

# **INSILCO AGENTS LIMITED**

## **REPORT AND ACCOUNTS**

### **FOR THE YEAR ENDED**

**31<sup>ST</sup> MARCH, 2018**

## **INSILCO AGENTS LIMITED**

CIN : U51109WB1995PLC074406  
Regd. Office : Birla Building, 4<sup>th</sup> Floor,  
9/1, R. N. Mukherjee Road,  
Kolkata – 700 001.  
Telephone : 66166 909 / 918 / 931  
Telefax : 66166 922  
Email ID : [invcos@birlacorp.com](mailto:invcos@birlacorp.com)

### **DIRECTORS**

Shri S. K. Daga  
Shri K. Damani  
Shri U. Varma - Managing Director  
Shri R. P. Singh - Independent Director  
Shri V. Sureka - Independent Director

### **CHIEF FINANCIAL OFFICER**

Shri U. Varma

### **AUDIT COMMITTEE**

Shri S. K. Daga  
Shri R. P. Singh  
Shri V. Sureka

### **NOMINATION & REMUNERATION COMMITTEE**

Shri K. Damani  
Shri R. P. Singh  
Shri V. Sureka

### **AUDITORS**

M/s. A. Singhi & Co.,  
Chartered Accountants,  
Martin Burn House,  
4<sup>th</sup> Floor, Room No. 37,  
1, R. N. Mukherjee Road,  
Kolkata – 700 001.

**NOTICE**

To the Shareholders

NOTICE is hereby given that the Annual General Meeting of the Shareholders of the Company will be held at 'Birla Building', 9/1, R. N. Mukherjee Road, Kolkata - 700 001 on Wednesday, the 4<sup>th</sup> July, 2018 at 12.00 noon for the following purposes:

- a) To receive, consider and adopt the audited Financial Statement for the year ended 31<sup>st</sup> March, 2018 and Auditors Report and the Report of Directors of the Company.
- b) To appoint a Director in place of Shri Krishna Damani (DIN: 00050123), who retires by rotation and being eligible, offers himself for reappointment.

By Order of the Board

Regd. Office:  
'Birla Building',  
9/1, R. N. Mukherjee Road,  
Kolkata - 700 001.  
Dated the 19<sup>th</sup> day of April, 2018

**S. K. Daga**  
Director  
DIN: 00050168

---

**Note :**

A member entitled to attend and vote at the above Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the Meeting.

# INSILCO AGENTS LIMITED

## BOARD'S REPORT

### TO THE MEMBERS OF INSILCO AGENTS LIMITED

The Directors take pleasure in presenting the Annual Report together with the audited financial statements for the year ended on **31<sup>st</sup> March 2018**.

#### 1. FINANCIAL HIGHLIGHTS, RESULTS OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS:

	For the year ended on 31 <sup>st</sup> March 2018 (Rs.)	For the year ended on 31 <sup>st</sup> March 2017 (Rs.)
Revenue from Operations (Gross)	7,10,13,676	5,77,87,037
Total Revenue	7,10,22,076	5,77,87,037
Profit before Tax	6,99,76,921	5,66,37,246
Tax Expenses	59,64,253	53,01,716
Profit after tax for the year	6,40,12,668	5,13,35,530
Surplus as per last financial year	1,50,88,783	1,56,85,024
Profit available for appropriation	7,91,01,451	6,70,20,554
Appropriations:		
Reserve Fund (under RBI Act, 1934)	1,28,02,534	1,02,67,106
Transferred to General Reserve	5,00,00,000	2,00,00,000
Interim Dividend	---	1,80,00,240
Dividend Distribution Tax	---	36,64,425
Net Surplus	1,62,98,917	1,50,88,783

Income for the year was Rs.7.10 Crores as compared to Rs.5.78 Crores in the previous year 2016-2017. Profit before tax for the year was Rs.7.00 Crores as compared to Rs.5.66 Crores in the previous year 2016-2017. Profit after tax for the year was Rs.6.40 Crores as compared to Rs.5.13 Crores in the previous year 2016-2017.

#### 2. DIVIDEND & RESERVE:

The Board has decided not to do distribute any dividend for the financial year 2017-18 in order to conserve the resources of the Company and the Company proposes to transfer an amount of Rs.5.00 Crores to the General Reserves. An amount of Rs.1.63 Crores is proposed to be retained in the Statement of Profit & Loss.

#### 3. SIGNIFICANT AND MATERIAL ORDERS PASSED BY REGULATORS OR COURTS OR TRIBUNALS:

There are no significant and material orders passed by the regulators or courts or tribunals that would impact the going concern status of the Company or its future operations.

#### 4. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT:

There have been no material changes and commitments affecting the financial position between the end of the financial year and the date of the report.

#### 5. FINANCE:

Cash and Cash equivalents as at March 31, 2018 was Rs.34,69,570/-. The Company continues to focus on judicious management of its resources.

##### 5.1. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

#### 6. RISK MANAGEMENT AND ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has a robust Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimise adverse impact on the business objectives and enhance the Company's competitive advantage.

The Company has adequate Internal Financial Control (IFC) over financial reporting and the same is commensurate with its size and operations.



**7. DEPOSITS:**

Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014 is not applicable to the Company since the Company is a Non Deposit-taking Non Banking Finance Company registered with Reserve Bank of India. However, the Company has not accepted any deposit from the public also.

**8. DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Shri K. Damani retires by rotation and, being eligible, offers himself for re-election. Shri Raj Kumar Agarwal was appointed as Company Secretary w.e.f. 07/07/2017 and he resigned on 09/08/2017. Shri Satyendu Pattnaik was appointed as Company Secretary w.e.f. 01/02/2018.

**8.1. STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS:**

Shri Ravindra Pratap Singh and Shri Vinay Sureka are Independent Directors on the Board of the Company. Independent Directors hold office for a fixed term of five years and are not liable to retire by rotation. The Independent Directors have submitted the Declaration of Independence, as required pursuant to section 149 of the Companies Act, 2013, stating that they meet the criteria of independence as stated therein.

**8.2. 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 Policy for selection and appointment of Directors and their remuneration is mentioned below:

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia deals with the manner of selection of Board of Directors and CFO & Managing Director and their remuneration. This Policy is accordingly derived from the said Charter.

**A. Criteria for selection of Non Executive Directors:**

- i. The Non executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of finance, taxation, law, governance and general management.
- ii. In case of appointment of independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-a-vis the Company so as to enable the Board to discharge its function and duties effectively.
- iii. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- iv. The N&R Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
  - a. Qualification, expertise and experience of the Directors in their respective field;
  - b. Personal, Professional or business standing;
  - c. Diversity of the Board.
- v. In case of reappointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Directors and his engagement level.

**B. Remuneration:**

The Non executive Directors shall be entitled to receive remuneration by way of sitting fees and reimbursement of expenses for participation in the Board / Committee meetings.

**C. Managing Director & CFO – Criteria for selection / appointment:**

For the purpose of selection of the MD & CFO, the N&R committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regards to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

## INSILCO AGENTS LIMITED

### Remuneration for the MD & CFO:

- i. At the time of appointment or re-appointment, the MD & CFO shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the MD & CFO within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

### 8.3. MEETINGS:

During the year under review 4 (Four) Board Meetings and 2 (Two) Audit Committee Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The details of the meetings held are, as under:

#### Board Meetings held during the Year:

Dates on which the Board meetings were held	Total Strength of the Board	No. of Directors present
18/04/2017	5	5
07/07/2017	5	5
06/10/2017	5	5
31/01/2018	5	5

#### Attendance of Directors at Board Meetings and Annual General Meeting:

Name of Directors	Attendance at the Board Meetings held on				Attendance at AGM held on 21 <sup>st</sup> July, 2017
	18/04/2017	07/07/2017	06/10/2017	31/01/2018	
Shri S. K. Daga	√	√	√	√	√
Shri Krishna Damani	√	√	√	√	√
Shri Umesh Varma	√	√	√	√	√
Shri R. P. Singh	√	√	√	√	√
Shri Vinay Sureka	√	√	√	√	√

#### Audit Committee meeting held during the year:

Dates on which the Audit Committee meetings were held	Total Strength of the Committee	No. of members present
18.04.2017	3	3
06.10.2017	3	3

#### Attendance of members of Audit Committee Meetings:

All the members of the Audit Committee were present at both the meetings of the committee.

### 9. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

- a. that in the preparation of the annual financial statements for the year ended March 31, 2018, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note 2 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;



## INSILCO AGENTS LIMITED

e. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### 10. RELATED PARTY TRANSACTIONS:

Details of all the related party transactions that were entered into during the financial year are annexed herewith as "ANNEXURE – B" in the prescribed format Form AOC-2 as per Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of The Companies (Accounts) Rules, 2014.

### 11. AUDITORS:

#### 11.1. Statutory Auditors

At the previous Annual General Meeting Messrs Vidyarthi & Sons, Chartered Accountants, Gwalior were appointed as Statutory Auditor of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2022. In terms of first provision to Section 139(1) of the Companies Act, 2013 the appointment of Auditors shall be placed for ratification at every Annual General Meeting. Accordingly the appointment of Messrs Vidyarthi & sons, Chartered Accountants, as statutory Auditors is placed for ratification by the shareholders. In this regard the Company has received certificate from the auditors to the effect that their reappointment, if made would be in accordance with the provisions of Section 141 of the Companies Act, 2013 and they are not disqualified for appointment.

#### 12.2. Audit Report

The Auditors' report along with Notes on Accounts is self-explanatory and therefore, does not call for any further comment under section 134(3) of the Companies Act, 2013.

### 12. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Provisions of Section 134(3)(m) of the Companies Act, 2013 in regard to conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable to your Company.

### 13. EXTRACT OF ANNUAL RETURN:

The details forming part of the extract of the Annual return in Form MGT 9 is annexed herewith as "Annexure A".

### 14. PARTICULARS OF EMPLOYEES:

Provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable as no employee was in receipt of such remuneration as prescribed under the section.

### 15. ACKNOWLEDGEMENTS:

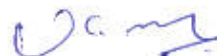
The Directors place on record their sincere appreciation to all the stake holders and the employees of the Company for their unstinted commitment and continued contribution to the Company.



RP2



Directors



Managing Director

# INSILCO AGENTS LIMITED

## ANNEXURE – A TO THE BOARD'S REPORT

**Extract of Annual Report**  
**as on the Financial Year ended 31.03.2018**  
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1)  
of the Companies (Management and Administration) Rules, 2014]

### FORM No. MGT – 9

#### I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	U51109WB1995PLC074406
ii)	Registration Date [DDMMYY]	20/09/95
iii)	Name of the Company	INSILCO AGENTS LIMITED
iv)	Category of the Company	Public Company
v)	Sub Category of the Company [Please tick whichever are applicable]	Limited by shares
vi)	Whether shares listed on recognized Stock Exchange(s)	No.

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl.No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Sector	0867	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

(No. of Companies for which information is being filled)

Sl. No.	Name and Address of the Company	CIN /GLN	Holding / Subsidiary / Associate
1	Vindhya Telelinks Ltd.	L31300MP1983PLC002134	HOLDING
2	August Agents Limited	U51909WB1996PLC076597	ASSOCIATE
3	Lancesda Agents Limited	U51909WB1995PLC075959	ASSOCIATE

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	De mat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.		15000200	15000200	100		15000200	15000200	100	0
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>		15000200	15000200	100		15000200	15000200	100	0



# INSILCO AGENTS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	De mat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1)</b>	-	-	-	-	-	-	-	-	-
<b>(2) Non-Institutions</b>									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	-	-	-	-	-	-
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(2):-</b>									
<b>Total Public Shareholding B=(B)(1)+(B)(2)</b>									
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>		<b>15000200</b>	<b>15000200</b>	<b>100</b>		<b>15000200</b>	<b>15000200</b>	<b>100</b>	<b>0</b>

# INSILCO AGENTS LIMITED

## B) Shareholding of Promoter:

SN	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Vindhya Telelinks Ltd.	14999600	100	0	14999600	100	0	0
2	Vindhya Telelinks Ltd. & Sushil Kumar Daga	100	0	0	100	0	0	0
3	Vindhya Telelinks Ltd. & Krishna Damani	100	0	0	100	0	0	0
4	Vindhya Telelinks Ltd. & Pradip Tondon	100	0	0	100	0	0	0
5	Vindhya Telelinks Ltd. & Yashvant Singh Lodha	100	0	0	100	0	0	0
	Vindhya Telelinks Ltd. & Vinod Kumar Sharma	100	0	0	100	0	0	0
7	Vindhya Telelinks Ltd. & Umesh Varma	100	0	0	100	0	0	0

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

SN		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No Changes during the year			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Changes during the year			
	At the end of the year	No Changes during the year			

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

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	No Changes during the year			
	Date wise Increase / Decrease in top ten Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No Changes during the year			
	At the end of the year	No Changes during the year			

# INSILCO AGENTS LIMITED

## E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the Beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	None of the Directors hold any beneficial interest in shares of the Company			
	Date wise Increase / Decrease in KMP's Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	None of the Directors hold any beneficial interest in shares of the Company			
	At the end of the year	None of the Directors hold any beneficial interest in shares of the Company			

## F) Indebtedness –

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	0	0	0	0
<b>Change in Indebtedness during the financial year</b>				
* Addition				
* Reduction				
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	0	0	0	0

## V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount (Rs.)
		Shri Umesh Varma	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	60000	60000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2	Stock Option		
3	Sweat Equity		
4	Commission - as % of profit - others, specify		
5	Others (Director's Sitting Fees)	8000	8000
	<b>Total (A)</b>	68000	68000
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013	



# INSILCO AGENTS LIMITED

## B. Remuneration to other directors

S N.	Particulars of Remuneration	Name of Directors				Total Amount (Rs.)
		S. K. Daga	Krishna Damani	R. P. Singh	Vinay Sureka	
1	Independent Directors					
	Fee for attending board committee meetings			8000	8000	16000
	Commission					
	Others, please specify					
	Total (1)			8000	8000	16000
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	8000	8000			16000
	Commission					
	Others, please specify					
	Total (2)	8000	8000			16000
	Total (B)=(1+2)	8000	8000	8000	8000	32000
	Total Managerial Remuneration	8000	8000	8000	8000	32000
	Overall Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies Act, 2013				

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary		S. Pattnaik		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		5000		5000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission				
	- as % of profit				
	others, specify...				
5	Others, please specify				
	Total		5000		5000

## VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

# INSILCO AGENTS LIMITED

## ANNEXURE – B

### Form No. AOC-2

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

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

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

- (a) Name(s) of related party and nature of relationship : **UMESH VARMA**, Managing Director & CFO
- (b) Nature of contracts / arrangements/ transactions : Agreement to act as Managing Director
- (c) Durations of the contracts/ arrangements/ transactions : 5 years w.e.f. April 7, 2015
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any : Rs.5000/- (Rupees Five thousand only) p.m. i.e. Rs.60000/- (Rupees Sixty thousand only) per annum.
- (e) Justification for entering into such contracts or arrangements or transactions : Required under Section 203 of the Companies Act, 2013
- (f) Date(s) of approval by the Board : 30th March 2015
- (g) Amount paid as advances, if any : Nil
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188 : 31st July 2015

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

- (a) Name(s) of related party and nature of relationship : N.A.
- (b) Nature of contracts / arrangements/ transactions : N.A.
- (c) Durations of the contracts/ arrangements/ transactions : N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any : N.A.
- (e) Date(s) of approval by the Board : N.A.
- (f) Amount paid as advances, if any : N.A.

Form shall be signed by the persons who have signed the Board's Report.



RP1



Directors



Managing Director

**VIDYARTHI & SONS**  
**CHARTERED ACCOUNTANTS**  
MADHUVAN, 1<sup>ST</sup> FLOOR, L-3, GANDHI NAGAR, GWALIOR (M. P.)  
PHONES: (0751) 2420870, 2420056 FACSIMILE: (0751) 2425091  
E-MAIL: amitvidyarthi@hotmail.com

**INDEPENDENT AUDITORS' REPORT**

**TO**  
**THE MEMBERS**  
**INSILCO AGENTS LIMITED**

**Report on the Financial Statements**

We have audited the accompanying Financial Statements of **INSILCO AGENTS LIMITED** ("the company"), which comprise the Balance Sheet as at March 31, 2018, 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 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 provision of the Act for safeguarding of 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 control, 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.





## Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters, which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing issued by Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with the 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 control 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide basis for our audit opinion on the Financial Statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2018;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the 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 Section 143(11) of the Act, we give in 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid 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 March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of Section 164(2) of the Act;
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
  - g) With respect to the other matters to be included in the Independent Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact on its financial position in its financial statements;



- ii. The company did not have any long-term contracts including derivatives contracts for which there were have any material foreseeable losses;
- iii. As the company does not have any unclaimed dividend, so the question for the amount transferring to the Investor Education and Protection Fund does not arise.

**For VIDYARTHI & SONS**

Chartered Accountants

(Firm Registration No. 000112C)



*Amit S. Vidyarthi*

**AMIT S. VIDYARTHI**

Partner

(Membership No. F-078296)

Camp: Kolkata

Date: 19<sup>th</sup> April, 2018



## ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Refer to in paragraph 1 under 'Report on other Legal and Regulatory Requirements' section of our report of even date)

**Report on Companies (Auditor's Report) Order, 2016 ("the order") issued by the Central Government of India in terms of Section 143(11) /of the Companies Act, 2013("the Act") of INSILCO AGENTS LIMITED ("the Company")**

- 1) The Company has no Fixed Assets. Accordingly, paragraph 3 (i) (a), 3 (i) (b) and 3 (i) (c) of the order is not applicable.
- 2) Since the Company does not have any Inventories, hence paragraph 3(ii) of the Order is not applicable to the company.
- 3) According to the information and explanation given to us and on the basis of our examination of the books of account, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act 2013. Accordingly, the provisions of the paragraph 3 (iii) (a), (b) and (c) of the order are not applicable to the company and hence not commented upon.
- 4) In our opinion and according to the information and explanation given to us, the company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013 with respect to loans, investments, guarantees and securities.
- 5) The company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- 6) As per information and explanation given by the management, maintenance of cost records as prescribed by the Central Government under sub-section (1) of Section 148 of the Act has not been applicable to the company. Hence paragraph 3(vi) of the Order is not applicable to the company.
- 7) a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess any other statutory dues have generally been regularly deposited with the appropriate authorities.



- b) According to the information and explanations given to us there were no outstanding statutory dues as on 31<sup>st</sup> March, 2018 for a period of more than six months from the date they became payable.
- c) According to the information and explanations given to us, there are no amounts payable in respect of Income Tax, sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess which have not been deposited on account of any disputes.
- 8) According to information and explanation given to us the company has not taken loans or borrowings from financial institution, bank, government or dues to debenture holders, so the question for default in repayment does not arise.
- 9) According to the information and explanation given to us, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and hence paragraph 3(ix) of the Order is not applicable.
- 10) Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the company has been noticed or reported during the year, nor have we been informed of such case by the management.
- 11) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- 12) As the company is not a Nidhi Company hence reporting under paragraph 3(xii) of the Order with respect to Nidhi Rules, 2014 is not applicable to the company.
- 13) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.



- 15) According to the information and explanations given to us the company has not entered into any non-cash transactions with the directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- 16) The company is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

**For VIDYARTHI & SONS**

Chartered Accountants

(Firm Registration No. 000112C)



*Amit S. Vidyarthi*

**AMIT S. VIDYARTHI**

Partner

(Membership No. F-078296)

Camp :Kolkata

Date: 19<sup>th</sup> April, 2018



## **'ANNEXURE – B' TO THE INDEPENDENT AUDITORS' REPORT**

The Annexure referred to in paragraph 2(f) under the heading "Report on Other Legal and Regulatory Requirements" of our Independent Auditor's Report of v even date, in respect to the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act") of M/s INSILCO AGENTS LIMITED for the year ended 31<sup>st</sup> March, 2018, we report that :

We have audited the Internal Financial Controls over financial reporting of **INSILCO AGENTS LIMITED ("the Company")** as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

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

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

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



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

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

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

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

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

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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



## Opinion

In our opinion, 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 31<sup>st</sup> March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For VIDYARTHI & SONS**

Chartered Accountants

(Firm Registration No. 000112C)



**AMIT S. VIDYARTHI**

Partner

(Membership No. F-078296)

Camp: Kolkata

Date: 19<sup>th</sup> April, 2018



**INSILCO AGENTS LIMITED**  
**CIN. - U51109WB1995PLC074406**  
**BALANCE SHEET AS AT 31ST MARCH, 2018**

PARTICULARS	Note No.	As at 31st March, 2018		As at 31st March, 2017	
		₹	₹	₹	₹
<b>I. EQUITY AND LIABILITIES</b>					
<b>(1) Shareholders' Funds</b>					
(a) Share Capital	2	150002000		150002000	
(b) Reserves & Surplus	3	<u>473304806</u>		<u>409292138</u>	
			<b>623306806</b>		<b>559294138</b>
<b>(2) Current liabilities</b>					
(a) Trade Payables	4	21600		21000	
(b) Short Term Provisions	5	525000		533400	
(c) Other Current Liabilities	6	<u>-</u>		<u>16650</u>	
			<b>546600</b>		<b>571050</b>
<b>TOTAL</b>			<b><u>623853406</u></b>		<b><u>559865188</u></b>
<b>II. ASSETS</b>					
<b>(1) Non-Current Assets</b>					
(a) Non-Current investments	7	469643380		405918165	
(b) Long Term Loans & Advances	8	<u>150000000</u>		<u>150000000</u>	
			<b>619643380</b>		<b>555918165</b>
<b>(2) Current Assets</b>					
(a) Cash and Bank Balances	9	3469570		3627578	
(b) Short Term Loans & Advances	10	686539		265528	
(c) Other Current Assets	11	<u>53917</u>		<u>53917</u>	
			<b>4210026</b>		<b>3947023</b>
<b>TOTAL</b>			<b>623853406</b>		<b>559865188</b>

Significant Accounting Policies & Notes of Accounts

1-19

The accompanying Notes form an integral part of the Financial Statements

As per our Report annexed of date

S.K.DAGA

(DIN : 00050168)

For Vidyarthi & Sons

K. DAMANI

(DIN : 00050123)

Chartered Accountants

R. P. SINGH

(DIN : 00240910)

Firm Registration No.000112C

V.SUREKA

(DIN : 02845176)

*Amit Vidyarthi*

Amit Vidyarthi

U.VARMA

(DIN : 00049720)

Partner

Membership No. 078296

S. PATTNAIK

Kolkata

Dated: the 19th day of April, 2018

CFO & Managing Director

Company Secretary

Directors

**INSILCO AGENTS LIMITED**

CIN. - U51109WB1995PLC074406

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018**

PARTICULARS	Note No.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
		₹	₹
<b>I Income :</b>			
Revenue from Operations	12	71013676	57787037
Excess Provision Written back		8400	
<b>Total</b>		<b>71022076</b>	<b>57787037</b>
<b>II Expenses :</b>			
Employee Benefits Expense	13	894570	850566
Other Expenses	14	150585	299225
<b>Total</b>		<b>1045155</b>	<b>1149791</b>
<b>III Profit before exceptional and extraordinary items and tax (I - II)</b>		<b>69976921</b>	<b>56637246</b>
<b>IV Tax Expenses :</b>			
Current tax		(6150000)	(5300000)
Tax adjustment for earlier year		185747	(1716)
<b>V Profit for the period from continuing operations (III - IV)</b>		<b>64012668</b>	<b>51335530</b>
<b>VI {Nominal Value ₹ 10/- per share}</b>			
-Basic / Diluted earning per share		4.27	3.42

**Significant Accounting Policies & Notes of Accounts**

1-19

The accompanying Notes form an integral part of the Financial Statements

As per our Report annexed of date

**S.K.DAGA**

(DIN : 00050168)

**For Vidyarthi & Sons****K. DAMANI**

(DIN : 00050123)

Chartered Accountants

**R. P. SINGH**

(DIN : 00240910)

Firm Registration No.000112C

**V.SUREKA**

(DIN : 02845176)

**Amit Vidyarthi****U.VARMA**

(DIN : 00049720)

Partner

**CFO & Managing Director**

Membership No. 078296

**S. PATTNAIK****Company Secretary**

Kolkata

Dated: the 19th day of April, 2018

**INSILCO AGENTS LIMITED**

CIN. - U51109WB1995PLC074406

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018**

	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
<b>A. Cash Flow from Operating Activities</b>		
Net profit/(Loss) before taxation and extra ordinary items	69976921	56637246
<b>Adjustments For :</b>		
Interest Income	(14969406)	(16179267)
Dividend Income	(39951130)	(36291772)
Surplus on sale of Investments	(16093140)	(5315998)
<b>Operating Profit before Working Capital Changes</b>	<b>(1036755)</b>	<b>(1149791)</b>
<b>Movement in working Capital :</b>		
(Increase) / Decrease in Current Assets	50000	(50000)
Increase / (Decrease) in Current Liabilities	(24450)	173150
<b>Cash from Operating Activities :</b>	<b>(1011205)</b>	<b>(1026641)</b>
Direct Taxes Paid - Net	(6435264)	(7711250)
<b>Net Cash from Operating Activities :</b>	<b>(7446469)</b>	<b>(8737891)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Interest Received	14969406	16179267
Dividend Received	39951130	36291772
Sales of Investment	137078395	27488773
Purchases of Investment	(184710470)	(50000000)
<b>Net Cash from Investing Activities</b>	<b>7288461</b>	<b>29959812</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Interim Dividend Paid	-	(18000240)
Tax on Interim Dividend Paid	-	(3664425)
<b>Net Cash from Financing Activities</b>	<b>-</b>	<b>(21664665)</b>
<b>D. Net increase/(Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(158008)</b>	<b>(442744)</b>
<b>E. Cash &amp; Cash Equivalents (Opening Balance)</b>	<b>3627578</b>	<b>4070322</b>
<b>F. Cash &amp; Cash Equivalents (Closing Balance)</b>	<b>3469570</b>	<b>3627578</b>
<b>(F - E)</b>	<b>(158008)</b>	<b>(442744)</b>
<b>Components of cash and cash equivalents as at 31st March' 2018</b>		
Cash on hand	4192	4831
Bank Balance with scheduled Banks	3465378	3622747
	<b>3469570</b>	<b>3627578</b>

As per our attached Report of even date

For Vidyarthi &amp; Sons

Chartered Accountants

Firm Registration No.000112C



Amit Vidyarthi

Partner

Membership No. 078296

Kolkata

Dated: the 19th day of April, 2018

S.K.DAGA

(DIN : 00050168)

K. DAMANI

(DIN : 00050123)

R. P. SINGH

(DIN : 00240910)

V.SUREKA

(DIN : 02845176)

U.VARMA

(DIN : 00049720)

S. PATTNAIK








Directors

CFO &amp; Managing Director

Company Secretary



# **INSILCO AGENTS LIMITED**

CIN. - U51109WB1995PLC074406

## **NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018**

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

#### **1.1 Basis of Accounting:**

The financial statements have been prepared to comply in all material aspects with the Accounting Standards Notified by the Companies ( Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 2013 and also as per the guidelines for prudential norms prescribed by the Reserve Bank of India. The financial statements have been prepared under the historical cost convention on an accrual basis.

#### **1.2 Investments:**

- (a) Long Term Quoted Investments are valued at Cost as per Accounting Standard 13 notified under Companies (Accounting Standards) Rules, 2006.
- (b) In case of decline in the value of investments other than temporary in nature, provision is made in the accounts.

#### **1.3 Employee Benefits :**

- (a) Employees benefits of Short Term nature are recognized as expense as and when it accrues.
- (b) Employees benefits of Long Term nature, covering eligible employees, are recognized as expense based on Projected Unit Credit Method of Actuarial Valuation.
- (c) Post Employment benefits, covering eligible employees, are recognized as expenses based on Projected Unit Credit Method of Actuarial Valuation.
- (d) Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss as income and expense.

#### **1.4 Revenue Recognition:**

Income and Expenditure are accounted on accrual basis.

- (a) Revenue is recognized and reported to the extent it is virtually certain that the economic benefits will flow to the Company and the revenue can be reliably measured.
- (b) Interest Income is recognized as and when the same has accrued on time proportion basis and Company's right to receive interest is established.
- (c) Dividend Income is recognized when right to receive the same is established.

#### **1.5 Contingencies:**

Liability which are material and the future outcome of which cannot be ascertained with reasonable certainty, are treated as contingent and disclosed by way of Notes on the account.

#### **1.6 Taxation:**

Current Tax is determined on the basis of amount of tax payable for the year under Income Tax Act, 1961. Deferred tax is calculated at current Income Tax rates and is recognized on timing difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods.



# INSILCO AGENTS LIMITED

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2018

		As at 31st March, 2018	As at 31st March, 2017
		₹	₹
<b>NOTE 2 : SHARE CAPITAL</b>			
	Authorised		
1,55,00,000	Equity Shares of ₹ 10/- each	155000000	155000000
		<b>155000000</b>	<b>155000000</b>
	Issued, Subscribed and Paid-up		
1,50,00,200	Equity Shares of ₹ 10/- each fully paid-up	150002000	150002000
		<b>150002000</b>	<b>150002000</b>

- i) The company has only one class of issued shares i.e. Equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share and equal right for dividend. No preference and/or restrictions on distribution of dividend and repayment of capital is attached to the above shares.
- ii) There has been no change/movement in number of shares outstanding at the beginning and at the end of the reporting period and therefore no reconciliation is required.
- iii) The company is a 100% Subsidiary of M/s. Vindhya Telelinks Ltd., the ultimate Holding Company.
- iv) **Share holders holding more than 5% of the Equity Shares of the company as per details given below :-**

Name of the Shareholders	As on 31.03.2018		As on 31.03.2017	
	No. of share held	% of holding	No. of share held	% of holding
Vindhya Telelinks Ltd.	15000200	100%	15000200	100%
	<b>15000200</b>	<b>100%</b>	<b>15000200</b>	<b>100%</b>

- v) No shares have been reserved for issue under options and contracts/commitments for the sale of shares/disinvestments as at the Balance Sheet date.
- vi) No shares have been allotted or have been bought back by the company during the period of five years preceding the date as at which the Balance Sheet is prepared.
- vii) No convertible securities have been issued by the company during the year.
- viii) No calls are unpaid by any Director and Officer of the Company during the year.
- ix) There are no forfeited shares.

### NOTE 3 : RESERVES & SURPLUS

		As at 31.03.2018	As at 31.03.2017
		₹	₹
i) <b>RESERVE FUND</b> (Under Reserve Bank of India Act, 1934)			
As per last Financial Statements		91703355	81436249
Add : Additions during the year		12802534	10267106
		<b>104505889</b>	<b>91703355</b>
ii) <b>GENERAL RESERVE</b>			
As per last Financial Statements		302500000	282500000
Add : Additions during the year		50000000	20000000
		<b>352500000</b>	<b>302500000</b>
iii) <b>SURPLUS / (DEFICIT) IN THE STATEMENT OF PROFIT AND LOSS</b>			
As per last Financial Statement		15088783	15685024
Add : Profit for the year		64012668	51335530
		79101451	67020554
<b>Less: Appropriations</b>			
Reserve Fund (Under Reserve Bank Of India Act, 1934)		12802534	10267106
General Reserve		50000000	20000000
Interim Dividend @ Rs. NIL (P.Y. Rs.1.20) per share		-	18000240
Tax on Interim Dividend		-	3664425
		62802534	51931771
<b>Net Surplus in the Statement of Profit and Loss</b>		<b>16298917</b>	<b>15088783</b>
		<b>473304806</b>	<b>409292138</b>

# INSILCO AGENTS LIMITED

## NOTE 4 : TRADE PAYABLES\*

For Services

\* There are no outstanding dues of micro and small enterprises based on information available with the Company.

As at 31.03.2018	As at 31.03.2017
₹	₹
21600	21000
<b>21600</b>	<b>21000</b>

## NOTE 5 : CURRENT LIABILITIES

### Other Provisions

Provision for Bonus

Contingent Provision against Standard Assets

[Under the provisions of Non Systemically important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015].

-	8400
525000	525000
<b>525000</b>	<b>533400</b>

## NOTE 6 : OTHER CURRENT LIABILITIES

Statutory Dues

-	16650
<b>-</b>	<b>16650</b>

## NOTE 7 : NON CURRENT INVESTMENTS

### (a) Investment in Quoted Equity Instruments (Fully Paid up) (At Cost) :

Birla Corporation Ltd.

Universal Cables Ltd. \*

Face value	Quantity		
10/-	6004080	149584081	149584081
10/-	778084 (395810)	89896441	28203473
	(A)	<b>239480522</b>	<b>177787554</b>

### (b) Investment in Un-quoted Equity Instruments (Fully Paid up) :

Birla Furukawa Fibre Optics Ltd.

10/-	369844	24314080	24314080
	(B)	<b>24314080</b>	<b>24314080</b>

### (c) Investment in Tax Free Bond

Power Finance Corporation Ltd. @ 8.20% p.a.

1000/-	1424	1424000	1424000
	(C)	<b>1424000</b>	<b>1424000</b>

### (d) Investment in Mutual Funds (Unquoted)

Canara Robeco Savings Plus Fund Direct - Growth of Canara Robeco Mutual Fund

Franklin India Monthly Income Plan A - Growth of Franklin Templeton Mutual Fund

HDFC High Interest Fund - STP - Growth of HDFC Mutual Fund

IDFC Super Saver Income Fund - Medium Term Plan - Growth of IDFC Mutual Fund

IDFC Super Saver Income Fund - Short Term Plan - Growth - Regular Plan of IDFC Mutual Fund

UTI Dynamic Bond Fund - Growth of UTI Mutual Fund

DHFL Fixed Maturity Plan Series 56 Direct Plan Growth of DHFL Mutual Fund

HDFC Medium Term Opportunities Fund Direct Plan Growth of HDFC Mutual Fund

HDFC Short Term Opportunities Fund Direct Plan Growth of HDFC Mutual Fund

IDFC Dynamic Bond Fund Direct Plan Growth of IDFC Mutual Fund

Franklin India Short Term Income Retail Plan Direct Growth of Franklin Templeton Mutual Fund

10/-	159642.401	4196635	3800000
10/-	175424.439	5000000	5000000
10/-	464057.929	10037759	10037759
10/-	---	-	5000000
10/-	(266523.100)	-	5000000
10/-	482774.018	11277746	11277746
10/-	---	-	10000000
10/-	(807571.793)	-	10000000
10/-	---	-	2000000
10/-	(200000.000)	-	2000000
10/-	370028.984	4800000	4800000
10/-	1268012.167	18949801	18949801
10/-	---	-	5700000
10/-	(389455.991)	-	5700000
1000/-	5725.356 (4789.823)	15900000	12400000

*[Handwritten signature]*



# INSILCO AGENTS LIMITED

	Face value	Quantity	As at 31.03.2018 ₹	As at 31.03.2017 ₹
Reliance Short Term Fund Direct Plan Growth of Reliance Mutual Fund	10/-	214634.648 (107153.655)	6200000	2800000
ICICI Prudential Savings Fund Direct Plan Growth of ICICI Prudential Mutual Fund	100/-	8998.610	2013713	2013713
DHFL Pramerica Short Term Floating Rate Fund - Direct Growth of DHFL Mutual Fund	10/-	410096.147 (469766.873)	6646429	7613512
Edelweiss Arbitrage Fund - Direct Plan - Growth of Edelweiss Mutual Fund	10/-	579049.823 (662778.367)	6552519	7500000
IDFC Corporate Bond Fund Direct Plan Growth of IDFC Mutual Fund	10/-	450000.000	4500000	4500000
L&T Ultra Short Term Fund - Direct Plan - Growth of L&T Mutual Fund	10/-	982297.368 (1531898.142)	22955994	35800000
Reliance Money Manager Fund - Direct Plan - Growth of Reliance Mutual Fund	1000/-	3342.019	7000000	7000000
DHFL Pramerica Low Duration Fund - Direct Growth of DHFL Mutual Fund	10/-	606637.548	13000000	13000000
DSP Black Rock Low Duration Fund - Direct Growth of DSP Blackrock Mutual Fund	10/-	311307.581	3500000	3500000
HDFC Floating Rate Income Fund - Short Term Plan - Direct Plan - Growth of HDFC Mutual Fund	10/-	263296.782 (483681.336)	7076680	13000000
HDFC Short Term Opportunity Fund - direct Plan - Growth of HDFC Mutual Fund	10/-	168161.435	3000000	3000000
Kotak Low Duration Fund - Direct Growth of Kotak Mutual Fund	1000/-	1894.907	3700000	3700000
Invesco India Ultra Short Term Fund - Direct Growth of Invesco Mutual Fund	1000/-	4607.396	10000000	10000000
DHFL Pramerica Short Maturity Fund - Direct Growth of DHFL Mutual Fund		434094.378 (—)	13892880	-
IDFC Credit Opportunity Fund Direct Plan Growth of IDFC Mutual Fund		777340.935 (—)	8324622	-
UTI Fixed Term Income Fund Series - XXVIII - VII (1169 days) - Direct of UTI Mutual Fund		1590000.000 (—)	15900000	-
		(D)	204424778	202392531
		(A+B+C+D)	469643380	405918165

## Market Value / NAV as at 31st March, 2018 :

Aggregate value of Quoted Investment	4392733746	2515210660
Aggregate value of Un-quoted Investment	31784393	25619094
Aggregate market value of Bond	1424000	1424000
Aggregate NAV of Mutual Fund	251432853	249180856

\*Note : Shares of Universal Cables Limited includes 23010 number of additional shares allotted of which the despatch of share certificates in physical form and credit in respective demat account has not been done in view of the order dated 18th November, 2015 passed by the Hon'ble High Court of Delhi. By the said order, status quo has been directed to be maintained with respect to 2705553 number of additional shares allotted under category 'C' of basis of allotment.

## NOTE 8: LONG TERM LOANS & ADVANCES (Unsecured, Considered Good) :

### Other Loans & Advances

Inter Corporate Loan	150000000	150000000
	150000000	150000000

## NOTE 9 : CASH AND BANK BALANCES :

### Cash and Cash Equivalent

Balances with Banks	3465378	3622747
Cash in hand	4192	4831
	3469570	3627578

# INSILCO AGENTS LIMITED

	As at 31.03.2018 ₹	As at 31.03.2017 ₹
<b>NOTE 10 : SHORT TERM LOANS &amp; ADVANCES (Unsecured, Considered Good) :</b>		
Advance Income Tax (Net of Provision)	686539	215528
Misc. Advance	-	50000
	<u>686539</u>	<u>265528</u>
<b>NOTE 11 : OTHER CURRENT ASSETS (Considered Good) :</b>		
Interest Accrued on Investments	53917	53917
	<u>53917</u>	<u>53917</u>
<b>NOTE 12 : REVENUE FROM OPERATION :</b>		
<b>Dividend Income</b>		
On long term investments	39951130	36291772
	<b>(A) 39951130</b>	<b>36291772</b>
<b>Interest Income</b>		
On Loan	14852638	16062499
On Bond	116768	116768
	<b>(B) 14969406</b>	<b>16179267</b>
<b>Net gain/ (loss) on sale of Non-Current Investments</b>		
Long Term	11981058	4449282
Short Term	4112082	866716
	<b>(C) 16093140</b>	<b>5315998</b>
	<b>(A+B+C) 71013676</b>	<b>57787037</b>
<b>NOTE 13 : EMPLOYEE BENEFIT EXPENSES</b>		
Salaries & Wages (including Managing Director's remuneration)	882000	838276
Staff Welfare Expenses	12570	12290
	<u>894570</u>	<u>850566</u>
<b>NOTE 14 : OTHER EXPENSES</b>		
<b><u>Auditors' Remuneration -</u></b>		
Statutory Auditors -		
Audit Fees	23600	23000
Tax Audit Fees	7500	8626
Issue of Certificates	7876	8588
	38976	40214
Rates & Taxes	18369	6750
Directors Fees	40000	40000
Miscellaneous Expenses	38990	38124
Legal & Professional Fees	14250	24137
Contingent Provision against Standard Assets	-	150000
<i>(under the provisions of Non Systemically important Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential's Norms (Reserve Bank) Directions, 2015).</i>	<u>150585</u>	<u>299225</u>

# INSILCO AGENTS LIMITED

## NOTE 15 : RELATED PARTY DISCLOSURE

As per Accounting Standard 18 (AS-18) notified under Companies (Accounting Standards) Rules, 2006, the related parties are as under :

(a) Holding Company :	M/s. Vindhya Telelinks Limited		
(b) Fellow Subsidiaries :	M/s. August Agents Limited		
	M/s. Laneseda Agents Limited		
(c) Key Management Personnel :	Mr U Varma (CFO & MD)		
	Mr. S. Pattnaik (CS) (w.e.f. 01.02.2018)		
(d) Transaction with Related Party:		<b>31.03.2018</b>	<b>31.03.2017</b>
Unsecured Loan given to Holding Company :		-	-
Balance as at year end :		-	-
Interest received during the year on unsecured loan:		-	-
(e) Managerial Remuneration:			
Managing Director's Remuneration			
- Mr. Umesh Varma		60000	60000
Director's Sitting Fees			
- Mr. Umesh Varma		8000	8000
Remuneration to Company Secretary			
- Mr. S. Pattnaik		5000	-
- Mr. A Mishra		-	22500

**NOTE 16 :** The Company has net Deferred Tax Assets of ₹ 5,56,513/- (Previous year ₹ 13,79,490/-) on account of Long Term Capital Losses as per Accounting Standards 22- "Accounting for Taxes on Income". The same has not been accounted for during the year due to uncertainty of future taxable income as per AS-22 notified under the Companies (Accounting Standards) Rules, 2006.

## Note 17 Information on Earnings per Share – pursuant to AS – 20 notified under Companies (Accounting Standards) Rules, 2006.

		For the year ended 31.03.2018	For the year ended 31.03.2017
Profit Attributable to the shareholders (₹ )	A	64012668	51335530
Basic/ Weighted average number of Equity Shares outstanding	B	15000200	15000200
Nominal Value of Equity Shares (₹)		10/-	10/-
Basic/diluted Earnings per share (₹)	A/B	4.27	3.42

## NOTE 18 : EMPLOYEES BENEFIT

In accordance with the revised Accounting Standard - 15, i.e. Employee Benefits, the Company has recognized the short term employee benefits and accordingly paid for the services rendered by the employees for that period. Long Term Benefits are not payable to the employees of the Company, as the Company is not under any Statutory as well as Contractual obligation.

**Note 19 :** Figures for the Previous Year have been re-grouped / re-arranged wherever necessary.

As per our Report annexed of date

**For Vidyarthi & Sons**

Chartered Accountants

Firm Registration No.000112C

*Amit Vidyarthi*

**Amit Vidyarthi**

Partner

Membership No. 078296

Kolkata

Dated: the 19th day of April, 2018

**S.K.DAGA**

(DIN : 00050168)

**K. DAMANI**

(DIN : 00050123)

**R. P. SINGH**

(DIN : 00240910)

**V.SUREKA**

(DIN : 02845176)

**U.VARMA**

(DIN : 00049720)

**S. PATTNAIK**

**CFO & Managing Director**

**Company Secretary**

**Directors**