to its key product offerings i.e. “Autofabrics”.

The Board was further of the view that the proposed change in name will result in generating additional value and add credibility to business of the company and the company will also be able to enjoy the domestic goodwill and reputation that Faze Three group enjoys in India.

None of the Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested in the said resolution.

BY ORDER OF THE BOARD OF DIRECTORS
For AUNDE India Limited

Date: 31st August, 2018
Place: Mumbai

Akram Sati
Company Secretary



DIRECTORS' REPORT

To,
The Members of
Aunde India Ltd

Your Directors have pleasure in presenting the 21st Annual Report of your Company containing the business performance and the Audited Financial Statements for the year ended on 31st March 2018.

1. FINANCIAL HIGHLIGHTS

(₹ In Lacs)

Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
Revenue from operations (Net)	12782.14	12391.35
Expenses	(13769.45)	(11279.22)
Other Income	18.69	25.50
Profit before Interest, Tax, Depreciation & Amortization, finance cost and exceptional items	(968.62)	1137.63
Less:		
Finance Cost/ Interest	437.71	544.65
Depreciation & amortization expenses	420.20	415.85
Profit / (Loss) before taxation	(1826.53)	177.13
Provision for taxation (incl. deferred tax)	0.00	(85.00)
Other comprehensive income	0.68	(5.21)
Profit / (Loss) for the year	(1825.85)	256.92

2. KEY HIGHLIGHTS OF THE FINANCIAL PERFORMANCE

During the year under review, the Company earned revenue from operations of ₹ 12782.14 lakhs as against ₹ 12391.35 lakhs in the previous year. The Company incurred Net Loss of ₹ 1825.85 Lakhs as against Net Profit of ₹ 256.92 Lakhs.

3. CHANGE IN THE NATURE OF THE BUSINESS

There was no change in the nature of business during the year under review as prescribed in Rule 8 of the Companies (Accounts) Rules, 2014.

4. DIVIDEND

Due to financial losses, your Board of Directors has not recommended any dividend for the Financial Year.

5. RESERVES:

The Company has not transferred any amount to reserves in current financial year.

6. DETAILS OF SUBSIDIARY/JOINT VENTURE/ASSOCIATE:

Aunde Achter & Ebels GmbH, Germany is the JV partner of the Company and is holding 42.82% shares of the Company.



7. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form a part of the Notes to Financial Statements provided in this Annual Report.

8. DEPOSITS:

The Company has not accepted any deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014, or under Chapter V of the Companies Act, 2013.

9. DIRECTORS

During the year under review Mr. Bheemanna B. Chikkerur, who retired by rotation at 20th Annual General Meeting of the Company, vacated his office from the post of a Non-Executive Director of the Company w.e.f. 27th September, 2017.

10. DETAILS OF BOARD MEETINGS:

The Board of Directors of your Company met 8 (Eight) times during the Financial Year ended 31st March, 2018. The details of Board Meetings and the attendance of the Directors thereat are provided in the Corporate Governance Report. The intervening time gap between two consecutive Meetings was within the period prescribed under the Companies Act, 2013.

11. DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) that in the preparation of the Annual Financial Statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (ii) that such accounting policies as mentioned in Notes to Financial Statements have been selected and applied consistently and made judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the loss of the Company for the year ended on that date;
- (iii) that proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the Annual Financial Statements have been prepared on a going concern basis;
- (v) that the proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- (vi) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

12. ANNUAL PERFORMANCE EVALUATION OF BOARD:

Pursuant to the provisions of the Companies Act, 2013, and the corporate governance requirements as prescribed by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ('SEBI Listing Regulations'); the Board of Directors has carried out an annual evaluation of its own performance as a Board, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees.



The performance of the board was evaluated by the board after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance, effectiveness of board processes, information and functioning, etc. as provided by the Guidance Note on Board Evaluation issued by the Securities and Exchange Board of India on January 5, 2017.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement, the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

In a separate meeting of independent directors, performance of non-independent directors and the board as a whole was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

13. DECLARATION FROM INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

14. FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

Pursuant to the SEBI regulations, the company has worked out a Familiarization Programme for the independent Directors, with a view to familiarize them with their role, rights and responsibilities in the Company, nature of Industry in which the company operates, business model of the Company, etc.

The policy for Familiarization Programme for the Independent Directors is available on the website of the company.

15. DISCLOSURE RELATING TO REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND PARTICULARS OF EMPLOYEES:

As required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, details of Remuneration to Directors and Key Managerial Personnel is provided in Form MGT-9 annexed to this Report.

The Company has no employee who- (i) if employed throughout the financial year, was in receipt of remuneration, in aggregate, more than ₹ 102 Lakhs, or (ii) If employed for part of the financial year, was in receipt of remuneration, in aggregate, more than ₹ 8.5 Lakhs per month. Hence, the information required to be given pursuant to the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, is not applicable to the Company.

Details as required under the provisions of section 197(12) of the Companies Act, 2013, read with rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, which



form part of the Directors' Report, will be made available to any shareholder on request, as per provisions of section 136(1) of the said Act.

Pursuant to the legislation 'The Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013', the Company has a Policy on Prevention of Sexual Harassment at Workplace. There was no case reported during the year under review under the said Policy.

16. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

A separate section on Corporate Governance is included in the Annual Report and the Certificate from the Company's auditors confirming the compliance of conditions on Corporate Governance as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this report as Annexure I.

17. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

For the financial year under review as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Management Discussion and Analysis Report is Annexed to this report as Annexure II.

18. RELATED PARTY TRANSACTIONS:

All transactions entered into with related party during the financial year as defined under Section 188(3) of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 were in the ordinary course of business and on Arm's Length Price basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company.

All Related party Transactions are approved by Audit Committee. Prior omnibus approval is obtained from the Audit Committee in respect of the transactions which are repetitive in nature. The transactions entered into pursuant to omnibus approval so granted are reviewed on a quarterly basis by the Audit Committee. Suitable disclosure as required by the Indian Accounting Standards (Ind AS 24) has been made in the notes to the Financial Statements. The Company has proposed to take approval of shareholders regarding related party transactions propose to be enter into with related parties in next financial year through Ordinary Resolution.

The policy on Related Party Transactions as approved by the Board is available on the website of the company. The same can be accessed on www.aundeindia.com.

19. TRANSACTIONS WITH RELATED PARTIES:

None of the transactions with related parties falls under the scope of section 188(1) of the Act. Information on transactions with related parties pursuant to section 134(3)(h) of the Act read with rule 8(2) of the Companies (Accounts) Rules, 2014 are given as Annexure III in Form AOC-2 to this report.

20. POLICIES OF THE COMPANY:

The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") mandated the formulation of certain policies for all listed companies. All our Corporate Governance Policies are available on the Company's website, viz., www.aundeindia.com. The Policies are reviewed periodically by the Board and its Committees and are updated based on the need and new compliance requirement.

The key policies that have been adopted by the Company are as follows:	
Related Party Transactions Policy	This Policy is deals with (a) the materiality thresholds for related party transactions and; (b) the manner of dealing with the transactions between the Company and its related parties based on the Act, SEBI



	(Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other laws and regulations as may be applicable to the Company.
Whistle Blower Policy / Vigil Mechanism	Your Company has a Vigil Mechanism / Whistle Blower Policy which provides adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to Mr. Vinit Rathod, Chairman of the Audit Committee, in appropriate or exceptional cases.
Code of Conduct for Insider Trading	This Policy sets up an appropriate mechanism to curb Insider Trading. It provides Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
Materiality Policy	This Policy applies to disclosures of material events affecting the Company. This Policy warrants disclosure to investors of happening of any material event and has been framed in compliance with the requirements of the Listing Regulations.
Document Retention and Archival Policy	The purpose of this Policy is to specify the type of document(s) and time period for preservation thereof based on the classification mentioned under Regulation 9 of the Listing Regulations. This Policy covers all business records of the Company, including written, printed and recorded matter and electronic forms of records.
Prevention of Sexual Harassment Policy	The Policy intends to provide protection against sexual harassment of women at workplace and the prevention and redressal of complaints of sexual harassment and matters related to it. The policy applies to all categories of employees of the Company, including permanent management and workmen, temporaries, trainees and associates on contract at its workplace or at client sites.

21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION ETC. & FOREIGN EXCHANGE EARNINGS AND OUTGOINGS:

The information as required under Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings is Annexed to this report as Annexure IV.

22. INTERNAL FINANCIAL CONTROLS AND THEIR ADEQUACY:

The Company's management is responsible for establishing and maintaining an adequate system of internal financial control over financial reporting. The Company has in place adequate systems of internal control commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable statutes, safeguarding assets from unauthorized use or losses, excluding transaction with proper authorization and ensuring compliance of corporate policies. Your Company remains committed to improve the effectiveness of internal control systems for business processes with regard to its operations, financial reporting and compliance with applicable laws and regulations.

23. INDIAN ACCOUNTING STANDARD (IND AS)

The Indian Accounting Standards (IND AS) were notified by the Ministry of Corporate Affairs on February 16, 2015. The Company has adopted all the Ind AS standards Effective April 1, 2016, and the adoption was carried out in accordance with Ind AS 101 'First time Adoption of Indian Accounting Standards, with April 1, 2017 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP) which was the previous GAAP.

**24. SIGNIFICANT MATERIAL ORDER PASSED BY COURTS:**

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

25. RISK MANAGEMENT POLICY:

The Company has framed a Risk management policy which was approved by the Board pursuant to the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (previously Clause 49 of the Listing Agreement). There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks faced by the Company. Risks would include significant weakening in demand from core-end markets, inflation uncertainties and any adverse regulatory developments etc. During the period a risk analysis and assessment was conducted and no major risks were noticed.

26. CORPORATE SOCIAL RESPONSIBILITY STATEMENT (CSR):

The company is not required to comply with section 135 of the Companies Act, 2013 along with rules made in this behalf as the Company does not fulfill any criteria provided under Sub-section 1 of Section 135 of the Companies Act, 2013.

27. STATUTORY AUDITORS:

M/s. Thakur Vaidyanath Aiyar & Co., Chartered Accountants, Mumbai (Firm Rgn. No. 000038N) were appointed by the members of the company as the new Statutory Auditors for a term of 5 (five) years at 20th Annual General Meeting of the Company and to hold office from the conclusion of the 20th (Twenty) AGM till the conclusion of 25th (Twenty Fifth) AGM via Ordinary Resolution. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM. M/s. Thakur Vaidyanath Aiyar & Co. has confirmed that their appointment is within the prescribed limits specified in section 139 of the Companies Act, 2013.

28. COST AUDIT:

As the Company does not fulfill the criteria's mentioned in Rule 4 of Companies (Cost Records and Audit) Rules, 2014, Cost Audit is not applicable for the financial year 2017-18.

29. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries to undertake Secretarial Audit. The Report is annexed to this Report as Annexure V.

30. OBSERVATIONS - AUDITOR & SECRETARIAL AUDITOR:

Statutory Auditor: Auditors report does not contain any qualification or adverse remarks.

Secretarial Auditor: As, mentioned in the Report, Shareholding of one of the promoter of the company is held in physical form. the whole of promoters holding is not in dematerialized form as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As informed to Directors by the concern Promoter, your Directors would like to inform you that the concern promoter has initiated the process of opening demat account and converting holding into dematerialized form.



31. EXTRACT OF ANNUAL RETURN:

The extract of Annual Return in Form No. MGT -9, as provided under sub-section (3) of Section 92 of the Companies Act, 2013, is annexed herewith the Boards' report as Annexure VI.

32. ACKNOWLEDGMENT:

Your Directors wish to place on record their appreciation for the co-operation extended by all the employees, Bankers, Financial Institutions, various State and Central Government authorities and Stakeholders.

On behalf of the Board of Directors

Place : Mumbai
Date: 30th May, 2018

Ajay Anand
Managing Director



REPORT ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance relates to providing maximum service to all its stakeholders. It intends to enhance shareholder value by undertaking the best possible Corporate Governance practices. A high standard of Corporate Governance is maintained by being transparent, accountable and being in continuous interaction with shareholders, employees, lending institutions, banks, governmental agencies and all the dealers.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

BOARD OF DIRECTORS

The Company has an optimum composition of Executive and Non- Executive Directors. As on March 31, 2018, the Company has 5 Directors. Of the 5 Directors, 4 are Non-Executive Directors out of which 3 are Non-Executive Independent Directors. The composition of the Board is in conformity with Regulation 17 of the Listing Regulations as well as the Companies Act, 2013 read with the Rules issued thereunder.

None of the Directors on the Board hold directorships in more than 10 public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2018 have been made by the Directors. None of the Directors are related to each other.

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.

The Company adheres to the provisions of the Companies Act, 2013 read with the Rules issued thereunder, Secretarial Standards and Listing Regulations with respect to convening and holding the meetings of the Board of Directors and its Committees. The meetings of the Board of Directors are generally held in Mumbai and also, if necessary, in locations, where the Company operates.

Profile

Mr. Ajay Anand is Managing Director of the Company. He has an illustrious career spanning over three decades in Home Textiles and Technical Textiles Industry. As a promoter & co-founder of the Company, he has made enormous contribution towards business growth & establishing long term relationships with both Domestic & Global OEM's. His leadership and innate ability to work through complexity has helped bring transformational changes in Aunde India Limited and become a major supplier in the Automotive fabric market in India.

Mr. Rolf Konigs serves as a Non - Executive Director of the Company. He heads AUNDE Group globally as Group Chairman & CEO of Aunde Achter & Ebels GmbH. He has over four decades of experience in Automotive Textiles & Automotive Seating Industry.

The Board plays a pivotal role in ensuring good governance and acts in a democratic manner. The Board members have complete freedom to express their opinion and decisions are taken on the basis of consensus arrived after due deliberation.



Composition of Board

The Board of Directors consists of 5 Directors as on 31st March, 2018

During the financial year, 8 (Eight) meetings of the Board of Directors of the Company were held on 28th April, 2017, 3rd May, 2017, 31st August, 2017, 14th September, 2017, 18th October, 2018, 14th December, 2017, 22nd January, 2018, and 26th March, 2018. The maximum interval between any 2 (two) consecutive Board Meetings was well within the maximum allowed gap of 120 (one hundred and twenty) days.

The necessary quorum was present for all the meetings.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in public companies (Including Aunde India Limited) as on March 31, 2018 are given herein below. This do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.

Name of Director	Category	Attendance		Particulars of Directorship, Committee membership / Chairmanship		
		Board Meeting	Last AGM	Director	Chairman	Member
Mr. Ajay Anand	Promoter, Executive	7	Yes	2	0	4
Mr. Rolf Konigs	Non-Executive & Non -Independent	1	No	1	0	0
Mr. Bheemanna ¹ Chikkerur	Non-Executive & Non -Independent	3	No	0	0	0
Mr. Vinit Rathod	Non-Executive & Independent	7	Yes	2	4	0
Ms. Shweta Jain	Non-Executive & Independent	5	No	2	0	0
Mr. Manan Shah	Non-Executive & Independent	6	No	2	0	4

¹Retiered w.e.f. 27th September, 2017

Details of other Directorships held by the Directors of the Company:

Name of the Director	Name of the Company ¹	Position	Number of Shares held in Aunde India Limited
Mr. Ajay Anand	Faze Three Limited	Managing Director	565251
Mr. Rolf Konigs	-	-	Nil
Mr. Vinit Rathod	Faze Three Limited	Independent Director	Nil
Ms. Shweta Jain	Faze Three Limited	Independent Director	Nil
Mr. Manan Shah	Faze Three Limited	Independent Director	Nil

¹ Does not include Directorships in Private Companies

During the Financial Year 2017-18, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The Terms and Conditions of appointment of the Independent Directors are disclosed on the website of the Company.



During the year, one meeting of the Independent Directors was held on December 14, 2017. The Independent Directors, inter-alia, reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.

The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.

The details of the familiarization Programme of the Independent Directors are available on the website of the Company

COMMITTEES OF THE BOARD

A. Audit committee

The Audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Act. The members of the Audit Committee are financially literate and have experience in financial management.

The Committee invites the Managing Director, CFO and President, Statutory Auditor(s) and Internal Auditor to attend the meetings of the Committee.

Company Secretary of the Company acts as Secretary to the Committee. The composition of the Audit Committee of the Board of Directors of the Company along with the details of the meetings held and attended during the financial year ended 31st March, 2018 is detailed below:

Sr. No.	Name of the Member	Status	Category	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Vinit Rathod	Chairman	Non-Executive & Independent	6	5
2.	Mr. Ajay Anand	Member	Executive & Non-Independent	6	5
3.	Mr. Manan Shah	Member	Non-Executive & Independent	6	6

Six meetings of Audit Committee were held during the year under review, on 28th April, 2017, 24th August, 2017, 14th September, 2017, 14th December, 2017, 22nd January, 2018 and 26th March, 2018 respectively.

The terms of reference of reference of the audit committee:

- Overview of the Company's financial reporting process and the disclosure of its financial information;
- Review with the management of the annual financial statements;
- Review of Related Party Transactions;
- Review of Company's financial and risk management policies;
- Review with the management of performance of statutory and internal auditors, and adequacy of the internal control systems;
- Review with the management of the quarterly financial statements;
- Recommend to the Board, the appointment, re-appointment or removal of the statutory auditor and the fixation of audit fees;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Reviewing with the Management, the Annual Financial Statements before submission to the Board;
- Discussion with internal auditors any significant findings and follow up thereon and in particular internal control weaknesses and reviewing the adequacy of internal audit function;
- To review the functioning of the Whistle Blower mechanism;



B. Nomination & Remuneration Committee:

The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 178 of the Act.

Functions of Committee

- ❖ The Committee has defined the policy on Director's appointment and payment of remuneration including criteria for determining qualifications, positive attributes and independence of a Director.
- ❖ Oversee familiarization program for directors.
- ❖ Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors.
- ❖ Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of employees.
- ❖ Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;

The Committee is constituted to formulate and recommend to the Board from time to time, a compensation structure for members of the Board and Key managerial Personnels.

Remuneration Policy

Remuneration policy in the Company is designed to create a high-performance culture. Focus on productivity and pay for performance has been the cornerstones of the Company's reward philosophy. The Company regularly benchmarks the compensation levels and employee benefits in the market and makes necessary changes to remain at par with the market. It enables the Company to attract, retain and motivate employees to achieve results. The remuneration policy supports such mobility through pay models that are compliant to local regulations.

Retention and motivation of top performing talent is enabled through differentiation in salary increments. Fairness, transparency and internal along with external parity continues to remain vital to the reward system at Aunde India Limited.

The Nomination and Remuneration Committee recommends to Board for approval of the compensation package for the Executive Directors & Key Managerial Personnel. The compensation structure may include basic salary, perquisites, commission, etc. The compensation packages are in accordance with applicable law & in line with the Company's objectives, shareholders' interests and as per the industry standards.

The Company pays remuneration by way of salary, benefits, perquisites and allowances to its Managing Director. Annual increments are decided by the Nomination and Remuneration Committee within the salary scale approved by the members & as per limits prescribed under the Companies Act, 2013 and are effective April 1, each year.

During the year 2017-18 the Company paid sitting fees of Rs. 5,000 per meeting to its Non-Executive Directors for attending meetings of the Board and Rs. 2,000 per meeting for attending meeting of Audit Committee.

The details of remuneration paid to Managing Director 2017-18 is given as follows: (No sitting fees paid to the following directors):

(₹ in Lakhs)

Director	Designation	Remuneration (including all perquisites)	Service Contract
Mr. Ajay Anand	Managing Director	45.00	5 years



Apart from sitting fees for the attending Board/ Committee meetings, no other fees / compensation is paid to Non-Executive Directors. Your Company does not have any stock option scheme for its Directors and employees.

Details of Sitting Fees paid:

Sr. No	Name of the Member	Category	Sitting Fees
1.	Mr. Vinit Rathod	Non-Executive & Independent	45,000/-
2.	Mr. Bheemanna Chikkerur	Non-Executive & Non-Independent	15,000/-
3.	Mr. Rolf Konigs	Non-Executive & Non-Independent	5,000/-
4.	Mr. Manan Shah	Non-Executive & Independent	42,000/-
5.	Ms. Shweta Jain	Non-Executive & Independent	25,000/-

C. Stakeholders' relationship committee:

The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.

Sr. No.	Name of the Member	Status	Category	No. of Meetings Held	No. of Meetings Attended
1.	Mr. Vinit Rathod	Chairman	Non-Executive & Independent	4	3
2.	Mr. Ajay Anand	Member	Executive & Non-Independent	4	3
3.	Mr. Bheemanna Chikkerur	Member	Non-Executive & Non-Independent	2	2
4.	Mr. Manan Shah	Member	Non-Executive & Independent	2	2

Details of investor complaints received and redressed during the year 2017-18 are as follows:

Opening Balance	Received during the year	Resolved during the year	Closing Balance
Nil	1	1	Nil

D. General Body Meetings :

Year	Date	Venue	Time	Special Resolution
2014-15	29 th September 2015	Plot No. 146, Waghdhara Village Road, Dadra - 396 191, Union Territory of Dadra & Nagar Haveli	12.45 pm	1. Appointment of Mrs. Gurinder Kaur Kalsi as an Non-Executive & Independent Director. 2. Approval of Related Party Transactions.
2015-16	6 th September 2016	Plot No. 146, Waghdhara Village Road, Dadra - 396 193, Union Territory of Dadra & Nagar Haveli	11.30 am	1. Approve Remuneration payable to Mr. Ajay Anand, Managing Director. 2. Approval to increase Borrowing powers of the Company and creation of Charge/ Providing of Security.
2016-17	27 th September, 2017	Plot No. 146, Waghdhara Village Road, Dadra - 396 193, Union Territory of Dadra & Nagar Haveli	10.30 am	1. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013. 2. Right to convert Loan into Equity Shares.

- No postal Ballot was conducted during the year.
- No Extraordinary General Meeting was held during the year.



E. Means of Communication:

The Company publishes its annual, half yearly and the quarterly financial results in the following Newspapers:

- (i) Indian Express (English) - Gujarat Edition
- (ii) Financial Express (Gujarati) - Gujarat Edition

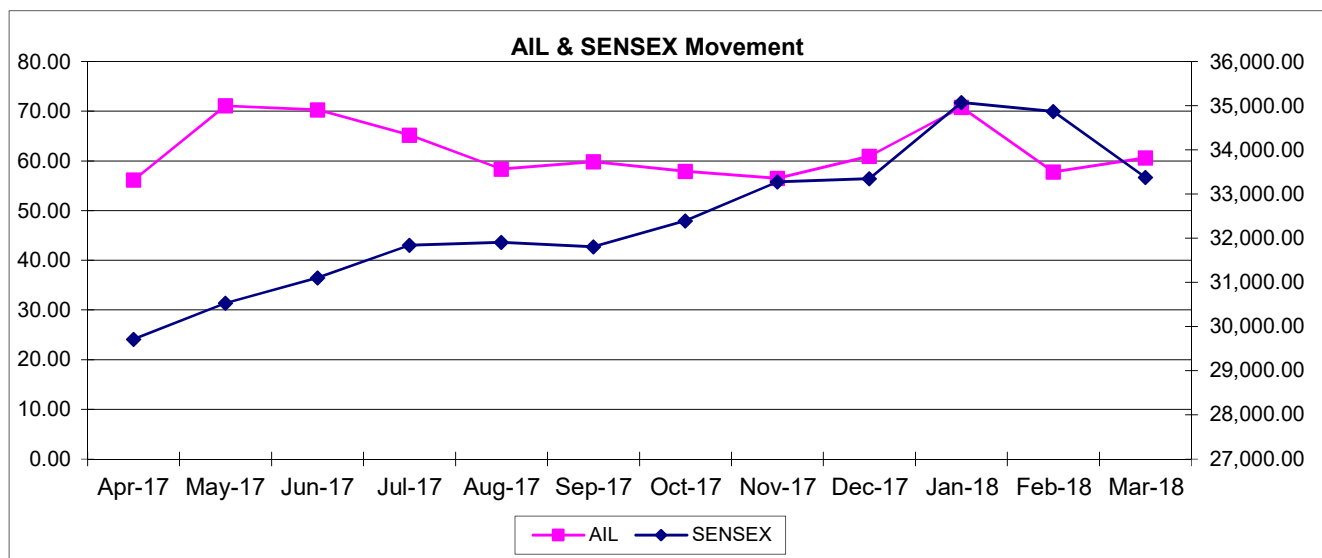
F. General Shareholder Information:

AGM, Date, Time and Venue	Thursday, 27 th September, 2018 11.00 AM, Conference Room, Aunde India Limited, Plot No. 146, Wagdhara Village Road, Dadra - 396 193 Union Territory of Dadra & Nagar Haveli
Company's Financial Year	1 st April to 31 st March
Financial Calendar For 2017-18 (Tentative)	
Adoption of Quarterly & Annual Results:	
June 30, 2018	2nd week of August 2018
September 30, 2018	2nd week of November 2018
December 31, 2018	2nd week of February 2019
Audited results for March 31, 2019	4th week of May 2019
Date of Book Closure	From 21 st September, 2018 to 27 th September, 2018 (Both days inclusive)
Listing on Stock Exchanges	The BSE Limited
Stock Code	532459 on Bombay Stock Exchange
Demat ISIN No. for NSDL and CDSL	INE207D01017
Registrar and Transfer Agents	Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Andheri - Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072. Phone: 022 2851 5606 /5644 Website: www.sharexindia.com Email: sharexindia@vsnl.com
Share Transfer System	The transactions of the shares held in Demat and Physical form are handled by the Company's Depository Registrar M/s. Sharex Dynamic (India) Pvt. Ltd.



G. Market price data

Monthly high and Low quotations along with the volume of shares traded at Bombay Stock Exchange Ltd during year ended 31st March 2018



H. Monthly high and Low compared with BSE Sensex

Month	On BSE		Volume	BSE Sensex High	BSE Sensex Low
	Month's High Price	Month's Low Price			
Apr-17	59.85	52.45	70,606	30,184.22	29,241.48
May-17	84.05	58.15	1,39,801	31,255.28	29,804.12
Jun-17	74.50	66.00	68,396	31,522.87	30,680.66
Jul-17	70.50	59.90	39,897	32,672.66	31,017.11
Aug-17	65.95	50.80	29,245	32,686.48	31,128.02
Sep-17	66.40	53.25	52,813	32,524.11	31,081.83
Oct-17	63.00	52.80	28,593	33,340.17	31,440.48
Nov-17	60.75	52.25	27,108	33,865.95	32,683.59
Dec-17	67.90	54.00	58,415	34,137.97	32,565.16
Jan-18	81.30	60.35	1,01,585	36,443.98	33,703.37
Feb-18	66.15	49.40	28,250	36,256.83	33,482.81
Mar-18	66.50	54.70	49,874	34,278.6	32,483.84

I. Distribution of shares and shareholding as on 31st March, 2018

Sr.	No. of Equity Shares held		Shareholders		Shareholding	
	From	To	Nos.	%	Nos.	%
1	Upto 100		469	23.87	26660	0.25
2	101	200	850	43.28	132250	1.23
3	201	500	327	16.65	120223	1.12
4	501	1000	148	7.55	117878	1.09
5	1001	5000	125	6.36	295939	2.76



6	5001	10000	22	1.12	154881	1.45
7	10001	100000	12	0.61	425089	3.97
8	100001 and above		11	0.56	9450287	88.13
	TOTAL		1964	100.00	10723207	100.00

J. Shareholding Pattern as on 31st March, 2018

Category code	Category of Shareholder	Total no. of shares	%
(A)	Promoter and Promoter Group Holding		
1	Indian Promoters	3423001	31.92
2	Foreign Promoters	4591200	42.82
Sub Total (A)		8014201	74.74
(B)	Non-Promoter shareholding		
1	Institutions		
(a)	Mutual Funds	150	0.00
(b)	Financial Institutions/ Banks	150	0.00
Sub-Total (B)		300	0.00
(C)	Non-institutions		
(a)	Private Bodies Corporate	-	-
(b)	Individuals -i. Individual shareholders holding nominal share capital up to Rs 2 lakh	821086	7.66
	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	336185	3.14
(c)	Any Other (Clearing Member)	1551435	14.47
(d)	NRI	0	0
Sub-Total (C)		2708706	25.26
Grand Total = (A) + (B) + (C)		10723207	100.00

K. Plant Location

Plot No. 146, Wagdhara Village Road, Dadra - 396 193 Union Territory of Dadra & Nagar Haveli

L. Corporate office address for correspondence:

Aunde India Limited
 63-64, 6th Floor, Mittal Court,
 C Wing, Nariman Point,
 Mumbai - 400 021
 Phone : 022 6660 4600 / 4351 4444
 Fax : 022 2493 6811
 Website: www.aundeindia.com
 Email Id: investors@aunde.com

M. Other disclosures

i. Related party transactions

All material transactions entered into with related parties as defined under the Act and Regulation 23 of SEBI Listing Regulations during the financial year were in the ordinary course of business. These have been approved



by the audit committee. The board has approved a policy for related party transactions which has been uploaded on the Company's website at <http://www.aundeindia.com/aunde/investor/5policies.html>

ii. Details of non-compliance by the Company, penalties, strictures imposed on the Company by the stock exchanges or the SEBI or any statutory authority, on any matter related to capital markets, during the last three years 2015-16, 2016-17 and 2017-18 respectively: Nil

iii. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behaviour. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website at <http://www.aundeindia.com/aunde/investor/5policies.html>

iv. The Company has also adopted Policy on Determination of Materiality for Disclosures and Policy for Preservation of Documents. The said policy has been also put up on the website at <http://www.aundeindia.com/aunde/investor/5policies.html>

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

To the Shareholders of Aunde India Limited
Sub: Compliances with Code of Conduct

I hereby declare that the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct as adopted by the Board of Directors.

On behalf of the Board of Directors

Place : Mumbai
Date: 30thMay, 2018

Ajay Anand
Managing Director



CFO CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LODR) REGULATIONS 2015

To,
The Board of Directors
Aunde India Limited

We have reviewed financial statements and the cash flow statement of Aunde India Limited for the year ended 31st March 2018 and to the best of our knowledge and belief:

- A. (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) these statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- D. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

Place : Mumbai
Date: 30thMay, 2018

Ajay Anand
Managing Director

Viswanathan Sivakumar
Chief Financial Officer



CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
AUNDE India Limited

We have examined the compliance of conditions of Corporate Governance by AUNDE India Limited as stipulated in Regulation 34(3) and Schedule V of the SEBI Listing Regulations.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 except following:

- ***Pursuant to Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hundred percent of shareholding of promoter(s) and promoter group must be in dematerialized form; Shareholding of one of the promoter of the company is held in physical form.***

No investor grievance(s) is/ are pending for a period exceeding one month against the Company.

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

Place: Mumbai
Date: 30thMay, 2018

For SANJAY DHOLAKIA & ASSOCIATES.

(Sanjay R. Dholakia)
Practicing Company Secretary
Membership No. 2655/ C.P. No. 1798



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Economic and Business overview

The FY 2018 saw steady growth in the Indian economy post demonetisation in FY 2017 which had short term disruptions towards the Q4 of FY 2017. This fiscal saw implementation of GST which is the most significant tax reform for India. The macros / fiscal position in the current year has challenges on account of rising crude prices, hardening interest rates, trade wars and other global geo political factors which have a potential to be a contagion to our economy and business environment. The Indian economy & business is growing steady while making efforts to clock double digit growth in the near term amidst the challenges on the fiscal front, crude prices, global trade wars, currency fluctuations due to shift in inflows / outflows from one region to other, etc. The interest rate cycle has bottomed out and is expected to see a significant uptick in coming months which needs to be handled well by businesses amidst tepid credit growth & health of banking sector owing to various challenges etc. The initiatives taken by government are grassroot & bottom up upliftment of society rather than direct subsidizing & populism which is commendable. These initiatives will have their effects over medium to long term with improvement in productivity. Also there has been significant improvement in capital and infrastructure spending over the last 2 years in terms of completion of pending projects and initiating new projects, all of these should have a positive impact on the domestic economy.

Technical Textiles / Automotive Fabrics

The Technical textile has the potential to bring fortunes for Indian textile industry which is blessed with a talent pool of entrepreneurs with understanding in textiles and global exposure. The per capita consumption of technical textiles in India is ~1.7 per kg vis-a-vis ~10-12 kg in developed countries. As per estimates, global market for technical textiles is estimated at \$145 billion in 2015 and is expected to grow at a CAGR of 4 per cent and reach \$170 billion by 2020. Demand for technical textiles will be driven by rapid industrialization, robust growth in construction and infrastructure projects, increasing automobile production, and rising demand from the health care sector and newer applications.

It took India around seven years to increase annual production to ~four million vehicles from ~three million including all types of vehicles. However, the next milestone—five million—is expected in less than five years. Indian Automobile makers have concluded 2017-18 on a strong note with passenger vehicles grew at 7.89 per cent while other segments including commercial vehicles, two and three-wheelers, reporting a strong double-digit growth in domestic sales. Industry body, the Society of Indian Automobile Manufacturers (SIAM), expects passenger vehicle sales to grow at a high single-digit in 2018-19, while commercial vehicles are likely to grow at low double-digit. Within two-wheelers, motorcycle sales could moderate in the current fiscal.

The Automotive Fabrics industry is directly linked to the growth in passenger car segment and its consumption of fabrics. Other than Automotive fabrics which are consumed in majority, low cost car variants use Vinyl (PVC) for cost reduction and high end variants use Leather / Leatherites and value added fabrics, both of the aforesaid segment is estimated to form at least 20-25% of the total consumption and the same is growing by the day. Key aspects of success in this industry are continuous innovation without adding costs, quality performance & timely execution, long term cost competitiveness, capacities, etc. The company operates in the limited area of automotive fabrics only whereas Technical Textiles as such has a wide gamut of applications.

COMPANY OVERVIEW AND OUTLOOK

The Company is engaged in manufacturing and supply of automotive textiles (specialized in Passenger Vehicles fabrics) to OEM's. It is also engaged in the manufacturing of fabrics used in auditoriums, Luxury buses and railway coaches. Aunde has continuously evolved in development planning and execution strategy to align with specific product needs and standardization of processes. There is constant interaction taking place with OEMs to showcase innovative capabilities which are in sync with the themes / vision of the OEM's for the future launches. The other set of factors that drive all new developments towards Aunde is QDS (Quality, Delivery & Service). Quality levels were drastically improved and 100% compliance to delivery schedules followed with all OEMs. Since all OEMs are Just in Time customers, the inventory flow management is key to gain QDS points.



The company had growth in volume of fabrics supplied during the current year by over 10% from the previous year however the average realization of fabrics has been lower from earlier years owing customer preference moving towards to low cost fabric developments. In terms of Total Revenue, due to the aforesaid the year ended with with growth of -3% over the last year The coming year is also expected to have improvement in terms of volume however the corresponding growth in Revenue is subject to the trend towards low cost fabrics which is also reflective of the growth in passenger car segments coming to small and medium sized vehicles. Your company is a major producer of fabrics for all OEMs producing vehicles in India for Domestic and Exports, namely Maruti Suzuki, Hyundai, Ford India, M&M, Toyota, Honda, etc. The company is making efforts to gain market share in the current segment and evaluating other avenues of growth.

OPPORTUNITIES AND CHALLENGES

Technical textiles is the emerging area for investment in India. The potential of technical textile in India is still untapped. Technical textiles represents a multi-disciplinary field with numerous end use applications. The production of different items of technical textile industry has been slowly but steadily increasing in the country. India accounts for just 3 per cent of global technical textile production. As compared to countries like Germany where technical textile contributes 50-60 per cent, in India, the contribution is only 12 per cent.

A recent report by Future Market Insights' projects that the world's largest market for technical textiles will be Asia-Pacific during the forecast period, 2017-2027. While the global market for technical textiles is projected to grow at a value CAGR of 4.6%, the Asia-Pacific market will experience a value CAGR of 6.8%. The demand is likely to be highest in countries such as India and China.

The technical textiles are being promoted at the highest level by the government in order to realise the full potential of the critical segment. The government is also offering subsidy for domestic players, who want to set up machinery.

Though the use of Technical textiles is expanding globally, India comprises only 4% of the global technical textiles exports. The technical textiles industry is import-intensive. In the last few years, the industry has witnessed a rise in imports. Though the country currently spends a significant amount on imports, the dependence can eventually be reduced by further investing in technology-heavy products. This presents a huge scope for import substitution. To this extent the inputs in the industry are directly affected by global price trends which is risk to the industry.

Technical textiles is a highly varied subject and comprises of multiple processes to manufacture different products. These processes require different and high level of skill sets from workers which is currently absent in the domestic industry. Majority of the government schemes for manpower training are focused on core textiles such as spinning, weaving & garmenting. There are no such specific curriculum developed for technical textiles. In order to curb this issue, there is an immediate need to organize specific forums for interaction between industry and academia so that specific curriculum could be developed for technical textiles. Also, government can modify their manpower development schemes to align with the requirements of the technical textiles industry.

Technical textiles is an innovation intensive field and to excel in it, focus on product research & development is a must. Prospects of the Indian Textile Industry look promising and many efforts are being made by the Government for the progress of the sector as the country still lacks innovations.

The automotive fabrics segments faces threat / challenges from the PVS / synthetic leather in terms of cost efficiency and artificial leather in terms of acting as a substitute to the automotive fabrics. Also with growing disruption towards electric vehicles might bring unforeseen challenges to the entire automotive value chain. Furthermore, trend towards low cost fabrics has led to shrinking margins and lesser room for investment in R&D and new initiatives which drive innovation.

HUMAN RESOURCES/ INDUSTRIAL RELATIONS

The Company always recognised its Human assets as a critical resource essential for the growth of the Company. The goal of the Human Resources (HR) department is to ensure that the employees are recruited, engaged, retained and motivated to contribute to growth and strategic mission of the Company.



The employee engagement initiatives place greater emphasis on learning and development, providing opportunities for staff to seek aspirational roles, streamlining the Performance Management System and introducing performance-linked rewards. The Company has committed to the development of its employees to strengthen their functional, managerial and leadership capabilities.

Our HR policies ensure working together with the employees for their personal and professional development and at the same time aligning their goals with that of the Company to create a win-win situation.

POLLUTION AND ENVIRONMENTAL CONTROLS

Your Company continued to emphasize on creating pollution compliant and a safe work environment for its employees. The Company has taken up several initiatives on clean technology, energy efficiency, etc., Aunde India Limited is conscious of the vulnerability and the essence of a healthy and clear environmental surrounding.

CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Companies' objective, projections, estimates, expectations or predictions may be forward looking statements within the meaning of the applicable corporate laws and regulation. It may be noted that the actual results may differ from that expressed or implied herein.

On behalf of the Board of Directors

Place : Mumbai
Date: 30th May, 2018

Ajay Anand
Managing Director



Annexure III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts / arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

1. Details of contracts or arrangements or transactions not at arm's length basis: Aunde India Limited (the Company) has not entered into any contract/arrangement/transaction with its related parties which is not in ordinary course of business or at arm's length during FY 2017-18. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 ("Act") and the corresponding Rules. In addition, the process goes through internal and external checking, followed by quarterly reporting to the Audit Committee.

- (a) Name(s) of the related party and nature of relationship: Not Applicable
- (b) Nature of contracts/arrangements/transactions: Not Applicable
- (c) Duration of the contracts / arrangements/transactions: Not Applicable
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable
- (e) Justification for entering into such contracts or arrangements or transactions: Not Applicable
- (f) Date(s) of approval by the Board: Not Applicable
- (g) Amount paid as advances, if any: Not Applicable
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: Not Applicable

2. Details of material contracts or arrangement or transactions at arm's length basis:

- a. Name(s) of the related party and nature of relationship: Faze Three Limited
- b. Nature of contracts / arrangements / transactions: Job Process of Dying Fabric
- c. Duration of the contracts / arrangements / transactions: Not Applicable
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not Applicable.
- e. Date(s) of approval by the Audit Committee, if any: 30thMay, 2018
- f. Amount paid as advances, if any: Nil

On behalf of the Board of Directors

Place : Mumbai
Date: 30th May, 2018

Ajay Anand
Managing Director



ANNEXURE IV

ANNEXURE TO THE DIRECTORS REPORT

Statement Pursuant to Section 134 (3) of the Companies Act, 2013 read with Rule 8(3) of Chapter IX of Companies (Accounts) Rules, 2014.

A. Steps taken for Conservation of energy:

The Company has undertaken a number of steps for conservation of energy. Some of which are highlighted below:

- i. Installation of LED lightings across all factories consuming less energy
- ii. Regulated compressed air supply in factories
- iii. Introduction of separate regulated air line for machines which has zero % leakage
- iv. Installation of new energy saving equipment's and appliances across all factories

B. Steps taken by the Company for utilizing alternate sources of energy

The Company has started installing solar lights around the factory areas and plans to gradually increase the alternate source of energy in the coming times.

C. Research & Development

(i) Specific area in which R & D is carried out by the Company:

- Introduction of New Products and Improving the Processes of existing products.
- Making new Designs acceptable to international customers.

(ii) Benefits derived as a result of R & D activities:

- Product Range Extension
- Improvement of Quality and yield
- Cost reduction leading to competitiveness
- Development of Various Designs as well as new products, with high standard in international market.
- Reduction in Cost and Time cycle, better effluent management and utilizing only indigenous products for offering finished products in export market.
- Reduction in Cost and Time cycle, better effluent management.

(iii) Future Plan of Action

- Development of Products for indigenous market.
- Substitute Development of new designs for Export of high value products, which are currently imported.
- Expanding the market by going in for diversification in the home product range.
- Developing new products range to have edge over others with high standards of quality and unique design to compete with other indigenous manufacturers to improve the export turnover base.

D. Foreign exchange earnings and outgo :

(₹ In Crore)

Particular	2016-17	2017-18
Total Foreign Exchange used	5.84	5.91
Total Foreign Exchange earned	3.75	4.35



Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2018

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

To,
The Members,
AUNDE INDIA LIMITED
CIN: L17120DN1997PLC000196

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by AUNDE INDIA LIMITED (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; there were no ESOPS issued during the year under review.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; There were no debt securities which are listed on the Stock Exchange.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;



and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; There were no Buy Back of its Equity shares during the year under review.
- (vi) As per Management representation letter following are laws applicable to Company:
1. Factories Act, 1948
 2. Industrial Dispute Act, 1947
 3. The Payment of Wages Act, 1936
 4. The Minimum Wages Act, 1948
 5. Employees' State Insurance Act 1948
 6. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
 7. The Payment of Bonus Act, 1965
 8. The Payment of Gratuity Act, 1972
 9. The Contract Labour (Regulation and Abolition) Act, 1970
 10. The Maternity Benefit Act, 1961
 11. The Industrial Employment (Standing Order) Act, 1946
 12. The Apprentices Act, 1961
 13. The Environment (Protection) Act, 1986 [Read with The Environment (Protection) Rules, 1986]
 14. The Hazardous Wastes (Management, Handling And Trans boundary Movement) Rules, 2008
 15. The Water (Prevention and Control of Pollution) Act, 1974 [Read with The Water (Prevention And Control Of Pollution) Rules, 1975]
 16. The Air (Prevention and Control of Pollution) Act, 1981
 17. The Child Labour (Prohibition and Regulation) Act, 1986
 18. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
 19. The Maharashtra Shops and Establishments Act 1948
 20. The Noise Pollution (Regulation and Control) Rules, 2000
 21. National Textile Policy, 2000
 22. The Textile Committee Act, 1963
 23. The Handlooms Act, 1985
 24. Textiles (Development and Regulation) Order, 2001

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Meeting of Board of Directors (SS-1) and General Meeting (SS-2) issued by Ministry of Corporate Affairs.
- (ii) SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 made effective from 1st December 2015 along with the Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above **except the following**:

- ***Pursuant to Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, hundred percent of shareholding of promoter(s) and promoter group must be in dematerialized form; Shareholding of one of the promoter of the company is held in physical form.***

I further report that

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



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

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

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

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

For **SANJAY DHOLAKIA & ASSOCIATES**

Date: 30th May, 2018

Place: Mumbai

(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798

Annexure A

To,
The Members,
AUNDE INDIA LIMITED
CIN: L17120DN1997PLC000196

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial record. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. I believe that the practices and processes, I have followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, I have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, norms and standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

Date: 30th May, 2018

Place: Mumbai

(SANJAY R DHOLAKIA)
Practising Company Secretary
Proprietor
Membership No. 2655 /CP No. 1798



Annexure VI

**EXTRACT OF ANNUAL RETURN
FORM NO. MGT-9**

As on financial year ended 31.03.2018 [Pursuant to Section 92(3) of the Companies Act, 2013 read with
[The Companies (Management and Administration) Rules, 2014]

A. REGISTRATION AND OTHER DETAILS:

CIN:	L17120DN1997PLC000196
Registration Date:	3 rd October, 1997
Name of the Company:	Aunde India Limited
Category / Sub-Category of the Company	Company limited by shares / Indian Non - Government Company
Address of the Registered office and contact details:	Plot No.146, Waghdhara Village Road, Dadra -396193, Union Territory of Dadra and Nagar Haveli. Ph: 0260 2668539 Fax: 0260 2668501 Email: investors@aundeindia.com Website: www.aundeindia.com
Whether listed company	Yes, Listed on BSE Limited
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd. Unit-1, Luthra Industrial Premises, Andheri - Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072. Phone: 022 2851 5606 / 5644 Website: www.sharexindia.com Email: sharexindia@vsnl.com

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the Business activities contributing 10% or more of the total turnover of the Company;

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to Total Turnover of the Company
a.	Weaving & finishing of artificial / synthetic textile fabrics on power looms (Automotive Textile)	2476	99%

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held
a.	AUNDE ACHTER & EBELS GMBH	N.A.	Associate	42.82



D. SHAREHOLDING PATTERN :

(i) Category - wise Share Holding

Category code	Category of Shareholder	Number of shares held at Beginning of the year (01.04.2017)				Number of shares held at the end of the year (31.03.2018)				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
(A)	Shareholding of Promoter and Promoter Group									
1	Indian									
(a)	Individuals/ HUF	1297726	0	1297726	12.10	1297726	0	1297726	12.10	0.00
(b)	Central / State Govt.	0	0	0	0.00	0	0	0	0	0.00
(c)	Bodies Corporate	2125275	0	2125275	19.82	2125275	0	2125275	19.82	0.00
(d)	FI / Banks	0	0	0	0.00	0	0	0	0	0.00
(e)	Any Others	0	0	0	0.00	0	0	0	0	0.00
	Sub Total(A)(1)	3423001	0.00	3423001	31.92	3423001	0.00	3423001	31.92	0.00
2	Foreign									
a	NRI	0	0	0	0.00	0	0	0	0.00	0.00
b	Bodies Corporate	0	4591200	4591200	42.82	0	4591200	4591200	42.82	0.00
c	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
d	Any Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total(A)(2)	0	4591200	4591200	42.82	0	4591200	4591200	42.82	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	3423001	4591200	8014201	74.74	3423001	4591200	8014201	74.74	0.00
(B)	Public Shareholding									
1	Institutions									
(a)	MF	150	0	150	0.00	150	0	150	0.00	0.00
(b)	FI / Banks	0	150	150	0.00	0	150	150	0.00	0.00
(c)	Central / State Govt	0	0	0	0.00	0	0	0	0.00	0.00
(d)	VCFs	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	FIIIs	0	0	0	0.00	0	0	0	0.00	0.00
(g)	FVCFs	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Any Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total (B)(1)	150	150	300	0.00	150	150	300	0.00	0.00
B 2	Non-institutions									
(a)	Bodies Corporate	1584292	34950	1619242	15.10	1472922	1200	1474122	13.75	(1.35)
(b)	Individuals									
1	i. Individual shareholders holding nominal share	762470	116308	878778	8.20	707028	114058	821086	7.66	(0.54)



	capital up to Rs 2 lakh									
ii	ii. Individual shareholders holding nominal share capital in excess of Rs. 2 lakh.	139436	71250	210686	1.96	264935	71250	336185	3.14	1.18
(c)	Any Other (Foreign National)	0	0	0	0.00	0	3750	3750	0.03	0.03
(c-i)	Clearing Member	0	0	0	0.00	8246	0	8246	0.08	0.08
(cii)	NRI	0	0	0	0.00	65317	0	65317	0.60	0.60
Sub-Total (B)(2)		2486348	222658	2709006	25.26	2518448	190258	2708706	25.26	0.00
Total Public Shareholding (B)=(B)(1)+(B)(2)		5909349	4813858	10723207	25.26	2518598	190408	2709006	25.26	0.00
Total Shareholding =A + B		5909349	4813858	10723207	100	5941599	4781608	10723207	100	0.00

(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr. No.	Name of the shareholder	Details of Shareholding at the beginning of the year (01/04/2017)			Details of Shareholding at the end of the year (31/03/2018)			% change during the year
		Number of shares held	%	% of shares Pledged/ Encumbered	Number of shares held	%	% of shares Pledged/ Encumbered	
1	AUNDE Achter & Ebels GmbH	4591200	42.82	0	4591200	42.82	0	0.00
2	Instyle Investments Pvt Ltd	2119575	19.77	0	2119575	19.77	0	0.00
3	Ajay Anand	565251	5.27	0	565251	5.27	0	0.00
4	Ajay Anand (HUF)	435000	4.06	0	435000	4.06	0	0.00
5	Rashmi Anand	213750	1.99	0	213750	1.99	0	0.00
6	Sanjay Anand	71100	0.66	0	71100	0.66	0	0.00
7	Rohina Anand	7000	0.07	0	7000	0.07	0	0.00
8	Anadry Investments Pvt Ltd	5700	0.05	0	5700	0.05	0	0.00
9	Vishnu Anand	5625	0.05	0	5625	0.05	0	0.00
TOTAL		8014201	74.74	0.00	8014201	74.74	0.00	0.00

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

Sr No.	Shareholder's Name	Details of Shareholding at the beginning of the year (01/04/2017)		Details of Shareholding at the end of the year (31/03/2018)	
		No. of Shares	%	No. of Shares	%
	No Change				

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

Sr. No.	Name	No. of Shares at the beginning of the year (01-04-2017)	% of total Shares of the company	No. of Shares at end of the year (31-03-2018)	% of total Shares of the company
1	Foresight Holdings Pvt. Ltd	587256	5.48	587256	5.48
2	Makarand Exim Pvt Ltd	273650	2.27	392150	3.65
3	Desana Impex Ltd	237005	2.21	237005	2.21
4	Casa Serai Resorts Pvt. Ltd	199100	1.86	199100	1.86



5	Dipak Kanayalal Shah	0	0	110000	1.03
6	Salim Pyarli Govani	0	0	70000	0.65
7	Rajiv Rai Sachdev (HUF)	63750	0.59	63750	0.59
8	Neerav Hans	0	0	55500	0.51
9	Rajiv Rai Sachdev	48750	0.45	48750	0.45
10	Gulshan Rai Sachdev	22500	0.21	22500	0.21

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year 31/03/2018	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Ajay Anand	565251	5.27	565251	5.27
2	Akram Sati	1	0.00	1	0.00

E. INDEBTEDNESS

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

(₹ in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	4105.83	2592.16	0	6697.99
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not	0	0	0	0
Total (i+ii+iii)	4105.83	2592.16	0	6697.99
Change in Indebtedness during the financial year				
• Addition	552.03	0	0	-
• Reduction	-113.68	0	0	-
Net Change	438.35	0	0	438.35
Indebtedness at the end of the financial year				
i) Principal Amount	4544.18	2592.16	0	7136.34
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not	0	0	0	0
Total (i+ii+iii)	4544.18	2592.16	0	7136.34

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

(₹ in Lakhs)

Sr.No.	Particulars of Remuneration	Name of MD	Total Amount
		Mr. Ajay Anand	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	43.80	43.80
	(b) Value of perquisites u/s 17(2) Income -tax Act, 1961	1.20	1.20
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-



	-as % of profit	-	-
	-others, specify...	-	-
5	Others, please specify	-	-
	Total (A)	45.00	45.00

G. Remuneration to other Directors

	Particulars of Remuneration	Mr. Vinit Rathod	Mr. Manan Shah	Ms. Shweta Jain	Mr. Bheemanna Chikkerur
		Independent Director	Independent Director	Independent Director	Non-Executive Director
1	• Fee for attending board / committee meetings	45,000/-	42,000/-	25,000/-	15,000/-
2	• Commission	-	-	-	-
3	• Others, please specify	-	-	-	-
	Total	45,000/-	42,000/-	25,000/-	15,000/-

H. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(₹ in Lakhs)

	Particulars of Remuneration	Key Managerial Personnel	Key Managerial Personnel	Total
		V. Sivakumar (CFO)	Akram Sati (CS)	
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income -tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	26.36	3.60	29.96
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission -as % of profit -others, specify... Others, please specify	-	-	-
	Total	26.36	3.60	29.96

I. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
A. Company					
Penalty	N.A	-	-	-	-
Punishment	N.A	-	-	-	-
Compounding	N.A	-	-	-	-
B. Directors					
Penalty	N.A	-	-	-	-
Punishment	N.A	-	-	-	-
Compounding	N.A	-	-	-	-
C. Other Officers in Default					
Penalty	N.A	-	-	-	-
Punishment	N.A	-	-	-	-
Compounding	N.A	-	-	-	-



INDEPENDENT AUDITOR'S REPORT

To the Members of AUNDE INDIA LIMITED

Report on the Audit of the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of **AUNDE INDIA LIMITED** ("the Company") which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

Management's Responsibility for the IND AS 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, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") 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.

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

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 of the Ind AS financial statements 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial control system over financial reporting and the operating effectiveness of such controls. 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 are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.



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 according to the explanations given to us, the 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 31st March, 2018, and its Loss (including other comprehensive income), changes in equity 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 ("other Order") issued by the Central Government in terms of section 143 (3) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the 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 purpose 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 Statement of Changes in Equity and the Cash Flow Statement 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 Accounting Standards specified under section 133 of the Act.

e. On the basis of written representations received from the directors as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 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. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements - Refer Note 39 to the Ind AS financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For, THAKUR VAIDYANATH AIYAR & CO.
CHARTERED ACCOUNTANTS
Firm's registration number: 000038N

Place: Mumbai
Date: 30.05.2018

C V PARAMESWAR
Partner
Membership number: 011541



Annexure A to the Independent Auditors' Report

The Annexure referred to in Independent Auditors' Report to the member of **Aunde India Limited** on the Ind AS financial statements for the year ended 31 March 2018

1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

(b) There is a phased programme for verification of fixed assets over a period of three years, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) As per the information and explanations provided to us, title deeds of immovable properties are in the name of the Company.

2) The inventory (excluding stock with Third parties) has been physically verified by the management during the year. In respect of inventory lying with third parties these have been confirmed by them. In our opinion the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventory as compared to book records were not material.

3) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, paragraph 3 (iii) of the Order is not applicable to the Company.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of Loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub section (1) of Section 148 of the Act, in respect of the activities carried on by the Company.

7) (a) According to the information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Goods and Service Tax (GST), Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2018 for a period of more than six months from the date on which they became payable.

(b) According to the information and explanation given to us, there are no dues to income tax, sales tax, service tax, goods and service tax (GST), duty of customs, duty of excise, value added tax outstanding on account of any dispute.

8) According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to any financial institution or bank or Government or dues to debenture holders.

9) According to the information and explanations given to us, the term loans have been applied by the Company during the year for the purposes for which they were obtained. The Company did not raise money by way of initial public offer or further public offer (including debts instruments) during the year.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

11) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act, 2013.



12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.

14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For, THAKUR VAIDYANATH AIYAR & CO.
CHARTERED ACCOUNTANTS
Firm's registration number: 000038N

Place: Mumbai
Date: 30.05.2018

C V PARAMESWAR
Partner
Membership number: 011541

Annexure B to the Independent Auditor's Report of even date on the Ind AS Financial Statements of AUNDE INDIA LIMITED - 31st March 2018

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

We have audited the internal financial controls over financial reporting of **AUNDE INDIA LIMITED** ("the Company") as of March 31, 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over



financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For, THAKUR VAIDYANATH AIYAR & CO.
CHARTERED ACCOUNTANTS
Firm's registration number: 000038N

Place: Mumbai
Date: 30.05.2018

C V PARAMESWAR
Partner
Membership number: 011541



Balance Sheet as at 31 March 2018

(Amount in INR lacs, unless otherwise stated)

	Notes	As at 31 March 2018	As at 31 March 2017	As at 1 April 2016
ASSETS				
Non-current assets				
Property, plant and equipment	5	4,557.62	5,002.49	5,193.11
Capital work-in-progress		230.18	24.89	37.58
Financial assets				
Other financial assets	6	19.11	30.51	47.26
Total non-current assets		4,806.91	5,057.89	5,277.95
Current assets				
Inventories	7	1,705.11	3,227.74	3,745.40
Financial assets				
Trade receivables	8	3,256.98	3,348.53	3,355.14
Cash and cash equivalents	9	12.18	129.00	153.65
Other financial assets	11	0.24	0.49	47.92
Other current assets	12	149.82	287.48	391.05
Total current assets		5,126.85	7,029.58	7,730.75
Total assets		9,933.76	12,087.47	13,008.70
EQUITY AND LIABILITIES				
Equity				
Equity share capital	13	1,072.32	1,072.32	1,072.32
Other equity	14	644.41	2,470.26	2,213.34
Total equity		1,716.73	3,542.58	3,285.66
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings	15	4,272.53	4,423.66	4,537.24
Employee benefit obligations	16	61.82	41.27	34.06
Other non-current liabilities	17	84.22	123.03	120.83
Deffered tax liability (net)	30	72.83	72.83	192.57
Total non-current liabilities		4,491.40	4,660.79	4,884.70
Current liabilities				
Financial liabilities				
Borrowings	18	2,507.23	1,928.81	2,121.61
Trade payables	19	753.78	1,702.92	2,091.98
Other financial liabilities	20	331.28	146.43	379.88
Other current liabilities	21	125.85	100.03	239.47
Employee benefit obligations	16	7.49	5.91	5.40
Total current liabilities		3,725.63	3,884.10	4,838.34
Total liabilities		8,217.03	8,544.89	9,723.04
Total equity and liabilities		9,933.76	12,087.47	13,008.70
Summary of significant accounting policies	2			
The accompanying notes are an integral part of the financial statements.				
As per our report of even date		For and on behalf of the Board of Directors		
For THAKUR VAIDYANATH AIYAR & CO.		AUNDE INDIA LIMITED		
Chartered Accountants		CIN: L17120DN1997PLC000196		
Firm Registration No.: 000038N				
C.V. PARAMESWAR		AJAY ANAND		VINIT RATHOD
Partner		Managing Director		Director
Membership No: 11541		DIN:00373248		DIN:07589863
Place: Mumbai		V. SIVAKUMAR		AKRAM SATI
Date: May 30, 2018		President & CFO		Company Secretary
				Membership No: 50020



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

(Amount in INR lacs, unless otherwise stated)

	Notes	Year ended 31 March 2018	Year ended 31 March 2017
Income			
Revenue from operations	22	12,782.14	12,391.35
Other income	23	18.69	25.50
Capital work-in-progress		12,800.83	12,416.85
Expenses			
Cost of material consumed	24	7,806.75	6,953.07
Changes in inventories of finished goods, stock-in-trade and work-in-progress	25	1,517.51	537.70
Employee benefits expense	26	838.00	861.59
Finance costs	27	437.71	544.65
Depreciation and amortization expense	28	420.20	415.85
Other expenses	29	3,607.19	2,926.86
Total expenses		14,627.36	12,239.72
Profit/(Loss) before tax		(1,826.53)	177.13
Tax expense			
Current tax	30	-	34.75
Less: MAT credit entitlement		-	(34.75)
Deferred tax	30	-	(85.00)
Total income tax expense		-	(85.00)
Profit/(Loss) for the year		(1,826.53)	262.13
Other comprehensive income			
<i>Other comprehensive income not to be reclassified to profit or loss</i>			
Re-measurement gains/ (losses) on defined benefit plans		0.68	(5.21)
		-	-
		0.68	(5.21)
Other comprehensive income for the year, net of tax		0.68	(5.21)
Total comprehensive income for the year		(1,825.85)	256.92
Earnings ₹ per share			
Basic	31	(17.03)	2.40
Diluted	31	(17.03)	2.40
Summary of significant accounting policies	2		
The accompanying notes are an integral part of the financial statements.			
As per our report of even date			
For THAKUR VAIDYANATH AIYAR & CO.		For and on behalf of the Board of Directors of	
Chartered Accountants		AUNDE INDIA LIMITED	
Firm Registration No.: 000038N		CIN: L17120DN1997PLC000196	
C. V. PARAMESWAR	AJAY ANAND	VINIT RATHOD	
Partner	Managing Director	Director	
Membership No: 11541	DIN:00373248	DIN:07589863	
Place: Mumbai	V. SIVAKUMAR	AKRAM SATI	
Date: May 30, 2018	President & CFO	Company Secretary	
		Membership No: 50020	



Statement of changes in equity for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

(A) Equity share capital	As at 31 March 2018		As at 31 March 2017	
	No. of shares	Amount	No. of shares	Amount
Equity shares of ₹ 10/- each issued, subscribed and fully paid				
Opening balance	1,07,23,207	1,072.32	1,07,23,207	1,072.32
Add: issue during the year	-	-	-	-
Closing balance	1,07,23,207	1,072.32	1,07,23,207	1,072.32

(B) Other equity

	Reserve and surplus		Total
	General reserve	Retained earnings	
Balance as at 1 April 2016	1,691.94	521.40	2,213.34
Profit for the year	-	262.13	262.13
Other comprehensive income	-	(5.21)	(5.21)
Total other comprehensive income for the year	-	256.92	256.92
Balance as at 31 March 2017	1,691.94	778.32	2,470.26

	Reserve and surplus		Total
	General reserve	Retained earnings	
Balance as at 1 April 2017	1,691.94	778.32	2,470.26
Loss for the year	-	(1,826.53)	(1,826.53)
Other comprehensive income	-	0.68	0.68
Total other comprehensive income for the year	-	(1,825.85)	(1,825.85)
Balance as at 31 March 2018	1,691.94	(1,047.53)	644.41

Summary of significant accounting policies

2

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For THAKUR VAIDYANATH AIYAR & CO.

Chartered Accountants

Firm Registration No.: 000038N

For and on behalf of the Board of Directors of

AUNDE INDIA LIMITED

CIN: L17120DN1997PLC000196

C.V. PARAMESWAR

Partner

Membership No: 11541

AJAY ANAND

Managing Director

DIN:00373248

VINIT RATHOD

Director

DIN:07589863

Place: Mumbai

Date: May 30, 2018

V. SIVAKUMAR

President & CFO

AKRAM SATI

Company Secretary

Membership No: 50020



Statement of cash flows for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

	Year ended 31 March 2018	Year ended 31 March 2017
Cash flow from operating activities		
Profit/ (Loss) before tax	(1,826.53)	177.13
Adjustments for:		
Other comprehensive income	0.68	(5.21)
Depreciation and amortization expenses	420.20	415.85
Finance cost	437.71	544.65
Interest income	(6.25)	(2.32)
Operating profit/ (loss) before working capital changes	<u>(974.19)</u>	<u>1,130.10</u>
Changes in working capital		
Decrease in trade payables	(949.14)	(389.06)
(Decrease)/ increase in inventories	1,522.63	517.66
(Decrease)/ increase in trade receivables	91.56	6.60
(Decrease)/ increase in other current liabilities	27.40	(173.68)
(Decrease)/ increase in non-current liabilities	(18.26)	9.41
(Increase)/ decrease in other financial liabilities	184.85	(233.45)
Decrease/ (increase) in other financial assets	11.64	64.69
Decrease in other current assets	137.66	68.82
Cash generated used in operations	<u>34.15</u>	<u>1,001.09</u>
Income tax paid	-	(34.75)
Net cash flows used in operating activities (A)	<u>34.15</u>	<u>1,035.84</u>
Cash flow from Investing activities		
Payment for property, plant and equipment and intangible assets	(286.16)	(231.73)
Proceeds from sale/ disposal of fixed assets	105.53	19.19
Net proceeds from fixed deposits	33.82	0.75
Interest received	6.25	2.32
Net cash flow from investing activities (B)	<u>(140.56)</u>	<u>(209.47)</u>
Cash flow from Financing activities		
Proceeds from long Term borrowings	151.58	607.61
Repayment of long Term borrowings	(302.70)	(721.17)
Proceeds from short-term borrowings	578.42	(192.81)
Interest paid	(437.71)	(544.65)
Net cash flow from financing activities (C)	<u>(10.41)</u>	<u>(851.02)</u>
Net increase in cash and cash equivalents (A+B+C)	<u>(116.82)</u>	<u>(24.65)</u>
Cash and cash equivalents at the beginning of the year	129.00	153.65
Cash and cash equivalents at the end of the year	<u>12.18</u>	<u>129.00</u>
Cash and cash equivalents comprise (Refer note 9)		
Balances with banks		
On current accounts	8.66	71.19
Cash on hand	3.52	3.79
Cheques on hand	-	54.02
Total cash and bank balances at end of the year	<u>12.18</u>	<u>129.00</u>
Summary of significant accounting policies	2	
The accompanying notes are an integral part of the financial statements.		
As per our report of even date		
For THAKUR VAIDYANATH AIYAR & CO.		
Chartered Accountants		
Firm Registration No.: 000038N		
	For and on behalf of the Board of Directors of AUNDE INDIA LIMITED CIN: L17120DN1997PLC000196	
C.V. PARAMESWAR	AJAY ANAND	VINIT RATHOD
Partner	Managing Director	Director
Membership No: 11541	DIN:00373248	DIN:07589863
Place: Mumbai	V. SIVAKUMAR	AKRAM SATI
Date: May 30, 2018	President & CFO	Company Secretary
		Membership No: 50020



Notes forming part of the Financial Statements for the year ended 31 March 2018

1. General Information

Aunde India Limited (the "Company") is a public company domiciled in India and was incorporated on 3 October 1997 under the provisions of the Companies Act, 1956 applicable in India. The Company's equity shares are listed on the Bombay Stock Exchange. Its registered and principal office of business is located at Dadra & Nagar Haveli. The Company is primarily engaged in the manufacturing of Automotive fabrics and is nominated supplier to all the major O.E.M.'s in India viz. Hyundai, Ford, Maruti Suzuki, Honda, Mahindra, Toyota, Renault, Tata, Nissan, etc

2. Significant accounting policies

Significant accounting policies adopted by the company are as under:

2.1 Basis of Preparation of Financial Statements

a) Statement of Compliance with Ind AS

Ministry of Corporate Affairs notified roadmap to implement Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) (Amendments) Rules, 2016. As per the said roadmap, the company is required to apply Ind AS starting from financial year beginning on or after 1st April, 2016. Accordingly, the financial statements of the Company have been prepared in accordance with the Ind AS.

For all periods up to and including the year ended 31 March 2017, the Company prepared its financial statements in accordance with the Accounting Standards notified under the section 133 of the Companies Act 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). These financial statements for the year ended 31st March, 2018 are the first the company has prepared in accordance with Ind AS (refer note 4 for information on how the company has adopted Ind-AS).

The financial statements are presented in Indian Rupees ('INR') and all values rounded to the nearest lacs, except otherwise indicated.

Accounting policies have been consistently applied to all the years presented except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use

b) Use of estimates

The preparation of financial statements in conformity with Ind AS requires the Management to make estimate and assumptions that affect the reported amount of assets and liabilities as at the Balance Sheet date, reported amount of revenue and expenses for the year and disclosures of contingent liabilities as at the Balance Sheet date. The estimates and assumptions used in the accompanying financial statements are based upon the Management's evaluation of the relevant facts and circumstances as at the date of the financial statements. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on a periodic basis. Revisions to accounting estimates, if any, are recognized in the year in which the estimates are revised and in any future years affected.

2.2 Property, plant and equipment

Property, plant and equipment are stated at original cost inclusive of incidental expenses related to acquisition net of tax / duty credit availed, net of accumulated depreciation and accumulated impairment losses, if any, Such cost includes cost of replacing part of plant and equipment and borrowing cost for long term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit and loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision is met



Notes forming part of the Financial Statements for the year ended 31 March 2018

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'. Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at balance sheet date.

Depreciation methods, estimated useful lives

The Company depreciates property, plant and equipment over their estimated useful lives using the straight line method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Useful life in years
Factory Building	30 years
Plant & Machinery	15 years
Laboratory Equipments	10 years
Furniture and Fixtures	10 years
Office Equipment	10 years
Electrical Installations	10 years
Fire Hydrant Systems	15 years
Vehicles	8 years
Computers:	
-Servers	5 years
-End user devices such as, desktops, laptops etc.	3 years

The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate,

Depreciation on addition to property, plant and equipment is provided on pro-rata basis from the date of acquisition. Depreciation on sale/deduction from property, plant and equipment is provided up to the date of processing of sale, deduction as the case may be. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in statement of profit and loss under "Other Income".

2.3 Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the 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 or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur.

2.4 Foreign Currency Transactions

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian rupee (INR), which is the Company's functional and presentation currency.

Transactions and balances

On initial recognition, all foreign currency transactions are recorded by applying to the foreign currency amount the exchange rate between the functional currency and the foreign currency at the date of the transaction. Gains/Losses arising out of fluctuation in foreign exchange rate between the transaction date and settlement date are recognised as income or expense in the period in which they arise in the Statement of Profit and Loss.

All monetary assets and liabilities in foreign currencies are restated at the year end at the exchange rate prevailing at the year end and the exchange differences are recognised in the Statement of Profit and Loss.



Notes forming part of the Financial Statements for the year ended 31 March 2018

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or losses arising of transaction of non-monetary items is recognised in line with the gains or losses of the item that gave arise to the translation difference.

2.5 Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. 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 since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer on delivery of goods. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Rendering of Services:

Revenue from sale of services is recognised as per terms of the contract with customers when the outcome of the transactions involving rendering of services can be estimated reliably.

Interest Income:

Interest income is recognized on a time proportion basis taking into account outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

Rental Income

Lease agreements where the risks and rewards incident to the ownership of an asset substantially vest with the lessor are recognised as operating leases. Lease rentals are recognised on straight line basis as per the terms of the agreements in the statement of profit and loss.

Export Incentives

Export Incentive from the government is recognised when there is a reasonable assurance that (i) the company will comply with the conditions attached to them and (ii) the incentive will be received.

When the incentive relates to revenue, it is recognised as income on a systematic basis in the statement of profit or loss over the periods necessary to match them with the related income, which they relate to.

2.6 Taxes

Tax on income for the current period is determined on the basis of estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals.

(A) Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the year-end date. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.



Notes forming part of the Financial Statements for the year ended 31 March 2018

(B) Deferred tax

Deferred income tax is provided in full, using the balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the year and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current and deferred tax is recognized in statement of profit and loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

2.7 Inventories

Inventories are valued at the lower of cost and net realisable value. Costs incurred in bringing each product to its present location and condition are accounted for as follows:

Raw materials, packaging materials and stores and spare parts are valued at lower of cost and net realizable value. Cost includes purchase price, (excluding those subsequently recoverable by the enterprise from the concerned revenue authorities), freight inwards and other expenditure incurred in bringing such inventories to their present location and condition. In determining the cost, weighted average cost method is used.

Work in progress, manufactured finished goods and traded goods are valued at the lower of cost and net realisable value. Cost of work in progress and manufactured finished goods is determined on the weighted average basis and comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition. Cost of traded goods is determined on a weighted average basis.

Slow and non-moving material, obsolete, defective inventories are duly provided for and valued at actual cost incurred up to the date of balance sheet. Materials and supplies held for use in production of inventories are not written down if the finished products in which they will be used are expected to be sold at or above cost.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated costs necessary to make the sale.

2.8 Trade Receivables

Trade Receivables are amounts due from customers for sale of goods or services performed in the ordinary course of business. Trade Receivables are recognised initially at fair value. They are subsequently measured at amortised cost using the effective interest method, net of provision for impairment. The carrying value less impairment provision of trade receivables, are assumed to be approximate to their fair values.

2.9 Impairment of non-financial assets

The Company assesses at each year end whether there is any objective evidence that a non-financial asset or a group of non-financial assets is impaired. If any such indication exists, the Company estimates the asset's recoverable amount and the amount of impairment loss.



Notes forming part of the Financial Statements for the year ended 31 March 2018

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in Statement of Profit and Loss and reflected in an allowance account. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through Statement of Profit and Loss.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

2.10 Provisions and contingent liabilities

Provisions are recognized when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

The Company records a provision for decommissioning costs. Decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognized as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax rate that reflects the risks specific to the decommissioning liability. The unwinding of the discount is expensed as incurred and recognized in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

2.11 Cash and cash equivalents

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

For the purposes of the cash flow statement, cash and cash equivalents include cash on hand, cash in banks and demand deposits.

2.12 Employee Benefits

(A) Short-term employee benefits

All employee benefits payable only within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, etc. and the expected cost of bonus, ex-gratia, and incentives are recognised in the period during which the employee renders the related service.



Notes forming part of the Financial Statements for the year ended 31 March 2018

(B) Post-employment benefits

(i) Defined contribution plan

Government Provident Scheme is a defined contributed plan. The contribution paid/payable under the scheme is recognised in the statement of profit and loss during the period in which the employee renders the related services.

(ii) Defined benefit plans

Gratuity: The Company provides for gratuity, a defined benefit plan (the 'Gratuity Plan') covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. Actuarial losses/gains are recognized in the other comprehensive income in the year in which they arise.

2.13 Earnings Per Share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit or loss for the year. The number of equity shares outstanding during the year and for all the years presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

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

2.14 Rounding off amounts

All amounts disclosed in financial statements and notes have been rounded off to the nearest lacs as per requirement of Schedule III of the Act, unless otherwise stated.

3. Significant accounting judgments, estimates and assumptions

The preparation of financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the yearend date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(A) Taxes

Deferred tax assets are recognized for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company neither have any taxable temporary difference nor any tax planning opportunities available that could partly support the recognition of these losses as deferred tax assets. On this basis, the Company has determined that



Notes forming part of the Financial Statements for the year ended 31 March 2018

it cannot recognize deferred tax assets on the tax losses carried forward except for the unabsorbed depreciation. Refer Note 30

(B) Defined benefit plans (gratuity benefits)

The cost of the defined benefit plans such as gratuity are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each year end.

The principal assumptions are the discount and salary growth rate. The discount rate is based upon the market yields available on government bonds at the accounting date with a term that matches that of liabilities. Salary increase rate takes into account of inflation, seniority, promotion and other relevant factors on long term basis. For details refer Note 32

4. First-time adoption of Ind-AS

These financial statements are the first set of Ind AS financial statements prepared by the Company. Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for year ending on 31 March 2018, together with the comparative year data as at and for the year ended 31 March 2017, as described in the significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at 1 April 2016, being the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2016 and the financial statements as at and for the year ended 31 March 2017.

4.1 Exemptions availed on first time adoption of Ind AS

Ind AS 101, First-time Adoption of Indian Accounting Standards, allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has accordingly applied the following exemptions.

(a) Deemed Cost

Since there is no change in the functional currency, the Company has elected to continue with carrying value for all of its property, plant and equipment as recognized in its Indian GAAP financial statements as its deemed cost at the date of transition. Accordingly the management has elected to measure all of its property, plant and equipment, investment properties at their Indian GAAP carrying value.,



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

4.2 Reconciliations

The following reconciliations provides the effect of transition to Ind AS from Indian GAAP in accordance with Ind AS 101, First-time Adoption of Indian Accounting Standards:

(a) Reconciliation of equity as at date of transition 1 April 2016

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		5,193.11	-	5,193.11
Capital work-in-progress		37.58	-	37.58
Other financial assets		47.26	-	47.26
Total non-current assets		5,277.95	-	5,277.95
Current assets				
Inventories		3,745.40	-	3,745.40
Trade receivables		3,355.14	-	3,355.14
Cash and cash equivalents		153.65	-	153.65
Bank balances other than above		37.59	-	37.59
Other financial assets		47.92	-	47.92
Other current assets		391.05	-	391.05
Total current assets		7,730.75	-	7,730.75
Total assets		13,008.70	-	13,008.70
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,072.32	-	1,072.32
Other equity		2,234.15	(20.81)	2,213.34
Total equity		3,306.47	(20.81)	3,285.66
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		4,537.24	-	4,537.24
Employee benefit obligations	(f)(i)	13.25	20.81	34.06
Other non-current liabilities		120.83	-	120.83
Deffered tax liability (net)		192.57	-	192.57
Total non-current liabilities		4,863.89	20.81	4,884.70
Current liabilities				
Financial liabilities				
Borrowings		2,121.61	-	2,121.61
Trade payables		2,091.98	-	2,091.98
Other financial liabilities		379.88	-	379.88
Other current liabilities		239.47	-	239.47
Employee benefit obligations		5.40	-	5.40
Total current liabilities		4,838.34	-	4,838.34
Total liabilities		9,702.23	20.81	9,723.04
Total equity and liabilities		13,008.70	-	13,008.70

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

(b) Reconciliation of equity as at 31 March 2017

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
ASSETS				
Non-current assets				
Property, plant and equipment		5,002.49	-	5,002.49
Capital work-in-progress		24.89	-	24.89
Other financial assets		30.51	-	30.51
Total non-current assets		5,057.89	-	5,057.89
Current assets				
Inventories		3,227.74	-	3,227.74
Trade receivables		3,348.53	-	3,348.53
Cash and cash equivalents		129.00	-	129.00
Bank balances other than above		36.34	-	36.34
Other financial assets		0.49	-	0.49
Other current assets		287.48	-	287.48
Total current assets		7,029.58	-	7,029.58
Total assets		12,087.47	-	12,087.47
EQUITY AND LIABILITIES				
Equity				
Equity share capital		1,072.32	-	1,072.32
Other equity		2,489.59	(19.33)	2,470.26
Total equity		3,561.91	(19.33)	3,542.58
Liabilities				
Non-current liabilities				
Financial liabilities				
Borrowings		4,423.66	-	4,423.66
Employee benefit obligations	(f)(i)	21.94	19.33	41.27
Other non-current liabilities		123.03	-	123.03
Deffered tax liability (net)		72.83	-	72.83
Total non-current liabilities		4,641.46	19.33	4,660.79
Current liabilities				
Financial liabilities				
Borrowings		1,928.81	-	1,928.81
Trade payables		1,702.92	-	1,702.92
Other financial liabilities		146.43	-	146.43
Other current liabilities		100.03	-	100.03
Employee benefit obligations		5.91	-	5.91
Total current liabilities		3,884.10	-	3,884.10
Total liabilities		8,525.56	19.33	8,544.89
Total equity and liabilities		12,087.47	-	12,087.47

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(c) Reconciliation of profit or loss for the year ended 31 March 2017

	Notes to first-time adoption	Indian GAAP*	Adjustments	Ind AS
Income				
Revenue from operations		12,391.35	-	12,391.35
Other income		25.50	-	25.50
Total income		12,416.85	-	12,416.85



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

Expenses				
Cost of material consumed		6,953.07	-	6,953.07
Changes in inventories of finished goods, stock-in-trade and work-in-progress		537.70	-	537.70
Employee benefit expense	(f)(i)	868.28	(6.69)	861.59
Finance costs		544.65	-	544.65
Depreciation and amortization expense		415.85	-	415.85
Other expenses		2,926.86	-	2,926.86
Total expenses		12,246.41	(6.69)	12,239.72
Profit /(Loss) before tax		170.44	6.69	177.13
Tax expense				
Current tax		34.75	-	34.75
Less: MAT credit entitlement		(34.75)	-	(34.75)
Deferred tax		(85.00)	-	(85.00)
Total income tax expense		(85.00)	-	(85.00)
Profit for the year		255.44	6.69	262.13
Other comprehensive income				
<i>Items that will not be reclassified to profit or loss</i>				
Remeasurement of net defined benefit liability(net of tax)	(f)(ii)	-	(5.21)	(5.21)
Other comprehensive income for the year		-	(5.21)	(5.21)
Total other comprehensive income for the year		255.44	1.48	256.92

* The Indian GAAP figures have been reclassified to conform to Ind AS presentation requirements for the purpose of this note.

(d) Reconciliation of total equity as at 31 March 2017 and 1 April 2016

	Notes to first-time adoption	As at 1 April 2017	As at 1 April 2016
Shareholder's equity as per Indian GAAP audited financial statements		3,561.91	3,306.47
<u>Adjustment</u>			
Remeasurement of employee defined obligations	(f)(i)	(19.33)	(20.81)
Total Adjustment		(19.33)	(20.81)
Shareholder's equity as per Ind AS		3,542.58	3,285.66

(e) Reconciliation of total comprehensive income for the year ended 31 March 2017

	Notes to first-time adoption	As at 1 April 2017
Profit as per Indian GAAP		255.44
<u>Adjustment</u>		
Remeasurement of employee defined obligations	(f)(i)	6.69
Other comprehensive income (net of tax)	(f)(ii)	(5.21)
Total		1.48
Profit as per Ind AS		256.92

(f) Notes to first-time adoption

(i) Defined benefit liabilities

Both under Indian GAAP and Ind AS, the Company recognized costs related to its post-employment defined benefit plan on an actuarial basis. Under Indian GAAP, the entire cost, including actuarial gains and losses, are charged to Statement of Profit and Loss. Under Ind AS, re-measurements comprising of actuarial gains and losses are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI. Thus the employee benefit cost for the year ended 31 March 2017 is reduced by ₹ 6.69 lacs and re-measurement gains/ losses on defined benefit plans of the corresponding amount has been recognized in the OCI, net of taxes.

(ii) Other comprehensive income

The concept of Other Comprehensive Income (OCI) did not exist under Indian GAAP.



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

	31 March 2018	31 March 2017	1 April 2016
6 Other financial asset			
In Fixed deposit accounts with maturity for more than 12 months from balance sheet date.	3.20	3.20	2.70
Security deposits	15.91	27.31	44.56
Total	19.11	30.51	47.26

	31 March 2018	31 March 2017	1 April 2016
7 Inventories*			
Raw material	887.66	904.20	856.86
Work in progress	640.98	470.25	528.13
Finished goods	146.12	1,834.36	2,314.18
Store and spares parts including packing material	30.35	18.93	46.23
Total	1,705.11	3,227.74	3,745.40

*Hypothecated as charge against short term-borrowings. Refer note 18.

	31 March 2018	31 March 2017	1 April 2016
8 Trade receivable			
Secured, considered good			
Unsecured			
-Considered good	3,256.98	3,348.53	3,355.14
Total	3,256.98	3,348.53	3,355.14

	31 March 2018	31 March 2017	1 April 2016
9 Cash and cash equivalents			
Balances with banks:			
On current accounts	8.66	71.19	7.86
Cheques on hand	-	54.02	141.36
Cash on hand	3.52	3.79	4.43
Total	12.18	129.00	153.65

Specified bank notes (SBNs):

	SBNs	Other denomination notes	Total
Closing cash on hand as on 8 November 2016	57,000	1,42,290	1,99,290
Add: Permitted receipts*	-	3,59,500	3,59,500
Less: Permitted payments	57,000	3,43,949	4,00,949
Less Deposits	-	-	-
Closing cash on hand as on 30 December 2016	-	1,57,841	1,57,841

* Permitted receipts include amount of ₹ 3,38,500 of other denomination notes withdrawn from bank.

	31 March 2018	31 March 2017	1 April 2016
10 Bank balances other than Cash and cash equivalent			
In Fixed deposit with maturity for more than 3 months but less than 12 months from balance sheet date	2.52	36.34	37.59
Total	2.52	36.34	37.59

	31 March 2018	31 March 2017	1 April 2016
11 Other financial assets			
Interest accrued on fixed deposits	0.24	0.49	47.92
Total	0.24	0.49	47.92

	31 March 2018	31 March 2017	1 April 2016
12 Other current assets			
Export incentive receivable	12.35	7.82	25.20
Prepaid Expenses	25.40	13.19	21.37
Staff advances	16.39	7.71	17.68
Balance with indirect tax authorities	95.28	256.83	293.64
Other receivables	0.40	1.93	0.48
Rent receivable	-	-	32.68
Total	149.82	287.48	391.05



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

13 Share capital**(a) Equity shares****Authorized**

(31 March 2018: 1,10,00,000, 31 March 2017: 1,10,00,000) Equity Shares of ₹ 10/- each

	31 March 2018	31 March 2017	1 April 2016
	1,100.00	1,100.00	1,100.00
Total	1,100.00	1,100.00	1,100.00

Issued, subscribed and paid up

(31 March 2018: 1,07,23,207, 31 March 2017: 1,07,23,207) equity shares of ₹ 10/- each fully paid

Total

	1,072.32	1,072.32	1,072.32
Total	1,072.32	1,072.32	1,072.32

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

	31 March 2018		31 March 2017	
	Number of shares	Amount	Number of shares	Amount
Outstanding at the beginning of the year	1,07,23,207	1,072.32	1,07,23,207	1,072.32
Add: Issued during the year	-	-	-	-
Outstanding at the end of the year	1,07,23,207	1,072.32	1,07,23,207	1,072.32

(b) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Company

Name of the shareholder	31 March 2018		31 March 2017		1 April 2016	
	Number of shares	% of holding in the class	Number of shares	% of holding in the class	Number of shares	% of holding in the class
Equity shares of INR [Face value] each fully paid						
Aunde Achter & Ebels GmbH	45,91,200	42.82%	45,91,200	42.82%	45,91,200	42.82%
Ajay Anand	5,65,251	5.27%	5,65,251	5.27%	5,65,251	5.27%
Instyle Investments Pvt Ltd	21,19,575	19.77%	21,19,575	19.77%	14,36,775	13.40%
Foresight Holdings Pvt. Ltd	5,87,256	5.48%	5,87,256	5.48%	5,87,256	5.48%

(c) No class of shares have been issued as bonus shares or for consideration other than cash by the Company during the period of five years immediately preceding the current year end.

(d) No class of shares have been bought back by the Company during the period of five years immediately preceding the current year end. The

(e) Company has only one class of Equity shares having a par value of ₹ 10/- per share. All the equity shares rank pari passu in all respect.

14 Other equity**(A) General reserve**

Opening balance

Add/Less: Transfer to reserves

Closing balance

	31 March 2018	31 March 2017	1 April 2016
	1,691.94	1,691.94	1,691.94
	-	-	-
Total	1,691.94	1,691.94	1,691.94

(B) Retained earning

Opening balance

Add: Net profit/(loss) for the current year

Less: Re-measurement (gain)/loss on post employment benefit obligation

Closing balance

	778.32	521.40	542.21
	(1,825.85)	256.92	-
	-	-	20.81
Total	(1,047.53)	778.32	521.40

Total

	644.41	2,470.26	2,213.34
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15 Non-current borrowings**Secured**

Term loan

Other loan

	31 March 2018	31 March 2017	1 April 2016
	1,665.56	1,828.00	1,926.70
	14.81	3.50	18.38

Unsecured

Loan from related parties

Total

	2,592.16	2,592.16	2,592.16
Total	4,272.53	4,423.66	4,537.24

Note: The term loans from Saraswat Bank are secured by way of hypothecation of specific plant and machineries/ fixed assets purchased / installed out of the sanctioned term loans and collaterally secured by way of EMT of land & building at Plot no. 146/145(1)/147/148/1/2, Waghdhara Vilage Road, Dadra-396193, Union Territory of Dadra and Nagar Haveli. further charge on entire plant & machineries installed at Plot no. 71, Phase-1, Indl Area, GIDC, Vapi-396195.



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

Details of Term Loans from Saraswat Bank

Term Loans	Maturity	Installments			Rate of Interest
		Periodicity	Numbers	₹ (in Lacs)	
Term Loan Account Number - 1528	Feb-23	Monthly	59	6.19	PLR -3.75%
Term Loan Account Number - 901290	Nov-22	Monthly	56	14	PLR -3.75%
Term Loan Account Number - 901291	Nov-22	Monthly	56	4	PLR -3.75%

Details of Other Loans

Term Loans	Maturity	Installments			Rate of Interest
		Periodicity	Numbers	₹ (in Lacs)	
Corporation Bank -560761000316709	Sep-20	Monthly	30	0.17	10.30%
Corporation Bank -560761000316751	Jul-21	Monthly	40	0.18	10.20%
Corporation Bank -560771000106437	Jun-21	Monthly	39	0.12	11.90%
Yes Bank - ALN000100314065	Mar-22	Monthly	48	0.14	8.30%

16 Employee benefit obligations

	Long term			Short term		
	31 March 2018	31 March 2017	1 April 2016	31 March 2018	31 March 2017	1 April 2016
Provision for employee benefits (Refer note 32)						
Provision for gratuity	47.21	41.27	34.06	7.49	5.91	5.40
Provision for leave encashment	14.61	-	-	-	-	-
Total	61.82	41.27	34.06	7.49	5.91	5.40

17 Other non-current liabilities

	31 March 2018	31 March 2017	1 April 2016
Non current tax liabilities	84.22	123.03	120.83
Total	84.22	123.03	120.83

18 Short -term borrowings

	31 March 2018	31 March 2017	1 April 2016
Secured, from bank, (Refer footnote)			
-Cash Credit	2,507.23	1,928.81	2,121.61
Total	2,507.23	1,928.81	2,121.61

Terms and conditions of loans

Cash Credit from Saraswat Bank is secured by way of hypothecation of inventories of raw materials, semi-finished goods & finished goods of auto fabrics including imported laminated and coated materials and book debts as primary and collaterally secured by way of EMT of land & building at Plot No. 146/145(1)/147/148/1/2, Waghdhara Village Road, Dadra - 396 193, Union Territory of Dadra & Nagar Haveli & Plot No.71, Phase 1, Indl Area, GIDC, Vapi-396195. The sanctioned limit by the Bank is ₹ 25.50 Crore and the applicable rate of interest is PLR -3.75%

19 Trade payables

	31 March 2018	31 March 2017	1 April 2016
Total outstanding dues of micro enterprises and small enterprises	-	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	753.78	1,702.92	2,091.98
Total	753.78	1,702.92	2,091.98

20 Other financial liabilities

	31 March 2018	31 March 2017	1 April 2016
Current maturity of term loan	308.28	97.20	335.96
Current maturity of other loan	5.52	27.13	15.30
Interest accrued but not due on loan	17.48	22.10	28.62
Total	331.28	146.43	379.88

21 Other current liabilities

	31 March 2018	31 March 2017	1 April 2016
Salary & reimbursement payable	21.97	17.10	59.58
Expenses payable	89.89	71.63	164.20
Statutory due payable	13.99	11.30	15.69
Total	125.85	100.03	239.47



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

	31 March 2018	31 March 2017
22 Revenue from operations		
Export sales	459.08	384.68
Domestic sales	12,290.95	11,975.51
Other operating revenues	32.11	31.16
Total	12,782.14	12,391.35
Revenue from operations for periods up to 30 June 2017 includes excise duty, which is discontinued effectively from July1, 2017 upon implementation of Goods and Service Tax (GST) in India. In accordance with IND AS 18 "Revenue" GST is not included in revenue from operations.		
23 Other income	31 March 2018	31 March 2017
Rental income	2.81	14.56
Interest income	6.25	2.32
Miscellaneous income	0.12	0.22
Gain on foreign exchange (net)	9.51	8.40
Total other income	18.69	25.50
24 Cost of material consumed	31 March 2018	31 March 2017
Inventory at the beginning of the year	904.20	856.86
Add: Purchases	7,790.21	7,000.41
Less: Inventory at the end of the year	887.66	904.20
Cost of raw material consumed	7,806.75	6,953.07
25 Changes in inventories of finished goods, stock-in-trade and work-in-progress	31 March 2018	31 March 2017
Inventories at the beginning of the year		
-Finished goods	1,834.36	2,314.18
-Work-in-progress	470.25	528.13
	2,304.61	2,842.31
Less: Inventories at the end of the year		
-Finished goods	146.12	1,834.36
-Work-in-progress	640.98	470.25
	787.10	2,304.61
(Increase) / Decrease in inventories	1,517.51	537.70
26 Employee benefits expense	31 March 2018	31 March 2017
Salaries, wages, bonus and other allowances	772.02	755.64
Contribution to Provident Fund	26.50	24.65
Gratuity (Refer note 32)	10.78	40.40
Staff welfare expenses	28.70	40.90
Total	838.00	861.59
27 Finance costs	31 March 2018	31 March 2017
Interest on borrowing	437.71	544.65
Total	437.71	544.65
28 Depreciation and amortization expense	31 March 2018	31 March 2017
Depreciation	420.20	415.85
Total	420.20	415.85
29 Other expenses	31 March 2018	31 March 2017
Stentering, weaving & other processing charges	1,539.26	1,145.09
Power & fuel	149.46	157.59
Packing material expenses	111.95	89.26
Repairs & maintenance:		
Plant & machinery	13.10	15.12



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

Building	4.96	5.76
Other	13.70	11.01
Other manufacturing expenses	376.57	348.03
Stores and spares consumed	188.50	164.02
Rent, rates & taxes	94.56	113.77
Travel and conveyance	84.21	59.67
Auditors remuneration*	3.02	2.45
Legal and professional charges	29.84	20.13
Insurance charges	16.84	13.06
Loss on sale/disposal of fixed assets	0.72	-
Miscellaneous expenses	113.80	123.98
Technical knowhow/royalty fees	44.98	31.28
Transportation charges	389.66	260.07
Rebates, discounts & customer claims	432.06	366.57
Total	3,607.19	2,926.86

*Note : The following is the break-up of Auditors remuneration (exclusive of taxes)

	31 March 2018	31 March 2017
As auditor:		
Statutory audit	3.00	1.00
In other capacity:		
Tax audit	-	0.30
Other matters	-	1.15
Reimbursement of expenses	0.02	-
Total	3.02	2.45

30 Income Tax

(A) Deferred tax relates to the following:

	31 March 2018	31 March 2017
Deferred tax assets		
MAT Credit Entitlement	384.85	384.85
	<u>384.85</u>	<u>384.85</u>
Deferred tax liabilities		
On property, plant and equipment	457.68	457.68
	<u>457.68</u>	<u>457.68</u>
Deferred tax asset/(liabilities), net	<u>(72.83)</u>	<u>(72.83)</u>

In absence of reasonable certainty of taxable income in future years, during the year ended 31 March 2018, the Company has created deferred tax asset on unabsorbed depreciation and other items to the extent of deferred tax liability. During the year ended 31 March 2017, the Company had recognized deferred tax asset to the extent of deferred tax liability only.

(B) Recognition of deferred tax asset to the extent of deferred tax liability

Balance sheet	31 March 2018	31 March 2017	1 April 2016
Deferred tax asset	384.85	384.85	350.11
Deferred tax liabilities	(457.68)	(457.68)	(542.68)
Deferred tax assets/ (liabilities), net	<u>(72.83)</u>	<u>(72.83)</u>	<u>(192.57)</u>

(C) Reconciliation of deferred tax assets/ (liabilities) (net):

	31 March 2018	31 March 2017
Opening balance as of 1 April	(72.83)	(192.57)
Tax asset recognized in Statement of Profit and Loss	-	119.74
Closing balance as at 31 March	<u>(72.83)</u>	<u>(72.83)</u>

(D) Tax losses of (31 March 2018: ₹ 1396.89) lacs are available for offsetting for a maximum period of eight years against future taxable profits of the Company.



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

31 Earnings/ Loss per share

Basic earnings / (loss) per share amounts are calculated by dividing the profit/loss for the year attributable to equity holders by the number of equity shares outstanding during the year.

Diluted earnings / (loss) per share amounts are calculated by dividing the profit/loss attributable to equity holders by the number of equity shares outstanding during the year plus the number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

	<u>31 March 2018</u>	<u>31 March 2017</u>
Profit/ (Loss) attributable to equity holders	(1,825.85)	256.92
Total number of equity shares for basic EPS	1,07,23,207	1,07,23,207
Basic	(17.03)	2.40
Diluted	(17.03)	2.40

32 Employee benefits**(A) Defined Contribution Plans**

During the year, the Company has recognized the following amounts in the Statement of Profit and Loss - Employers' Contribution to Provident Fund (Refer note 26)

	<u>31 March 2018</u>	<u>31 March 2017</u>
	<u>26.50</u>	<u>24.65</u>

(B) Defined benefit plans

a) Gratuity payable to employees

i) Actuarial assumptions

	<u>31 March 2018</u>	<u>31 March 2017</u>
Discount rate (per annum)	7.35%	6.85%
Rate of increase in Salary	5.00%	5.00%
Expected average remaining working lives of	4	4
Attrition rate		
For service 2 years and below	40%	40%
For service 3 years to 4 years	25%	25%
For service 5 years and above	15%	15%

ii) Changes in the present value of defined benefit obligation

	<u>Employee's gratuity fund</u>	
	<u>31 March 2018</u>	<u>31 March 2017</u>
Present value of obligation at the beginning of	47.18	39.46
Interest cost	3.23	2.98
Past service cost	0.05	-
Current service cost	7.72	6.51
Benefits paid	(2.80)	(6.98)
Actuarial (gain)/ loss on obligations	(0.68)	5.21
Present value of obligation at the end of the year*	54.70	47.18

*Included in provision for employee benefits (Refer note 26)

iii) Expense recognized in the Statement of Profit

	<u>Employee's gratuity fund</u>	
	<u>31 March 2018</u>	<u>31 March 2017</u>
Current service cost	7.72	6.51
Past service cost	0.05	-
Interest cost	3.23	2.98
Actuarial (gain) / loss on obligations transferred to OCI	(0.68)	5.21
Total expenses recognized in the Statement Profit and Loss*	10.32	14.70

*Included in Employee benefits expense (Refer Note 26).

iv) Assets and liabilities recognized in the Balance

	<u>Employee's gratuity fund</u>	
	<u>31 March 2018</u>	<u>31 March 2017</u>
Present value of unfunded obligation as at the end of the year	54.70	47.18
Unrecognized actuarial (gains)/losses	-	-
Unfunded net asset / (liability) recognized in	54.70	47.18

*Included in provision for employee benefits (Refer note 16)



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

v) Expected contribution to the fund in the next year	<u>31 March 2018</u>	<u>31 March 2017</u>
Gratuity	12.10	10.95
vi) A quantitative sensitivity analysis for significant assumption as at 31 March 2017 is as shown below:		
	<u>Employee's gratuity fund</u>	
	<u>31 March 2018</u>	<u>31 March 2017</u>
Impact on defined benefit obligation		
Discount rate		
1% increase	(2.41)	(2.18)
1% decrease	2.66	2.42
Rate of increase in salary		
1% increase	2.70	2.43
1% decrease	(2.48)	(2.24)
Rate of employee turnover		
1% increase	0.14	(0.02)
1% decrease	(0.18)	(0.01)
vii) Maturity profile of defined benefit obligation	<u>From the Employer</u>	
Year	<u>31 March 2018</u>	<u>31 March 2017</u>
1st Following Year	7.49	5.91
2nd Following Year	7.81	6.29
3rd Following Year	8.10	6.37
4th Following Year	6.85	6.41
5th Following Year	6.17	5.32
Sum of Years 6 to 10	22.33	19.23
Sum of Years 11 and above	24.86	21.43

33 Related Party Disclosures: 31 March 2018

(A) Names of related parties and description of relationship as identified and certified by the Company:

Related party where control exists**Name of related party**

Aunde Achter & Ebels GMBH

Faze Three Limited

Instyle Investment Pvt. Ltd

V. R. Woodart Ltd.

Relationship

Entity in which director has common control

Entity in which director has common control

Entity in which director has common control

Common Promoter

Key Management Personnel (KMP)

Mr. Ajay Anand

Mr. V. Sivakumar

Mr. Akram Sati

Managing Director

President & CFO

Company Secretary

(B) Details of transactions with related party in the ordinary course of business for the year ended:

(i) Faze Three Limited	<u>31 March 2018</u>	<u>31 March 2017</u>
Purchase of Goods & Services	1,320.21	1,337.83
Sale of Goods & Services	10.8	11.08
Lease Rent Expenses	35.67	37.75
Lease Rent Income	2.95	11.78
(ii) Key Management Personnel (KMP)		
Compensation of key management personnel		
Salaries including bonuses	74.96	69.33



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

(C) Amount due to related party as on:

	31 March 2018	31 March 2017	1 April 2016
(i) Aunde Achter & Ebels GMBH			
Short term borrowing	1,275.36	1,275.36	1,275.36
Interest accrued but not due on loan	-	-	-
(ii) Key Management Personnel (KMP)			
Loans from Directors	1,316.80	1,316.80	722.80

(D) Terms and conditions of transactions with related parties

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2018, the Company has not recorded any impairment of receivables relating to amounts owed by related parties. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

34 Segment reporting

The Company has only one segment of activity namely "Automotive Fabrics".

35 Fair values of financial assets and financial liabilities

The fair value of other current financial assets, cash and cash equivalents, trade receivables, investments, trade payables, short-term borrowings and other financial liabilities approximate the carrying amounts because of the short term nature of these financial instruments.

The amortized cost using effective interest rate (EIR) of non-current financial assets consisting of security and term deposits are not significantly different from the carrying amount.

Financial assets that are neither past due nor impaired include cash and cash equivalents, security deposits, term deposits, and other financial assets.

The impact of fair value on non-current borrowing, non-current security deposits and non-current term deposits are not significant and therefore the impact of fair value is not considered for above disclosure.

36 Fair value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

No financial assets/liabilities have been valued using level 1 fair value measurements.

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis:

Fair value measurement hierarchy of assets

	31 March 2018	31 March 2017	1 April 2016
Level 1 (Quoted price in active markets)	-	-	-
Level 2			
Financial assets measured at fair value through profit or loss	-	-	-
Financial liability measured at fair value through profit or loss	-	-	-
Level 3			
<u>Financial assets measured at fair value through profit or loss</u>			
Trade receivables	3,256.98	3,348.53	3,355.14
Security deposits	15.91	27.31	44.56
Cash and cash equivalents	12.18	129.00	153.65
Bank balances other than cash and cash equivalent	5.72	39.54	40.29
Interest accrued on fixed deposits	0.24	0.49	47.92

The carrying amounts of trade receivables, cash and cash equivalents and other bank balances, interest on fixed deposits are considered to approximate their fair values due to their short term nature. The carrying amounts of long term security deposits are considered to approximate their fair value.



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

Financial liability measured at amortized cost

Borrowings	7,093.56	6,476.80	7,010.11
Trade payables	753.78	1,702.92	2,091.98
Interest accrued but not due on loan	17.48	22.10	28.62

The carrying amount of trade payables, payables for capital expenditure are considered to approximate their fair values due to their short term nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

37 Financial risk management objectives and policies

The Company is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Company's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Company does not engage in trading of financial assets for speculative purposes.

(A) Market risk

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

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	Increase/ decrease in basis points	Effect on profit before tax (₹ in lacs)
2018	25 bps	11.25
2017	25 bps	9.71

(ii) Foreign currency risk

The Company is exposed to foreign currency risk arising mainly on export of finished goods and import of raw material. The carrying amounts of Company's foreign currency denominated financial assets and financial liabilities at the end of the reporting period are as follows:

	31 March 2018		31 March 2017	
	INR	USD	INR	USD
Trade receivables (unhedged)	183.2	2.82	94.43	1.46
Trade payables (unhedged)	49.77	0.77	116.16	1.79

The following significant rate have been applied during the year

	Year end spot rate	
	31 March 2018	31 March 2017
USD 1	65.04	64.84
EURO 1	80.62	69.25

Foreign currency sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in the US dollar exchange rate (or any other material currency), with all other variables held constant, of the Company's profit before tax (due to changes in the fair value of monetary assets and liabilities). The Company's exposure to foreign currency changes for all other currencies is not material.

	Change in US\$ rate	Effect on profit before tax
2018 (USD/INR)	1%	1.83
2017 (USD/INR)	1%	0.94



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

(B) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. Credit risk arises principally from the Company's receivables from deposits with landlords and other statutory deposits with regulatory agencies and also arises from cash held with banks and financial institutions. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

balances in bank accounts required to meet a month's operational costs. The Management reviews the bank accounts on regular basis and fund drawdowns are planned to ensure that there is minimal surplus cash in bank accounts. The Company does not foresee any credit risks on deposits with regulatory authorities.

(C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Company's financial liabilities:

	Less than 3 months	3 to 12 months	1 to 5 years	More than 5 years	Total
31 March 2018					
Short term borrowings	2,507.23	-	-	-	2,507.23
Long-term borrowings	0.00	-	1,680.38	2,592.16	4,272.54
Trade payables	753.78	-	-	-	753.78
Other financial liability	90.87	240.41	-	-	331.28
	<u>3,351.88</u>	<u>240.41</u>	<u>1,680.38</u>	<u>2,592.16</u>	<u>7,864.83</u>
31 March 2017					
Short term borrowings	1,928.81	-	-	-	1,928.81
Long-term borrowings	0.00	-	1,831.50	2,592.16	4,423.66
Trade payables	1,702.92	-	-	-	1,702.92
Other financial liability	91.24	55.19	-	-	146.43
	<u>3,722.97</u>	<u>55.19</u>	<u>1,831.50</u>	<u>2,592.16</u>	<u>8,201.82</u>
1 April 2016					
Short term borrowings	2,121.61	-	-	-	2,121.61
Long-term borrowings	-	0.00	-	4,537.24	4,537.24
Trade payables	2,091.98	0.00	-	-	2,091.98
Other financial liability	125.53	254.35	-	-	379.88
	<u>4,339.12</u>	<u>254.35</u>	<u>-</u>	<u>4,537.24</u>	<u>9,130.71</u>

38 Capital management

For the purpose of the Company's capital management, capital includes issued equity capital and all equity reserves attributable to the equity holders. The primary objective of the Company's capital management is to maximize the shareholder value and to ensure the Company's ability to continue as a going concern.

The Company has not distributed any dividend to its shareholders. The Company monitors gearing ratio i.e. total debt in proportion to its overall financing structure, i.e. equity and debt. Total debt comprises of current borrowing from ultimate holding company of the Company. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

		31 March 2018	31 March 2017	1 April 2016
Total equity	(i)	1,716.73	3,542.58	3,285.66
Total debt	(ii)	7,093.56	6,476.80	7,010.11
Overall financing	(iii) = (i) + (ii)	8,810.29	10,019.38	10,295.77
Gearing ratio	(ii) / (iii)	0.81	0.65	0.68

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2018, 31 March 2017 and 1 April 2016.



Notes forming part of the Financial Statements for the year ended 31 March 2018

(Amount in INR lacs, unless otherwise stated)

39 Contingent liability and commitments

	<u>31 March 2018</u>	<u>31 March 2017</u>	<u>1 April 2016</u>
Guarantees and Letter of Credit	39.64	111.83	189.91
	39.64	111.83	189.91

40 Disclosure under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED)

There are no outstanding dues to small and medium enterprises as defined under MSMED Act, 2006.

41 Previous year figures have been regrouped/ reclassified to confirm presentation as per Ind AS as required by Schedule III of the Act.

As per our report of even date

For THAKUR VAIDYANATH AIYAR & CO.

Chartered Accountants

Firm Registration No.: 000038N

For and on behalf of the Board of Directors of

AUNDE INDIA LIMITED

CIN: L17120DN1997PLC000196

C.V. PARAMESWAR

Partner

Membership No: 11541

AJAY ANAND

Managing Director

DIN:00373248

VINIT RATHOD

Director

DIN:07589863

Place: Mumbai

Date: May 30, 2018

V. SIVAKUMAR

President & CFO

AKRAM SATI

Company Secretary

Membership No: 50020



AUNDE INDIA LIMITED
(CIN L17120DN1997PLC000196)

Regd. Office: Plot No. 146, Waghdhara Village Road, Dadra-396 193. Union Territory of Dadra & Nagar Haveli.
Ph : +91(0) 260 2668539/ Fax :+91(0) 260 2668501 E-Mail: investors@aundeindia.com Website: www.aundeindia.com

ATTENDANCE SLIP

(To be presented at the entrance)

21st Annual General Meeting on Thursday, 27th September, 2018 at 11.00 a.m.

Folio No.	DP ID No.	Client ID No.
Name of the Member		Signature
Name of the Proxyholder		Signature

1. Only Member / Proxyholder can attend can attend the Meeting.
2. Member / Proxyholder should bring his / her copy of the Annual Report for reference at the Meeting.

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L17120DN1997PLC000196
Name of the Company	Aunde India Limited
Registered Office	Plot No. 146, Waghdhara Village Road, Dadra-396 193. Union Territory of Dadra & Nagar Haveli.
Name of the Member (s)	
Registered Address	
Email ID	
Folio No / Client Id	

I/We, being the member (s) of shares of the above named company, hereby appoint

Name			
Address			
E-mail Id	Signature		

OR FAILING HIM

Name			
Address			
E-mail Id	Signature		

OR FAILING HIM

Name			
Address			
E-mail Id	Signature		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty First Annual General Meeting to be held on Thursday, 27th September 2018 at 11.00 AM at Conference Room, Aunde India Limited, Plot No. 146, Waghdhara Road, Dadra-396193, Union Territory of Dadra & Nagar Haveli and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	FOR	AGAINST
1. Adoption of Financial Statements for the year ended 31st March, 2018		
2. Appointment of Director		
3. Approval of Related Party Transactions.		
4. Approval to Change the name of the Company from Aunde India Limited to Aunde Faze Three Autofab Limited		

Signed this..... day of..... 2018

Signature of Shareholder: /
Signature of Proxy holder(s):

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.