



LAHOTI OVERSEAS LIMITED

REGD. OFFICE :

307, ARUN CHAMBERS, TARDEO ROAD,
MUMBAI - 400 034. INDIA

TEL.: 91-22-40 500 100 • FAX : 91-22-40 500 150

Internet: <http://www.lahotioverseas.com>

E-Mail : umesh@lahotioverseas.com

Corporate Identity No. L74999MH1995PLC087643

28th September, 2018

To,
Corporate Relationship Department
BSE Limited,
1st Floor, New Trading Ring, Rotunda Building,
Phiroze Jeejeebhoi Towers,
Dalal Street, Fort,
Mumbai - 400 001.

**Sub.: Submission of 23rd Annual Report for the Financial Year 2017-18 of the Company
as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015**

Ref: Lahoti Overseas Limited – Scrip ID / Code – LAHOTIOV / 531842

Dear Sir,

The 23rd Annual General Meeting of the Company concluded on 28th September, 2018. In this regard, attached is the 23rd Annual Report of the Company for Financial Year 2017-18, as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The same is for your records.

Kindly take a note of the same.

Thanking you,
Yours faithfully,
For **Lahoti Overseas Limited**

Avani

Avani D Lakhani
Company Secretary
Membership No. A47118



Encl: As above



LAHOTI OVERSEAS LIMITED

CIN- L74999MH1995PLC087643

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Mumbai 400 034. India

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Email: investor@lahotioverseas.com

Website: www.lahotioverseas.in

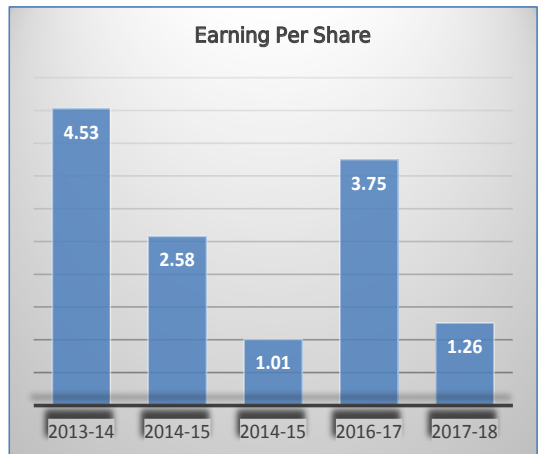
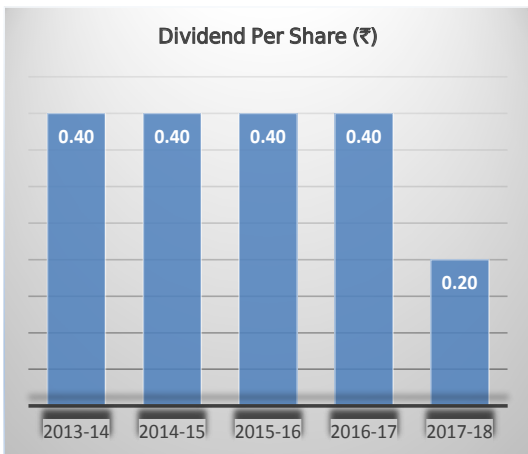
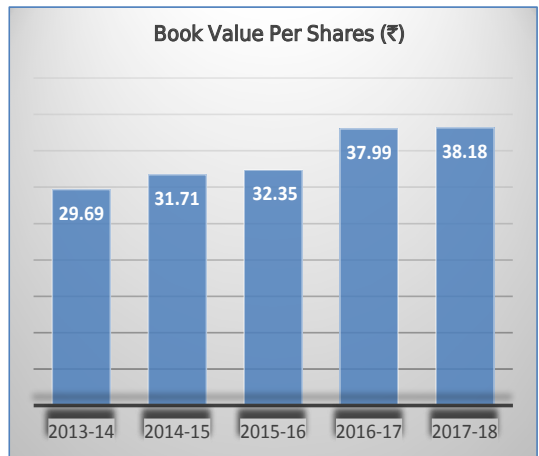
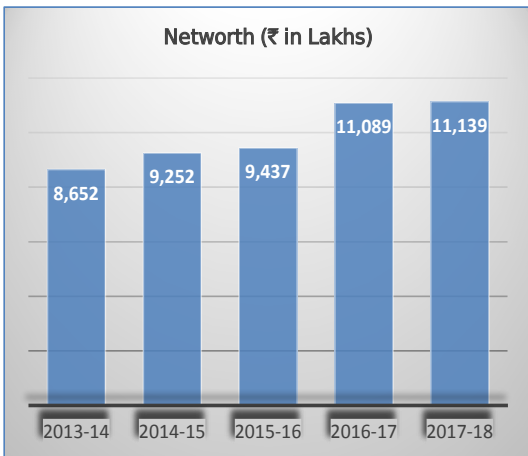
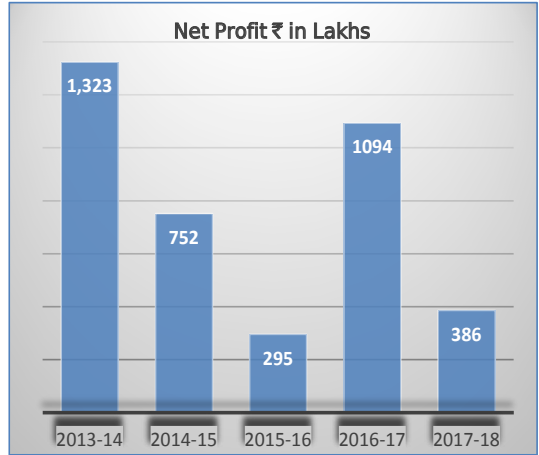
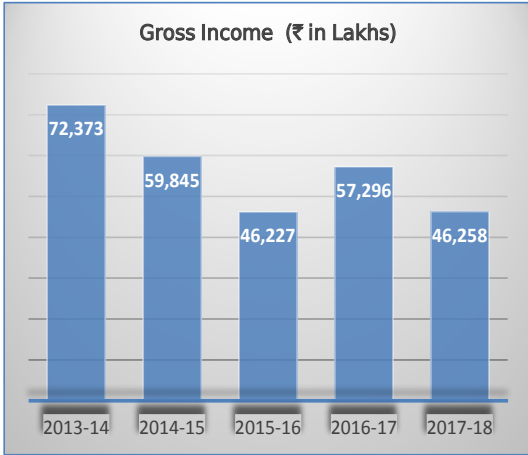


23rd Annual Report

2017-18

LAHOTI OVERSEAS LIMITED

PERFORMANCE REVIEW





**23RD ANNUAL REPORT
OF
LAHOTI OVERSEAS LIMITED
2017-2018**



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CORPORATE INFORMATION

CIN: L74999MH1995PLC087643

BOARD OF DIRECTORS

Mr. Ujwal Rambilas Lahoti (DIN 00360785)	-	Executive Chairman
Mr. Umesh Rambilas Lahoti (DIN 00361216)	-	Managing Director
Mr. Aadhitiya Ujwal Lahoti (DIN 01501504)	-	Whole Time Director/ Joint Executive Director
Mr. Prakash Ramchandra Bang (DIN 00088837)	-	Non-Executive Independent Director
Mr. Prem Sardarilal Malik (DIN 00023051)	-	Non-Executive Independent Director
Ms. Meghna Vijay Panchal (DIN 07082835)	-	Non-Executive Independent Director/ Woman Director

KEY MANAGERIAL PERSONNEL

Mr. Umesh Rambilas Lahoti	-	Managing Director
Mr. Pradeep Bachhuka	-	Chief Financial Officer
Ms. Avani D Lakhani	-	Company Secretary & Compliance Officer

STATUTORY AUDITORS

Palan and Co.,
Office No.7,
Yamuna Evershine Enclave,
Mira Road (East),
Dist. Thane 401107

INTERNAL AUDITORS

Lahoti Navneet & Co.,
A 101, Ganga, Vasant Sagar,
Thakur Village, Kandivali East,
Mumbai - 400101

SECRETARIAL AUDITORS

Kothari H. & Associates,
Firm of Practicing Company Secretaries
208, P. J. Towers, Dalal Street, Fort,
Mumbai - 400 001.

BANKERS

State Bank of India
Citibank N.A.
DBS Bank Limited
YES Bank Limited
HDFC Bank Limited
RBL Limited
Shinhan Bank Limited

REGISTERED OFFICE

307, Arun Chambers,
Tardeo Road, Mumbai - 400 034.
Tel.: +91-22-4050 0100 I Fax: +91-22-4050 0150
E-mail: investor@lahotioverseas.com
Web: www.lahotioverseas.in
CIN: L74999MH1995PLC087643



LISTED IN STOCK EXCHANGES

Bombay Stock Exchange, Mumbai

REGISTRAR & TRANSFER AGENTS

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai – 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

DIRECTORS' BIOGRAPHY

Mr. Ujwal Rambilas Lahoti -Executive Chairman

Mr. Ujwal Rambilas Lahoti has done his graduation in Commerce from Pune University and has more than 34 years of experience in the business of yarn and cloth trading and exports. He handles the trading division of the Company which includes cloth trading, share trading, Leasing and Bill Discounting and is responsible for overall operations of the company.

Mr. Umesh Rambilas Lahoti- Managing Director

Mr. Umesh Rambilas Lahoti did his graduation in Commerce from Shivaji University, Solapur. After completing his graduation, he joined the family business of wholesale cloth trading. He has more than 32 years of experience in the business of yarn and clothing trading and further has experience in the field of construction, textile, spinning and exports of cotton yarns. Presently, He is looking after day to day operations and management of the company.

Mr. Aadhitiya Ujwal Lahoti- Whole Time Director/ Joint Executive Director

Mr. Aadhitiya Ujwal Lahoti, did his B.Com & FMBA and has experience of 13 years in Marketing in textile Industries and also business development. His knowledge about modern business environment and management system will help in the growth and performance the Company.

Mr. Prakash Ramchandra Bang -Independent Director

Mr. Prakash Ramchandra Bang has Over 47 years of practical experience in India and abroad across a range of products and services. He was instrumental in building and executing creative and marketing strategies for various brands including Hallmark Cards, Videocon, Indian Express, Kinetic Engineering, BPL Mobile, roomsXML.com, Bangoes.com, YoGoYo.com, Vama, Men's Avenue, Lahoti Overseas and many others. Mr. Prakash Bang is a regular speaker at many management institutes and professional forums. He is the author of the critically acclaimed book, 'YOUR ENTERPRISE ISN'T DEAD.YET'.

Mr. Prem Sardarilal Malik -Independent Director

Mr. Prem Sardarilal Malik has vast experience of over 53 years in textile and clothing industries at top Management. He is the past chairman of Cotton Textile Export Promotion Council and Ex-CEO of Mafatlal Industries Limited.

Ms. Meghna Vijay Panchal- Woman Independent Director

Ms. Meghna Vijay Panchal is a Non-Executive Woman Independent Director of Company. She holds a Bachelors degree in Arts and has experience in Business Administration.



DIRECTORS' REPORT

TO THE MEMBERS OF LAHOTI OVERSEAS LIMITED

Your Company's Directors take pleasure in presenting the Twenty Third Annual Report along with Audited Financial Statements of your Company and its

subsidiaries for the Financial Year ended March 31, 2018.

FINANCIAL RESULTS:

The financial performance of the Company, for the year ended March 31, 2018 is summarized below:

Particulars	Standalone		Consolidated	
	For the Financial Year Ended		For the Financial Year Ended	
	March 31, 2018	March 31, 2017	March 31, 2018	March 31, 2017
Gross Income	46,258.42	57,295.71	46,259.74	57,306.13
Gross Profit before, Depreciation and Tax	914.28	1,707.64	921.03	1,717.78
Less: Depreciation	265.03	303.65	265.03	303.65
Profit Before Tax	649.25	1,403.99	656.00	1,414.13
Provision for Tax				
Current Tax	197.00	310.13	197.02	311.97
Deferred Tax	82.97	-	82.97	-
Profit after Tax before period items	369.28	1,093.86	376.01	1,102.16
Balance b/f from previous year	8,684.56	7,114.35	8,705.39	7,126.68
Amount available for appropriation	8,874.78	8,766.60	8,901.12	8,787.43
Less: Dividend Payout	116.68	-	116.68	-
Corporate Dividend Tax	23.76	-	23.76	-
Transferred to General Reserves	-	82.04	0	82.04
Reserves and surplus	10,553.99	10,504.22	10,580.34	10,525.04

RESULTS OF OPERATIONS:

During the year under review your Company has reported a standalone total income of 46,258.42 Lakhs as compared to ₹ 57,295.71 Lakhs for the previous year. Further, the net profit for the current year under review was 369.28 Lakh as compared to ₹ 1093.86 Lakhs in previous year.

DIVIDEND:

Your Directors are pleased to recommend a final dividend @ 10% (i.e. ₹ 0.20) per equity share on 2,91,71,500 Equity shares of Face Value of ₹ 2 each amounting to ₹58,34,300 for the year ended March 31,2018.

The Final Dividend, subject to approval of the Members will be paid within statutory period, to the Members whose name appear in the Register of Members as on the record date, i.e. September 21, 2018. The Dividend

payout for the year under review has been formulated in accordance with the shareholder's aspirations and the Company's policy to pay sustainable dividend linked to long term growth objectives of the Company to be met by internal cash accruals.

The Register of Members of the Company will remain closed from Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for annual closing and determining the entitlement of the shareholders to the final dividend for financial year 2017-2018.

INVESTOR EDUCATION AND PROTECTION FUND

During the year, the unclaimed dividend amount of ₹ 70,605.00 pertaining to the dividend for the financial year ended March 31, 2010 were transferred to the Investor Education & Protection Fund in compliance



with the provisions of Sections 124 and 125 of the Companies Act, 2013

In compliance with these provisions read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, your Company also transferred 16612 Equity shares to the Demat Account of the IEPF Authority, in respect of which dividend had remained unpaid/unclaimed for a consecutive period of 7 years.

NATURE OF BUSINESS AND CHANGES THEREIN:

The Company is engaged in the business of Merchant Exports of Cotton textiles and to specialize in the export of quality Cotton Yarns and fabrics. Lahoti's range today covers a wide variety of Cotton Yarns including carded & combed ring spun yarns of coarse & fine counts, ply yarns, special yarns and grey knitted and woven fabrics.

The Company is also engaged in the business of setting up of Power projects and to generate, supply, distribute, transmit and transform electric or other sources of power.

During the year under review, there has been no change in the nature of business of the Company.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:

There have been no material changes or commitments, affecting the financial position of the Company between the end of the financial year to which the financial statements relate and the date of report.

SUBSIDIARY COMPANIES:

The Company as on March 31, 2018 have 2 (Two) Wholly Owned Subsidiaries, viz. Lahoti Spintex and Energy Limited (Formerly known as Lahoti Spintex Limited) and G. Varadan Limited.

During the year, the Board of Directors ('the Board') reviewed the affairs of the subsidiaries. In accordance with Section 129(3) of the Companies Act, 2013, we

have prepared consolidated financial statements of the Company and all its subsidiaries, which form part of the Annual Report. Further, a statement containing the salient features of the financial statement of our subsidiaries in the prescribed format AOC-1 is appended as **ANNEXURE 1** to the Directors' Report. The statement also provides the details of performance, financial positions of each of the subsidiaries. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements, including the consolidated financial statements and related information of the Company and audited accounts of each of its subsidiaries will be available for inspection during business hours at the Registered office of the Company.

No Independent Director on the Board of the Company is required to be inducted on the Board of its subsidiaries as none of the subsidiary is a material non-listed subsidiary Company as defined in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Audit Committee of the Company reviews the financial statements of the unlisted subsidiary companies. The minutes of the Board meetings of unlisted subsidiary companies are regularly placed at the Board meetings of the Company.

DEPOSIT:

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. No amounts were outstanding which were classified as 'Deposits' under the applicable provisions of Companies Act, 2013 as on the date of Balance Sheet and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 specifies the requirement for approval of the Board and/or the Members, as and when applicable in related party transactions in relation to contracts/arrangements.



During the year under review the Company has not entered into related party transactions as per the provisions of Section 188 of the Companies Act, 2013. Thus disclosure in Form AOC-2 is not required. Further there are no materially significant related party transactions during the year under review made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company.

The Company has formulated a related party transactions policy and the same is displayed on the website of the company viz.

<http://lahotioverseas.in/PDFs/policies/related-party-transactions-policy.pdf>

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

However, the Company was not required to pass special resolution as the Loans advanced and investments made in accordance with the said provisions has not exceeded the limits as specified in the provision.

BOARD OF DIRECTORS :

As per the requirements of Section 149, 152 of the Companies Act, 2013 (the Act) and such other applicable provisions of the Act and as per provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which defines the composition of the Board, the Board of Directors of the Company have been constituted in compliance with the said Sections.

Further at the time of appointment of an Independent Director, the Company issues a formal letter of appointment detailing their role and function in the Company, the format of the letter of appointment whereof is available on the website of the Company at: <http://lahotioverseas.in/PDFs/terms-and-conditions-of-appointment-of-independent-directors.pdf>

As on the date of this report, the Company's Board consists of the following Independent Directors:

1. Mr. Prakash Ramchandra Bang
2. Mr. Prem Sardarilal Malik
3. Ms. Meghna Vijay Panchal

1. Re-appointments

During the year under review, Mr. Aadhitiya Ujwal Lahoti has been re-appointed as Whole Time Director of the Company for the period of Five Years, w.e.f. September 01, 2017.

In accordance with the provisions of the Companies Act, 2013, Mr. Ujwal Rambilas Lahoti retires by rotation at the ensuing AGM and is eligible, has offered himself for re-appointment.

The Independent Directors of the Company viz. Mr. Prem Sardarilal Malik and Mr. Prakash Ramchandra Bang were appointed as Independent Directors of the Company at the Annual General Meeting of the Company held on September 29, 2014 to hold office for a term of 5 (five) consecutive years up to March 31, 2019, in line with the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 ('Act') including the rules made thereunder and the erstwhile Listing Agreement.

SEBI has vide Notification dated May 9, 2018 notified SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to amend certain provisions or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. One such amendment is insertion of new Sub-Regulation (1A) in Regulation 17 which stipulates that no listed entity shall appoint a person or continue the directorship of any person as Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. The said amendment shall come into force with effect from April 01, 2019.

It is proposed that these Independent Directors be re-appointed for a second term of 5 (five) consecutive years to hold office up to March 31, 2024.



Accordingly, necessary resolutions are being placed for approval of the members at the 23rd AGM of the Company.

2. Cessation of Director

Pursuant to Section 164 of the Companies Act, 2013 and as per Ministry of Corporate Affairs (MCA) circular dated September 06, 2017, Mr. Vijay Dattatrya Ajgaonkar disqualified to act as Director and therefore he ceased to act as Independent Director of the Company w.e.f. September 06, 2017.

KEY MANAGERIAL PERSONNEL

Mr. Umesh Lahoti, Managing Director, Mr. Pradeep Bachhuka, Chief Financial Officer and Ms. Avani Lakhani, Company Secretary are the Key Managerial Personnel of the Company, in terms of Section 2(51) read with Section 203(1) of the Companies Act, 2013.

During the year, there were no changes in the composition of the Key Managerial Personnel of the Company.

DECLARATION BY INDEPENDENT DIRECTORS:

Mr. Prakash Ramchandra Bang, Mr. Prem Sardarilal Malik and Ms. Meghna Vijay Panchal are the Independent Directors on the Board of the Company. The Company has received the declaration from all the Independent Directors confirming that they meet the criteria as set out in the provisions of Section 149(6) of the Companies Act, 2013 and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMMITTEES OF BOARD:

The Board has 4 Committees: Audit Committee, Stakeholder's Relationship Committee, Nomination and Remuneration Committee and the Corporate Social Responsibility Committee. A detailed note on the functions of the Board and Committee are provided in the Corporate Governance Report. The Composition of the Committees are as follows:

1. Audit Committee

The Audit Committee comprises of the following members:

Name of the Director	Designation in the Committee
Mr. Prakash Ramchandra Bang (Independent Director)	Chairman
Ms. Meghna Vijay Panchal (Independent Director)	Member
Mr. Prem Sardarilal Malik (Independent Director)	Member
Ms. Avani D Lakhani (Company Secretary)	Secretary

Kindly refer to the section on Corporate Governance under the head, 'Audit Committee' for matters relating to constitution, meetings and functions of the Committee.

2. Stakeholder's Relationship Committee

Name of the Director	Designation in the Committee
Ms. Meghna Vijay Panchal (Non-Executive Independent Director)	Chairperson
Mr. Umesh Rambilas Lahoti (Managing Director)	Member
Mr. Ujwal Rambilas Lahoti (Executive Director)	Member

Kindly refer to the section on Corporate Governance under the head, 'Stakeholders Relationship Committee' for matters relating to constitution, meetings and functions of the Committee.

3. Nomination and Remuneration Committee

Name of the Director	Designation in the Committee
Ms. Meghna Vijay Panchal (Independent Director)	Chairperson
Mr. Prakash Ramchandra Bang (Independent Director)	Member
Mr. Prem Sardarilal Malik (Independent Director)	Member

Kindly refer section on Corporate Governance, under



the head, 'Nomination & Remuneration Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee.

4. Corporate Social Responsibility Committee

Name of the Director	Designation in the Committee
Mr. Ujwal Rambilas Lahoti (Executive Director)	Chairman
Mr. Prakash Ramchandra Bang (Independent Director)	Member
Mr. Umesh Rambilas Lahoti (Managing Director)	Member

COMPANIES POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION:

In Compliance with Section 178 of the Companies Act, 2013 and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board constituted the Nomination and Remuneration Committee comprising of Three (3) Non-Executive Independent Directors of the Company and further the Board in consultation with the Nomination and Remuneration Committee formulated the Nomination and Remuneration Policy.

The Remuneration policy of the Company comprises inter alia the aims and objectives, principles of remuneration, guidelines for remuneration to Executive and Non-Executive Directors and Key Managerial Personnel and criteria for identification of the Board Members and appointment of Senior Management.

The Criteria set out identification of the Board members are given hereunder:

1. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
2. A person should possess adequate qualification, expertise and experience for the position he / she

is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

3. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

The Nomination and Remuneration Policy has been posted on the website of the Company VIZ. <http://lahotioverseas.in/PDFs/policies/nomination-and-remuneration-committee-policy.pdf>

ANNUAL EVALUATION OF THE BOARD:

Pursuant to applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board had adopted a formal mechanism for evaluating its own performance and as well as that of its Committees and individual Directors, including the Chairperson of the Board.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company has constituted a CSR Committee comprising of Mr. Ujwal Rambilas Lahoti as Chairman and Mr. Prakash Ramachandra Bang & Mr. Umesh Rambilas Lahoti as its members. The Committee is responsible for formulating and monitoring the CSR policy of the Company.

CSR activities, as per the provisions of the Companies Act, 2013, may be undertaken by the Company through a registered trust or a registered society.

The CSR policy as adopted by the Company can be viewed on the website of the Company at: <http://lahotioverseas.in/PDFs/policies/corporate-social-responsibility-policy.pdf>.



The Annual report on the CSR activities undertaken by the Company is appended to this report as **ANNEXURE -2**.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS AND VARIOUS COMMITTEE:

During the year, Four Board Meetings were convened and held. The details of meetings of the Board and Various Committee during the financial year 2017-2018 forms part of the Corporate Governance Report.

VIGIL MECHANISM/WHISTLE BLOWER:

As per the provisions of Section 177(9) and 177(10) of the Companies Act, 2013 and the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has adopted a Whistle Blower Policy to report genuine concerns or grievances and to deal with the instances of fraud and mismanagement.

The Whistle Blower Policy has been posted on the website of the Company viz.
<http://lahotioverseas.in/PDFs/policies/whistle-blower-policy.pdf>

During the year under review, there were no complaints/concerns that arose.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained /received from the operating management, your Directors make the following statement and confirm that-

- (a) in the preparation of the Annual Accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the Annual Accounts on a going concern basis;
- (e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS AND AUDITORS' REPORT:

In accordance with Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Palan and Co., Chartered Accountants, Mumbai (Registration No. No.133811W) Statutory Auditors of the Company hold office upto the end conclusion of the 27th Annual General Meeting of the Company. However, their appointment as Statutory Auditors of the Company is subject to ratification by the Members at every Annual General Meeting. The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed.

Accordingly, the resolutions seeking ratification of appointment of Auditor form part of Notice convening the 23rd Annual General Meeting.

The Reports of the Statutory Auditors, Palan and Co., Chartered Accountants on the standalone and consolidated financial statements of the Company for the year 2018 form part of this Annual Report. The statutory auditors have submitted a unmodified opinion on the audit of financial statements for the year 2018 and there is no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report



and therefore the same does not call for any further comments/explanation from the Directors.

INDIAN ACCOUNTING STANDARDS (IND AS) –

As mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ('Ind AS') from April 01, 2017 with a transition date of April 01, 2016. The financial results for the year 2017-18 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other recognized accounting practices and policies to the extent applicable. The Financial Results for all the periods of 2017-18 presented have been prepared in accordance with Ind AS. The Company has adopted "IND AS" for the first time with effect from April 01, 2017, with the comparatives for the periods ending March 31, 2017.

SECRETARIAL AUDITOR:

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Your Company has appointed Kothari H. & Associates, a firm of Practicing Company Secretaries as a Secretarial Auditor of the Company, for conducting secretarial audit of Company for the financial year 2017 – 2018.

The report in respect of the Secretarial Audit carried out by Kothari H. & Associates, the firm of practicing Company Secretaries in Form MR-3 for the Financial Year 2017-2018 forms part to this report as **ANNEXURE 3**. The said report does not contain any adverse observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

EQUITY SHARES WITH DIFFERENTIAL RIGHTS:

The Company has not issued any equity shares with differential rights / sweat equity shares/ employee stock options or not made any provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2017-2018.

The Company has not made any purchase or provision of its own shares by employees or by trustees for the benefit of employees during the financial year 2017-2018.

LISTING:

At present the Company's Equity Shares are listed at BSE Limited and the Company has paid Listing Fees to the above Stock Exchanges for the year 2018-2019.

DISCLOSURE OF REMUNERATION PAID TO DIRECTOR AND KEY MANAGERIAL PERSONAL:

The table containing the names and other particulars of employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **ANNEXURE 4** to the Board's report.

SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

RISK MANAGEMENT:

Risk management is the identification, assessment, and prioritization of risks followed by coordinated and economical application of resources to minimize, monitor, and control the probability and/or impact of unfortunate events or to maximize the realization of opportunities. Risk management's objective is to assure uncertainty does not deflect the endeavor from the business goals.

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. A risk management committee consisting of senior executives of the Company periodically reviews these procedures to ensure that executives' management controls risk through means of a properly defined framework. The Company has framed the risk assessment and minimization procedure



which is periodically reviewed by the Board. The risk management policy is displayed on the website of the Company viz.

<http://lahotioverseas.in/PDFs/policies/risk-management-policy.pdf>

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

As per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis of the financial condition and results of consolidated operations of the Company under review, is annexed and forms an integral part of the Annual Report.

REPORT ON CORPORATE GOVERNANCE:

The Report on Corporate Governance for the year under review together with the certificate from the Auditor of the Company regarding compliance of the conditions of Corporate Governance, as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report.

EXTRACTS OF ANNUAL RETURN:

As per the provisions of Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in the prescribed format in Form MGT-9 is annexed to this Directors' Report as **ANNEXURE – 5**.

ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Your Company is not engaged in any manufacturing activity and thus its operations are not energy intensive. However adequate measures are always taken to ensure optimum utilization and maximum possible saving of energy. The Company has installed energy conservative equipment's like LED (Light Emitting Diode) lights instead of CFL (Compact Fluorescent Lamp).

The Company has maintained a technology friendly

environment for its employees to work in. Your Company uses latest technology and equipment's. However, since the Company is not engaged in any manufacturing, the information in connection with technology absorption is NIL.

During the period under review the Company has earned Foreign Exchange of Rs. 44,379.76 Lakhs and incurred the Foreign Exchange outgo of Rs. 429.63 Lakhs.

SECRETARIAL STANDARDS:

The Company complies with all the Secretarial Standards.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

The Company has in place the "Policy on Prevention of Sexual Harassment at the Workplace" in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, no complaints were received by the Committee for Redressal.

ACKNOWLEDGEMENT:

Your Company's Directors wish to express their grateful appreciation for co-operation and support received from customers, financial institutions, Banks, regulatory authorities, customers, vendors and members and the society at large.

Deep sense of appreciation is also recorded for the dedicated efforts and contribution of the employees at all levels, as without their focus, commitment and hard work, the Company's consistent growth would not have been possible, despite the challenging environment.

For and on behalf of the Board

Ujwal Rambilas Lahoti
(Executive Chairman)
(DIN 00360785)

Umesh Rambilas Lahoti
(Managing Director)
(DIN 00361216)

Place: Mumbai

Date: August 10, 2018



ANNEXURES TO DIRECTORS' REPORT

ANNEXURE -1

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(₹ in Lakhs)

Particulars	Details	
Name of the subsidiary	Lahoti Spintex and Energy Limited	G Varadan Limited
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2018	March 31, 2018
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA	NA
Share capital	5,00,000 (50,000 Equity Shares of ₹ 10/- each)	5,00,000 (5000 Equity Shares of ₹ 100/- each)
Reserves & surplus	NIL	26.42
Total assets	5.06	34.51
Total Liabilities	5.06	34.51
Investments	NIL	30.60
Turnover	NIL	NIL
Profit before taxation	NIL	6.75
Provision for taxation	NIL	1.14
Profit after taxation	NIL	5.60
Proposed Dividend	NIL	NIL
% of shareholding	100% (Wholly owned Subsidiary)	100% (Wholly owned Subsidiary)

Details of New Subsidiary/ Joint ventures/Associate Companies.

Sr. No	Name of Company	Subsidiary / Joint ventures/ Associate Company	Date of becoming of Subsidiary / Joint ventures/ Associate Company.
	NIL		

Details of the Company who ceased to be its Subsidiary/ Joint ventures/Associate Companies.

Sr. No	Name of Company	Subsidiary / Joint ventures/ Associate Company	Date of cession of Subsidiary / Joint ventures/ Associate Company.
	NIL		

For and on behalf of the Board of Directors

Ujwal R. Lahoti	Umesh R. Lahoti
Executive Chairman	Managing Director
DIN No: 00360785	DIN No: 00361216

Place: Mumbai
Date: August 10, 2018

Pradeep Bacchuka	Avani Lakhani
Chief Financial Officer	Company Secretary



ANNEXURE -2

REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES [PURSUANT TO SECTION 135 OF THE COMPANIES ACT, 2013 READ WITH RULES THEREUNDER]

- (1) **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or Programmes:**

As per the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, a Committee was formed by the Board for this purpose wherein the Company has framed its CSR policy for the development of programmes to benefit the weaker sections of the Society as approved by the CSR Committee and the Board. Though the Company intends to give preference to the development of local area and areas surrounding the registered office of the Company, it would also work towards upliftment of the underprivileged at large. For the financial year under review, the Company has directed its thrust areas of promoting health care among rural people.

The CSR Policy as adopted by the Company in consultation with the Board and CSR Committee, is available on the website of the Company:

<http://lahotioverseas.in/PDFs/policies/corporate-social-responsibility-policy.pdf>

- (2) **The Composition of the CSR Committee.**

Name of the Director	Designation in the Committee
Mr. Ujwal Rambilas Lahoti	Chairman
Mr. Prakash Ramchandra Bang	Member
Mr. Umesh Rambilas Lahoti	Member

- (3) **Average net profit of the company for last three financial years**

(₹ in Lakhs)

Financial Year	Average Net Profit
2014-2015	971.57
2015-2016	170.73
2016-2017	1403.99
Total	2546.29
Average total	848.76

- (4) **Prescribed CSR Expenditure (two per cent of the amount as in item 3 above): ₹ 16.98 Lakhs**

- (5) **Details of CSR spent during the financial year.**

- (a) Total amount to be spent for the financial year : ₹ 16.98 Lakhs
 (b) Amount spent during last year, : NIL
 (c) Total Amount unspent, if any: ₹ 66.98 Lakhs

- (6) In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report:

In compliance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which has been effective from April 01, 2014, the Company had constituted the CSR Committee and adopted the policy in February, 2015.

The Company has been on search for the right proposal/ opportunity to channelize the CSR fund through a trusted forum which shall match the ideologies and motive of the CSR Committee and the Board and Management of the Company at large.

Since the management did not come across any projects/ activities having substantial impact and which co-relate to the philosophy of the Company to improve quality of life, no CSR amount was spent during the Financial Year 2017-2018.

- (7) A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.

The CSR Committee confirms that the implementation and monitoring of the CSR policy is in compliance with the CSR objectives and policy of the Company.

For and on behalf of the Board

Ujwal Rambilas Lahoti
(Executive Chairman)
(DIN 00360785)

Umesh Rambilas Lahoti
(Managing Director)
(DIN 00361216)

Place: Mumbai
Date: August 10, 2018



ANNEXURE -3

FORM NO. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2018

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

To,
The Members,
Lahoti Overseas Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Lahoti Overseas Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

- We have examined the books, papers, minute books, forms and returns filed and other records maintained by Lahoti Overseas Limited for the financial year ended on March 31, 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 Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
 - 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; (Not applicable to the company during the Audit Period)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the company during the Audit Period)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the company during the Audit Period)
 - 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; (Not applicable to the company during the Audit Period)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;



(Not applicable to the company during the Audit Period)

- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other Acts, Laws and Regulations as applicable specifically to the company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have been subject to review by statutory financial audit and other designated professionals.

We further report that during the audit period the Company has not passed any resolution for:

- i. Public/Right/Preferential issue of shares / debentures/sweat equity, etc.
- ii. Redemption / buy-back of securities.
- iii. Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- iv. Merger / amalgamation / reconstruction, etc.
- v. Foreign technical collaborations.

For **KOTHARI H. & ASSOCIATES**
Company Secretaries

Hitesh Kothari
Membership No. 6038
Certificate of Practice No. 5502

Place: Mumbai
Date : August 10, 2018

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.



Annexure- A

To,
The Members
Lahoti Overseas Limited

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the

Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures 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 **KOTHARI H. & ASSOCIATES**
Company Secretaries

Hitesh Kothari
Membership No. 6038
Certificate of Practice No. 5502

Place: Mumbai
Date : August 10, 2018



ANNEXURE -4

REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-2018, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-2018 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No	Name of Director/KMP and Designation	Remuneration of Director/ KMP for financial year 2017-2018 (₹ in Lakhs)	% increase in Remuneration in the Financial year 2017-2018	Ratio of Remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of KMP/ Director against the performance of the Company
1.	Mr. Umesh Lahoti – Managing Director	21.60	0.00	7.44:1	Remuneration of KMP/Director increased by 2.69% and profit before tax decreased by 56.10%
2.	Mr. Ujwal Lahoti – Whole time Director	28.20	0.00	9.72:1	
3.	Mr. Aadhitiya Lahoti – Whole Time Director	4.30	19.44%	1.48:1	
4.	Mr. Pradeep Bachhuka – Chief Financial Officer	11.42	4.17%	3.93:1	
5.	Ms. Avani Lakhani – Company Secretary	3.83	9%	1.32:1	

Note: No other Director other than Managing Director and Whole Time Director received any remuneration other than sitting fees for the financial year 2017-2018.

- ii. The Median remuneration of the employees during the financial year was ₹ 2.90 Lakhs.
- iii. In the financial year 2017-2018, there was an increase of 22.42% in the median remuneration of the employees.
- iv. There were 42 permanent employees on the rolls of the Company as on March 31, 2018.
- v. The Profit before tax of the Company for the financial year 2017-2018 decreased by 56.10% and the increase in median remuneration is 6.35%. Though there has been a decrease in the performance of the Company due to unfavourable market conditions, , the average increase in median remuneration has been on the individual employee's performance, growth factor and inflationary factors.
- vi. The key parameters for the variable component of the remuneration availed by the Directors
- are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee and as per the Remuneration policy for Directors and Senior Management.
- vii. Affirmation that remuneration is as per Remuneration Policy of the Company:**
- It is hereby affirmed that the remuneration paid during the year under review is as per the Remuneration policy of the Company.

For and on behalf of the Board

Ujwal Rambilas Lahoti **Umesh Rambilas Lahoti**
(Executive Chairman) **(Managing Director)**
(DIN 00360785) **(DIN 00361216)**

Place: Mumbai
 Date: August 10, 2018



ANNEXURE -5

FORM MGT-9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2018

PURSUANT TO SECTION 92(3) OF THE COMPANIES ACT, 2013 READ WITH RULE 12(1) OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

I. REGISTRATION AND OTHER DETAILS:

i	CIN:-	L74999MH1995PLC087643
ii	Registration Date –	April 24, 1995
iii	Name of the Company -	Lahoti Overseas Limited
iv	Category / Sub-Category of the Company	Merchant Exporters
v	Address of the Registered office and contact details	307, Arun chambers, Tardeo Road, Mumbai-400034 Ph: 022-40500100 Fax: 022-40500150 Website: www.lahotioverseas.in email id: investor@lahotioverseas.com
vi	Whether listed company	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	LINK INTIME INDIA PRIVATE LIMITED C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel No : +91 22 49186270 Fax: +91 22 49186060 E-mail id : rnt.helpdesk@linkintime.co.in Website : www.linkintime.co.in

II. PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1	100% Cotton Yarn	46411	99.37%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Lahoti Spintex and Energy Limited 307, Arun Chambers, Tardeo Road, Mumbai – 400034	U40102MH2007PLC168316	Subsidiary	100%	2(87)
2.	G Varadan Limited 306, Arun Chambers, Tardeo Road, Mumbai – 400034	U29299MH1960PLC011656	Subsidiary	100%	2(87)



IV. A. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Sr. No.	Category of Shareholders	Shareholding at the beginning of the year - 2017				Shareholding at the end of the year - 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 / Hindu Undivided Family	15128925	0	15128925	51.8620	15128925	0	15128925	51.8620	0.0000
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Any Other (Specify)									
	Bodies Corporate	2317500	0	2317500	7.9444	2317500	0	2317500	7.9444	0
	Sub Total (A)(1)	17446425	0	17446425	59.8064	17446425	0	17446425	59.8064	0.0000
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	17446425	0	17446425	59.8064	17446425	0	17446425	59.8064	0.0000
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b)	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e)	Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(f)	Financial Institutions / Banks	0	0	0	0.0000	1200	0	1200	0.0041	0.0041
(g)	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i)	Any Other (Specify)									
	Sub Total (B)(1)	0	0	0	0.0000	1200	0	1200	0.0041	0.0041
[2]	Central Government/ State Government(s)/ President of India									
	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	3795580	291085	4086665	14.0091	3673558	275585	3949143	13.5377	-0.4714

LAHOTI OVERSEAS LIMITED



(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	737044	0	737044	2.5266	874981	0	874981	2.9994	0.4728
(b)	NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c)	Employee Trusts	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	*0.0000
(e)	Any Other (Specify)									
	IEPF	0	0	0	0.0000	16612	0	16612	0.0569	0.0569
	Hindu Undivided Family	228364	0	228364	0.7828	187192	0	187192	0.6417	0.1411
	Foreign Companies	4250000	0	4250000	14.5690	4240800	0	4240800	14.5375	-0.0315
	Non Resident Indians (Non Repat)	18079	0	18079	0.0620	21710	0	21710	0.0744	0.0124
	Non Resident Indians (Repat)	664596	0	664596	2.2782	702830	0	702830	2.4093	0.1311
	Clearing Member	154866	0	154866	0.5309	172222	0	172222	0.5904	0.0595
	Bodies Corporate	1585461	0	1585461	5.4350	1558385	0	1558385	5.3421	-0.0929
	Sub Total (B)(3)	11433990	291085	11725075	40.1936	11431678	275585	11707263	40.1325	0.0611
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	11433990	291085	11725075	40.1936	11448290	275585	11723875	40.1894	0.0000
	Total (A)+(B)	28880415	291085	29171500	100.0000	28895915	275585	29171500	100.0000	0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total (A)+(B)+(C)	28880415	291085	29171500	100.0000	28895915	275585	29171500	100.0000	0

B. SHARE HOLDING PATTERN OF PROMOTERS

Sr. No.	Shareholders Name	Shareholding at the beginning of the year (01.04.2017)			Shareholding at the end of the year (31.03.2018)			% change in share holding during the year
		No of Shares	% of total shares of company	No of Shares Pledged / encumbered to total shares	No of Shares	% of total shares of company	No of Shares Pledged / encumbered to total shares	
1	Umesh Rambilas Lahoti	4484000	15.37	2182200	4484000	15.37	1800000	0.00
2	Ujwal Rambilas Lahoti	3823000	13.11	2157200	5345000	18.32	1775000	5.22
3	Jayashri Ujwal Lahoti	2375500	8.14	0	2375500	8.14	0	0.00
4	Manjushri Umesh Lahoti	1934500	6.63	0	1934500	6.63	0	0.00
5	Kirti Stockbrokers LLP (Covered from Kirti Stock Brokers (P) Ltd)	1610000	5.52	0	1610000	5.52	0	0.00
6	Rukmini Rambilas Lahoti	1522000	5.22	0	0	0	0	-5.22
7	Hind Commerce Limited	707500	2.43	0	707500	2.43	0	0.00
8	Aadhitiya Ujwal Lahoti	340500	1.17	0	340500	1.17	0	0.00
9	Shashwat Umesh Lahoti	208500	0.71	0	208500	0.71	0	0.00
10	Ujwal R Lahoti HUF	188500	0.65	0	188500	0.65	0	0.00
11	Saurabh Umesh Lahoti	140425	0.48	0	140425	0.48	0	0.00
12	Amrita Ujwal Lahoti	65000	0.22	0	65000	0.22	0	0.00
13	R.k. Lahoti HUF	47000	0.16	0	47000	0.16	0	0.00
	Total	17446425	59.81	4339400	17446425	59.81	3575000	0.00



C. CHANGE IN PROMOTERS SHAREHOLDING

Sr. no.	Name & type of transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative shareholding at the end of the year - 2018	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
1	Ujwal Rambilas lahoti	3823000	13.1053			3823000	13.1053
	Transmission-In			July 21, 2017	1522000	5345000	18.3227
	At the end of the year					5345000	18.3227
2	Umesh Rambilas Lahoti	4484000	15.3712			4484000	15.3712
	At the end of the year					4484000	15.3712
3	Jayashri Ujwal Lahoti	2375500	8.1432			2375500	8.1432
	At the end of the year					2375500	8.1432
4	Manjushri Umesh Lahoti	1934500	6.6315			1934500	6.6315
	At the end of the year					1934500	6.6315
5	Kirti stock brokers LLP	1610000	5.5191			1610000	5.5191
	At the end of the year					1610000	5.5191
6	Hind commerce limited	707500	2.4253			707500	2.4253
	At the end of the year					707500	2.4253
7	Aadhitiya Ujwal Lahoti	340500	1.1672			340500	1.1672
	At the end of the year					340500	1.1672
8	Shashwat Umesh Lahoti	208500	0.7147			208500	0.7147
	At the end of the year					208500	0.7147
9	Ujwal R Lahoti HUF	188500	0.6462			188500	0.6462
	At the end of the year					188500	0.6462
10	Saurabh Umesh Lahoti	140425	0.4814			140425	0.4814
	At the end of the year					140425	0.4814
11	Amrita Ujwal Lahoti	65000	0.2228			65000	0.2228
	At the end of the year					65000	0.2228
12	Rukmini R Lahoti	1522000	5.2174			1522000	5.2174
	Transmission-Out			Jul 21, 2017	(1522000)	0	0.0000
	At the end of the year					0	0.0000
13	R. K. Lahoti HUF	47000	0.1611			47000	0.1611
	At the end of the year					47000	0.1611

D. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRs AND ADRs):

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2017		Transactions during the year		Cumulative Shareholding at the end of the year - 2018	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	BILLION WAY GARMENT LIMITED	4250000	14.5690			4250000	14.5690
	Transfer			03 Nov 2017	(200)	4249800	14.5683
	Transfer			10 Nov 2017	(1000)	4248800	14.5649

LAHOTI OVERSEAS LIMITED



	Transfer			15 Dec 2017	(2000)	4246800	14.5580
	Transfer			22 Dec 2017	(3000)	4243800	14.5478
	Transfer			29 Dec 2017	(3000)	4240800	14.5375
	AT THE END OF THE YEAR					4240800	14.5375
2	RASHYAP IMPEX PVT. LTD.	1246244	4.2721			1246244	4.2721
	AT THE END OF THE YEAR					1246244	4.2721
3	ANIL GURMUKH BHAGWANI .	592675	2.0317			592675	2.0317
	AT THE END OF THE YEAR					592675	2.0317
4	SUBRAMANIAN P	220840	0.7570			220840	0.7570
	Transfer			07 Apr 2017	2000	222840	0.7639
	Transfer			21 Apr 2017	3000	225840	0.7742
	Transfer			15 Sep 2017	900	226740	0.7773
	Transfer			01 Dec 2017	5400	232140	0.7958
	Transfer			08 Dec 2017	5400	237540	0.8143
	Transfer			15 Dec 2017	23274	260814	0.8941
	Transfer			29 Dec 2017	6300	267114	0.9157
	Transfer			05 Jan 2018	15376	282490	0.9684
	Transfer			12 Jan 2018	10980	293470	1.0060
	Transfer			19 Jan 2018	2430	295900	1.0143
	Transfer			09 Feb 2018	3690	299590	1.0270
	Transfer			23 Feb 2018	3600	303190	1.0393
	Transfer			23 Mar 2018	180	303370	1.0400
	AT THE END OF THE YEAR					303370	1.0400
5	THACKER JAWAHAR	134242	0.4602			134242	0.4602
	AT THE END OF THE YEAR					134242	0.4602
6	SHARWAN SINGH GULERIA	0	0.0000			0	0.0000
	Transfer			20 Oct 2017	5500	5500	0.0189
	Transfer			03 Nov 2017	37569	43069	0.1476
	Transfer			10 Nov 2017	83930	126999	0.4354
	Transfer			15 Dec 2017	(6999)	120000	0.4114
	Transfer			29 Dec 2017	2670	122670	0.4205
	Transfer			05 Jan 2018	(3550)	119120	0.4083
	Transfer			12 Jan 2018	(50)	119070	0.4082
	Transfer			26 Jan 2018	(3015)	116055	0.3978
	Transfer			02 Feb 2018	(2000)	114055	0.3910
	Transfer			09 Feb 2018	(4055)	110000	0.3771
	AT THE END OF THE YEAR					110000	0.3771
7	KOTESWARA RAO Y	101000	0.3462			101000	0.3462
	AT THE END OF THE YEAR					101000	0.3462
8	YOGANANTHAM A	95266	0.3266			95266	0.3266
	AT THE END OF THE YEAR					95266	0.3266
9	SRI GBK RESOURCES PRIVATE LTD	40461	0.1387			40461	0.1387
	Transfer			07 Apr 2017	(5880)	34581	0.1185
	Transfer			14 Apr 2017	24405	58986	0.2022
	Transfer			28 Apr 2017	2102	61088	0.2094
	Transfer			12 May 2017	(2000)	59088	0.2026
	Transfer			19 May 2017	2000	61088	0.2094
	Transfer			02 Jun 2017	(21684)	39404	0.1351



	Transfer			09 Jun 2017	(1700)	37704	0.1292
	Transfer			23 Jun 2017	(2000)	35704	0.1224
	Transfer			14 Jul 2017	(630)	35074	0.1202
	Transfer			21 Jul 2017	(1120)	33954	0.1164
	Transfer			28 Jul 2017	7585	41539	0.1424
	Transfer			04 Aug 2017	6150	47689	0.1635
	Transfer			18 Aug 2017	4418	52107	0.1786
	Transfer			01 Sep 2017	1500	53607	0.1838
	Transfer			08 Sep 2017	137	53744	0.1842
	Transfer			15 Sep 2017	500	54244	0.1859
	Transfer			22 Sep 2017	607	54851	0.1880
	Transfer			20 Oct 2017	(1000)	53851	0.1846
	Transfer			10 Nov 2017	(5000)	48851	0.1675
	Transfer			17 Nov 2017	5000	53851	0.1846
	Transfer			08 Dec 2017	400	54251	0.1860
	Transfer			15 Dec 2017	(5000)	49251	0.1688
	Transfer			22 Dec 2017	4840	54091	0.1854
	Transfer			29 Dec 2017	(2700)	51391	0.1762
	Transfer			05 Jan 2018	6300	57691	0.1978
	Transfer			12 Jan 2018	5509	63200	0.2166
	Transfer			19 Jan 2018	(8850)	54350	0.1863
	Transfer			26 Jan 2018	6951	61301	0.2101
	Transfer			16 Feb 2018	9990	71291	0.2444
	AT THE END OF THE YEAR					71291	0.2444
10	ALIKE TRADING PVT. LIMITED	71146	0.2439			71146	0.2439
	AT THE END OF THE YEAR					71146	0.2439
11	PANISH HASMUKH SHAH	72670	0.2491			72670	0.2491
	Transfer			21 Apr 2017	(200)	72470	0.2484
	Transfer			30 Jun 2017	1300	73770	0.2529
	Transfer			14 Jul 2017	790	74560	0.2556
	Transfer			21 Jul 2017	280	74840	0.2566
	Transfer			01 Sep 2017	(14000)	60840	0.2086
	Transfer			15 Sep 2017	2750	63590	0.2180
	Transfer			29 Sep 2017	(13000)	50590	0.1734
	Transfer			06 Oct 2017	10000	60590	0.2077
	Transfer			20 Oct 2017	2500	63090	0.2163
	Transfer			27 Oct 2017	(1000)	62090	0.2128
	Transfer			10 Nov 2017	3350	65440	0.2243
	Transfer			17 Nov 2017	115	65555	0.2247
	Transfer			24 Nov 2017	600	66155	0.2268
	Transfer			16 Mar 2018	4991	71146	0.2439
	AT THE END OF THE YEAR					71146	0.2439
12	THACKER PRAGNA JAWAHAR	69377	0.2378			69377	0.2378
	AT THE END OF THE YEAR					69377	0.2378



E. SHAREHOLDING PATTERN OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Name	Shareholding at the beginning of the year (as on 01.04.2017)		Cumulative Shareholding during the year (as on 01.04.2017 to 31.03.2018)	
		No. of Shares	% total Shares of the Company	No. of Shares	% of total Shares of the Company
A	DIRECTORS:				
1	Umesh Rambilas Lahoti (MD/KMP)	4484000	15.37	4484000	15.37
2	Ujwal Rambilas Lahoti	3823000	13.11	5345000	18.32
3	Aadhitiya Ujwal Lahoti	340500	1.17	340500	1.17
4	Prakash Ramchandra Bang	0	0	0	0
5	Prem Sardarilal Malik	0	0	0	0
6	Meghna Vijay Panchal	0	0	0	0
B	KEY MANAGERIAL PERSONNEL:				
7	Pradeep Bachhuka	0	0	0	0
8	Avani D Lakhani	0	0	0	0

V. INDEBTEDNESS:

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

(₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i.e. 01.04.2017				
i) Principal Amount	-	1,162.63	-	1,162.63
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	1,162.63	-	1,162.63
Change in Indebtedness during the financial year 2017-2018				
Addition		7.33		7.33
Reduction	-	244.33	-	244.33
Net Change	-	-237.00	-	-237.00
Indebtedness at the end of the financial year				
i) Principal Amount	-	925.63	-	925.63
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	925.63	-	925.63



VI. DETAILS OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Umesh Rambilas Lahoti	Ujwal Rambilas Lahoti	Aadhitiya Ujwal Lahoti	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21.60	24.00	4.30	49.90
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	4.20	0	4.20
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	- others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total (A)	21.60	28.20	4.30	54.10
	Ceiling as per the Act				104.40

B. Remuneration to other Directors/Independent Directors:

(in ₹)

Particulars of Remuneration	Name of Directors				Total Amount
	Prem Sardarilal Malik	Vijay Dattatraya Ajgaonkar	Prakash Ramchandra Bang	Meghna Vijay Panchal	
Fee for Attending Board/Committee Meetings	14500	10000	14500	8500	47500
Commission	0	0	0	0	0
Others	0	0	0	0	0
Total (B1)	14500	10000	14500	8500	47500

C. Remuneration to Key Managerial Personnel:

(₹ in Lakhs)

Sr. No.	Particulars of Remuneration	Name of KMP			Total Amount
		Umesh Lahoti	Pradeep Bachhuka	Avani D Lakhani	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	21.60	11.42	3.83	36.85
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	- others, specify...	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	21.60	11.42	3.83	36.85

PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD / NCLT/ COURT)	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
B. DIRECTORS					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

For and on behalf of the Board

Ujwal Rambilas Lahoti
(Executive Chairman)
(DIN 00360785)

Umesh Rambilas Lahoti
(Managing Director)
(DIN 00361216)

Place: Mumbai

Date: August 10, 2018



MANAGEMENT DISCUSSION & ANALYSIS REPORT

Industry Structure and Development

Textile division:

The Textile Industry in India is second largest employer after agriculture providing jobs to the various class of peoples and is one of the significant contributors to the Indian economy. During the year 2017-18, the Cotton Textile Industry in India has experienced stressful situation due to the changing market trends particularly from the major markets like China, Europe etc. During the most of the part of the financial year the demand from the world markets was sluggish due to recessionary trend prevailing in the world markets, particularly in Europe and major Far East markets like China etc.

Besides the hike ups caused due to demonetization, implementation of GST the Indian economy is paused for a steady and healthy growth. Textile sector being a prominent employment generator, is likely to be a favorite of the Government and is expected to receive a good support from the Government for its growth.

With domestic and global economic conditions gradually improving along with the focused efforts made by Ministry of Textiles, Indian textiles and garments sector is set for growth, buoyed by revival in domestic consumption and export demand.

Lahoti Overseas Limited is mainly engaged in the export trading of cotton yarn in all coarser and fine counts, grey cotton fabrics where the Company has strong presence and leadership. The Company is mainly targeting the export of cotton yarn and fabrics to Far East Asian countries like South Korea, China, Japan, Hong Kong, Malaysia, Vietnam and also cater to Gulf, Mediterranean, European, North and South American markets. The Company enjoys the excellent relationship with its overseas customers, which has been built over the years by strictly adhering to delivery schedules maintaining consistent quality and providing prompt after sales service.

Power Projects Division:

Government of India has taken several measures to

encourage Renewable Energy Sector in India. Many State Governments also have come out with the Reverse Bidding System to fulfil their obligations for Renewable Energy and combined with this sector has become the most talked about sector attracting huge investments and has the potential for huge growth in future.

Lahoti Overseas Limited has ventured into the Renewable Energy Sector by installation of Wind Power projects and Solar Power projects. The Company has growth plans to invest further in this sector looking at the huge potential. However the falling trend in the power purchase prices will affect adversely on the profit margins and growth prospects.

Awards and Recognitions

- The Company has won the Gold, Silver & Bronze trophies consistently since 1997 from TEXPROCIL (Cotton Textile Export Promotion Council) for excellence in export of cotton yarn.
- The Company has won the prestigious “Niryat Shree” award from The Federation of Indian Export Organization (FIEO) for the year 2003-2004. The Company also won Silver plaque from Government of Maharashtra for the year 1995-96, 1996-97 and Gold Plaque for the year 2009-2010.
- The Company has won the Business World International Business Award for Category – “Best Export House” for excellent performance in exports in the year 2010-11.
- The Company has received Second Award in Merchant Exporter Category and Third Award in Trading House Category from Government of Maharashtra for its export performance in the year 2010-11.
- The Company have been awarded with Gold Plaque award for highest exports of Cotton yarn (counts 51s and above) by Texprocil for the year 2015-16.
- Recently, the Company has been awarded with Gold Award for highest exports of Grey Cotton



Fabrics and Silver Award for Export of Cotton Yarn(counts 51s and above) by Texprocil for the year 2016-17.

These awards recognised the efforts of the Company in the creation of path breaking trends and excellent export performance in Cotton Textile Industry.

Opportunities and Threats

Textile Division

The future of Indian Cotton Textile Industry is highly depending on availability of raw material at a competitive price. With the introduction of Hybrids and BT Cotton, the cotton production in India is increasing every year. The government is making efforts to supply proper quality seeds at a reasonable price to the growers and it is expected that the supply of quality cotton will be comfortable.

In the past, the Textile Industry did not develop in an organized manner and the policy favored fragmentation resulting in organized players suffering heavily because of the distorted fiscal structure. Fortunately, in the last few years, the Government has now provided level playing field to all the sectors of textile industry and therefore, large investments are coming in the textile industry. Government had given good incentives under Technology Upgradation Fund Scheme and also benefits to the processing sector, which will give boost to the textile industry. Further upon introduction of GST, will provide level playing field for all the segments of the industry and will be a positive factor for the growth of the industry.

Power Projects Division:

Power Projects specifically the Renewable Energy projects are highly capital intensive. These projects are also dependant on natural resources like wind, water, sunlight etc. The requirement of good infrastructures such as connectivity of roads, viability of communication systems play key roles in such projects. The low sale of REC (Renewable Energy Certificate) has also affected the power projects set up under this mode as per the scheme of Government of India. Being highly capital

intensive, the cost of production of energy is relatively higher in such projects. However the incentives from Government of India and also due to the substantial reduction in the capital cost in recent times, these projects are now becoming viable. The floor price of REC have been revised downwards recently will help to increase the sale of REC, however the matter of allowing the vintage multiplier to the old investors in the sector is still to be resolved and the same is subjudised.

Segment wise and Product wise performance

Textile Division

Revenue in Textile Division has shown a decrease by Rs. 10,475.85 Lakhs when compared to last year. The profits of the Company shown decrease of Rs. 704.30 Lakhs when compared to last year profits

Power Projects Division:

Revenue from Power Division decreased by Rs. 180.94 Lakhs when compared to last year. However the Profits of Power division has shown an decrease by Rs. 85.84 lakhs.

Outlook

Textile Division

The long term objective of the Company is to remain strong player in the cotton textiles export market with strong emphasis on product and market development, value added yarns, customer services and Technology Up gradation. Your Company is also continuously improving its operational efficiency, and cost control which alone can improve the bottom line in future in highly competitive environment. Further, your Company is hopeful to get advantage of the overall good times likely to come for the Indian Cotton Textile Industry and will do all out efforts to secure the bigger share of the increasing market in future.

A stable outlook on cotton and synthetic textiles would result from favourable policy environment, improvements in demand-supply position, continued stability in input costs and consequent improvement in margins/liquidity. However, the good monsoon and pick up in Indian economy due to various measures taken by



the Government would unleash demand in the long run and offset any slowdown in exports. Further, the hope of revival of Chinese economy will also bring the positive growth for this sector.

By encashing the rich experience gained by the Company in the Cotton Textile sector, the company has plans to increase its efforts of marketing and to open up foreign offices in order to better serve its customers. The emphasis will also be on more exports of value added items such as dyed yarns, speciality yarns and grey and dyed fabrics.

Power Projects Division:

The overall outlook of the Renewable Energy sector in India has been positive. The supportive steps taken by Government of India and almost all State Governments in India have given a big boost to this sector. The reduction in capital cost of the project particularly in Solar Power have made this sector viable and due to the improvement in technology, this sector will become more competitive and self-sufficient. India has huge potential for Wind and Solar Power as the availability of wind and sunlight are available in abundance in India with favorable weather conditions and India has the fifth largest installed wind power capacity in the world.

Risks and Concern

A. Brief risk factors for Textile projects

- Our business shall dependent on the availability/supply and cost of raw materials which we source from domestic suppliers. Any significant increase in the prices of these raw materials or decrease in the availability of the raw materials, could adversely affect our results of operations;
- Our business is subject to regulation by several authorities, which could have an adverse effect on our business and our results of operations;
- We are heavily dependent on our Promoters and the loss of their guidance and services may adversely affect our business or results of operations;
- Change in Government of India's Economic Liberalization policies may hinder prices of our equity shares;

- Change in Tax laws in India (i.e. GST and Income Tax) may increase tax liabilities of the company inversely affecting PAT;
- Slowdown in the Indian economy may inverse effect in our profit;
- Any Natural calamities, terrorist attack on India may hinder our profit;
- Change in economic regulations and laws may also effect the company adversely.

B. Brief risk factors for Power projects

- Risk of property damage or liability stemming from errors during the building of new projects;
- Risk affecting the viability of the project developer, for example, risks related to key personnel, financial solidity and technical ability to execute on plans;
- Risk of environmental damage caused by the solar park including any liability following such damage;
- Risk of insufficient access to investment and operating capital;
- Risk of a cost increases for key input factors such as labour or modules, or rate decreases for electricity generated;
- Risk of unscheduled plant closure due to the lack of resources, equipment damages or component failures;
- Risk of slow or non sale of REC's;
- Risk of components generating less electricity over time than expected;
- Risk of a change in policy that may affect the profitability of the project, for example changes in levels of tax credit or RPS targets. Also, this includes changes in policy as related to permitting and interconnection and implementation of such policy by Government;
- Risk of changes in electricity generation due to lack of sunshine or dust covering solar panels for long periods of time;
- Risk that all or parts of the solar park will be subject to sabotage, terrorism or theft and thus generate less electricity than planned;
- Risk of Natural Calamities.



Internal Control Systems and their adequacy

The Company has a proper adequate internal control system to ensure that all the assets are safe guarded and protected against the loss from unauthorized usage or disposition and that transactions are authorized, recorded and reported correctly.

The internal control is supplemented by an extensive internal audit, periodical review by the management and documented policies, guidelines and procedures. The internal control is designed to ensure that the financial and other records are reliable for preparing financial statements and other data and for maintaining accountability of assets.

Financial and Operational Performance

During the year under review your Company has reported a total income of Rs.45,939.20 Lakhs out of which the sale realization has decreased by 17.61% at Rs. 44,518.56 Lakhs when compared to previous years proceeds of Rs.54,033.98 Lakhs from the textile division and a decrease of 9.59% at Rs.565.62 Lakhs when compared to previous year proceeds of Rs. 625.65 Lakhs in the Power division.

The market scenario of the Cotton textile Industry has been such that the unit price of Cotton Yarns have been under pressure which has shown a slight increase in price by 1.09% when compared to previous financial year and the demand in kgs has reduced by 2.31%. This year exports of cotton yarn from India to China has dropped by 22.69% in terms of quantity in kgs.

Further the non-operating income amounts to Rs.319.22 Lakhs which has decreased by Rs. 455.50 Lakhs i.e by 58.80% as compared to the previous year due to in previous year Gain From Sale of investment Rs. 407.97 Lakhs and gain from foreign exchange Rs.47.53.

Liquidity and Capital Resources

Particulars	2017-2018 (₹ in Lakhs)	2016-2017 (₹ in Lakhs)
Cash and Cash Equivalents –		
Beginning of the year	834.23	563.41
End of the year	690.96	834.23

Net Cash provided (used) by -		
Operating activities	(374.45)	(65.70)
Investment activities	108.36	317.20
Financial activities	122.82	(180.67)

During the year, there has been a Cash outflow from Operating activity to the extent Rs.374.45 lakhs as against cash outflow of Rs.65.70 Lakhs during the corresponding previous year. Further during the year there is cash inflow of Rs.108.36 Lakhs on account of Investment activity as against inflow of Rs.317.20 Lakhs during the previous year. During the year the inflow generated over finance activity is Rs.122.82 Lakhs as compare to Rs.(180.67) Lakhs in the previous year.

Material Developments in Human Resources

The Company continues to lay emphasis on developing and facilitating optimum human performance. Performance management was the key word for the Company this year. Recruitment process has been strengthened to ensure higher competence levels.

Human Resources and Industrial Relations

Human Resource is the most vital factor to achieve the goals of any organization. To maintain its competitive edge in a highly dynamic industry, Company recognizes the importance of having a work force which is consumer-focused, performance-driven and future-capable. We believe in fostering equal employment opportunities, where individuals are selected and treated on the basis of their job-relevant merits and are given equal opportunities within the organization.

There were 42 permanent employees on the rolls of the Company as on March 31, 2018.

For and on behalf of the Board

Ujwal Rambilas Lahoti
(Executive Chairman)
(DIN 00360785)

Umesh Rambilas Lahoti
(Managing Director)
(DIN 00361216)

Place: Mumbai

Date: August 10, 2018



Report on Corporate Governance

In accordance with Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations] and some of the best practices followed internationally on Corporate Governance System and processes at Lahoti Overseas Limited is as follows:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company believes in abiding by the Code of Governance so as to be a responsible corporate citizen and to serve to the best interests of all the stakeholders, viz., the employees, shareholders, customers, vendors and the society at large. The Company seeks to achieve this goal by being transparent in its business dealings, by disclosing all relevant information in an easily understandable manner, and by being fair to all stakeholders, by ensuring that the organization is managed and monitored in a responsible manner for creating and sharing stakeholder's value and the Company's activities are managed by a professionally competent and independent Board of Directors. The performance of the Company is driven by integrity which is vital to gain the trust of the stakeholders.

Our Endeavour is to follow the spirit of good governance rather than the mere letter of the conditions specified by regulatory authorities.

The Company has strived to adopt a corporate governance framework to align itself with the new guidelines of the Companies Act, 2013 and the new SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company ensures timely disclosures and sharing of accurate information about financials and performance as well as leadership and governance of the Company.

The Corporate Governance philosophy of the Company rests on five basic tenets viz., Board's accountability, value creation, strategic guidance, transparency and equitable treatment to all stakeholders.

2. BOARD OF DIRECTORS (BOARD)

(a) Board composition:

The Company maintains optimum number of Directors in compliance with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the best practices of Corporate Governance. The Board has the optimum combination of Executive and Non-Executive/ Independent Directors thereby bringing objectivity and transparency in the Management and in dealings of the Company.

As on March 31, 2018, the Board consisted of Six Members of which 3 are Executive Directors and 3 are Non-Executive Directors. All members of the Board are persons with considerable experience and expertise in Industry.

The Chairman and Managing Director along with the Board of Directors provide leadership to the Board and to the Management in strategizing and realizing business objectives and are supported by the Executive Directors. The Independent Directors contribute by giving their valuable guidance and inputs with their independent judgment on the overall business strategies and performance.

None of the Directors on the Board is a Member of more than 10 Committees and Chairman of more than 5 Committees (Committees being Audit Committee & Stakeholders Relationship Committees as per the provisions of the SEBI (LODR) Regulations), across all the companies in which he/she is Director. The necessary disclosures regarding committee positions have been made by all the Directors. None of the Directors holds office in more than 20 companies and in more than 10 public companies.



The Disclosures about the Category of the Directors along with their directorship & Committee Membership are given below as on March 31, 2018:

Name of the Director	Category- (Executive/ Non-Executive/ Independent)	No. of Directorships held in Indian Public Limited Companies (including Lahoti Overseas Limited)	Number of Committee positions held*		Number of Board Meetings		Attended Last AGM
			Member	Chairman	Held	Attended	
Mr. Umesh Rambilas Lahoti	Executive Director/ Managing Director	7	4	0	4	4	Yes
Mr. Ujwal Rambilas Lahoti	Executive Director	7	4	0	4	4	Yes
Mr. Aadhitiya Ujwal Lahoti	Executive Director	3	0	0	4	4	Yes
Mr. Prem Sardarilal Malik	Non- Executive & Independent	8	5	2	4	3	Yes
Mr. Prakash Ramchandra Bang	Non- Executive & Independent	6	1	3	4	3	Yes
Ms. Meghna Vijay Panchal	Non- Executive & Woman Independent	3	1	2	4	2	Yes

* Only Audit Committee and Stakeholders Relationship Committee of Indian Public Companies have been considered for committee positions. The above Directorships & Committee Positions are including Directorships & Committee Positions in your company.

The number of directorships and the positions held on Board Committees by the directors are in conformity with the limits on the number of Directorships and Board Committee positions as laid down in the Companies Act, 2013 and the (SEBI LODR) Regulations on March 31, 2018.

Certificates have also been obtained from the Independent Directors confirming their position as Independent Directors on the Board of the Company in accordance with Section 149 of the Companies Act, 2013, read with the relevant provisions of (SEBI LODR) Regulations, 2015..

(b) Board Meetings held and attendance:

The Board meets at least once in each quarter inter alia to review the quarterly results. In addition, the Board also meets whenever it is necessary. The Board periodically reviews compliance reports of all laws applicable to the Company. Steps are taken by the Company to rectify instances of non-compliances, if any.

The Board of Directors (hereinafter referred to as "the Board") met for Four (4) times during the Year under review:



Sr. No.	Date of Meetings	Venue and time of the meeting	Directors present	Directors to whom Leave of absence was granted
1.	May 29, 2017	Venue: The St. Regis, 462, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 Time: 04.45 p.m.	1. Mr. Ujwal Rambilas Lahoti 2. Mr. Umesh Rambilas Lahoti 3. Mr. Aadhitiya Ujwal Lahoti 4. Mr. Vijay D. Ajgaonkar 5. Mr. Prem Sardarilal Malik 6. Ms. Meghna Panchal	1. Mr. Prakash Ramchandra Bang
2.	August 11, 2017	Venue: The St. Regis, 462, Senapati Bapat Marg, Lower Parel, Mumbai- 400013 Time: 04.45 p.m.	1. Mr. Ujwal Rambilas Lahoti 2. Mr. Umesh Rambilas Lahoti 3. Mr. Aadhitiya Ujwal Lahoti 4. Mr. Vijay D. Ajgaonkar 5. Mr. Prem Sardarilal Malik 6. Mr. Prakash Ramchandra Bang	1. Ms. Meghna Vijay Panchal
3.	November 13, 2017	Venue: Regd office - 307, Arun Chambers, Tardeo Road, Mumbai – 400034 Time: 04.45 p.m.	1. Mr. Ujwal Rambilas Lahoti 2. Mr. Umesh Rambilas Lahoti 3. Mr. Aadhitiya Ujwal Lahoti 4. Mr. Prakash Ramchandra Bang 5. Ms. Meghna Vijay Panchal	1. Ms. Meghna Vijay Panchal
4.	February 05, 2018	Venue: Registered office - 307, Arun Chambers, Tardeo Road, Mumbai – 400034 Time: 04.30 p.m.	1. Mr. Ujwal Rambilas Lahoti 2. Mr. Umesh Rambilas Lahoti 3. Mr. Aadhitiya Ujwal Lahoti 4. Mr. Prakash Ramchandra Bang 5. Ms. Meghna Vijay Panchal	1. Mr. Prem Sardarilal Malik

*The gap between two meetings held during the year 2017-18 did not exceed 120 days. Excluding the separate meeting of Independent Directors, in which non independent directors were not eligible to participate.

Procedure of Board/ Committee Meeting

The agenda papers with relevant explanatory notes and material documents relating to matters for perusal of the Board/ Committee are circulated in advance, so as to facilitate discussion and informed decision-making in the meeting.

The information placed / required to be placed before the board of directors inter alia, includes:

- Annual operating plans and budgets and any updates.
- Capital budgets and any updates.
- Quarterly results of the Company and its operating divisions or business segments.
- Minutes of meetings of audit committee and other committees of the board.
- The information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems.
- Any material default in financial obligations to and by the Company, or substantial nonpayment for goods sold by the Company.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which, may have passed strictures on the conduct of the Company or taken an adverse view regarding another enterprise that can have negative implications on the Company.



- Details of any joint venture or collaboration agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Significant labour problems and their proposed solutions. Any significant development in Human Resources / Industrial Relations front like signing of wage agreement, implementation of Voluntary Retirement Scheme etc.
- Sale of material nature of investments, subsidiaries, assets which is not in normal course of business.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Non-compliance of any regulatory, statutory or listing requirements and shareholders service such as non-payment of dividend, delay in share transfer etc.

(c) Independent Directors:

As on the date of this report, the Company's Board consists of the following Independent Directors:

1. Mr. Prakash Ramchandra Bang
2. Mr. Prem Sardarilal Malik
3. Ms. Meghna Vijay Panchal

Pursuant to Section 164 of the Companies Act, 2013 and as per Ministry of Corporate Affairs (MCA) circular dated September 06, 2017 Mr. Vijay Dattatrya Ajgaonkar disqualified to act as Director and therefore he ceased to act as Independent Director of the Company w.e.f. September 06, 2017.

(d) Relationship Between the Directors:

Mr. Umesh Lahoti and Mr. Ujwal Lahoti are brothers and Mr. Aadhiya Lahoti is son of Mr. Ujwal Lahoti. Except for the aforementioned none of the directors are related to each other.

(e) Number of shares and Convertible Instruments held by Non-Executive Directors:

None of the Non-Executive Directors hold any shares and/or Convertible Instruments of the company in their name.

(f) Familiarization Programme for Directors:

As per the provisions of SEBI (LODR) Regulations, the Company provides training to the Independent Directors in the Board Meeting itself to familiarize them about the Industry's specific issues to enable them to understand the business environment in which the Company Operates, their roles and responsibilities, Code of Conduct and other business ethics, nature and industry of the Company and the business model of the Company.

The Company acknowledges the importance of continuous education and training of the Directors to enable effective discharge of their responsibility. The Details of Familiarization Programme are also available on the website of the Company viz. <http://www.lahotioverseas.in/policies.asp>

(g) Code of Conduct:

Code of Conduct Policy for the Board Members and Senior Management of the Company.

The Company has adopted Code of Conduct Policy for the Board Members and Senior Management of the Company which is applicable to the Board of Directors including Independent Directors and Senior Management Personnel as defined in the Code. The Code requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in professional, courteous and respectful manner. The Code is displayed on the website of the Company viz.

<http://lahotioverseas.in/PDFs/policies/code-of-conduct.pdf>

All Board members and senior management have confirmed compliance with the Code for the year ended March 31, 2018. The Annual Report contains a declaration to this effect signed by the Managing Director.

Code of Conduct for Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading, 2015 in accordance



with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended from time to time.

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations. The Code is displayed on the website of the Company viz

<http://lahotioverseas.in/PDFs/policies/code-of-conduct-policy-for-prevention-of-insider-trading.pdf>

The Company has adopted the Code of practices and procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) in compliance with Regulation 8(1) and other applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the SEBI Circular No. CIR/ISD/01/2015 dated 11th May, 2015. The Code is displayed on the website of the Company viz

<http://lahotioverseas.in/PDFs/policies/code-for-fair-disclosure-of-upsi.pdf>

OTHER COMMITTEES OF THE BOARD

3. Audit Committee

The Audit Committee consists of Mr. Prakash Ramachandra Bang, Chairman, Ms. Meghna Vijay Panchal and Mr. Prem Sardarilal Malik the members. The Committee held 4 (Four) meetings during the year. All the members of the Audit Committee are Non-Executive and Independent Directors. All the members are financially literate and have accounting / related financial management expertise.

The Audit Committee advises the Management on the areas where internal control system can be improved. The Company has appointed Lahoti Navneet and Co., Chartered Accountants as Internal Auditors to review and report on the internal control system. The report of the internal auditors is reviewed by the Audit Committee. The Internal Auditors submit their recommendations for the Audit Committee and provides their road map for future action.

The terms of reference, role, function, responsibility and constitution of the Audit Committee is in accordance to the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI (LODR) Regulations.

The Audit Committee functions according to its Charter that defines its composition, authority, responsibilities and reporting functions. The terms of reference of the Audit Committee, inter alia, includes the following function:

- Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board of Directors, the appointment, re-appointment, terms of appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Reviewing with the management the annual financial statements before submission to the Board of Directors for approval, with particular reference to:
- Matters required to be included in the director's responsibility statement to be included in the Board of Directors' report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
- Changes, if any, in accounting policies and practices and reasons for the same;
- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;



- Disclosure of any related party transactions;
- Qualifications in the draft audit report;
- Reviewing with the management the quarterly financial statements before submission to the Board of Directors for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing with the management the performance of statutory and internal auditors and the adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board of Directors;
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as have post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in payments to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the whistle blowing mechanism;
- Approval of appointment of the chief financial officer (i.e. the whole time finance director or any other person heading the finance function or discharging that function) after assessing, amongst others, the qualifications, experience and background of the candidate;
- Review & monitor the auditor's independence and performance and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans & investments;
- Valuation of undertakings or assets of the company;
- Evaluation of internal financial controls and risk management systems;
- Examination of the financial statement and the auditor's report thereon;
- Monitoring the end use of funds raised through public offers and related matters;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- To investigate any activity within its terms of reference;
- To have full access to information contained in the records of the Company;
- To seek information from any employee;
- To obtain outside legal or other professional advice; and
- To secure attendance of outsiders with relevant expertise, if it considers necessary.



(a) Composition and Audit Committee Meetings

There were 4 (four) meetings of the Audit Committee held during the year ended March 31, 2018, i.e. on May 29, 2017, August 11, 2017, November 13, 2017 and February 05, 2018. Necessary quorum was present at all the meetings.

Name of Committee Members	Position	No. of Meetings attended
Mr. Prakash Ramachandra Bang	Chairman	3
Mr. Vijay Dattatrya Ajgaonkar*	Member	2
Mr. Prem Sardarilal Malik	Member	3
Ms. Meghna Vijay Panchal**	Member	1

*Pursuant to Section 164 of the Companies Act, 2013 and as per Ministry of Corporate Affairs (MCA) circular dated September 06, 2017 Mr. Vijay Dattatrya Ajgaonkar disqualified to act as Director and therefore he ceased to act as Independent Director of the Company w.e.f. September 06, 2017.

**Upon Reconstitution of Audit Committee by the Board of Directors of the Company in their meeting held on November 13, 2017, Ms. Meghna Vijay Panchal, Independent woman Director of the Company has been appointed as member of Audit Committee.

The meetings of the Audit Committee are usually attended by the Managing Director, Chief Financial Officer, the Company Secretary and a representative of the Internal Auditors and Statutory Auditors. The Business Operation Heads are invited to the Meetings, as and when required. The Company Secretary acts as the secretary to the Committee.

4. Nomination and Remuneration Committee

In Compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR) Regulations, 2015 the Board constituted the Nomination and Remuneration Committee comprising of Three (3) Non-Executive Independent Directors of the Company with the following role and function:

- To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To determine remuneration based on the Company's size and financial position and trends and practices on remuneration prevailing in peer companies.
- To formulate criteria for evaluation and carry out evaluation of the performance of Directors, as well as Key Managerial, Independent Directors and Senior Management Personnel.
- To provide them reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To ensure no violation, by an employee of any applicable laws in India or overseas, including:
 - i. The Securities and Exchange Board of India (Insider Trading) Regulations, 1992; or
 - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 1995.
- To formulate detailed terms and conditions of employee stock option schemes including details pertaining to quantum of options to be granted, conditions for lapsing of vested options, exercise period, adjustments for corporate actions and procedure for cashless exercise and perform such other functions as are required to be performed by the Remuneration Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, as amended ("ESOP Guidelines"), in particular, those stated in Clause 5 of the ESOP Guidelines; as and when required.
- To devise a policy on Board diversity.

- To Identifying 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.
- To develop a succession plan for the Board and to regularly review the plan.

(a) Composition and Meetings of Nomination and Remuneration Committee

Name of Committee Members	Position	No. of Meetings Conducted	No. of Meetings attended
Mr. Vijay Dattatrya Ajgaonkar*	Chairman	1	1
Ms. Meghna Vijay Panchal**	Chairperson	1	NA
Mr. Prakash Ramchandra Bang	Member	1	1
Mr. Prem Sardarilal Malik	Member	1	1

*Pursuant to Section 164 of the Companies Act, 2013 and as per Ministry of Corporate Affairs (MCA) circular dated September 06, 2017 Mr. Vijay Dattatrya Ajgaonkar disqualified to act as Director and therefore he ceased to act as Independent Director of the Company w.e.f. September 06, 2017.

**Upon Reconstitution of Nomination and Remuneration Committee by the Board of Directors of the Company in their meeting held on November 13, 2017, Ms. Meghna Vijay Panchal, Independent woman Director of the Company has been appointed as Chairperson of Nomination and Remuneration Committee.

The Committee met once during the financial year under review on August 11, 2017 wherein the matters such as Re-appointment of Mr. Aadhitiya Ujwal Lahoti as Whole Time Director of the company were discussed, approved and recommended by the Committee to the Board. The meeting was conducted with full quorum.

(b) Remuneration Policy:

In compliance with the provisions of Section 178 of the Companies Act, 2013, the Board of Directors in consultation with the Nomination and Remuneration Committee has formulated the Nomination and Remuneration Policy. The Policy has been divided into three parts: Part – A covers the matters to be dealt with and recommended by the Committee to the Board, Part – B covers the appointment and nomination and Part – C covers remuneration and prerequisites etc.

Briefly the formulated policy comprises of the following:

- Appointment criteria and qualification - setting up of criteria and positive attributes and independence for identification and selection of directors, KMP and Senior Management positions.
- Recommendation to the Board on appointment and removal of Directors, KMP and Senior Management Personnel.
- Specifying the term and tenure of the Director.
- Procedure and criteria for evaluation of Performance of every Director.
- Removal and Retirement of Directors.
- Remuneration Structure of Whole-time Director, KMP and Senior Management Personnel.
- Remuneration structure of Non- Executive / Independent Director.

The Nomination and Remuneration Policy has been posted on the website of the Company viz. <http://lahotioverseas.in/PDFs/policies/nomination-and-remuneration-committee-policy.pdf>

(c) Remuneration of Directors:

All Executive Directors receive salary, allowances, perquisites and commission while Non-Executive Independent Directors receive sitting fees for attending Board and Committee meetings. Payment of remuneration to the Chairman & Managing Director and the Executive Directors is governed by an Agreement entered into between the Company and the Managerial Personnel, the terms and conditions of which have been duly approved by the Board and the shareholders of the Company.

Salary paid to the Executive Directors including Commission is as follows:

(₹ in Lakhs)

Particulars	Name of the Executive Director		
	Mr. Ujwal Rrambilas Lahoti	Mr. Umesh Rambilas Lahoti	Mr. Aadhiya Ujwal Lahoti
Gross Salary	24.00	21.60	4.30
Commission and Perquisites	4.20	NIL	NIL
Date of Agreement	February 12, 2015	August 12, 2015	September 01, 2017
No. of Years	5 years	5 years	5 years
Period of Agreement	Up to March 31, 2019	Up to August 12, 2020	Up to August 31, 2022
Notice Period	3 months	3 months	3 months
Stock Options	Nil	Nil	Nil

Details of Sitting Fees paid to the Independent Directors for 2017-18

Name of the Director	Sitting Fees (in ₹)
Mr. Prem Sardarilal Malik	14,500.00
Mr. Prakash Ramchandra Bang	14,500.00
Mr. Vijay Dattatrya Ajaonkar	10,000.00
Ms. Meghna Vijay Panchal	8,500.00

Note:

- None of the Directors received any loans or advances from the Company during the year.
- No remuneration other than the sitting fees for attending Board & Committee Meetings was paid to the Independent Directors.

5. STAKEHOLDER'S RELATIONSHIP COMMITTEE

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI(LODR) Regulations the Stakeholder's Relationship Committee consists of two executive directors of the company and a non-executive director being the Chairperson of the committee. The role of the Committee includes to consider and resolve the grievances of all stakeholders of the Company.

The terms of reference of Stakeholders Relationship Committee inter alia includes the following:

- Redressal of Shareholders', debenture holders' and other security holders' investors complaints including complaints related to transfer of shares;
- Allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
- Issue of duplicate certificates and new certificates on split/consolidation/renewal;
- Non-receipt of declared dividends, balance sheets of the Company; and
- Carrying out any other function as prescribed in the Listing Regulation.

(a) Composition and Meetings of Stakeholder's Relationship Committee

The Committee met four (4) times during the financial year 2017-2018 i.e. on May 29, 2017, August 11, 2017, November 13, 2017 and February 05, 2018. Necessary quorum was present at all the meetings.

The composition of the Committee is as mentioned below:

Name of the Director	Position	Category
Ms. Meghna Vijay Panchal	Chairperson	Non-Executive Independent Director
Mr. Umesh Rambilas Lahoti	Member	Managing Director
Mr. Ujwal Rambilas Lahoti	Member	Executive Director

The attendance at the meeting held is as follows:

Name of Committee Members	Category	No. of Meetings Conducted	No. of Meetings attended
Ms. Meghna Vijay Panchal	Chairperson of the Committee & Independent Director	4	2
Mr. Umesh Rambilas Lahoti	Executive Director Managing Director	4	4
Mr. Ujwal Rambilas Lahoti	Executive Director	4	4

No queries/ complaints were received by the Company from shareholders. There were no pending letters/ complaints. The status of Shareholders' complaints received upto March 31, 2018 is as stated below:

No. of Complaints received during the 12 (twelve) months period ended March 31, 2018	0
No. of Complaints resolved as on March 31, 2018	NA
No of Complaints pending as on March 31, 2018	0
No. of pending share transfers as on March 31, 2018	0

No request for transfer or dematerialization of shares was pending as on March 31, 2018.

Name, Designation and Address of the Compliance Officer:

Ms. Avani D Lakhani

Company Secretary & Compliance Officer
Lahoti Overseas Limited

307, Arun Chambers, Tardeo Road,
Mumbai – 400 034.

Tel No.: +91-22-4050 0100 I

Fax No.: +91-22-4050 0150

E-mail: investor@lahotioverseas.com

6. Corporate Social Responsibility Committee

The terms of reference of the Corporate Social Responsibility (CSR) Committee inter alia includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy (Policy) indicating activities to be undertaken by the

company in Compliance with the provisions of the Companies Act, 2013;

- To recommend the amount of expenditure to be incurred on the CSR activities;
- To monitor the implementation of the framework of the CSR Policy;
- To collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the Committees of respective companies are in a position to report separately on such projects or programs in accordance with CSR rules;
- The CSR initiatives / activities of the Company will be identified and initiated by the CSR Committee;
- The CSR Committee may delegate its responsibility to any senior or key managerial person as and when deemed fit;
- The CSR activities shall be undertaken within India.



(a) Composition and Meetings of the members of CSR Committee

The Composition of CSR Committee and details of attendance of the members at the Meeting during the year is as under:

Name of the Director	Position	Category	No.of Meetings Conducted	No. of Meetings attended
Mr. Ujwal Rambilas Lahoti	Chairman	Executive Director	1	1
Mr. Prakash Ramchandra Bang	Member	Independent Director	1	1
Mr. Umesh Rambilas Lahoti	Member	Managing Director	1	1

7. DETAILS ON GENERAL BODY MEETINGS

a. Date, Time and Venue for the last three Annual General Meetings held

Financial years	Dates	Time	Venues
2014-2015	29/09/2015	3.00 P.M.	307, Arun Chambers, Tardeo, Mumbai – 400 034.
2015-2016	29/09/2016	3.00 P.M.	307, Arun Chambers, Tardeo, Mumbai – 400 034.
2016-2017	29/09/2017	3.00 P.M.	307, Arun Chambers, Tardeo, Mumbai – 400 034.

b. Details of the Special Resolutions passed in the previous three AGM

1. At the AGM held on September 29, 2015 – NIL
2. At the AGM held on September 29, 2016 – NIL
3. At the AGM held on September 29, 2017 – NIL

(Listing Obligations and Disclosure Requirements) Regulations, 2015.

c. Details of the Special Resolutions passed through Postal Ballot- NIL

d. E-Voting

In accordance with the law, a poll (electronically and by physical ballot) was conducted on all the resolutions of the Notice, all the members were given on option to vote through electronic means using the NSDL platform.

The Company's Audit Committee reviews the consolidated financial statements of the Company as well as the financial statements of the subsidiaries, including the investments made by the subsidiaries, if any.

The Company has formulated a policy for determining material subsidiaries and the policy is disclosed on the website of the company viz. <http://lahotioverseas.in/PDFs/policies/material-subsiidiary-policy.pdf>

Note: During the year under review, the Company has not passed any special resolution through postal ballot.

8. SUBSIDIARY COMPANIES

The Company does not have any material subsidiary Company as defined under in the SEBI

9. DISCLOSURES

9.1 Materially significant Related Party Transaction

The Register of Contracts containing the transactions in which Directors are interested is placed before the Board regularly for its approval in compliance with the provisions of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



During the year under review the Company has not entered into related party transactions as per the provisions of Section 188 of the Companies Act, 2013. Thus disclosure in Form AOC-2 is not required. Further there are no materially significant related party transactions during the year under review made by the Company with Promoters, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company. Suitable disclosure as required under AS-18 has been mentioned in the Notes to Accounts.

The Company has formulated a related party transactions policy and the same is displayed on the website of the company viz.

<http://lahotioverseas.in/PDFs/policies/related-party-transactions-policy.pdf>

9.2 Statutory Compliance, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authority on all matters related to capital markets during the last three years. No penalties or strictures have been imposed on the companies by these authorities.

9.3 Whistle Blower Mechanism

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code or ethics. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee. The policy is displayed on the website of the Company viz.

<http://lahotioverseas.in/PDFs/policies/whistle-blower-policy.pdf>

9.4 Disclosure of Accounting Treatment

The Company has followed the Accounting Standards laid down by the Companies (Accounting Standards) Rules, 2006 in the preparation of its financial statements.

9.5 Disclosure on risk management

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. A risk management committee consisting of senior executives of the Company periodically reviews these procedures to ensure that executives' management controls risk through means of a properly defined framework. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Board. The risk management policy is displayed on the website of the Company viz.

<http://lahotioverseas.in/PDFs/policies/risk-management-policy.pdf>

9.6 Compliance with Corporate Governance Requirements as specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has adhered to all the mandatory and non-mandatory requirements of the Corporate Governance as specified under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

A Management Discussion and Analysis Report forms part of the Annual Report and includes discussions on various matters specified under the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

9.7 Prevention of Insider Trading

The Company has adopted a Code of Conduct policy for Prevention of Insider trading with a view to regulate the trading of securities by the Directors



and Designated Employees of the Company. The Code requires pre-clearance for dealing in the Company's Shares and prohibits the purchase of Company shares by the Directors and Designated employees while in possession of Unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. All Board of Directors and designated employees have confirmed compliance with the code.

9.8 CEO / CFO Certification

The Managing Director of the Company has been certified to the Board in accordance with Regulation 33 read with Schedule IV of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 pertaining to CEO/CFO Certification for the Financial Year ended March 31, 2018.

10. MEANS OF COMMUNICATION

Website: The Company's website contains a separate dedicated section "Investors" where information sought by shareholders is available. The Annual Report of the Company, Policies and Quarterly Reports of the Company, apart from the details about the Company, Board of Directors and Management, are also available on the website in a user friendly and downloadable form at <http://lahotioverseas.in/investor-relations.asp>.

Quarterly Result: The Unaudited quarterly and half yearly financial results are announced within 45 days of the closure of the relevant quarter and the audited annual results are announced within 60 days from the closure of the financial year as per the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015. The approved results are forthwith sent to the Stock Exchanges where the Company's shares are listed and also published in English & Vernacular newspapers.

The financial results as per Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are published within 48 hours from the Board Meeting where they are approved in Free Press Journal (in English)

and Navshakthi (in Marathi). The results are also displayed on the website of the company (www.lahotioverseas.in).

The financial results are reported to the Stock Exchanges where the Company is listed ie. Bombay Stock Exchange (BSE) through BSE Online Portal.

Shareholding Pattern: The quarterly Shareholding Pattern and the Corporate Governance Report of the Company are filed with BSE Ltd. through BSE Online Portal. The Shareholding Pattern is also displayed on the Company's website under the "Investor Relations" section.

Annual Report: Annual Report containing audited standalone accounts, consolidated financial statements together with Board's Report, Auditors Report and other important information are circulated to members entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report and is displayed on the Company's website www.lahotioverseas.in.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre'): BSE's Listing Centre is a web-based application designed for corporates. All periodical compliance filings like Shareholding Pattern, Corporate Governance Report, among others are also filed electronically on the Listing Centre.

SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.



11. COMPLIANCE WITH NON- MANDATORY REQUIREMENTS

11.1 Shareholders Rights

The quarterly financial results including summary of significant events of relevant period of three months are published in newspaper.

11.2 Audit Qualification

Strategic decisions were taken during the year resulting in unqualified financial statements of the Company.

11.3 Training of Board Members

For Orientation and to get familiar with the Company's business operations, governance procedures and practices, detailed presentations are periodically made to the Board members on the business model of the Company, risk profile of the business parameters and their responsibilities as Directors.

12. GENERAL SHAREHOLDER INFORMATION

The Company is a Listed Public Limited Company registered with Registrar of Companies, Mumbai, Maharashtra having its Registered Office at 307, Arun Chambers, Tardeo Road, Mumbai – 400034 bearing CIN: L74999MH1995PLC087643.

11.4 Auditors Certificate on Corporate Governance

The Auditors Certificate on compliance of Corporate Governance as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is forming part of this Report.

11.5 Review of Governance practices

We have in this report attempted to present the governance practices and principles being followed at Lahoti Overseas Limited as evolved over the years, and as best suited to the needs of our Business and stakeholders.

Our disclosures and governance practices are continually revisited, reviewed and revised to respond to the dynamic needs of our business and ensure that our standards are at par with the globally recognized practices of governance so as to meet the expectations of our stakeholders.

Annual General Meeting	
Day, Date & Time	Friday, September 28, 2018 at 3:30 P.M.
Venue	307, Arun Chambers, Tardeo Road, Mumbai – 400 034.
Financial year	April 01, 2017 to March 31, 2018
Book Closure Date	Saturday, September 22, 2018 to Friday, September 28, 2018 (both days inclusive) for the purpose of Annual General Meeting and declaration of Final Dividend for the financial year ended March 31, 2018
Dividend Payment date	Friday, October 05, 2018
Listed on Stock Exchanges	Bombay Stock Exchange Limited (BSE) P. J. Tower, Dalal Street, Fort, Mumbai – 400 001.
Stock Code / Symbol	BSE: 531842 / LAHOTIOV
Demat International Security Identification Number (ISIN) In NSDL and CDSL for Equity Shares	INE515C01023

Share Transfer Agents and Share transfer system:

Lahoti Overseas Limited has appointed LINK INTIME INDIA PRIVATE LIMITED as Registrars and Transfer Agents (RTA) to handle the physical Share Transfer related work and for Electronic connectivity as per the directives of SEBI. The Company's equity shares are traded in the Stock Exchanges compulsorily in Demat mode. The Stakeholders Relationship Committee meets periodically for dealing with matters concerning securities of the Company.

For transfer of shares in physical form, the Company has introduced transfer cum Demat facility to avoid unnecessary mailing of Certificates. Certificates duly transferred are returned to those, who opt to receive certificates in physical form.

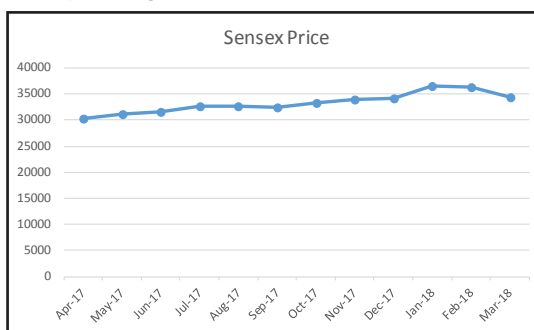
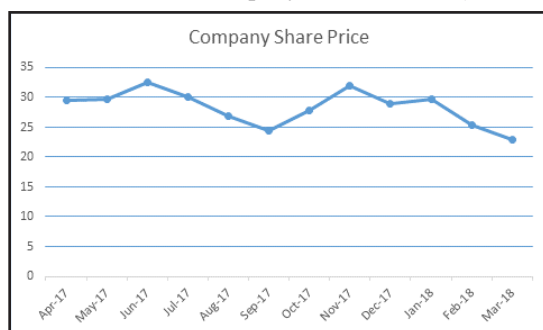
There are no legal proceedings against the Company on any share transfer matter.

12.1 Stock Data – Market price

Table below gives the monthly high and low prices and volumes of Lahoti Overseas Limited equity shares listed at BSE Limited for the year 2017-2018:

Months	High	Low	No. of Shares traded	Number of Trades	Value of Shares traded (in Rs.)
April – 2017	29.6	24.25	622259	1656	16916427
May – 2017	29.7	23.25	896085	2722	24557491
June – 2017	32.5	24.3	1491690	3936	44823038
July – 2017	30	25.25	457800	2260	12672109
August – 2017	26.85	19.4	267507	1334	6203717
September – 2017	24.4	19.55	332173	1045	7461476
October – 2017	27.9	22.1	339780	1145	8483403
November – 2017	31.9	23.9	599285	2007	16244559
December – 2017	28.9	23.3	314603	1234	8252579
January – 2018	29.7	23.5	465697	1907	12529130
February – 2018	25.3	20.55	138206	766	3210202
March – 2018	22.85	18.5	115812	487	2394930

Performance of the Company vis-a vis Index (Bse Sensex, Etc) During Financial Year 2017-2018





12.2 Shareholding Pattern

Table below gives the pattern of shareholding by ownership and Share Class respectively:

a. Pattern of shareholding as on March 31, 2018

(In ₹)

	Category	No. of Shares held	%age of Shareholding
A.	Promoters' Holding		
1.	Promoters	-	-
	Indian Promoters	17446425	59.8064
	Foreign Promoters	-	-
2.	Persons acting in concert		
	Total A	17446425	59.8064
B.	Non-Promoters' Holding		
3.	Institutional Investors	-	-
a.	Mutual Funds and UTI	-	-
b.	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/Non-Government Institutions)	1200	0.0041
	Sub-Total (i)	1200	0.0041
4.	Non-Institutional Investors		
a.	Indian Public	4824124	16.5371
b.	Hindu Undivided Family	187192	0.6417
c.	Private Corporate Bodies	1558385	5.3421
d.	NRIs/OCBs	724540	2.4837
e.	Foreign Company	4240800	14.5375
f.	Clearing Member	172222	0.5904
g.	IEPF	16612	0.0569
h.	Any Other (Trusts)	-	-
	Sub-Total (ii)	11723875	40.1895
	Total B: (i) + (ii)	11725075	40.1936
	Grand Total: A + B	29171500	100.00

b. Distribution of shareholding on March 31, 2018

Shareholding of Shares	No. of Shareholders	% of total shareholders	No. of Ordinary Shares	% of Total Shareholding
Less than 2500	3338	89.0608	1820906	6.2421
2501 – 5000	229	6.1099	894747	3.0672
5001 – 10000	94	2.508	720395	2.4695
10001 – 15000	30	0.8004	373032	1.2788
15001 – 20000	14	0.3735	247137	0.8472
20001 – 25000	5	0.1334	115625	0.3964
25001 – 50000	14	0.3735	503096	1.7246
50001 - and above	24	0.6403	24496562	83.9743
Grand Total	3748	100	29171500	100



c. Dematerialization of Shares as on March 31, 2018

Particulars	No. of Equity Shares	% to Share Capital
NSDL	18382429	63.0150
CDSL	10513486	36.0403
Physical	275585	0.9447
TOTAL	29171500	100.00

Dematerialization

The Company's equity shares are under compulsory Demat trading. The ISIN of the Scrip is INE515C01023. As on March 31, 2018, Dematerialized shares accounted for 28897415 number of shares, i.e. 99.06% of the total equity. The Company has appointed LINK INTIME INDIA PRIVATE LIMITED as RTA to handle the physical Share Transfer related work and for Electronic connectivity as detailed below:

LINK INTIME INDIA PRIVATE LIMITED

C-101, 247 Park,

L.B.S. Marg, Vikhroli (West),

Mumbai – 400 083

Tel No : +91 22 49186270 Fax: +91 22 49186060

E-mail id : rnt.helpdesk@linkintime.co.in

Website : www.linkintime.co.in

Details of Public Funding Obtained in the Last Three Years

No capital has been raised from public in the last three years.

CORRESPONDENCE ADDRESS FOR INVESTOR

Contact person: Ms. Avani D Lakhani,

Company Secretary & Compliance Officer

Secretarial Department,

Lahoti Overseas Limited

307, Arun Chambers, Tardeo Road,

Mumbai – 400 034.

Tel No.: +91-22-4050 0100 I Fax No.: +91-22-4050 0150

E-mail: investor@lahotioverseas.com

For and on behalf of the Board

Ujwal Rambilas Lahoti
(Executive Chairman)
(DIN 00360785)

Umesh Rambilas Lahoti
(Managing Director)
(DIN 00361216)

Place: Mumbai

Date: August 10, 2018



**DECLARATION BY THE MANAGING DIRECTOR
UNDER REGULATION 34 READ WITH SCHEDULE V OF THE SEBI (LISTING OBLIGATIONS AND
DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

To
The Members of
LAHOTI OVERSEAS LIMITED

I, Umesh Lahoti, Managing Director of Lahoti Overseas Limited hereby declare that all the members of the Board of Directors and the senior management personnel have affirmed compliance with the Company's Code of Business Conduct and Ethics for the Financial Year ended March 31, 2018 as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Lahoti Overseas Limited

**Umesh Rambilas Lahoti
Managing Director
(DIN 00361216)**

Place : Mumbai
Date : August 10, 2018



CERTIFICATION BY THE MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER ON FINANCIAL STATEMENTS OF THE COMPANY

We, Umesh Lahoti, Managing Director and Pradeep Bachhuka, Chief Financial Officer of Lahoti Overseas Limited certify that:

- (a) We have reviewed financial statements and the Cash Flow Statement for the year ended March 31, 2018 and that to the best of our knowledge and belief state that:
 - i. these statements do not contain any materially untrue statements, or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in the internal control over financial reporting during the year;
 - (ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

For Lahoti Overseas Limited

Umesh Rambilas Lahoti
Managing Director
(DIN 00361216)

For Lahoti Overseas Limited

Pradeep Bachhuka
Chief Financial Officer

Place : Mumbai
Date : May 30, 2018



AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of,
LAHOTI OVERSEAS LIMITED

We have examined the compliance of conditions of Corporate Governance by Lahoti Overseas Ltd, for the year ended March 31, 2018, as stipulated in Regulation 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of the Company for the period April 01, 2017 to March 31, 2018.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementations thereof, adopted by the Company for ensuring the compliance of the 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 above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained by the Company, there were no investor grievances remaining unattended/pending for more than 30 days.

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

C.K.Palan
(Proprietor)
Membership No.:- 100741

Palan & Co.
Chartered Accountants
Firm Regn.No.:- 133811W

Place: Mumbai
Date: August 10, 2018



INDEPENDENT AUDITORS' REPORT

To the Members of Lahoti Overseas Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of Lahoti Overseas Limited ('the Company'), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone 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 standalone Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 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 purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) The balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
 - e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of

Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- 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 does not have any pending litigations which would impact its financial position
 - ii. The company did not have any long term contracts including derivative contracts for which there would be any material financial losses
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For PALAN & Co

Firm Regn. No. : 133811W
Chartered Accountants

C. K. PALAN

Proprietor
Membership No: 100741

Place: Mira Road (East)

Date: May 30, 2018



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

Referred to in paragraph 1 under “Report on other Legal and Regulatory Requirements” section of our Independent Auditors Report to the Members of Lahoti Overseas Limited for the year ended March 31, 2018

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

1) In respect of fixed assets:

- (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2) Physical verification of inventory has been conducted at reasonable intervals by the management and discrepancies if any, are dealt suitably in the Accounts.
 - 3) The company has not granted any loans, secured or unsecured, to parties covered in the register maintained u/s 189 of the Companies Act, 2013, and accordingly the provisions of clause iii(a)(b)(c) of the Companies (Auditor’s Report) Order, 2016 are not applicable to the company
 - 4) The provisions of Sec. 185 and 186 have been complied with in respect of loans, investments, guarantees and securities.
 - 5) The Company has not accepted any deposits from the public attracting the directives issued by the Reserve Bank of India and the provisions of Section

73 to 76 of the Companies Act, 2013 and the rules framed there under. Therefore, the provisions of Clause 3(v) of the Companies (Auditor’s Report) Order, 2016 are not applicable to the Company.

- 6) Maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Hence provisions of clause (vi) of the Companies (Auditor’s Report) Order, 2016 is not applicable.
- 7)
 - a) The company is regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities.
 - b) According to the information and explanations given to us and the records of the company examined by us, there are no dues of Income Tax as at March 31, 2018 and hence provisions of clause (vib) of the Companies (Auditor’s Report) Order, 2016 is not applicable.
- 8) According to the records of the company examined by us and the information and explanation given to us, the company has not defaulted in repayment of loans and borrowings to a bank or government. Company has not borrowed from a financial institution nor have they issued any debentures.
- 9) No moneys have been raised by way of initial public offer and hence point (ix) of Companies (Auditor’s Report) Order, 2016 is not applicable.
- 10) During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud by the Company or any fraud on the company by its officers or employees during the year nor have we been informed of any such instance by the Management.
- 11) The Managerial Remuneration has been paid in



accordance with requisite approvals mandated by the provisions of the section 197 read with Schedule V to the Companies Act, 2013.

- 12) This company is not a Nidhi Company and hence point (xii) of Companies (Auditor's Report) Order, 2016 is not applicable.
- 13) According to the information and explanations given to us and based on our examinations of the records of the Company, transactions with related parties are in compliance with section 177 and 188 of the Companies Act, 2013 and the details have been disclosed suitably.
- 14) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- 15) The company has not entered into any non-cash transactions with directors or persons connected

with him. Accordingly, the provisions of section 192 of Companies Act, 2013 are not applicable.

- 16) The company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- 17) The company is not required to conduct Internal Audit as it does not fulfill the conditions laid down in Section 138, of the Company's Act.

For PALAN & Co

Firm Regn. No. : 133811W
Chartered Accountants

C. K. PALAN

Proprietor
Membership No: 100741

Place: Mira Road (East)

Date: May 30, 2018



ANNEXURE “B” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph (f) under ‘report on other legal and regulatory Requirements’ Section of our report of even date)

The Annexure referred to in paragraph 2(f) under “Report on other Legal and Regulatory Requirements” section of our Independent Auditors Report to the Members of Lahoti Overseas Limited for the year ended March 31, 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 Lahoti Overseas Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the designing, 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.

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial



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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For PALAN & Co

Firm Regn. No. : 133811W
Chartered Accountants

C. K. PALAN

Proprietor

Membership No: 100741
Place: Mira Road (East)
Date: May 30, 2018

LAHOTI OVERSEAS LIMITED

Standalone Financial Statements
Balance Sheet as on March 31, 2018



(₹ in lakhs)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
A ASSETS				
1 Non-current assets				
(a) Fixed assets				
(i) Tangible assets	1	1,962.40	2,192.06	2,526.04
(b) Non-current investments	2	4,133.93	4,184.24	4,209.61
(c) Trade receivables	6	16.33	-	-
(d) Short-term loans and advances	8	55.24	-	-
(e) Deferred Tax Assets	3	-	181.42	-
(f) Long-term loans and advances	4	2,496.80	1,841.61	634.70
		8,664.70	8,399.33	7,370.35
2 Current assets				
(b) Inventories	5	1,262.02	518.48	917.59
(c) Trade receivables	6	6,612.12	7,362.17	6,349.77
(d) Cash and cash equivalents	7	690.96	834.23	563.41
(e) Short-term loans and advances	8	1,138.16	570.17	730.20
(f) Other current assets	9	172.41	268.71	535.00
		9,875.68	9,553.76	9,095.96
Total Assets		18,540.38	17,953.09	16,466.31
B EQUITY AND LIABILITIES				
1 Shareholders' funds				
(a) Share capital	10	584.59	584.59	584.59
(b) Reserves and surplus	11	10,553.99	10,504.22	8,851.96
		11,138.58	11,088.80	9,436.54
2 Non-current liabilities				
(a) Short-term borrowings	16	6,500.59	5,372.18	5,124.75
(c) Long-term borrowings	12	1.74	626.17	741.18
(d) Deferred tax liabilities (net)	13	82.97	-	398.41
(e) Other long-term liabilities	14	169.17	11.00	6.10
(f) Long-term provisions	15	36.77	33.39	28.95
		6,791.25	670.56	6,299.39
3 Current liabilities				
(a) Short-term borrowings	16	-	-	-
(b) Trade payables	17	314.54	247.52	266.15
(c) Other current liabilities	18	86.24	233.31	433.97
(d) Short-term provisions	19	209.77	340.72	30.25
		610.55	6,193.73	730.37
Total Equity and Liabilities		18,540.38	17,953.09	16,466.31

As Per our report attached of even date

Palan & Co.
Chartered Accountants
Firm Regn.No.:- 133811W

C.K.Palan
(Proprietor)
Membership No.:- 100741

Place: Mumbai
Dated:30th May, 2018

For and on behalf of the Board of Directors

Ujwal R. Lahoti
Executive Chairman
DIN No: 00360785

Pradeep Bachhuka
Chief Financial Officer

Place: Mumbai
Dated: 30th May, 2018

Umesh R. Lahoti
Managing Director
DIN No: 00361216

Avani Lakhani
Company Secretary

LAHOTI OVERSEAS LIMITED

Standalone Financial Statements

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



				(₹ in lakhs)	
Particulars	Note No.	As at March 31, 2018	As at March 31, 2017		
1 Income					
(a) Revenue from operations	20	45,939.20	56,595.98		
(b) Other income	21	319.22	774.72		
Total revenue		46,258.42	57,370.70		
2 Expenses					
(a) Cost of materials consumed					
(a) Purchases of stock-in-trade		43,330.85	52,087.08		
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	(743.54)	399.11		
(c) Employee benefits expense	23	222.10	212.05		
(d) Finance costs	24	471.89	678.48		
(e) Depreciation and amortisation expense	26	265.03	303.65		
(f) Other expenses	25	2,062.84	2,211.54		
Total expenses		45,609.17	55,891.92		
3 Profit/(loss) before exceptional items and tax		649.25	1,478.78		
4 Profit Before tax		649.25	1,478.78		
5 Tax expense:					
(a) Current tax expense for current year		197.00	328.49		
(-) MAT Credit Utilized		-	(18.37)		
		197.00	310.13		
(b) Deferred tax		82.97	-		
		279.97	310.13		
6 Profit for the year		369.28	1,168.65		
Other Comprehensive Income					
Items that will not be reclassified to profit or loss					
Measurement of defined employee benefit plan		2.40	0.20		
Difference in foreign exchange rates		14.20	(74.99)		
		16.59	(74.79)		
Tax Expense on the above		5.74	(25.88)		
Total Income for the period (Comprehensive Income and Other Comprehensive Income for the period)		385.87	1,093.86		
Total Income (Comprehensive + other Comprehensive income)					
See accompanying notes forming part of the financial statements	1 to 36				

As Per our report attached of even date

Palan & Co.
Chartered Accountants
Firm Regn.No.:- 133811W

C.K.Palan
(Proprietor)
Membership No.:- 100741

Place: Mumbai
Dated: 30th May, 2018

For and on behalf of the Board of Directors

Ujwal R. Lahoti
Executive Chairman
DIN No: 00360785

Pradeep Bachhuka
Chief Financial Officer

Place: Mumbai
Dated: 30th May, 2018

Umesh R. Lahoti
Managing Director
DIN No: 00361216

Avani Lakhani
Company Secretary

LAHOTI OVERSEAS LIMITED
Standalone Financial Statements
Cash Flow Statement for the year ended March 31,2018



(₹ in lakhs)

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and prior period items	649.25	1,478.78
Add/Less:		
Interest Paid	226.02	285.56
Interest received	-	-
Depreciation	265.03	303.65
Assets Written off/ FBT written off	-	-
Income excluded from other comprehensive income	2.40	74.79
Profit on sale of Fixed Asset	-	-
Profit on Sale / Redemption of Investments	(49.69)	(407.96)
Rent Received	(28.24)	(24.80)
Dividend Received	(0.83)	(1.20)
Rounding Off		
	414.69	230.03
Operating profit before working Capital	1,063.95	1,559.24
(Increase)/Decrease in Inventories	(743.54)	399.11
(Increase)/Decrease in Trade & Other Receivable	733.71	(1,012.40)
(Increase)/Decrease in Long term loans and advances	(492.62)	(897.83)
(Increase)/Decrease in Other current assets	96.30	266.29
(Increase)/Decrease in Short term loans and advances	(623.24)	160.03
Increase/(Decrease) Trade Payable, Current Liabilities & Provision	(408.00)	(237.32)
Increase/(Decrease) Other Long Term Liabilities & Long term provisions	161.55	9.34
Increase/(Decrease) Trade Payable		
Increase/(Decrease) Current Liabilities		
Increase/(Decrease) Provision		
	(1,275.83)	(1,312.78)
Cash Generated from Operations	(211.88)	246.46
Tax paid	-162.57	(312.16)
Cash Flow Before Extraordinary Items	(374.45)	(65.70)
Extra ordinary Items / Adjustments (Prior Period Item)	-	-
Cash Flow From Operating Activities After Extraordinary Items	(374.45)	(65.70)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(35.37)	(3.68)
Purchase of Investment		(1,007.95)
Sale of Fixed Asset	-	34.00
Sale of Investment	100.00	1,441.27
Interest Received	14.66	27.55
Dividend Received	0.83	1.20
Rent Received	28.24	24.80
Profit on Sale of Investment	-	-
Net Cash Flow from Investing Activities	108.36	517.20

LAHOTI OVERSEAS LIMITED

Standalone Financial Statements

Cash Flow Statement for the year ended March 31,2018



Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
C CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(140.44)	-
Interest paid	(240.68)	(313.11)
Increase/(Decrease) In Unsecured Loans	1,128.38	247.43
Increase/(Decrease) In Secured Loans	(624.43)	(115.01)
Net Cash From Financing Activities	122.82	(180.69)
Net Increase in Cash and Cash Equivalents (A+B+C)	(143.27)	270.83
Cash and Cash Equivalents (OPENING BALANCE)	834.23	563.41
Cash and Cash Equivalents (CLOSING BALANCE)	690.96	834.23
	(143.27)	270.83

Notes:

- 1 The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS 7 on Cash Flow Statement.
- 2 Cash and cash equivalent at the end of year represents cash and bank balances.
- 3 Previous year's figures have been rearranged/regrouped, wherever necessary.

This is the Cash Flow Statement referred to in our report of even date.

As Per our report attached of even date

Palan & Co.
Chartered Accountants
Firm Regn.No.:- 133811W

C.K.Palan
(Proprietor)
Membership No.:- 100741

Place: Mumbai
Dated:30th May, 2018

For and on behalf of the Board of Directors

Ujwal R. Lahoti
Executive Chairman
DIN No: 00360785

Pradeep Bachhuka
Chief Financial Officer

Place: Mumbai
Dated: 30th May, 2018

Umesh R. Lahoti
Managing Director
DIN No: 00361216

Avani Lakhani
Company Secretary



SIGNIFICANT ACCOUNTING POLICIES

A. FIRST TIME ADOPTION OF IND AS, BASIS OF PREPARATION AND SIGNIFICANT ACCOUNTING POLICIES

- a) The Company has adopted India Accounting Standards (Ind AS), as notified by the Ministry of Corporate Affairs with effect from 1st April, 2017, with a transition date of 1st April, 2016. These financial statements for the year ended 31st March, 2018, are the first financial statements the Company has prepared under Ind AS. For all periods up to and including the year ended 31st March, 2017, the Company prepared its financial statements in accordance with the accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Previous GAAP).

The adoption of Ind AS has been carried out with Ind AS 101, i.e. First-time adoption of India Accounting Standards. Ind AS 101 requires that all Ind AS standards and interpretations that are issued and effective for the first Ind AS financial statements with comparatives prepared and consistently applied for all financial years presented. Accordingly, the Company has prepared financial statements which comply with Ind AS for the year ended 31st March, 2018, together with the comparative information as at and for the year ended 31st March, 2017, and the opening Ind AS Balance Sheet as at 1st April, 2016, the date of transition to Ind AS.

Reconciliations and explanations of the effect of the transition from previous GAAP to Ind AS on the Company's Total Equity, Total Comprehensive Income and Statement of Cash Flow are provided wherever applicable.

b) Basis of Preparation

These financial statements have been prepared under the historical cost convention unless otherwise indicated. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair Value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The Financial Statements have been prepared on accrual and going concern basis. All assets and liabilities have been classified as current or non – current as per the Company's normal operating cycle and other criteria set out in the Division II of Schedule III to the Companies Act 2013. Based on the nature of products and time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non – current classification of assets and liabilities.

Upon first – time adoption of Ind AS, the Company has elected to measure all its Assets and Liabilities at the Previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS i.e. 1st April 2016 and accordingly one time option of applying Fair valuation has not been exercised.

B. FIXED ASSETS:

Fixed Assets are stated at cost of acquisition and/or construction. They are stated at historical cost less accumulated depreciation.

C. DEPRECIATION:

Depreciation on following tangible fixed assets has been provided on the Written Down Value method as per the useful life prescribed in Schedule II to the Companies Act, 2013.



D. REVENUE RECOGNITION:

- i) The company accounts for its Export Sales, consistently on the basis of date of Bill of Lading / LET Export date. This applies to all export sales made on Cost Insurance and Freight (CIF), Free on Board (FOB), Cost & Freight (C & F), and Cash against Delivery of Documents (CADD) basis.
- ii) Income from sale of power is recognized on per Kilo Watt Hour(s).
- iii) Income from trading activities is recognized on accrual basis.
- iv) Dividend income from Investments is recognized when the company's right to receive payment is established.
- v) Interest income is recognized on the time proportion basis taking into account the amount outstanding and the rate applicable.
- vi) Export benefits under duty entitlement passbook and duty drawback are accounted on accrual basis to the extent considered receivable.

E. INVESTMENTS:

Long term Investments are stated at cost/transfer value. Provision for diminution in the value of long-term investments is made only if such a decline is permanent in nature.

F. INVENTORIES:

Inventories are valued at lower of cost or net realizable value after providing for obsolescence, if any.

G. FOREIGN CURRENCY TRANSACTIONS:

- i) Initial Recognition: Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.
- ii) Conversion: At the year-end, monetary items in foreign currencies are converted into rupee equivalents at the year end exchange rates.
- iii) Exchange Differences: All exchange

differences arising on settlement and conversions of foreign currency transactions are included in Other Comprehensive Income.

- iv) Forward Exchange Contracts: In respect of transactions covered by forward exchange contracts, the difference between the forward rate and the spot rate is recognized as gain. The gain by way of premium on open forward contracts as on the reporting date is amortized over the period of contract on pro-rata basis. The mark to market gain or loss on open forward contracts being the difference between forward contracts booked at spot rate and rate prevailing at the year- end date are recognized in Other Comprehensive Income.

H. RETIREMENT BENEFITS:

- i) Provident Fund: The Company's contributions towards provident fund are charged to the Profit and Loss Account.
- ii) Gratuity: The Company's contributions towards gratuity are charged to the Profit and Loss Account on the basis of actuarial valuation.
- iii) Leave Encashment: Provision is made for value of unutilized leave due to employees at the end of the year on the basis of actuarial valuation.

I. SEGMENT REPORTING:

The Company has identified Trading and Power as reportable segments based on the dominant source, nature of risks and returns and the internal organisation and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.



Following specific accounting policies have been followed for segment reporting:

- i) Segment revenue includes sales and other income directly identifiable with/allocable to the segment.
- ii) Expenses that are directly identifiable with/allocable to segment are considered for determining the segment result.
- iii) Revenue and Expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as “Unallocable”.
- iv) Segment assets and liabilities include those directly identifiable with the respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as “Unallocable”

J. TAXATION:

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and Deferred taxes are recognised in statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity, respectively.

Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. The amount of total deferred tax assets could change if estimates of projected future taxable income or if tax regulations undergo a change. Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

K. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

1. Provisions are recognised for liabilities that can be measured or by using a reasonable degree of estimation based on the following criteria:-
 - i) The company has a present obligation as a result of a past event,
 - ii) A probable outflow of resources is expected to settle the obligation and
 - iii) The amount of the obligation can be reliably estimated.
 - iv) A possible obligation from past events where the probability of outflow of resources is not remote.
2. Reimbursement expected in respect of expenditure required to settle a provision is recognised only when it is virtually certain that the reimbursement will be received.

3. Contingent Liability is disclosed in case of:

- i) A present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation.
- ii) a present obligation arising from past events, when no reliable estimate is possible; and

4. Contingent assets are neither recognised, nor disclosed.

5. Provisions, Contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

L. IMPAIRMENT OF ASSETS

The carrying values of assets / cash generating units at each Balance Sheet date are reviewed for impairment. If any indication of impairment exists, the recoverable amount of such assets is estimated and impairment is recognized, if the carrying amount of these assets exceeds their recoverable amount. The recoverable amount is the greater of

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor. When there is indication that an impairment loss recognised for an asset in earlier

accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognised in the Statement of Profit and Loss except in case of revalued assets.

Comprehensive income reconciliation

(₹ in lakhs)

Particulars	Corresponding 3 months ended in the previous year	Previous year ended
	31/03/2017	31/03/2017
	Unaudited	Audited
Net Profit after Tax (IGAAP)	438.35	1,093.87
Add/Less Ind AS Adjustment		
Assets in Foreign Currency Revaluation	-206.70	-173.97
Liability in Foreign Currency Revaluation	103.09	98.98
Premium on Forward Contract	-28.90	-
Mark to Market of Forward Contracts	-3.65	-
Tax impact on of above adjustment	45.02	24.79
Net Profit after Tax as per Ind AS	529.50	1,144.07
Other Comprehensive income (net of Tax)	-91.14	-50.20
Total Comprehensive income under Ind AS	438.35	1,093.87

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



Note 1 : Property , Plant and Equipment

(₹ in lakhs)

Lahoti Overseas Ltd.	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Office Equipments	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
A. Gross Block										
Deemed cost as at 1 April,2016	68.62	41.32	80.74	199.18	59.24	449.10	-	-	-	449.10
Additions/Adjustments			1.40		1.46	3.28			-	3.28
Disposals						-			-	-
Balance as at 31 March, 2017	68.62	41.32	82.14	199.18	60.70	452.38	-	-	-	452.38
Additions/Adjustments				34.44	0.92	35.37				35.37
Disposals						-			-	-
Balance as at 31 March,2018	68.62	41.32	82.14	233.25	61.62	486.95	-	-	-	486.95
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	37.15	75.94	165.71	53.02	331.81	-	-	-	331.81
Depreciation for the year		0.86	0.52	10.51	2.78	14.67			-	14.67
Disposals						-			-	-
Balance as at 31 March, 2017	-	38.01	76.47	176.21	55.80	346.49	-	-	-	346.49
Depreciation for the year	-	0.56	0.46	12.61	1.74	15.36			-	15.36
Disposals						-			-	-
Balance as at 31 March, 2018	-	38.57	76.93	188.82	57.54	361.86	-	-	-	361.86
C. Net Block										
As at 1 April, 2016	68.62	4.17	4.80	33.47	6.22	117.29	-	-	-	117.29
As at 31 March, 2017	68.62	3.31	5.67	22.97	4.90	105.88	-	-	-	105.88
As at 31 March, 2018	68.62	3.17	5.21	44.80	4.08	125.88	-	-	-	125.88

Wind Power Division I	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Plant & Machinery	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
A. Gross Block										
Deemed cost as at 1 April,2016		465.00				465.00	-	-	-	465.00
Additions/Adjustments						-			-	-
Disposals						-			-	-
Balance as at 31 March, 2017	-	465.00	-	-	-	465.00	-	-	-	465.00
Additions/Adjustments						-			-	-
Disposals						-			-	-
Balance as at 31 March,2018	-	465.00	-	-	-	465.00	-	-	-	465.00
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	403.67				403.67	-	-	-	403.67
Depreciation for the year		5.67				5.67			-	5.67
Disposals						-			-	-
Balance as at 31 March, 2017	-	409.34	-	-	-	409.34	-	-	-	409.34
Depreciation for the year	-	5.15				5.15			-	5.15
Disposals						-			-	-
Balance as at 31 March, 2018	-	414.49	-	-	-	414.49	-	-	-	414.49
C. Net Block										
As at 1 April, 2016	-	61.33	-	-	-	61.33	-	-	-	61.33
As at 31 March, 2017	-	55.66	-	-	-	55.66	-	-	-	55.66
As at 31 March, 2018	-	50.51	-	-	-	50.51	-	-	-	50.51

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Wind Power Division II	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Plant & Machinery	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
Deemed cost as at 1 April,2016	15.91	804.63				820.54	-	-	-	820.54
Additions/Adjustments						-				-
Disposals						-				-
Balance as at 31 March, 2017	15.91	804.63	-	-	-	820.54	-	-	-	820.54
Additions/Adjustments						-				-
Disposals						-				-
Balance as at 31 March,2018	15.91	804.63	-	-	-	820.54	-	-	-	820.54
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	484.91				484.91	-	-	-	484.91
Depreciation for the year		36.70				36.70				36.70
Disposals										
Balance as at 31 March, 2017	-	521.61	-	-	-	521.61	-	-	-	521.61
Depreciation for the year	-	32.49				32.49				32.49
Disposals						-				-
Balance as at 31 March, 2018	-	554.10	-	-	-	554.10	-	-	-	554.10
C. Net Block										
As at 1 April, 2016	15.91	319.72	-	-	-	335.63	-	-	-	335.63
As at 31 March, 2017	15.91	283.02	-	-	-	298.93	-	-	-	298.93
As at 31 March, 2018	15.91	250.53	-	-	-	266.44	-	-	-	266.44

Wind Power Division III	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Plant & Machinery	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
Deemed cost as at 1 April,2016	-	1,001.00				1,001.00	-	-	-	1,001.00
Additions/Adjustments						-				-
Disposals						-				-
Balance as at 31 March, 2017	-	1,001.00	-	-	-	1,001.00	-	-	-	1,001.00
Additions/Adjustments						-				-
Disposals						-				-
Balance as at 31 March,2018	-	1,001.00	-	-	-	1,001.00	-	-	-	1,001.00
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	127.74				127.74	-	-	-	127.74
Depreciation for the year		111.20				111.20				111.20
Disposals										
Balance as at 31 March, 2017	-	238.94	-	-	-	238.94	-	-	-	238.94
Depreciation for the year	-	97.07				97.07				97.07
Disposals						-				-
Balance as at 31 March, 2018	-	336.01	-	-	-	336.01	-	-	-	336.01
C. Net Block										
As at 1 April, 2016	-	873.26	-	-	-	873.26	-	-	-	873.26
As at 31 March, 2017	-	762.06	-	-	-	762.06	-	-	-	762.06
As at 31 March, 2018	-	664.99	-	-	-	664.99	-	-	-	664.99



LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements

Solar Division	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Plant & Machinery	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
A. Gross Block										
Deemed cost as at 1 April, 2016	16.40	1,707.44				1,723.84	-	-	-	1,723.84
Additions/Adjustments						-				-
Disposals		34.00				34.00				34.00
Balance as at 31 March, 2017	16.40	1,673.44				1,689.84	-	-	-	1,689.84
Additions/Adjustments						-				-
Disposals						-				-
Balance as at 31 March, 2018	16.40	1,673.44				1,689.84	-	-	-	1,689.84
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	585.32				585.32	-	-	-	585.32
Depreciation for the year		135.41				135.41				135.41
Disposals										
Balance as at 31 March, 2017	-	720.73				720.73	-	-	-	720.73
Depreciation for the year	-	114.97				114.97				114.97
Disposals						-				-
Balance as at 31 March, 2018	-	835.70				835.70	-	-	-	835.70
C. Net Block										
As at 1 April, 2016	16.40	1,122.12				1,138.52	-	-	-	1,138.52
As at 31 March, 2017	16.40	952.71				969.11	-	-	-	969.11
As at 31 March, 2018	16.40	837.74				854.14	-	-	-	854.14

(i) Tangible Asset Note - 1

(₹ in lakhs)

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	"As At 31-Mar-2017"	Addition	Deduction	"As At 31-Mar-2018"	"As At 31-Mar-2017"	For the Year	Deduction	"As At 31-Mar-2018"	"As At 31-Mar-2018"	"As At 31-Mar-2017"
Export Division										
Land	68.62	-	-	68.62	-	-	-	-	68.62	68.62
Office Equipments	3.73	-	-	3.73	38.01	0.56	-	38.57	3.17	3.73
Furniture & Fixtures	5.67	-	-	5.67	76.47	0.46	-	76.93	5.21	5.67
Motor Car	22.96	34.44	-	57.40	176.21	12.61	-	188.82	44.80	22.96
Computers	4.90	0.92	-	5.82	55.80	1.74	-	57.54	4.08	4.90
Total (A)	105.88	35.37	-	141.25	346.49	15.36	-	361.85	125.88	105.88
Wind Power I Division										
Plant & Machinery	55.66	-	-	55.66	409.34	5.15	-	414.49	50.52	55.66
Total (B)	55.66	-	-	55.66	409.34	5.15	-	414.49	50.52	55.66
Wind Power II Division										
Land	15.91	-	-	15.91	-	-	-	-	15.91	15.91
Plant & Machinery	283.03	-	-	283.03	521.61	32.49	-	554.10	250.54	283.03
Total (C)	298.94	-	-	298.94	521.61	32.49	-	554.10	266.45	298.94
Wind Power III Division										
Plant & Machinery	762.46	-	-	762.46	238.93	97.07	-	336.00	665.40	762.46
Total (D)	762.46	-	-	762.46	238.93	97.07	-	336.00	665.40	762.46
Solar Division										
Land	16.40	-	-	16.40	-	-	-	-	16.40	16.40
Plant & Machinery	952.71	-	-	952.71	720.73	114.97	-	835.70	837.74	952.71
Total (E)	969.11	-	-	969.11	720.73	114.97	-	835.70	854.15	969.11
Total As On 31.03.2017	2,192.05	35.37	-	2,227.43	2,237.10	265.03	-	2,502.13	1,962.40	2,192.05
Total As On 31.03.2016	5,765.37	3.56	1,309.46	4,459.48	1,580.38	356.30	3.24	1,933.44	2,526.04	4,185.00

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



2. Non-current investments

(₹ in lakhs)

Particulars	As at 31 March, 2018			As at 31 March, 2017			As at 01 April 2016		
	Face Value	No of Units		Face Value	No of Units		Face Value	No of Units	
Investments:									
A. Trade									
(a) Investment in fully paid up Equity Shares of Subsidiaries									
G. Varadan Limited	100.00	5,000.00	47.60	100.00	5,000.00	47.60	100.00	5,000.00	47.60
Lahoti Spintex & Energy Limited (Formerly Lahoti Spintex Limited)	10.00	50,000.00	5.00	10.00	50,000.00	5.00	10.00	50,000.00	5.00
			<u>52.60</u>			<u>52.60</u>			<u>52.60</u>
B. Other investments									
(a) Investment property									
Flat At Pune	-	-	-	-	-	-	-	-	25.38
Plot Of Land (At Ahmednagar)	-	-	11.00	-	-	11.00	-	-	11.00
Flat At Sewree, Mumbai	-	-	510.91	-	-	510.90	-	-	510.90
Flat At Mumbai	-	-	318.68	-	-	318.68	-	-	318.68
Office At Arun Chambers 314	-	-	8.83	-	-	8.83	-	-	8.83
Office At Coimbtore	-	-	6.03	-	-	6.03	-	-	6.03
Office At Marathon	-	-	1,696.05	-	-	1,696.05	-	-	1,696.05
	-	-	<u>2,551.49</u>	-	-	<u>2,551.49</u>	-	-	<u>2,576.86</u>
(b) Investment in Equity Shares - Fully paid up									
(i) Quoted									
Emami Limited	1.00	3,600.00	0.84	1.00	3,600.00	0.84	1.00	3,600.00	0.84
Jet Airways Limited	10.00	356.00	1.95	10.00	356.00	1.95	10.00	356.00	1.95
TCS Limited	1.00	1,148.00	2.44	1.00	1,148.00	2.44	1.00	1,148.00	2.44
Punjab National Bank	10.00	3,943.00	4.61	10.00	3,943.00	4.61	10.00	3,943.00	4.61
Union Bank Limited	10.00	2,900.00	0.46	10.00	2,900.00	0.46	10.00	2,900.00	0.46
L.G.Balkrishna Limited	10.00	100.00	0.02	10.00	100.00	0.02	10.00	100.00	0.02
Bank of India	10.00	900.00	0.41	10.00	900.00	0.41	10.00	900.00	0.41
Cadila Health Care Limited	5.00	1,500.00	1.24	5.00	1,500.00	1.24	5.00	1,500.00	1.24
FCS Software Limited	1.00	14,820.00	0.37	1.00	14,820.00	0.37	1.00	14,820.00	0.37
GSPL Limited	10.00	2,253.00	0.61	10.00	2,253.00	0.61	10.00	2,253.00	0.61
Reliance Industries Limited	10.00	346.00	1.67	10.00	346.00	1.67	10.00	346.00	1.67
LGB Forge Limited	1.00	1,000.00	0.02	1.00	1,000.00	0.02	1.00	1,000.00	0.02
Zydus Wellness Limited	10.00	320.00	0.01	10.00	320.00	0.01	10.00	320.00	0.01
(i+ii)	-	-	<u>14.64</u>	-	-	<u>14.64</u>	-	-	<u>14.64</u>
(c) Investment in government or trust securities									
(i) Un Quoted									
National Saving Certificates	-	-	0.20	-	-	0.20	-	-	0.20
(ii) Quoted									
NABARD Bhavishya Nirman Bond	-	-	-	20,000.00	500.00	50.31	20,000.00	500.00	50.31
	-	-	<u>0.20</u>	-	-	<u>50.51</u>	-	-	<u>50.51</u>
(d) Investment in Mutual Funds - Fully paid up									
(i) Quoted									
BNP Paribas Medium Term Income Fund	12.74	13.09	150.00	12.74	13.09	150.00	12.74	13.09	150.00
BSL Term Plan	8.27	20.41	150.00	8.27	20.41	150.00	8.27	20.41	150.00
Canara Robeco Term	12.64	13.22	150.00	12.64	13.22	150.00	12.64	13.22	150.00

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Particulars	As at 31 March, 2018			As at 31 March, 2017			As at 01 April 2016		
	Face Value	No of Units		Face Value	No of Units		Face Value	No of Units	
L and T Income Opportunities Fund (G)	13.48	18.67	250.00	-	-	250.00	-	-	-
HDFC Corporate Debt Opportunities Fund	71.63	13.56	815.00	71.63	13.56	815.00	71.63	13.56	565.00
(i) Unquoted									
Religare Fixed Maturity Plan Series XVIII	-	-	-	-	-	-	10.00	50.00	500.00
	-	-	1,515.00	-	-	1,515.00	-	-	1,515.00
Total - Other investments (B)	-	-	4,081.13	-	-	4,131.64	-	-	4,157.02
Total (A+B)	-	-	4,133.73	-	-	4,184.24	-	-	4,209.61

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	April 1, 2016
3. Deferred Tax Assets			
(a) Tax effect of items constituting deferred tax liability			
On difference between book balance and tax balance of fixed assets		-	(69.39)
(b) Tax effect of items constituting deferred tax assets			
Provision for gratuity, leave salary and bonus		-	0.38
(c) Tax Effect of reversal of earlier years DTA /DTI on fixed assets		-	250.42
Total		-	181.41
4. Long-term loans and advances			
(a) Security deposits			
Unsecured, considered good	57.25	57.64	56.85
(b) Loans and advances to employees			
Unsecured, considered good	5.46	3.38	1.79
(c) Loans and advances for Capital Expenditure			
Unsecured, considered good	-	916.75	
(d) Advance income tax (GST Refundable & Net of Provision for Tax)	1,409.12	755.70	467.91
(e) Other advances			
Unsecured, considered good	1,024.97	108.15	108.15
Total	2,496.80	1,841.61	634.70
5. Inventories			
Stock-in-trade (acquired for trading)	1,262.02	518.48	917.59
-Goods-in-transit	-		
(At lower of cost and net realisable value)			
Total	1,262.02	518.48	917.59

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
6. Trade receivables			
Non-Current			
(a) Trade receivables outstanding for a period exceeding Twelve months from the date they were due for payment	16.33	-	-
Current	-	16.33	39.37
(b) Other Trade receivables Unsecured, considered good	6,612.12	7,345.84	6,310.40
Total	6,612.12	7,362.17	6,349.77
7. Cash and cash equivalents			
(a) Cash on hand	5.40	3.72	2.05
Total (a)	5.40	3.72	2.05
(b) Balances with banks			
(i) In current accounts	403.77	553.95	305.18
(ii) In deposit accounts	-	-	0.14
- Balances held as margin money or security against borrowings, and other commitments**	281.79	276.56	256.04
Total (b)	685.56	830.51	561.36
Total (a+b)	690.96	834.23	563.41
8. Short-term loans and advances			
Current			
(a) Prepaid expenses - Unsecured, considered good	25.48	57.57	23.54
(b) Balances with government authorities Unsecured, considered good			
(i) VAT credit receivable	-	-	1.37
(ii) Unsecured, considered good - Current	1,142.41		
(iii) Doubtful	-	23.84	23.84
Less : Provision for Doubtful Debts	-29.72	-29.72	-29.72
	1,112.69	-5.88	-5.88
	1,138.16	51.69	19.02
Non Current			
(c) Advance to Suppliers for goods and services			
(i) Unsecured, considered good - Non Current	55.24	518.48	709.86
(d) Loans and advances to employees Unsecured, considered good	-	-	1.32
Total	1,193.41	570.17	730.20

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
9. Other current assets			
(a) Accruals			
(i) Unbilled Revenue	-	-	40.55
Total (a)	-	-	40.55
(b) Others			
(i) Forward Contract Receivable (Net)	-	-	82.17
(ii) Export Incentive Receivable	169.19	247.11	390.67
(ii) MAT Credit Receivable	3.24	21.60	21.60
Total (b)	172.42	268.71	494.45
Total (a+b)	172.42	268.71	535.00

10. Share capital

(₹ in lakhs)

Particulars	As at 31 March, 2018		As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
(a) Authorised						
Equity shares of ₹ 2 each with voting rights	3,00,00,000	600.00	3,00,00,000	600.00	3,00,00,000	600.00
(b) Issued						
Equity shares of ₹ 2 each with voting rights	2,93,82,500	587.65	2,93,82,500	587.65	2,93,82,500	587.65
(c) Subscribed and fully paid up						
Equity shares of ₹ 2 each with voting rights	2,91,71,500	583.43	2,91,71,500	583.43	2,91,71,500	583.43
(d) Share Forfeiture Account	2,11,000	1.16	2,11,000	1.16	2,11,000	1.16

Notes:-

- (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March, 2018		As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
Equity shares with voting rights						
Opening Balance	2,91,71,500	5,84,58,586	2,91,71,500	5,84,58,586	2,91,71,500	5,84,58,586
Less : Shares Forfeited	-	-	-	-	-	-
Closing Balance	2,91,71,500	5,84,58,586	2,91,71,500	5,84,58,586	2,91,71,500	5,84,58,586

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017		As at 31 March, 2016	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights						
Ujwal R Lahoti	53,45,000	18.32	38,23,000	13.11	38,23,000	13.11
Umesh R Lahoti	44,84,000	15.37	44,84,000	15.37	44,84,000	15.37
Jayashri U Lahoti	23,75,500	8.14	23,75,500	8.14	23,75,500	8.14
Manjushri Umesh Lahoti	19,34,500	6.63	19,34,500	6.63	19,34,500	6.63
Rukmini R Lahoti			15,22,000	5.22	15,22,000	5.22
Kirti Stock Brokers LLP	16,10,000	5.52	16,10,000	5.52	16,10,000	5.52
Billion Way Garment Limited	42,40,800	14.54	42,50,000	14.57	42,50,000	14.57

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
11. Reserves and surplus			
(a) Securities premium account			
Opening balance	914.53	914.53	914.53
Closing balance	(a) 914.53	914.53	914.53
(b) General reserve			
Opening balance	905.13	823.09	800.94
Add: Transferred from surplus in Statement of Profit and Loss		82.04	22.15
Closing balance	(b) 905.13	905.13	823.09
(c) Surplus in Statement of Profit and Loss			
Opening balance	8,684.57	7,114.35	6,955.49
Add: Profit for the year	369.28	1,093.86	295.47
Excess Provision for Income Tax	-	-	4.22
Deferred Tax	(181.42)	579.83	-
Less: Interim Dividend paid during the year		-	(116.69)
Dividend Paid	(140.44)	-	-
Tax on dividend(Including short fall of earlier years)	-	(1.18)	(23.33)
Proposed Dividend		-	-
Prior Period Adjustment	-	-	(0.27)
Transferred to General reserve		(82.04)	(22.15)
MAT credit Recognized	-	-	98.86
Mat credit utilized	-	(18.37)	(77.26)
Closing balance	(c) 8,734.34	8,684.56	7,114.34
Total (a+b+c)	10,553.99	10,504.22	8,851.96

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
12. Long-term borrowings			
(a) Loans and advances from related parties			
Unsecured	1.76	3.72	3.72
(b) Term Loan - Secured	-	622.45	737.46
Total	1.76	626.17	741.18
13. Deferred Tax Liabilities			
Tax effect of items constituting deferred tax liability			
On difference between book balance and tax balance of fixed assets	82.79	-	374.99
Tax effect of items constituting deferred tax assets			
Provision for gratuity, leave salary and bonus	0.19	-	23.42
Deferred Tax Liability	82.97	-	398.41

STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March, 2018

A.	Equity Share Capital	Equity Share Capital
	As at 1st April 2016	5,84,58,586
	Changes in Equity Share Capital	
	As at 31st March 2017	5,84,58,586
	Changes in Equity Share Capital	
	As at 31st March 2018	5,84,58,586

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

B. Other Equity

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign	Other items of Other Comprehensive Income (specify nature)	Money	Total
			Capital Reserve	Securities Premium Reserve	Profit and Loss	Retained Earnings								
Balance as at 1st April 2016	₹ 0	₹ 0	₹ 0	₹ 914.53	₹ 7,114.34	₹ 823.09	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ -	₹ 8,852
Changes in accounting policy or prior period errors														-
Restated balance at the beginning of the reporting period														-
Total Income for the year					1,093.86									1,094
Dividends														-
Transfer to retained earnings					(82.04)	82.04								-
Any other change (to be specified)					558.39									558
Balance as at 31st March 2017				₹ 914.53	₹ 8,684.55	₹ 905.13								₹ 10,504
Balance as at 1st April 2017				₹ 914.53	₹ 8,684.55	₹ 905.13								₹ 10,504
Changes in accounting policy or prior period errors														-
Restated balance at the beginning of the reporting period														-
Total					369.28	-								369
Comprehensive Income for the year					(140.44)									(140)
Dividends														-
Transfer to retained earnings														-
Any other change (to be specified)					2.35									2
Balance as at 31st March 2018				₹ 914.53	₹ 8,734.34	₹ 905.13								₹ 10,554

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2016
14. Other long-term liabilities			
Others:			
Security deposits received	169.17	11.00	6.10
Total	169.17	11.00	6.10
15. Other long-term Provisions			
Provision for employee benefits:			
Provision for gratuity	36.77	33.39	28.95
Total	36.77	33.39	28.95
16. Short-term borrowings			
Working capital Loans			
(i) From Banks - Secured [Note(i)]	5,574.96	4,209.55	4,496.66
(ii) From Others - Unsecured	925.63	1,162.63	628.09
Total	6,500.59	5,372.18	5,124.76
(i) Break-up of secured short-term borrowings from:			
(a) P.C.F.C. :-			
State Bank Of India	0.00	1,185.37	10.63
Shinhan	439.29	-	-
Kotak Bank	-	6.15	248.75
RBL	-	-	947.89
ICICI Bank	-	-	-
DBS	1,480.79	-	1,254.30
HDFC	486.12	39.66	373.20
RBL	505.52	627.14	-
YES bank	20.91	(0.01)	-
(b) Pre Shipment :-			
Packing Credit From SBI	-	(4.24)	250.00
Packing Credit From RBI	-	-	225.00
(c) Post Shipment :-			
Postshipment From CITI Bank	950.33	700.10	1,022.54
Postshipment From SBI	-	-	89.87
Postshipment From HDFC	947.24	551.83	12.54
Postshipment From RBL	744.76	976.44	61.94
Postshipment From YES Bank	-	127.13	-
Total	5,574.96	4,209.55	4,496.66

The loans from CITI Bank, HDFC Bank, YES Bank, DBS Bank & RBL Bank are secured against Hypothecation of Stock and Book Debts of the Company with pari pasu clause.

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	March 31, 2016
17. Trade Payables			
(a) For Goods	45.74	4.05	3.25
(b) For Expenses and Services	268.80	243.46	262.90
Total	314.54	247.52	266.15
18. Other current liabilities			
(a) Current maturities of long-term debt	-	-	220.57
(b) Interest accrued and due on borrowings	-	-	-
(b) Unearned revenue	-	-	-
(b) Other payables			
(i) Statutory remittances	13.09	17.12	12.22
(ii) Advances from customers**	72.87	64.77	9.64
(iii) Other Current Liabilities	-	-	-
(c) Creditor for Capital Expenditure	0.28	151.42	191.53
Total	86.24	233.31	433.97

**Income received in advance consists of Unamortized premium on forward contracts.

19. Short-term provisions

(a) Provision for employee benefits

(i) Provision for Bonus	9.97	9.61	8.85
(ii) Provision for Leave Salary	2.80	2.61	2.33
Total (A)	12.77	12.23	11.18
(b) Provision - Others:			
(i) Provision for tax (Net of Advance Tax)	197.00	328.49	19.08
Total (B)	197.00	328.49	19.08
Total (A+B)	209.77	340.72	30.25

(₹ in lakhs)

Particulars	As at	As at
	March 31, 2018	March 31, 2017
20. Revenue from operations		
(a) Sale of products [Note i]	45,084.18	54,659.64
(b) Other operating revenues [Note ii]	855.02	1,936.35
Total	45,939.20	56,595.98
Note:		
(i) Sale of products comprises		
-Generation of Power	565.62	625.65
-Traded goods	44,518.56	54,033.98
Total	45,084.18	54,659.64

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
(ii) Other operating revenues comprise:		
-Duty drawback	743.69	1,612.94
-Export incentives	111.33	214.06
-Sale of REC	-	109.35
Total	855.02	1,936.35
21. Other income		
(a) Interest income	14.66	27.55
(b) Dividend Income	0.83	1.20
(c) Net gain on sale of:		
(i) Current investments	-	53.23
(ii) Long-term investments	49.69	354.74
(ii) Fixed Assets	-	-
	49.69	407.96
(d) Forward Premium	-	-
(e) Gain on Exchange Rate Difference	243.64	308.90
(f) Gain on Cancellation of Forward Contract	-19.56	4.30
(g) Other non-operating Rental Income	28.24	24.80
(h) Insurance Claim Received	1.72	-
(i) Interest on Income tax		
Total	319.22	774.72
(i) Other non-operating income comprises:		
Rental income from investment in properties	28.24	24.80
Total	28.24	24.80
22. Changes in inventories of finished goods, work-in-progress and stock-in-trade		
(a) Inventories at the end of the year:		
Stock-in-trade	1,262.02	518.48
(b) Inventories at the beginning of the year:		
Stock-in-trade	518.48	917.59
Net (increase) / decrease	(743.54)	399.11
23. Employee benefits expense		
(a) Salaries and wages	201.57	192.65
(b) Contributions to provident and other funds	16.40	15.18
(c) Staff welfare expenses	4.12	4.22
Total	222.10	212.05

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017
24. Finance costs		
(a) Interest expense on Borrowing	240.68	313.11
(b) Other finance costs	231.21	365.38
Total	471.89	678.48
25. Other expenses		
(a) Office & Administrative expenses:		
Auditor's Remuneration [Note(i)]	3.61	3.85
Directors' Remuneration	47.50	46.80
Donation	0.31	0.41
Electricity Expenses	4.59	5.26
Insurance Premium	13.71	14.92
Legal and Professional Charges	38.83	32.63
Office & General Expenses	97.55	91.31
Postage and Telephone Charges	23.30	31.97
Printing and Stationary	5.42	6.46
Rent, Rates and Taxes	71.38	96.11
Repairs & Maintenance	38.30	35.30
Travelling & Conveyance	70.24	69.96
Total (A)	414.72	434.97
(b) Selling and Distribution expenses		
Ocean Freight	669.88	732.18
Local Freight & other Shipment cost	612.91	695.36
Overseas Commission	258.60	246.71
Sales Promotion Expenses	23.49	16.09
Local Commission & Brokerage	83.24	86.22
Total (B)	1,648.12	1,776.57
Note (i)	2,062.84	2,211.54
Payments to the auditors comprises		
As Auditors - Statutory audit	3.26	3.26
For Taxation matters	0.12	0.12
For Tax Audit	0.14	0.14
For Other Matters	0.09	0.33
Total	3.61	3.85

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



26. In the opinion of Directors, Current Assets, Loans and Advances have the value at which these are stated in the Balance Sheet, if realized in the ordinary course of business and the provision for all known liabilities is adequate and not in excess of or less than the amount reasonably necessary.

27. Contingent Liabilities:

a) Contingent Liabilities not provided for in respect of Bills Discounted ₹ 1604.40 lakhs (Previous Year ₹ 2929.74 lakhs).

b) Claims not acknowledged by the Company relating to cases contested by the Company :

(₹ In lakhs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
(i)	Income Tax Matter (Pending before Appellate Authorities in respect of which the Company is in appeal)	2.62	2.62

28. Expenditure in foreign currency:

(₹ In Lakhs)

Particulars	For the year ended March 31, 2017	For the year ended March 31, 2016
Foreign Bank Charges	102.33	116.12
Foreign Traveling Expenses	38.59	41.23
Overseas Commission	258.59	253.30
Liaison Office at Bangladesh	30.12	27.75
TOTAL	429.63	438.40

29. Earning in Foreign Exchange:

FOB value of export: ₹ 44,379.76 Lakhs (Previous Year ₹ 52,884.71 Lakhs).

30. The Management is of the view of that the fixed assets of the Company are capable of generating adequate returns over their useful lives in the course of business. Therefore the assets are not impaired and do not call for providing any loss.

31. Related Party Disclosure: -

i) The Company has identified following parties for the purpose of Related Party Disclosure:

Subsidiary Companies:	Holding (%)
Lahoti Spintex & Energy Limited	100
G. Varadan Limited	100

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



Entities in which KMP / relatives of KMP have significant influence:

PSWare Information Pvt.Ltd.
Bauble Investment Pvt.Ltd.
Kirti Stock Brokers LLP

Key Management Personnel (KMP):

Shri Umesh R. Lahoti - Managing Director
Shri Ujwal R Lahoti - Executive Director
Shri Aadhitya Lahoti - Whole - Time Director
Shri Pradeep Bachhuka - Chief Financial Officer
Ms. Avani Lakhani - Company Secretary

ii) Summary of transactions during the year with related parties:

(₹ in Lakhs)

Nature of Transaction	Entities in which KMP / relatives of KMP have significant influence (PSWare Information Pvt. Ltd. & Bauble Investments Private Limited)		Subsidiary (Lahoti Spintex and Energy Ltd & G. Varadan Ltd.)		Key Management Personnel (KMP)	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Rent Paid	11.04	10.44	5.58	5.28	-	-
Advance against order	-	-	-	-	-	-
Advance Returned on Cancellation Supply	-	-	-	-	-	-
Loan Taken						
Loan Repaid	-	-	-	-	221.00	35
Interest Paid	-	-	-	-	51.37	9.65
Managerial Remuneration	-	-	-	-	69.35	64.25
Outstanding balances						
Loans and Advances						
Receivable (Deposit)	51.00	51.00	-	-	-	-
Payable (Loan)	-	-	1.74	3.71	812.90	381.85

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



iii) List of related party transactions in the year

(₹ in Lakhs)

Sr. No.	Entity	Relation	Transaction type	Current Year Amount	Previous year amount
1	G Varadan Limited	Subsidiary	Rent Paid	5.58	5.28
2	PSWare Information Private Limited	KMP/Relatives of KMP having significant influence	Rent Paid	9.24	8.76
3	Bauble Investment Private Limited	KMP/Relatives of KMP having significant influence	Rent Paid	1.80	1.68
4	Shri Umesh Lahoti	Managing Director	Loan Taken	450	450
5	Shri Ujwal lahoti	Executive Director	Loan Taken	200	200
6	Shri Umesh Lahoti	Managing Director	Loan Repaid	171.00	25.00
7	Shri Ujwal lahoti	Executive Director	Loan Repaid	50.00	10.00
8	Shri Umesh Lahoti	Managing Director	Interest Paid	36.06	6.04
9	Shri Ujwal Lahoti	Executive Director	Interest Paid	15.31	3.61
10	Shri Umesh Lahoti	Managing Director	Managerial remuneration	21.60	21.60
11	Shri Ujwal Lahoti	Executive Director	Managerial remuneration	28.20	28.20
12	Shri Aadhitya Lahoti	Whole - Time Director	Managerial remuneration	4.30	3.60
13	Shri Pradeep Bachhuka	CFO	Remuneration	11.42	10.12
14	Ms. Avani Lakhani	Company Secretary	Remuneration	3.83	0.73

32. Earning Per Share:

(₹ in Lakhs)

Sr. No.	Particulars	As At March 31, 2018	As At March 31, 2017
1.	Net profit available for Equity shareholders (₹ in Lakhs)	369.28	1,168.65
2.	Number equity shares for basic Earning Per Share	2,91,71,500	2,91,71,500
3.	Basic Earning Per Share (in ₹)	1.26	4.00
4.	Face value per share	₹ 2/-	₹ 2/-

33. The company has taken effort to verify the closing balances of the sundry creditors / Debtors subject to pending confirmations.
34. Additional Disclosure pursuant to clause 32 of Listing Agreement, (Excepting for employees) is not applicable as there are no transactions in that nature.
35. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amount and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

36 As per Ind AS 108 on “Segment Reporting”, segment information has been provided under the Notes to Consolidated Financial Statements

Financial instruments – Fair values and risk management

A. Accounting classification and fair values

Carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy, are presented below. It does not include the fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

(₹ in lakhs)

“March 31, 2018 Amount in Rs.”	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Loans	-	-	2,496.80	2,496.80	-	-	-	-
Trade Receivables	-	-	16.33	16.33	-	-	-	-
Short term Loans and Advances	-	-	55.24	55.24	-	-	-	-
Others	-	-	6,096.33	6,096.33	-	-	-	-
Current								
Trade Receivables	-	-	6,612.12	6,612.12	-	-	-	-
Cash and cash equivalents	-	-	690.96	690.96	-	-	-	-
Inventories	-	-	1,262.02	1,262.02	-	-	-	-
Short term Loans and Advances	-	-	1,138.16	1,138.16	-	-	-	-
Others	-	-	172.41	172.41	-	-	-	-
	-	-	18,540.38	18,540.38	-	-	-	-
Financial liabilities								
Non Current								
Trade Payables	-	-	-	-	-	-	-	-
Others	-	-	6,708.27	6,708.27	-	-	-	-
Current								
Trade Payables	-	-	314.54	314.54	-	-	-	-
Others	-	-	296.01	296.01	-	-	-	-
	-	-	7,318.83	7,318.83	-	-	-	-
“March 31, 2017 Amount in Rs.”	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Loans	-	-	1,841.61	1,841.61	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
Short Term Loans and Advances	-	-	-	-	-	-	-	-
Others	-	-	6,557.72	6,557.72	-	-	-	-
Current								
Trade Receivables	-	-	7,362.17	7,362.17	-	-	-	-
Inventories	-	-	518.48	518.48	-	-	-	-
Cash and cash equivalents	-	-	834.23	834.23	-	-	-	-

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



Short Term Loans and Advances	-	-	570.17	570.17	-	-	-	-
Others	-	-	268.71	268.71	-	-	-	-
	-	-	17,953.09	17,953.09	-	-	-	-
Financial liabilities								
Non Current								
Trade Payables	-	-	-	-	-	-	-	-
Others	-	-	6,042.74	6,042.74	-	-	-	-
Current								
Trade Payables	-	-	247.52	247.52	-	-	-	-
Others	-	-	574.03	574.03	-	-	-	-
	-	-	6,864.29	6,864.29	-	-	-	-
	Carrying amount				Fair value			
“April 1, 2016 Amount in Rs.”	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Loans	-	-	634.70	634.70	-	-	-	-
Trade Receivables	-	-	-	-	-	-	-	-
Others	-	-	6,735.65	6,735.65	-	-	-	-
Current								
Trade Receivables	-	-	6,349.77	6,349.77	-	-	-	-
Inventories	-	-	917.59	917.59	-	-	-	-
Cash and cash equivalents	-	-	563.41	563.41	-	-	-	-
Short Term Loans and Advances	-	-	730.20	730.20	-	-	-	-
Others	-	-	535.00	535.00	-	-	-	-
	-	-	16,466.31	16,466.31	-	-	-	-
Financial liabilities								
Non Current								
Security Deposits			-	-				
Trade Payables	-	-	-	-	-	-	-	-
Others	-	-	6,299.39	6,299.39	-	-	-	-
Current								
Trade Payables	-	-	266.15	266.15	-	-	-	-
Borrowings	-	-	-	-	-	-	-	-
Others	-	-	464.22	464.22	-	-	-	-
	-	-	7,029.76	7,029.76	-	-	-	-
Transfers between Levels								
There have been no transfers between Levels during the reporting periods								
B. Financial risk management								
The Company has exposure to the following risks arising from financial instruments:								
▪ Credit risk ;								
▪ Liquidity risk ; and								
▪ Market risk								

LAHOTI OVERSEAS LIMITED

Notes forming part of the Standalone financial statements



- a) Information about business segments (information provided in respect of revenue items for the year ended March 31, 2018 and in respect of assets/liabilities as at March 31, 2018)

Primary Segments - Business Segments:

(₹ in Lakhs)

Particulars	Trading		Power		Un-allocable		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Gross Segment Revenue	45,684.46	56,099.19	573.96	735.01	-	-	46,258.42	56,834.20
Less:- Intersegment Revenue								
Net Segment Revenue	45,684.46	56,099.19	573.96	735.01	-	-	46,258.42	56,834.20
Segment Results :	570.23	866.59	265.27	388.99	-	-	835.50	1,255.58
(Profit / Loss Before Tax , Interest and Investment Income from each segment)								
Less: Interest Expenses					(240.68)	(313.11)	(240.68)	(313.11)
Add: Interest Income					14.66	27.55	14.66	27.55
Add:- Rental Income	-	-	-	-	28.24	24.80	28.24	24.80
Add:- Dividend and Other Income	-	-	-	-	0.83	1.20	0.83	1.20
Add:- Profit/(Loss) on sale of investments	-	-	-	-	49.69	407.96	49.69	407.96
Add:- Profit/(Loss) on sale of Fixed Assets	-	-	-	-	-	-	-	-
Add:- Extra Ordinary Items	-	-	-	-	-	-	-	-
Profit before Interest and Tax	-	-	-	-			652.00	1,403.98
Less:- Interest								
Profit Before Tax	-	-	-	-			652.00	1,403.98
Provision for Tax								
Current Tax net off Mat credit	-	-	-	-			197.00	-
Deferred	-	-	-	-			264.00	-
Profit After Tax	-	-	-	-			191.00	1,403.98
Capital Employed:								
a) Segment Assets								
Fixed Assets	125.88	105.89	1,836.52	2,086.17			1,962.40	2,192.06
Investments								
Other Assets, Loans and Advances (Excluding Tax Assets)	12,336.77	9,521.65	107.49	1,118.01			12,444.26	10,639.66
Unallocable (Investments and Tax Assets)	-	-	-	-			4,133.93	5,121.36
Total Assets	12,462.65	9,627.54	1,944.01	3,204.18			18,540.38	17,953.08
b) Segment Liabilities								
Loan Funds	6,502.33	3,316.16		2,682.17			6,502.33	5,998.33
Liabilities & Provisions (Excluding Tax Liabilities)	593.62	361.39	13.10	176.05			606.73	537.44
Unallocable (Tax Liabilities & Loans)							292.74	328.49
Total Liabilities	7,095.95	3,677.55	13.10	2,858.22			7,401.80	6,864.26
Net Segment Assets	5,366.69	5,949.99	1,930.91	345.96			11,138.58	11,088.82



(₹ in lakhs)

Particulars	Trading		Wind Power		Total	
	As At 31-Mar- 2018	As At 31-Mar- 2017	As At 31-Mar- 2018	As At 31-Mar- 2017	As At 31-Mar- 2018	As At 31-Mar- 2017
Capital Expenditure	35.37	3.28	-	0.40	35.37	3.68
Segment Depreciation	15.36	14.67	249.67	288.98	265.03	303.65
Non - Cash Expenses other than Depreciation	-	-	-	-	-	-

b) Segment Reporting : Segment identification, reportable segments

i) Primary/secondary segment reporting format:

The risk-return profile of the company's business is determined predominantly by the nature of its products and services. Accordingly, business segments constitute the primary segments for disclosure of segment information.

ii) Segment Identification:

Business segment have been on the basis of nature of product/services, the ri-return profile of individual business.

iii) Reportable Segment:

Reportable segment has been identified as per the criteria specified in Ind AS 108 "Segment Reporting Issued by the Institute of Chartered Accountants of India.

Per our report attached of even date

Palan & Co.
Chartered Accountants
Firm Regn.No.:- 133811W

C.K.Palan
(Proprietor)
Membership No.:- 100741

Place: Mumbai
Dated:30th May, 2018

For and on behalf of the Board of Directors

Ujwal R. Lahoti
Executive Chairman
DIN No: 00360785

Pradeep Bachhuka
Chief Financial Officer

Place: Mumbai
Dated: 30th May, 2018

Umesh R. Lahoti
Managing Director
DIN No: 00361216

Avani Lakhani
Company Secretary



CONSOLIDATED FINANCIAL STATEMENT



INDEPENDENT AUDITORS' REPORT

To the Members of Lahoti Overseas Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of Lahoti Overseas Limited ('the Company') and its subsidiaries (collectively referred to as "the Group"), which comprise the balance sheet as at 31 March 2018, the statement of profit and loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information (herein after referred to as "consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated 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 consolidated Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with relevant rules issued thereunder.

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 consolidated Ind AS financial statements that give a true and fair view

and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated 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 consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 consolidated Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated Ind AS financial statements.

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



Opinion

In our opinion and to the best of our information and according to the explanations given to us, and based on consideration of the reports of the other auditors on the Ind AS financial statements / consolidated financial statements of the subsidiaries and associates as noted below, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) in the case of the Consolidated Statement of Profit and Loss, of the profit of the Group for the year ended on that date and
- c) In the case of the Consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Other Matters

We did not audit the financial statements of subsidiary Lahoti Spintex & Energy Limited (Formerly known as Lahoti Spintex Limited) whose financial statements reflect total net assets of ₹ 5 lakhs and G Varadan Limited whose financial statements reflect total net assets of ₹ 31.42 lakhs as at March 31, 2018. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

- c) The balance sheet, the statement of profit and loss, the statement of cash flows and the statement of changes in equity dealt with by this Report are in agreement with the books of account;
- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act read with relevant rule issued thereunder;
- e) On the basis of the written representations received from the directors as on 31 March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure A”; and
- 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 does not have any pending litigations which would impact its financial position
 - ii. The company did not have any long term contracts including derivative contracts for which there would be any material financial losses
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

For PALAN & Co
Firm Regn. No. : 133811W
Chartered Accountants

C. K. PALAN
Proprietor
Membership No: 100741
Place: Mira Road (East)
Date: May 30, 2018



ANNEXURE “A” TO THE INDEPENDENT AUDITORS’ REPORT

(Referred to in paragraph (f) under ‘report on other legal and regulatory Requirements’ Section of our report of even date)

The Annexure referred to in paragraph 2(f) under “Report on other Legal and Regulatory Requirements” section of our Independent Auditors Report to the Members of Lahoti Overseas Limited for the year ended March 31, 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 Lahoti Overseas Limited (“the Company”) and its subsidiaries (collectively referred to as “the Group”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the designing, 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.

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted



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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

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

For PALAN & Co
Firm Regn. No. : 133811W
Chartered Accountants

C. K. PALAN Proprietor

Membership No: 100741
Place: Mira Road (East)
Date: May 30, 2018

LAHOTI OVERSEAS LIMITED

Consolidated Financial Statements
Balance Sheet as on March 31, 2018



(₹ in lakhs)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
(A) ASSETS				
1 Non-current assets				
(a) Fixed assets				
(i) Tangible assets	1	1,962.45	2,192.06	2,526.05
(ii) Intangible assets		42.60	42.60	39.80
(b) Non-current investments	2	4,106.34	4,136.71	4,164.27
(c) Trade receivables	7	16.33	-	-
(d) Short-term loans and advances	9	55.24	-	-
(e) Deferred Tax Assets	3	-	181.42	-
(f) Long-term loans and advances	4	2,499.18	1,842.14	635.19
(g) Other Non-Current Assets		-	0.97	0.89
		8,682.15	8,395.90	7,366.21
2 Current assets				
(a) Current investments	5	5.59	21.50	10.55
(b) Inventories	6	1,262.02	518.48	917.59
(c) Trade receivables	7	6,612.12	7,362.17	6,349.76
(d) Cash and cash equivalents	8	691.31	835.03	564.02
(e) Short-term loans and advances	9	1,138.16	570.17	730.20
(f) Other current assets	10	176.77	269.03	535.00
		9,885.98	9,576.38	9,107.13
Total Assets		18,568.13	17,972.26	16,473.34
(B) EQUITY AND LIABILITIES				
1 Shareholders' funds				
(a) Share capital				
(b) Reserves and surplus	12	10,580.34	10,525.04	8,861.47
		11,164.92	11,109.62	9,446.06
2 Non-current liabilities				
(a) Short-term borrowings	13	6,500.59	5,372.18	5,124.75
(a) Long-term borrowings	14	-	622.45	737.46
(b) Deferred tax liabilities (net)	15	82.97	-	398.41
(c) Other long-term liabilities	16	169.17	11.00	6.10
(d) Long-term provisions	17	36.77	33.39	28.95
		6,789.51	6,039.02	6,295.67
3 Current liabilities				
(b) Trade payables	18	314.65	247.64	266.28
(c) Other current liabilities	19	86.30	233.43	434.03
(d) Short-term provisions	20	212.75	342.55	31.30
		613.70	823.62	731.61
Total Equity and Liabilities		18,568.13	17,972.26	16,473.34

As Per our report attached of even date

Palan & Co.
Chartered Accountants
Firm Regn.No.:- 133811W

C.K.Palan
(Proprietor)
Membership No.:- 100741
Place: Mumbai
Dated:30th May, 2018

For and on behalf of the Board of Directors

Ujwal R. Lahoti
Executive Chairman
DIN No: 00360785

Umesh R. Lahoti
Managing Director
DIN No: 00361216

Pradeep Bachhuka
Chief Financial Officer

Avani Lakhani
Company Secretary

Place: Mumbai
Dated: 30th May, 2018

LAHOTI OVERSEAS LIMITED

Consolidated Financial Statements

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



(₹ in lakhs)

Particulars	Note No.	As at March 31, 2018	As at March 31, 2017
1 Income			
(a) Revenue from operations	21	45,940.52	56,595.98
(b) Other income	22	319.22	785.14
Total revenue		46,259.74	57,381.12
2 Expenses			
(a) Purchases of stock-in-trade		43,330.85	52,087.08
(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	23	(743.54)	399.11
(c) Employee benefits expense	24	222.10	212.05
(d) Finance costs	25	471.89	678.48
(e) Depreciation and amortisation expense	26	265.03	303.65
(f) Other expenses	27	2,057.41	2,211.82
Total expenses		45,603.75	55,892.20
3 Profit Before tax		656.00	1,488.92
4 Tax expense:			
(a) Current tax expense for current year		197.02	330.33
(-) MAT Credit Utilized		-	(18.37)
		197.02	311.97
(b) Deferred tax		82.97	-
		280.00	311.97
5 Profit for the year		376.00	1,176.95
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Measurement of defined employee benefit plan		2.40	0.20
Difference in foreign exchange rates		14.20	(74.99)
		16.59	(74.79)
Tax Expense on the above		5.74	(25.88)
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		392.60	1,102.16
See accompanying notes forming part of the financial statements	1 to 38		

As Per our report attached of even date

Palan & Co.
Chartered Accountants
Firm Regn.No.:- 133811W

C.K.Palan
(Proprietor)
Membership No.:- 100741

Place: Mumbai
Dated: 30th May, 2018

For and on behalf of the Board of Directors

Ujwal R. Lahoti
Executive Chairman
DIN No: 00360785

Pradeep Bachhuka
Chief Financial Officer

Place: Mumbai
Dated: 30th May, 2018

Umesh R. Lahoti
Managing Director
DIN No: 00361216

Avani Lakhani
Company Secretary

LAHOTI OVERSEAS LIMITED

Consolidated Financial Statements

Cash Flow Statement for the year ended March 31,2018



(₹ in lakhs)

Particulars	As At March 31, 2018	As at March 31, 2017
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and prior period items	656.00	1,414.12
Add/Less:		
Interest Paid	226.02	285.56
Interest received		
Depreciation	265.03	303.65
Assets Written off/ FBT written off		-
Income excluded from OCI	2.40	
Profit on sale of Fixed Asset		
Profit on sale of Fixed Asset		-
Profit on Sale / Redemption of Investments	(50.28)	(412.60)
Rent Received	(33.82)	(30.08)
Dividend Received	(1.57)	(1.70)
Rounding Off		
	407.79	144.79
Operating profit before working Capital	1,063.79	1,558.91
(Increase)/Decrease in Inventories	(743.54)	399.11
(Increase)/Decrease in Trade & Other Receivable	733.71	(1,012.40)
(Increase)/Decrease in Long term loans and advances	(492.62)	(897.83)
(Increase)/Decrease in Other current assets	95.32	265.97
(Increase)/Decrease in Long term loans and advances	-	(0.02)
(Increase)/Decrease in Short term loans and advances	(623.24)	160.03
Increase/(Decrease) Trade Payable, Current Liabilities & Provision	(408.02)	(236.48)
Increase/(Decrease) Other Long Term Liabilities & Long term provisions	161.55	9.34
(Increase)/Decrease Non-Current Assets		(0.08)
	(1,276.83)	(1,312.36)
Cash Generated from Operations	(213.04)	246.56
Tax paid	(163.90)	(313.76)
Cash Flow Before Extraordinary Items	(376.94)	(67.20)
Extra ordinary Items / Adjustments (Prior Period Item)	-	-
Cash Flow From Operating Activities After Extraordinary Items	(376.94)	(67.20)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(35.37)	(3.68)
Purchase of Investment	(19.94)	(1,037.45)
Sale of Fixed Asset	-	34.00
Sale of Investment	115.89	1,466.66
Interest Received	14.66	27.55
Dividend Received	0.83	1.20
Rent Received	33.82	30.08
Profit on Sale of Investment	-	-
Net Cash Flow from Investing Activities	109.89	518.37

LAHOTI OVERSEAS LIMITED

Consolidated Financial Statements

Cash Flow Statement for the year ended March 31,2018



Particulars	(₹ in lakhs)	
	As At March 31, 2018	As at March 31, 2017
C CASH FLOW FROM FINANCING ACTIVITIES		
Dividend Paid	(140.44)	-
Dividend Received	0.73	0.50
Interest paid	(240.68)	(313.11)
Increase/(Decrease) In Unsecured Loans	1,128.13	247.43
Increase/(Decrease) In Secured Loans	(624.43)	(115.01)
Net Cash From Financing Activities	123.30	(180.19)
Net Increase in Cash and Cash Equivalents (A+B+C)	(143.72)	270.99
Cash and Cash Equivalents (OPENING BALANCE)	835.03	564.03
Cash and Cash Equivalents (CLOSING BALANCE)	691.31	835.03
	(143.72)	270.99

Notes:

- 1 The above Cash Flow Statement has been prepared under the “Indirect Method” as set out in the Accounting Standard - 3 on Cash Flow Statement.
- 2 Cash and cash equivalent at the end of year represents cash and bank balances.
- 3 Previous year’s figures have been rearranged/regrouped, wherever necessary.

As Per our report attached of ev en date

Palan & Co.
Chartered Accountants
Firm Regn.No.:- 133811W

C.K.Palan
(Proprietor)
Membership No.:- 100741

Place: Mumbai
Dated:30th May, 2018

For and on behalf of the Board of Directors

Ujwal R. Lahoti
Executive Chairman
DIN No: 00360785

Pradeep Bachhuka
Chief Financial Officer

Place: Mumbai
Dated: 30th May, 2018

Umesh R. Lahoti
Managing Director
DIN No: 00361216

Avani Lakhani
Company Secretary

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



SIGNIFICANT ACCOUNTING POLICIES ON CONSOLIDATED ACCOUNTS

A. PRINCIPLES OF CONSOLIDATION

The Consolidated Financial Statements (CFS) is prepared in accordance with IND AS 110 “Consolidated Financial Statements” as specified in the Companies (Accounting Standards) Rules, 2006. The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, incomes and expenses, after fully eliminating intra-group balances and intra-group transactions in accordance with IND AS 110 – “Consolidated Financial Statements”. The CFS comprises the financial statements of Lahoti Overseas Limited (LOL) and its subsidiaries. Reference in these notes to LOL, Company, Parent Company, Companies or Group shall mean to include Lahoti Overseas Limited or any of its subsidiaries, associates unless otherwise stated.

The notes and significant policies to the CFS are intended to serve as a guide for better understanding of the Group’s position. In this respect, the company has disclosed such notes and policies which represent the required disclosure.

B. GOODWILL ON CONSOLIDATION

The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.

Goodwill is deemed to have an indefinite useful life and is reported at acquisition value with deduction for accumulated impairments.

C. OTHER SIGNIFICANT ACCOUNTING POLICIES

These are set out under “Significant Accounting Policies” as given in the Company’s separate financial statements.

Comprehensive income reconciliation

(₹ in Lakhs)

Particulars	Previous year ended
	31/03/2017
	Audited
Net Profit after Tax (IGAAP)	1102.16
Add/Less Ind AS Adjustment	
Assets in Foreign Currency Revaluation	-173.97
Liability in Foreign Currency Revaluation	98.98
Premium on Forward Contract	-
Mark to Market of Forward Contracts	-
Tax impact on of above adjustment	24.79
Net Profit after Tax as per Ind AS	1,144.07
Other Comprehensive income (net of Tax)	-50.20
Total Comprehensive income under Ind AS	1102.16

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



Note 1 : Property , Plant and Equipment

(₹ in Lakhs)

Lahoti Overseas Ltd.	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Office Equipments	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
A. Gross Block										
Deemed cost as at 1 April,2016	68.62	41.32	80.74	199.18	59.24	449.10	-	-	-	449.10
Additions/Adjustements			1.40		1.46	3.28				3.28
Disposals						-				-
Balance as at 31 March, 2017	68.62	41.32	82.14	199.18	60.70	452.38	-	-	-	452.38
Additions/Adjustements				34.44	0.92	35.37				35.37
Disposals						-				-
Balance as at 31 March,2018	68.62	41.32	82.14	233.25	61.62	486.95	-	-	-	486.95
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	37.15	75.94	165.71	53.02	331.82	-	-	-	331.82
Depreciation for the year		0.86	0.52	10.51	2.78	14.67				14.67
Disposals						-				-
Balance as at 31 March, 2017	-	38.01	76.46	176.22	55.80	346.49	-	-	-	346.49
Depreciation for the year	-	0.56	0.46	12.61	1.74	15.36				15.36
Disposals						-				-
Balance as at 31 March, 2018	-	38.57	76.92	188.83	57.54	361.86	-	-	-	361.86
C. Net Block										
As at 1 April, 2016	68.62	4.17	4.80	33.47	6.22	117.28	-	-	-	117.28
As at 31 March, 2017	68.62	3.31	5.68	22.96	4.90	105.88	-	-	-	105.88
As at 31 March, 2018	68.62	2.75	5.22	44.42	4.08	125.10	-	-	-	125.10

Wind Power Division I	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Plant & Machinery	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
A. Gross Block										
Deemed cost as at 1 April,2016		465.00				465.00	-	-	-	465.00
Additions/Adjustements						-				-
Disposals						-				-
Balance as at 31 March, 2017	-	465.00	-	-	-	465.00	-	-	-	465.00
Additions/Adjustements						-				-
Disposals						-				-
Balance as at 31 March,2018	-	465.00	-	-	-	465.00	-	-	-	465.00
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	403.67				403.67	-	-	-	403.67
Depreciation for the year		5.67				5.67				5.67
Disposals						-				-
Balance as at 31 March, 2017	-	409.34	-	-	-	409.34	-	-	-	409.34
Depreciation for the year	-	5.15				5.15				5.15
Disposals						-				-
Balance as at 31 March, 2018	-	414.49	-	-	-	414.49	-	-	-	414.49
C. Net Block										
As at 1 April, 2016	-	61.33	-	-	-	61.33	-	-	-	61.33
As at 31 March, 2017	-	55.66	-	-	-	55.66	-	-	-	55.66
As at 31 March, 2018	-	50.51	-	-	-	50.51	-	-	-	50.51

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Wind Power Division II	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Plant & Machinery	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
A. Gross Block										
Deemed cost as at 1 April, 2016	15.91	804.63				820.54	-	-	-	820.54
Additions/Adjustments						-			-	-
Disposals						-			-	-
Balance as at 31 March, 2017	15.91	804.63	-	-	-	820.54	-	-	-	820.54
Additions/Adjustments						-			-	-
Disposals						-			-	-
Balance as at 31 March, 2018	15.91	804.63	-	-	-	820.54	-	-	-	820.54
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	484.91				484.91	-	-	-	484.91
Depreciation for the year		36.70				36.70			-	36.70
Disposals										
Balance as at 31 March, 2017	-	521.61	-	-	-	521.61	-	-	-	521.61
Depreciation for the year	-	32.49				32.49			-	32.49
Disposals									-	
Balance as at 31 March, 2018	-	554.10	-	-	-	554.10	-	-	-	554.10
C. Net Block										
As at 1 April, 2016	15.91	319.72	-	-	-	335.63	-	-	-	335.63
As at 31 March, 2017	15.91	283.02	-	-	-	298.93	-	-	-	298.93
As at 31 March, 2018	15.91	250.53	-	-	-	266.44	-	-	-	266.44

Wind Power Division III	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Plant & Machinery	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
A. Gross Block										
Deemed cost as at 1 April, 2016	-	1,001.00				1,001.00	-	-	-	1,001.00
Additions/Adjustments						-			-	-
Disposals						-			-	-
Balance as at 31 March, 2017	-	1,001.00	-	-	-	1,001.00	-	-	-	1,001.00
Additions/Adjustments						-			-	-
Disposals						-			-	-
Balance as at 31 March, 2018	-	1,001.00	-	-	-	1,001.00	-	-	-	1,001.00
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	127.74				127.74	-	-	-	127.74
Depreciation for the year		111.20				111.20			-	111.20
Disposals										
Balance as at 31 March, 2017	-	238.94	-	-	-	238.94	-	-	-	238.94
Depreciation for the year	-	97.07				97.07			-	97.07
Disposals									-	
Balance as at 31 March, 2018	-	336.01	-	-	-	336.01	-	-	-	336.01
C. Net Block										
As at 1 April, 2016	-	873.26	-	-	-	873.26	-	-	-	873.26
As at 31 March, 2017	-	762.06	-	-	-	762.06	-	-	-	762.06
As at 31 March, 2018	-	664.99	-	-	-	664.99	-	-	-	664.99

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



Solar Division	i) Tangible Assets					Total (i)	ii) Intangible Assets		Total (ii)	Total (i+ii)
	Land	Plant & Machinery	Furniture and Fixtures	Motor Car	Computer Systems		Brand Logo	Software		
A. Gross Block										
Deemed cost as at 1 April, 2016	16.40	1,707.44				1,723.84	-	-	-	1,723.84
Additions/Adjustments						-				-
Disposals		34.00				34.00				34.00
Balance as at 31 March, 2017	16.40	1,673.44	-	-	-	1,689.84	-	-	-	1,689.84
Additions/Adjustments						-				-
Disposals						-				-
Balance as at 31 March, 2018	16.40	1,673.44	-	-	-	1,689.84	-	-	-	1,689.84
B. Accumulated Depreciation										
Balance as at 1st April, 2016	-	585.32				585.32	-	-	-	585.32
Depreciation for the year		135.41				135.41				135.41
Disposals										
Balance as at 31 March, 2017	-	720.73	-	-	-	720.73	-	-	-	720.73
Depreciation for the year	-	114.97				114.97				114.97
Disposals										
Balance as at 31 March, 2018	-	835.70	-	-	-	835.70	-	-	-	835.70
C. Net Block										
As at 1 April, 2016	16.40	1,122.12	-	-	-	1,138.52	-	-	-	1,138.52
As at 31 March, 2017	16.40	952.71	-	-	-	969.11	-	-	-	969.11
As at 31 March, 2018	16.40	837.74	-	-	-	854.14	-	-	-	854.14

2. Non-current investments

(₹ in lakhs)

Particulars	As at 31 March, 2018			As at 31 March, 2017			As at 01 April 2016		
	Face Value	No of Units	₹	Face Value	No of Units	₹	Face Value	No of Units	₹
: Investments									
Other investments									
(a) Investment property									
Flat At Pune	-	-	-	-	-	-	-	-	25.38
Plot Of Land (At Ahmednagar)	-	-	11.00	-	-	11.00	-	-	11.00
Flat At Sewree, Mumbai	-	-	510.91	-	-	510.91	-	-	510.90
Flat At Mumbai	-	-	318.68	-	-	318.68	-	-	318.68
Office At Arun Chambers 314	-	-	8.83	-	-	8.83	-	-	8.83
Office No.306 of Arun Chambers			-			0.06			
Office At Coimbtore	-	-	6.03	-	-	6.03	-	-	6.09
Office At Marathon	-	-	1,696.05	-	-	1,696.05	-	-	1,696.05
	-	-	<u>2,551.49</u>	-	-	<u>2,551.55</u>			<u>2,576.92</u>
(b) Investment in Equity									
Shares - Fully paid up									
(i) Quoted									
Emami Limited	1.00	3,600.00	0.84	1.00	3,600.00	0.84	1.00	3,600.00	0.84
Jet Airways Limited	10.00	356.00	1.95	10.00	356.00	1.95	10.00	356.00	1.95
TCS Limited	1.00	1,148.00	2.44	1.00	1,148.00	2.44	1.00	1,148.00	2.44
Punjab National Bank	10.00	3,943.00	4.61	10.00	3,943.00	4.61	10.00	3,943.00	4.61
Union Bank Limited	10.00	2,900.00	0.46	10.00	2,900.00	0.46	10.00	2,900.00	0.46

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	As at 31 March, 2018			As at 31 March, 2017			As at 01 April 2016		
	Face Value	No of Units	₹	Face Value	No of Units	₹	Face Value	No of Units	₹
L.G.Balkrishna Limited	10.00	100.00	0.02	10.00	100.00	0.02	10.00	100.00	0.02
Bank of India	10.00	900.00	0.41	10.00	900.00	0.41	10.00	900.00	0.41
Cadila Health Care Limited	5.00	1,500.00	1.24	5.00	1,500.00	1.24	5.00	1,500.00	1.24
FCS Software Limited	1.00	14,820.00	0.37	1.00	14,820.00	0.37	1.00	14,820.00	0.37
GSPL Limited	10.00	2,253.00	0.61	10.00	2,253.00	0.61	10.00	2,253.00	0.61
Reliance Industries Limited	10.00	346.00	1.67	10.00	346.00	1.67	10.00	346.00	1.67
LGB Forge Limited	1.00	1,000.00	0.02	1.00	1,000.00	0.02	1.00	1,000.00	0.02
Zyodus Wellness Limited	10.00	320.00	0.01	10.00	320.00	0.01	10.00	320.00	0.01
(i)	-	-	14.64	-	-	14.64	-	-	14.64
(i) Quoted	-	-	0.01	-	-	0.01	-	-	0.01
Arun Commercial Premices Co. Op. Society Ltd (ii)	-	-	14.65	-	-	14.65	-	-	14.64
(i+ii)	-	-	14.65	-	-	14.65	-	-	14.64
(c) Investment in government or trust securities									
(i) Un Quoted									
National Saving Certificates	-	-	0.20	-	-	0.20	-	-	0.20
(ii) Quoted			-			-			-
NABARD Bhavishya Nirman Bond	-	-	-	20,000.00	500.00	50.31	20,000.00	500.00	50.31
	-	-	0.20	-	-	50.51	-	-	50.51
(d) Investment in Mutual Funds - Fully paid up									
(i) Quoted									
BNP Paribas Medium Term Income Fund	12.74	13.09	150.00			150.00	12.74	13.09	150.00
BSL Term Plan	8.27	20.41	150.00			150.00	8.27	20.41	150.00
ICICI Prudential Balance Advantage Fund			5.00			5.00			
Canara Robeco Term L and T Income	12.64	13.22	150.00			150.00	12.64	13.22	150.00
Opportunities Fund (G)	13.48	18.67	250.00			250.00	71.63	13.56	7.20
HDFC Corporate Debt Opportunities Fund	71.63	13.56	815.00						
HDFC Equity Savings Fund-Growth			20.00						
ICICI Prudential Balance Advantage Fund			-						
Reliance Money Manager Fund - Growth Option			-						
Reliance Arbitrage Advantage Fund-Growth			-						
(i) Unquoted			-						
Religare Fixed Maturity Plan Series XVIII			-				10.00	50.00	500.00
HDFC Corporate Debt Opportunities Fund			-	10	7162969.71	815	10.00	53.10	565.00
	-	-	1,540.00	-	-	1,520.00	-	-	1,522.20

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



Particulars	As at 31 March, 2018			As at 31 March, 2017			As at 01 April 2016		
	Face Value	No of Units	₹	Face Value	No of Units	₹	Face Value	No of Units	₹
Total - Other investments	-	-	4,106.33	-	-	4,136.71	-	-	4,164.27
Total	-	-	4,106.33	-	-	4,136.71	-	-	4,164.27
Aggregate book value of quoted investments			455.00			769.95			522.15
Aggregate market value of listed and quoted investments			450.00			544.31			584.67
Aggregate book value of unquoted investments			3,419.29			3,366.76			3,694.66

(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
3. Deferred Tax Assets			
(a) Tax effect of items constituting deferred tax liability			
On difference between book balance and tax balance of fixed assets		-	(69.39)
(b) Tax effect of items constituting deferred tax assets			
Provision for gratuity, leave salary and bonus		-	0.38
(c) Tax Effect of reversal of earlier years DTA / DTL on fixed assets		-	250.42
Total		-	181.42
4. Long-term loans and advances			
(a) Security deposits			
Unsecured, considered good	57.25	57.64	56.85
(b) Loans and advances to employees			
Unsecured, considered good	5.46	3.38	1.79
(c) Loans and advances for Capital Expenditure			
Unsecured, considered good	-	916.75	-
(d) Advance income tax (GST Refundable & Net of Provision for Tax)	1,411.51	756.23	467.91
(e) Other advances			
Unsecured, considered good	-	108.15	108.64
Total	1,024.97	1,842.14	635.19
6. Inventories			
Stock-in-trade (acquired for trading)			
-Goods-in-transit	1,262.02	518.48	917.59
(At lower of cost and net realisable value)			
Total	1,262.02	518.48	917.59
5. Current Investments			
(a) Investment in Mutual Funds-Quoted - Fully Paid up			
- Reliance Money Manager Fund - Growth Option	5.59	21.50	10.55
Total	5.59	21.50	10.55

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
7. Trade receivables			
Non-Current			
(a) Trade receivables outstanding for a period exceeding Twelve months from the date they were due for payment			
Unsecured, considered good	16.33	16.33	39.37
Current			
(b) Other Trade receivables			
Unsecured, considered good	6,612.12	7,345.84	6,310.40
Total	6,628.46	7,362.17	6,349.77
8. Cash and cash equivalents			
(a) Cash on hand	5.45	3.77	2.05
Total (A)	5.45	3.77	2.05
(b) Balances with banks			
(i) In current accounts	404.15	554.70	305.80
(ii) In deposit accounts		-	0.14
- Balances held as margin money or security against borrowings, and other commitments**	281.79	276.56	256.04
Total (B)	685.94	831.26	561.98
Total (A+B)	691.39	835.03	564.02
**Includes Deposits of Rs. 256.04 lakhs (Previous Year ₹ 16.57 lakhs) with a maturity of more than 12 months.			
9. Short-term loans and advances			
(a) Prepaid expenses - Unsecured, considered good	25.48	57.57	23.54
(b) Balances with government authorities			
Unsecured, considered good			
(i) VAT credit receivable	-	-	1.37
(ii) Unsecured, considered good - Current	1,142.41		
(iii) Doubtful	-	23.84	23.84
Less : Provision for Doubtful Debts	(29.72)	(29.72)	(29.72)
	1,138.17	(5.88)	(5.88)
Short Term Loans & Advances - Current			
(c) Advance to Suppliers for goods and services			
(i) Unsecured, considered good - Non Current	55.24	518.48	709.86
	55.24	564.29	723.00
(d) Loans and advances to employees			
Unsecured, considered good		-	1.32
Total	1,193.41	570.17	730.20

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
10. Other current assets			
(a) Accruals			
(i) Unbilled Revenue	1.22	-	40.55
(ii) Other Non-Current Assets	3.15	-	-
Total (A)	4.37	-	40.55
(b) Others			
(i) Forward Contract Receivable (Net)		-	82.17
(ii) Export Incentive Receivable	169.19	247.11	390.67
(ii) Prepaid Expenses	4.37	0.08	
(iii) MAT Credit Receivable	3.24	21.84	21.60
Total (B)	176.79	269.03	494.45
Total (A+B)	181.16	269.03	535.00

11. Share capital

(₹ in lakhs)

Particulars	As at 31 March, 2018		As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
(a) Authorised						
Equity shares of ₹ 2 each with voting rights	3,00,00,000	600.00	3,00,00,000	600.00	3,00,00,000	600.00
(b) Issued						
Equity shares of ₹ 2 each with voting rights	2,93,82,500	587.65	2,93,82,500	587.65	2,93,82,500	587.65
(c) Subscribed and fully paid up						
Equity shares of ₹ 2 each with voting rights	2,91,71,500	593.43	2,91,71,500	583.43	2,91,71,500	583.43
(d) Share Forfeiture Account	2,11,000	1.16	2,11,000	1.16	2,11,000	1.16

Notes:-

- (i) Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

Particulars	As at 31 March, 2018		As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	₹	Number of shares	₹	Number of shares	₹
Equity shares with voting rights						
Opening Balance	2,91,71,500	5,84,58,586	2,91,71,500	5,84,58,586	2,91,71,500	5,84,58,586
Less : Shares Forfeited			-	-	-	-
Closing Balance	2,91,71,500	5,84,58,586	2,91,71,500	5,84,58,586	2,91,71,500	5,84,58,586

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017		As at 31 March, 2016	
	Number of shares	% holding in that class of shares	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights						
Ujwal R Lahoti	53,45,000	18.32	38,23,000	13.11	38,23,000	13.11
Umesh R Lahoti	44,84,000	15.37	44,84,000	15.37	44,84,000	15.37
Jayashri U Lahoti	23,75,500	8.14	23,75,500	8.14	23,75,500	8.14
Manjushri Umesh Lahoti	19,34,500	6.63	19,34,500	6.63	19,34,500	6.63
Rukmini R Lahoti			15,22,000	5.22	15,22,000	5.22
Kirti Stock Brokers LLP	16,10,000	5.52	16,10,000	5.52	16,10,000	5.52
Billion Way Garment Limited	42,40,800	14.54	42,50,000	14.57	42,50,000	14.57

STATEMENT OF CHANGES IN EQUITY

For the year ended 31st March, 2018

A.	Equity Share Capital	Equity Share Capital
		₹
	As at 1st April 2016	5,84,58,586
	Changes in Equity Share Capital	
	As at 31st March 2017	5,84,58,586
	Changes in Equity Share Capital	
	As at 31st March 2018	5,84,58,586

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

B. Other Equity

	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other	Equity Instruments through Other Comprehensive Income	Revaluation Surplus	Exchange differences on translating the financial statements of a foreign operation	Other items of Other	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Profit and Loss	Retained Earnings							
Balance as at 1st April 2016	₹ 0	₹ 0	₹ 0	₹ 914.53	₹ 7126.68	₹ 823	₹ -	₹ -	₹ -	₹ -	₹ -	₹ 8,864	
Changes in accounting policy or prior period errors													
Restated balance at the beginning of the reporting period													
Total Income for the year					1102.16							1,102	
Dividends													
Transfer to retained earnings					-82.04								
Any other change (to be specified)					558.59							559	
Balance as at 31st March 2017				914.53	8705.39	905						10,525	
Balance as at 1st April 2017				914.53	8705.39	905						10,525	
Changes in accounting policy or prior period errors													
Restated balance at the beginning of the reporting period													
Total Comprehensive Income for the year												376	
Dividends												(140)	
Transfer to retained earnings													
Any other change (to be specified)													
Balance as at 31st March 2018				914.52527	8940.95	905						10,761	

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
12. Reserves and surplus			
(a) Securities premium account			
Opening balance	914.53	914.53	914.53
Closing balance	(a) 914.53	914.53	914.53
(b) General reserve			
Opening balance	905.13	823.09	800.94
Add: Transferred from surplus in Statement of Profit and Loss	-	82.04	22.15
Closing balance	(b) 905.13	905.13	823.09
(c) Surplus in Statement of Profit and Loss			
Opening balance	8,705.39	7,126.68	6,961.17
Add: Profit for the year	376.00	1,102.16	299.30
Earlier Year Depreciation written back	-	-	-
Excess Provision for Income Tax	-	-	4.22
Deferred Tax	(181.42)	579.83	-
Less: Interim Dividend paid during the year	-	-	(116.69)
Dividend Paid	(140.44)	-	-
Tax on dividend(Including short fall of earlier years)	-	(1.18)	(23.33)
Proposed Dividend	-	-	-
Prior Period Adjustment	-	-	(0.27)
Transferred to General reserve	-	(82.04)	(22.15)
Fixed Assets written off	-	-	-
MAT credit Recognized	-	0.24	98.86
Mat credit utilized	-	(18.37)	(77.26)
Closing balance	(c) 8,760.68	8,705.39	7,123.85
Total (a+b+c)	10,580.34	10,525.04	8,861.47
13. Short-term borrowings			
Working capital Loans			
(i) From Banks - Secured [Note(i)]	5,574.96	4,209.55	4,496.66
(ii) From Others - Unsecured	925.63	1,162.63	628.09
Total	6,500.59	5,372.18	5,124.76
Break-up of secured short-term borrowings from:			
(a) P.C.F.C. :-			
State Bank Of India	-	1,185.37	10.63
Shinhan	439.29	-	-
Kotak Bank	-	6.15	248.75

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
RBL	-	-	947.89
ICICI Bank	-	-	-
DBS	1,480.79	-	1,254.30
HDFC	486.12	39.66	373.20
RBL	505.52	627.14	-
YES bank	20.91	(0.01)	-
	-	-	-
(b) Pre Shipment :-	-	-	-
Packing Credit From SBI	-	(4.24)	250.00
Packing Credit From RBI	-	-	225.00
	-	-	-
(c) Post Shipment :-	-	-	-
Postshipment From CITI Bank	950.33	700.10	1,022.54
Postshipment From SBI	-	-	89.87
Postshipment From HDFC	947.24	551.83	12.54
Postshipment From RBL	744.76	976.44	61.94
Postshipment From YES Bank	-	127.13	-
Total	5,574.96	4,209.57	4,496.66
14. Long-term borrowings			
(a) Loans and advances from related parties			
Unsecured	0.02	-	-
(b) Term Loan - Secured	-	622.45	737.46
Total	0.02	622.45	737.46
15. Deferred Tax Liabilities			
Tax effect of items constituting deferred tax liability			
On difference between book balance and tax balance of fixed assets	82.19	-	374.99
Tax effect of items constituting deferred tax assets			
Provision for gratuity, leave salary and bonus	0.19	-	23.42
Deferred Tax Liability	82.97	-	398.41
16. Other long-term liabilities			
Others:			
Security deposits received	169.17	11.00	6.10
Total	169.17	11.00	6.10

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particular	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
17. Other long-term Provisions			
Provision for employee benefits:			
Provision for gratuity	36.77	33.39	28.95
Total	36.77	33.39	28.95

The loans from YES Bank, CITI Bank, HDFC Bank, DBS Bank & RBL Bank are secured against Hypothecation of Stock and Book Debts of the Company with pari pasu clause.

18. Trade Payables

(a) For Goods	45.74	4.05	3.25
(b) For Expenses and Services	268.91	243.59	263.03
Total	314.65	247.64	266.28

19. Other current liabilities

(a) Current maturities of long-term debt	-	-	220.57
(b) Interest accrued and due on borrowings	-	-	-
(b) Unearned revenue	-	-	-
(b) Other payables			
(i) Statutory remittances	13.09	17.12	12.22
(ii) Advances from customers**	72.87	64.77	9.64
(iii) Other Current Liabilities	0.06	0.11	0.06
(c) Creditor for Capital Expenditure	0.28	151.42	191.53
Total	86.30	233.43	434.03

**Income received in advance consists of Unamortized premium on forward contracts.

20. Short-term provisions

(a) Provision for employee benefits			
(i) Provision for Bonus	9.97	9.61	8.85
(ii) Provision for Leave Salary	2.80	2.61	2.33
Total (A)	12.77	12.23	11.18
(b) Provision - Others:			
(i) Provision for tax (Net of Advance Tax)	1.84	330.33	20.13
(ii) Provision for Tax 18-19	198.15		
Total (B)	199.98	330.33	20.13
Total (A+B)	212.75	342.55	31.30

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
21. Revenue from operations		
(a) Sale of products [Note i]	45,084.18	54,659.64
(b) Other operating revenues [Note ii]	855.02	1,936.35
Total	45,939.20	56,595.98
Note:		
(i) Sale of products comprises		
-Generation of Power	565.62	625.65
-Traded goods	44,518.56	54,033.98
Total	45,084.18	54,659.64
(ii) Other operating revenues comprise:		
-Duty drawback	743.69	1,612.94
-Export incentives	111.33	214.06
-Sale of REC	-	109.35
Total	855.02	1,936.35
22. Other income		
(a) Interest income	14.66	27.55
(b) Dividend Income	1.57	1.70
(c) Net gain on sale of:	-	
(i) Current investments	0.59	55.05
(ii) Long-term investments	49.69	357.55
(ii) Fixed Assets	-	-
(d) Forward Premium	-	-
(e) Gain on Exchange Rate Difference	243.64	233.91
(f) Gain on Cancellation of Forward Contract	-19.56	4.30
(g) Other non-operating Rental Income	33.82	30.08
(h) Insurance Claim Received	1.72	-
(i) Interest on Income tax	-	-
Total	326.12	710.15
23. Changes in inventories of finished goods, work-in-progress and stock-in-trade		
(a) Inventories at the end of the year:		
Stock-in-trade	1,262.02	518.48
(b) Inventories at the beginning of the year:		
Stock-in-trade	518.48	917.59
Net (increase) / decrease	(743.54)	399.11

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	For the Year Ended March 31, 2018	For the Year Ended March 31, 2017
24. Employee benefits expense		
(a) Salaries and wages	201.57	192.65
(b) Contributions to provident and other funds	16.40	14.98
(c) Staff welfare expenses	4.12	4.22
Total	222.10	211.85
25. Finance costs		
(a) Interest expense on Borrowing	240.68	313.11
(ii) Others		
- Interest on delayed payment of TDS and other overdue Interest		
(b) Other finance costs	231.21	365.38
Total	471.89	678.48
27. Other expenses		
(a) Office & Administrative expenses:		
Auditor's Remuneration [Note(i)]	3.67	3.92
Directors' Remuneration	47.50	46.80
Donation	0.31	0.41
Electricity Expenses	4.59	5.26
Insurance Premium	13.71	14.92
Legal and Professional Charges	38.88	32.70
Motor Car Expenses	-	-
Other Accidental Loss	-	-
Office & General Expenses	97.44	91.36
Operational Expenses (Wind Power)	-	-
Postage and Telephone Charges	23.30	31.97
Printing and Stationary	5.42	6.46
Other Expenses	0.04	-
Rent, Rates and Taxes	65.80	96.20
Repairs & Maintenance	38.30	35.30
Travelling & Conveyance	70.24	69.96
Total (A)	409.19	435.25
(b) Selling and Distribution expenses		
Ocean Freight	669.88	732.18
Local Freight & other Shipment cost	612.91	695.36
Overseas Commission	258.60	246.71

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	For the Year	For the Year
	Ended March 31, 2018	Ended March 31, 2017
Sales Promotion Expenses	23.49	16.09
Local Commission & Brokerage	83.24	86.22
Foreign Exchange OCI	-	-
Total (B)	1,648.12	1,776.57
Total (A+B)	2,057.18	2,211.82

Note (i)

Payments to the auditors comprises

As Auditors - Statutory audit	3.26	3.26
For Taxation matters	0.12	0.12
For Tax Audit	0.14	0.14
Certification		0.07
For Other Matters	0.15	0.33
Total	3.67	3.92

28. The list of subsidiaries included in the consolidated financial statements are as under:-

Sr. No.	Name of Company	Country of Incorporation	Relationship	As at March 31, 2016	
				Proportion of ownership interest (%)	Proportion of voting power held (%)
1	G Varadan Limited	India	Subsidiary	100	100
2	Lahoti Spintex & Energy Limited (Formerly known as Lahoti Spintex Limited)	India	Subsidiary	100	100

29. In the opinion of Directors, Current Assets, Loans and Advances have the value at which these are stated in the Balance Sheet, if realized in the ordinary course of business and the provision for all known liabilities is adequate and not in excess of or less than the amount reasonably necessary.

30. Expenditure in foreign currency:

(₹ in Lakhs)

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
Foreign Bank Charges	102.33	116.12
Foreign Traveling Expenses	38.59	41.23
Overseas Commission	258.59	253.30
Liaison Office at Bangladesh	30.12	27.75
TOTAL	429.63	438.40

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



31. Earning in Foreign Exchange:

FOB value of export: ₹ 44,379.76 Lakhs (Previous Year ₹ 52,884.71 Lakhs)

32. Contingent Liabilities:

i) Contingent Liabilities not provided for in respect of Bills Discounted ₹ 2929.74 lakhs (Previous Year ₹ 3507.89 lakhs).

ii) Claims not acknowledged by the Company relating to cases contested by the Company :

(₹ In lakhs)

Sr. No.	Particulars	As at March 31, 2018	As at March 31, 2017
(i)	Income Tax Matter (Pending before Appellate Authorities in respect of which the Company is in appeal for AY 17-18)	2.62	2.62

33. The information as required under Micro, Small and Medium Enterprises Development Act, 2006 was called from relevant parties. In view of no response, no such information is furnished.

34. The Management is of the view of that the fixed assets of the Company are capable of generating adequate returns over their useful lives in the course of business. Therefore the assets are not impaired and do not call for providing any loss.

35. Related Party Disclosure:

i) The Company has identified following parties for the purpose of Related Party Disclosure:

Subsidiary Companies:	Holding (%)
Lahoti Spintex & Energy Limited	100
G. Varadan Limited	100

Entities in which KMP / relatives of KMP have significant influence:

PSWare Information Pvt.Ltd.
Bauble Investment Pvt.Ltd.
Kirti Stock Brokers LLP

Key Management Personnel (KMP):

Shri Umesh R. Lahoti	- Managing Director
Shri Ujwal R Lahoti	- Executive Director
Shri Aadhitya Lahoti	- Whole Time Director
Shri Pradeep Bachhuka	- Chief Financial Officer
Avani Lakhani	- Company Secretary

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



ii) Summary of transactions during the year with related parties:

(₹ in Lakhs)

Nature of Transaction	Entities in which KMP / relatives of KMP have significant influence (PSWare Information Pvt. Ltd. & Bauble Investments Private Limited)		Subsidiary (Lahoti Spintex and Energy Ltd & G. Varadan Ltd.)		Key Management Personnel (KMP)	
	Current Year	Previous Year	Current Year	Previous Year	Current Year	Previous Year
Rent Paid	11.04	10.44	5.58	5.28	-	-
Advance against order	-	-	-	-	-	-
Advance Returned on Cancellation Supply	-	-	-	-	-	-
Loan Taken						
Loan Repaid	-	-	-	-	221.00	35
Interest Paid	-	-	-	-	51.37	9.65
Managerial Remuneration	-	-	-	-	69.35	64.25
Outstanding balances						
Loans and Advances						
Receivable (Deposit)	51.00	51.00	-	-	-	-
Payable (Loan)	-	-	1.74	3.71	812.90	381.85

iii) List of related party transactions in the year

(₹ in Lakhs)

Sr. No.	Entity	Relation	Transaction type	Current Year Amount	Previous year amount
1	G Varadan Limited	Subsidiary	Rent Paid	5.58	5.28
2	PS Ware Information Private Limited	KMP/Relatives of KMP having significant influence	Rent Paid	9.24	8.76
3	Bauble Investment Private Limited	KMP/Relatives of KMP having significant influence	Rent Paid	1.80	1.68
4	Shri Umesh Lahoti	Managing Director	Loan Taken	450	450
5	Shri Ujwal lahoti	Executive Director	Loan Taken	200	200
6	Shri Umesh Lahoti	Managing Director	Loan Repaid	171.00	25.00
7	Shri Ujwal lahoti	Executive Director	Loan Repaid	50.00	10.00
8	Shri Umesh Lahoti	Managing Director	Interest Paid	36.06	6.04
9	Shri Ujwal Lahoti	Executive Director	Interest Paid	15.31	3.61
10	Shri Umesh Lahoti	Managing Director	Managerial remuneration	21.60	21.60



Sr. No.	Entity	Relation	Transaction type	Current Year Amount	Previous year amount
11	Shri Ujwal Lahoti	Executive Director	Managerial remuneration	28.20	28.20
12	Shri Aadhitiya Lahoti	Whole Time Director	Managerial remuneration	4.30	3.60
13	Shri Pradeep Bachhuka	CFO	Remuneration	11.42	10.12
14	Avani Lakhani	Company Secretary	Remuneration	3.83	0.73

B. Additional information. As required under Schedule III to Companies Act, 2013 of enterprises consolidated as Subsidiary / Associates.

Particulars	Net Assets i.e. Total Assets minus Total Liabilities		Share of Profit or Loss		
	Name of the Entity	As % of Consolidated Net Assets	(₹ in Lacs)	As % of Consolidated Net Profits	(₹ in Lacs)
Parent					
Lahoti Overseas limited	99.88%	9434.73	98.72%	651.65	
Subsidiaries					
1. G. Vardan Ltd.	0.18%	17.31	1.03%	6.75	
2. Lahoti Spintex and Energy Ltd.	0.01%	1.28	0.00%	0.00	

36. Earnings Per Share:

Sr. No	Particulars	As At March 31, 2018	As At March 31, 2017
1.	Net profit available for Equity shareholders (₹ in Lakhs)	376	1,176.95
2.	Number equity shares for basic Earning Per Share	2,91,71,500	2,91,71,500
3.	Basic Earning Per Share (in ₹)	1.28	4.03
4.	Face value per share	₹ 2/-	₹ 2/-

37. Additional Disclosure pursuant to clause 32 of Listing Agreement, (Excepting for employees) is not applicable as there are no transactions in that nature

(₹ in Lakhs)

"March 31, 2018 Amount in Rs."	Carrying amount				Fair value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
Non Current								
Loans	-	-	4,162.50	4,162.50	-	-	-	-
Trade Receivables	-	-	16.33	16.33	-	-	-	-
Short term Loans and Advances	-	-	55.24	55.24	-	-	-	-
Others	-	-	6,013.71	6,013.71	-	-	-	-
Current								
Trade Receivables	-	-	6,612.12	6,612.12	-	-	-	-



Current									
Trade Receivables	-	-	6,349.77	6,349.77	-	-	-	-	-
Inventories	-	-	917.59	917.59	-	-	-	-	-
Cash and cash equivalents	-	-	563.41	563.41	-	-	-	-	-
Short Term Loans and Advances	-	-	730.20	730.20	-	-	-	-	-
Others	-	-	535.00	535.00	-	-	-	-	-
	-	-	16,466.31	16,466.31	-	-	-	-	-
Financial liabilities									
Non Current									-
Security Deposits			-	-					-
Trade Payables	-	-	-	-	-	-	-	-	-
Others	-	-	6,299.39	6,299.39	-	-	-	-	-
Current									
Trade Payables	-	-	266.15	266.15	-	-	-	-	-
Borrowings	-	-	-	-	-	-	-	-	-
Others	-	-	464.22	464.22	-	-	-	-	-
	-	-	7,029.76	7,029.76	-	-	-	-	-
Transfers between Levels									
There have been no transfers between Levels during the reporting periods									
B. Financial risk management									
The Company has exposure to the following risks arising from financial instruments:									
▪ Credit risk ;									
▪ Liquidity risk ; and									
▪ Market risk									

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



38 As per Ind AS 108 on “Segment Reporting”, segment information has been provided under the Notes to Consolidated Financial Statements

Primary Segments - Business Segments:

(₹ in lakhs)

Particulars	Trading		Power		Un-allocable		Total	
	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17	2017-18	2016-17
Gross Segment Revenue	45,691.36	56,099.19	573.96	735.01	-	-	46,265.32	56,834.20
Less:- Intersegment Revenue								
Net Segment Revenue	45,691.36	56,099.19	573.96	735.01	-	-	46,265.32	56,834.20
Segment Results :	568.90	866.59	265.27	388.99	-	-	834.17	1,255.58
(Profit / Loss Before Tax , Interest and Investment Income from each segment)								
Less: Interest Expenses					(240.68)	(313.11)	(240.68)	(313.11)
Add: Interest Income					14.66	27.55	14.66	27.55
Add:- Rental Income	-	-	-	-	33.82	30.08	33.82	30.08
Add:- Dividend and Other Income	-	-	-	-	1.57	1.70	1.57	1.70
Add:- Profit/(Loss) on sale of investments	-	-	-	-	50.28	412.60	50.28	412.60
Add:- Profit/(Loss) on sale of Fixed Assets	-	-	-	-	-	-	-	-
Add:- Extra Ordinary Items	-	-	-	-	-	-	-	-
Profit before Interest and Tax	-	-	-	-			658.00	1,414.40
Less:- Interest								
Profit Before Tax	-	-	-	-			658.00	1,414.40
Provision for Tax								
Current Tax net off Mat credit	-	-	-	-			208.00	-
Deferred	-	-	-	-			264.00	-
Profit After Tax	-	-	-	-			186.00	1,414.40
Capital Employed:								
a) Segment Assets								
Fixed Assets	125.94	105.89	1,836.52	2,086.17		42.60	1,962.46	2,192.06
Investments								
Other Assets, Loans and Advances (Excluding Tax Assets)	11,592.53	9,521.67	90.00	1,118.01		23.59	11,682.52	10,639.68
Unallocable (Investments and Tax Assets)	-	-	-	-		5,074.35	4,791.49	5,121.36
Total Assets	11,718.47	9,627.56	1,926.51	3,204.18		5,140.54	18,568.13	17,953.10
b) Segment Liabilities								
Loan Funds	6,500.59	3,321.46	-	2,682.17		-	6,500.59	5,994.63
Liabilities & Provisions (Excluding Tax Liabilities)	596.77	501.84	13.10	176.05		0.24	609.88	677.89
Unallocable (Tax Liabilities & Loans)					292.74	330.33	292.74	328.49
Total Liabilities	7,097.36	3,814.30	13.10	2,858.22		330.57	7,403.21	7,001.01
Net Segment Assets	4,621.10	5,813.26	1,913.41	345.96			11,164.91	10,952.09

LAHOTI OVERSEAS LIMITED

Notes forming part of the Consolidated financial statements



(₹ in lakhs)

Particulars	Trading		Wind Power		Total	
	As At 31-Mar-2018	As At 31-Mar-2017	As At 31-Mar-2018	As At 31-Mar-2017	As At 31-Mar-2018	As At 31-Mar-2017
Capital Expenditure	35.37	3.28	-	0.40	35.37	3.68
Segment Depreciation	15.36	14.67	249.67	288.98	265.03	303.65
Non - Cash Expenses other than Depreciation	-	-	-	-	-	-

b) Segment Reporting : Segment identification, reportable segments

i) Primary/secondary segment reporting format:

The risk-return profile of the company's business is determined predominantly by the nature of its products and services. Accordingly, business segments constitute the primary segments for disclosure of segment information.

ii) Segment Identification:

Business segment have been on the basis of nature of product/services, the ri-return profile of individual business.

iii) Reportable Segment:

Reportable segment has been identified as per the criteria specified in Ind AS 108"Segment Reporting Issued by the Institute of Chartered Accountants of India.

Per our report attached of ev en date

Palan & Co.

Chartered Accountants
Firm Regn.No.:- 133811W

C.K.Palan

(Proprietor)
Membership No.:- 100741

Place : Mumbai

Dated:30th May, 2018

For and on behalf of the Board of Directors

Ujwal R. Lahoti

Executive Chairman
DIN No: 00360785

Pradeep Bachhuka

Chief Financial Officer

Place : Mumbai

Dated: 30th May, 2018

Umesh R. Lahoti

Managing Director
DIN No: 00361216

Avani Lakhani

Company Secretary

FROM TEXPROCIL

2016-17 Grey Cotton Fabrics	Gold
2016-17 Cotton Yarn Count 51s And above	Silver
2015-16 Cotton Yarn Count 51s And above	Gold
2014-15 Grey Cotton Fabrics	Gold
2014-15 Count 50 & below	Gold
2013-14 Grey Cotton Fabrics	Gold
2013-14 Count 50 & Above	Silver
2012-13 Count 50 & Above	Gold
2010-11 Merchant Exports	Bronze
2009-10 Counts 51 & Above	Gold
2009-10 Merchant Exports	Gold
2008-09 Merchant Exports	Gold
2007-08 Merchant Exports	Gold
2006-07 Merchant Exports	Gold
2005-06 Merchant Exports	Gold
2004-05 Merchant Exports	Bronze
2003-04 Merchant Exports	Silver
2002-03 Merchant Exports	Gold
2000-01 Non-quota Exports	Silver
1999-00 Non-quota Exports	Bronze
1998-99 Non-quota Exports	Silver
1997-98 Merchant Exports	Gold
1997-98 Non-quota Exports	Silver
1996-97 Merchant Exports	Bronze
1995-96 Non-quota Exports	Gold

From Government of India (FIEO)

“Niryat Shree” Award for Excellence in Export Performance for the 2003-04

From Government of Maharashtra

Silver Plaque Award in Merchant Exporter Category & Bronze Plaque Award in Trading House Category for the year 2010-11.

Gold Plaque Award for the year 2009-10 in Trading House Category .

Two silver Plaque Awards for the year 2005-2006 in Merchant exporter & Export House Category.

The Silver Plaque Awards, consistently for 2 years in 1995-96 and 1996-97, bestowed for the highest performance in Maharashtra State for exports under the Merchant exporters category.

Beside above, Company has received Business world International Business award for Category “ Best Export House” for excellent performance in export.



