

KALYANI INVESTMENT COMPANY LIMITED



KALYANI
DRIVING INNOVATION

BOARD OF DIRECTORS

Mr. Amit B. Kalyani
Chairman

Mrs. Deeksha A. Kalyani

Mr. S.S. Vaidya

Mr. B.B. Hattarki

Mr. C.G. Patankar

Mr. R.K. Goyal

CORPORATE IDENTITY NUMBER (CIN)

L65993PN2009PLC134196

REGISTERED OFFICE

Mundhwa, Pune - 411 036

Phone : +91-020-26715000 / 66215000

Fax : +91-020-26821124

Website : www.kalyani-investment.com

E-mail : investor@kalyani-investment.com

CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER

Mr. Sanjay Yewale

COMPANY SECRETARY

Mr. Adwait Joshi

AUDITORS

Mr. Prashant V. Deo

Chartered Accountant

Office No. 604, Jeewan Heights,

Plot No. 53/3, Thorat Colony,

S. No.110, Erandawana,

Off Prabhat Road,

Pune - 411 004

BANKERS

Canara Bank

HDFC Bank Limited

REGISTRAR & TRANSFER AGENTS

Link Intime India Private Limited

Block No.202, Akshay Complex,

2nd Floor, Off Dhole Patil Road,

Near Ganesh Mandir, Pune – 411 001

CONTENTS

Corporate Governance	2
Shareholder Information	11
Directors' Report	14
Auditor's Report	30
Balance Sheet	34
Statement of Profit and Loss	35
Cash Flow Statement	36
Notes forming part of the Financial Statements	37
Auditor's Report on Consolidated Financial Statements	51
Consolidated Balance Sheet	54
Consolidated Statement of Profit and Loss	55
Consolidated Cash Flow Statement	56
Notes forming part of the Consolidated Financial Statements	57

7TH ANNUAL GENERAL MEETING

Day : Thursday
Date : 11th August, 2016
Time : 2.00 p.m. (I.S.T.)
Place : Registered Office,
Kalyani Investment Company Limited,
Mundhwa, Pune - 411 036

**REPORT ON CORPORATE GOVERNANCE**

The Company's philosophy of Corporate Governance aims at establishing and practicing a system of good corporate governance, which will assist the management in managing the Company's business in an efficient and transparent manner towards fulfilling the corporate objectives.

This chapter of the report, along with the information given under 'Management Discussion and Analysis' and 'Shareholder Information' constitutes the compliance report of the Company on Corporate Governance during the year 2015-16.

1. BOARD LEVEL ISSUES**COMPOSITION OF THE BOARD**

As on 31st March, 2016, the Board of Directors of Kalyani Investment comprised six Directors. The Board consists of Non-Executive Chairman, who is a relative of Promoter and five Non-Executive Directors, of which three are Independent. Details are given in Table 1.

NUMBER OF BOARD MEETINGS

During the year 2015-16, the Board of the Company met seven times on 21st May, 2015, 14th July, 2015, 22nd July, 2015, 4th September, 2015, 30th October, 2015, 13th February, 2016 and 10th March, 2016. All the meetings were held in such manner that the gap between two consecutive meetings was not more than one hundred and twenty days.

DIRECTORS' ATTENDANCE RECORD AND DIRECTORSHIPS

Table 1: The composition of the Board, the category of Directors, their attendance record and the number of directorships :

Table - 1 - Details about Board of Directors of the Company							
Name of the Director	Category	Particulars of Attendance			Number of Directorships and Committee Memberships / Chairmanships as on 31st March, 2016		
		Number of Board Meetings	Last AGM	Directorships*	Committee Memberships**	Committee Chairmanships**	
		Held	Attended				
Mr.Amit B. Kalyani Chairman	Relative of Promoter Non-Executive	7	5	Yes	8	3	—
Mrs.Deeksha A. Kalyani	Relative of Promoter Non-Executive	7	7	Yes	1	—	—
Mr.S.S. Vaidya	Independent	7	6	No	7	2	2
Mr.B.B. Hattarki	Independent	7	7	Yes	9	4	5
Mr.C.G. Patankar	Non-Executive	7	4	Yes	7	3	—
Mr.R.K. Goyal	Independent	7	7	Yes	2	3	—

* excludes directorships of private limited companies, foreign companies, companies incorporated under Section 8 of the Companies Act, 2013 and alternate directorships.

** In accordance with Regulation 26 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Memberships / Chairmanships of only Audit Committee and Stakeholders Relationship Committee in all public limited companies have been considered.

As mandated by Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 'Independent Director' on Kalyani Investment Company Limited's Board :

- is a person of integrity and possesses relevant expertise and experience;
- is or was not a promoter of the Company or its holding, subsidiary or associate company;
- is not related to promoters or directors in the Company, its holding, subsidiary or associate company;
- apart from receiving director's remuneration, has or had no material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- none of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed from time to time, whichever is lower, during the two immediately preceding financial years or during the current financial year;

➤ who, neither himself nor any of his relatives :

- (i) holds or has held the position of a key managerial personnel or is or has been employee of the Company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
- (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of :
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the Company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
- (iii) holds together with his relatives two per cent or more of the total voting power of the Company; or
- (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the Company;
- (v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

➤ is not less than 21 years of age.

None of the Directors is a member of more than ten Board level Committees of public limited companies in which they are Directors or a Chairman of more than five such Committees.

BOARD PROCEDURE

Information Supplied to the Board

Among others, information supplied to the Board includes :

- Annual operating plans and budgets, capital budgets and any update thereof.
- Quarterly results for the Company.
- Minutes of meetings of Audit Committee and other committees of the Board.
- The information on recruitment and remuneration of senior officers just below the level of the Board, including the appointment or removal of Chief Financial Officer and Company Secretary.
- Show cause, demand, prosecution notices and penalty notices, if any, 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.
- Details of Joint Venture / Collaboration Agreement.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Sale of material nature of investments, assets, which are 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.
- General Notices of interest by Directors.
- Formation / Reconstitution of Committees of the Board.
- Dividend declaration.
- Appointment and fixing remuneration, of the Auditors as recommended by the Audit Committee.
- Annual Financial Results of the Company, Auditors' Report and the Report of the Board of Directors.
- Compliance certificates for all the laws as applicable to the Company.

The Board of the Company is presented with all the relevant information on various vital matters affecting the working of the Company, as well as those matters, which require deliberation at the highest level. Board Members are given appropriate documents / detailed notes and information in advance of each Board and Committee Meeting.

CEO AND CFO CERTIFICATION

The Chief Executive Officer and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Chief Executive Officer and the Chief Financial Officer also give quarterly certification on financial results, while placing the financial results before the Board in terms of Regulation 33(2)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**CODE OF CONDUCT**

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company. The Code has been circulated to all the members of the Board and Senior Management and the same is available on the Company's website. (Web-link : <http://www.kalyani-investment.com/board-of-directors/code-of-conduct/>)

The Board members and the senior management have affirmed the compliance with the Code. A declaration to that effect signed by the Chairman of the Company is contained in this Annual Report.

DIRECTORS WITH MATERIALLY PECUNIARY OR BUSINESS RELATIONSHIP WITH THE COMPANY

There has been no materially relevant pecuniary transactions or relationship between the Company and its non-executive and / or independent Directors for the year 2015-16.

COMMITTEES OF THE BOARD

As on 31st March, 2016 the Company has Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. The Board Committees are set up under the formal approval of the Board to carry out clearly defined role which are considered to be performed by the members of the respective Board Committees. The Company's guidelines relating to Board Meetings are applicable to the Committee Meetings, as far as may be practicable. Minutes of the proceedings of the Committee Meetings are placed before the Board Meeting for perusal and noting. The Company Secretary acts as the Secretary of all Committees.

AUDIT COMMITTEE

As on 31st March, 2016, the Audit Committee of Kalyani Investment comprised four Directors, of which three are Independent Directors. All the members have accounting and finance management expertise. The Chairman of the Audit Committee is Mr.B.B. Hattarki. Mr.S.S. Vaidya, Mr.C.G. Patankar and Mr.R.K. Goyal are the other members of the Committee. The Annual General Meeting of the Company held on 13th August, 2015 was attended by the Chairman of the Audit Committee, Mr.B.B. Hattarki, to answer the shareholders' queries.

The representatives of the Statutory Auditors, Internal Auditors and remaining Board Members are permanent invitees to the Audit Committee Meetings.

During the year 2015-16 Audit Committee met on 21st May, 2015, 14th July, 2015, 22nd July, 2015, 30th October, 2015 and 13th February, 2016 and there were no instances, where the Board had not accepted the recommendations of the Audit Committee. Particulars relating to the attendance at the Audit Committee meetings held during the year are given below :

Name of the Director	Category	Number of Meetings held	Number of Meetings attended
Mr.B.B. Hattarki, Chairman	Independent	5	5
Mr.S.S. Vaidya	Independent	5	4
Mr.C.G. Patankar	Non-Executive	5	3
Mr.R.K. Goyal*	Independent	2	2

*Appointed as member with effect from 4th September, 2015

The Role of the Audit Committee of the Company includes of the following :

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.

- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to :
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's 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.
 - Modified opinion(s) in the draft audit report.
 - Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board 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 utilised for the 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 and monitoring 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 and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- Evaluation of internal financial controls and risk management systems.
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the 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.
- Discussions with internal auditors on any significant findings and follow up thereon.
- 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.
- Discussions with statutory auditors before audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the whistle blower mechanism.
- Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of Information by the Audit Committee :

- Management discussion and analysis of financial condition and results of operations.
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
- Management letters / letters of internal control weaknesses issued by the statutory auditors.
- Internal audit reports relating to internal control weaknesses.
- The appointment, removal and terms of remuneration of the chief internal auditors.

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

As on 31st March, 2016, Stakeholders Relationship Committee comprised of three Directors viz. Mr.B.B. Hattarki, Chairman, Mr.C.G. Patankar and Mr.R.K. Goyal. During the year 2015-16, the Stakeholders Relationship Committee met on 20th May, 2015, 22nd July, 2015, 30th October, 2015, and 13th February, 2016.

Particulars relating to the attendance at the Stakeholders Relationship Committee meetings held during the year are given below :

Name of the Director	Category	Number of Meetings held	Number of Meetings attended
Mr.B.B. Hattarki, Chairman	Independent	4	4
Mr.C.G. Patankar	Non-Executive	4	3
Mr.R.K. Goyal*	Independent	2	2

*Appointed as member with effect from 4th September, 2015

COMPLIANCE OFFICER

Mr.Adwait Joshi, Company Secretary is the Compliance Officer for complying with requirements of Securities Laws and Listing Agreement with Stock Exchanges.

STATUS OF INVESTORS' COMPLAINTS

During the year no complaints were received. The status of complaints is also reported to the Board of Directors, as an agenda item.

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

The investor complaints are processed in a centralised web-based complaints redress system. The salient features of this system are : Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of action taken on the complaints and its current status.

DESIGNATED EXCLUSIVE EMAIL-ID

The Company has also provided separate E-mail ID : investor@kalyani-investment.com exclusively for investor servicing.

NOMINATION AND REMUNERATION COMMITTEE

As on 31st March, 2016, Nomination and Remuneration Committee comprised of three Directors viz. Mr.B.B. Hattarki, Chairman, Mr.Amit B. Kalyani and Mr.R.K. Goyal. During the year 2015-16, the Nomination and Remuneration Committee met on 21st May, 2015, 14th July, 2015 and 22nd July, 2015.

Role of Nomination and Remuneration Committee :

- Formulation of the criteria for determining qualifications, positive attributes and independence of Directors and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board.
- Devising a policy on Board diversity.
- Identifying the 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.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

Particulars relating to the attendance at the Nomination and Remuneration Committee meetings held during the year are given below :

Name of the Director	Category	Number of Meetings held	Number of Meetings attended
Mr.B.B. Hattarki, Chairman	Independent	3	3
Mr.Amit B. Kalyani	Non-Executive	3	3
Mr.R.K. Goyal	Independent	3	3

BOARD DIVERSITY AND REMUNERATION POLICY

The Board on recommendation of the Nomination and Remuneration Committee, has approved Board Diversity and Remuneration Policy and the same is available on the Company's website. (Web-link : <http://www.kalyani-investment.com/corporate-social-responsibility-csr/board-diversity-remuneration/>)

The Policy provides for criteria for determining qualifications, positive attributes & independence of director as well as remuneration policy for directors, key managerial personnel and other employees.

In terms of the said Policy, a director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the Company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the Company in implementing the best corporate governance practices. An independent director should also meet the requirements of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Remuneration to Non-Executive Directors

The Non-Executive Directors draw remuneration in the form of commission, upto an aggregate amount not exceeding 3% of the net profits of the Company for the year, as may be decided by the Board of Directors from time to time.

Remuneration to Key Managerial Personnel and other Employees

Remuneration to Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals. The Remuneration will be such, so as to ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

REMUNERATION OF DIRECTORS

No remuneration was paid to any Director during the year 2015-16. The Company does not have any stock option scheme.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Corporate Social Responsibility (CSR) Committee comprises of three Directors viz. Mr.B.B. Hattarki, Chairman, Mr.S.S. Vaidya and Mr.R.K. Goyal. During the year 2015-16, the Corporate Social Responsibility Committee met on 30th October, 2015.

Role of CSR Committee :

- Formulation and recommendation to the Board, CSR Policy, which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in CSR Policy.
- Monitor CSR Policy of the Company from time to time.

The Committee's core responsibility is to assist the Board in discharging its social responsibility by formulating and monitoring implementation of the framework of the CSR Policy. The CSR Policy of the Company is available on the Company's website. (Web-link : <http://www.kalyani-investment.com/corporate-social-responsibility-csr/>)

Particulars relating to the attendance at the CSR Committee meetings held during the year are given below :

Name of the Director	Category	Number of Meetings held	Number of Meetings attended
Mr.B.B. Hattarki, Chairman	Independent	1	1
Mr.S.S. Vaidya	Independent	1	—
Mr.R.K. Goyal	Independent	1	1

RISK MANAGEMENT COMMITTEE

The Company recognises that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and efficient manner. The Company has formulated Risk Management Policy to identify and then manage threats / risks that could have impact on the goals and objectives of the Company.

Within the framework of the Risk Management Policy, the Risk Management Committee reviews risks trends, exposure, potential impact analysis and mitigation plan. The Committee comprises of Mr.R.K. Goyal, Chairman and Mr.Amit B. Kalyani, Director. During the year 2015-16, the Risk Management Committee met on 30th October, 2015.

The Board of Directors in their meeting held on 10th March, 2016, have dissolved the Risk Management Committee, as the provisions of formation of Risk Management Committee, prescribed by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are not applicable to the Company.

**INDEPENDENT DIRECTORS' MEETING**

During the year under review, the Independent Directors met on 13th February, 2016, inter alia to discuss :

- Evaluation of the performance of Non-Independent Directors and Board of Directors, as a whole.
- Evaluation of the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Evaluation of the quality, quantity and timeliness of flow of information between the Company Management and the Board of Directors, that is necessary for the Board of Directors to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting. The Directors expressed their satisfaction with the evaluation process.

2. MANAGEMENT**MANAGEMENT DISCUSSION AND ANALYSIS****STRUCTURE OF THE COMPANY AND THRUST OF THE BUSINESS**

Kalyani Investment is a Core Investment Company holding more than 90% of its assets in investments in shares of or debts in Group Companies. The thrust of business is to hold and continue to hold securities in Kalyani Group Companies.

RISKS AND CONCERNS

Kalyani Investment's income is mainly from the dividends that may be receivable on investments held by it / may be held in future. Any adverse impact on the industries of which securities are held by Kalyani Investment, also have a bearing on the performance of Kalyani Investment. Any slowdown in the growth of Indian economy or future volatility in global financial market, could also adversely affect the business.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company strongly believes that Internal Control Systems are necessary for Good Corporate Governance and has in place an effective system of internal controls to ensure that all assets are properly safeguarded and protected and used optimally and financial transactions are reported accurately.

Cautionary Statement

Statements in this management discussion and analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results may differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include a downtrend in the industry - global or domestic or both, significant changes in political and economic environment in India, applicable statutes, litigations etc.

DISCLOSURES**RELATED PARTY TRANSACTIONS**

The Company has not entered into any 'Related Party Transaction' pursuant to Section 188(1) of the Companies Act, 2013, during the financial year 2015-16.

DISCLOSURES BY MANAGEMENT TO THE BOARD

All disclosures relating to financial and commercial transactions where Directors may have a potential interest are provided to the Board and the interested Directors do not participate in the discussions nor do they vote on such matters.

WHISTLE BLOWER POLICY

The Company has vigil mechanism named 'Whistle Blower Policy', wherein the employees / directors can report the instances of unethical behavior, actual or suspected fraud or any violation of the Code of Conduct and / or laws applicable to the Company and seek redressal. This mechanism provides appropriate protection to the genuine Whistle Blower, who avails of the mechanism. The details of establishment of Whistle Blower Policy / Vigil Mechanism have been disclosed on the website of the Company. (Web-link : <http://www.kalyani-investment.com/corporate-social-responsibility-csr/whistle-blower/>)

INDEPENDENT DIRECTORS' TRAINING AND INDUCTION

The Independent Directors' are provided with necessary documents / brochures and reports to enable them to familiarise with the Company's business, procedures and practices. Along with role, function, duties and responsibilities expected from Director, the Director is also explained in detail the compliances required from him under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other relevant regulations and his affirmation is taken with respect to the same.

Further, with a view to familiarise Director with the Company's operations, the Chairman also has one-to-one discussion with the newly appointed Director. These initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company. The details of this familiarisation programme are available on the website of the Company.

(Web-link : <http://www.kalyani-investment.com/board-of-directors/>)

3. SHAREHOLDERS**DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS**

Following information is furnished about the Directors proposed to be appointed / reappointed at the ensuing Annual General Meeting.

- Mr.Amit B. Kalyani, Director of the Company is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Mr.Amit B. Kalyani, born on 26th July, 1975, after having his initial education in Pune, graduated in Mechanical Engineering from Bucknell University, Pennsylvania, U.S.A. He initially worked with Kalyani Steels Limited, followed by other companies within the group. He then joined Bharat Forge Limited in 1999 as Vice President and Chief Technology Officer. He was also instrumental in strategising and execution of the several acquisitions that the group had in Germany.

Mr.Amit B. Kalyani is currently an Executive Director of Bharat Forge Limited. He also takes care of the overall group strategy and is responsible for the expansion of steel business and driving the infrastructure foray of the group.

The details of Directorships and Committee Memberships in public limited companies held are as follows :

Other Directorships Name of the Company	Committee Memberships Name of the Company & Committee
1. Bharat Forge Limited	1. BF Utilities Limited
2. Kalyani Steels Limited	Audit Committee - Member
3. Hikal Limited	2. BF Investment Limited
4. BF Utilities Limited	Audit Committee - Member
5. BF Investment Limited	Stakeholders Relationship Committee - Member
6. BF-NTPC Energy Systems Limited	
7. BF Elbit Advanced Systems Private Limited (Subsidiary of a Public Company)	

Mr.Amit B. Kalyani holds 3,169 Equity Shares of the Company as on 31st March, 2016.

- Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr.C.G. Patankar, as an Independent Director of the Company, for the period of five years with effect from 11th August, 2016 to 10th August, 2021. Mr.Patankar being eligible, offers himself for appointment. In the opinion of the Board, Mr.Patankar fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company.



Mr.C.G. Patankar, born on 6th June, 1956, holds a Bachelor's degree in Science and he is a Chartered Accountant, having a rich experience of more than 35 years in Steel Industry. Mr. Patankar started his career with Bharat Forge Limited (BFL) and was transferred from BFL to Kalyani Steels Limited (KSL), as Asst. Vice President (Finance) in 1991. He was elevated as Executive Director of KSL with effect from 27th July, 1999 and served KSL till 31st March, 2012.

The details of Directorships and Committee Memberships in public limited companies held are as follows :

Other Directorships Name of the Company	Committee Memberships Name of the Company & Committee
1. Kalyani Steels Limited	1. Spice Islands Apparels Limited
2. Spice Island Apparels Limited	Audit Committee - Member
3. Hospet Steels Limited	
4. Kalyani Technoforge Limited	
5. Kalyani Mukand Limited	
6. Kalyani International Limited	

Mr.C.G. Patankar holds 477 Equity Shares of the Company as on 31st March, 2016.

COMMUNICATION TO SHAREHOLDERS

Kalyani Investment puts all vital information relating to the Company and its performance, including quarterly, half yearly, yearly financial results, official announcements and communication to the investors and analysts on its website www.kalyani-investment.com regularly for the benefit of the public at large.

Quarterly, half yearly, yearly financial results are published in leading newspapers such as Financial Express (All Editions) and Loksatta (Pune) and are also sent to the Stock Exchanges immediately after they are approved by the Board.

Letters and Transfer Deeds received from shareholders are acted upon and replied promptly.

SHARE TRANSFER

The Company has constituted the 'Share Transfer Committee' to approve share transfers, transmissions, consolidation, sub-division and issue of duplicate certificates. The Committee comprises of Mr.B.B. Hattarki, Chairman, Mr.C.G. Patankar and Mr.R.K. Goyal, Directors.

DETAILS OF NON-COMPLIANCE

Kalyani Investment has complied with all the requirements of regulatory authorities. No penalties were imposed on the Company by Stock Exchanges or SEBI or any statutory authority on any matter relating to the capital market during the period under report.

GENERAL BODY MEETINGS

Particulars of General Body Meetings held for the last three years are given below :

Date	Time	Type of Meeting	Venue	Special Resolutions Passed
24th July, 2013	2.00 p.m.	Annual General Meeting	Registered Office of the Company at Mundhwa, Pune - 411 036	—
5th September, 2014	2.00 p.m.	Annual General Meeting	Registered Office of the Company at Mundhwa, Pune - 411 036	—
13th August, 2015	2.00 p.m.	Annual General Meeting	Registered Office of the Company at Mundhwa, Pune - 411 036	—

No Special Resolution was put through postal ballot in the last year.

This year no resolution is proposed to be taken up through postal ballot.

COMPLIANCE WITH MANDATORY AND DISCRETIONARY REQUIREMENTS

The Company is fully compliant with the applicable mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. It has not adopted any discretionary requirements.

SHAREHOLDER INFORMATION**COMPANY REGISTRATION DETAILS**

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs is L65993PN2009PLC134196.

ANNUAL GENERAL MEETING

Day and Date : Thursday, 11th August, 2016 at 2.00 p.m.

Venue : Registered Office of the Company at Mundhwa, Pune - 411 036

FINANCIAL CALENDAR

1st April to 31st March

BOOK CLOSURE

The books will be closed on Thursday, 11th August, 2016, as an Annual Closure for the Annual General Meeting.

LISTING

National Stock Exchange of India Limited (NSE)

BSE Limited (BSE)

STOCK CODES

NSE : KICL

BSE : 533302

ISIN in NSDL and CDSL : INE029L01018

STOCK DATA

Table below gives the monthly high and low prices and volumes of trading of Equity Shares of the Company at National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) during the year 2015-16 :

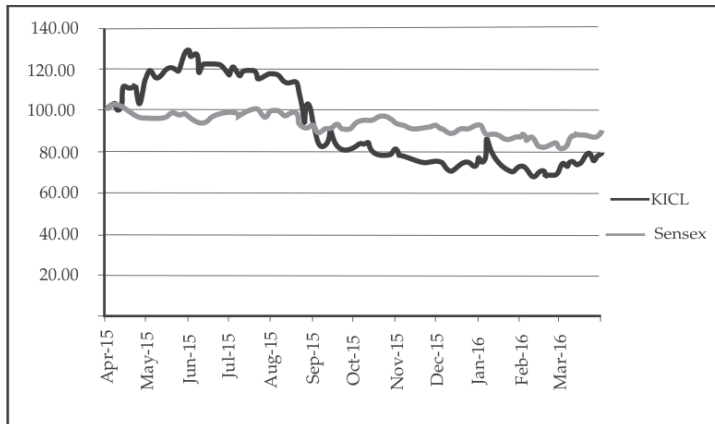
Month & Year	NSE			BSE		
	High (₹)	Low (₹)	Volume (No. of Shares Traded)	High (₹)	Low (₹)	Volume (No. of Shares Traded)
April, 2015	2,487.00	1,910.00	44,645	2,500.00	2,050.00	14,844
May, 2015	2,700.05	2,363.00	50,267	2,700.00	2,389.50	14,818
June, 2015	2,849.00	2,360.30	43,639	2,799.00	2,427.00	12,758
July, 2015	2,598.95	2,400.05	40,832	2,586.50	2,350.00	5,909
August, 2015	2,548.00	1,861.00	28,601	2,535.00	1,843.00	2,698
September, 2015	2,172.95	1,661.00	4,214	2,150.00	1,655.00	1,800
October, 2015	1,813.70	1,640.00	15,472	1,816.25	1,616.50	1,528
November, 2015	1,712.05	1,362.00	13,091	1,743.00	1,525.00	4,010
December, 2015	1,672.00	1,410.00	21,823	1,671.00	1,425.00	4,603
January, 2016	1,942.70	1,455.10	18,890	1,938.00	1,450.25	255,820
February, 2016	1,599.00	1,382.30	9,384	1,565.00	1,310.00	9,086
March, 2016	1,755.00	1,465.55	5,642	1,722.00	1,461.00	3,416



STOCK PERFORMANCE

Chart 'A' plots the movement of Kalyani Investment's Equity Shares adjusted closing prices compared to the BSE Sensex.

Chart 'A' : Kalyani Investment's Share Performance Vs. BSE Sensex



Note : Share prices of Kalyani Investment and BSE Sensex have been indexed to 100 as on first working day of Financial Year 2015-16 i.e. 1st April, 2015

REGISTRAR AND TRANSFER AGENTS AND SHARE TRANSFER SYSTEM

M/s. Link Intime India Private Limited, Block No.202, Akshay Complex, 2nd Floor, Off Dhole Patil Road, Near Ganesh Mandir, Pune - 411 001 are the Registrar and Transfer Agents of the Company and carry out the share transfer work on behalf of the Company. The Equity Shares of the Company are traded on the Stock Exchanges compulsorily in demat mode.

PATTERN OF SHAREHOLDING BY OWNERSHIP AS ON 31ST MARCH, 2016

Category of the Shareholder	No. of Equity Shares held	Shareholding %
Promoters	2,983,092	68.34
Mutual Funds / UTI	67,768	1.55
Insurance Companies	—	—
Financial Institutions / Banks	173	—
Foreign Institutional Investors	230,757	5.29
Bodies Corporate	384,980	8.82
NRIs	17,017	0.39
Foreign Companies / Foreign Nationals	66	—
Indian Public	681,453	15.61
TOTAL	4,365,306	100.00

PATTERN OF SHAREHOLDING BY SHARE CLASS AS ON 31ST MARCH, 2016

Category (Shares)	No. of Shareholders	No. of Equity Shares held	Shareholding %
Up to 5000	18,876	673,399	15.43
5,001 to 10,000	16	120,014	2.75
10,001 to 20,000	4	61,717	1.41
20,001 to 30,000	2	53,702	1.23
30,001 to 40,000	1	31,601	0.72
40,001 to 50,000	2	91,767	2.10
50,001 to 100,000	1	58,481	1.34
100,001 and above	4	3,274,625	75.02
TOTAL	18,906	4,365,306	100.00

DEMATERIALISATION

The Company's Equity Shares are under compulsory Demat Trading. As on 31st March, 2016, dematerialised shares accounted for 92.99% of the total Equity.

INVESTORS CORRESPONDENCE ADDRESS

- | | |
|--|---|
| 1) Link Intime India Private Limited
Registrar & Transfer Agent
Block No.202, Akshay Complex, 2nd Floor,
Off Dhole Patil Road, Near Ganesh Mandir,
Pune - 411 001
Phone No. : 020 - 26161629 / 26160084
Telefax : 020 - 26163503
E-Mail : pune@linkintime.co.in | 2) Kalyani Investment Company Limited
Secretarial Department
Mundhwa, Pune - 411 036
Phone No. : 020 - 26715000 / 66215000
Fax No. : 020 - 26821124
E-mail : investor@kalyani-investment.com |
|--|---|

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

I, Amit.B. Kalyani, Chairman of the Company do hereby declare that all the Board Members and Senior Management Personnel have affirmed for the year ended 31st March, 2016, compliance with the Code of Conduct of the Company laid down for them.

Place : Pune
Date : 24th May, 2016

Amit B. Kalyani
Chairman

AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of
Kalyani Investment Company Limited

I have examined the compliance of conditions of Corporate Governance by KALYANI INVESTMENT COMPANY LIMITED ("the Company") for the year ended 31st March, 2016, as stipulated in :

- Clause 49 of the Listing Agreements of the Company for the period 1st April, 2015 to 30th November, 2015.
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period 1st December, 2015 to 31st March, 2016.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. My examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance, issued by the Institute of the Chartered Accountants of India and was limited to review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit, nor an expression of an opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given and the representations made to me by the management, I certify that, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as applicable.

I 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.

Place : Pune
Date : 24th May, 2016

P. V. Deo
Chartered Accountant
Membership No.41609

**DIRECTORS' REPORT**

To

The Members,

The Directors have pleasure in presenting the Seventh Annual Report on the business and operations of the Company and the Audited Financial Statements for the year ended 31st March, 2016.

1. Financial Highlights (on stand-alone basis)

		(₹ in Million)	
		<u>2015-16</u>	<u>2014-15</u>
Revenue from Operations	:	5.352	6.575
Other Income	:	402.096	188.245
Total Revenue	:	407.448	194.820
Total Expenditure	:	20.839	24.005
Profit before Exceptional Items and Tax	:	386.609	170.815
Exceptional Items	:	(122.516)	—
Profit before Tax	:	264.093	170.815
Tax Expenses	:	(0.113)	(1.280)
Profit after Tax	:	263.980	169.535

2. Dividend & Reserves

The Directors have decided to consolidate Company's finances during the current year. As a result, the Directors do not recommend any Dividend on Equity Shares for the financial year ended 31st March, 2016.

During the year under review, it is proposed to transfer ₹ 52.796 Million to Reserve Fund (Under Section 45IC(1) of the Reserve Bank of India Act, 1934). An amount of ₹ 457.760 Million is proposed to be retained as 'Surplus in the Statement of Profit and Loss.'

3. Management Discussion and Analysis Report

Management Discussion and Analysis Report (MD&A) for the year under review, as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented as a part of the Corporate Governance Report.

4. Corporate Governance

The Report on Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

A certificate from Statutory Auditor of the Company Mr.P.V. Deo, Chartered Accountant, Pune, confirming compliance with conditions of Corporate Governance as stipulated under the aforesaid Regulations, is attached to Report on Corporate Governance.

5. Fixed Deposits

The Company has not accepted any deposits from the public during the year.

6. Directors

In terms of the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr.Amit B. Kalyani, Director of the Company, is retiring by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

Pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is proposed to appoint Mr.C.G. Patankar, as an Independent Director of the Company for the period of five years with effect from 11th August, 2016 to 10th August, 2021. Mr.Patankar, being eligible, offers himself for appointment. In the opinion of the Board, Mr.Patankar fulfills the conditions specified under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company.

These appointments form part of the Notice of Annual General Meeting and the Resolutions are recommended for your approval. Profiles of these Directors, are given in the Report on Corporate Governance.

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

6.1 Board Evaluation

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Committees.

6.2 Board Diversity and Remuneration Policy

The Board has, on the recommendation of the Nomination & Remuneration Committee, framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Board Diversity and Remuneration Policy is available on the website of the Company. (Web-link : <http://www.kalyani-investment.com/corporate-social-responsibility-csr/board-diversity-remuneration/>)

6.3 Meetings of the Board

During the Financial Year 2015-16, seven Board Meetings were convened and held, the details of which are given in the Corporate Governance Report.

7. Directors' Responsibility Statement

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed that :

- i) in the preparation of the annual accounts for the year ended 31st March, 2016, the applicable accounting standards have been followed and that there are no material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2016 and of the profit of the Company for that period;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the annual accounts for the year ended 31st March, 2016, on a 'going concern' basis;
- v) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**8. Conservation of energy, technology absorption and foreign exchange earnings & outgo**

Your Directors have nothing to report on the aforesaid matters as your Company is not engaged in manufacturing, has no foreign collaboration and has not exported or imported any goods or services.

9. Corporate Social Responsibility

As a part of its initiatives under "Corporate Social Responsibility (CSR)", the Company has undertaken various activities in the areas of education. These activities are carried out in terms of Section 135 read with Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014.

The details of CSR Activities undertaken by the Company are annexed herewith as Annexure "A". The CSR Policy is available on Company's website. (Web-link : <http://www.kalyani-investment.com/corporate-social-responsibility-csr/>)

10. Related Party Transactions

During the year under review, the Company has not entered into any related party transactions with related parties, in terms of sub-section (1) of Section 188 of the Companies Act, 2013. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. (Web-link : <http://www.kalyani-investment.com/corporate-social-responsibility-csr/related-party-transaction/>)

11. Risk Management

The Company recognises that risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and efficient manner. The Company as part of business strategy has in place a mechanism to identify, assess, monitor risks and mitigate various risks with timely action. Risks were discussed at the meetings of the Risk Management Committee, Audit Committee and the Board of Directors of the Company.

12. Statutory Auditor and Auditor's Report

At the Fifth Annual General Meeting held on 5th September, 2014, Mr. P. V. Deo, Chartered Accountant, Pune, was appointed as Statutory Auditor of the Company, to hold office for the period of three years i.e. from the conclusion of Fifth Annual General Meeting till the conclusion of the Eighth Annual General Meeting to be held in 2017 and the said appointment is subject to ratification by the members at every Annual General Meeting in terms of First Proviso to Section 139 of the Companies Act, 2013.

The Company has received a letter from Mr.P.V. Deo, Chartered Accountant, to the effect that his re-appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that he is not disqualified for re-appointment.

The Directors recommend ratification of his appointment from the conclusion of the ensuing Annual General Meeting till the conclusion of the Eighth Annual General Meeting to be held in 2017.

The Notes on Financial Statements referred to in the Auditor's Report are self-explanatory and hence do not call for any further comments. The Auditor's Report does not contain any qualification, reservation, adverse remark or disclaimer.

13. Secretarial Audit

Pursuant to provisions of Section 204 of the Companies Act, 2013, the Board had appointed M/s SVD & Associates, Company Secretaries, Pune, to undertake Secretarial Audit of the Company for the Financial Year 2015-16. The Secretarial Audit Report for the Financial Year ended 31st March, 2016 is annexed herewith as Annexure "B". The Secretarial Audit Report does not contain any qualification, reservation, adverse remark or disclaimer.

14. Particulars of Employees and related Disclosures

The information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, has been provided in Annexure "C".

15. Extract of the Annual Return

An extract of the Annual Return of the Company, pursuant to the Section 92(3) of the Companies Act, 2013, in Form MGT-9 is annexed hereto as Annexure "D".

16. Whistle Blower Policy

The Company has vigil mechanism named 'Whistle Blower Policy', wherein the employees / directors can report the instances of unethical behavior, actual or suspected fraud or any violation of the Code of Conduct and / or laws applicable to the Company and seek redressal. This mechanism provides appropriate protection to the genuine Whistle Blower, who avail of the mechanism. During the year under review, the Company has not received any complaint under the said mechanism. The 'Whistle Blower Policy' as approved by the Board is uploaded on the Company's website. (Web-link : <http://www.kalyani-investment.com/corporate-social-responsibility-csr/whistle-blower/>)

17. Particulars of Loans, Guarantees or Investments

Particulars of 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.

18. Internal Financial Controls

The Company has in place adequate internal financial controls with reference to the Financial Statements. During the year, such controls were tested and no reportable material weakness was observed in the design or implementation.

19. Material Changes and Commitments, if any affecting Financial Position of the Company

There are no adverse material changes or commitments occurring after 31st March, 2016, which may affect the financial position of the Company or may require disclosure.

20. 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.

21. Familiarisation Programme

The details of programmes for familiarisation of Independent Directors with the Company are put up on website of the Company. (Web-link : <http://www.kalyani-investment.com/board-of-directors/>)

22. Names of companies which have become / ceased to be Subsidiaries, Joint Ventures or Associate Companies during the year

The Company does not have any Subsidiary / Joint Venture.

A statement containing the salient features of the financial statement of the Associate Companies, in the prescribed format AOC-1, is annexed hereto as Annexure "E".

23. Consolidated Financial Statements

The Consolidated Financial Statements, pursuant to Section 129 of the Companies Act, 2013 are attached to the Standalone Financial Statements of the Company.

24. Acknowledgement

The Directors take this opportunity to express their deep gratitude for the continued co-operation and support received from valued shareholders.

For and on behalf of the Board of Directors

Place : Pune

Date : 24th May, 2016

Amit B. Kalyani

Chairman



**ANNEXURE - A TO DIRECTORS' REPORT
ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

1. A brief outline of the Company's CSR Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR Policy and projects or programmes :
Corporate Social Responsibility (CSR) Policy of the Company emphasize initiatives in specific areas of social development that would include primary, secondary education, skills development, vocational training, health & hygiene, preventive health care and sanitation, women empowerment, environment and ecological protection, character building by providing training opportunities in sports and cultural activities etc. The CSR Policy is available on the website of the Company. (Web-link : <http://www.kalyani-investment.com/corporate-social-responsibility-csr/>)
2. The composition of the CSR Committee :
The CSR Committee consists of three Directors viz. Mr.B.B. Hattarki, as the Chairman and Mr.S.S. Vaidya and Mr.R.K. Goyal, as members.
3. Average Net Profit of the Company for last three financial years : ₹ 81.779 Million
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : ₹ 1.636 Million
Budgeted CSR expenditure : ₹ 4.424 Million (including unspent amount of ₹ 2.788 Million for FY 2014-15)
5. Details of CSR spent during the Financial Year :
 - a) Total amount spent for the financial year : ₹ 4.424 Million
 - b) Amount unspent, if any : Not Applicable
 - c) Manner in which the amount spent during the financial year is detailed below :

(₹ in Million)

No.	CSR Project or Activity identified	Sector in which the project is covered	Location District (State)	Amount outlay (budget) Project or Programme wise	Amount spent on the Project or Programme	Cumulative Expenditure upto reporting period	Amount spent : Direct or through implementing agency
1	Kalyani School	Education	Pune (Maharashtra)	4.424	4.424	4.424	Through implementing agency

The Responsibility Statement of the CSR Committee of the Board of Directors :

The implementation and monitoring of Corporate Social Responsibility (CSR) Policy, is in compliance with CSR objectives and Policy of the Company.

Place : Pune
Date : 24th May, 2016

S.V. Yewale
Chief Executive Officer
& Chief Financial Officer

B.B. Hattarki
Chairman, CSR Committee

ANNEXURE - B TO DIRECTORS' REPORT**Form No. MR-3****SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
Kalyani Investment Company Limited
Mundhwa,
Pune - 411036

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Kalyani Investment Company 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 authorised 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 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder (in so far as they are made applicable);
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto 14th May, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective from 15th May, 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 (Share Based Employee Benefits) Regulations, 2014 (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;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998 (not applicable to the Company during the Audit Period).
- (vi) The Specific laws applicable to the Company :
 - (a) The Reserve Bank of India Act, 1934 (applicable to the extent being a Core Investment Company)

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

- (i) Secretarial Standards issued by 'The Institute of Company Secretaries of India' effective from 1st July, 2015;
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s) till 30th November, 2015; and the provision of sub regulation (4) of the Regulation 23 and Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable from 2nd September, 2015;
- (iii) The Listing Agreement entered into by the Company with Stock Exchange(s) pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 1st December, 2015.

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

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 Committees 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 during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

For SVD & Associates
Company Secretaries

S. V. Deulkar
Partner
FCS No : 1321
C P No : 965

Place : Pune
Date : 24th May, 2016

Note: This report is to be read with letter of even date by the Secretarial Auditors, which is annexed as Annexure 'A' and forms an integral part of this report.

ANNEXURE - A

To,
The Members
Kalyani Investment Company Limited
Mundhwa,
Pune - 411036

Our Secretarial Audit Report of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. 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 SVD & Associates
Company Secretaries

S. V. Deulkar
Partner
FCS No : 1321
C P No : 965

Place : Pune
Date : 24th May, 2016

ANNEXURE - C TO DIRECTORS' REPORT

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) The ratio of remuneration of each Director to the median remuneration of the employees of the Company for the financial year :
No remuneration has been paid to the Directors of the Company during the Financial Year 2015-16.
- b) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year :
There is no increase in remuneration during the Financial Year 2015-16.
- c) The percentage increase in the median remuneration of employee(s) in the financial year :
Not Applicable
- d) The number of permanent employees on the role of the Company as on 31st March, 2016 :
2 Employees
- e) The explanation on the relationship between average increase in remuneration and Company performance :
There is no increase in remuneration during the Financial Year 2015-16.
- f) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company :
The remuneration is not solely based on Company performance but also includes various other factors like individual performance, experience, skill sets, academic background, industry trends, economic situation, and future growth prospects etc. All these factors are considered by Nomination and Remuneration Committee and the Board.
- g) Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer :

	31-03-2016	31-03-2015
Market Capitalisation (₹ in Million)	7,290.06	9,346.12
Price Earnings Ratio	27.61	55.12

% increase in market quotation over last IPO price :

The Company has not made any Public Offer.

- h) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :
There is no increase in remuneration during the Financial Year 2015-16.
- i) The key parameters for any variable component of remuneration availed by the Directors :
Commission is the variable component in the remuneration of the Directors. No Commission was paid to the Directors during the Financial Year 2015-16.
- j) The ratio of remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year :
Not Applicable
- k) The Company has remuneration policy in place, however no remuneration is paid to the Directors during Financial Year 2015-16.
- l) Statement showing the name of every employee of the Company, who - (i) if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees; (ii) if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month; (iii) if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company :

Sr.No.	Name & Designation	Remuneration Received (₹)	Nature of Employment	Qualifications	Experience (Years)	Date of Commencement of Employment	Age	Last Employment	% of Equity Shares held	Whether Relative of Director and if so, name of the Director
1	Mr.Sanjay Yewale, CEO & CFO	7,702,983/-	On deputation from Kalyani Steels Limited	B.Com, MBA	27 years	30-03-2015	51	Kalyani Steels Limited	—	N.A.

For and on behalf of the Board of Directors

Place : Pune

Amit B. Kalyani

Date : 24th May, 2016

Chairman

**ANNEXURE - D TO DIRECTORS' REPORT****Form No. MGT-9****EXTRACT OF ANNUAL RETURN**

as on the financial year ended on 31st March, 2016

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS :

- i) CIN : L65993PN2009PLC134196
- ii) Registration Date : 25th June, 2009
- iii) Name of the Company : Kalyani Investment Company Limited
- iv) Category / Sub-Category of the Company : Public Company / Limited by Shares
- v) Address of the Registered Office and Contact details : Mundhwa, Pune - 411 036
Contact Nos : Phone : 020 - 26715000 / 66215000
Fax : 020 - 26821124
E-mail : investor@kalyani-investment.com
- vi) Whether Listed Company : Yes
- vii) Name, Address and Contact details of Registrar and Transfer Agent, if any : Link Intime India Private Limited
Block No.202, Akshay Complex,
2nd Floor, Off Dhole Patil Road
Near Ganesh Mandir, Pune - 411 001
Phone : 020 - 26161629 / 26160084
Telefax : 020 - 26163503
E-mail : pune@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activity contributing 10% or more of the total turnover of the Company stated below :

No.	Name and Description of main products / services	NIC Code of the Product / Service	% to Total Turnover of the Company
1	Investments and Loans	—	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	Sundaram Trading and Investment Private Limited, Industry House, S.No.49, Mundhwa, Pune - 411 036	U67110MH1976PTC018904	Holding	55.78	2(46)
2	Hikal Limited 717/718, Maker Chamber V, Nariman Point, Mumbai - 400 021	L24200MH1988PTC048028	Associate	31.36	2(6)
3	Lord Ganesha Minerals Private Limited Industry House, S.No.49, Mundhwa, Pune - 411 036	U14213PN2007PTC129573	Associate	22.50	2(6)
4	Kalyani Agro Corporation Limited C/o. Kalyani Steels Limited, 1st Floor, Mundhwa, Pune 411 036	U01111MH1991PLC062106	Associate	29.57	2(6)
5	Dandakaranya Investment & Trading Private Limited, 1st Floor, Shangrila Garden, Opp Bund Garden, Pune - 411 001	U65993MH1983PTC029066	Associate	23.92	2(6)
6	Hastinapur Investment & Trading Private Limited, 1st Floor, Shangrila Garden, Opp Bund Garden, Pune - 411 001	U65993MH1983PTC029067	Associate	23.92	2(6)
7	Dronacharya Investment & Trading Private Limited, 1st Floor, Shangrila Garden, Opp Bund Garden, Pune - 411 001	U67190MH1983PTC029065	Associate	23.92	2(6)
8	Campanula Investment & Finance Private Limited, A2/9 & 10, Priyadarshini Society, Koregaon Road, Pune - 411 001	U65993PN1987PTC045150	Associate	23.91	2(6)
9	Cornflower Investment & Finance Private Limited, 1st Floor, Shangrila Garden, Opp Bund Garden, Pune - 411 001	U65993MH1987PTC045152	Associate	23.91	2(6)

IV SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

i) Category-wise Share Holding

No.	Category of Shareholders	No. of Shares held at the beginning of the year (01-04-2015)				No. of Shares held at the end of the year (31-03-2016)				% change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1)	Indian									
a)	Individuals / HUF	4,833	—	4,833	0.11	4,833	—	4,833	0.11	—
b)	Central Govt.	—	—	—	—	—	—	—	—	—
c)	State Govt.(s)	—	—	—	—	—	—	—	—	—
d)	Bodies Corporates	2,766,883	—	2,766,883	63.38	2,978,259	—	2,978,259	68.23	4.85
e)	Banks / FI's	—	—	—	—	—	—	—	—	—
f)	Any other (specify)	—	—	—	—	—	—	—	—	—
	Sub-total (A)(1)	2,771,716	—	2,771,716	63.49	2,983,092	—	2,983,092	68.34	4.85
2)	Foreign									
a)	NRI- Individual	—	—	—	—	—	—	—	—	—
b)	Other Individual	—	—	—	—	—	—	—	—	—
c)	Bodies Corporates	—	—	—	—	—	—	—	—	—
d)	Banks / FI's	—	—	—	—	—	—	—	—	—
e)	Any other (Specify)	—	—	—	—	—	—	—	—	—
	Sub-total (A)(2)	—	—	—	—	—	—	—	—	—
	Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	2,771,716	—	2,771,716	63.49	2,983,092	—	2,983,092	68.34	4.85
B.	Public Shareholding									
1.	Institutions									
a)	Mutual Funds	379,724	670	380,394	8.72	67,098	70	67,168	1.54	(7.18)
b)	Banks / FI's	63	110	173	—	63	110	173	—	—
c)	Central Govt.	—	—	—	—	—	—	—	—	—
d)	State Govt.(s)	—	—	—	—	—	—	—	—	—
e)	Venture Capital Funds	—	—	—	—	—	—	—	—	—
f)	Insurance Companies	—	—	—	—	—	—	—	—	—
g)	FI's	55,347	—	55,347	1.27	230,757	—	230,757	5.29	4.02
h)	Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i)	Any Other (specify)	—	—	—	—	—	—	—	—	—
	Sub-total (B)(1)	435,134	780	435,914	9.99	297,918	180	298,098	6.83	(3.16)
2.	Non-Institutions									
a)	Bodies Corporates									
i.	Indian	166,591	223,617	390,208	8.94	162,741	222,239	384,980	8.82	(0.12)
ii.	Overseas	—	—	—	—	—	—	—	—	—
b)	Individuals									
i)	Individual Shareholders holding nominal share capital up to Rs.1 lakh	593,036	84,404	677,440	15.52	531,240	82,280	613,520	14.05	(1.47)
ii)	Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	64,669	—	64,669	1.48	64,669	—	64,669	1.48	—
c)	Any other (specify)									
i.	NRI's	16,245	1,161	17,406	0.40	15,856	1,161	17,017	0.39	(0.01)
ii.	Foreign Companies /OCB's	—	66	66	—	—	66	66	—	—
iii.	Clearing Member	7,887	—	7,887	0.18	3,864	—	3,864	0.09	(0.09)
	Sub-total (B)(2)	848,428	309,248	1,157,676	26.52	778,370	305,746	1,084,116	24.83	(1.69)
	Total Public Shareholding (B) = (B)(1) + (B)(2)	1,283,562	310,028	1,593,590	36.51	1,076,288	305,926	1,382,214	31.66	(4.85)
C.	Shares held by Custodian for GDR's & ADR's									
	Grand Total (A+B+C)	4,055,278	310,028	4,365,306	100.00	4,059,380	305,926	4,365,306	100.00	—



ii) Shareholding of Promoters :

No.	Shareholder's Name	Shareholding at the beginning of the year (01-04-2015)			Shareholding at the end of the year (31-03-2016)			% change during the year
		No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1	Ajinkya Investment and Trading Company	326,182	7.47	—	536,182	12.28	—	4.81
2	Sundaram Trading & Investment Private Limited	2,433,445	55.74	—	2,434,821	55.78	—	0.04
3	Ajinkyatara Trading Company Limited	256	0.01	—	256	0.01	—	—
4	Lohagaon Trading Company Private Limited	7,000	0.16	—	7,000	0.16	—	—
5	Mr.B.N. Kalyani	111	—	—	111	—	—	—
6	Mr.Amit B. Kalyani	3,169	0.07	—	3,169	0.07	—	—
7	Mrs.Sugandha J. Hiremath	678	0.02	—	678	0.02	—	—
8	Mrs.Sunita B. Kalyani	774	0.02	—	774	0.02	—	—
9	Mrs.Sugandha Hiremath & Mr.Jai Hiremath	101	—	—	101	—	—	—
	Total	2,771,716	63.49	—	2,983,092	68.34	—	4.85

iii) Change in Promoter's Shareholding

No.	Promoter's Shareholding	Shareholding at the beginning of the year (01-04-2015)		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
	At the beginning of the Year	2,771,716	63.49	—	—
	Sundaram Trading and Investment Private Limited : Off Market Purchase on 13-04-2015	1,376	0.04	2,773,092	63.53
	Ajinkya Investment & Trading Company Market Purchase on 07-01-2016	210,000	4.81	2,983,092	68.34
	At the end of the Year	—	—	2,983,092	68.34

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

No.	Name of the Shareholder	Shareholding at the beginning of the year (01-04-2015)		Increase / (Decrease) in Shareholding		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares	% of total shares of the Company	Date	No. of Shares	No. of Shares	% of total shares of the Company
1	ICICI Prudential Dynamic Plan	248,100	5.68	19-06-2015	(542)	247,558	5.67
				26-06-2015	(1,103)	246,455	5.65
				10-07-2015	(1,637)	244,818	5.61
				17-07-2015	(1,727)	243,091	5.57
				24-07-2015	(1,430)	241,661	5.54
				31-07-2015	(1,858)	239,803	5.49
				07-08-2015	(3,040)	236,763	5.42
				14-08-2015	(1,058)	235,705	5.40
				21-08-2015	(1,922)	233,783	5.36
				30-10-2015	(137)	233,646	5.35
				06-11-2015	(2,035)	231,611	5.31
				13-11-2015	(321)	231,290	5.30
				20-11-2015	(2,379)	228,911	5.24
				27-11-2015	(2,876)	226,035	5.17
04-12-2015	(811)	225,224	5.16				
08-01-2016	(166,743)	58,481	1.34				
2	Sadguru Investment and Trading Company	160,112	3.67	—	—	160,112	3.67
3	ICICI Prudential Top 200 Fund*	52,003	1.19	03-04-2015	(52,003)	—	—
4	Gloxinia Investment and Finance Private Limited	50,000	1.15	—	—	50,000	1.15
5	ICICI Prudential Tax Plan*	50,000	1.15	03-04-2015	(50,000)	—	—
6	Privatbank IHAG Zurich AG	41,767	0.96	—	—	41,767	0.96
7	Hitesh Satishchandra Doshi	29,331	0.67	—	—	29,331	0.67
8	SMS Holdings Private Limited	26,071	0.60	12-02-2016	(500)	25,571	0.58
				19-02-2016	(500)	25,071	0.57
				26-02-2016	(200)	24,871	0.56
				04-03-2016	(500)	24,371	0.56
9	Bhavna Govindbhai Desai	19,540	0.45	—	—	19,540	0.45
10	Romil Oza	15,798	0.36	—	—	15,798	0.36
11	Barclays Capital Mauritius Limited**	—	—	07-08-2015	2,000	2,000	0.04
				14-08-2015	2,405	4,405	0.10
				21-08-2015	6,442	10,847	0.25
				28-08-2015	2,000	12,847	0.29
				16-10-2015	26	12,873	0.29
				04-03-2016	400	13,273	0.30
				11-03-2016	284	13,557	0.31
25-03-2016	322	13,879	0.32				
12	Morgan Stanley Asia (Singapore) Pte.**	13,580	0.31	17-04-2015	2,000	15,580	0.36
				24-04-2015	10,000	25,580	0.58
				01-05-2015	6,000	31,580	0.72
				08-05-2015	10,000	41,580	0.95
				15-05-2015	8,000	49,580	1.13
				22-05-2015	10,000	59,580	1.36
				29-05-2015	8,000	67,580	1.54
				05-06-2015	10,000	77,580	1.77
				12-06-2015	8,153	85,733	1.96
				19-06-2015	8,000	93,733	2.15
26-06-2015	4,000	97,733	2.24				



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

No.	Name of the Shareholder	Shareholding at the beginning of the year (01-04-2015)		Increase / (Decrease) in Shareholding		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares	% of total shares of the Company	Date	No. of Shares	No. of Shares	% of total shares of the Company
				10-07-2015	6,000	103,733	2.37
				17-07-2015	8,382	112,115	2.57
				24-07-2015	7,104	119,219	2.73
				31-07-2015	4,811	124,030	2.84
				07-08-2015	9,262	133,292	3.05
				04-09-2015	885	134,177	3.07
				11-09-2015	(50)	134,127	3.07
				18-09-2015	(136)	133,991	3.07
				25-09-2015	(39)	133,952	3.07
				30-09-2015	(22)	133,930	3.07
				09-10-2015	(330)	133,600	3.06
				16-10-2015	(96)	133,504	3.06
				23-10-2015	1,801	135,305	3.10
				06-11-2015	4,000	139,305	3.19
				20-11-2015	2,000	141,305	3.24
				27-11-2015	4,000	145,305	3.33
				04-12-2015	1,931	147,236	3.37
				11-12-2015	761	147,997	3.39
				18-12-2015	4,000	151,997	3.48
				25-12-2015	2,034	154,031	3.53
				31-12-2015	2,000	156,031	3.57
				08-01-2016	768	156,799	3.59
				15-01-2016	88	156,887	3.59
				22-01-2016	1,604	158,491	3.63
				05-02-2016	1,563	160,054	3.67
				12-02-2016	915	160,969	3.69
				19-02-2016	2,529	163,498	3.74
				26-02-2016	6,000	169,498	3.88
				04-03-2016	4,153	173,651	3.98
				11-03-2016	191	173,842	3.98
				18-03-2016	497	174,339	3.99
				25-03-2016	117	174,456	4.00
				31-03-2016	655	175,111	4.01

* Ceased to be in the list of Top 10 shareholders as on 31-03-2016. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2015.

** Not in the list of Top 10 shareholders as on 01-04-2015. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2016.

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

No.	Name of the Director/ Key Managerial Personnel	Shareholding at the beginning of the year (01-04-2015)		Increase / (Decrease) in Shareholding		Cumulative Shareholding during the year (01-04-2015 to 31-03-2016)	
		No. of Shares	% of total shares of the Company	Date	No. of Shares	No. of Shares	% of total shares of the Company
1	Mr.Amit B. Kalyani	3,169	0.07	—	—	3,169	0.07
2	Mr.C.G. Patankar	477	0.01	—	—	477	0.01
3	Mr.Sanjay Yewale, CEO & CFO	20	—	—	—	20	—

Mr.Adwait Joshi, Company Secretary, does not hold any shares in the Company at the beginning of the year as well as at the end of the year. He has neither acquired, nor sold any shares during the year under review.

V. INDEBTEDNESS :

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

(Amount in ₹)

	Secured Loans excluding Deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i + ii + iii)	—	—	—	—
Change in Indebtedness during the financial year				
i) Addition	—	—	—	—
ii) Reduction	—	—	—	—
Net Change	—	—	—	—
Indebtedness at the end of the financial year				
i) Principal Amount	—	—	—	—
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	—	—	—	—
Total (i + ii + iii)	—	—	—	—

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

A. Remuneration to Managing Director, Wholetime Directors and / or Manager :

(Amount in ₹)

No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross Salary		
a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	—	—
b)	Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	—	—
c)	Profits in lieu of Salary u/s 17(3) of the Income Tax Act, 1961	—	—
2.	Stock Option	—	—
3.	Sweat Equity	—	—
4.	Commission		
	- As % of profit	—	—
	- Others, specify	—	—
5.	Others, please specify	—	—
	Total (A)	—	—
	Ceiling as per the Act		—

B. Remuneration to other Directors :

(Amount in ₹)

No.	Particulars of Remuneration	Name of Directors			Total Amount
	Independent Directors				
a)	Fee for attending Board / Committee meetings	—	—	—	—
b)	Commission	—	—	—	—
c)	Others, please specify	—	—	—	—
	Total (1)	—	—	—	—
	Other Non-Executive Directors				
a)	Fee for attending Board / Committee meetings	—	—	—	—
b)	Commission	—	—	—	—
c)	Others, please specify	—	—	—	—
	Total (2)	—	—	—	—
	Total (B) = (1 + 2)	—	—	—	—
	Total Managerial Remuneration	—	—	—	—
	Overall Ceiling as per the Act				—



C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

(Amount in ₹)

		Key Managerial Personnel			
		Mr.Sanjay Yewale CEO & CFO*	Mr. Rahul Agarwal, CFO and Company Secretary**	Mr.Adwait Joshi Company Secretary***	Total
1.	Gross Salary				
a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	7,702,983	69,191	262,674	8,034,848
b)	Value of Perquisites u/s 17(2) of the Income Tax Act, 1961	—	—	—	—
c)	Profits in lieu of Salary u/s 17(3) of the Income Tax Act, 1961	—	—	—	—
2.	Stock Option	—	—	—	—
3.	Sweat Equity	—	—	—	—
4.	Commission				
	- As % of profit	—	—	—	—
	- Others, specify	—	—	—	—
5.	Others, please specify	—	—	—	—
Total		7,702,983	69,191	262,674	8,034,848

* CEO with effect from 30th March, 2015 and also designated as CFO with effect from 15th July, 2015.

** Resigned with effect from 14th July, 2015.

*** Appointed with effect from 3rd August, 2015.

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCE :

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	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B) DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C) OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board of Directors

Place : Pune

Date : 24th May, 2016

Amit B. Kalyani

Chairman

**ANNEXURE - E TO DIRECTORS' REPORT
FORM AOC-1**

Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013
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

Not Applicable

Part "B" : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

	Name of Associate	Hikal Limited	Kalyani Agro Corporation Limited	Lord Ganesha Minerals Private Limited
1.	Latest Audited Balance Sheet Date	31-03-2016	31-03-2016	31-03-2016
2.	Shares of Associate held by the Company on the year end			
	No. of Shares held	25,778,250	579,000	450,000
	Amount of Investment in Associates	₹ 65,610,549/-	₹ 1/-	₹ 55,187,500/-
	Extend of Holding %	31.36%	29.57%	22.50%
3.	Description of how there is significant influence	Note - A	Note - A	Note - A
4.	Reason why the associate is not consolidated	Consolidated	Consolidated	Consolidated
5.	*Networth attributable to Shareholding as per latest Audited Balance Sheet	₹ 1,436,990,194/-	(₹ 23,303,773/-)	₹ 25,030,582/-
6.	Profit / (Loss) for the year			
	Considered in Consolidation	₹ 98,167,476/-	—	—
	Not Considered in Consolidation	—	—	—

Notes :

A. There is Significant Influence due to percentage (%) of Share Capital.

* Networth is considered as per consolidated financial statements of the investee company wherever consolidated financial statements have been prepared.

**INDEPENDENT AUDITOR'S REPORT**

To
The Members of
Kalyani Investment Company Limited

Report on the Standalone Financial Statements

I have audited the accompanying standalone financial statements of Kalyani Investment Company Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

My responsibility is to express an opinion on these standalone financial statements based on my audit.

I 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.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

I believe that the audit evidence I have obtained is sufficient and appropriate to provide a basis for my audit opinion on the standalone financial statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid standalone 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; of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, I give in the Annexure "A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, I report that :
 - a) I have sought and obtained all the information and explanations, which to the best of my knowledge and belief were necessary for the purposes of my audit.
 - b) In my opinion, proper books of account as required by law have been kept by the Company, so far as appears from my examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In my opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the Directors as on 31st March, 2016, taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2016, 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 my separate Report in Annexure "B."
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me :
 - 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 derivatives contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Place : Pune
Date : 24th May, 2016

P. V. Deo
Chartered Accountant
Membership No.41609

**Annexure "A" referred to in the Independent Auditor's Report on the standalone financial statements of KALYANI INVESTMENT COMPANY LIMITED for the year ended 31st March, 2016**

In terms of the information and explanations sought by me and given by the Company and the books and records examined by me in the normal course of audit and to the best of my knowledge and belief, I state that :

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) As explained to me, the fixed assets have been physically verified by the Management at reasonable intervals, during the financial year. According to the information and explanations given to me, no discrepancies were noticed on physical verification of the fixed assets.
- (c) The Company does not own any immovable properties.
- (ii) As explained to me, the Company was not required to hold any physical inventories during the financial year covered by this report. Thus, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In my opinion and according to the information and explanations given to me, the Company has not granted any loans in contravention of Section 185 of the Companies Act, 2013. The Company has complied with the provisions of Section 186 of the Act, with respect to the loans and guarantees given, securities provided, or investments made.
- (v) The Company has not accepted deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013, and the Rules framed, thereunder.
- (vi) Requirement to maintain cost records under sub-section (1) of Section 148 of the Companies Act, 2013 does not apply to the Company.
- (vii) (a) According to the records of the Company, the Company was found to be regular in depositing undisputed statutory dues applicable to it, including income tax, service tax, cess and any other statutory dues to the appropriate authorities. As explained to me by the Management, the provisions of the Employees' State Insurance Act, 1948 and the Employees' Provident Fund and Miscellaneous Provisions Act, 1952 do not apply to the Company. According to the information and explanations given to me, no undisputed amounts payable in respect of income tax, service tax, and any other statutory dues were outstanding as at 31st March, 2016 for a period of more than six months from the date those became payable.
- (b) According to the records of the Company, there are no dues of income tax or service tax, which have not been deposited on account of any dispute.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) Based upon the audit procedures performed and the information and explanations given by the Management, I report that no fraud by the Company or no fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) The Company has not paid any managerial remuneration during the financial year covered by this report. Accordingly, paragraph 3(xi) of the Order is not applicable.
- (xii) In my opinion and according to the information and explanations given to me, the Company is not a nidhi company. Accordingly, paragraph 3 (xii) of the Order is not applicable.
- (xiii) According to the records of the Company and according to the information and explanations given to me, transactions with the related parties are in compliance with Sections 177 and 188 of the Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable.
- (xv) According to the information and explanations given to me and based on my examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Since the Company is not a Systemically Important Non Deposit taking Core Investment Company, it is not required to obtain Certificate of Registration under Section 45-IA of the Reserve Bank of India Act, 1934.

P. V. Deo

Place : Pune

Chartered Accountant

Date : 24th May, 2016

Membership No.41609

Annexure "B" referred to in the Independent Auditor's Report on the standalone financial statements of KALYANI INVESTMENT COMPANY LIMITED for the year ended 31st March, 2016

I have audited the internal financial controls over financial reporting of Kalyani Investment Company Limited ("the Company") as of 31st March, 2016 in conjunction with my audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In my opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, 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.

Place : Pune
Date : 24th May, 2016

P. V. Deo
Chartered Accountant
Membership No.41609



BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	₹	₹	As at 31st March, 2015 ₹
I. EQUITY AND LIABILITIES :				
1. Shareholders' Funds :				
a) Share Capital	3.1	43,653,060		43,653,060
b) Reserves and Surplus	3.2	3,348,981,031		3,084,647,409
			3,392,634,091	3,128,300,469
2. Non-Current Liabilities :				
a) Deferred Tax Liabilities (Net)	3.3	126,000		110,000
b) Other Long-Term Liabilities	3.4	167,064,715		—
c) Long-Term Provisions	3.5	9,969		59,628
			167,200,684	169,628
3. Current Liabilities :				
a) Trade Payables	3.6			
Total outstanding dues of micro enterprises and small enterprises		—		—
Total outstanding dues of creditors other than micro enterprises and small enterprises		24,946,626		563,563
b) Other Current Liabilities	3.7	1,672,734		614,703
c) Short-Term Provisions	3.8	695		262,656
			26,620,055	1,440,922
	TOTAL		3,586,454,830	3,129,911,019
II. ASSETS :				
1. Non-Current Assets :				
a) Fixed Assets				
Tangible Assets	3.9	9,169,013		10,141,576
b) Non-Current Investments	3.10	3,445,159,246		2,912,190,315
c) Long-Term Loans and Advances	3.11	3,106,669		2,077,200
			3,457,434,928	2,924,409,091
2. Current Assets :				
a) Current Investments	3.12	127,531,754		203,798,802
b) Cash and Cash Equivalents	3.13	1,488,148		1,333,370
c) Short-Term Loans and Advances	3.14	—		369,756
			129,019,902	205,501,928
	TOTAL		3,586,454,830	3,129,911,019

Significant Accounting Policies and Notes forming
an integral part of the Standalone Financial Statements 1 to 3

As per my attached Report of even date

On behalf of the Board of Directors

P. V. Deo
Chartered Accountant
Membership No.41609

Adwait Joshi
Company Secretary

Sanjay Yewale
Chief Executive Officer
& Chief Financial Officer

Amit B. Kalyani
Chairman
R. K. Goyal
Director

Place : Pune
Date : 24th May, 2016

Place : Pune
Date : 24th May, 2016

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

		Year ended 31st March, 2015	
	Note No.	₹	₹
Revenue from Operations	3.15	5,352,398	6,575,322
Other Income	3.16	402,095,712	188,245,585
Total Revenue		407,448,110	194,820,907
Expenses			
a) Employee benefit expenses	3.17	8,034,848	841,202
b) Finance costs	3.18	30,033	17,041
c) Depreciation	3.19	972,563	95,924
d) Other expenses	3.20	11,801,959	23,051,704
Total Expenses		20,839,403	24,005,871
Profit before Exceptional Items and Tax		386,608,707	170,815,036
Exceptional Items	3.21	(122,516,070)	—
Profit before Tax		264,092,637	170,815,036
Tax Expense :			
a) Current tax expense		(80,000)	(1,170,000)
b) MAT credit utilised		(1,424,000)	(614,000)
c) Tax expense / (savings) for earlier years		1,406,931	614,249
d) Deferred Tax Expense		(16,000)	(110,000)
		(113,069)	(1,279,751)
Profit for the year		263,979,568	169,535,285
Earnings per Share (of ₹ 10/- each)			
a) Basic	3.34	60.47	38.84
b) Diluted	3.34	60.47	38.84

Significant Accounting Policies and Notes forming an integral part of the Standalone Financial Statements **1 to 3**

As per my attached Report of even date

On behalf of the Board of Directors

P. V. Deo
Chartered Accountant
Membership No.41609

Adwait Joshi
Company Secretary

Sanjay Yewale
Chief Executive Officer
& Chief Financial Officer

Amit B. Kalyani
Chairman
R. K. Goyal
Director

Place : Pune
Date : 24th May, 2016

Place : Pune
Date : 24th May, 2016



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	₹	₹	₹
		Year ended 31st March, 2015	
A. Cash Flow from Operating Activities :			
Net Profit after tax and exceptional items		263,979,568	169,535,285
Adjusted for :			
Depreciation	972,563		95,924
Dividend received	(402,056,294)		(188,244,773)
Other Interest paid	29,943		17,000
Provision for diminution in value of long term investments	72,500,000		—
Provision for doubtful advances	50,016,070		—
Share in profit of partnership firm	(669)		(812)
Tax expense	113,069		1,279,751
		<u>(278,425,318)</u>	<u>(186,852,910)</u>
Operating Loss before Working Capital Changes		(14,445,750)	(17,317,625)
Changes in :			
Loans and Advances	(50,763,383)		707,768
Liabilities and Provisions	192,809,000		832,222
		<u>142,045,617</u>	<u>1,539,990</u>
Cash generation from Operations		127,599,867	(15,777,635)
Direct Taxes paid		(300,169)	(1,083,562)
Net Cash from / (used in) Operating Activities		<u>127,299,698</u>	<u>(16,861,197)</u>
B. Cash Flow from Investing Activities :			
Purchase of Fixed Assets		—	(10,237,500)
Purchase of Investments		(866,881,360)	(291,747,937)
Sale of Investments		337,679,477	130,800,000
Dividend received		402,056,294	188,244,773
Share in profit of partnership firm		669	812
Net Cash from / (used in) Investing Activities		<u>(127,144,920)</u>	<u>17,060,148</u>
C. Cash Flow from Financing Activities :			
Net Cash from in Financing Activities		<u>—</u>	<u>—</u>
Net changes in Cash and Cash Equivalents (A+B+C) :		154,778	198,951
Cash and Cash Equivalents, at the beginning :		1,333,370	1,134,419
Cash and Cash Equivalents, at the close :		1,488,148	1,333,370

Significant Accounting Policies and Notes forming an integral part of the Standalone Financial Statements **1 to 3**

As per my attached Report of even date

On behalf of the Board of Directors

P. V. Deo
Chartered Accountant
Membership No.41609

Adwait Joshi
Company Secretary

Sanjay Yewale
Chief Executive Officer
& Chief Financial Officer

Amit B. Kalyani
Chairman
R. K. Goyal
Director

Place : Pune
Date : 24th May, 2016

Place : Pune
Date : 24th May, 2016

Notes forming part of the Financial Statements for the year ended 31st March, 2016 :
1. Company Overview :

The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Since the Company is not a Systemically Important Non Deposit taking Core Investment Company, it is not required to obtain Certificate of Registration under Section 45-IA of the Reserve Bank of India Act, 1934.

The Company is a subsidiary of Sundaram Trading and Investment Private Limited.

Operating Cycle of the Company is considered to be of 12 months.

2. Statement of Significant Accounting Policies :
2.1 Basis of Accounting and Preparation of Financial Statements :

These accounts have been prepared under historical cost convention and comply with the Accounting Standards, specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. All income and expenses having a material bearing on the financial statements are recognised on the accrual basis.

2.2 Use of Estimates :

The preparation of the financial statements in conformity with the GAAP requires that the Management makes estimates and assumptions, which affect the reported amounts of assets and liabilities, disclosure of contingent liabilities, as at the date of the financial statements and the reported amounts of revenue and expenses during the year under report. Contingencies are recorded, when it is probable that a liability will be incurred and the amount can be reasonably estimated. Actual results could differ from those estimates.

2.3 Fixed Assets and Depreciation :
a) Fixed Assets :

Fixed Assets are stated at their original cost of acquisition including incidental expenses related to acquisition and installation of the concerned assets. Fixed Assets are shown net of accumulated depreciation, wherever applicable and amortisation.

b) Depreciation and Amortisation :

i) Depreciation on fixed assets is calculated on straight-line basis using the rates arrived at based on the useful lives estimated by the management. Depreciation is charged on pro-rata basis for assets purchased / sold during the year.

The Management's estimate of the useful lives of various fixed assets which is in line with the provisions of Schedule II to the Companies Act, 2013 is given below :

Nature of the Asset	Estimated Useful Life
Furnitures and Fixtures	10 years

2.4 Investments :

a) Long Term Investments are carried at cost. Provision for diminution is made to recognise a decline other than temporary, in value of investments.

b) Short Term Investments are carried at lower of cost and fair value.

2.5 Revenue Recognition :

a) The Company recognises income on accrual basis. However, revenue recognition is postponed in respect of specific items of income, where the ultimate collection, thereof is uncertain.

b) Interest income is accrued over the period of the loan / investment.

c) Dividend is accrued in the year in which it is declared whereby a right to receive is established.

d) Profit / loss on sale of investments is recognised as per the terms of the underlying contracts.

2.6 Employee Benefits :

a) Employee benefits include interalia, amounts paid for the services of the Key Management Personnel on deputation. No separate provisions of retirement benefits or privilege leave benefits of such employees are recognised in the books of the Company. The Company is not liable for payment of gratuity.

b) Privilege leave benefits :

Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

**Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :**

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains / losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where the Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

2.7 Taxation :

- a) Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
- b) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the statement of profit and loss.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each reporting date, the Company re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Company writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

- c) Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Company recognises MAT credit as an asset in accordance with the guidance note on Accounting for Credit Available in respect of Minimum Alternative Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the MAT credit entitlement asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

2.8 Foreign Currency Translation :

In accordance with the paragraph 46A of the Accounting Standard - 11, "The effects of changes in foreign exchange rates", the Company has exercised the irrevocable option and accordingly, the exchange differences arising on reporting of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to

Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

the acquisition of a depreciable capital asset, is added to or deducted from the cost of the asset and is depreciated over the balance life of the asset, and in other cases, is accumulated in "Foreign Currency Monetary Item Translation Difference Account" in the financial statements and amortised over the balance period of such long term asset or liability, by recognition as income or expense in the statement of profit and loss. Long-term foreign currency monetary item means any asset or liability that is expressed in a foreign currency and has a term of twelve months or more at the date of origination of the asset or liability.

Transactions in foreign currency, other than those covered by long-term foreign currency monetary items are accounted at the exchange rates prevailing on the dates of transactions. Gains / losses arising out of fluctuations in the exchange rates in respect of these transactions are dealt with in the statement of profit and loss in the period in which they arise.

2.9 Impairment

The management has a policy to review at each balance sheet date, the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset. Reversal of impairment loss is recognised immediately as income in the statement of profit and loss.

2.10 Earnings per share :

In determining earnings per share, the Company considers the net profit after tax and includes the post tax effect of extra-ordinary / exceptional item, if any. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

2.11 Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognised when the Company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Company expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

Contingent assets are neither recognised nor disclosed.

2.12 Cash flow statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.13 Cash and cash equivalents :

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.



Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

3. Other Notes :

	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
3.1 SHARE CAPITAL :		
Authorised :		
12,000,000 (12,000,000) Equity Shares of ₹ 10/- each	120,000,000	120,000,000
60,000,000 (60,000,000) 14% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	600,000,000	600,000,000
TOTAL	<u>720,000,000</u>	<u>720,000,000</u>
Issued, Subscribed and Paid up :		
4,365,306 (4,365,306) Equity Shares of ₹ 10/- each, fully paid up	43,653,060	43,653,060
TOTAL	<u>43,653,060</u>	<u>43,653,060</u>

- (a) Equity Shares of the Company have a par value of ₹ 10/-. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive surplus assets of the Company, remaining after distribution of all preferential amounts.
- (b) 14% Non-Cumulative Redeemable Preference Shares of the Company, whenever issued shall have a par value of ₹ 10/-. These shares carry preferential right to be paid a fixed dividend of 14% on the paid up value of the shares, if and when declared by the Company.

These shares carry, in the event of winding up or repayment of capital, a preferential right to be repaid the amount of capital paid up.

- (c) The reconciliation of the number of Equity Shares outstanding and the amount of Equity Share Capital as at 31st March, 2016 and 31st March, 2015 is set out below :

	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	Amount in ₹	No. of Shares	Amount in ₹
Balance at the beginning of the year	4,365,306	43,653,060	4,365,306	43,653,060
Add : Shares issued during the year	—	—	—	—
Less : Cancelled during the year	—	—	—	—
Balance at the close of the year	<u>4,365,306</u>	<u>43,653,060</u>	<u>4,365,306</u>	<u>43,653,060</u>

- (d) Details of Shareholders holding more than 5% of the aggregate issued and subscribed Equity Shares :

Name of the Shareholder(s)	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares	%	No. of Shares	%
Sundaram Trading and Investment Private Limited ^{\$}	2,434,821	55.78	2,433,445	55.74
Ajinkya Investment and Trading Company	536,182	12.28	326,182	7.47
ICICI Prudential Dynamic Plan	58,481	1.34	248,100	5.68

^{\$} The Holding Company

Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued):

	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
3.2 RESERVES AND SURPLUS :		
Reserve Fund :		
(Under Section 45IC(1) of the Reserve Bank of India Act, 1934) :		
As per last Account	115,424,900	81,516,900
Add : Set aside this financial year	<u>52,796,000</u>	<u>33,908,000</u>
	168,220,900	115,424,900
General Reserve :		
As per last Account	2,146,646,048	2,146,646,048
Capital Redemption Reserve :		
As per last Account	576,000,000	576,000,000
Foreign Currency Monetary Item Translation Difference Account ^{(a)(b)} :		
As per last account	—	—
Add : Arising during the year	<u>361,587</u>	<u>—</u>
	361,587	—
Less : Amortised during the year	<u>(7,533)</u>	<u>—</u>
Closing balance	354,054	—
Surplus in the Statement of Profit and Loss :		
As per last Account	246,576,461	110,949,176
Add : Profit for the year transferred from the Statement of Profit and Loss	<u>263,979,568</u>	<u>169,535,285</u>
Amount available for appropriation	510,556,029	280,484,461
Less : Appropriations		
Amount transferred to Reserve Fund	<u>52,796,000</u>	<u>33,908,000</u>
	<u>52,796,000</u>	<u>33,908,000</u>
	457,760,029	246,576,461
TOTAL	<u><u>3,348,981,031</u></u>	<u><u>3,084,647,409</u></u>

a) Please refer Note No.2.8

b) Upon exercising the irrevocable option as mentioned in Note 2.8 forming part of these financial statements, the Company has held unamortised foreign exchange difference (Gain) amounting to ₹ 361,586/- (Previous Year : Nil) in Foreign Currency Monetary Item Translation Difference Account as at 31st March, 2016. The amount amortised in accordance with the said option during the year is (Gain) ₹ 7,533/- (Previous Year : Nil).

3.3 DEFERRED TAX LIABILITY (NET) :

Deferred Tax Liability		
Timing difference in respect of depreciation	129,000	129,000
Deferred Tax Asset		
Timing difference in respect of disallowances	<u>3,000</u>	<u>19,000</u>
TOTAL	<u><u>126,000</u></u>	<u><u>110,000</u></u>

3.4 OTHER LONG TERM LIABILITIES :

Consideration for purchase of investments ^{(a)(b)}	167,064,715	—
TOTAL	<u><u>167,064,715</u></u>	<u><u>—</u></u>

a) Payable on or before 22nd March, 2018.

b) This obligation is also covered by Corporate Guarantee given by another company.



Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
3.5 LONG TERM PROVISIONS :		
Provision for employee benefits		
Gratuity	—	31,216
Leave encashment	9,969	28,412
TOTAL	<u>9,969</u>	<u>59,628</u>
3.6 TRADE PAYABLES :		
Micro and Small Enterprises	—	—
Others	24,946,626	563,563
TOTAL	<u>24,946,626</u>	<u>563,563</u>
3.7 OTHER CURRENT LIABILITIES :		
Payable to employees	40,424	61,500
Statutory liabilities	220,042	377,603
Accrued Expenses	1,412,268	175,600
TOTAL	<u>1,672,734</u>	<u>614,703</u>
3.8 SHORT TERM PROVISIONS :		
Provision for employee benefits		
Leave encashment	695	1,899
Provision for taxation net of advance tax paid	—	260,757
TOTAL	<u>695</u>	<u>262,656</u>
3.9 FIXED ASSETS :		
	Tangible Assets Furniture and Fittings	Total
	₹	₹
GROSS BLOCK, AT COST :		
As at 31st March, 2014	—	—
Additions	10,237,500	10,237,500
Adjustment	—	—
Disposals	—	—
As at 31st March, 2015	10,237,500	10,237,500
Additions	—	—
Adjustment	—	—
Disposals	—	—
As at 31st March, 2016	10,237,500	10,237,500
DEPRECIATION AND AMORTISATION :		
As at 31st March, 2014	—	—
For the year	95,924	95,924
In respect of disposals	—	—
As at 31st March, 2015	95,924	95,924
For the year	972,563	972,563
In respect of disposals	—	—
As at 31st March, 2016	1,068,487	1,068,487
NET BLOCK :		
As at 31st March, 2015	10,141,576	10,141,576
As at 31st March, 2016	9,169,013	9,169,013

Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

	As at 31st March, 2016	As at 31st March, 2015
	₹	₹
3.10 NON-CURRENT INVESTMENTS, AT COST :		
Other than Trade :		
(i) Equity Instruments, Quoted :		
Investments in Associates :		
25,778,250 (25,778,250) Equity Shares of ₹ 2/- each fully paid up of Hikal Limited	65,610,549	65,610,549
Investments in Other Companies :		
6,195,046 (6,195,046) Equity Shares of ₹ 5/- each fully paid up of BF Utilities Limited	172,239,912	172,239,912
31,656,095 (31,656,095) Equity Shares of ₹ 2/- each fully paid up of Bharat Forge Limited	<u>1,376,310,874</u>	<u>1,376,310,874</u>
	1,614,161,335	1,614,161,335
(ii) Equity Instruments, Unquoted :		
Investments in Associates :		
579,000 (579,000) Equity Shares of ₹ 10/- each fully paid up of Kalyani Agro Corporation Limited	1	1
450,000 (450,000) Equity Shares of ₹ 10/- each fully paid up of Lord Ganesha Minerals Private Limited	55,187,500	55,187,500
Investments in Other Companies :		
22,005 (22,005) Equity Shares of ₹ 100/- each fully paid up of Dandakaranya Investment and Trading Private Limited	2,200,500	2,200,500
22,005 (22,005) Equity Shares of ₹ 100/- each fully paid up of Hastinapur Investment and Trading Private Limited	2,200,500	2,200,500
22,005 (22,005) Equity Shares of ₹ 100/- each fully paid up of Dronacharya Investment and Trading Private Limited	2,200,500	2,200,500
220,000 (220,000) Equity Shares of ₹ 10/- each fully paid up of Campanula Investment and Finance Private Limited	2,200,000	2,200,000
220,000 (220,000) Equity Shares of ₹ 10/- each fully paid up of Cornflower Investment and Finance Private Limited	2,200,000	2,200,000
245,000 (245,000) Equity Shares of ₹ 10/- each fully paid up of Carpenter Kalyani Special Alloys Private Limited	2,462,250	2,462,250
Less : Provision for diminution in value	<u>(2,217,250)</u>	<u>(2,217,250)</u>
	245,000	245,000
5,001,000 (5,001,000) Equity Shares of ₹ 10/- each fully paid up of KSL Holdings Private Limited	50,160,050	50,160,050
2,930,218 (—) Equity Shares of ₹ 10/- each fully paid up of Kalyani Carpenter Special Steels Private Limited	475,328,110	—
3,335,000 (—) Equity Shares of ₹ 10/- each fully paid up Khed Economic Infrastructure Private Limited	<u>200,100,000</u>	<u>—</u>
	792,022,161	116,594,051
Carried Over	2,406,183,496	1,730,755,386



Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued):

		As at 31st March, 2016	As at 31st March, 2015
	₹	₹	₹
	Brought Over	2,406,183,496	1,730,755,386
(iii) Preference Shares, Unquoted :			
Investments in the Holding Company :			
35,000 (35,000) 12% Non-Cumulative Redeemable "C" Preference Shares of ₹ 100/- each fully paid up of Sundaram Trading and Investment Private Limited [§] (Sundaram Trading and Investment Private Limited became the Holding Company during financial year ended 31st March, 2014. These shares do not carry any voting rights.)	3,500,000		3,500,000
Investments in Associates :			
9,000,000 (4,900,000) 1% Non-Cumulative Optionally Convertible Preference Shares of ₹ 10/- each fully paid up of Lord Ganesha Minerals Private Limited	90,225,000		49,122,500
Investments in Other Companies :			
— (3,000,000) 11% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up of KSL Holdings Private Limited	—		30,000,000
27,500,000 (14,500,000) 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each of Baramati Speciality Steels Limited	275,000,000		145,000,000
64,990,000 (85,000,000) 8% Non-Cumulative Optionally Convertible Redeemable Preference Shares of ₹ 10/- each of Kenersys India Private Limited	649,900,000		850,000,000
2,030,000 (—) 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each of Kalyani Mining Ventures Private Limited	20,350,750		—
		1,038,975,750	1,077,622,500
iv) Debentures, Unquoted :			
Investments in Other Companies :			
725,000 (725,000) 0% Fully Convertible Unsecured Debentures of ₹ 100/- each fully paid up of Azalea Enterprises Private Limited	72,500,000		72,500,000
Less : Provision for diminution in value	72,500,000		—
	—		72,500,000
— (313,000) 0% Fully Convertible Unsecured Debentures of ₹ 100/- each fully paid up of Gloxinia Investment and Finance Private Limited	—		31,300,000
		—	103,800,000
v) In a Partnership Firm :			
M/s Sundaram Enterprises (Refer note 3.29)		—	12,429
	TOTAL	3,445,159,246	2,912,190,315
Book Value of Quoted Investments :		1,614,161,335	1,614,161,335
Book Value of Unquoted Investments :		1,830,997,911	1,298,028,980
Market Value of Quoted Investments :		34,153,683,595	48,413,943,364
Aggregate provision for diminution of in value of investments :		74,717,250	2,217,250

KALYANI INVESTMENT

Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

	As at 31st March, 2016 ₹	As at 31st March, 2015 ₹
3.11 LONG TERM LOANS AND ADVANCES (UNSECURED, GOOD) :		
Security Deposits	500,000	500,000
Advance tax paid net of provision for taxation	1,029,469	—
Tax Refund Claims	1,577,200	1,577,200
TOTAL	<u>3,106,669</u>	<u>2,077,200</u>
3.12 CURRENT INVESTMENTS, AT LOWER OF COST AND FAIR VALUE :		
Other than trade :		
In Units of Mutual Funds, Unquoted :		
125,053 (19,983,801) Units of ₹ 1,000/- each (Previous Year ₹ 10/-)		
of HDFC Liquid Fund - Dividend - Daily Reinvest Option - Reinvest		
	127,531,754	203,798,802
TOTAL	<u>127,531,754</u>	<u>203,798,802</u>
3.13 CASH AND CASH EQUIVALENTS :		
Balances with banks		
In current accounts	1,473,006	1,317,728
Cash on hand	15,142	15,642
TOTAL	<u>1,488,148</u>	<u>1,333,370</u>
3.14 SHORT TERM LOANS AND ADVANCES (UNSECURED) :		
Inter-Corporate Deposit		
Doubtful	50,000,000	—
Less : Provision	<u>(50,000,000)</u>	—
	—	—
Advances recoverable in cash or in kind or for value to be received		
Good	—	369,756
Doubtful	16,070	—
Less : Provision	<u>(16,070)</u>	—
	—	369,756
TOTAL	<u>—</u>	<u>369,756</u>
	Year ended	Year ended
	31st March, 2016	31st March, 2015
	₹	₹
3.15 REVENUE FROM OPERATIONS :		
Interest received on loans		
	5,352,398	6,575,322
TOTAL	<u>5,352,398</u>	<u>6,575,322</u>
3.16 OTHER INCOME :		
Dividend received on long term investments		
	389,823,343	186,997,648
Dividend received on short term investments		
	12,232,951	1,247,125
Share in profit of partnership firm (Refer Note No. 3.29)		
	669	812
Foreign exchange gain (Net)		
	7,533	—
Provisions written back		
	31,216	—
TOTAL	<u>402,095,712</u>	<u>188,245,585</u>



Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
3.17 EMPLOYEE BENEFIT EXPENSES :		
(Including amounts paid to Key Management Personnel on deputation)		
Salaries and wages	8,034,848	809,986
Gratuity	—	31,216
TOTAL	8,034,848	841,202
3.18 FINANCE COSTS :		
Other interest	30,033	17,041
TOTAL	30,033	17,041
3.19 DEPRECIATION AND AMORTISATION :		
Tangible assets	972,563	95,924
TOTAL	972,563	95,924
3.20 OTHER EXPENSES :		
Professional fees	4,002,894	789,135
Infrastructure support charges	—	20,224,800
Fees and subscription	500,625	402,187
Printing and stationery	370,549	248,190
Communication	472,419	337,355
Advertisement	177,299	190,701
Audit Fees (Refer Note No.3.23)	400,750	173,481
Brand usage fees	572,500	561,800
Corporate Social Responsibility Expenditure (Refer Note No. 3.35)	4,424,000	—
Travelling and conveyance	—	1,168
Sundry expenses	880,923	122,887
TOTAL	11,801,959	23,051,704
3.21 EXCEPTIONAL ITEMS :		
Provision for diminution in value of long term investments	72,500,000	—
Provision for doubtful advances	50,016,070	—
TOTAL	122,516,070	—
3.22 Contingent Liabilities not provided for :		
i) Corporate Guarantees given, in respect of loans borrowed by other companies :		
Guarantee Amount ^{(a)(b)}	605,194,387	1,549,085,712
Balance outstanding ^{(a)(b)}	605,194,387	881,206,263
(a) Guarantee amount and balance outstanding include a Corporate Guarantee amount and loan balance expressed in foreign currency, being € 4,064,084/- (Previous year € 8,133,350/-), equivalent to ₹ 305,194,387/- (Previous year ₹ 549,085,712/-).		
(b) The Company has given Corporate Guarantee for External Commercial Borrowing of € 10,178,549/- raised by another company within Kalyani Group. The Company's commitments under the said Guarantee include negative pledge over assets, undertaking not to dispose of assets of value exceeding ₹ 250 Million in a year without prior written consent of the lender, maintenance of ratio of financial indebtedness to tangible net worth not exceeding 0.75 during the tenor of the ECB, undertaking not to sell, transfer, encumber the Company's existing investments in listed entities of the Kalyani Group or in KSL Holdings Private Limited or any other entity which has paid dividend in any of the past 3 years.		

Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹	₹
3.23 Payment to Auditor, inclusive of Service Tax :		
As Auditor	314,875	168,540
For certification	85,875	—
Reimbursement of expenses	—	4,941
TOTAL	400,750	173,481
3.24 EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS) :		
Purchase of investment	473,190,276	—
TOTAL	473,190,276	—

3.25 SUMMARY OF UNHEDGED FOREIGN CURRENCY EXPOSURES :

	Currency	As at 31st March, 2016		As at 31st March, 2015	
		Foreign Currency	Amount ₹	Foreign Currency	Amount ₹
a) Consideration for purchase of investments	US Dollar	2,518,580	167,064,715	—	—
TOTAL		2,518,580	167,064,715	—	—

3.26 DISCLOSURE PURSUANT TO ACCOUNTING STANDARD – 15 (REVISED) ON “EMPLOYEE BENEFITS”

The following table sets out the funded status of the employees' leave encashment and the amounts recognised in the financial statements for the year ended 31st March, 2016.

	Year ended 31st March, 2016	Year ended 31st March, 2015
	₹	₹
a) Present Value of Obligation	10,664	30,311
b) Fair Value of Plan Assets	—	—
c) Net asset / (liability) recognised in the Balance Sheet	(10,664)	(30,311)
Net liability is bifurcated as :		
Current :	695	1,899
Non-Current :	9,969	28,412

3.27 SEGMENT REPORTING :

The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011 and all activities of the Company revolve around this business. Hence, no separate segment is considered reportable.

3.28 Related Party Disclosures :

a) Related Parties and their relationships :	
i) Holding Company	Sundaram Trading and Investment Private Limited
ii) Associates	Hikal Limited
iii) Joint Ventures	M/s Sundaram Enterprises, a partnership firm
iv) Key Management Personnel	Mr.Sanjay Yewale, the Chief Financial Officer, appointed on 15th July, 2015 and Chief Executive Officer appointed on 30th March, 2015.
	Mr.Adwait Joshi, the Company Secretary, appointed on 3rd August, 2015.
	Mr.Rahul Agarwal, the Chief Financial Officer and Company Secretary, appointed till 14th July, 2015.



Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

b) Transactions with Related Parties :

Particulars	Holding Company	Associates	Joint Venture	Key Management Personnel			Total
	Sundaram Trading and Investment Private Limited	Hikal Limited	M/s Sundaram Enterprises	Mr.Sanjay Yewale	Mr.Adwait Joshi	Mr.Rahul Agarwal	
	₹	₹	₹	₹	₹	₹	₹
Share in profit of partnership firm	—	—	669 (812)	—	—	—	669 (812)
Redemption of preference shares	(1,800,000)	—	—	—	—	—	(1,800,000)
Dividend Received	—	25,778,250 (12,889,125)	—	—	—	—	25,778,250 (12,889,125)
Remuneration to Key Management Personnel@	—	—	—	7,702,983 (23,294)	262,674 —	69,191 (817,908)	8,034,848 (841,202)

(Figures in bracket indicate previous year)

@ Including amounts paid to Key Management Personnel on deputation.

c) Balances with Related Parties :

Particulars	Holding Company	Associates	Joint Venture	Key Management Personnel			Total
	Sundaram Trading and Investment Private Limited	Hikal Limited	M/s Sundaram Enterprises	Mr.Sanjay Yewale	Mr.Adwait Joshi	Mr.Rahul Agarwal	
	₹	₹	₹	₹	₹	₹	₹
Balance on Capital with partnership firm	—	—	(12,429)	—	—	—	(12,429)
Current	—	—	—	—	—	—	—
Non Current	—	—	(12,429)	—	—	—	(12,429)

(Figures in bracket indicate previous year)

3.29 INVESTMENT IN CAPITAL OF PARTNERSHIP FIRM :

The Company was a partner in M/s Sundaram Enterprises. The names of partners, their capital contributions and their respective profit / loss sharing ratios are as under :

Name of the Partner	Capital Contribution		Profit / Loss Sharing Ratio	
	31st March, 2016	31st March, 2015	31st March, 2016	31st March, 2015
	₹	₹	%	%
Kalyani Investment Company Limited	—	12,429	—	20%
BF Investment Limited	—	37,287	—	60%
Sundaram Trading and Investment Private Limited	—	6,215	—	10%
Axiom Project Consultants Private Limited	—	6,215	—	10%
TOTAL	—	62,146	—	100%

The partnership firm has been dissolved during the year in pursuance of a deed of dissolution executed on 26th May, 2015. The accounts of the partnership have accordingly been prepared and partners' capital balances have been settled.

The details of the aggregate amounts of the assets, liabilities, income and expenses of M/s Sundaram Enterprises, related to the Company's interest therein, based on its accounts for the year ended 31st March, 2016 are as under :

	Year ended 31st March, 2016		Year ended 31st March, 2015	
	Total	Share of the Company	Total	Share of the Company
	₹	₹	₹	₹
Assets	—	—	168,826	33,765
Liabilities	—	—	106,680	21,336
Income	4,846	969	5,868	1,174
Expenses	1,500	300	1,810	362

Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued) :

- 3.30** The Company does not owe any moneys to the suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006.
- 3.31** 35,000 - 12% Non-Cumulative Redeemable "C" Preference Shares of ₹ 100/- each fully paid up of Sundaram Trading and Investment Private Limited are redeemable on or before 26th July, 2027.
9,400,000 - 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up of Baramati Speciality Steels Limited are redeemable at the end of 20 years from the date of allotment, i.e. on 28th March, 2033, with an option to the said Company to redeem the said shares in one or more tranches at any time on or after 28th September, 2013.
5,100,000 - 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up of Baramati Speciality Steels Limited are redeemable at the end of 20 years from the date of allotment, i.e. on 28th September, 2033, with an option to the said Company to redeem the said shares in one or more tranches at any time on or after 28th March, 2014.
13,000,000 - 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up of Baramati Speciality Steels Limited are redeemable at par on the expiry of 20 years from the date of allotment, i.e. on 28th March, 2036, with an option to the said Company to redeem the said shares in one or more tranches at any time on or after 28th September, 2016.
64,990,000 - 8% Non-Cumulative Optionally Convertible Redeemable Preference Shares of ₹ 10/- each fully paid up of Kenersys India Private Limited may be redeemed in part or totality to the extent not converted into equity shares, at any time before the end of 20 years from the date of allotment, i.e. on or before 28th March, 2033 in one or more tranches, at the request of Kalyani Investment Company Limited and acceptance of such request by Kenersys India Private Limited, subject to necessary investor approvals. Kalyani Investment Company Limited shall be entitled to have the option to convert the preference shares into equity shares in one or more tranches (whether fully or partially) at any time after 31st May, 2017, at such pricing as shall be mutually decided by Kenersys India Private Limited and Kalyani Investment Company Limited, at the time, in consultation with the then existing shareholders of Kenersys India Private Limited, at such discount to fair value as may be mutually decided by Kalyani Investment Company Limited and Kenersys India Private Limited, subject to necessary investor approvals.
9,000,000 - 1% Non-Cumulative Optionally Convertible Preference Shares of ₹ 10/- each fully paid up of Lord Ganesha Minerals Private Limited carry option to convert the entire amount outstanding into equity shares of the said company at par. The said 9,000,000 - 1% Non-Cumulative Optionally Convertible Preference Shares of ₹ 10/- each fully paid up, if not opted for conversion, are redeemable on 31st March, 2020. However, the said Company as well as the holders of 1% Non-Cumulative Optionally Convertible Preference Shares, have a call / put option respectively, by giving one month's notice to the other party.
2,030,000 - 8% Non-Cumulative Redeemable Preference shares of ₹ 10/- each fully paid up of Kalyani Mining Ventures Private Limited are redeemable after five years from the date of allotment, i.e. on or after 31st March, 2020. Shares which are not redeemed by the Company shall be compulsorily redeemed at the expiry of twenty years from the date of allotment i.e. on or after 31st March, 2035.
- 3.32** 560,000 - 0% Fully Convertible Unsecured Debentures of ₹ 100/- each fully paid up of Azalea Enterprises Private Limited are compulsorily convertible into such number of fully paid up equity shares of ₹ 10/- each at such a price as shall be fixed by the said Company upon the expiry of the period of 5 years from the date of their original issue, viz. 29th March, 2014.
165,000 0% Fully Convertible Unsecured Debentures of ₹ 100/- each fully paid up of Azalea Enterprises Private Limited are compulsorily convertible into such number of fully paid up equity shares of ₹ 10/- each at such a price as shall be fixed by the said Company upon the expiry of the period of 5 years from the date of their original issue, viz. 4th April, 2014.
- 3.33** Legal title to some of the assets vested and transferred to the Company in pursuance of the Composite Scheme of Arrangement approved by the Honourable High Court of judicature at Bombay, as per Order dated 12th March, 2010 as already reported could not be transferred in the name of the Company till 31st March, 2016. The Company is in the process of completing the required legal formalities.



Notes forming part of the Financial Statements for the year ended 31st March, 2016 (continued):

3.34 EARNINGS PER SHARE :

	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Profit for the year, as per the Statement of Profit and Loss	263,979,568	169,535,285
(a) Profit attributable to equity shareholders	263,979,568	169,535,285
(b) Weighted Average Number of Equity Shares, outstanding during the period	4,365,306	4,365,306
(c) Earnings per share (of ₹ 10/- each) :		
Basic (₹ per share) (a / b) :	60.47	38.84
Diluted (₹ per share) (a / b) :	60.47	38.84

3.35 CORPORATE SOCIAL RESPONSIBILITY :

The Company has formed Corporate Social Responsibility (CSR) Committee and has also adopted a CSR Policy in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company recognises CSR spends as and when incurred. Relevant details for the financial year covered by these statements are as under :

	Year ended 31st March, 2016 ₹	Year ended 31st March, 2015 ₹
Gross Amount required to be spent by the Company during the year	1,636,000	2,788,000
Amount spent during the year for financial year 2014-2015	2,788,000	—
Amount spent during the year for financial year 2015-2016	1,636,000	—

3.36 Previous year's figures have been regrouped / rearranged wherever necessary to correspond with the current year's classification / disclosure.

As per my attached Report of even date

On behalf of the Board of Directors

P. V. Deo
Chartered Accountant
Membership No.41609

Adwait Joshi
Company Secretary

Sanjay Yewale
Chief Executive Officer
& Chief Financial Officer

Amit B. Kalyani
Chairman

R. K. Goyal
Director

Place : Pune
Date : 24th May, 2016

Place : Pune
Date : 24th May, 2016

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Kalyani Investment Company Limited

Report on the Consolidated Financial Statements

I have audited the accompanying Consolidated Financial Statements of Kalyani Investment Company Limited (hereinafter referred to as "the Holding Company") and its associates (collectively referred to as "the Company" or "the Group") which comprise the Consolidated Balance Sheet as at 31st March, 2016, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and the consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Boards of Directors of the companies included in the Group are responsible for 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; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

My responsibility is to express an opinion on these consolidated financial statements based on my audit. I 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.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

I believe that the audit evidence obtained by me is sufficient and appropriate to provide a basis for my audit opinion on the consolidated financial statements.

Opinion

In my opinion and to the best of my information and according to the explanations given to me, the aforesaid consolidated 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; of the consolidated state of affairs of the Group and its associates as at 31st March, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matters

The consolidated financial statements also include the Group's share of net profit of ₹ 98,167,476/- for the year ended 31st March, 2016, as considered in the consolidated financial statements, in respect of all associates, whose financial statements have not been audited by me. These financial statements are audited by other auditors and have been furnished to me by the Management and my opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these associates, and my report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associates, is based solely on such audited financial statements. My opinion is not qualified in respect of this matter.



My opinion on the consolidated financial statements and my report on Other Legal and Regulatory Requirements below, is not modified in respect of the below matters with respect to my reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, I report to the extent applicable that :

- a) I have sought and obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purpose of my audit of the aforesaid consolidated financial statements;
- b) In my opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from my examination of those books;
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;
- d) In my opinion, aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March 2016, taken on record by the Boards of Directors of the Holding Company and the reports of the statutory auditors of its associates, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2016, from being appointed as a director of that company 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 Group and the operating effectiveness of such controls, refer to my 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 my opinion and to the best of my information and according to the explanations given to me :
 - i. There were no pending litigations which would impact the consolidated financial position of the Group;
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its associates.

Place : Pune
Date : 24th May, 2016

P. V. Deo
Chartered Accountant
Membership No.41609

Annexure "A" to the Independent Auditor's Report of even date on the consolidated financial statements of KALYANI INVESTMENT COMPANY LIMITED**Report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with my audit of the consolidated financial statements of the Company as of and for the year ended 31st March, 2016, I have audited the internal financial controls over financial reporting of Kalyani Investment Company Limited (hereinafter referred to as "the Holding Company") and its associates, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Boards of Directors of the Holding Company and its associates, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding 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

My responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on my audit. I conducted my audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial

Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that I 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.

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

I believe that the audit evidence I have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for my audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

1. Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In my opinion, the Holding Company and its associates, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2016, 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.

Other Matters

My aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to three associate companies, which are companies incorporated in India, is based on corresponding reports of the auditors of such companies incorporated in India.

Place : Pune
Date : 24th May, 2016

P. V. Deo
Chartered Accountant
Membership No.41609



KALYANI

Consolidated Financial Statements

2015-2016

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

	Note No.	₹	As at 31st March, 2016 ₹
I. EQUITY AND LIABILITIES :			
1. Shareholders' Funds :			
a) Share Capital	3.1	43,653,060	
b) Reserves and Surplus	3.2	3,918,197,486	
			3,961,850,546
2. Non-Current Liabilities :			
a) Deferred Tax Liabilities (Net)	3.3	126,000	
b) Other Long-Term Liabilities	3.4	167,064,715	
c) Long-Term Provisions	3.5	9,969	
			167,200,684
3. Current Liabilities :			
a) Trade Payables	3.6		
Total outstanding dues of micro enterprises and small enterprises		—	
Total outstanding dues of creditors other than micro enterprises and small enterprises		24,946,626	
b) Other Current Liabilities	3.7	1,672,734	
c) Short-Term Provisions	3.8	695	
			26,620,055
	TOTAL		4,155,671,285
II. ASSETS :			
1. Non-Current Assets :			
a) Fixed Assets			
Tangible Assets	3.9	9,169,013	
b) Non-Current Investments	3.10	4,014,375,701	
c) Long-Term Loans and Advances	3.11	3,106,669	
			4,026,651,383
2. Current Assets :			
a) Current Investments	3.12	127,531,754	
b) Cash and Cash Equivalents	3.13	1,488,148	
c) Short-Term Loans and Advances	3.14	—	
			129,019,902
	TOTAL		4,155,671,285

Significant Accounting Policies and Notes forming an integral part of the Consolidated Financial Statements **1 to 3**

As per my attached Report of even date

On behalf of the Board of Directors

P. V. Deo
Chartered Accountant
Membership No.41609

Adwait Joshi
Company Secretary

Sanjay Yewale
Chief Executive Officer
& Chief Financial Officer

Amit B. Kalyani
Chairman

R. K. Goyal
Director

Place : Pune
Date : 24th May, 2016

Place : Pune
Date : 24th May, 2016

**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED
31ST MARCH, 2016**

		Year ended 31st March, 2016	
	Note No.	₹	₹
Revenue from Operations	3.15	5,352,398	
Other Income	3.16	402,095,712	
Total Revenue			407,448,110
Expenses			
a) Employee benefit expenses	3.17	8,034,848	
b) Finance costs	3.18	30,033	
c) Depreciation	3.19	972,563	
d) Other expenses	3.20	11,801,959	
Total Expenses			20,839,403
Profit before Exceptional Items and Tax			386,608,707
Exceptional Items	3.21		(122,516,070)
Profit before Tax			264,092,637
Tax Expense :			
a) Current tax expense		(80,000)	
b) MAT credit utilised		(1,424,000)	
c) Tax expense / (Savings) for earlier years		1,406,931	
d) Deferred Tax Expense		(16,000)	
			(113,069)
Profit for the year			263,979,568
Share of Profits / (Losses) of Associates (Net)			98,167,476
Total Profit for the year			362,147,044
Earnings per Share (of ₹ 10/- each)			
a) Basic	3.34		82.96
b) Diluted	3.34		82.96
Significant Accounting Policies and Notes forming an integral part of the Consolidated Financial Statements	1 to 3		

As per my attached Report of even date

On behalf of the Board of Directors

P. V. Deo
Chartered Accountant
Membership No.41609Adwait Joshi
Company SecretarySanjay Yewale
Chief Executive Officer
& Chief Financial OfficerAmit B. Kalyani
ChairmanR. K. Goyal
DirectorPlace : Pune
Date : 24th May, 2016Place : Pune
Date : 24th May, 2016



KALYANI

Consolidated Financial Statements

2015-2016

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Year ended
	31st March, 2016
	₹
A. Cash Flow from Operating Activities :	
Net Profit after tax and exceptional items	362,147,044
Adjusted for :	
Depreciation	972,563
Dividend received	(402,056,294)
Share of Profit / (Losses) of Associates (Net)	(98,167,476)
Other Interest paid	29,943
Provision for diminution in value of long term investments	72,500,000
Provision for doubtful advances	50,016,070
Share in profit of partnership firm	(669)
Tax expense	113,069
	(376,592,794)
Operating Loss before Working Capital Changes	(14,445,750)
Changes in :	
Loans and Advances	(50,763,383)
Liabilities and Provisions	192,809,000
	142,045,617
Cash generation from Operations	127,599,867
Direct Taxes paid	(300,169)
Net Cash from Operating Activities	127,299,698
B. Cash Flow from Investing Activities :	
Purchase of Investments	(866,881,360)
Sale of Investments	337,679,477
Dividend received	402,056,294
Share in profit of partnership firm	669
Net Cash used in Investing Activities	(127,144,920)
C. Cash Flow from Financing Activities :	
Net Cash from Financing Activities	—
Net changes in Cash and Cash Equivalents (A+B+C) :	154,778
Cash and Cash Equivalents, at the beginning :	1,333,370
Cash and Cash Equivalents, at the close :	1,488,148

Significant Accounting Policies and Notes forming an integral part of the Consolidated Financial Statements **1 to 3**

As per my attached Report of even date

On behalf of the Board of Directors

P. V. Deo
Chartered Accountant
Membership No.41609

Adwait Joshi
Company Secretary

Sanjay Yewale
Chief Executive Officer
& Chief Financial Officer

Amit B. Kalyani
Chairman

R. K. Goyal
Director

Place : Pune
Date : 24th May, 2016

Place : Pune
Date : 24th May, 2016

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 :

1. Company Overview :

The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011. Since the Company is not a Systemically Important Non Deposit taking Core Investment Company, it is not required to obtain Certificate of Registration under Section 45-IA of the Reserve Bank of India Act, 1934.

The Company is a subsidiary of Sundaram Trading and Investment Private Limited.

Operating Cycle of the Company is considered to be of 12 months.

2. Statement of Significant Accounting Policies :

2.1 Basis of Accounting and Preparation of Consolidated Financial Statements :

These consolidated financial statements comprise the financial statements of the Company and its associates (together referred to as 'the Group'). These consolidated financial statements of the Group have been prepared under historical cost convention and comply with the Accounting Standards, specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. All income and expenses having a material bearing on the financial statements are recognised on the accrual basis. This is the first year wherein the Company is presenting its consolidated financial statements.

Principles of consolidation :

These consolidated financial statements of the Group are prepared in accordance with the Accounting Standard 23 "Accounting for Investments in Associates in Consolidation" as notified. These consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the Company for its standalone financial statements. The financial statements of the associates have been drawn for the year ended 31st March, 2016. The Group has converted these audited financial information and financial statements, as the case may be, to accounting principles generally accepted in India, for the purpose of preparation of the Group's consolidated financial statements under accounting principles generally accepted in India.

Associates

The Group's investment in its associate is accounted for under the equity method. An associate is an entity in which the Group has significant influence.

Under the equity method, the investment in an associate is carried in the balance sheet at cost plus post acquisition changes in the Group's share of net assets of the associate. Goodwill related to the associate is included in the carrying amount of the investment and is neither amortised nor individually tested for impairment. The consolidated statement of profit and loss reflects the share of the results of operations of the associate. Unrealised gains and losses resulting from transactions between the Group and the associates are eliminated to the extent of the interest in the associate.

After application of the equity method, the Group determines whether it is necessary to recognise decline, other than temporary, in the value of the Group's investment in its associates, such reduction being determined and made for each investment individually. The Group determines at each reporting date whether there is any objective evidence that the investment in associate is impaired.

Section 129(3) of the Companies Act, 2013 requires preparation of consolidated financial statements of the Company and all of the subsidiaries including associate company and joint venture business in the same form and manner as that of its own. Accounting Standard (AS) 23 on Accounting for Investment in Associates in Consolidated Financial Statements defines Associate Company as an enterprise in which an entity has significant influence and which is neither a subsidiary nor a joint venture of that party. It mentions that if an investing party holds, directly or indirectly through intermediaries, 20% or more of the voting power of the enterprise, it is presumed that the investing party does have significant influence, unless it can be clearly demonstrated that this is not the case.

The Company holds investments in below mentioned entities, which by share ownership, are deemed to be Associate Companies :

Sr. No.	Name of the Company	Country of incorporation	Parent's ultimate holding as on 31st March, 2016	Financial Year ends on
i)	Dandakaranya Investment and Trading Private Limited	India	23.92%	31st March, 2016
ii)	Hastinapur Investment and Trading Private Limited	India	23.92%	31st March, 2016
iii)	Dronacharya Investment and Trading Private Limited	India	23.92%	31st March, 2016
iv)	Campanula Investment and Finance Private Limited	India	23.91%	31st March, 2016
v)	Cornflower Investment and Finance Private Limited	India	23.91%	31st March, 2016

However, the Company does not exercise significant influence in any of the above entities, as demonstrated below :

- i) The Company does not have any representation on the Board of Directors or corresponding governing body of the investee.
- ii) The Company does not participate in policy making process.
- iii) The Company does not have any material transaction with the investee.
- iv) The Company does not interchange any managerial personnel.
- v) The Company does not provide any essential technical information to the investee.

In view of the above, these companies are not being construed as Associate Companies for the purpose of consolidation and therefore these have not been consolidated in the financial statements of the Company.

List of Associates which are included in the consolidation and the Company's effective holdings therein are as under :

Sr. No.	Name of the Company	Country of incorporation	Parent's ultimate holding as on 31st March, 2016	Financial Year ends on
i)	Hikal Limited	India	31.36%	31st March, 2016
ii)	Lord Ganesha Mineral Private Limited	India	22.50%	31st March, 2016
iii)	Kalyani Agro Corporation Limited	India	29.57%	31st March, 2016



Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

2.2 Use of Estimates :

The preparation of the consolidated financial statements in conformity with the GAAP requires that the Management makes estimates and assumptions, which affect the reported amounts of assets and liabilities, disclosure of contingent liabilities, as at the date of the consolidated financial statements, and the reported amounts of revenue and expenses during the year under report. Contingencies are recorded, when it is probable that a liability will be incurred and the amount can be reasonably estimated. Actual results could differ from those estimates.

2.3 Fixed Assets and Depreciation :

a) Fixed Assets :

Fixed Assets are stated at their original cost of acquisition including incidental expenses related to acquisition and installation of the concerned assets. Fixed Assets are shown net of accumulated depreciation, wherever applicable and amortisation.

b) Depreciation and Amortisation :

- i) Depreciation on fixed assets is calculated on straight-line basis using the rates arrived at based on the useful lives estimated by the management. Depreciation is charged on pro-rata basis for assets purchased / sold during the year.

The Management's estimate of the useful lives of various fixed assets which is in line with the provisions of Schedule II to the Companies Act, 2013 is given below :

Nature of the Asset	Estimated Useful Life
i) Furnitures and Fixtures	10 years

2.4 Investments :

- a) Long Term Investments are carried at cost. Provision for diminution is made to recognise a decline other than temporary, in value of investments.
 b) Investment in associate companies are accounted as per the Equity method and accordingly, the share of post acquisition reserves of each of the associate companies has been added to / deducted from the cost of investments
 c) Short Term Investments are carried at lower of cost and fair value.

2.5 Revenue Recognition :

- a) The Group recognises income on accrual basis. However, revenue recognition is postponed in respect of specific items of income, where the ultimate collection, thereof is uncertain.
 b) Interest income is accrued over the period of the loan / investment.
 c) Dividend is accrued in the year in which it is declared whereby a right to receive is established.
 d) Profit / loss on sale of investments is recognised as per the terms of the underlying contracts.

2.6 Employee Benefits :

- a) Employee benefits include interalia, amounts paid for the services of the Key Management Personnel on deputation. No separate provisions of retirement benefits or privilege leave benefits of such employees are recognised in the books of the Group. The Group is not liable for payment of gratuity.
 b) Privilege leave benefits :
 Accumulated leave, which is expected to be utilised within the next 12 months, is treated as short-term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Group treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end. Actuarial gains / losses are immediately taken to the consolidated statement of profit and loss and are not deferred. The Group presents the leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where the Group has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

2.7 Taxation :

- a) Tax expense comprises current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.
 b) Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognised directly in equity is recognised in equity and not in the consolidated statement of profit and loss.

Deferred tax liabilities are recognised for all taxable timing differences. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Group has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.

At each reporting date, the Group re-assesses unrecognised deferred tax assets. It recognises unrecognised deferred tax assets to the extent that it has become reasonably certain or virtually certain, as the case may be that sufficient future taxable income will be available against which such deferred tax assets can be realised.

The carrying amount of deferred tax assets are reviewed at each reporting date. The Group writes-down the carrying amount of deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

- c) Minimum alternate tax (MAT) paid in a year is charged to the consolidated statement of profit and loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the Group recognises MAT credit as an asset in accordance with the guidance note on "Accounting for Credit Available in respect of Minimum Alternative Tax" under the Income Tax Act, 1961, the said asset is created by way of credit to the consolidated statement of profit and loss and shown as "MAT Credit Entitlement". The Group reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

2.8 Foreign Currency Translation :

In accordance with the paragraph 46A of the Accounting Standard - 11, "The effects of changes in foreign exchange rates", the Group has exercised the irrevocable option and accordingly, the exchange differences arising on reporting of long-term foreign currency monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, in so far as they relate to the acquisition of a depreciable capital asset, is added to or deducted from the cost of the asset and is depreciated over the balance life of the asset, and in other cases, is accumulated in "Foreign Currency Monetary Item Translation Difference Account" in the consolidated financial statements and amortised over the balance period of such long term asset or liability, by recognition as income or expense in the consolidated statement of profit and loss. Long-term foreign currency monetary item means any asset or liability that is expressed in a foreign currency and has a term of twelve months or more at the date of origination of the asset or liability.

Transactions in foreign currency, other than those covered by long-term foreign currency monetary items are accounted at the exchange rates prevailing on the dates of transactions. Gains / losses arising out of fluctuations in the exchange rates in respect of these transactions are dealt with in the consolidated statement of profit and loss in the period in which they arise.

2.9 Impairment

The management has a policy to review at each balance sheet date, the carrying amounts of its assets to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value of money and the risk specific to the asset. Reversal of impairment loss is recognised immediately as income in the consolidated statement of profit and loss.

2.10 Earnings per share :

In determining earnings per share, the Group considers the net profit after tax and includes the post tax effect of extra-ordinary / exceptional item, if any. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

2.11 Provisions, Contingent Liabilities and Contingent Assets :

A provision is recognised when the Group has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where the Group expects some or all of a provision to be reimbursed, for example under an insurance contract, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the consolidated statement of profit and loss net of any reimbursement.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the consolidated financial statements.

Contingent assets are neither recognised nor disclosed.

2.12 Cash flow statement :

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

2.13 Cash and cash equivalents :

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

3. Other Notes :

As at 31st
March, 2016
₹

3.1 SHARE CAPITAL:

Authorised :

	12,000,000	Equity Shares of ₹ 10/- each	120,000,000
	60,000,000	14% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	600,000,000
		TOTAL	720,000,000

Issued, Subscribed and Paid up :

	4,365,306	Equity Shares of ₹ 10/- each, fully paid up	43,653,060
		TOTAL	43,653,060

- (a) Equity Shares of the Company have a par value of ₹ 10/-. Each holder of Equity Shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive surplus assets of the Company, remaining after distribution of all preferential amounts.



Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

- (b) 14% Non-Cumulative Redeemable Preference Shares of the Company, whenever issued shall have a par value of ₹ 10/-. These shares carry preferential right to be paid a fixed dividend of 14% on the paid up value of the shares, if and when declared by the Company.
These shares carry, in the event of winding up or repayment of capital, a preferential right to be repaid the amount of capital paid up.
- (c) The reconciliation of the number of Equity Shares outstanding and the amount of Equity Share Capital as at 31st March, 2016 is set out below :

	As at 31st March, 2016	
	No. of Shares	Amount in ₹
Balance at the beginning of the year	4,365,306	43,653,060
Add : Shares issued during the year	—	—
Less : Cancelled during the year	—	—
Balance at the close of the year	4,365,306	43,653,060

- (d) Details of Shareholders holding more than 5% of the aggregate issued and subscribed Equity Shares :

Name of the Shareholder(s)	As at 31st March, 2016	
	No. of Shares	%
Sundaram Trading and Investment Private Limited [§]	2,434,821	55.78
Ajinkya Investment and Trading Company	536,182	12.28
ICICI Prudential Dynamic Plan	58,481	1.34

[§]The Holding Company

3.2 RESERVES AND SURPLUS:

	As at 31st March, 2016
	₹
Reserve Fund (Under Section 45IC(1) of the Reserve Bank of India Act, 1934):	
As per last Account	115,424,900
Add : Set aside this financial year	52,796,000
	168,220,900
General Reserve:	
As per last Account	2,146,646,048
Capital Redemption Reserve:	
As per last Account	576,000,000
Foreign Currency Monetary Item Translation Difference Account ^{(a)(b)} :	
As per last account	—
Add : Arising during the year	361,587
	361,587
Less : Amortised during the year	(7,533)
Closing balance	354,054
Surplus in the Consolidated Statement of Profit and Loss:	
As per last Account	246,576,461
Add : Profit for the year transferred from the Consolidated Statement of Profit and Loss	362,147,044
Add : Share of profits / (losses) of associates (Net) for earlier years	471,048,979
	1,079,772,484
Less: Appropriations	
Amount transferred to Reserve Fund	52,796,000
	1,026,976,484
TOTAL	3,918,197,486

- (a) Please refer Note No.2.8

- (b) Upon exercising the irrevocable option as mentioned in Note 2.8 forming part of these consolidated financial statements, the Group has held unamortised foreign exchange difference (Gain) amounting to ₹ 361,586/- in Foreign Currency Monetary Item Translation Difference Account as at 31st March, 2016. The amount amortised in accordance with the said option during the year is (Gain) ₹ 7,533/-.

3.3 DEFERRED TAX LIABILITY (NET):

Deferred Tax Liability	
Timing difference in respect of depreciation	129,000
Deferred Tax Asset	
Timing difference in respect of disallowances	3,000
TOTAL	126,000

3.4 OTHER LONG TERM LIABILITIES:

Consideration for purchase of investments ^{(a)(b)}	167,064,715
TOTAL	167,064,715

- a) Payable on or before 22nd March, 2018.

- b) This obligation is also covered by Corporate Guarantee given by another company

KALYANI INVESTMENT

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

		As at 31st March, 2016
		₹
3.5 LONG TERM PROVISIONS:		
Provision for employee benefits		9,969
Leave encashment		—
	TOTAL	<u>9,969</u>
3.6 TRADEPAYABLES:		
Micro and Small Enterprises		—
Others		24,946,626
	TOTAL	<u>24,946,626</u>
3.7 OTHER CURRENT LIABILITIES:		
Payable to employees		40,424
Statutory liabilities		220,042
Accrued Expenses		1,412,268
	TOTAL	<u>1,672,734</u>
3.8 SHORT TERM PROVISIONS:		
Provision for employee benefits		695
Leave encashment		—
	TOTAL	<u>695</u>
3.9 FIXED ASSETS:		
	Tangible Assets Furniture and Fittings	Total
	₹	₹
GROSS BLOCK, AT COST :		
As at 31st March, 2014	—	—
Additions	10,237,500	10,237,500
Adjustment	—	—
Disposals	—	—
As at 31st March, 2015	10,237,500	10,237,500
Additions	—	—
Adjustment	—	—
Disposals	—	—
As at 31st March, 2016	10,237,500	10,237,500
DEPRECIATION AND AMORTISATION :		
As at 31st March, 2014	—	—
For the year	95,924	95,924
In respect of disposals	—	—
As at 31st March, 2015	95,924	95,924
For the year	972,563	972,563
In respect of disposals	—	—
As at 31st March, 2016	1,068,487	1,068,487
NET BLOCK :		
As at 31st March, 2015	10,141,576	10,141,576
As at 31st March, 2016	9,169,013	9,169,013



KALYANI

Consolidated Financial Statements

2015-2016

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

As at 31st
March, 2016
₹

3.10 NON-CURRENT INVESTMENTS, AT COST:

Other than Trade :

(i) Equity Instruments, Quoted :

Investments in Associates :

25,778,250 Equity Shares of ₹ 2/- each fully paid up of Hikal Limited 690,014,505

Investments in Other Companies :

6,195,046 Equity Shares of ₹ 5/- each fully paid up of BF Utilities Limited 172,239,912

31,656,095 Equity Shares of ₹ 2/- each fully paid up of Bharat Forge Limited 1,376,310,874

2,238,565,291

(ii) Equity Instruments, Unquoted :

Investments in Associates :

579,000 Equity Shares of ₹ 10/- each fully paid up of Kalyani Agro Corporation Limited —

450,000 Equity Shares of ₹ 10/- each fully paid up of Lord Ganesha Minerals Private Limited —

Investments in Other Companies :

22,005 Equity Shares of ₹ 100/- each fully paid up of Dandakaranya Investment and Trading Private Limited 2,200,500

22,005 Equity Shares of ₹ 100/- each fully paid up of Hastinapur Investment and Trading Private Limited 2,200,500

22,005 Equity Shares of ₹ 100/- each fully paid up of Dronacharya Investment and Trading Private Limited 2,200,500

220,000 Equity Shares of ₹ 10/- each fully paid up of Campanula Investment and Finance Private Limited 2,200,000

220,000 Equity Shares of ₹ 10/- each fully paid up of Cornflower Investment and Finance Private Limited 2,200,000

245,000 Equity Shares of ₹ 10/- each fully paid up of Carpenter Kalyani Special Alloys Private Limited 2,462,250

Less : Provision for diminution in value (2,217,250)

245,000

5,001,000 Equity Shares of ₹ 10/- each fully paid up of KSL Holdings Private Limited 50,160,050

2,930,218 Equity Shares of ₹ 10/- each fully paid up of Kalyani Carpenter Special Steels Private Limited 475,328,110

3,335,000 Equity Shares of ₹ 10/- each fully paid up of Khed Economic Infrastructure Private Limited 200,100,000

736,834,660

(iii) Preference Shares, Unquoted :

Investments in the Holding Company :

35,000 12% Non-Cumulative Redeemable "C" Preference Shares of ₹ 100/- each fully paid up of Sundaram Trading and Investment Private Limited⁵ 3,500,000

⁵ Sundaram Trading and Investment Private Limited became the Holding Company during financial year ended 31st March, 2014. These shares do not carry any voting rights.

Investments in Associates :

9,000,000 1% Non-Cumulative Optionally Convertible Preference Shares of ₹ 10/- each fully paid up of Lord Ganesha Minerals Private Limited 90,225,000

Investments in Other Companies :

27,500,000 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each of Baramati Speciality Steels Limited 275,000,000

64,990,000 8% Non-Cumulative Optionally Convertible Redeemable Preference Shares of ₹ 10/- each of Kenersys India Private Limited 649,900,000

2,030,000 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each of Kalyani Mining Ventures Private Limited 20,350,750

1,038,975,750

Carried Over

4,014,375,701

KALYANI INVESTMENT

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

		As at 31st March, 2016 ₹
	Brought Over	4,014,375,701
iv) Debentures, Unquoted :		
Investments in Other Companies :		
725,000 0% Fully Convertible Unsecured Debentures of		
₹ 100/- each fully paid up of		
Azalea Enterprises Private Limited	72,500,000	
Less : Provision for diminution in value	<u>(72,500,000)</u>	—
v) In a Partnership Firm :		
M/s Sundaram Enterprises (Refer note 3.29)		—
TOTAL		<u>4,014,375,701</u>
Book Value of Quoted Investments :		2,238,565,291
Book Value of Unquoted Investments :		1,775,810,410
Market Value of Quoted Investments :		34,153,683,595
Aggregate provision for diminution in value of investments :		74,717,250

The particulars of investments in Associate Companies as of 31st March, 2016 are as follows :

Sr. No.	Name of the Associate	Country of incorporation	Original cost of investment ₹	Goodwill / (Capital Reserve) included in original cost of investment ₹	Share of post acquisition Reserves and Surplus ₹	Provision for diminution ₹	Carrying amount investment as at 31st March, 2016 ₹
i)	Hikal Limited	India	65,610,549	(1,078,013,387)	624,403,956	—	690,014,505
ii)	Lord Ganesha Mineral Private Limited	India	75,187,500	75,187,500	(55,187,500)	(20,000,000)	—
iii)	Kalyani Agro Corporation Limited	India	5,790,000	5,790,000	—	(5,790,000)	—

		As at 31st March, 2016 ₹
3.11 LONG TERM LOANS AND ADVANCES (UNSECURED, GOOD):		
Security Deposits		500,000
Advance tax paid net of provision for taxation		1,029,469
Tax Refund Claims		1,577,200
	TOTAL	<u>3,106,669</u>
3.12 CURRENT INVESTMENTS, AT LOWER OF COST AND FAIR VALUE:		
Other than trade :		
In Units of Mutual Funds, Unquoted :		
125,053 Units of ₹ 1,000/- each of HDFC Liquid Fund		
- Dividend - Daily Reinvest Option - Reinvest		127,531,754
	TOTAL	<u>127,531,754</u>
3.13 CASH AND CASH EQUIVALENTS:		
Balances with banks		
In current accounts		1,473,006
Cash on hand		15,142
	TOTAL	<u>1,488,148</u>
3.14 SHORT TERM LOANS AND ADVANCES (UNSECURED):		
Inter-Corporate Deposit		
Doubtful		50,000,000
Less: Provision		<u>(50,000,000)</u>
		—
Other Advances recoverable in cash or in kind or for value to be received		
Good		—
Doubtful		16,070
Less: Provision		<u>(16,070)</u>
		—
	TOTAL	<u>—</u>



Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

	Year ended 31st March, 2016 ₹
3.15 REVENUE FROM OPERATIONS:	
Interest received on loans	5,352,398
TOTAL	5,352,398
3.16 OTHER INCOME:	
Dividend received on long term investments	389,823,343
Dividend received on short term investments	12,232,951
Share in profit of partnership firm (Refer Note No. 3.29)	669
Foreign exchange gain (Net)	7,533
Provisions written back	31,216
TOTAL	402,095,712
3.17 EMPLOYEE BENEFIT EXPENSES:	
(Including amounts paid to Key Management Personnel on deputation)	
Salaries and wages	8,034,848
TOTAL	8,034,848
3.18 FINANCE COSTS:	
Other interest	30,033
TOTAL	30,033
3.19 DEPRECIATION AND AMORTISATION:	
Tangible assets	972,563
TOTAL	972,563
3.20 OTHER EXPENSES:	
Professional fees	4,002,894
Fees and subscription	500,625
Printing and stationery	370,549
Communication	472,419
Advertisement	177,299
Audit Fees (Refer Note No.3.23)	400,750
Brand usage fees	572,500
Corporate Social Responsibility Expenditure (Refer Note No. 3.35)	4,424,000
Sundry expenses	880,923
TOTAL	11,801,959
3.21 EXCEPTIONAL ITEMS:	
Provision for diminution in value of long term investments	72,500,000
Provision for doubtful advances	50,016,070
TOTAL	122,516,070
3.22 Contingent Liabilities not provided for:	
i) Corporate Guarantees given, in respect of loans borrowed by other companies:	
Guarantee Amount ^{(a)(b)}	605,194,387
Balance outstanding ^{(a)(b)}	605,194,387
(a) Guarantee amount and balance outstanding include a Corporate Guarantee amount and loan balance expressed in foreign currency, being € 4,064,084/- (Previous year € 8,133,350/-), equivalent to ₹ 305,194,387/- (Previous year ₹ 549,085,712/-).	
(b) The Company has given Corporate Guarantee for External Commercial Borrowing of € 10,178,549/- raised by another company within Kalyani Group. The Company's commitments under the said Guarantee include negative pledge over assets, undertaking not to dispose of assets of value exceeding ₹ 250 Million in a year without prior written consent of the lender, maintenance of ratio of financial indebtedness to tangible net worth not exceeding 0.75 during the tenor of the ECB, undertaking not to sell, transfer, encumber the Company's existing investments in listed entities of the Kalyani Group or in KSL Holdings Private Limited or any other entity which has paid dividend in any of the past 3 years.	
3.23 Payment to Auditor, inclusive of Service Tax:	
As Auditor	314,875
For certification	85,875
TOTAL	400,750
3.24 EXPENDITURE IN FOREIGN CURRENCY (ON ACCRUAL BASIS):	
Purchase of investment	473,190,276
TOTAL	473,190,276

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

3.25 SUMMARY OF UNHEDGED FOREIGN CURRENCY EXPOSURES:

	Currency	As at 31st March, 2016	
		Foreign Currency	Amount ₹
a) Consideration for purchase of investments	US Dollar	2,518,580	167,064,715
TOTAL		2,518,580	167,064,715

3.26 DISCLOSURE PURSUANT TO ACCOUNTING STANDARD – 15 (REVISED) ON “EMPLOYEE BENEFITS”

The following table sets out the funded status of the employees' leave encashment and the amounts recognised in the financial statements for the year ended 31st March, 2016.

	Year ended 31st March, 2016 ₹
a) Present Value of Obligation	10,664
b) Fair Value of Plan Assets	—
c) Net asset / (liability) recognised in the Balance Sheet	(10,664)
Net liability is bifurcated as :	
Current :	695
Non-Current :	9,969

3.27 SEGMENT REPORTING:

The Company is a Non Deposit taking Core Investment Company, as defined in the Core Investment Companies (Reserve Bank) Directions, 2011 and all activities of the Company revolve around this business. Hence, no separate segment is considered reportable.

3.28 Related Party Disclosures :

a) Related Parties and their relationships :

i) Holding Company	Sundaram Trading and Investment Private Limited
ii) Associates	Hikal Limited
iii) Joint Ventures	M/s Sundaram Enterprises, a partnership firm
iv) Key Management Personnel	Mr.Sanjay Yewale, the Chief Financial Officer, appointed on 15th July, 2015 and Chief Executive Officer appointed on 30th March, 2015. Mr.Adwait Joshi, the Company Secretary, appointed on 3rd August, 2015. Mr.Rahul Agarwal, the Chief Financial Officer and Company Secretary, appointed till 14th July, 2015.

b) Transactions with Related Parties :

Particulars	Associates	Joint Venture	Key Management Personnel			Total
	Hikal Limited	M/s Sundaram Enterprises	Mr.Sanjay Yewale	Mr.Adwait Joshi	Mr.Rahul Agarwal	
	₹	₹	₹	₹	₹	₹
Share in profit of partnership firm	—	669	—	—	—	669
Dividend Received	25,778,250	—	—	—	—	25,778,250
Remuneration to Key Management Personnel@	—	—	7,702,983	262,674	69,191	8,034,848

@ Including amounts paid to Key Management Personnel on deputation.

c) Balances with Related Parties :

There were no balances on related party accounts as at 31st March, 2016.



Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

3.29 INVESTMENT IN CAPITAL OF PARTNERSHIP FIRM:

The Company was a partner in M/s Sundaram Enterprises. The names of partners, their capital contributions and their respective profit / loss sharing ratios are as under :

Name of the Partner	Capital Contribution ₹	Profit / Loss Sharing Ratio %
Kalyani Investment Company Limited	—	20%
BF Investment Limited	—	60%
Sundaram Trading and Investment Private Limited	—	10%
Axiom Project Consultants Private Limited	—	10%
TOTAL	—	100%

The partnership firm has been dissolved during the year in pursuance of a deed of dissolution executed on 26th May, 2015. The accounts of the partnership have accordingly been prepared and partners' capital balances have been settled.

The details of the aggregate amounts of the assets, liabilities, income and expenses of M/s Sundaram Enterprises, related to the Company's interest therein, based on its accounts for the year ended 31st March, 2016 are as under :

	Total ₹	Share of the Company ₹
Assets	—	—
Liabilities	—	—
Income	4,846	969
Expenses	1,500	300

3.30 The Company does not owe any moneys to the suppliers registered under the Micro, Small and Medium Enterprises Development Act, 2006.

3.31 35,000 - 12% Non-Cumulative Redeemable "C" Preference Shares of ₹ 100/- each fully paid up of Sundaram Trading and Investment Private Limited are redeemable on or before 26th July, 2027.

9,400,000 - 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up of Baramati Speciality Steels Limited are redeemable at the end of 20 years from the date of allotment i.e. on 28th March, 2033, with an option to the said Company to redeem the said shares in one or more tranches at any time on or after 28th September, 2013.

5,100,000 - 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up of Baramati Speciality Steels Limited are redeemable at the end of 20 years from the date of allotment i.e. on 28th September, 2033, with an option to the said Company to redeem the said shares in one or more tranches at any time on or after 28th March, 2014.

13,000,000 - 8% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid up of Baramati Speciality Steels Limited are redeemable at par on the expiry of 20 years from the date of allotment i.e. on 28th March, 2036, with an option to the said Company to redeem the said shares in one or more tranches at any time on or after 28th September, 2016.

64,990,000 - 8% Non-Cumulative Optionally Convertible Redeemable Preference Shares of ₹ 10/- each fully paid up of Kenersys India Private Limited may be redeemed in part or totality to the extent not converted into equity shares, at any time before the end of 20 years from the date of allotment i.e. on or before 28th March, 2033 in one or more tranches, at the request of Kalyani Investment Company Limited and acceptance of such request by Kenersys India Private Limited, subject to necessary investor approvals. Kalyani Investment Company Limited shall be entitled to have the option to convert the preference shares into equity shares in one or more tranches (whether fully or partially) at any time after 31st May, 2017, at such pricing as shall be mutually decided by Kenersys India Private Limited and Kalyani Investment Company Limited, at the time, in consultation with the then existing shareholders of Kenersys India Private Limited, at such discount to fair value as may be mutually decided by Kalyani Investment Company Limited and Kenersys India Private Limited, subject to necessary investor approvals.

9,000,000 - 1% Non-Cumulative Optionally Convertible Preference Shares of ₹ 10/- each fully paid up of Lord Ganesha Minerals Private Limited carry option to convert the entire amount outstanding into equity shares of the said company at par. The said 9,000,000 - 1% Non-Cumulative Optionally Convertible Preference Shares of ₹ 10/- each fully paid up, if not opted for conversion, are redeemable on 31st March, 2020. However, the said Company as well as the holders of 1% Non-Cumulative Optionally Convertible Preference Shares, have a call / put option respectively, by giving one month's notice to the other party.

2,030,000 - 8% Non-Cumulative Redeemable Preference shares of ₹ 10/- each fully paid up of Kalyani Mining Ventures Private Limited are redeemable after five years from the date of allotment, i.e. on or after 31st March, 2020. Shares which are not redeemed by the Company shall be compulsorily redeemed at the expiry of twenty years from the date of allotment i.e. on or after 31st March, 2035.

3.32 560,000 - 0% Fully Convertible Unsecured Debentures of ₹ 100/- each fully paid up of Azalea Enterprises Private Limited are compulsorily convertible into such number of fully paid up equity shares of ₹ 10/- each at such a price as shall be fixed by the said Company upon the expiry of the period of 5 years from the date of their original issue, viz. 29th March, 2014.

165,000 - 0% Fully Convertible Unsecured Debentures of ₹ 100/- each fully paid up of Azalea Enterprises Private Limited are compulsorily convertible into such number of fully paid up equity shares of ₹ 10/- each at such a price as shall be fixed by the said Company upon the expiry of the period of 5 years from the date of their original issue, viz. 4th April, 2014.

3.33 Legal title to some of the assets vested and transferred to the Company in pursuance of the Composite Scheme of Arrangement approved by the Honourable High Court of judicature at Bombay, as per Order dated 12th March, 2010 as already reported could not be transferred in the name of the Company till 31st March, 2016. The Company is in the process of completing the required legal formalities.

Notes forming part of the Consolidated Financial Statements for the year ended 31st March, 2016 (continued) :

3.34 EARNINGS PER SHARE:

	Year ended 31st March, 2016 ₹
Profit for the year, as per the Consolidated Statement of Profit and Loss	362,147,044
(a) Profit attributable to equity shareholders	362,147,044
(b) Weighted Average Number of Equity Shares, outstanding during the period	4,365,306
(c) Earnings per share (of ₹ 10/- each) :	
Basic (₹ per share) (a / b) :	82.96
Diluted (₹ per share) (a / b) :	82.96

3.35 CORPORATE SOCIAL RESPONSIBILITY:

The Company has formed Corporate Social Responsibility (CSR) Committee and has also adopted a CSR Policy in accordance with the provisions of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company recognises CSR spends as and when incurred. Relevant details for the financial year covered by these statements are as under :

	Year ended 31st March, 2016 ₹
Gross Amount required to be spent by the Company during the year	1,636,000
Amount spent during the year for financial year 2014-2015	2,788,000
Amount spent during the year for financial year 2015-2016	1,636,000

3.36 Since the Group has prepared Consolidated Financial Statements for the first time, figures for previous year have not been given.

As per my attached Report of even date

On behalf of the Board of Directors

P. V. Deo
Chartered Accountant
Membership No.41609

Adwait Joshi
Company Secretary

Sanjay Yewale
Chief Executive Officer
& Chief Financial Officer

Amit B. Kalyani
Chairman

R. K. Goyal
Director

Place : Pune
Date : 24th May, 2016

Place : Pune
Date : 24th May, 2016

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KALYANI
DRIVING INNOVATION

KALYANI INVESTMENT COMPANY LIMITED

MUNDHWA, PUNE - 411 036
MAHARASHTRA, INDIA.