Reg. Office: Door No.1/66A, NH 47 Bypass, Konikkara, Thrissur – 680306. CIN:U50401KL2008PLC022450, Web:www.brdgroup.net E mail: brdcarworld@brdgroup.net Phone:0487 2352242

NOTICE

NOTICE is hereby given that the 9th Annual General Meeting of the company will be held on Wednesday, the 27th day of September, 2017 at 12.30 p m at Ceevees International Auditorium, Anchery Chira, Thrissur, Kerala-680006, to transact the following businesses:.

Ordinary Business:-

- 1. To receive, consider and adopt the Directors Report, Auditors Report, Audited Balance Sheet and Statement of Profit and Loss for the year ended on 31st March 2017.
- 2. To appoint Director in the place of Shri. C C Williams (DIN: 00074708) who retires by rotation and being eligible, offers himself for re-appointment.
- 3. To appoint Director in the place of Shri. Simon Cheru C (DIN: 00074163) who retires by rotation and being eligible, offers himself for re- appointment.
- 4. To consider and if thought fit, to pass with or without modification, the following resolution, as an Ordinary Resolution:

Resolved that pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, the appointment of statutory auditors of the company, M/s.Balan & Co., Chartered Accountants, Alwaye (Firm Registration No. FRN 00340 S), be and is hereby ratified for the financial year 2017-18 with such remuneration as may be decided by the Board of Directors of the company.

Special Business:-

5. To consider and if thought fit, pass with or without modification, the following resolution as Special resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and in modification of earlier resolution in this regard, consent be and is hereby accorded to borrow money not exceeding ₹ 100Crores at a time."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be necessary, desirable and / or expedient to give effect to the above resolution."

6. Other items, if any, with the permission of the Chairman.

By Order of the Board

Place : Thrissur Sd/Date : 18.08.2017 CHAIRMAN

C C William Varghese(DIN:00074708)

Note: A member entitled to attend and vote at the meeting of the Company is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of

Expla	natory Statement for Item No.5:							
The Board indents to borrow funds for meeting the working capital requirements of the company upto maximum limit of ₹ 100 crores. The approval of the Company in general meeting is essential for borrowing funds in excess of the limits specified in Section 180(1)(C) of the Companies Act 2013. Hence this resolution is proposed.								
The I	rectors are interested in the resolution as every members of the Company.							

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DIRECTORS' REPORT FOR THE FINANCIAL YEAR 2016-2017

To,

The Members,

Your directors have pleasure in presenting their 9th Annual Report on the business and operations of the company together with the Audited Statement of Accounts for the year ended 31st March,2017.

Financial Highlights:

During the year under review, performance of your company as under:

Particulars	Year ended 31st March 2017	Year ended 31st March 2016
Revenue	370,08,15,830	297,57,63,193
Expense	365,28,67,019	295,05,10,262
Profit/(Loss) before taxation	4,79,48,811	2,52,52,930
Less : Tax Expense		
Current Tax	1,99,05,732	1,11,45,456
Deffered Tax	(27,05,700)	(25,25,300)
Profit/(Loss) after tax	3,07,48,779	1,66,32,774

State of the Company's Affairs and Future Outlook:

The directors report that during the year under report the operations of the company has resulted in a profit of ₹4,79,48,811/- before tax as against the previous year profit of ₹2,52,52,930/-. Revenue from operations of the company was increased from 297.57 crores to 370.08 crores also expenses increased from 295 crores to 365.28 Crores. Compared to the previous financial year Net profit was increased by 89.87%. Better prospects expected in the coming year.

Change in nature of business, if any:

During the year of report there was no change in the nature of business of the company.

Dividend:

The directors are not recommending any dividend with a view to conserve the resources of the company.

Amounts Transferred to Reserves:

During the year, the Company has not transferred any amount to General Reserve. The total reserve and surplus as on 31st March 2017 stands at ₹7,97,48,552.

Changes in Share Capital, if any:

There were no changes in the share capital of the company during the year.

Disclosure regarding Issue of Equity Shares with Differential Rights:

The company has not issued any shares with differential rights during the year.

Disclosure regarding issue of Employee Stock Options:

The company has not issued any shares under an Employee Stock Option scheme during the year.

Disclosure regarding issue of Sweat Equity Shares:

The company has not issued any sweat equity shares during the year.

Extract of Annual Return:

The extract of Annual Return, in format MGT -9, for the Financial Year 2016-17 has been enclosed with this report. **Composition of the Board:**

The board of directors of the Company comprises of ten directors. Their name designation, date of appointment and the number of board meetings attended by each of them are given below:

Sl	Name Of Director	Designation	Date Of	No.of Board
No			Appointment	Meetings attended
1	C C William Varghese	Director	21.05.2008	7
2	Simon Cheru C	Director	21.05.2008	6
3	Griger Cherry Williams	Whole Time Director	31.11.2009	1
4	George N V	Director	11.12.2014	1
5	PD Antony	Director	04.11.2016	3
6	Jetsy Taj	Director	04.11.2016	2
7	Kochumathew CJ	Director	04.11.2016	3
8	C K Appumon	Director	04.11.2016	3

Board Meetings:

During the Financial Year 2016-17, Seven (7) meetings of the Board of Directors of the company were held. The Board meetings dates and the attendance of directors are given below:

Sl. No.	Date of Meeting	Board Strength	No of Directors Present
1	23.06.2016	4	2
2	30.06.2016	4	3
3	18.08.2016	4	2
4	04.11.2016	4	2
5	09.12.2016	8	6
6	10.02.2017	8	6
7	24.03.2017	8	5

Particulars of Loan, Guarantees and Investments under Section 186

The company has not given any loan or guarantee or provided security in connection with any loan or made any investment in securities as per the provisions of section 186 of the Companies Act, 2013.

Particulars of Contract or Arrangements with Related Parties:

The company has not entered into any contract or arrangement with related parties referred to in section 188(1) of the Companies Act, 2013 for the financial year 2016-17

Explanation to Auditor's Remarks:

While confirming that the company has complied with the provisions of applicable acts, rules, etc., the auditors made few observations. The Board's clarifications for the same are as follows.

AS – 15 on Employee Benefits: The board of directors of the company takes note the same and instructed to action has been taken to ensure proper maintenance of record and complying the employee's benefits in correct and proper manner.

The auditor's in their Report to the members have given qualified opinion on specified Bank Notes and the response of your Directors with respect to it are as follows:-

"The company has maintained all records related with dealings in Specified Bank Notes during the period from the 8th November, 2016 to 30th December, 2016".

Particulars	SBN	Other denomination Notes	Total
Closing Cash in hand as on			
08.11.2016	28,36,500	3,28,094.71	31,64,594.71
(+) Permitted receipts	-	5,15,77,937	5,15,77,937
(-) Permitted Payments	-	2,22,83,599	2,22,83,599
(-) Amount deposited in banks	28,36,500	21494010	2,43,30,510
Closing cash in hand as on			
30.12.2016	Nil	81,28,422.71	81,28,422.71

Material Changes Affecting the Financial Position of the Company

No material changes and commitments affecting the financial position of the company have occurred between the end of the financial year and the date of the report.

Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo:

A. Conservation of Energy.

The Company is engaged in dealership business and therefore conservation of energy, technology absorption etc. have a limited application. However, the Company follows a practice of purchase and use of energy efficient electrical and electronic equipment and gadgets in its operation

B. Technology Absorption

During the period under review there was no major technology absorption undertaken by the Company

C. Foreign Exchange Earnings and Outgo

There was no Foreign Exchange Earnings and Outgo during the year.

Details of Subsidiary, Joint Venture or Associates:

No company has become or ceased to be a Subsidiary, Joint Venture or Associate of the company during the year.

Risk Management Policy:

The company is yet to formulate a policy for management of risk as the elements of risk threatening the company's existence are very minimal.

Details of Directors and Key Managerial Personnel:

a. Appointments:

Shri. Appumon C K, Shri. P D Antony, Shri. Jetsy P Mathew, Shri. Kochumathew C J were appointed as Director of the company with effect from 04.11.2016.

b. Retirements/Resignations:

The present director of the company, Sri C C William Varghese and Sri. Chungath Cheru Simon are retiring by rotation in the ensuing annual general meeting and being eligible seeks re-appointment

And

There was no resignation of directors during the reporting period.

Details of significant & material orders passed by the regulators or courts or tribunal:

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

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements:

The company has an effective and adequate financial control system in place. The Board has adopted policies and procedures to ensure the orderly and efficient conduct of its business, safeguarding of its assets, the prevention and detection of frauds and errors and the accuracy and completeness of accounting records.

Deposits:

The company has not accepted any deposits covered under the provisions of the Companies Act, 2013 and also there are no outstanding deposits as at the end of the financial year.

Commission: (for public companies only)

The company has not provided any commission to its MD/WTD and hence the provisions relating to disclosure are not applicable.

Secretarial Audit Report:

The provisions of the Companies Act, 2013 and the rules framed there under relating secretarial audit report are not applicable to the company.

Corporate Social Responsibility (CSR) Policy:

The provisions of the Companies Act, 2013 and the rules made there under relating to Corporate Social Responsibility are not applicable to the company and hence the company has not formulated any Corporate Social Responsibility Policy.

Disclosure on Establishment of a Vigil Mechanism:

The company is not required to constitute a vigil mechanism pursuant to the provision of the Companies Act, 2013 and the rules framed there under.

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013:

The company has not received any complaints during the financial year.

Disclosure u/s 143(12):

The auditors of the company have not reported any fraud pursuant to section 143(12) of the Companies Act, 2013 (Companies (Amendment) Act, 2013).

Statutory Auditors:

The present statutory auditors of the company, M/s Balan Co., Chartered Accountants, Alwaye, were appointed for a period of five years in the Annual General Meeting held on 23.08.2014 The appointment is subject to ratification in the subsequent Annual General Meetings of the company pursuant to the provisions in the Companies Act, 2013.

Cost Auditors:

The company is not required to appoint a Cost Auditor pursuant to the provisions of the Companies Act, 2013.

Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- a. in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit /loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Acknowledgment:

The Directors express their sincere appreciation to the valued shareholders, bankers and clients for their support

Place: Thrissur
Date: 22.08.2017

For and on behalf of the Board of Directors

Sd/-C C William Varghese (DIN:00074708) CHAIRMAN

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Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31.03.2017

[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:

CIN	U50401KL2008PLC022450
Registration Date	21.05.2008
Name of the Company	B R D Car World Limited
Category / Sub-Category of the Company	Company Limited by shares, Indian Non-Government Company
Address of the Registered office and contact details	Door No.1/66a, NH 47 Bypass, Konikkara, Thrissur, Kerala - 680306 E mail: brdcarworld@brdgroup.net Ph: 0487 2352242
Whether listed company Yes / No	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	-

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:-

SI. No.	Name and Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Maruti Car Dealers	50101	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

SI. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	-	-	-	-	-

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					% Change during the year			
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1). Indian									
a) Individual/HUF	-	12214100	12214100	63.28%	-	12211700	12211700	63.27%	0.01
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
j) Bodies Corp.	-	-	-	-	-	-	-	-	-
k) Banks/FI	-	-	-	-	-	-	-	-	-
l) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A)(1):-	-	12214100	12214100	63.28%	-	12211700	12211700	63.27%	0.01
(2). Foreign			l		l	l		I .	
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter(A) = (A)(1) + (A)(2)	-	12214100	12214100	63.28%	-	12211700	12211700	63.27%	0.01
B. Public Shareholdi	ing								
(1). Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance	-	-	-	-	-	-	-	-	-

Companies												
g) FIIs	-	-	-	-	-	-	-	-	-			
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-			
i) Others(specify)	-	-	-	-	-	-	-	-	-			
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-			
2. Non-Institutions												
a) Bodies Corp.												
i) Indian	-	7040700	7040700	36.47%	0	7035600	7035600	36.45%	0.02%			
ii) Overseas	-	-	-	-	-	-	-	-	-			
b) Individuals	I				ı			ll .				
i) Individual shareholders holding nominal share capital upto Rs.1 lakh	-	48100	48100	0.25%	-	55600	55600	0.28%	0.03%			
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	-	-	-	-	-	-	-	-	-			
c) Others (specify)	-	-	-	-	-	-	-	-	-			
Sub-total (B)(2):-	-	7088800	7088800	36.72	-	7091200	7091200	36.73	0.01%			
Total Public Shareholding (B) = (B)(1) + (B)(2)	-	7088800	7088800	36.72	-	7091200	7091200	36.73	0.01%			
C. Shares held by Custodian for GDRs and ADRs	-	-	-	-	-	-	-	-	-			
Grand Total (A+B+C)		19302900	19302900	100%	-	19302900	19302900	100%	0			

ii). Shareholding of Promoters

SI. No.	Shareholder's name	Shareholding at the beginning of the year			Sharehold	ling at the er		
		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	% change in share holding during the year
1	C C William Varghese	12214100	63.28%	-	12211700	63.27%	-	-
	Total	12214100	63.28%	-	12211700	63.27%	-	-

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

SI. N o.	Shareholder's name	_	t the beginning e year	Cumulative shareholding during the year		Date wise increase/ decrease in	At the End year	of the
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	Promoters Shareholding during the year specifying the reasons for increase/ decrease	No. of shares	% of total shares of the Compan y
1	C C William Varghese	12211700	63.27%	12214100	63.28%	-	12214100	63.28%

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

SI.		Shareholding at the		Cumulative shareholding		Increase/Decrease in
No.		beginning of the year		during the year		Shareholding during
	For each of the Top 10	No. of	% of total		% of total	the year specifying the
	Shareholders	shares	shares of the	No. of shares	shares of the	date and reasons for
	Silarenolders	Silaies	Company		Company	increase/ decrease
1	BRD MOTORS LIMITED	7035600	36.45%	7040700	36.47%	-
2	VIJAYAGOPAL M	1700	0.0088%	1500	0.0077%	-
3	MARY WILLIAMS	1500	0.0077%	1400	0.0073%	-
4	VISHNU BHATTATHIRIPAD A N	1400	0.0073%	1100	0.0056%	-
5	SEEMON K C	1000	0.0052%	1000	0.0052%	-
6	SHIBU JOB C	1000	0.0052%	1000	0.0052%	-
7	SURENDRAN T K	1000	0.0052%	1000	0.0052%	-
8	GIGY VERGHESE P	1000	0.0052%	1000	0.0052%	-
9	MADHUSUDHAN T	1000	0.0052%	800	0.0041%	-
10	GEORGE P P	1000	0.0052%	700	0.0036%	-

v). Shareholding of Directors and Key Managerial Personnel:

SI. No			ding at the of the year	Cumulative shareholding during the year		Increase/ decrease in Shareholding	
	For each of the Directors and KMP	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company	during the year specifying the date and reasons for increase/ decrease	
1	C C William Varghese	12211700	63.27%	12214100	63.28%	-	
2	Simon Cheru C	1000	0.0052%	1000	0.0052%	-	
3	Griger Cherry Williams	600	0.0031%	600	0.0031%	-	

4	George N V	-	-	-	-	-	
5	Appumon C K	2000	0.010%	2000	0.010%		
6	Antony P D	1000	0.0052%	1000	0.0052%		
7	Jetsy Taj	-	-	-	-	-	
8	Kochumathew Cj	-	-	-	-	-	

V. INDEBTEDNESS:

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

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beg	inning of the financial y	year		
i) Principal Amount	353590732.00	Nil	Nil	353590732.00
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	353590732.00	Nil	Nil	353590732.00
Change in indebtedness	during the financial ye	ar		
Addition	Nil	Nil	Nil	Nil
Reduction	44889800.00	Nil	Nil	44889800.00
Net Change	44889800.00	Nil	Nil	44889800.00
Indebtedness at the End	ling of the financial yea	r		
i. Principal Amount	308700931.00			308700931.00
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	308700931.00			308700931.00

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

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

SI. 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 under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5.	Others, please specify	-	-	-
	Total (A)	-	-	-
	Ceiling as per the Act			

B. Remuneration to other directors:

SI. No.	Particulars of Remuneration	Name of D	Total Amount	
			•••••	
	(1) Independent Directors			
1	Fee for attending board/ committee meetings	-	-	
2	Commission	-	-	
3	Others, please specify	-	-	
	Total (1)	-	-	
	(2) Other Non-Executive Directors		,	
1	Fee for attending board/ committee meetings			
2	Commission	-	-	
3	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:

SI. No.	Particulars of Remuneration	Na	Total Amount		
		CEO	Company Secretary	CFO	
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 under section 17(3) of the Income-tax Act, 1961	-	1	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	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	-	-	-	-	-			
Punishment	-	-	-	-	-			
Compounding	-	-	-	-	-			
B. DIRECTORS	1	<u>I</u>	I	I				
Penalty	-	-	-	-	-			
Punishment	-	-	-	-	-			
Compounding	-	-	-	-	-			
C. OTHER OFFICER	C. OTHER OFFICERS IN DEFAULT							
Penalty	-	-	-	-	-			

Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

For and on behalf of the Board of Directors $\ensuremath{\mathsf{Sd}/\!\mathsf{-}}$

Thrissur 22.08.2017

C C William Varghese (DIN:00074708) CHAIRMAN

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRD CAR WORLD LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of M/s **BRD CAR WORLD LIMITED**, Thrissur ("the Company") which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, 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 maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the 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 a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on

whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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, of the state of affairs of the Company as at March 31, 2017, and its Profit/Loss and its Cash Flow 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"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we 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, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, the Statement of Profit and Loss and the 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. * Except AS 15 on Employee Benefits.
 - e. On the basis of written representations received from the directors as on March 31, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company does not have any pending litigations which would impact its financial position.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. The Company has not provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016.

For **Balan & Co.,** Chartered Accountants *(FRN 000340S)*

Sd/-

P. Mohandas, FCA Partner (M. No. 21262)

Aluva, 22nd August, 2017

"Annexure A" to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2017:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2) The management has conducted physical verification of inventory at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- 3) 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 Act. Accordingly, the provisions of clause 3 (iii) (a) to (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 explanations given to us, the company has complied with the provisions of section 185 and I86 of the Companies Act, 2013 in respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public in accordance with the provisions of Section 73 to 76 of the Act and the rules framed there under.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2017 for a period of more than six months from the date on when they become payable.

b) According to the information and explanation given to us, there are no dues of income tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute except in the case of sales tax which have been not deposited on account of disputes are given below:

Nature of the Statute	Nature of Dues	Period	Amount involved	Forum where pending
Sales Tax	Assessment	2009-10	4,65,515	Tribunal
	dues	2011-12	1,94,538	Tribunal
		2012-13	11,19,532	Tribunal
		2013-14	14,59,747	Appellate authority up
				to commissioner level

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks, financial institutions or debenture holders.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has applied the monies raised by way of term loans for the purpose for which the term loans were obtained. No monies were raised during the year by the company by way of initial public offer or further public offer (including debt instruments).
- 10) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

16) According to information and explanations given to us, the Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For **Balan & Co.,** Chartered Accountants *(FRN 000340S)*

Sd/-**P. Mohandas, FCA** Partner (M. No. 21262)

Aluva, 22nd August,2017 "Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of BRD CAR WORLD LIMITED

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

We have audited the internal financial controls over financial reporting of **BRD CAR WORLD LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, 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 **Balan & Co.,** Chartered Accountants (FRN 000340S)

Sd/-

P. Mohandas, FCA Partner (M. No. 21262)

Aluva, 22nd August, 2017

Balance Sheet as at March 31,2017

Particulars	Note	As at 31st	As at 31st
	No.	March 2017	March 2016
I EQUITY AND LIABILITIES:			
Shareholders' Funds:			
a) Share Capital	2	193,029,000	193,029,000
b) Reserves and Surplus	3	79,748,552	48,999,773
Non-Current Liabilities:			
a) Long Term Borrowings	4	38,741,973	24,537,916
b)Deferred Tax Liability(net)		-	-
Current Liabilities:			
a) Short Term Borrowings	5	252,042,959	321,040,786
b) Trade Payables	6	68,136,882	138,164,770
c) Other Current Liabilities	7	256,703,047	132,164,479
d) Short Term Provisions	8	19,905,732	11,145,456
TOTAI		908,308,145	869,082,180
II ASSETS			
Non-Current Assets:			
a) Fixed Assets			
i) Tangible Assets	9	395,396,904	313,764,590
ii)Capital Work In Progress		229,767	1,510,597
b) Deferred Tax Asset (net)	10	11,985,700	9,280,000
c) Long term loans and advance	11	30,922,866	28,411,780
Current Assets:			
a) Inventories	12	309,306,945	396,806,335
b) Trade Receivables	13	7,243,015	17,313,796
c) Cash and Cash Equivalents	14	43,616,472	31,062,635
d) Short Term Loans and Advances	15	36,256,464	12,921,432
e) Other Current Assets	16	73,350,013	58,011,016
TOTAL		908,308,145	869,082,180
Notes are an integral part of the financial statements			

In terms of our report attached.

For BALAN & CO

Chartered Accountants (FRN 00340S)

Sd/-

P MOHANDAS FCA

Partner(*M.No* 21262)

Aluva 22nd August, 2017

For and on behalf of the Board

Sd/-

C C WILLIAM VERGHESE

Chairman

Sd/-

Dr GRIGER CHERRY WILLIAMS

Whole-Time Director

Sd/-

SIMON CHERU C

Director

Thrissur

Profit and Loss Account for the year ended March 31, 2017

Particulars	Note No.	For Year ended 31st March 2017	For Year ended 31st March 2016
	No.	Rs.	Rs.
I REVENUE:			
Revenue From Operations	17	3,360,090,668	2,677,602,163
Other Income	18	340,725,162	298,161,029
TOTAL REVENUE		3,700,815,830	2,975,763,193
II EXPENSES:			
Purchase of stock in trade	19	3,127,579,430	2,635,214,733
Changes in inventories of traded goods	20	87,499,390	(54,857,274)
Employee benefit expense	21	144,316,758	122,856,565
Finance cost	22	33,259,188	40,377,669
Depreciation and amortization Expenses	9	34,879,651	32,819,364
Other expense	23	225,332,602	174,099,206
TOTAL EXPENSE		3,652,867,019	2,950,510,262
III PROFIT BEFORE TAX		47,948,811	25,252,930
Tax Expense		40.007.700	11 145 456
(a)Current tax		19,905,732	11,145,456
(b)Deferred Tax		(2,705,700)	(2,525,300)
		17,200,032	8,620,156
PROFIT FOR THE YEAR		30,748,779	16,632,774
Earnings Per Equity Share (Basic and Diluted)	24	1.59	0.86
Notes are an integral part of the financial statements			

In terms of our report attached.

For BALAN & CO

Chartered Accountants (FRN 00340S)

Sd/-

P MOHANDAS FCA

Partner(*M.No* 21262)

Aluva 22nd August, 2017 For and on behalf of the Board

Sd/-

C C WILLIAM VERGHESE

Chairman

Sd/-

Dr GRIGER CHERRY WILLIAMS

Whole-Time Director

Sd/-

SIMON CHERU C

Director

Thrissur

22nd August, 2017

Notes to be attached and forming part of Balance Sheet as at 31st March, 2017 and Profit and Loss account for the year ended on that date.

1. COMPANY OVERVIEW

BRD Car World Ltd ('the company') is a Platinum Dealer of Maruti Suzuki India Limited, has its dealership in Thrissur District and is the market leader of Passenger Car market in this district.

BRD Car World Limited was established in the year 2009 to experience the finest range of Maruti Suzuki Cars in an exclusive and inspiriting environment.

2. SIGNIFICANT ACCOUNTING POLICIES

2.1. Basis of preparation

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.2. Uses of Estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period.

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.3. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised.

(i) Sale of products: Revenue from sale of products is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer.

The Company collects sales taxes and value added taxes (VAT) on behalf of the government and, therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.

- (ii) Interest Income: Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.
- (iii) Dividend income: Dividend income is recognized when the Company's right to receive dividend is established by the reporting date.

2.4. Tangible assets

Tangible fixed assets are carried at the cost of acquisition or construction, less accumulated depreciation and accumulated impairment losses if any. Subsequent expenditures related to an item of tangible asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance.

The cost of fixed assets comprises of its purchase price, including import duties and other non-refundable taxes or levies and any directly attributable cost of bringing the asset to its working condition for its intended use.

Notes to be attached and forming part of Balance Sheet as at 31st March, 2017 and Profit and Loss account for the year ended on that date.

Tangible assets not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances given towards acquisition of fixed assets outstanding at each balance sheet date are disclosed as Long Term Loans & Advances.

Losses arising from the retirement of, and gains or losses arising from disposal of tangible assets which are carried at cost are recognised in the Statement of Profit and Loss.

Depreciation is provided on a pro-rata basis on the Written down value, as to write-off the cost of the assets over the useful lives prescribed under Schedule II to the Companies Act, 2013.

2.5. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

2.6. Depreciation and Amortisation

Depreciation on tangible fixed assets is provided using the Written down value Method based on the useful life of the asset and is charged to the Statement of Profit and Loss in the manner prescribed in Schedule II to the Companies Act, 2013.

Intangible Assets are amortised on a Written down basis over the estimated useful economic life Computer Software which is not an integral part of the related hardware is classified as an intangible asset, and amortised over a period of five years, being its estimated useful life.

2.7. Impairment

At Balance Sheet date, an assessment is done to determine whether there is any indication of impairment in the carrying amount of the Company's assets. If any such indication exists, the asset's recoverable amount is estimated. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

An assessment is also done at each Balance Sheet date whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. If any such indication exists, the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of impairment loss is recognised in the Statement of Profit and Loss for the year.

After recognition of impairment loss or reversal of impairment loss as applicable, the depreciation charge for the fixed asset is adjusted in future periods to allocate the asset's revised carrying amount, less its residual value (if any), on written down value basis over its remaining useful life.

2.8. Investments

Investments are classified into current and non-current investments. Investments that are readily realisable and are intended to be held for not more than one year from the date on which such investments are made, are classified as Current investments. All other investments are classified as long-term investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Current investments are stated at the lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments. Investment in subsidiary company is stated at cost.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

2.9. Inventories

Traded Goods: Lower of cost and net realizable value. Cost is determined on a first-in-first out basis. The net realisable value is the estimated selling price in the ordinary course of business.

Notes to be attached and forming part of Balance Sheet as at 31st March, 2017 and Profit and Loss account for the year ended on that date.

2.10. Trade receivables and Loans and advances

Trade receivables and Loans and advances are stated after making adequate provisions for doubtful balances.

2.11. Employee Benefits

Short Term Employee Benefits: All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits and they are recognized in the period in which the employee renders the related service. The Company recognizes the undiscounted amount of short term employee benefits expected to be paid in exchange for services rendered as a liability (accrued expense)

Post-employment benefits: No post - employment benefits

Other long term employee benefits: Entitlements to annual leave and sick leave are recognized when they accrue to employees. Sick leave can only be availed while annual leave can either be availed or encased subject to a restriction on the maximum number of accumulation of leave. 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

2.12. Borrowing Cost

Borrowing cost includes interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized. All other borrowing costs are expensed in the period they occur.

2.13. Income taxes

Tax expense comprises of current tax (i.e. amount of tax for the period determined in accordance with the Income Tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of timing differences between accounting income and taxable income for the period).

Current tax is measured at the amount expected to be paid to (recovered from) the taxation authorities using the applicable tax rates and tax laws.

Deferred tax is recognised for all the timing differences, subject to the consideration of prudence in respect of deferred tax assets. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in future; however, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is a virtual certainty of realisation of such assets. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date for any write down, as considered appropriate.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle the asset and the liability on a net basis. Deferred tax assets and deferred tax liabilities are offset when there is a legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.14. Earnings per share

The basic earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources. For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

Notes to be attached and forming part of Balance Sheet as at 31st March, 2017 and Profit and Loss account for the year ended on that date.

2.15. Cash and Cash equivalents

In the cash flow statement, cash and cash equivalents include cash in hand, term deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

2.16. Provisions and Contingent liabilities

Provisions are recognised when there is a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value. These are reviewed at each year end date and adjusted to reflect the best current estimate.

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

2.17. 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. Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

Notes on Financial Statements for the year ended 31st March 2017

2 DETAILS OF SHARE CAPITAL

(i) The Authorised, issued, subscribed and paid-up share capital comprises of equity shares having a par value of Rs.10 each as follows:

Particulars	31.03.2017	31.03.2016
Authorised Share Capital		
3,50,00,000 Equity Shares of Rs.10 each	350,000,000	350,000,000
(Previous Year 3,50,00,000 shares of Rs.10 each)		
Issued, Subscribed and Paid Up		
1,93,02,900 Equity Shares of Rs.10 each	193,029,000	193,029,000
(Previous Year 1,93,02,900 equity shares of Rs.10 each)		

(ii) Reconciliation of number of shares

Particulars	31.03.2017	31.03.2016
Shares outstanding at the beginning of the year	19,302,900	19,302,900
Add: Fresh Issue	-	-
Rights Issue	-	-
Bonus Issue	-	-
Less: Shares bought back	-	-
Reduction in share capital	-	-
Shares outstanding at the end of the year	19,302,900	19,302,900

(iii) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of `10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after

distribution of all preferential amounts, if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

(iv) List of shareholders holding more than 5% of Share Capital

Name	No: of shares	% of	No: of shares held	% of
C.C.William Verghese	12,214,100	63.28%	12,211,700	63.27%
BRD Motors Limited	7,040,700	36.47%	7,035,600	36.45%
TOTAL	19,254,800	99.75%	19,247,300	99.72%

3 RESERVES AND SURPLUS

Particulars	31.03.2017	31.03.2016
Profit and Loss Account		
(a) Opening Balance	48,999,773	32,366,999
(b) Balance from Statement of Profit and Loss (+)	30,748,779	16,632,774
(c) Dividend Tax (-)	-	-
(d) Issue of Bonus shares (-)	-	-
(e) Transfer to General Reserves (-)	-	-
(f) Closing Balance	79,748,552	48,999,773
TOTAL	79,748,552	48,999,773

4 LONG TERM BORROWINGS

Particulars	31.03.2017	31.03.2016
Term loans		
From banks		
Secured		
Kotak Mahindra Bank Working Capital Term Loan	-	15,861,684
Axis Bank Trade loan	38,741,973	8,676,232
TOTAL	38,741,973	24,537,916

Notes on Financial Statements for the year ended 31st March 2017

Nature of Security

(1) Vehicle Loans from:	Nature of Security
a. Kotak Mahindra Bank Working Capital Term Loan	Hypothecation of assets
b. Axis Bank Trade loan	Hypothecation of assets

5 SHORT TERM BORROWINGS

Particulars	31.03.2017	31.03.2016
Loans repayable on demand		
From Banks		
Sate Bank of India-EDFS	217,707,616	256,502,438
Axis Bank OD	34,335,342	64,538,348
TOTAL	252,042,959	321,040,786

(i) Nature of Security

Loans repayable on demand from Banks

Particulars	Primary	Collateral	Gurantors
Sate Bank of India-EDFS			
EDFS Limit Rs. 3300 lakhs	Hypothecation of stock of Maruti Vehicles	Commercial land of BRD Car World Ltd at Kakkanad	C.C William Varghese Simon C C Dr.Griger Cherry Williams
Axis Bank	•	•	•
Cash Credit Limit Rs. 800 lakhs	Hypothication of Current assets of the company (Excluding veg\hicles funded under inventory funding by SBI)	Commercial land & building of BRD Car World Ltd	C.C William Varghese Simon C C Dr.Griger Cherry Williams

There is no continuing default/default as on the date of balance sheet in repayment of loans and interest.

6 TRADE PAYABLES

Particulars	31.03.2017	31.03.2016
Trade Payables (a)Total outstanding dues of micro and small enterprises (b) Total outstanding dues of creditors other than micro and small	68,136,882	- 138,164,770
TOTAL	68,136,882	138,164,770

TRADE PAYABLES - DUES TO MICRO AND SMALL ENTERPRISES (as per the intimation received from vendors)

Particulars	31.03.2017	31.03.2016
a. Principal and interest amount remaining unpaid	-	-
b. Interest due thereon remaining unpaid	-	-
c. Interest paid by the Company in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day	-	-
d. Interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period) but without adding interest specified under the Micro, Small and Medium Enterprises Act, 2006	-	-
e. Interest accrued and remaining unpaid	-	-
f. Interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises	-	-

Notes on Financial Statements for the year ended 31st March 2017

7 OTHER CURRENT LIABILITIES

Particulars	31.03.2017	31.03.2016
(a) Current maturities of Long term debt loans		
From Bank	17,916,000	8,012,031
(b) Other Payables		
(i) Statutory remittances (Refer Note 1)	46,540,371	44,513,290
(ii) Advance from Customers	132,321,079	50,665,465
(iii) Trade Advance	10,357,006	14,501,653
(iv) Expenses Payable	37,856,988	11,625,109
(v) Other Payable	11,711,604	2,846,931
TOTAL	256,703,047	132,164,479

(Note1: Contributions to PF and ESIC, Withholding Taxes, VAT, Service Tax, etc.)

8 SHORT TERM PROVISIONS

Particulars	31.03.2017	31.03.2016
(1) Provision - Others: (a) Provision for Income Tax	19,905,732	11,145,456
TOTAL	19,905,732	11,145,456

10 DEFERRED TAX ASSET (Net):

Particulars	31.03.2017	31.03.2016
a) Deferred Tax Asset		
On difference between book balance and tax balance of fixed assets	11,974,300	9,163,000
Others	11,400	117,000
b) Deferred Tax Liability	-	-
TOTAL	11,985,700	9,280,000

11 LONG TERM LOANS AND ADVANCES

Particulars	31.03.2017	31.03.2016
Security deposits UnSecured, considered good	30,922,866	28,411,780
TOTAL	30,922,866	28,411,780

12 INVENTORIES

Particulars	31.03.2017	31.03.2016
(i) Vehicles	270,946,799	362,878,728
(ii) Accessories	19,100,147	15,669,174
(iii) Spare Parts	16,343,704	14,092,364
(iv) Stock In Transit	2,916,295	4,166,069
TOTAL	309,306,945	396,806,335

Notes on Financial Statements for the year ended 31st March 2017

13 TRADE RECEIVABLES :(Unsecured unless otherwise stated)

Particulars	31.03.2017	31.03.2016
Trade receivables outstanding for a period exceeding six months from the date they were due for payment Unsecured, considered good Doubtful Less: Provision for doubtful trade receivables	625,553	144,904
Other Trade receivables Unsecured, considered good Doubtful Less: Provision for doubtful trade receivables	6,617,462	17,168,892
TOTAL	7,243,015	17,313,796

14 CASH AND BANK BALANCES

Particulars	31.03.2017	31.03.2016
Cash and Cash Equivalents		
(1) Cash in hand	6,574,714	15,434,278
(2) Balance with banks		
(a) In Current Accounts	31,541,758	13,928,356
	38,116,472	29,362,635
Other Bank Balances		
(a) In Deposit Accounts (Refer note below)	5,500,000	1,700,000
TOTAL	43,616,472	31,062,635

Details of Fixed Deposits with Banks

Particulars	31.03.2017	31.03.2016
Kotak Mahindra Bank	5,500,000	1,700,000
TOTAL	5,500,000	1,700,000

15 SHORT TERM LOANS AND ADVANCES

Particulars	31.03.2017	31.03.2016
Unsecured, considered good		
Loans and advances to related parties	-	-
Other Loans and Advance		
i. Balances with government authorities		
Unsecured, considered good		
(i) Income Tax Advance	19,500,000	2,700,000
(ii) Tax Deducted at Source	7,666,640	5,860,088
ii. Loans and advances to empolyees	26,504	343,182
iii. Others (Prepaid Expenses, and other advnces etc)	9,063,319	4,018,161
TOTAL	36,256,464	12,921,432

Notes on Financial Statements for the year ended 31st March 2017

16 OTHER CURRENT ASSETS

Particulars	31.03.2017	31.03.2016
(1) Others		
Other Receivables	71,146,946	56,272,408
Stationery Stock	2,203,067	1,738,608
TOTAL	73,350,013	58,011,016

17 REVENUE FROM OPERATIONS

Particulars	31.03.2017	31.03.2016
Sale of products	3,360,090,668	2,677,602,163
Sale of products comprises of :-		
(i) Vehicles	3,105,673,289	2,475,088,623
(ii) Accessories	75,568,442	51,708,974
(iii) Spare Parts	169,733,189	147,670,844
(iv) Warrenty Spares	9,115,748	3,133,722
TOTAL	3,360,090,668	2,677,602,163

18 OTHER INCOME

Particulars	31.03.2017	31.03.2016
Interest Income	1,221,395	491,187
Other non-operating income (net of expenses directly attributable to such		
income):-		
Discount Received	4,466,204	3,366,079
Extended Warranty Commission	3,142,169	2,336,009
Finance Payouts Received	19,093,187	12,909,625
MCP Income	823,977	95,129
Free Service Claims - Other Dealers	780,585	655,809
Income from Value Added Services	11,477,575	7,955,719
Fees Received	5,376,102	6,883,378
Insurance Commission	52,173,172	38,041,771
Labour Charges Received	102,450,781	100,092,841
Labour charges -Painting	75,116,316	69,515,427
Miscellaneous Income	740,877	524,291
MSIL Incentive Received	54,852,051	36,927,368
Exchange offer Dealer	3,729,414	6,003,730.00
Temperory Regn Charges	-	7,041,816
Sundry Credits W/Back	3,503,561	4,314,862
Rebate from castrol	2,253,333	-
Profit of Sale of Fixed Asset	(475,537)	1,005,988
TOTAL	340,725,162	298,161,029

Notes on Financial Statements for the year ended 31st March 2017

19 PURCHASE OF STOCK IN TRADE

Particulars	31.03.2017	31.03.2016
(i) Vehicles (ii) Accessories (iii) Spare Parts	2,888,894,706 78,593,728 160,090,996	2,440,124,912 57,071,193 138,018,628
TOTAL	3,127,579,430	2,635,214,733

20 CHANGE IN INVENTORIES

Particulars	31.03.2017	31.03.2016
(1) Opening Stock		
(i) Vehicles	362,878,728	312,742,252
(ii) Accessories	15,669,174	15,630,098
(iii) Spare Parts	14,092,364	10,446,943
(iv) Stock In Transit	4,166,069	3,129,768
	396,806,335	341,949,061
(2) Closing Stock		
(i) Vehicles	270,946,799	362,878,728
(ii) Accessories	19,100,147	15,669,174
(iii) Spare Parts	16,343,704	14,092,364
(iv) Stock In Transit	2,916,295	4,166,069
	309,306,945	396,806,335
TOTAL	97 499 299	(54.055.254)
TOTAL	87,499,390	(54,857,274)

21 EMPLOYEE BENEFIT EXPENSES

Particulars	31.03.2017	31.03.2016
Salaries & Wages	135,486,152	115,100,409
Contributions to provident and other funds	8,830,606	7,756,156
	144,316,758	122,856,565

Details of Employee Benefits : Disclosures required under Accounting Standard 15 – Employee Benefits (a. Defined Contribution Plans :

During the Year, the following amounts have been recognised in the Profit and Loss account on account of defined

Particulars	31.03.2017	31.03.2016
Employers Contribution to Provident Fund	6,186,546	5,491,735
Employers Contribution to Employee's State Insurance	2,601,660	2,221,521

22 FINANCE COST

Particulars	31.03.2017	31.03.2016
(1) Interest expense on :		
(a) Borrowings	32,950,038	40,133,103
(b) Others		
Interest on deferred payment of income tax	309,150	244,566
TOTAL	33,259,188	40,377,669

Notes on Financial Statements for the year ended 31st March 2017

23 OTHER EXPENSES

Particulars	31.03.2017	31.03.2016
Freight and Cooly	929,205	891,494
Refurbishment expenses	6,320,802	5,586,005
Fuel expenses	785,742	714,091
RTO and Other direct expenses	868,831	1,152,177
Loading & Unloading Charges	191,209	213,258
Advertisement & Publicity	2,239,731	2,613,873
Annual General Body Expenses	640,900	· · · · -
Audit Fees	283,200	215,625
Bank Charges	1,793,297	1,015,104
Brokerage & Commission	131,573	447,974
Business Promotion Expenses	30,250,752	28,232,823
Conference Expense	10,767,217	9,290,215
Credit Rating Expense	-	93,890
Demo Expenses	1,441,030	1,060,645
Discount Allowed	2,642,107	929,135
Donation	73,640	80,401
Power & Fuel	20,085,412	16,992,206
Inaguration Expenses	36,350	122,994
Income Tax & TDS	-	1,090,418
Infrastructure expenses	30,000,000	, , , , , , , , , , , , , , , , , , ,
Insurance Charges	1,686,426	1,004,040
Internal Auditing Expenses	464,291	397,676
ISO 9001:2008 Expenses	51,750	45,600
Legal Charges	371,350	53,050
Medical Expenses	47,418	56,888
Miscellaneous Expenses	172,662	166,276
MSIL Offer - Dealer Contribution	6,342,907	8,600,210
MSIL Pool Lifting Charge	-	143,789
Office Expenses	1,038,268	1,061,023
PDI Expenses	565,231	542,314
Pick & Drop Expense	1,290,252	1,096,992
Postage & Courier Charges	438,811	288,798
Printing & Stationery	6,439,358	6,606,059
Professional Fees	234,604	518,030
Rates and Taxes	2,303,880	2,176,462
Registration Charges	194,595	152,625
Refreshment Expenses	3,709,076	3,183,461
Rent	13,161,513	10,712,509
Repairs & Maintenance	3,832,800	2,737,529
Sales Promotion Expenses	2,946,795	3,286,571
Sales Promotion Materials - MSIL	42,507	116,541
Security Charges	3,901,148	1,971,016
Service Charges Paid	1,229,904	674,890
Service Tax	105,221	860,554
Software Charges	1,908,567	1,172,228
Subcriptions	176,119	269,548
Telephone Charges	4,469,010	4,084,242
Training Expense	2,197,513	2,184,451
Travelling Expenses	6,567,231	6,544,758
Uniform Expenses	1,448,139	1,191,274
Value Added Services	943,260	796,122
Warant Fee(MSIL)	636,499	671,500
Sundry Debits W/Off	5,197,056	4,158,549
Wealth Tax	-	6,646
Workshop Expenses	41,737,446	35,824,660
TOTAL	225,332,602	174,099,206

Notes on Financial Statements for the year ended 31st March 2017

23.1 Payment to the auditors comprises

Particulars	31.03.2017	31.03.2016
(a) As auditors - statutory audit	169,920	129,375
(b) For taxation matters	56,640	43,125
(c) For other services	56,640	43,125
TOTAL	283,200	215,625

24 EARNINGS PER SHARE (BASIC & DILUTED):

Particulars	31.03.2017	31.03.2016
Profit after tax	30,748,779	16,632,774
Weighted average number of shares	19,302,900	19,302,900
Nominal value of shares (Rs.)	10	10
Basic and diluted earnings per share (Rs.)	1.59	0.86

25 RELATED PARTY TRANSACTIONS:

Details of Related Parties: (As Identified by the Management)

Description of Relationship	Name of The Parties	
Key Management Personnel	C C William Verghese	Dr. Griger Cherry Williams
Associates/ Enterprises owned or	BRD Motors Limited	BRD Securities Limited
significantly influenced by key	SML Finance Limited	BRD Finance Limited
management personnel or their relatives	SML Motors	

(ii) Nature and volume of transactions of the company during the year with the above related parties are:

Nature of transaction	Key management	Relatives KMP	Entities in which	Total
Interest Paid	-	-	-	-
	-	-	(8,735,993)	(8,735,993)
Rent Paid	-	-	205,400	205,400
	-	-	(454,162)	(454,162)
Rent Received	-	-	835,780	835,780
	-	-	(701,800)	(701,800)
Infrastructure expenses			30,000,000	30,000,000
			-	-
Trade Advance paid	-	-	-	-
	-	-	(162,500,000)	(162,500,000)
Trade Advence Received	-	-	-	-
	-	-	(142,500,000)	(142,500,000)
Inter Corporate Deposits Paid	-	-	-	-
	-	-	(125,000,000)	(125,000,000)
Inter Corporate Deposits Received	-	-	-	-
	-	-	(125,000,000)	(125,000,000)

Note: Figures in bracket relates to the previous year

Previous Year figures have been regrouped wherever found necessary.

<i>J. G. T</i>	<u> </u>
In terms of our report attached.	For and on behalf of the Board
For BALAN & CO	C C WILLIAM VERGHESE
Chartered Accountants	Chairman
(FRN 00340S)	Sd/-
	Dr GRIGER CHERRY WILLIAMS
Sd/-	Whole-Time Director
	Sd/-
P MOHANDAS FCA	SIMON CHERU C
Partner(M.No 21262)	Director

Aluva Thrissur 22nd August, 2017 22nd August, 2017

KOKKALAI, THRISSUR

Note: 9 SCHEDULE OF OF FIXED ASSETS AS AT 31st MARCH 2017

C1	Particulars		Gross l	Block			Depreciation			Net Block	
Sl.		Cost up to	Additions	Deletions	Cost up to	Up to	For the Year	Deductions	Up to	As on	As on
No.		01.04.2016		Subsidy	31.03.2017	01.04.2016			31.03.2017	31.03.2017	31.03.2016
1	Land	133,894,499	76,735,614		210,630,113	-			-	210,630,113	133,894,499
2	Building	162,896,619	18,071,296	1,149,407	179,818,508	52,454,187	11,131,922	320,434	63,265,675	116,552,832	110,442,431
3	Furniture & Fittings	24,111,985	2,605,557	1,408,443	25,309,099	15,614,786	2,923,674	783,188	17,755,272	7,553,827	8,497,199
4	Computer	14,920,786	2,855,845		17,776,631	10,920,751	2,900,940		13,821,691	3,954,941	4,000,036
5	Plant & Machinery	8,774,963	368,700		9,143,663	3,904,871	941,105		4,845,976	4,297,687	4,870,092
6	Vehicle	34,820,919	6,671,343	4,159,370	37,332,892	18,841,427	5,736,334	2,934,290	21,643,471	15,689,422	15,979,493
7	Electrical Equipments	84,832,050	11,955,580	203,485	96,584,145	48,751,209	11,245,676	130,823	59,866,062	36,718,082	36,080,840
	Total	464,251,821	119,263,935	6,920,705	576,595,051	150,487,232	34,879,651	4,168,735	181,198,148	395,396,904	313,764,590
1	Work In progress	1,510,597	14,723,184	16,004,014	229,767				-	229,767	1,510,597

Cash Flow Statement for the year ended 31st March 2017

In terms of AS - 3 on Cash Flow Statement under Indirect Method

	In terms of AS - 3 on Cash Flow Statement under Indirect M	2016-1		2015 17		
		2015-16				
A.	Cash Flow from Operating activities	Rs	47.040.011	Rs		
	Net profit Before Taxation		47,948,811		25,252,930	
	Adjustment for:					
	Provision for Depreciation	34,879,651		32,819,364		
	Interest on Borrowings	33,259,188		40,377,669		
	Interest Income	(102,450,781)		(100,092,841)		
	Bad Debts w/off	5,197,056		4,158,549		
	Sundry Credits W/Back	(3,503,561)		(4,314,862)		
	(Profit)/Loss on sale of Fixed Assets	475,537		(1,005,988)		
	Loss on sale of land	-		(1,003,700)		
	Loss on sale of faile		(32,142,910)		(28,058,109)	
	Operating profit before working capital changes		15,805,902		(2,805,179)	
	operating profit before working cupital changes		13,003,702		(2,000,17))	
	(Increase)/Decrease in Loans & Advances	(2,511,086)		(3,886,373)		
	(Increase)/Decrease in Other Current Assets & Deposits	72,305,637		(85,759,479)		
	Increase/(Decrease) in Sundry Creditors & Other liabilities	(10,983,586)	58,810,965	104,637,461	14,991,609	
	Cash from operations		74,616,867		12,186,430	
	Income tax paid		(29,752,008)		(11,586,890)	
	Net cash from operating activities		44,864,859		599,541	
R	Cash flow from Investing Activities					
D .	Purchase of Fixed assets	(117,983,105)		(62,053,732)		
	Sale of Fixed assets	2,276,433		1,870,000		
	Interest Income	102,450,781		100,092,841		
	interest income	102,430,781		100,092,841		
	Net cash from Investing activities		(13,255,890)		39,909,109	
C.	Cash flow from Financing activities					
	Proceeds from Long term Borrowings	38,741,973		8,676,232		
	Increase in vehicle loans	-		-		
	Repayment of Long term Borrowings	(24,537,916)		(8,368,332)		
	Interest on borrowings	(33,259,188)		(40,377,669)		
	interest on borrowings	(33,237,100)		(40,577,007)		
	Net Cash flow from Financing Activities		(19,055,132)		(40,069,769)	
	Net Increase/Decrease in Cash & Cash Equivalents		12,553,837		438,881	
	Cash & Cash Equivalents at the beginning of the year		31,062,635		30,623,754	
	Cash & Cash Equivalents at the end of the year		43,616,472			
	Cash & Cash Equivalents at the end of the year		45,010,472		31,062,635	
	Auditors' Report:-	•				
	Vide our report of even date.	For and on behalf of	of the Board:			
	Eng Balance & Ca	Sd/-	DOILEGE.			
	For Balan & Co.	C C WILLIAM VE	KGHESE			
	Chartered Accountants	Chairman				
	(FRN 00340S)	Sd/- Dr GRIGER CHEI		- ~		
	Sd/-			S		
	DM 1 1 FG	Whole-Time L	Director			
	P.Mohandas, FCA	Sd/-				
	Partner (M.No.21262)	SIMON CHERU C Director				
		Duccioi				
	Aluva	Thrissur				
	22 nd August, 2017	22nd August, 2017				