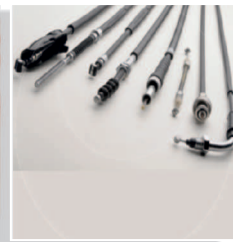




REMSONS[®]
INDUSTRIES LIMITED

ANNUAL REPORT

2018-19



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BOARD OF DIRECTORS:

Mr. K. Kejriwal	Chairman & Managing Director
Mrs. C.K.Kejriwal	Whole-time Director
Mr. R.K.Kejriwal	Whole-time Director
Mr. A.K. Agrawal	Director- Finance & CFO
Mr. S. B. Parwal	Independent Director (upto 31.03.2019)
Mr. S.K.Agarwal	Independent Director (upto 31.03.2019)
Mr. P. N. Bhagat	Independent Director
Mr. S.J. Khanna	Independent Director
Mrs. Visalakshi Sridhar	Independent Director (w.e.f. 14.11.2018)

CHIEF EXECUTIVE OFFICER

Mr. Amit Srivasavata (w.e.f. 10.10.2018)

COMPANY SECRETARY & COMPLIANCE OFFICER:

Mr. Rohit Darji

STATUTORY AUDITORS:

M/s M L Bhuwania and Co LLP
Chartered Accountants, Mumbai

SECRETARIAL AUDITORS:

M/s M Baldeva Associates
Company Secretary, Thane

BANKERS:

State Bank of India

REGISTERED OFFICE :

401, 4th Floor, Gladiola, Hanuman Road, Vile Parle (East), Mumbai-400057
Tel.: (022) 26113883, 26262100
Email: corporate@remsons.com, Website: www.remsons.com

PLANTS:

- a. 1/3 Mile Stone, Khandsa Road, Gurgaon - 122001
- b. Western House A2/27, Somnath Industrial Estate, Daman - 396210
- c. Diamond House A2/3&4, Somnath Industrial Estate, Daman - 396210
- d. A3/4, Somnath Industrial Estate, Daman - 396210
- e. Goodluck House', Survey No. 729 /1, Ringanwada, Village Dabhel, Daman - 396210
- f. Golden House' Survey No. 647 /1 A at Village Dunetha, Daman - 396210
- g. Survey No. 146, Villegge Khadki, Pardi- 396121 (Gujarat)

REGISTRAR AND SHARE TRANSFER AGENTS:

M/s. Sharex Dynamic (India) Private Limited
C-101, 247 Park, L. B. S. Marg, Vikroli (West), Mumbai - 400 083.
Tel. : 022-28515644 / 5606, Fax : 022-8512885
Email : sharexindia@vsnl.com; Website : www.sharexindia.com



REMSONS INDUSTRIES LTD.

REMSONS INDUSTRIES LIMITED

(CIN: L51900MH1971PLC015141)

401, 4th Floor, Gladiola, Hanuman Road,

Vile Parle, (East), Mumbai - 400057,

Tel. : (022) 26113883, 26262100

Email : corporate@remsons.com,

website : www.remsons.com

NOTICE

NOTICE is hereby given that the 47th Annual General Meeting of the members of Remsons Industries Limited will be held on Saturday, 14th September, 2019 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400049 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Reports of the Directors' and the Auditors' there on and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended on 31st March, 2019 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution :**

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @ 15% (₹ 1.50 per Share) on 57,13,357 Equity Shares of ₹ 10/- each of the Company for the year ended 31st March, 2019 be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appear on the Company's Register of Members/ List of Beneficiaries as on Friday, 6th September, 2019 and that the dividend warrants/demand drafts be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment of dividend."

3. To appoint a Director in place of Mr. Krishna Kejriwal (DIN:00513788), Chairman & Managing Director who retires by rotation and being eligible, offers himself for re-appointment as director and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Krishna Kejriwal (DIN:00513788), Chairman & Managing Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. To appoint Mrs. Visalakshi Sridhar (DIN.: 07325198), as an Independent Director and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mrs. Visalakshi Sridhar (DIN.: 07325198), who was appointed as an Additional Independent Director of the Company for a period of five years with effect from 14th November, 2018, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, who holds office as such upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing as required under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 to hold office as such upto 13th November, 2023, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

5. To reappoint Mr. Krishna Kejriwal (DIN: 00513788), as Managing Director of the Company and in this regard, if thought fit, pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies

Act, 2013 ('the Act') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the re-appointment of Mr.

Krishna Kejriwal (DIN: 00513788) as Managing Director of the Company, liable to retire by rotation, for a further period of Five (5) years with effect from 1st April, 2019 on terms and conditions and remuneration for a period of two years as set out herein below be and is hereby approved, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and mutually agreed upon with Mr. Krishna Kejriwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

Sr. No.	Particulars	01-04-2019 to 31-03-2021	Amount (in ₹)
1.	Salary (Basic)	₹ 130,000 per month	
2.	HRA	₹ 75,000 per month	
3.	Special Allowance	₹ 67,000 per month	
4.	Perquisites and Allowances	In addition to the salary, the Managing Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, leave travel concession for self and family, Free Education allowance for the children, Leave / encashment of Leave in accordance with the Company rules; medical insurance, reimbursement of expenses of Watchman, Sweeper and Gardner and other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of ₹ 6 Lakh per annum.	
5.	Conveyance/ Motor Car	Free use of car with Driver and telephone / other communication facilities at residence for company's business.	
6.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income-tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.	
7.	Reimbursement of expenses	The Managing Director shall also be entitled to reimbursement of expenses incurred by him for the purpose of Company's business.	
8.	Sitting Fees	The Managing Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.	

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Krishna Kejriwal as Managing Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

6. To reappoint Mrs. Chand Kejriwal (DIN: 00513737) as Whole Time Director of the Company and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution** :

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such

sanctions, approvals and permissions, the re-appointment of Mrs. Chand Kejriwal (DIN: 00513737) as Whole Time Director of the Company, liable to retire by rotation, for a further period of Five (5) years with effect from 1st April, 2019 on terms and conditions and remuneration for a period of two years as set out herein below be and is hereby approved, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and mutually agreed upon with Mrs. Chand Kejriwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

Sr. No.	Particulars	01-04-2019 to 31-03-2021	Amount (in ₹)
1.	Salary (Basic)	₹ 75,000 per month	
2.	HRA	₹ 40,000 per month	
3.	Special Allowance	₹ 35,000 per month	
4.	Perquisites and Allowances	In addition to the salary, the Whole time Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, leave travel concession for self and family, Free Education allowance for the children, Leave / encashment of Leave in accordance with the Company rules; medical insurance, reimbursement of expenses of Watchman, Sweeper and Gardner and other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of ₹ 6 Lakh per annum.	
5.	Conveyance/ Motor Car	Free use of car with Driver and telephone / other communication facilities at residence for company's business.	
6.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income-tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.	
7.	Reimbursement of expenses	The Whole time Director shall also be entitled to reimbursement of expenses incurred by him for the purpose of Company's business.	
8.	Sitting Fees	The Whole time Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.	

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mrs. Chand Kejriwal as Whole Time Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to her as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

**By Order of the Board of Directors
For Remsons Industries Limited**

Rohit Darji

Place: Mumbai **Company Secretary & Compliance Officer**
Dated: 26th July, 2019

Regd. Office:
401, 4th Floor, Gladdiola, Hanuman Road,
Vile Parle (East), Mumbai - 400057.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, with respect to Special Business is annexed hereto and forms part of the Notice.
3. The Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Annual General Meeting (including through e-voting) or any adjournment thereof.
4. Members/ Proxies are requested to bring duly filled Attendance Slip along with their copy of Annual Report at the Venue of the Meeting. Members who hold the shares in dematerialized form are requested to bring their client ID and D.P. ID for easier identification of attendance at the meeting.
5. In terms of SEBI Circular No. SEBI / HO / MIRSD / DOP1 / CIR / P / 2018/73 dated 20th April, 2018 read with SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, Company's shares can be transferred in dematerialized form only. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if so desire. However members can continue to hold shares in physical form.
6. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents (RTA), Sharex Dynamic (India) Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
7. Members are requested to forward all Share Transfers and other communications to the Registrar & Share Transfer Agents (RTA) of the Company and are further requested to always quote their Folio Number/ DPID/ Client ID in all correspondences with the Company.
8. Pursuant to the provisions of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standards on General Meetings (SS-2) issued by The Company Secretaries of India (ICSI), brief resume and the relevant details of the directors proposed to be appointed/re-appointed at the ensuing 47th Annual General Meeting (AGM) are stated in the Statement under Section 102 of the Act attached to the Notice.
9. Relevant documents referred to in a company Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 7th September, 2019 to Saturday, 14th September, 2019 (both days inclusive) for the ensuing 47th AGM.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
12. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
14. Non Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.
15. The dividend on Equity Shares as recommended by the Board of Directors for the year ended 31st March, 2019, if approved at the ensuing Annual General Meeting, will be paid to those members whose name stand registered in the Register of Members as on Saturday 7th September, 2019 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
16. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available if the Company proposes to avail NECS facility. The members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by submitting the NECS mandate form, available on Company's website viz. <https://www.remsons.com>.
17. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

Accordingly, Members are requested to submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.

The e-mail ID provided shall be updated subject to the successful verification of their signatures as per records available with the RTA of the Company.
18. The Register of Directors' and Key Managerial Personnel and their Share holding maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
19. Members desirous of obtaining any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary & Compliance Officer at the Registered Office of the Company at least ten days in advance of the meeting so that the information required may be made readily available at the meeting.
20. The Notice of the 47th Annual General Meeting (AGM) and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode. Members may also note that 47th Annual Report for the year 2018-19 is also available on the Company's website viz. www.remsons.com.
21. 98.32% of the total equity shares of the Company were held in dematerialized form as on 31st March 2019. Members desiring to dematerialize/ rematerialize their shares may forward their requests directly to the Depository Participant with whom they have opened the account.
22. Route Map for the venue of the proposed AGM of the Company is appearing at the end of the Annual Report.
23. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
24. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice convening 47th Annual General Meeting (AGM) of the Company dated 26th July, 2019. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting through polling paper shall also be made available at the venue of the 47th AGM and the members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Thane (M. No. : FCS6180/COP No.: 11062) as Scrutinizer for conducting the e-voting and poll process at the AGM in a fair and transparent manner.

The e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off date i.e. Saturday, 7th September, 2019.

A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Saturday, 7th September, 2019 only shall be entitled to avail the facility of remote e-voting and voting at meeting through polling papers and the person who are not member as on the cut-off date should treat this notice for information purpose only.

A. PROCEDURE AND INSTRUCTION FOR E-VOTING :

- i. The voting period begins on Wednesday, 11th September, 2019 (09:00 am) and end on Friday, 13th September, 2019 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Saturday, 7th September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 pm on 13th September, 2019. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. Members holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then existing password is to be used.
- vii. If a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both DEMAT shareholders as well as physical shareholders) <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on the Attendance Slip.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth in (dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- viii. After entering these details appropriately, click on "SUBMIT" tab. click on "CANCEL" and accordingly modify vote.
- ix. Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the DEMAT holders for voting for resolution of any other company on which they are eligible to vote, provided that member opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the 'Remsons Industries Limited' on which members choose to vote.
- xii. On the voting page, members will see 'RESOLUTION DESCRIPTION' and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies assent to the Resolution and option NO implies dissent to the Resolution.
- xiii. Click on the 'RESOLUTION FILE LINK' if members wish to view the entire Resolution details.
- xiv. After selecting the resolution members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm vote, click on "OK", else to change vote,
- xv. Once the members 'CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.
- xvi. Members can also take out print of the voting done by clicking on "Click here to print" option on the Voting page.
- xvii. If DEMAT account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively . Please follow the instructions as prompted by the mobile app while voting on the mobile.
- xix. Note for Non - Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

B. GENERAL:

- a) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 7th September, 2019, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- c) However, if members are already registered with CDSL for e-voting then they can use their existing user ID and password for casting the vote. In Case members forget their password, they can reset the same by using "Forgot User Details/Password" option available on www.evotingindia.co.in.
- d) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through polling paper.
- e) The facility for voting through polling papers shall be made available at the venue of the 47th Annual General Meeting for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- f) A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- g) In case, shareholders cast their vote through both e-voting and voting through polling paper, then vote casted through e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- h) The Chairman shall, at the AGM, on completion of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- i) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- j) The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.remsons.com and on the website of CDSL www.evotingindia.com immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The result will immediately be forwarded to the BSE Limited and National Stock Exchange of India and the same will be available on the website www.bseindia.com and www.nseindia.com.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

Mrs. Visalakshi Sridhar was appointed as an Additional Independent Director of the Company for a period of five years with effect from 14th November, 2018, subject to approval of the members at ensuing Annual General Meeting. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Visalakshi Sridhar holds office as such up to the date of this AGM.

Mrs. Visalakshi Sridhar aged 53 years, is a member of Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India. She has experience over 28 years in Accounts & Financial Services. She is Managing Director, Chief Financial Officer and Company Secretary of Binani Industries Limited. Considering her qualification and experience, the Board considered it appropriate to appoint Mrs.

Visalakshi Sridhar as an Independent Director of the Company.

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a company can be appointed for a term of (5) consecutive years and shall not be liable to retire by rotation. Mrs. Visalakshi Sridhar has given the requisite declarations to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as Independent Non-Executive Directors of the Company and is independent of the management. Further she has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority as specified under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, she has declared that she is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as a director of the Company. The Nomination and Remuneration Committee has recommended her appointment as Independent Director for a term of five consecutive years. The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

In the opinion of the Board Mrs. Visalakshi Sridhar proposed to be appointed as Independent Director fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is independent of the management.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Visalakshi Sridhar as an independent Director.

The copy of appointment letter of Mrs. Visalakshi Sridhar setting out terms and conditions would be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours on all working days, except Saturdays, upto the date of ensuing Annual General Meeting.

Brief resume of Mrs. Visalakshi Sridhar pursuant to

Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 47th AGM of the Company.

The Board recommends the Ordinary Resolution as set out at Item no. 4 of the Notice of 47th AGM of the Company for your approval.

Except, Mrs. Visalakshi Sridhar being an appointee, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out at Item No. 4.

ITEM NO. 5

Mr. Krishna Kejriwal, aged 67 years is a Graduate in Science. He had held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). The Company has progressed under his guidance as Managing Director of the Company since 1976. During his long tenure of 43 years in the office of Managing Director he has gained a rich experience in the field of production, marketing, exports, foreign collaboration, accounts, finance, banking and overall administration of the Company. His current term of the office as Managing Director expired on 31st March, 2019. Considering his prolonged association with the Company and vast experience, the Board of Directors on recommendation of Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 9th February 2019, re-appointed Mr. Krishna Kejriwal as Managing Director of the Company for a further period of five (5) years w.e.f. 1st April 2019 on the terms and conditions mentioned in the resolution as set out at Item no. 5 of Notice of 47th AGM of the Company, subject to approval of the members.

The additional details required to be given pursuant to clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013, are provided as annexure to the Notice of 47th AGM of the Company.

Brief resume of Mr. Krishna Kejriwal pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India

(ICSI) is forming part of the Notice of 47th AGM of the Company.

The Board recommends the Special Resolution as set out at Item no. 5 of the Notice of 47th AGM of the Company for approval of the Members.

Except Mr. Krishna Kejriwal, Mrs. Chand Kejriwal and Mr. Rahul Kejriwal, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out at Item No. 5.

ITEM NO. 6

Mrs. Chand Kejriwal, aged 63 years did her Inter (Arts) from University of Mumbai. Since 1976, she is acting as Whole-Time Director of the Company. During her long tenure of 43 years in the office of Whole-Time Director, she has gained rich experience in the field of marketing, Human Resource Management and General Administration of the Company. Her current term of the office of Whole-Time Director expired on 31st March, 2019. Considering her prolonged association with the Company and vast experience, the Board of Directors, on recommendation of Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 9th February, 2019, re-appointed Mrs. Chand Kejriwal as Whole-Time Director of the Company for a period of five (5) years w.e.f. 1st April, 2019 on the terms and conditions mentioned in the resolution as set out at Item no. 6 of Notice of 47th AGM of the Company, subject to approval of the members.

The additional details required to be given pursuant to Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013, are provided as an annexure to the Notice of 47th AGM of the Company.

Brief resume of Mrs. Chand Kejriwal pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) Issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 47th AGM of the Company.

The Board recommends the Ordinary Resolution as set out at Item no. 6 of the Notice of 47th AGM of the Company for your approval.

Except Mrs. Chand Kejriwal, Mr. Krishna Kejriwal and Mr. Rahul Kejriwal, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out at Item No. 6.

**By Order of the Board of Directors
For Remsons Industries Limited**

**Rohit Darji
Company Secretary
& Compliance Officer**

Place : Mumbai
Date : 26th July, 2019

Registered Office :
401, 4th Floor, Gladdiola, Hanuman Road,
Vile Parle (East), Mumbai 400057.

In pursuance of the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 'General Meeting' the details of the directors seeking appointment / re-appointment at the ensuing Annual General Meeting are as follows:

Name of Director	Mrs. Visalakshi Sridhar	Mr. Krishna Kejriwal	Mrs. Chand Kejriwal
Designation	Independent Director	Chairman & Managing Director	Whole-time Director
DIN	07325198	00513788	00513737
Date of Birth	12 th April, 1966	12 th June, 1952	5 th October, 1956
Age	53 years	67 years	63 years
Nationality	Indian	Indian	Indian
Date of Appointment in current position	14 th November, 2018	12 th July, 1976	12 th July, 1976
Expertise in specific functional areas	Member of Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India. (ICWAI). She has experience over 28 years in Accounts & Financial Services. She is a Managing Director, Chief Financial Officer and Company Secretary of Binani Industries Limited	Expertise in Production, Marketing, Finance and all spheres of Business Development. Past President of 1) Bombay Industries Association. 2) Automotive Component Manufacturers Association of India (ACMA).	General Administration, Marketing, Human Resource Management
Qualifications	Member of Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India	B. Sc. from University of Bangalore	Inter (Arts), University of Mumbai
Directorship held in other Companies	1. Binani Industries Limited 2. R.B.G. Minerals Industries Limited 3. Edayar Zinc Limited	None	None
Chairmanship / Membership of the Committees of the Board of Directors of other Listed Company	None	None	None
Disclosure of relationships between directors inter-se	She is not related with any Director or Key Managerial Personnel as per provisions of Section 2(77) of the Companies Act, 2013.	He is Husband of Mrs. Chand Kejriwal, Whole Time Director and father of Mr. Rahul Kejriwal, Whole Time Director	She is wife of Mr. Krishna Kejriwal, Chairman & Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director of the Company
Shareholding in the Company	None	15,79,494 Equity shares of ₹10/- each	17,08,444 Equity shares of ₹10/- each
No. of Board Meetings attended 2018-19	1	4	4

ANNEXURE TO STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

I		General Information	
	(1)	Nature of industry	Remsons an Original Equipment Manufacturer (OME) supplying to two, three, four wheelers manufacturers all over India and exports globally. Control cables also known as Bowden cables globally are supplied by Remsons to International OEM's. Remsons also manufacturers Gear Shifters that are Dash Mounted & Floor Mounted for four wheeler and Light, medium and heavy duty truck applications..
	(2)	Date or expected date of commencement of commercial production.	The Company is in existence and operation since 1971.
	(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.	Not Applicable
	(4)	Financial performance based on given indicators (during the year ended 31 st March, 2019)	EPS : ₹ 6.02 Return on Networth : 6.32%
	(5)	Foreign investments or collaborators, if any	Nil
II		Information about the appointees	
	A	Mr. Krishna Kejriwal	
	1	Background details	Mr. Krishna Kejriwal, aged 67 years, is a Graduate in Science from University of Bangalore and has 43 years of experience in the field of production, marketing, exports, accounts, finance, banking and over all administration of the Company. Mr. Krishna Kejriwal has made significant contribution in the area of production, designs, innovation, export activities, business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.
	2	Past Remuneration	₹ 22.90 Lakhs per annum
	3	Recognition or awards	Mr. Krishna Kejriwal had held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). He received various awards on behalf of the Company from President of India and Minister of Industries. He participated in the meetings of Automotive Component Manufacturers Association of India (ACMA) and delivered lectures in various meetings and conferences.



REMSONS INDUSTRIES LTD.

4	Job profile and suitability	Mr. Krishna Kejriwal is Managing Director of the Company with substantial powers and overall control of the Company. Entire management team works under his supervision and all Managers report to him. Considering the qualification, experience, proven track record and performance of Mr. Krishna Kejriwal and contribution made by him for the growth of the Company as well as his capacity to handle emerging challenges in the times to come, the re-appointment of Mr. Krishna Kejriwal as Managing Director would be beneficial to the Company.
5	Remuneration proposed	₹ 32.64 Lakhs per annum approx
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering his vast experience as detailed in the proposed resolution, the terms of the remuneration payable to Mr. Krishna Kejriwal are considered fair, just and reasonable, and are at par with the standards of the industry in which the Company operates.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except the amount of interest@10%p.a. on the unsecured loan provided by him to the Company and the dividend, if any on equity shares held by him, Mr. Krishna Kejriwal does not have any pecuniary relationship directly or indirectly with the Company other than his appointment as Chairman & Managing Director of the Company. Mr. Krishna Kejriwal is husband of Mrs. Chand Kejriwal and father of Mr. Rahul Kejriwal. He is also the promoter of the Company.
B	Mrs. Chand Kejriwal	
1	Background details	Mrs. Chand Kejriwal has gained a rich experience in the field of Marketing, Human Resource Management and General Administration of the Company. She is involved in various social activities and human welfare.
2	Past Remuneration	₹ 13.62 Lakhs per annum
3	Recognition or awards	Mrs. Chand Kejriwal got recognition in various social activities and human welfare. She actively participated in social gatherings and got awards in a different field of floriculture.
4	Job profile and her suitability	Mrs. Chand Kejriwal is Whole-Time Director of the Company with substantial powers. She looks after marketing, human resource management and general administration of the Company. Considering the qualification, experience, proven track record and performance of Mrs. Chand Kejriwal and contribution made by her for the growth of the Company as well as her capacity to handle emerging challenges in the times to come, the re-appointment of Mrs. Chand Kejriwal as Wholetime Director would be beneficial to the Company.
5	Remuneration proposed	₹ 18.00 Lakhs per annum (approx.)

6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position	Considering her rich experience as detailed in the proposed resolution, the terms of the remuneration payable to Mrs. Chand Kejriwal are considered fair, just and reasonable, and are at par with the standards of the industry in which the Company operates.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Except the amount of interest @ 10% p.a. on the unsecured loan provided by her to the Company, rent for a premises given on leave and license to the Company and the dividend, if any on equity shares held by her, Mrs. Chand Kejriwal does not have any pecuniary relationship directly or indirectly with the Company other than her reappointment as Whole-Time Director of the Company. Mrs. Chand Kejriwal is wife of Mr. Krishna Kejriwal and mother of Mr. Rahul Kejriwal. She is also the promoter of the Company.
III Other Information		
1	Reasons of loss or inadequate profits	The Company has maintained healthy growth in operating income over the past two years with the consistent profit margins and profitability. The Company has long standing experience in the auto ancillary industry and has established client base in automobile industry. The Company intends to increase its share of revenue from the after-market which may not only support operating margin but will also insulate the company from the volatility in demand from the automobile sector. The Company's business prospects are mainly dependent upon the growth and prospects of the automobile industry as a whole. The automotive component industry over the past few years has become extremely competitive following the entry of several players in the industry. Performance of the automobile manufacturing companies affects the profitability of the Company.
2	Steps taken or proposed to be taken for improvement	The Company has initiated several measures to improve its profitability. It has strengthened and consolidated operations of various manufacturing units at different locations to ensure uniformity and better administration. Further, to survive in the competitive era, more and more orders from the global as well as domestic OEM Market are planned to be procured in addition to achieve higher production by deploying all its resources and capacities available and by choosing right product mix with application of various cost cutting measures without of course, compromising on the quality of its products.
3	Expected increase in productivity and profits in measurable terms	The Company expects price of steel, the main raw material, to remain stable. Upsurge in demand for automobile industry will certainly have a positive bearing on the auto component industry.

BOARD'S REPORT

To
The Members,
Remsons Industries Limited

Your Directors take pleasure in presenting the 47th Annual Report of the Company together with the Audited Financial Statements for the year ended on 31st March, 2019.

1. FINANCIAL HIGHLIGHTS:

Particulars	₹ in Lakhs	
	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Revenue from operations and Other Income (Net)	15012.92	13235.45
Profit before interest, Depreciation, tax and extra ordinary items	957.33	961.40
Less: (i) Financial expenses	218.30	254.70
(ii) Depreciation/ Amortization	248.55	251.62
Profit/(Loss) before tax	490.48	455.08
Less: Tax-Provision:		
-Current Tax	155.52	90.22
-Deferred tax liabilities/ (Assets)	-9.21	20.28
Profit/(Loss) after tax	344.17	344.58
Other Comprehensive Income	(36.12)	(5.53)
Total Comprehensive Income for the year	308.05	339.05

2. IND-AS APPLICABILITY:

The Company has adopted the Indian Accounting Standard ('Ind AS') w.e.f. 1st April, 2017. These financial statements have been prepared in accordance with the recognition and measurement principles stated therein and as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and the other accounting principles generally accepted in India.

3. OPERATIONS:

During the year under review, revenue from operations and other income of the Company was ₹ 15012.92 Lakhs (previous year ₹ 13235.45 Lakhs) profit before interest, depreciation and tax was ₹ 490.48 Lakhs

(previous year profit ₹ 455.08 Lakhs) and the Net profit was placed at ₹ 308.05 Lakhs (previous year profit ₹ 339.05 Lakhs)

4. EXPORTS:

During the year under review exports were better at ₹ 2101.48 Lakhs as compared to ₹ 1922.02 Lakhs in the previous year.

5. CREDIT RATING:

During the financial year ended 31st March, 2019, ICRA Limited has accorded a long term rating at '(ICRA) BBB- (pronounced ICRA triple B minus)' and short term rating of '(ICRA) A3 (pronounced ICRA A three)' for Line of Credit of the Company for ₹ 29.20 Crore. The outlook for long term rating is "Stable".

6. DIVIDEND AND TRANSFER TO RESERVES:

Your Directors have pleasure in recommending payment of dividend of ₹ 1.50 per share (previous year ₹ 1.30/-) being 15% (previous year 13%) on face value of Equity Share of ₹ 10/- each for the year ended 31st March, 2019. This will absorb total cash outflow of ₹ 85,70,036/- (previous year ₹ 74,27,364/-) including Corporate Dividend Distribution Tax of ₹ 17,44,652/- (previous year ₹ 15,12,025/-).

During the year the Company has not transferred any amount to General Reserve.

7. SHARE CAPITAL OF THE COMPANY:

The paid up equity share capital of your Company as on 31st March, 2019 was at ₹ 5,71,33,570/- (Rupees Five Crore Seventy One Lakhs Thirty Three Thousand Five Hundred Seventy only) divided into 57,13,357 Equity shares of the face value of ₹ 10/- (Rupee Ten) each. There was no change in share capital of the Company during the financial year 2018-19.

8. CHANGE IN THE NATURE OF BUSINESS OF THE COMPANY:

There was no change in the nature of business activities of the Company during the Financial Year under review.

9. PUBLIC DEPOSITS:

During the year under review, the Company has not

accepted or renewed any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

10. SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES:

The Company did not have subsidiary, associates Company or Joint Venture during the financial year 2018-19.

11. LISTING:

The Equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the requisite listing fees to the said Stock Exchanges for the financial year 2018-19.

12. EXTRACT OF ANNUAL RETURN:

As required under Section 92 of the Act and rules framed thereunder, the extract of Annual Return in Form MGT-9 is appended to this Report as "Annexure I", which forms part of this report.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) Retirement by rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Krishna Kejriwal, (DIN: 00513788), Chairman & Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment.

b) Appointment/Re-appointment

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mrs. Visalakshi Sridhar (DIN.: 07325198) was appointed as an Additional Independent Director by the Board of Directors of the Company in its meeting held on 14th November, 2018 for a period of five years with effect from 14th November, 2018, subject to the approval of shareholders at the ensuing Annual General Meeting. The Company has received a notice in writing from a member under Section 160 of Companies Act, 2013 proposing her candidature as an Independent Director of the Company.

The Board of Directors of the Company, in its meeting held on 9th February, 2019:

- Re-appointed Mr. Krishna Kejriwal (DIN: 00513788), as Managing Director of the Company for further period of five years with effect from 1st April, 2019, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company; and
- Re-appointed Mrs. Chand Krishna Kejriwal (DIN: 00513737), as Whole Time Director of the Company for further period of five years with effect from 1st April, 2019, subject to approval of the shareholders at the ensuing Annual General Meeting of the Company;

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) on general meetings issued by the Institute of Company Secretaries of India (ICSI), brief resume of the directors proposed to be appointed/re-appointed at the ensuing Annual General Meeting are provided in Notice of 47th Annual General Meeting of the Company.

Your Board recommends the appointment / re-appointment of the above directors for the approval of the Members of the 47th Annual General Meeting of the Company.

c) Cessation

Pursuant to the provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013, Mr. Sitaram B. Parwal, (DIN: 00518520) and Mr. Sushil K. Agarwal (DIN: 00533786), Independent Directors of the Company retired from the directorship of the Company with effect from closing working hours of 31st March, 2019. The Board places on record its sincere appreciation for the valuable contribution made by them during their tenure as directors of the Company.

d) Declaration from Independent Directors:

The Company has received declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and pursuant to Regulation 25 of the said Regulations that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

e) Annual evaluation of performance by the Board:

In terms of applicable provisions read with Schedule IV of the Companies Act, 2013 and Rules framed thereunder and Regulation 17 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has put in place a process to formally evaluate the effectiveness of the Board along with performance evaluation of each Director to be carried out on an annual basis.

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the evaluation of the Board and its performance, the directors individually and the working of its Audit Committee, Stakeholders' Relationship Committee and Nomination and Remuneration Committee of the Company was carried out by the Board. The Board has evaluated the performance of each of Executive, Non-Executive and Independent Director considering the business of the Company and the expectations that the Board has from each of them. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.

f) Key managerial Personnel (KMP)

The details of Key Managerial Personnel of the Company are as follows:

No. Name of the Director Designation

1. Mr. Krishna Kejriwal Chairman & Managing Director
2. Mrs. Chand Kejriwal Whole-Time Director
3. Mr. Rahul Kejriwal Whole-Time Director
4. Mr. Anil K. Agrawal Director-Finance & CFO
5. Mr. Amit Srivasatava Chief Executive Officer
(w.e.f. 10th October, 2018)
6. Mr. Rohit Darji Company Secretary &
Compliance officer

Apart from the above, no other director or KMP were appointed or retired or resigned during FY 2018-19.

14. DIRECTORS' RESPONSIBILITY STATEMENT:

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(5) of the Companies Act, 2013 state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year on 31st March, 2019 and of the profit of the Company for that period;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. MEETINGS OF THE BOARD OF DIRECTORS:

The Board meets at regular intervals to discuss and decide on Company/ business policies and strategy apart from other business of the Board. The notice of Board meetings is given well in advance to all the directors of the Company. Meetings of the Board are held in Mumbai, Maharashtra. The agenda of the Board/ Committee meetings are circulated 7 days prior to the date of the meetings. In case of any business exigencies, meetings are called and convened at shorter notice or the resolutions are passed by circulation and later placed in the next Board Meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meetings to enable the directors to take informed decision.

During the year under review, the Board met 4 (four) times on 28th May, 2018, 11th August, 2018, 14th November, 2018 and 9th February, 2019. As stipulated, the gap between two board meetings did not exceed one hundred and twenty days.

The attendance of the directors at the meetings of Board of Directors is as under:

Name of Directors	Designation	No. of Meetings	
		Held	Attended
Mr. Krishna Kejriwal	Chairman & Managing Director	4	4
Mrs. Chand Kejriwal	Whole-Time Director	4	4
Mr. Rahul Kejriwal	Whole-Time Director	4	4
Mr. Anil K. Agrawal	Director-Finance & CFO	4	4
Mr. S. B. Parwal*	Independent Director	4	4
Mr. S. K. Agarwal*	Independent Director	4	3
Mr. P. N. Bhagat	Independent Director	4	4
Mr. S. J. Khanna	Independent Director	4	4
Mrs. Visalakshi Sridhar**	Independent Director	1	1

* Upto 31st March, 2019.

** Appointed as Independent Director w.e.f. 14th November, 2018.

a) SEPARATE MEETING OF INDEPENDENT DIRECTORS:

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 9th February, 2019 without the presence of Non-Independent Directors and members of the management to consider the following:

- performance of Non-Independent Directors and the Board as a whole;
- performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors;
- assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

b) COMMITTEES OF THE BOARD OF DIRECTORS:

In accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015, the Company has constituted three committees of the Board, namely:

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee

I. Audit Committee:

The Audit Committee is duly constituted as per the provisions of Section 177 of the Companies Act, 2013. The members of the committee possess sound knowledge on accounts, audit, finance, taxation, internal controls etc.

During the financial year 2018-19, the Audit Committee met 4 (four) times on 28th May, 2018, 11th August, 2018, 14th November, 2018 and 9th February, 2019. The composition of the Audit Committee and the number of meetings attended by each member during the year 2018-19 are as follows:

Name of the Members	Designation	No. of Meetings	
		Held	Attended
Mr. S. B. Parwal *	Chairman	4	4
Mr. P. N. Bhagat	Member	4	4
Mr. S. K. Agarwal*	Member	4	3
Mr. Krishna Kejriwal	Member	4	4

* Ceased from directorship of the Company w.e.f closing working hours of 31st March, 2019.

The Audit Committee was reconstituted w.e.f. 10th February, 2019 and comprised of following members as on 31st March, 2019:

Name of the Members	Designation
Mrs. Visalakshi Sridhar	Chairperson
Mr. Krishna Kejriwal	Member
Mr. P. N. Bhagat	Member
Mr. Sudhir Khanna	Member

The Company Secretary and Compliance Officer of the Company acts as the Secretary to the Committee.

The Broad terms of reference of Audit Committee are as follows:

- Recommendation for appointment and removal of the Statutory and Branch Auditors, fixations of audit fees and also approval for payment for any other services.
- Reviewing and monitoring the Auditor's independence and performance and effectiveness of the audit process.
- Discussions with Statutory Auditors before the audit



commences; the nature and the scope of Audit as well as have post audit discussion.

- To review the un-audited financial statements before submission to the Board and to oversee the Company's financial information disclosure.
- Discussion with Internal Auditors on any significant findings and follow up thereon.
- Review the adequacy of internal control system. Finding of any internal investigations by the internal auditors in to matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of Inter-corporate loans and investments.
- To review the Annual Budget and to consider and recommend to the Board capital expenditure for enhancement of production capacity (excluding capital expenditure for normal maintenance / repairs/ replacements.
- Valuation of undertaking or assets of the Company, wherever it is necessary.
- Reviewing the Company's financial and risk management policies.
- Reviewing the annual financial statements and the Auditors' Report thereon before submission to the Board, and to make recommendations to the Board on matters relating to the financial management, focusing primarily on:
 - Any changes in accounting policies and practices.
 - Major accounting entries based on exercise of judgment by management
 - Qualifications in draft audit report.
 - Significant adjustments arising out of audit.
 - The going concern assumption.
 - Compliance with accounting standards
 - Any related party transactions i.e. transactions of the company of material nature, with promoters or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large.

II. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is duly constituted as per the provisions of Section 178 of the Companies Act, 2013. During the financial year 2018-19, the Nomination and Remuneration Committee met 4 (four) times on 28th May, 2018, 11th August, 2018, 14th November, 2018 and 9th February, 2019. The composition of the Nomination and Remuneration Committee and the number of meetings attended by each member during the year 2018-19 are as follows:

Name of Members	Designation	No. of Meetings	
		Held	Attended
Mr. S. K. Agarwal*	Chairman	4	3
Mr. S. B. Parwal*	Member	4	4
Mr. Sudhir Khanna	Member	4	4

*Ceased from directorship of the Company w.e.f closing working hours of 31st March, 2019.

The Nomination and Remuneration Committee was reconstituted w.e.f. 10th February, 2019 and comprised of following members as on 31st March, 2019:

Name of the Members	Designation
Mr. P. N. Bhagat	Chairman
Mr. Krishna Kejriwal	Member
Mr. Sudhir Khanna	Member
Mrs. Visalakshi Sridhar	Member

The Company Secretary and Compliance officer acts as the Secretary to the Committee.

The Broad terms of reference of Nomination and Remuneration Committee are as follows:

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees. The Remuneration Policy is available on the website of the Company at : www.remsons.com
- Terms and conditions for appointment of Independent Directors. The same is also available on the website of the Company at: www.remsons.com

III. Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee is duly constituted as per the provisions of Section 178 of the Companies Act, 2013. During the financial year 2018-19, the Stakeholders' Relationship Committee met 4 (four) times on 28th May, 2018, 11th August, 2018, 14th November, 2018 and 9th February, 2019. The

composition of the Nomination and Remuneration Committee and the number of meetings attended by each member during the year 2018-19 are as follows:

Name of Members	Designation	No. of meetings	
		Held	Attended
Mr. S. B. Parwal*	Chairman	4	4
Mr. Krishna Kejriwal	Member	4	4
Mr. Anil K. Agrawal	Member	4	4

* Ceased from directorship of the Company w.e.f closing working hours of 31st March, 2019.

The Stakeholders' Relationship Committee was reconstituted w.e.f. 10th February, 2019 and comprised of following members as on 31st March, 2019:

Name of the Members	Designation
Mr. Sudhir Khanna	Chairman
Mr. A.K. Agrawal	Member
Mr. Krishna Kejriwal	Member

The Company Secretary and Compliance officer of the Company acts as the Secretary to the Committee.

The Broad terms of reference of Stakeholders' Relationship Committee are as follows:

- To ensure that the application for registration of transfer, transmission, transposition of Equity Shares lodged by the Shareholders/Investors are disposed of in the stipulated time.
- To look into the redressing of Shareholders' and Investors' complaints regarding non-receipt of Annual Report or dividend declared, change of address, etc.

16. APPOINTMENT AND REMUNERATION POLICY:

Pursuant to provisions of Section 178 of the Companies Act, 2013 and on the recommendation of the Nomination & Remuneration Committee, the Board has adopted a policy for selection, appointment and remuneration of Directors, Key Managerial Personnel ('KMPs') and Senior Management Personnel ('SMPs') including criteria for determining qualifications, positive attributes, independence of a director and other related matters. The Remuneration Policy has been placed on the website of the Company and is available on www.remsons.com.

The salient features of Remuneration Policy are mentioned below:

Selection:

- Any person to be appointed as a Director on the Board of Director of the Company or as KMP or Senior Management Personnel, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.
- Any person to be appointed as a Director on the Board of the Company shall possess the relevant experience and shall be able to provide policy directions to the Company, including directions on good corporate governance.
- While appointing any person as Chief Executive Officer, Managing Director or a Whole-time Director of the Company, his / her educational qualification, work experience, industry experience, etc. shall be considered.

Remuneration of Managing Director:

- At the time of appointment or re-appointment, the Managing Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & remuneration committee and the Board of Directors) and the Managing Director within the overall limits prescribed under the Companies Act, 2013.
- The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- In determining the remuneration the Nomination & Remuneration Committee shall consider the following:
 - I. The relationship of remuneration and performance benchmarks is clear;
 - II. Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
 - III. Responsibility of the Managing Director's and the industry benchmarks and the current trends;
 - IV. The Company's performance vis-à-vis the annual budget achievement and individual performance.

Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings. A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Remuneration Rules, 2014).

The Independent Directors of the Company shall not be entitled to participate in Stock Option Scheme of the Company, if any, introduced by the Company.

Remuneration of Senior Management Employees:

In determining the remuneration of the Senior Management employees (i.e. KMPs and Executive Committee Members) the Nomination and Remuneration Committee shall consider the following:

1. The relationship of remuneration and performance benchmark is clear;
2. The fixed pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
3. The components of remuneration includes salaries, perquisites and retirement benefits;
4. The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, industry benchmark and current compensation trends in the market.

The Managing Director / Executive Director / CEO will carry out the individual performance review based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned hereinabove, recommends the annual increment to the Nomination & Remuneration Committee for its review and approval.

The Company has not given any stock option to the Executive and Non-Executive Directors.

17. DIRECTOR'S FAMILIARISATION PROGRAMME :

The Company undertakes and makes necessary provision for appropriate induction programme for new Directors and ongoing training for existing Directors.

The new directors are introduced to the company's culture, through appropriate training programmes. Such kind of training programmes help in developing relationship of the directors with the Company and familiarise them with Company processes. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of the Company's processes and
- fully equip Directors to perform their role on the Board effectively.

Upon appointment, directors receive a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of familiarization programme imparted to independent directors are available on the Company's website at: https://www.remsons.com/wp-content/uploads/2017/03/1443002120_terms-of-appt.pdf

18. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

In pursuance to Section 177 of the Companies Act, 2013, the Company has adopted a Vigil Mechanism / Whistle Blower Policy to deal with instance of fraud and mismanagement, if any.

The Company promotes ethical behaviour in all its business activities and has adopted a mechanism of reporting illegal or unethical behaviour. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to employees / workers. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in the exceptional cases. The confidentiality of those reporting violation is maintained and they are not subjected to any discriminatory practice. However, no violation of laws or unethical conduct etc. was brought to the notice of the Management or Audit Committee during the year ended 31st March, 2019. We affirm that during the financial year 2018-19, no employee or director was denied access to the Audit Committee. The details of the Vigil mechanism /

Whistle Blower Policy is available on the website of the Company at http://remsons.com/%20wp-content/uploads/2017/03/1442906096_vigil-mechanism-policy.pdf

19. STATUTORY AUDITORS:

As per provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company in their 45th Annual General Meeting held on 25th September, 2017 appointed M/s. M L Bhuwania and Co LLP, Chartered Accountants, (FRN: 101484W/W-100197), as the Statutory Auditors of the Company for a term of consecutive 5 years i.e. from the conclusion of 45th Annual General Meeting till the conclusion of 50th Annual General Meeting of the Company to be held for the financial year ending 31st March, 2022, subject to the ratification by members of the Company every year. However, after the amendment in Section 139 of the Act, effective 7th May, 2018, ratification by shareholders every year for the appointment of the Statutory Auditors is no longer required.

M/s. M L Bhuwania and Co LLP, Chartered Accountants have furnished a certificate of their eligibility under Section 141 of the Act and the Companies (Audit and Auditors) Rules 2014, confirming that they are eligible for continuance as Statutory Auditors of the Company.

The Statutory Auditors' Report for FY 2018-19 on the financial statements of the Company forms part of this Annual Report.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso to Section 143(12) of the Act.

20. EXPLANATIONS OR COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARKS BY STATUTORY AUDITORS:

The Auditors' Report on the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 does not contain any qualification, reservation or adverse remark.

21. SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204(1) of the Companies Act, 2013, read with Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s M. Baldeva Associates, Company Secretaries, Thane (M. No.: FCS 6180 /COP No.: 11062) were appointed as Secretarial Auditors of the Company for the Financial Year 2018-19. The Secretarial Audit Report for the Financial Year under review is appended to this report as "Annexure II" and forms part of this report.

22. INTERNAL AUDITORS:

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, the Board on recommendation of Audit Committee, re-appointed M/s. Kanu Doshi & Associates LLP, Chartered Accountants, as Internal Auditors of the Company. The Internal Auditors submit their reports on periodical basis to the Audit Committee.

Based on the internal audit report, the management undertakes corrective actions in respective areas and thereby strengthens the controls.

23. INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has in place proper and adequate internal control systems commensurate with the nature of its business, size and complexity of its business operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, compliance with policies, procedures, applicable laws and regulations and that all assets and resources are acquired economically used efficiently and adequately protected.

The Audit Committee evaluates the efficiency and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures at all locations of the Company and strives to maintain the standard in Internal Financial Control.

24. COST RECORDS:

The Central Government has not prescribed the maintenance of cost records for any of the products of the Company under Section 148 (1) of Companies Act, 2013.

25. RISKS AND AREAS OF CONCERN:

The Company has laid down a well-defined Risk Management Policy covering the risk mapping, trend



analysis, risk exposure, potential impact and risk mitigation process. A detailed exercise is being carried out to identify, evaluate, manage and monitoring of both business and non-business risk. The Board periodically reviews the risks and suggests steps to be taken to control and mitigate the same through a properly defined framework.

26. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013:

All Related Party Transactions entered during the financial year were in ordinary course of the business and on arm's length basis and are reported in the Notes to Accounts on the Financial Statements.

No Material Related Party Transactions were entered during the year by your Company. Accordingly, the disclosure of material related party transactions as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable.

27. PARTICULARS OF EMPLOYEES AND REMUNERATION:

Disclosure pertaining to remuneration and other details as required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided in this Report as "Annexure III" and forms a part of this report.

The statement containing particulars of employees as required under section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 is provided in a separate annexure forming part of this report. Further in terms of Section 136 of the Act, the Report and accounts are being sent to the members excluding the aforesaid annexure. The said annexure is available for inspection at the Registered Office of the Company during the working hours and any member interested in obtaining a copy of the same may write to the Company Secretary and Compliance office of the Company and the same will be furnished on request.

28. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information in terms of requirement of clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, read along with Rule 8 of the Companies (Accounts) Rules are given as in Annexure IV and forms part of this report.

29. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The details of loans or guarantees given or investments made by the Company under the provisions of Section 186 of the Companies Act, 2013 are given under Notes to Accounts on the Financial Statements forming part of this Annual Report.

30. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENT RELATES AND THE DATE OF THE REPORT:

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year 2018-19 to which this financial statement relates and the date of this report.

31. COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and your directors confirm compliance of the same during the year under review.

32. DETAILS OF POLICY DEVELOPED AND IMPLEMENTED BY THE COMPANY ON CORPORATE SOCIAL RESPONSIBILITY INITIATIVES:

The provisions relating to Corporate Social Responsibility under Section 135 of the Companies Act, 2013 and rules made thereunder are not applicable to the Company.

33. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:

As per the provisions of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions related to Corporate Governance as specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V do not apply to a listed entity having paid up Share Capital not exceeding Rupees Ten Crores and Networth not exceeding Rupees Twenty Five Crores, as on the last day of the previous financial year.

As on the last day of the previous financial year, the paid up Share Capital and Net worth of the Company was below the threshold limits as stated above, thereby presently, the Company is not required to comply with the above provisions of Corporate Governance.

Accordingly, the Report on Corporate Governance and Certificate regarding compliance of conditions of Corporate Governance are not made a part of the Annual Report.

Pursuant to the Regulation 34(2)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report forms part of the Annual Report.

34. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT:

The Company does not have any of its securities lying in demat/unclaimed suspense account arising out of public/bonus/right issues as at 31st March, 2019. Hence, the particulars relating to aggregate number of shareholders and the outstanding securities in suspense account and other related matters does not arise.

35. INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has constituted an Internal Complaint Committee as required under Section 4 of the Sexual Harassment of

Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year, no complaint was filed before the said Committee. No complaint was pending at the beginning or end of the year under review.

36. ACKNOWLEDGEMENT:

Your Directors would like to place on record their gratitude for all the guidance and co-operation received from the shareholders, banks and other government and regulatory agencies. Your Directors would also like to take this opportunity to express their appreciation for the hard work and dedicated efforts put in by the employees and look forward to their continued contribution and support.

**By order of the Board of Directors
For Remsons Industries Limited**

**Krishna Kejriwal
Chairman & Managing Director
DIN: 00513788**

**Place: Mumbai
Date: 26th July, 2019**

ANNEXURE I
Form No. MGT-9
EXTRACT OF ANNUAL RETURN

 as on the financial year ended on 31st March, 2019

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

I REGISTRATION AND OTHER DETAILS:

i)	CIN	L51900MH1971PLC015141
ii)	Registration Date	11 th May, 1971
iii)	Name of the Company	Remsons Industries Limited
iv)	Category / Sub-Category of the Company	Non-Government Company Limited by Shares
v)	Address of the Registered office and contact details	401, 4 th Floor, Gladdiola, Hanuman Road Vile Parle (East), Mumbai - 400 057, Maharashtra. Tel. : 022-26113883 Email : corporate@remsons.com, Web. : www.remsons.com
vi)	Whether listed company	Yes BSE Limited and National Stock Exchange of India Limited
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Sharex Dynamic (India) Private Limited C-101, 247 Park, L. B. S. Marg, Vikroli (West), Mumbai - 400 083. Tel. : 022-28515644 / 5606, Fax : 022-8512885 Email : sharexindia@vsnl.com; Website : www.sharexindia.com

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	Manufacturing of Auto Control Cables	29301	100%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES NIL

IV SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS % OF TOTAL EQUITY)

(i) CATEGORY-WISE SHARE HOLDING

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
A. Promoter									
(1) Indian									
(a) Individual /HUF	4166651	0	4166651	72.93	4166651	0	4166651	72.93	0.00
(b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govts.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	118357	0	118357	2.07	118357	0	118357	2.07	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(1)	4285008	0	4285008	75.00	4285008	0	4285008	75.00	0
(2) Foreign									
(a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (A)(2)	0	0	0	0	0	0	0	0.00	0.00
Total shareholding of promoters (A)=A(1) + A(2)	4285008	0	4285008	75.00	4285008	0	4285008	75.00	0
B. Public Shareholding									
(1) Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(a) Mutual Funds	0	100	100	0.00	0	100	100	0.00	0.00
(b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govts.	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(1) Others	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1)	0	100	100	0.00	0	100	100	0.00	0.00
(2) Non Institutions									
(a) Bodies Corp.									
(l) Indian	590001	7100	597101	10.45	535707	7100	542807	9.50	-0.95

(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(I) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	462191	58317	520508	9.11	456723	55917	512640	8.97	-0.14
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	258300	33000	291300	5.01	306507	33000	339507	5.94	0.84
(c) Others									
Non Resident Indians	6214	0	6214	0.11	4729	0	4729	0.08	-0.03
Clearing Members	13126	0	13126	0.23	28566	0	28566	0.50	0.27
Sub-total (B)(2)	1329832	98417	1428249	25.00	1332232	96017	1428249	25.00	0.00
Total Public Shareholding(B)= (B) (1) + (B) (2)	1329832	98517	1428349	25.00	1332232	96117	1428349	25.00	0.00
C. Shares held by custodian for GD₹ & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	5614840	98517	5713357	100.00	5617240	96117	5713357	100.00	0.00

ii. Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	
MRS. CHAND KEJRIWAL	1708444	29.90	0	1708444	29.90	0	0
MR. KRISHNA KEJRIWAL	1579494	27.65	0	1579494	27.65	0	0
MR. RAHUL KEJRIWAL	306851	5.37	0	306851	5.37	0	0
MRS. SHIVANI KEJRIWAL	303197	5.31	0	303197	5.31	0	0
M/S. KRISHNA KEJRIWAL (HUF)	266693	4.67	0	266693	4.67	0	0
M/S. REMSONS CABLES INDUSTRIES PVT LTD	57357	1.00	0	57357	1.00	0	0
M/S.GOODLUCK ELECTRONICS PRIVATE LIMITED	61000	1.07		61000	1.07	0	0
MS. RANEE KHATKHATE	1401	0.02	0	1401	0.02	0	0
M/S. RAHUL KEJRIWAL (HUF)	571	0.01	0	571	0.01	0	0
Total	4285008	75.00	0	4285008	75.00	0	0.00

iii. Change in promoters' shareholding (please specify, if there is no change) - No changes during the year

iv. Shareholding Pattern of top ten shareholders (other than Directors, promoters and holders of GDRs and ADRs)

For each of the Promoter	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	
1. M/S. KRISH AUTOMOTIVE SALES AND SERVICES PVT LTD					
a)At the Beginning of the Year	451549	7.90			
b) Changes during the Year	NO CHANGES DURING THE YEAR				
c)At the end of the Year			451549	7.90	
2. MR. SUBRAMANIAN P					
a)At the Beginning of the Year	62250	1.09			
b) Changes during the Year	NO CHANGES DURING THE YEAR				
c)At the end of the Year			62250	1.09	
3. MR. VINOD KUMAR OHRI					
a)At the Beginning of the Year	50375	0.88			
b) Changes during the Year	NO CHANGES DURING THE YEAR				
c)At the end of the Year			50375	0.88	
4. M/S SANDO SAFETY EQUIPMENT PVT LTD					
a)At the Beginning of the Year	48990	0.86			
b) Changes during the Year	NO CHANGES DURING THE YEAR				
c)At the end of the Year			48990	0.86	
5. MR.SAGAR VINAYCHANDRA SHAH					
a)At the Beginning of the Year	0	0.00			
b) Changes during the Year	NO CHANGES DURING THE YEAR				
Date	Reason				
08-02-2019	Buy	40000	0.70	40000	0.70
22-02-2019	Buy	1820	0.03	41820	0.73
01-03-2019	Buy	47	0.00	41867	0.73
c)At the end of the Year			41867	0.7	



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6. MR. R RAJESH					
a)At the Beginning of the Year		27966	0.49		
b) Changes during the Year	NO CHANGES DURING THE YEAR				
c)At the end of the Year				27966	0.49
7. MRS. MALA					
a)At the Beginning of the Year		0	0.00		
b) Changes during the Year					
Date	Reason				
18-01-2019	Buy	2850	0.05	2850	0.05
29-03-2019	Buy	23782	0.42	26632	0.47
c)At the end of the Year				26632	0.47
8. MR. TUSHAR SHARDA					
a)At the Beginning of the Year		25000	0.44		
b) Changes during the Year	NO CHANGES DURING THE YEAR				
c)At the end of the Year				25000	0.44
9. MS.HARSHA SUDHIR KAMPANI					
a)At the Beginning of the Year		0	0.00		
b) Changes during the Year					
Date	Reason				
01-02-2019	Buy	10000	0.18	10000	0.18
22-02-2019	Buy	14376	0.25	24376	0.43
c)At the end of the Year				24376	0.43
10. MS.NEETA AJIT JAIN					
a)At the Beginning of the Year		0	0.00		
b) Changes during the Year					
Date	Reason				
21-09-2018	Buy	800	0.01	800	0.01
28-09-2018	Buy	17972	0.31	18772	0.33
30-09-2018	Buy	14553	0.25	33325	0.58
05-10-2018	Buy	3511	0.01	36836	0.65
12-10-2018	Buy	8542	0.15	45378	0.79
19-10-2018	Buy	17903	0.31	63281	1.11
26-10-2018	Buy	2908	0.05	66189	1.16

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02-11-2018	Buy	752	0.01	66941	1.17
01-02-2019	Sell	-18250	-0.32	48691	0.85
08-02-2019	Sell	-27124	-0.47	21567	0.38
c)At the end of the Year				21567	0.38
11. SOURABH H BORA					
a)At the Beginning of the Year		18700	0.33		
b) Changes during the Year		NO CHANGES DURING THE YEAR			
c)At the end of the Year				18700	0.33
12. BHUMIK SHANTILAL KATUDIYA					
a)At the Beginning of the Year		14556	0.26		
b) Changes during the Year					
Date	Reason				
06-04-2018	Sell	-400	-0.01	14156	0.25
13-04-2018	Sell	-664	-0.01	13492	0.24
20-04-2018	Buy	55	0.00	13547	0.24
27-04-2018	Buy	520	0.01	14067	0.25
04-05-2018	Sell	-10	0.00	14057	0.25
25-05-2018	Buy	1164	0.02	15221	0.27
01-06-2018	Sell	-2073	-0.04	13148	0.23
08-06-2018	Sell	-3378	-0.06	9770	0.17
15-06-2018	Buy	849	0.01	10619	0.19
22-06-2018	Buy	723	0.01	11342	0.20
24-08-2018	Sell	-7492	-0.13	3850	0.07
31-08-2018	Sell	-17	0.00	3833	0.07
07-09-2018	Sell	-2952	-0.05	881	0.02
14-09-2018	Sell	-6	0.00	875	0.02
21-09-2018	Sell	-24	0.00	851	0.02
28-09-2018	Sell	22	0.00	873	0.02
26-10-2018	Sell	-2	0.00	871	0.02
02-11-2018	Sell	-10	0.00	861	0.02
09-11-2018	Sell	-46	0.00	815	0.01
16-11-2018	Sell	-225	0.00	590	0.01
23-11-2018	Buy	284	0.00	874	0.02
30-11-2018	Buy	6	0.00	880	0.02
07-12-2018	Buy	144	0.00	1024	0.02
14-12-2018	Sell	-200	0.00	824	0.01



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21-12-2018	Sell	-100	0.00	724	0.01
18-01-2019	Sell	-11	0.00	713	0.01
01-02-2019	Sell	-14	0.00	699	0.04
15-02-2019	Buy	1500	0.03	2199	0.07
22-02-2019	Buy	1605	0.03	3804	0.10
01-03-2019	Buy	1993	0.03	5797	0.11
08-03-2019	Buy	427	0.00	6224	0.12
15-03-2019	Buy	440	0.00	6664	0.12
22-03-2019	Buy	306	0.00	6970	0.12
29-03-2019	Buy	313	0.00	7283	0.13
c)At the end of the Year				7283	0.13
13. DIPAK KANAYALAL SHAH					
a)At the Beginning of the Year		58000	1.02		
b) Changes during the Year					
Date	Reason				
15-02-2019	Sell	-58000	-1.02		
c)At the end of the Year				0	0.00
14. TANISH PROJECT PVT. LTD.					
a)At the Beginning of the Year		45000	0.79		
b) Changes during the Year					
Date	Reason				
13-04-2018	Buy	10000	0.18	55000	0.96
22-06-2018	Sell	-3651	-0.06	51349	0.90
29-06-2018	Sell	-6149	-0.11	45200	0.79
13-07-2018	Sell	-1604	-0.03	43596	0.76
10-08-2018	Sell	-10000	-0.02	33596	0.59
24-08-2018	Sell	-5000	-0.09	28596	0.50
28-09-2018	Sell	-20846	-0.36	7750	0.14
05-10-2018	Sell	-4000	-0.07	3750	0.07
12-10-2018	Sell	-3750	-0.07	0	0.00
c)At the end of the Year				0	0.00

v. Shareholding of Directors and Key Managerial Personnel:

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
MR. KRISHNA KEJRIWAL				
a)At the Beginning of the Year	1579494	27.65		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c)At the end of the Year			1579494	27.65
MRS. CHAND KEJRIWAL				
a)At the Beginning of the Year	1708444	29.90		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c)At the end of the Year			1708444	29.90
MR. RAHUL KEJRIWAL				
a)At the Beginning of the Year	306851	5.37		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c)At the end of the Year			306851	5.37
MR. ANIL KUMAR AGRAWAL				
a)At the Beginning of the Year	28	0.01		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c)At the end of the Year			28	0.01
MR. SUSHIL KUMAR AGARWAL (upto 31/03/ 2019)				
a)At the Beginning of the Year	500	0.01		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c)At the end of the Year			500	0.01
MR. SITARAM B PARWAL (upto 31/03/ 2019)				
a)At the Beginning of the Year	157	0.01		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c)At the end of the Year			157	0.01
MR. PARESH N. BHAGAT				
a)At the Beginning of the Year	NIL			
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c)At the end of the Year			NIL	
MR. SUDHIR J KHANNA				
a)At the Beginning of the Year	NIL			
b) Changes during the Year	NO CHANGES DURING THE YEAR			

c)At the end of the Year			NIL	
MR. AMIT SRIVASAVATA (appointed as Chief Executive Officer w.e.f. 10 th October,2018)				
a)At the Beginning of the Year	NIL			
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c)At the end of the Year			NIL	
MRS. VISALAKSHI SRIDHAR (appointed as Additional Independent Director w.e.f. 14 th November, 2018)				
a)At the Beginning of the Year	NIL			
b) Changes during theYear	NO CHANGES DURING THE YEAR			
c)At the end of the Year			NIL	
MR. ROHITDARJI				
a)At the Beginning of theYear	NIL			
b) Changes during theYear	NO CHANGES DURING THE YEAR			
c)At the end of theYear	NIL			

V INDEBTEDNESS

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
I) Principal Amount	2116.46	750.00	-	2866.46
ii)Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	2116.46	750.00	-	2866.46
Changes in indebtedness during the financial year				
>Addition	-	-	-	-
> Reduction	190.23	-	-	190.23
Net Change	190.23	-	-	190.23
Indebtedness at the end of the financial year				
I) Principal Amount	1926.23	750.00	-	2676.23
ii)Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1926.23	750.00	-	2676.23

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to MD / WTD / Manager

Amount in ₹

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount ₹
		1	2	3	4	
		Mr. Krishna Kejriwal (Chairman & Managing Director)	Mrs. Chand Kejriwal (Whole-Time Director)	Mr. Anil Kumar Agrawal Director - Finance & CFO)	Mr. Rahul Kejriwal (Whole-Time Director)	
1	Gross Salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2061520	1211525	3494684	3322783	10090512
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	39600	39600	32400	39600	151200
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-	-	-	-
2	Stock Option	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-
4	Commission - as % of profits - others, specify	-	-	-	-	-
5	Contribution to Provident fund	189360	110460	170534	220920	691274
	Total	2290480	1361585	3697618	3583303	10932986
	Ceiling as per the Act	10% of Net profit of the Company ₹ 38.69 Lakhs or ₹ 84 Lakhs per annum per person whichever is higher				

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of directors					Total Amount ₹
		1	2	3	4	5	
1	Independent Directors	Mr. S.K. Agrawal	Mr. Paresh Bhagat	Mr. S B Parwal	Mr. Sudhir Khanna	Mrs. Visalakshi Sridhar	
	Fees for attending board / committee meetings	30000	40000	40000	40000	10000	160000
2	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total	30000	40000	40000	40000	10000	160000

C. Remuneration to KMPs other than MD / Manager / WTD
Amount in ₹

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		Chief Executive Officer (w.e.f. 10/10/2018)	Company Secretary
1	Gross Salary:	Mr. Amit Srivasatava	Mr. Rohit Darji
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2676477	1007089
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-
2	c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-
3	Stock Option	-	-
4	Sweat Equity	-	-
	Commission	-	-
	- as % of profits	-	-
	- others, specify	-	-
5	Others, specify	-	-
	Total	2676477	1007089

VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL
**For and on behalf of the Board of Directors
For Remsons Industries Limited**
**Place: Mumbai
Date: 26th July, 2019**
**Krishna Kejriwal
Chairman & Managing Director
DIN: 00513788**

**ANNEXURE - II
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH
2019**

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

To,
The Members,
Remsons Industries Limited

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Remsons Industries Limited** (hereinafter called 'the Company'). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluation of the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 ('Audit Period') generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the Audit Period);

- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the Audit Period);
 - (iv) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Company during the Audit Period);
 - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit Period);
 - (vi) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit Period);
 - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit Period);
 - (ix) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (x) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- (vi) As informed and certified by the management, there are no laws that are specifically applicable to the business activities carried on by the Company based on its section/industry.

I have also examined compliance with the applicable clauses of the Secretarial Standards (SS - 1 and SS - 2) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. mentioned above, except *delay in filling of certain e-forms with the Registrar of Companies.*

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the period under review, the appointment of independent director and Key Managerial Personnel were made in compliance of the Companies Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

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

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

I further report that during the audit period there was no specific event or action having a major bearing on the company's affairs.

**For M Baldeva Associates
Company Secretaries**

**CS Manish Baldeva
Proprietor**

**Place : Thane
Date: 26th July, 2019 M. No. FCS 6180C.P. No. 11062**

This report is to be read with my letter of even date which is annexed as Annexure-I and forms an integral part of this report.

'Annexure I'

To,
The Members,
Remsons Industries Limited

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

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

**For M Baldeva Associates
Company Secretaries**

**CS Manish Baldeva
Proprietor**

**Place : Thane
Date: 26th July, 2019 M. No. FCS 6180C.P. No. 11062**

ANNEXURE III

Disclosure as per Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

(i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :-	
Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1	Mr. Krishna Kejriwal - Chairman & Managing Director	9.87:1
2	Mrs. Chand Kejriwal-Whole Time Director	7.22:1
3	Mr. Anil Kumar Agrawal - Director Finance & CFO	14.21:1
4	Mr. Rahul Kejriwal - Whole Time Director	8.41:1
(ii)	The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year	
Sr. No.	Name of the Director/CFO/Company Secretary	% Increase over last F.Y.
1	Mr.Krishna Kejriwal - Chairman & Managing Director	NIL
2	Mrs.Chand Kejriwal - Whole Time Director	NIL
3	Mr.Anil Kumar Agrawal - CFO	NIL
4	Mr. Rahul Kejriwal - Whole Time Director	NIL
5	Mr. Amit Srivasatava- Chief Executive Officer	NIL
6	Mr. Rohit Darji - Company Secretary	10%
(iii)	The percentage increase in the median remuneration of employees in the financial year	
(iv)	The number of permanent employees on the rolls of the company	
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in Managerial Remuneration is NIL % as compare to the other employee which is 10%
(vi)	(II) Statement showing details of Employees of the Company as per Section 197 (12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:	
In pursuant to the provisions of Section 197(12) of the Companies Act,2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of top ten employees in terms of remuneration drawn is provided in a separate annexure forming part of this Report. Pursuant to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013 the Annual Report excluding the aforesaid information is being sent to the members of the Company. The said information is available for inspection at the Registered Office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary of the Company and the same will be furnished without any fee.		
I hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the company.		
For and on behalf of the Board of Directors For Remsons Industries Limited		
Place: Mumbai Date: 26 th July, 2019	Krishna Kejriwal Chairman & Managing Director DIN: 00513788	Paresh Bhagat Chairman of Nomination and Remuneration Committee DIN: 00533786

Annexure IV

STATEMENT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO PURSUANT TO THE PROVISIONS OF SECTION 134 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014

As required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014, the information relating to the foregoing matters is given as under:

a) Conservation of Energy

Your Company's existing activities are not power intensive and hence consumption of power is not significant. However, the Management is conscious of the importance of conservation of energy and reviews the measures to be taken for reduction in the consumption of energy from time to time.

b) Technology Absorption

Technologies require aggregation, validation and commercialization with engagement of the company and its various channel partners who can validate and adapt them to local economic structures, regulatory framework and markets.

The Company has identified new technologies which it intends to bring into the Indian markets by way of Joint Ventures and Technical Tie-ups. Currently the Assessment Reports are being prepared for the products identified.

The Company realized that the major drawbacks for Technology Absorption is

- The Lack of strategy and structure to aggregate technologies
- Largely isolated effort in technology generation
- Disconnect to commercialization

In order to counter the above the Company addressed key questions such as

- How do we sustain interest among OEM's to engage in every stage of development, validation and commercialization?
- How do we engage OEM'S from convergent disciplines to engage in collaborative development and translational validation?

- How do we make “go” / “no go” decisions for validated technologies?

The Company has already adapted best technologies in the manufacturing processes and the same shall continue to be upgraded with time.

The Company's engineering center at Gurgaon with modern Testing and Validation Equipments has facilitated undertaking various validation tests for the auto control cables and Gear Shifters produced by the Company. These validation tests include among others, Life test under different climatic conditions from sub-zero to High temperatures to guarantee uniform functioning. Based on various tests, the Engineering team regularly suggests design modifications of the cables to further enhance the efficiency and Life of its products.

Along with this the Company has formed a core team of Engineers to concentrate on Future Technologies.

c) Foreign Exchange Earnings and Outgo

(₹ in Lakhs)

Particulars	For the Year ended 31/03/2019	For the Year ended 31/03/2018
Foreign Exchange Earning	582.24	597.46
Foreign Exchange Outgo	472.02	276.15

**For and on behalf of the Board of Directors
For Remsons Industries Limited**

Place: Mumbai
Date: 26th July, 2019

Krishna Kejriwal
Chairman & Managing Director
DIN: 00513788

REPORT ON MANAGEMENT DISCUSSION AND ANALYSIS**1. BUSINESS OVERVIEW :**

The automobile industry in India is world's fourth largest, with the country currently being the world's 4th largest manufacturer of cars and 7th largest manufacturer of commercial vehicles in 2018. Indian automotive industry (including component manufacturing) is expected to reach ₹ 16.16-18.18 trillion by 2026. Two-wheelers dominate the industry and made up 81 per cent share in the domestic automobile sales in FY19. Overall, Domestic automobiles sales increased at 6.71 per cent CAGR between FY13-18 with 26.27 million vehicles being sold in FY19. Indian automobile industry has received Foreign Direct Investment (FDI) worth US\$ 20.85 billion between April 2000 and December 2018.

Domestic automobile production increased at 6.96 per cent CAGR between FY13-19 with 30.92 million vehicles manufactured in the country in FY19.

In FY19, commercial vehicles recorded the fastest pace of growth in domestic sales at 17.55 per cent year-on-year, followed by three-wheelers at 10.27 per cent year-on-year.

The passenger vehicle sales in India crossed the 3.37 million units in FY19, and is further expected to increase 10 million units by FY20.

Performance of Auto Industry during 2018-19**Production**

The industry produced a total 30,915,420 vehicles including passenger vehicles, commercial vehicles, three wheelers, two wheelers and quadricycle in April-March 2019 as against 29,094,447 in April-March 2018, registering a growth of 6.26 percent over the same period last year.

Domestic Sales

The sale of Passenger Vehicles grew by 2.70 percent in April-March 2019 over the same period last year. Within the Passenger Vehicles, the sales of Passenger Cars, Utility Vehicle & Vans grew by 2.05 percent, 2.08 percent and 13.10 percent respectively in April-March 2019 over the same period last year.

The overall Commercial Vehicles segment registered a growth of 17.55 percent in April- March 2019 as

compared to the same period last year. Medium & Heavy Commercial Vehicles (M&HCVs) increased by 14.66 percent and Light Commercial Vehicles grew by 19.46 percent in April-March 2019 over the same period last year.

Three Wheelers sales increased by 10.27 percent in April-March 2019 over the same period last year. Within the Three Wheelers, Passenger Carrier sales registered a growth of 10.62 percent and Goods Carrier grew by 8.75 percent in April-March 2019 over April-March 2018.

Two Wheelers sales registered a growth at 4.86 percent in April-March 2019 over April-March 2018. Within the Two Wheelers segment, Scooters declined by 0.27 percent, whereas Motorcycles and Mopeds grew by 7.76 percent and 2.41 percent respectively in April-March 2019 over April-March 2018.

Exports

In April-March 2019, overall automobile exports grew by 14.50 percent. While Passenger Vehicles exports declined by 9.64 percent, Commercial Vehicles, Three Wheelers and Two Wheelers registered a growth of 3.17 percent, 49.00 percent and 16.55 percent respectively in April-March 2019 over the same period last year.

2. INDUSTRY STRUCTURE & DEVELOPMENTS.

In spite of the challenges, the domestic automobile industry should perform well in view of expected increase in Government's budget for infrastructure, building national highways and widening of roads at cities and rural areas too. Increasing foreign investments under 'Make in India' may provide better employment opportunities with higher pay scales. Indian automobile sector has seen huge investments from both domestic and foreign manufacturers. FDI inflows to the sector were US\$ 20.85 billion in automobiles sector between April 2000 - December 2018. This should not only increase the purchasing power of the public, but should also result in higher GDP and overall economic growth of the Country.

3. OPPORTUNITIES AND THREATS**Opportunities**

In addition, several initiatives by the Government of India, to implement Faster Adoption & Manufacturing of Electric Hybrid Vehicles (FAME) till 2020 which would cover all vehicle segments, all forms of hybrid & pure electric vehicles. Under the scheme, the

Government of India is planning to provide grants of up to Rs 105 crore (US\$ 16.33 million) to each of the selected city with population of more than a million, for buying electric buses, cars and three-wheelers in FY18. Additional funds will be provided for charging infrastructure.

The Government of India has shortlisted 11 cities in December 2017 to have electric vehicle based public transportation systems under this scheme. Number of vehicles supported under FAME scheme has increased to 192,451 in March 2018 from 5,197 in June. FAME Phase-I has been extended up to March 31, 2019. The Government of India is expected to launch the second phase soon.

In February 2019, the Government of India approved the FAME-II scheme with a fund requirement of Rs 10,000 crore (US\$ 1.39 billion) for FY20-22.

Following the implementation of GST, manufacturing activity is expected to further accelerate. Given the positive environment for Indian automotive sector, the Company is set to capitalize on the upcoming opportunity by focusing on improving process efficiencies, reducing cost, building scale in existing markets, exploring new markets and working with its OEMs to bring in the best in class products to the country and outside of the country.

Threats

Inflationary pressures may push up prices of all commodities besides impacting the cost of manufacturing. Steel products, Non Ferrous Metals, Engineering Plastic & Rubber Components are some of the major raw material inputs of the company have been rising constantly during the year.

Slowdown in the Indian Auto industry can impact OEM volumes is one of the major threat which could lead to decreased volumes and capacity utilisation. Excessive fluctuations in currency rates can have impact in sales and hence the margins. Increasing commodity prices, liquidity issues, looming trade war, competitive intensity act as a dampener continues to be the area of concern in the future.

4. OUTLOOK

Indian economy is expected to grow better this year. With lower inflation, lower bank interest rates and expected normal monsoon, outlook for automotive industry appears to be satisfactory. Although, global

economy continues to struggle, opportunities for business are significant considering current low market penetration. With focused customer service, the outlook for the Company appears satisfactory.

With the objective of delivering profitable growth, the company expect to leverage on the favourable demand environment and pursue market share improvements. Further, the Company continues to expand the international business with its existing customer base.

5. RISK AND CONCERNS

Volatility in prices of Resins and increasing prices of Raw Materials is a cause for concern. Increasing Employees' Cost is a major challenge for your company to deal with and Your Company will continue to focus on improvement in Productivity and Automation.

With the objective of delivering profitable growth, the company expect to leverage on the favourable demand environment and pursue market share improvements. Further, the Company continues to expand the international business with its existing customer base.

6. QUALITY AND QUALITY MANAGEMENT SYSTEMS

Your Company is continuing its focus on improvements to the quality systems at all levels through Total Employee Involvement with a view to provide higher customer satisfaction. Your company continues to closely monitor and focus on various cost reduction and cost control initiatives to achieve planned targets during the year.

7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate systems of internal control meant to ensure proper accounting controls, monitoring cost-cutting measures, efficiency of operation and protecting assets from their unauthorized use. The Internal Audit department of the company reviews control measures in the management of risks and opportunities and ensures adherence to operating guidelines and compliance with regard to regulatory and legal requirements.

The Company's budgetary control system aims to ensure adequate control on the expenditure. The management reviews the actual performance with reference to the predetermined norms and standard on monthly basis.

The Company has to work hard to maintain its market share without compromising on the quality of its products.

8. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Financial highlights with respect to operational performance.

Particulars	₹ In Lakhs except in EPS	
	2018-19	2017-18
Total Revenue	15,012.92	13,258.43
EBITDA	957.33	961.40
Profit Before Tax	490.48	455.08
Profit After Tax	344.17	344.58
EPS	6.02	6.03

9. HUMAN RESOURCES MANAGEMENT

Human Resource base is the greatest asset of the Company. Shortages and challenges of retaining skilled manpower have to be addressed to on a continual basis.

The Company provides necessary training to all its employees and equips them to manage critical business processes to face the challenge of competitive Global market.

As on 31st March, 2019 the Company had total 272 (previous year 262) permanent employees.

10. CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis report, describing the Company's objectives projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations include global and Indian demand-supply conditions, cyclical demand and pricing in the Company's principal markets raw material cost and availability, changes in the Government regulations tax regimes, economic development within India and the countries within which the Company conducts business and other factors such as litigation and industrial relations.

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
REMSONS INDUSTRIES LIMITED

Report on the Audit of the financial statements**Opinion**

We have audited the accompanying financial statements of **REMSONS INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows for the year the ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements")

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 Companies Act, 2013 ("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, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.

A. Provision for slow moving and non moving inventories.Description of Key Audit Matters

The company carries a sizeable portion of inventory which is a material portion of the total assets of the company. The management has the process of identifying the slow moving and non moving inventories. This estimate has inherent uncertainty as it involves estimation/judgment on the part of the management.

Description of Auditors Response

Our procedures included discussion with the management on the control on the data and its effectiveness. Our audit approach was a combination of test of internal controls and substantive procedures which included the following:

- Evaluated the design of internal controls relating to identifying the slow moving and non moving items and tested the controls pertaining to the same.
- Reviewed the age-wise inventory reports and movement of inventory and production of items in which such inventories are being used.
- Discussed with the operating personnel about the alternate use of such items.
- Reviewed the net realizable value of such non moving and slow moving items
- Performed analytical procedures and test of details for reasonableness of the provisions.

B. Valuation of Employee BenefitsDescription of Key Audit Matters

The Company has Present Value of Obligations for Gratuity of Rs. 202.93 lakhs and provision for Leave Encashment of Rs. 43.32 lakhs as of March 31, 2019. The assumptions that underpin the valuation of the Gratuity and Leave Encashment are important and also based on subjective judgements. Management has obtained advice from actuarial specialists in order to calculate the amount of Gratuity and Leave Encashment to be recognised as uncertainty arises as a result of estimates made based on the Company's expectations about long-term trends and market conditions. As a result, the actual surplus or deficit realised by the Company may be significantly different to that recognised on the balance sheet since small changes to the assumptions used in the calculation materially affect the valuation.

Description of Auditors Response

Our procedures included discussion with the management on the control on the data and reasonableness of the assumptions

- We reviewed the scheme rules to ensure our understanding is correct. We tested the input data used by the actuary to company records.
- We evaluated the key actuarial assumptions with the assistance of our specialists to determine if these were within an acceptable range.
- We compared with the actuarial gain/loss of earlier years to understand the impact of the variation in the assumptions

Management's Responsibility for the financial statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards specified under Section 133 of the Act. 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.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to

issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the

disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow 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 the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 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 as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note No. 28 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company by the Company during the year ended March 31, 2019.
3. With respect to the matter to be included in the Auditors' report under Section 197(16):

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

Place: Mumbai
Date: May 29, 2019

Vijay Kumar Jain
Partner
Membership No. 108374

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 of '**Report on other Legal and Regulatory Requirements'** in our Report of even date on the accounts of REMSONS INDUSTRIES LIMITED for the year ended March 31, 2019

- i. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets are physically verified by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. Pursuant to the programme, a portion of the fixed assets has been physically verified by the Management and discrepancies noticed on such verification were not material and have been properly dealt with in the accounts.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventories as compared to the book records have been properly dealt with in the books of accounts.
- iii. As informed to us, the Company has not granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Hence sub clauses (a) to (c) of clause 3(iii) are not applicable to the Company.
- iv. The company has complied with provisions of sections 186 of the Companies Act, 2013 in respect of investments made and loan given. Section 185 of the Companies Act, 2013 is not applicable as there were no loans, securities and guarantees given during the year.
- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed

there under to the extent notified and therefore clause 3(v) is not applicable.

- vi. The Central Government has not prescribed maintenance of cost records under sub section (1) of section 148 of the Companies Act, 2013, for any of the products of the company and therefore clause 3 (iv) is not applicable.
- vii. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of custom, duty of excise duty, value added tax, cess, Goods & Service Tax and any other material statutory dues applicable to it with the appropriate authorities. According to the information and explanations given to us, no undisputed arrears of statutory dues were outstanding as at March 31, 2019 for a period of more than six months from the date they became payable.
- (b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of Income Tax, Sales Tax, Value Added Tax, Goods and Service Tax, Custom Duty, Excise Duty and cess which have not been deposited on account of any dispute. The disputed amounts that have not been deposited in respect of Service Tax are as under:

Sr. No.	Name of the Statute	Nature of the dues	Financial Year to which it relates	Forum where the dues is pending	₹ (In Lakhs)
1.	Finance Act, 1994	Service Tax Dues	2010-11 & 2011-12	Commissioner (Appeals) of Income tax	₹ 9.95/-

- viii. According to the records of the Company examined by us and information and explanation given to us, the Company has not defaulted in repayment of dues to banks during the year. The company has not taken any loan or borrowing from government, financial institution, and has not issued debentures during the year.
- ix. The Company has not raised any money by way of public issue/ further offer (including

- debt instruments). The money raised on term loans has been applied for the purpose for which it was raised.
- x. To the best of our knowledge and according to the information and explanation given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, 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, 2013.
- xii. In our opinion and according to the information and explanations given to us, the nature of the activities of the company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3(xii) of the order is not applicable to the company.
- xiii. According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.

- xvi. The company is not required to be registered under Sec 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3 (xvi) of the Order is not applicable to the Company.

For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

Place: Mumbai
Date: May 29, 2019

Vijay Kumar Jain
Partner
Membership No. 108374

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

**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 **REMSONS INDUSTRIES LIMITED** ("the Company") as of 31st March 2019 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 Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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, 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, 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 M L BHUWANIA AND CO LLP
Chartered Accountants
FRN: 101484W/W100197

Place: Mumbai
Date: May 29, 2019

Vijay Kumar Jain
Partner
Membership No. 108374



REMSONS INDUSTRIES LTD.

BALANCE SHEET AS AT 31 ST MARCH, 2019			₹ In Lakhs)	
ASSETS	Note No.	31 ST March 2019	31 ST March 2018	
(1) Non - Current Assets				
(a) Property, Plant and Equipment	3	2,151.06	2,174.68	
(b) Capital work - in - progress	4	13.81	5.18	
(c) Investment Property	5	6.81	7.00	
(d) Other Intangible Assets	6	148.62	10.46	
(e) Intangible assets under development	7	-	42.00	
(f) Financial assets				
(i) Non Current Investments	8	4.67	10.35	
(ii) Other financial assets	9	63.77	44.03	
(g) Other non - current assets	10	24.85	35.92	
Total Non- Current Assets		2,413.59	2,329.62	
(2) Current Assets				
(a) Inventories	11	2,687.11	2,257.08	
(b) Financial assets				
(i) Trade receivables	12	2,587.06	1,989.89	
(ii) Cash and cash equivalents	13	43.48	100.48	
(iii) Other financial assets	14	17.44	76.06	
(c) Current Tax Assets (Net)	15	3.12	-	
(d) Other current assets	16	268.93	216.62	
Total Current Assets		5,607.14	4,640.13	
TOTAL ASSETS		8,020.73	6,969.75	
EQUITY AND LIABILITIES				
(a) Equity share capital	17	571.34	571.34	
(b) Other Equity	18	1,602.66	1,384.16	
Total Equity		2,174.00	1,955.50	
LIABILITIES				
(1) Non Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	19	787.18	823.86	
(b) Provisions	20	25.56	22.16	
(c) Deferred tax liabilities (Net)	21	61.45	19.91	
Total Non- Current Liabilities		874.19	865.93	
(2) Current Liabilities				
(a) Financial Liabilities				
(i) Borrowings	22	1,846.15	1,989.30	
(ii) Trade payables	23			
(a) total outstanding dues of micro enterprises and small enterprises		11.05	10.72	
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		2,798.19	1,811.47	
(iii) Other financial liabilities	24	99.67	92.17	
(b) Other current liabilities	25	129.43	157.78	
(c) Provisions	26	85.26	40.86	
(d) Current tax liabilities (Net)	27	2.78	46.02	
Total Current Liabilities		4,972.54	4,148.32	
TOTAL EQUITY AND LIABILITIES		8,020.73	6,969.75	

Summary of significant accounting policies 2
The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN : 101484W / W100197
VIJAY KUMAR JAIN
Partner
Membership No. 108374
Place : Mumbai, Dated : 29th May, 2019

For and on behalf of the Board of Directors
For Remsons Industries Limited
Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788
Rohit Darji
Company Secretary

Anil Kumar Agrawal
Director Finance & CFO
DIN : 00513805
Place : Mumbai | Dated : 29th May, 2019

Rahul Kejriwal
Whole Time Director
DIN : 00513777
Amit Srivastava
Chief Executive Officer

		(₹ In Lakhs)	
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 ST MARCH, 2019			
INCOME	Note No.	2018-2019	2017-2018
Revenue from operations	29	14,937.76	13,077.69
Other income	30	75.16	157.76
Total Income		15,012.92	13,235.45
EXPENSES			
Cost of material consumed	31	9,414.80	7,963.27
Changes in inventories of Finished goods and Work-in-progress	32	(116.44)	(156.68)
Excise Duty on sale of goods	33	-	264.64
Employee benefit expense	34	2,696.78	2,388.84
Finance Costs	35	218.30	254.70
Depreciation & amortization expense	36	248.55	251.62
Other Expenses	37	2,060.45	1,813.98
Total Expenses		14,522.44	12,780.37
Profit before exceptional items & tax		490.48	455.08
Add: Exceptional Items		-	-
Profit/(Loss) before tax		490.48	455.08
Less: Tax expenses			
(1) Current tax			
of Current year		152.00	92.00
of Earlier years		3.52	(1.78)
(2) Deferred tax			
of Current year		(9.21)	20.28
Total Tax Expenses		146.31	110.50
Profit after tax	A	344.17	344.58
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		(44.88)	(3.84)
Fair value gain on investment		(3.73)	(2.76)
(ii) Income tax relating to items that will not be reclassified to profit or loss		12.49	1.07
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the year	B	(36.12)	(5.53)
Total Comprehensive Income for the year	(A+B)	308.05	339.05
Earning per equity share (Face Value of Rs. 10/- each)	38		
(1) Basic		6.02	6.03
(2) Diluted		6.02	6.03
Summary of significant accounting policies	2		
The accompanying notes are an integral parts of the financial statements			
As per our report of even date attached			
As per our report of even date attached		For and on behalf of the Board of Directors	
For M L BHUWANIA AND CO LLP		For Remsons Industries Limited	
Chartered Accountants	Krishna Kejriwal	Anil Kumar Agrawal	Rahul Kejriwal
FRN : 101484W / W100197	Chairman & Managing Director	Director Finance & CFO	Whole Time Director
VIJAY KUMAR JAIN	DIN : 00513788	DIN : 00513805	DIN : 00513777
Partner	Rohit Darji		Amit Srivastava
Membership No. 108374	Company Secretary	Place : Mumbai Dated : 29th May, 2019	Chief Executive Officer
Place : Mumbai, Dated : 29th May, 2019			

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019 (₹ In Lakhs)

A. CASH FLOW FROM OPERATING ACTIVITIES:	2018-19	2017-18
Net Profit before tax & Extraordinary Items	491.24	459.73
Adjustment for:		
Depreciation and amortisation expenses	248.55	251.62
Finance cost	208.97	200.73
Reclassification of remeasurement of employee benefits	(44.88)	(3.84)
Loss/(Profit) on sale of Fixed Assets	7.35	(15.25)
Dividend Income	(0.31)	(0.32)
Provision for doubtful debts	6.74	10.21
Provision no longer required, written back	(4.19)	(7.23)
Sundry Balance Written Back (Net)	(7.87)	(29.06)
Unrealised Foreign Exchange Flactuation loss	15.36	-
Bad debts written off	4.71	15.80
Obsolescence of fixed assets	34.22	17.94
	<u>468.65</u>	<u>440.59</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	959.89	900.32
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Other financial assets	(19.74)	(1.60)
Other non - current assets	11.07	(5.36)
Inventories	(430.03)	(488.15)
Trade Receivable	(616.13)	(372.77)
Other financial assets	58.62	(61.20)
Other current assets	(52.31)	(24.06)
Long - Term Provisions	5.02	(4.05)
Trade payables	987.22	480.64
Other financial liabilities	17.90	5.15
Other current liabilities	(28.35)	3.42
Short - Term Provisions	46.82	(1.24)
	<u>(19.90)</u>	<u>(469.22)</u>
Cash generated from operations	939.99	431.10
Direct Taxes paid	(139.49)	(50.34)
NET CASH FROM OPERATING ACTIVITIES	800.49	380.76
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of Fixed Assets including Capital Work in Progress	(384.16)	(317.18)
Sale of Investments	1.95	
Sale of Fixed Assets	13.15	66.61
Dividend Received	0.31	0.32
	<u>(368.76)</u>	<u>(250.25)</u>
NET CASH USED IN INVESTING ACTIVITY	(368.76)	(250.25)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Net (Decrease)/ Increase in Long Term Borrowings	(36.68)	(55.27)
Net (Decrease)/ Increase in Short Term Borrowings	(153.55)	197.56
Dividend (Including Dividend Distribution Tax) Paid	(89.54)	
Finance cost	(208.97)	(200.73)
	<u>(488.74)</u>	<u>(58.45)</u>

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NET CASH USED IN FINANCING ACTIVITY	(488.74)	(58.45)
NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C)	(57.00)	72.06
OPENING BALANCES OF CASH & CASH EQUIVALENTS	100.48	28.42
CLOSING BALANCES OF CASH & CASH EQUIVALENTS	43.48	100.48
	(57.00)	72.06

Notes

Closing Balance of Cash & Cash Equivalents

Cash and Cash Equivalents Includes: (Refer Note No 13)

CASH IN HAND	8.26	14.93
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BALANCE WITH SCHEDULED BANKS

- In Current Account	35.22	85.55
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	43.48	100.48
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- 2 Cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standard (Ind AS 7) statement of cash flows.
- 3 Previous year figures have been regrouped and rearranged wherever considered necessary to make them comparable with those of the current year.

As per our report of even date attached
For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN : 101484W / W100197
VIJAY KUMAR JAIN
Partner
Membership No. 108374
Place : Mumbai, Dated : 29th May, 2019

**For and on behalf of the Board of Directors
For Remsons Industries Limited**

Krishna Kejriwal
Chairman & Managing Director
DIN : 00513788
Rohit Darji
Company Secretary

Anil Kumar Agrawal
Director Finance & CFO
DIN : 00513805

Rahul Kejriwal
Whole Time Director
DIN : 00513777

Place : Mumbai | Dated : 29th May, 2019 **Amit Srivastava**
Chief Executive Officer

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019
A. Equity Share Capital
(₹ In Lakhs)

Particulars	No of Shares	Amount
Balance at at 1 st April, 2017	5,713,357	571.34
Changes in equity share capital during the year	-	-
Balance at at 31 st March, 2018	5,713,357	571.34
Changes in equity share capital during the year	-	-
Balance at at 31 st March, 2019	5,713,357	571.34

B. Other Equity

Particulars	Surplus	Other items of Other comprehensive income		Total
	Retained Earnings	Remeasurement of net defined benefit plans	Fair Value through Other Comprehensive Income of Equity Investments	
Balance at at 31 st March, 2017	1,046.57	(12.52)	11.05	1,045.11
Profit for the year	344.58	-	-	344.58
Remeasurements of Defined Benefit Plan	-	(2.77)	-	(2.77)
Fair Value effect of Investments of shares	-	-	(2.76)	(2.76)
Balance at at 31 st March, 2018	1,391.16	(15.29)	8.29	1,384.16
Profit for the year	344.17	-	-	344.17
Remeasurements of Defined Benefit Plan	-	(32.40)	-	(32.40)
Fair Value effect of Investments of shares	-	-	(3.73)	(3.73)
Dividend	(74.27)	-	-	(74.27)
Tax on Dividend	(15.27)	-	-	(15.27)
Balance at at 31 st March, 2019	1,645.79	(47.69)	4.56	1,602.66

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached
For M L BHUWANIA AND CO LLP
 Chartered Accountants
FRN : 101484W / W100197
VIJAY KUMAR JAIN
 Partner
 Membership No. 108374
 Place : Mumbai, Dated : 29th May, 2019

For and on behalf of the Board of Directors
For Remsons Industries Limited

Krishna Kejriwal
 Chairman & Managing Director
 DIN : 00513788
Rohit Darji
 Company Secretary

Anil Kumar Agrawal
 Director Finance & CFO
 DIN : 00513805

Rahul Kejriwal
 Whole Time Director
 DIN : 00513777
Amit Srivastava
 Chief Executive Officer

Place : Mumbai | Dated : 29th May, 2019

REMSONS INDUSTRIES LIMITED
CIN No- L51900MH1971PLC015141

Notes to the Standalone financial statements for the year ended March 31, 2019

1. Corporate Information

Remsons Industries Limited ('the company') is a listed public limited company incorporated in India. The registered office is located at 401, 4th Floor, Hanuman Road, Vile Parle (East), Mumbai - 400 057, Maharashtra, India. The Company is manufacturing automotive control cables, flexible shafts, push pull cables and gear shifter assembly. The Company has eight manufacturing plants located in India.

2. Summary of significant accounting policies

2.1 Basis of preparation

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('Act') read with of the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

These financial statements have been prepared on historical cost basis, except for certain financial instruments which are measured at fair value or amortised cost at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities have been classified as current and non-current as per the Company's normal operating cycle.

The financial statements were authorized for issue by the Company's Board of Directors on 29th May, 2019.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

2.2 Use of estimates and judgments

The preparation of financial statements requires management to make judgments, estimates and

assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

2.3 Current versus non-current classification

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

2.4 Foreign Exchange Transactions

i. Functional and presentation currency

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

ii. Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in profit or loss. All the foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other expenses or other income as applicable.

2.5 Property Plant and Equipment (PPE)

An item of PPE is recognized as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognized at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but

excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognizes such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognized from the balance sheet and cost of the new item of PPE is recognized. Further, in case the replaced part was not being depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired.

The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred

Depreciation has been charged to statement of profit & loss on Straight Line Method on Buildings, Plants and Machineries, Electric Installations and Dies & Mould, where as other assets on Written Down Value method determined based on the economic useful lives of assets estimated by the management; or at the rates prescribed under Schedule II of the Companies Act, 2013. Accordingly, the Company has used the following rates:-

Name of Assets	Useful Life (in Years)
Building	
- Factory Building	30
- Other Building	60
- Fences, wells, tube wells	5
Plant & Machinery	15
Spares of Plant & Machinery	5
Moulds and Dies	15
Electrical Installations and Equipment's	10
Office equipment's	5
Furniture & Fittings	10
Servers and networks	6
Data processing machine and computer, laptops	3
Vehicle	8

2.6 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is

derecognised. Investment properties (except freehold land) are depreciated using the straight-line method over their estimated useful lives at the rates prescribed under Schedule II of the Companies Act, 2013.

2.7 Intangible assets

- i. An intangible asset shall be recognised if, and only if:
 - (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and
 - (b) the cost of the asset can be measured reliably.
- ii. Cost of technical know-how is amortised over a period of life of contract.

iii. Computer software is capitalised where it is expected to provide future enduring economic benefits. Capitalisation costs include license fees and costs of implementation / system integration services. The costs are capitalised in the year in which the relevant software is implemented for use. The softwares are amortised over a period of 3 or 8 years based on the life it is expected to provide future enduring benefits on straight-line method.

2.8 Borrowing Cost

Borrowing costs specifically relating to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are charged to statement of profit & loss in the period in which it is incurred except loan processing fees which is recognized as per Effective Interest Rate method.

Borrowing costs consist of interest and other costs that company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

2.9 Tax Expenses

Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

i. Current Tax

Current tax charge is based on taxable profit for the year. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Current tax assets and tax liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred Tax:

Deferred tax is provided using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements at the reporting date. Deferred tax assets are recognised to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses, depreciation carry-forwards and unused tax credits could be utilised.

Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss).

Deferred tax assets and liabilities are measured based on the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred income tax assets and liabilities are off-set against each other and the resultant net amount is presented in the Balance Sheet, if and only when, (a) the Company has a legally enforceable right to set-off the current income tax assets and liabilities, and (b) the deferred income tax assets and liabilities relate to income tax levied by the same taxation authority.

Minimum Alternate Tax credit is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

iii. Dividend distribution tax

Dividend distribution tax paid on the dividends is recognised consistently with the presentation of the transaction that creates the income tax consequence. Dividend distribution tax is charged to statement of profit and loss if the dividend itself is charged to

statement of profit and loss. If the dividend is recognised in equity, the presentation of dividend distribution tax is recognised in equity.

2.10 Revenue

(a) Revenue from operation:

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services.

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. 01 April 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Group performs; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which the performance obligation is satisfied.

(b) Other Income:

- i. Dividends are recognised in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the group, and the amount of the dividend can be measured reliably.
- ii. Export incentives are accounted for on export of goods if the entitlements can be estimated with reasonable accuracy. Premium of sale of import licenses is recognised on an accrual basis.
- iii. Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

2.11 Inventory

Raw materials, Packing materials, Stores and Spare parts are valued at Lower of cost (cost includes direct cost & attributable overheads) or net realizable value. The Company follows Weighted Average Cost method for valuation of Raw materials, Packing materials, Stores and Spare parts. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Semi-finished & Finished goods are valued at lower of estimated cost or net realizable value. Scrap is valued at net realizable value.

The company was valuing its Raw materials, Packing materials, Stores and Spare parts on first-in-first-out basis, during the year the company implemented SAP Accounting software and started valuing such inventories on Weighted Average Cost basis. The impact of such change is not material.

2.12 Segment Reporting

Primary Segment is identified based on the nature of products and services, the different risks and returns and the internal business reporting system. Secondary segment is identified based on geographical area in

which major operating divisions of the Company operate.

2.13 Impairment Of Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

2.14 Fair Value Measurement

The Company measures certain financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) prices for identical assets or liabilities in active markets

Level 2: Significant inputs to the fair value measurement are directly or indirectly observable

Level 3: Significant inputs to the fair value measurement are unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

2.15 Financial Instrument

2.15.1 Recognition, classification and presentation

The financial instruments are recognised in the balance sheet when the company becomes a party to the contractual provisions of the instrument.

The Company determines the classification of its financial instruments at initial recognition.

The Company classifies its financial assets in the following categories: a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and b) those to be measured at amortized cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

Financial assets and liabilities arising from different transactions are off-set against each other and the resultant net amount is presented in the balance sheet, if and only when, the Company currently has a legally enforceable right to set-off the related recognised amounts and intends either to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

2.15.2 Measurement

I. Initial measurement

At initial recognition, the Company measures financial instruments at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs. Otherwise transaction costs are expensed in the statement of profit and loss.

II. Subsequent measurement - financial assets

The subsequent measurement of the financial assets depends on their classification as follows:

i. Financial assets measured at amortized cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost using the effective interest rate ('EIR') method (if the impact of discounting / any transaction costs is significant). Interest income from these financial assets is included in finance income.

ii. Financial assets at fair value through other comprehensive income ('FVTOCI')

Equity investments which are not held for trading and for which the Company has elected to present the change in the fair value in other comprehensive income and debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flow represent solely payment of principal and interest, are measured at FVTOCI.

The changes in fair value are taken through OCI, except for the impairment, interest (basis EIR method), dividend and foreign exchange differences which are recognised in the statement of profit and loss.

When the financial asset is derecognized, the related accumulated fair value adjustments in OCI as at the date of derecognition are reclassified from equity and recognised in the statement of profit and loss. However, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss in case of

equity instruments.

iii. Financial assets at fair value through profit or loss ('FVTPL')

All equity instruments and financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. Interest (basis EIR method) and dividend income from FVTPL is recognised in the statement of profit and loss within finance income / finance costs separately from the other gains/losses arising from changes in the fair value.

Impairment

The company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and debt instrument carried at FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss, otherwise lifetime ECL is used.

However, only in case of trade receivables, the company applies the simplified approach which requires expected lifetime losses to be recognized from initial recognition of the receivables.

III. Subsequent measurement - financial liabilities

Other financial liabilities are initially recognised at fair value less any directly attributable transaction costs. They are subsequently measured at amortized cost using the EIR method (if the impact of discounting / any transaction costs is significant).

2.15.3 De-recognition

The financial liabilities are de-recognised from the balance sheet when the under-lying obligations are extinguished, discharged, lapsed, cancelled, expires or legally released. The financial assets are de-recognised from the balance sheet when the rights to receive cash flows from the financial assets have expired, or have been transferred and the Company has transferred substantially all risks and rewards of ownership. A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

2.16 Cash and cash Equivalents

Cash and cash equivalents includes cash in hand, deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of

cash and which are subject to an insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes outstanding bank overdraft shown within current liabilities in statement of financial balance sheet and which are considered as integral part of company's cash management policy.

2.17 Investment

Investment which are of equity in nature is carried at Fair Value and gain/loss on fair valuation are recognised through Other Comprehensive Income.

2.18 Trade Receivable

Trade receivables are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method, less provision for expected credit loss.

2.19 Trade and Other payable

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognised, initially at fair value, and subsequently measured at amortised cost using effective interest rate method.

2.20 Provision, Contingent Liability and Contingent Assets

I. Provision

A provision is recognized, when company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation. The expense relating to the provision is presented in the profit and loss net of any reimbursement.

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

ii. Contingent Liability

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by

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

Contingent liabilities, if material, are disclosed by way of notes and contingent assets, if any, are disclosed in the notes to financial statements.

iii. Contingent Assets

Contingent Assets are disclosed, where an inflow of economic benefits is probable.

2.21 Earnings Per Share

i. Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company; and
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

ii. Diluted earnings per share

Diluted earnings per share adjust the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares; and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

2.22 Leases

i. As a lessee

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase

in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

ii. As a lessor

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

2.23 Employee benefits

i. Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Other long-term employee benefit obligations

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

iii. Post-employment obligations

a. Defined benefit gratuity plan:

The Company provides for the liability towards the said benefit on the basis of actuarial valuation carried out as

at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The Company has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan. The defined benefit obligation is calculated annually as provided by LIC. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

b. Defined Contribution plan:

Contribution payable to recognised provident fund which is defined contribution scheme is charged to Statement of Profit & Loss. The company has no further obligation to the plan beyond its contribution.

iv. Other long-term employee benefits

The employees of the Company are entitled to compensated absences as well as other long-term benefits. Compensated absences benefit comprises of encashment and availment of leave balances that were earned by the employees over the period of past employment.

The Company provides for the liability towards the said benefit on the basis of actuarial valuation carried out quarterly as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The related re-measurements are recognized in the statement of profit and loss in the period in which they arise.

2.24 Cash Flow Statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects

of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.25 Operating Cycle

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

2.26 Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified following new and amendments to Ind AS which the Company has not applied as they are effective from April 1, 2019.

(a) Ind AS 116: Leases

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1st April, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the impact on account of implementation of Ind AS 116 which might have impact on key profit & loss and balance sheet ratio i.e. Earnings before interest, tax, depreciation and amortisation (EBITDA), Asset coverage, debt equity, interest coverage, etc.

(b) Ind AS 109: Prepayment features with negative compensation

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortised cost even in case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

(c) Ind AS 19 : Plan amendment, curtailment or settlement

The amendment clarify that if a plan amendment, curtailment or settlement occurs, it is mandatory that the current service cost and the net interest for the period after the re-measurement are determined using the assumptions used for the re-measurement. In addition, amendments have been included to clarify the effect of plan amendment, curtailment or settlement on the requirements regarding the asset ceiling. The Company does not expect this amendment to have any significant impact on its financial statements.

(d) Ind AS 23 : Borrowing Costs

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes the part of the funds that entity borrows generally when calculating the capitalisation rate on general borrowings. The Company does not expect any impact from this amendment.

2.27 Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest Rupees Lacs (upto two decimals), unless otherwise stated as per the requirement of Schedule III (Division II).

**NOTE NO 3
PROPERTY, PLANT AND EQUIPMENT**

(₹ In Lakhs)

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT
	AS AT 01.04.2018	PURCHASE DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2019	UP TO 01.04.2018	DEP. FOR THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2019	AS AT 31.03.2019
LAND	75.16	-	-	75.16	-	-	-	-	75.16
LEASEHOLD LAND	43.44	-	-	43.44	-	-	-	-	43.44
FENCES, WELLS & TUBE WELLS	9.65	-	-	9.65	3.37	1.64	-	5.01	4.64
BUILDING OFFICE	79.60	-	-	79.60	4.11	3.86	-	7.98	71.62
BUILDING FACTORY	749.34	68.69	-	818.03	60.54	32.89	-	93.43	724.60
PLANT & MACHINERY	1,186.79	130.58	72.82	1,244.56	234.74	126.31	26.50	334.55	910.01
DIES & MOULDS	227.91	12.54	7.66	232.79	32.29	17.98	1.43	48.84	183.95
ELECTRICAL INSTALLATION	56.41	11.69	-	68.10	12.59	8.34	-	20.93	47.17
FURNITURE & FIXTURE	51.73	7.31	0.99	58.06	20.21	10.41	0.64	29.98	28.08
OFFICE EQUIPMENT	27.03	7.54	-	34.56	15.35	9.42	-	24.77	9.79
COMPUTERS	11.21	6.53	1.07	16.68	7.30	4.50	0.95	10.86	5.82
VEHICLES	89.71	17.12	4.05	102.78	43.95	16.10	2.50	57.55	45.24
SERVER/NETWORKS	3.81	1.66	0.41	5.06	2.65	1.19	0.32	3.51	1.54
Total Property, Plant and Equipment	2,611.80	263.66	86.99	2,788.47	437.10	232.64	32.34	637.41	2,151.06

**NOTE NO 3
PROPERTY, PLANT AND EQUIPMENT**

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT
	AS AT 01.04.2017	PURCHASE DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018	AS AT 31.03.2018
LAND	75.16	-	-	75.16	-	-	-	-	75.16
LEASEHOLD LAND	43.44	-	-	43.44	-	-	-	-	43.44
FENCING	5.04	4.61	-	9.65	1.59	1.78	-	3.37	6.28
BUILDING OFFICE	79.60	-	-	79.60	2.16	1.95	-	4.11	75.49
BUILDING FACTORY	702.63	46.71	-	749.34	29.45	31.09	-	60.54	688.78
PLANT & MACHINERY	1,081.03	114.82	9.06	1,186.79	115.71	121.60	2.57	234.74	952.04
DIES & MOULDS	224.67	38.30	35.06	227.91	15.88	18.35	1.94	32.29	195.61
ELECTRICAL INSTALLATION	41.32	17.44	2.35	56.41	7.33	7.02	1.76	12.59	43.82
FURNITURE & FIXTURE	39.64	19.02	6.93	51.73	10.53	12.88	3.20	20.21	31.53
OFFICE EQUIPMENT	19.10	12.55	4.62	27.03	7.26	11.14	3.05	15.35	11.68
COMPUTERS	12.74	4.65	6.18	11.21	5.18	6.18	4.06	7.30	3.91
VEHICLES	95.12	-	5.41	89.71	24.27	21.60	1.92	43.95	45.77
SERVER/NETWORKS	3.85	-	0.04	3.81	2.56	0.12	0.03	2.65	1.15
Total Property, Plant and Equipment	2,423.34	258.11	69.64	2,611.80	221.92	233.72	18.54	437.10	2,174.68



**NOTE NO 4
CAPITAL WORK-IN-PROGRESS**

(₹ In Lakhs)

PARTICULARS	AS AT 01.04.2018	NOTE NO 4 CAPITAL WORK-IN- PROGRESS	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2019
Capital Work- in- Progress (Refer Note No 4.1)	5.18	13.81	5.18	13.81
Previous Year	18.19	5.18	18.19	5.18

Note No 4.1: Capital work-in-progress mainly comprises fixed assets related to new factory unit taken on lease and for previous year mainly comprise fixed assets related to new plant and machinery.

NOTE NO 5

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT
	AS AT 01.04.2018	PURCHASE DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2019	UP TO 01.04.2018	DEP. FOR THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2019	AS AT 31.03.2019
BUILDING FLAT	7.38	-	-	7.38	0.38	0.19	-	0.57	6.81
Total Investment Property	7.38	-	-	7.38	0.38	0.19	-	0.57	6.81

INVESTMENT PROPERTY

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT
	AS AT 01.04.2017	PURCHASE DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018	AS AT 31.03.2018
BUILDING FLAT	7.38	-	-	7.38	0.19	0.19	-	0.38	7.00
Total Investment Property	7.38	-	-	7.38	0.19	0.19	-	0.38	7.00

Amount recognised in profit or loss for Investment Properties

Particulars	March 31 st , 2019	March 31 st , 2018
Rental Income	0.84	1.93
Direct operating expenses from property that did not generate rental income.	0.64	0.54
There are no restrictions on the realisability of investment property.		
The company is using same life for the same class of asset as applicable for property plant and equipment.		
Fair Value		
Investment property - Market Value is ₹ 114.80 Lakhs.		

**NOTE NO 6
OTHER INTANGIBLE ASSETS**

(₹ In Lakhs)

PARTICULARS	GROSS CARRYING AMOUNT				AMORTISATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT
	AS AT 01.04.2018	PURCHASE DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2019	UP TO 01.04.2018	DEP. FOR THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2019	AS AT 31.03.2019
Computer Software	35.45	153.88	-	189.33	24.99	15.72	-	40.71	148.62
Technical Know How	12.91	-	-	12.91	12.91	-	-	12.91	-
Total Other Intangible Assets	48.36	153.88	-	202.24	37.90	15.72	-	53.62	148.62

OTHER INTANGIBLE ASSETS

PARTICULARS	GROSS CARRYING AMOUNT				DEPRECIATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT
	AS AT 01.04.2017	PURCHASE DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018	AS AT 31.03.2018
Computer Software	35.45	-	-	35.45	13.66	11.34	-	24.99	10.46
Technical Know How	12.91	-	-	12.91	6.53	6.37	-	12.91	0.00
Total Other Intangible Assets	48.36	-	-	48.36	20.19	17.71	-	37.90	10.46

**NOTE NO 7
INTANGIBLE ASSETS UNDER DEVELOPMENT**

PARTICULARS	AS AT 01.04.2018	ADDITION DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018
Intangible assets under development (Note No 7.1)	42.00	-	42.00	-
Previous Year	-	42.00	-	42.00

Note No 7.1: Intangible assets under development is related to Computer Software & Application Software.

8	INVESTMENTS Particulars			₹ in Lacs	
		Face Value	No. of Shares	As at March 31, 2019 Value	As at March 31, 2018 Value
	Non Trade Investments				
	Quoted				
	Equity Instruments (At FVOCI)				
	Value Industries Ltd	10	-	-	100
	Videocon Industries Ltd	10	-	-	3
	Reliance industries Ltd	10	-	-	96
	Total Value of Quoted Investments (Refer Note No.8.1)			-	1.71
	Unquoted				
	Equity Instruments (At FVOCI)				
	Remsons Cables Industries Pvt Ltd	100	500	1.90	500
	Goodluck Electronics Pvt Ltd	100	1,250	2.77	1,250
	Total Value of Unquoted Investments			4.67	8.64
	Note No 8.1				
	Aggregate market value of Quoted Investments Rs. Nil (Previous Year ₹ 1.71 Lakhs)				
9	OTHER FINANCIAL ASSETS				
	Particulars			As at March 31, 2019	As at March 31, 2018
	(Unsecured, consider Good, unless specified otherwise)				
	Security Deposit			63.67	43.88
	Loan to employee			0.10	0.15
				63.77	44.03
10	OTHER NON CURRENT ASSETS				
	Particulars			As at March 31, 2019	As at March 31, 2018
	Capital Advances			18.98	27.22
	Advance recoverable in cash or kind or for value to be received			5.87	8.70
				24.85	35.92
11	INVENTORIES				
	Particulars			As at March 31, 2019	As at March 31, 2018
	Raw Material (Refer Note No 11.1)			1,330.39	1,026.54
	Work-in-progress (Refer Note No 11.2)			163.91	202.03
	Finished Goods (Refer Note No 11.3)			1,165.46	1,015.00
	Stores & Spares			23.24	13.51
	Scrap			4.11	-
				2,687.11	2,257.08

Note No 11.1: Raw Material inventory includes Goods-in transit ₹ Nil (Previous Year ₹ 6.68 Lakhs)

Note No 11.2: Work-in-progress inventory includes Goods-in transit ₹ 8.25 Lacs (Previous Year ₹ Nil)

Note No 11.3: Finished Goods inventory includes Goods-in transit ₹ 525.55 (Previous Year ₹ 580.32 Lakhs).

12 TRADE RECEIVABLES		(₹ In Lakhs)	
Particulars	As at March 31, 2019	As at March31,2018	
(Unsecured)			
Considered Good	2,587.06	1,989.89	
Less: Allowance for Expected Credit Loss	<u>-</u>	<u>-</u>	1,989.89
Credit Impaired	17.17	15.14	
Less: Allowance for Expected Credit Loss	<u>(17.17)</u>	<u>(15.14)</u>	-
	<u>2,587.06</u>	<u>1,989.89</u>	
Movement in the Allowance of Expected Credit Loss			
Particulars	As at March 31, 2019	As at March31,201	
Balance at the beginning of the year	15.14	20.74	
Less: Amounts written off during the year (net)	(4.71)	(15.80)	
Changes in allowance for doubtful receivables	6.74	10.20	
Balance at end of the year	<u>17.17</u>	<u>15.14</u>	
13 CASH AND CASH EQUIVALENTS			
Particulars	As at March 31, 2019	As at March31,2018	
Balance With Banks			
- On Current account	35.22	85.55	
Cash on Hand	8.26	14.93	
	<u>43.48</u>	<u>100.48</u>	
14 OTHER FINANCIAL ASSETS			
Particulars	As at March 31, 2019	As at March31,2018	
(Unsecured, consider Good,unless specified otherwise)			
Loan to employee	15.44	16.28	
Security Deposit	2.00	-	
Insurance Claim Receivable	-	59.78	
	<u>17.44</u>	<u>76.06</u>	
15 CURRENT TAX ASSETS (NET)			
Particulars	As at March 31, 2019	As at March31,2018	
Income Tax refund receivable	3.12	-	
	<u>3.12</u>	<u>-</u>	
16 OTHER CURRENT ASSETS			
Particulars	As at March 31, 2019	As at March31,2018	
Balance with Statutory/ Government Authorities	109.69	69.81	
Advance to Supplier	41.61	103.75	
Advance recoverable in cash or kind or for value to be received	39.61	43.06	
Other Receivables	78.02	-	
	<u>268.93</u>	<u>216.62</u>	

		(₹ In Lakhs)	
17 EQUITY SHARE CAPITAL	Particulars	As at March 31, 2019	As at March 31, 2018
	Authorized Share Capital 120,00,000 Equity shares, ₹ 10 par value (Previous Year: 120,00,000 equity shares ₹ 10 each)	1,200.00	1,200.00
		<u>1,200.00</u>	<u>1,200.00</u>
	Issued, Subscribed and Fully Paid Up Shares 5713357 Equity shares, ₹ 10 par value fully paid up (Previous Year: 5713357 equity shares ₹ 10 each)	571.34	571.34
		<u>571.34</u>	<u>571.34</u>

Note No 17.1:

The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2019:

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	57,13,357	571.34	57,13,357	571.34
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
Number of shares at the end	<u>57,13,357</u>	<u>571.34</u>	<u>57,13,357</u>	<u>571.34</u>

Note No 17.2: Terms/rights attached to equity shares

- (A) 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 dividend proposed by the Board of Directors is subject to the approval of the shareholder in the ensuing Annual General Meeting.
- (B) 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. The distribution will be in proportion to the number of equity shares held by the shareholder.

Note No 17.3: The details of shareholders holding more than 5% shares in the company :

Name of the shareholder	March 31, 2019		March 31, 2018	
	No. of shares held	% held	No. of shares held	% held
Krishna Kejriwal	1,579,494	27.65%	1,579,494	27.65%
Chand Kejriwal	1,708,444	29.90%	1,708,444	29.90%
Rahul Kejriwal	306,851	5.37%	306,851	5.37%
Shivani Kejriwal	303,197	5.31%	303,197	5.31%
Krish Automotive Sales & Services Pvt Ltd	451,549	7.90%	451,549	7.90%

Note No 17.4:

In respect of the year ended March 31, 2019, the directors proposed that a final dividend of ₹ 1.50 per share (Previous year ₹ 1.30 per share) be paid on fully paid equity shares of ₹ 10/- each. This equity dividend is subject to approval by shareholders at the Annual General Meeting.

			(₹ In Lakhs)	
18	OTHER EQUITY		As at	As at
	Particulars		March 31, 2019	March 31, 2018
	Surplus*			
	Retained Earnings		1,645.79	1,391.16
	Other Comprehensive Income (OCI)			
	-Remeasurement of net defined benefit plans		(47.69)	(15.29)
	-Fair Value of Equity Investments through OCI		4.56	8.29
			<u>1,602.66</u>	<u>1,384.16</u>
	* For movement, refer Statement of Changes in Equity.			
19	BORROWINGS		As at	As at
	Particulars		March 31, 2019	March 31, 2018
	Secured			
	From Bank			
	Vehicle loans (Refer Note No 19.1)		7.53	14.63
	Corporate loan (Refer Note No 19.2)		29.65	59.23
			<u>37.18</u>	<u>73.86</u>
	Unsecured			
	Loan from Directors		750.00	750.00
			<u>750.00</u>	<u>750.00</u>
			<u>787.18</u>	<u>823.86</u>
	Note 19.1			
	Vehicle Loans from banks secured by Hypothecation of respective vehicles and repayable in 36 months to 60 months.			
	Note 19.2			
	From State Bank of India, Mumbai is secured by first charge on the fixed assets to the Company and personal guarantee by Chairman & Managing Director and a whole time director. Corporate Loan repayable in 60 monthly instalments.			
20	PROVISIONS		As at	As at
	Particulars		March 31, 2019	March 31, 2018
	Provisions for Employee Benefits			
	- For Leave encashment (Refer Note No 41]		20.92	15.90
	Others			
	-Provision for warranty (Refer Note No 43)		4.64	6.26
			<u>25.56</u>	<u>22.16</u>
21	DEFERRED TAX LIABILITIES (NET)		As at	As at
	Particulars		March 31, 2019	March 31, 2018
	Deferred tax liabilities (Net) (Refer Note 21.1)		61.45	19.91
			<u>61.45</u>	<u>19.91</u>

(₹ In Lakhs)

Note No.: 21.1

Particulars	Net balance as at 1 April 2018	MAT Credit Adjustment	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2019
Deferred Tax Liabilities/(Assets)					
Property, plant and equipment/ Investment Property/Other Intangible Assets	179.95	-	7.12	-	172.83
Fair Value through P&L	0.33	-	0.39	-	(0.06)
Fair Value through OCI	(4.67)	-	-	12.49	(17.16)
Others	(21.21)	-	1.58	-	(22.79)
Business loss	(0.45)	-	(0.45)	-	-
Mat Credit Entitlement	(129.82)	63.23	-	-	(66.59)
Allowance for Bad & Doubtful Debts	(4.21)	-	0.57	-	(4.78)
	19.91	63.22	9.21	12.49	61.45
Particulars	Net balance as at 1 April 2018	MAT Credit Adjustment	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2019
Deferred Tax Assets/(Liabilities)					
Property, plant and equipment/ Investment Property/Other Intangible Assets	222.26	-	(42.31)	-	179.95
Fair Value through P&L	(3.05)	-	3.38	-	0.33
Equity Instruments designated at FVOCI	(3.60)	-	-	(1.07)	(4.67)
Others	(36.10)	-	14.89	-	(21.21)
Business loss	(71.61)	-	71.16	-	(0.45)
Mat Credit Entitlement	(100.78)	-	(29.04)	-	(100.78)
Allowance for Bad & Doubtful Debts	(6.41)	-	2.20	-	(4.21)
	0.71	-	20.28	(1.07)	48.95

Income tax

The major components of Income Tax Expense for the year ended 31 March, 2019

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Profit and Loss:		
Current tax – net of reversal of earlier year : ₹ 3.52 Lacs (Previous Year ₹ -1.78 Lacs)	155.52	90.22
Deferred Tax – net of reversal of earlier year :		
₹ Nil (Previous Year ₹ Nil)	(9.21)	20.28
	146.31	110.50

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate
(₹ In Lakhs)

Particulars	For the year ended 31 March, 2019	For the year ended 31 March, 2018
Profit before income tax expense	490.48	455.08
Tax at the Indian tax rate 27.82 % (PY 31.96%)	136.45	145.45
Add: Items giving rise to difference in tax		
Effect of non-deductible expenses	2.58	2.32
Permanent difference	11.48	0.76
Transition Effect	-	0.02
Timing Differences	(7.86)	(107.68)
Income Tax for earlier years	3.52	(1.78)
Business Loss	-	71.16
Others	0.13	0.26
Income Tax Expenses	146.31	110.50

22 BORROWINGS

Particulars	As at March 31, 2019	As at March 31, 2018
Secured From Bank		
Working Capital Loan - repayable on demand (Refer Note 22.1)		
Indian Rupees Cash Credit	1,432.42	1,732.91
Foreign Currency Cash Credit	413.73	256.39
	<u>1,846.15</u>	<u>1,989.30</u>

Note 22.1 From State Bank of India, Mumbai secured by first charge on present & future current assets of the Company and extension by way of second charge on other fixed assets of the Company (excluding vehicles) and personal guarantee by Chairman & Managing Director and a whole time director.

23 TRADE PAYABLES

Particulars	As at March 31, 2019	As at March 31, 2018
Dues of micro and small enterprises (Refer Note No 40)	11.05	10.72
"Dues other than micro and small enterprises"	2,798.19	1,811.47
	<u>2,809.24</u>	<u>1,822.19</u>

Note No 23.1: Dues to Micro & Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management.

24 OTHER FINANCIAL LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term debt	42.90	53.30
Trade Deposits from Dealers	56.77	38.87
	<u>99.67</u>	<u>92.17</u>

			(₹ In Lakhs)	
25	OTHER CURRENT LIABILITIES			
	Particulars	As at	As at	
		March 31, 2019	March 31, 2018	
	Statutory Dues Payable	81.61	96.21	
	Advances From Customers	47.82	61.57	
		<u>129.43</u>	<u>157.78</u>	
26	PROVISIONS			
	Particulars	As at	As at	
		March 31, 2019	March 31, 2018	
	Provision for Employee Benefits			
	-Gratuity (Refer Note No 41)	55.89	20.30	
	-Leave encashment (Refer Note No 41)	22.40	11.17	
	Others			
	-Provision for warranty (Refer Note No 43)	6.97	9.39	
		<u>85.26</u>	<u>40.86</u>	
27	CURRENT TAX LIABILITIES (NET)			
	Particulars	As at	As at	
		March 31, 2019	March 31, 2018	
	Provision for taxation (Net of tax payment)	2.78	46.02	
		<u>2.78</u>	<u>46.02</u>	
28	A) CONTINGENT LIABILITIES: #			
	Particulars	As at	As at	
		March 31, 2019	March 31, 2018	
(a)	Disputed Income Tax Liability	3.12	-	
(b)	Disputed Excise Duty & Service Tax Liability	10.76	10.76	
		<u>13.88</u>	<u>10.76</u>	
(c)	The Honourable Supreme Court, has passed a decision on 28 th February, 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The Company, based on legal advice, is awaiting further clarifications in this matter in order to reasonably assess the impact on its financial statements, if any. Accordingly, the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered, and resultant impact on the past provident fund liability, cannot be reasonably ascertained, at present.			
	B) COMMITMENTS:			
	Particulars	As at	As at	
		March 31, 2019	March 31, 2018	
	Estimated Amounts of Contract remaining to be executed	27.05	43.50	
	on Capital account and not provided for (Net of Advances)	27.05	43.50	

Note:

The management does not expect these demands/claims to succeed. Claims, where the possibility of outflow of resources embodying economic benefits is remote, have not been considered in contingent liability.

29	REVENUE FROM OPERATIONS	₹ in Lacs	
Particulars	2018-2019	2017-2018	
Sale of Products (Refer Note No 29.1)	14,795.41	12,959.22	
Sale of Services	2.09	3.09	
Other Operating Revenue			
Process waste sale	34.22	22.24	
Export Incentive/Others	106.04	93.14	
	14,937.76	13,077.69	
Note No 29.1: Goods and Service Tax (GST) have been effective from July 1, 2017. Consequently, Excise Duty, Value Added Tax (VAT), Service Tax etc. have been replaced with GST. Until June 30, 2017, 'Sale of products' included the amount of Excise Duty recovered on sales. With effect from July 1, 2017, 'Sale of products' excludes the amount of GST recovered. Accordingly, 'Revenue from operations' for the year ended March 31, 2019 are not comparable with those of previous year. Excise Duty on sales amounting to ₹ NIL (Previous Year: ₹ 264.64 lacs) has been included in sales in Statement of Profit and Loss.			
30	OTHER INCOME	₹ in Lacs	
Particulars	2018-2019	2017-2018	
Interest Income (Refer Note No 30.1)	3.00	2.84	
Net gain on sale of Fixed Assets	-	15.25	
Dividend income from equity instruments designated at FVOCI	0.31	0.32	
Rent Income	0.84	1.93	
Provision no longer required, written back	4.19	7.23	
Sundry Balance Written Back (Net)	7.87	29.06	
Exchange Fluctuation Gain (Net)	56.69	100.81	
Unwinding of interest on security deposits	2.26	0.32	
	75.16	157.76	
Note No. 30.1 : Break-up of Interest Income			
Interest Income on deposits with Bank	-	0.01	
Interest Income on other deposits	3.00	2.83	
	3.00	2.84	
31	COST OF MATERIALS CONSUMED	₹ in Lacs	
Particulars	2018-2019	2017-2018	
Inventory at the beginning of the year	1,019.86	686.29	
Add: Purchases during the year	9,725.34	8,344.83	
	10,745.20	9,031.12	
Less: Insurance claim against goods damaged due to Flood	-	47.99	
Less: Inventory at the end of the year	1,330.40	1,019.86	
	9,414.80	7,963.27	
32	CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS	₹ in Lacs	
Particulars	2018-2019	2017-2018	
Inventories at the beginning of the year			
Finished Goods	1,015.00	846.10	
Work In Progress	202.03	214.25	
Scrap	-	-	
	1,217.03	1,060.35	
Inventories at the end of the year			
Finished Goods	1,165.45	1,015.00	
Work In Progress	163.91	202.03	
Scrap	4.11	-	
	1,333.47	1,217.03	

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		(₹ In Lakhs)	
		(116.44)	(156.68)
33	EXCISE DUTY ON SALES OF GOODS		
	Particulars	2018-2019	2017-2018
	Excise duty on sales (Refer Note No 29.1)	-	264.64
		<u>-</u>	<u>264.64</u>
34	EMPLOYEE BENEFIT EXPENSES		
	Particulars	2018-2019	2017-2018
	Salaries, Wages and Bonus	2,579.77	2,277.05
	Contribution to Provident and other fund	70.70	72.54
	Staff Welfare Expenses	46.31	39.25
		<u>2,696.78</u>	<u>2,388.84</u>
35	FINANCE COSTS		
	Particulars	2018-2019	2017-2018
	Interest on Loans	208.97	200.73
	Interest Expense on Income Tax Payment	0.76	4.65
	Other Borrowing Costs	8.57	11.37
	Exchange difference regarded as an adjustment to borrowing costs	-	37.95
		<u>218.30</u>	<u>254.70</u>
36	DEPRECIATION & AMORTIZATION EXPENSE		
	Particulars	2018-2019	2017-2018
	Depreciation on Property, Plant and Equipment	232.64	233.72
	Depreciation on Investment Property	0.19	0.19
	Amortisation on Intangible Assets	15.72	17.71
		<u>248.55</u>	<u>251.62</u>
37	OTHER EXPENSES		
	Particulars	2018-2019	2017-2018
	Consumption of Stores & Spares	154.97	160.35
	Conversion Charges Paid	125.72	95.31
	Decrease/(Increase) of Excise Duty on Inventory	-	(26.40)
	Power & Fuel	298.17	255.02
	Carriage Inward	48.16	42.47
	Repair & Maintenance		
	Plant & Machinery	58.48	61.02
	Building	11.52	39.66
	Others	31.43	21.93
	Research and Development Expenses	2.00	11.73
	Carriage Outward	444.15	456.07
	Advertisement and Sales & Promotion Expenses	14.39	11.09
	Warranty Charges	5.87	8.80
	Commission on sales	101.75	106.02
	Royalty on Sales	39.13	42.55
	Bad Debts written off	4.71	15.80
	Less : Allowance for doubtful debts written back	(4.71)	(15.80)
	Allowance for doubtful debts	6.74	10.21
	Rent	118.26	64.66
	Rates & Taxes	5.46	11.57
	Security Services Charges	66.34	65.80
	Insurance	29.95	26.07
	Traveling & Conveyance Expenses	165.61	102.98
	Communication Expenses	33.09	38.12
	Legal & Professional Charges	129.74	97.96

	(₹ In Lakhs)	
Payments to Auditors (Refer Note 37.1)	3.56	3.01
Net loss on sale of Fixed Assets	7.35	-
Donations Paid	16.20	5.21
Loss due to Flood	0.55	18.18
Obsolescence of fixed assets	34.22	17.94
Miscellaneous Expenses	107.64	66.65
	2,060.45	1,813.98
Note No. 37.1 : Payment to Statutory Auditors		
As Auditors :		
Audit Fees (including Limited Review)	2.63	2.55
In Other Capacity :		
Certification	0.10	0.46
Out of pocket expenses	0.83	-
	-	-
	3.56	3.01
38 EARNING PER SHARE		
Particulars	2018-2019	2017-2018
(A) Profit attributable to Equity Shareholders (₹)	344.17	344.58
(B) No. of Equity Share outstanding during the year	5,713,357	5,713,357
(C) Face Value of each Equity Share (₹)	10.00	10.00
(D) Basic & Diluted earning per Share (₹)	6.02	6.03

NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019.

39 SEGMENT :

i) Primary Segment :

The company is in the business of manufacturing Automotive Components parts & all its products fall in the same segment as nature of the products, production process, methods used for distribution, the regulatory environment and the resulting risks & rewards associated business lines are not materially different hence, it operates in only one primary segment (Business). Secondary segmental reporting is based on the geographical location of customer. The following is the distribution of the company's sale by geographical markets and segment assets which can be attributed to customers in such markets.

ii) Secondary : Geographic Segment :

a) Segment Revenue	2018-19 ₹ in Lacs	2017-18 ₹ in Lacs
India	12,836.29	11,138.93
Rest of world	2,101.48	1,938.76
	14,937.76	13,077.69
b) Segment Assets	2018-19 ₹ in Lacs	2017-18 ₹ in Lacs
India	7,294.41	6,041.44
Rest of world	726.33	928.31
	8,020.73	6,969.75
c) Segment Capital Expenditure	2018-19 ₹ in Lacs	2017-18 ₹ in Lacs
India	417.54	258.11
Rest of world	-	-
	417.54	258.11

40 Details of dues to Micro, Small And Medium Enterprises Development Act, 2006 ('MSMED')

Micro, small and Medium enterprises have been identified by the Company on the basis of the information available. The required disclosures are as under :

S.No.	Particulars	2018-19	2017-18
		₹ in Lacs	₹ in Lacs
i)	Principal amount and the interest due to suppliers under MSMED Act.		
	Principal amount due	11.05	10.72
	Interest due on above	-	-
ii)	Interest accrued and due to suppliers under Section 16 of MSMED Act, 2006 on the above amount, unpaid	-	-
iii)	Payment made to suppliers (other than interest) beyond the appointed day during the year	-	-
iv)	Interest paid to suppliers under the MSMED Act	-	-
v)	Interest due and payable towards suppliers under MSMED Act towards payments already made	-	-
vi)	Interest accrued and remaining unpaid at the end of the accounting year	-	-

41 Employee Benefits

As per IND AS 19 "Employee Benefits", the disclosures of Employee benefits as defined in the said Accounting Standards are given below :

i) Defined Contribution Plan

Contribution to Defined Contribution Plan includes Provident Fund. The expenses recognised for the year are as under :

Particulars	2018-19 ₹ in Lacs	2017-18 ₹ in Lacs
Employer's Contribution to Provident Fund	45.30	46.14

ii) Defined Benefit Plan
a) Gratuity:

The Company operates gratuity plan wherein every employee is entitled to the benefit equivalent to 15 days/one month salary last drawn for each completed year of service depending on the date of joining. The same is payable on termination of service, retirement or death, whichever is earlier. The benefit vests after 5 years of continuous service.

I Changes in present value of obligations	2018-19 ₹ in Lacs	2017-18 ₹ in Lacs
i) Present value of Defined Benefit Obligation at beginning of the year.	151.91	138.57
ii) Current Service Cost	10.86	9.85
iii) Interest Cost	12.15	11.09
iv) Actuarial (Gain) / Losses	44.63	3.84
v) Benefits Payments	(16.63)	(11.44)
vi) Present value of Defined Benefit Obligation at the end of the year.	202.93	151.91

II Changes in the fair value of plan assets	2018-19	2017-18
i) Fair value of plan assets at the beginning of year	133.64	115.04
ii) Expected return on plan assets	10.69	8.90
iii) Contributions	19.59	21.13
iv) Benefits paid	(16.63)	(11.44)
v) Actuarial gain on Plan assets	(0.25)	-
vi) Fair value of plan assets at the end of year	147.04	133.64

III Change in the present value of the defined benefit obligation and fair value of plan assets	2018-19	2017-18
i) Present value of Defined Benefit Obligations as at end of year.	(202.93)	(151.91)
ii) Fair value of plan assets as at 31 st March, 2019.	147.04	133.64
iii) Funded status [Surplus/(Deficit)]	(55.89)	(18.28)
iv) Net assets/ (liabilities) as at 31 st March, 2019.	(55.89)	(18.28)

IV Change in Assets during the year ended 31st March, 2019.	2018-19	2017-18
i) Plan assets at the beginning of the year.	133.64	115.04
ii) Expected return on plan assets	10.69	8.90
iii) Contributions by Employer	19.59	21.13
iv) Actual benefits Paid	(16.63)	(11.44)
v) Plan assets at the end of the year.	147.29	133.64
vi) Actual return on plan assets	10.69	8.90

V Expenses Recognised in statement of Profit & Loss	2018-19	2017-18
i) Current Service Cost	10.86	9.85
ii) Interest Cost	12.15	11.09
iii) Expected return on plan assets	(10.69)	(8.90)
iv) Net Actuarial (Gain) / Losses	44.88	3.84
v) Total Expenses	57.21	15.88
VI Actuarial Gain/Loss recognized	2018-19	2017-18
i) Contribution Diff	44.88	3.84
ii) Total gain for the year	44.88	3.84
iii) Total actuarial (gain)/ loss included in other comprehensive income	44.88	3.84
VII Actuarial Assumptions:	2018-19	2017-18
i) Discount Rate	7.76%	8.00%
ii) Salary Escalation	5.00%	4.00%
iii) Attrition Rate	3.00%	2.00%

The Company is unable to obtain the details of plan assets from LIC and hence the related disclosures are not given.

b) Leave encashment:

The Company has a policy on compensated absences which is applicable to its executives jointed upto a specified period and all employees. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid as a result of the unused entitlement that has accumulated at the Balance Sheet date.

The plans of the Company exposes to actuarial risks such as Investement Risk, Interest rate risk, salary risk and longitivity risk. Theses risks may impact the obligation of the Company

Actuarial Assumptions:	2018-19	2017-18
Discount Rate	7.76%	7.73%
Salary Escalation	5.00%	4.00%
Attrition Rate	3.00%	2.00%
Funding Status	Unfunded	Unfunded
Current Liability	22.40	11.17
Non Current Liability	20.92	15.90
Projected Benefit Obligation	43.32	27.07

42 RELATED PARTIES DISCLOSURE:

- (a) Related parties, as per Ind AS 24- Related Party Disclosures, during the year as deemed in the Accounting Standard are given below the related parties with whom the company had transactions and related parties where control exist.

S.No.	Related Parties	Nature of Relationship
KEY MANAGEMENT PERSONNEL		
(I)	Mr. Krishna Kejriwal	Chairman & Managing Director
(ii)	Mrs. Chand Kejriwal	Whole time Director
(iii)	Mr. Rahul Kejriwal	Whole time Director
(iv)	Mr. Anil Kumar Agrawal	Director Finance and CFO
(v)	Mr. Rohit Darji	Company Secretary
(vi)	Mr. Amit Srivastava	Chief Executive Officer (w.e.f.10 th October, 2018)

RELATIVE OF KEY MANAGEMENT PERSONNEL

(i)	Mr. Basant Kejriwal	Brother of Chairman & Managing Director
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ENTITIES WHERE KEY MANAGEMENT PERSONAL/RELATIVES OF DIRECTORS HAS SIGNIFICANT INFLUENCE

(i)	Remsons Cables Industries Private Ltd.	Mr. Rahul Kejriwal is Director
(ii)	Goodluck Electronics Private Ltd.	Mr. Rahul Kejriwal is Director

(b) DISCLOSURE OF TRANSACTIONS DURING THE YEAR WITH RELATED PARTIES :

PARTICULARS	OTHER RELATED PARTIES		KEY MANAGEMENT PERSONNEL & RELATIVES	
	2018-19	2017-18	2018-19	2017-18
	₹ in Lacs	₹ in Lacs	₹ in Lacs	₹ in Lacs
Sale of Goods/services (Excluding Taxes)	15.21	5.23	-	-
Remsons Cables Industries Pvt Ltd	-	0.50	-	-
Goodluck Electronics Pvt Ltd	15.21	4.73	-	-
Purchase of goods/services (Excluding Taxes)	-	27.07	-	-
Remsons Cables Industries Pvt Ltd	-	27.07	-	-
Purchase of Capital goods (Excluding Taxes)	5.91	-	-	-
Remsons Cables Industries Pvt Ltd	5.91	-	-	-
Rent paid (Excluding Taxes)	36.00	36.00	1.92	1.82
Goodluck Electronics Pvt Ltd	36.00	36.00	-	-
Mrs Chand Kejriwal	-	-	-	1.50
Mr. Rahul Kejriwal	-	-	1.92	0.32
Commission Paid	-	-	5.90	5.97
Mr. Basant Kejriwal	-	-	5.90	5.97
*Remuneration	-	-	146.17	95.95
Mr.Krishna Kejriwal	-	-	22.90	23.49
Mrs Chand Kejriwal	-	-	13.62	13.72
Mr.Rahul Kejriwal	-	-	35.83	21.05
Mr.Anil Kumar Agrawal	-	-	36.98	28.52
Mr. Amit Srivastava	-	-	26.76	-
Mr.Rohit Darji	-	-	10.07	9.15
Interest Paid	-	-	75.00	75.00
Mr.Krishna Kejriwal	-	-	34.70	34.70
Mrs Chand Kejriwal	-	-	40.30	40.30

(c) BALANCES AT THE END OF THE YEAR WITH RELATED PARTIES :

S.No.	Related parties	Nature of Transactions during the year	As at 31st March, 2019	As at 31st March, 2018
(i)	Remsons Cables Industries Pvt Ltd (at fair value)	Investment in Equity Share	1.90	5.99
(ii)	Goodluck Electronics Pvt Ltd (at fair value)	Investment in Equity Share	2.77	2.65
(iii)	Mr.Krishna Kejriwal	Loan Payable	347.00	347.00
(iv)	Mrs Chand Kejriwal	Loan Payable	403.00	403.00
(v)	Mr. Basant Kejriwal	Commission Payable	-	3.92

- * The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.
- * The above figures do not include provisions for encashable leave, gratuity and premium paid for group health insurance, as separate actuarial valuation / premium paid are not available.
- * The sitting fees and commission paid to non-executive directors is ₹ 1.6 Lakhs and ₹ 0.60 Lakhs as at March 31, 2019 and 2018, respectively.

43 DISCLOSURE OF RELATING TO PROVISION OF WARRANTY

Provision is made for estimated warranty claims only in respect of the product sold which are still under warranty at the end of the reporting period. These claims are expected to be settled as and when warranty claims arise. Management estimates the provision based on historical warranty claim information and any recent trends that may suggest future claim could differ from historical amounts.

Particulars	2018-19 (₹ in Lacs)	2017-18 (₹ in Lacs)
Balance at the beginning	15.65	22.88
Additional provision during the year	5.87	8.80
Net Amount utilised/reversed during the year	(9.90)	(16.03)
Balance at the end of year	11.62	15.65

44 FOREIGN CURRENCY EXPOSURE :

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are as under.

(a) Amount Receivable in Foreign Currency on account of the following :

Particulars	Foreign Currency	As on 31 st March, 2019		As on 31 st March, 2018	
		Amount in Foreign Currency in Lacs	₹ in Lacs	Amount in Foreign Currency in Lacs	₹ in Lacs
Receivables/ Bank/ Advances	GBP	1.01	89.92	1.39	125.95
	EURO	5.89	449.27	3.92	382.45
	USD	0.62	42.29	1.36	89.06
	SGD	0.02	0.76	-	-

(b) Amount Payable in Foreign Currency on account of the following :

Particulars	Foreign Currency	As on 31 st March, 2019		As on 31 st March, 2018	
		Amount in Foreign Currency in Lacs	(₹ In Lakhs)	Amount in Foreign Currency in Lacs	(₹ In Lakhs)
Loan/Trade Payables	GBP	0.46	42.57	0.16	15.18
	EURO	5.61	428.35	3.29	260.89
	USD	0.02	1.10	-	0.08

45 Lease

The Company's leasing arrangements are in respect of office premises / warehouse. These leasing arrangements, which is mostly cancelable, range between 11 months to 3 years and are usually renewable by mutual consent at mutually agreed terms & conditions. The aggregate lease rentals of ₹ 118.26 Lacs (Previous Year ₹ 64.66 lacs) are charged as rent and shown under the note no. 36 "Other Expenses".

46 Balances of Trade Receivables, Trade Payables and Loans and Advances are subject to confirmation and consequential adjustment, if any.

47 In the opinion of the Board, Current Assets, Loans and Advances have value in the ordinary course of business at least equal to the amount at which they are stated.

48 Capital Management

i) Risk Management

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Company capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The Company monitor capital using a gearing ratio and is measured by debt divided by total Equity. The Company's Debt is defined as long-term and short-term borrowings including current maturities of long term borrowings and total equity (as shown in balance sheet) includes issued capital and all other reserves.

ii) Gearing Ratio

The gearing ratio at end of the reporting period was as follows.

Particulars	31 st March, 2019 ₹ in Lacs	31 st March, 2018 ₹ in Lacs
Borrowing	2,676.23	2,866.46
*Net Debt	2,676.23	2,866.46
Total Equity	2,174.00	1,955.50
Capital Gearing Ratio	0.81	0.68

*Debt is defined as long-term and short-term borrowings including current maturities and books overdraft Total equity (as shown in balance sheet) includes issued capital and all other equity reserves.

49 Fair Value Measurement

The fair value of Financial instrument as of 31st March, 2019 and 31st March, 2018.

Particulars	Fair value as at 31st March, 2019	Fair value as at 31st March, 2018	Fair value hierarchy	Valuation technique(s) and key input(s)	Key Inputs for Level 3 hierarchy	Significant unobservable input for level 3 hierarchy
Financial assets						
Investment in Equity Instruments through OCI	-	1.71	Level 1	Quoted Market Price	-	-
Investment in Equity Instruments through OCI	4.67	8.64	Level 3	Based on Net Asset Value of the Investee Co.	Based on the net assets of the company	Fluctuation in market price of the property and operation of the company

The fair values of current debtors, cash & bank balances, loan to related party, security deposit to government department, current creditors and current borrowings and other financial liability are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

50 FINANCIAL RISK MANAGEMENT

The Company's activities expose it to market risk, credit risk, liquidity risk and price risk.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the impact thereof in the financial statements.

Risk	Exposure arising from	Measurement	Management
Market Risk – Foreign Exchange	Financial assets and liabilities not denominated in INR.	Foreign currency exposure review and sensitivity analysis.	The company partly hedged due to natural hedge and is exploring to hedge its unhedged positions.
Credit Risk	Cash and cash equivalents, trade receivables and financial assets.	Credit ratings, Review of aging analysis, on quarterly basis.	Strict credit control and monitoring system, diversification of counterparties, on quarterly basis.
Liquidity Risk	Trade payables and other financial liabilities.	Maturity analysis, cash flow projections.	Maintaining sufficient cash / cash equivalents and marketable security and focus on realisation of receivables.
Price Risk	Basic ingredients of company raw materials are various grade of steel and plastic granuels where prices are volatile	The company sourcing components from vendors directly, hence it does not hedge its exposure to commodity price risk.	The company is able to pass on substantial price hike to the customers.

The Board provides guiding principles for overall risk management, as well as policies covering specific areas such as credit risk, liquidity risk, price risk and Foreign Exchange Risk effecting business operations. The company's risk management is carried out by the management as per guidelines and policies approved by the Board of Directors.

I Market risk
a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Company's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of the fixed rate and floating rate financial instruments in its total portfolio.

The exposure of Company borrowings to interest rate changes at the end of reporting period are as follows:

Particulars	As at 31st March, 2019 ₹ in Lacs	As at 31st March, 2018 ₹ in Lacs
Variable rate borrowings	1,905.80	2,078.53
Fixed rate borrowings	770.43	787.93
Total borrowings	2,676.23	2,866.46

Sensitivity Analysis

Profit/loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Basis Points	Impact on Profit before Tax	
		As at 31st March, 2019 ₹ in Lacs	As at 31st March, 2018 ₹ in Lacs
Increase in Basis points	+50	(9.53)	(10.39)
Decrease in Basis points	- 50	9.53	10.39

b) Foreign Currency risk

The Company has exposure to foreign currency risk on account of its payable and receivables in foreign currency. The company is following natural hedging to mitigate the foreign currency risk.

The Company's exposure to foreign currency risk which are unhedged at the end of the reporting period is as follows:

Particulars	EURO in Lacs	USD in Lacs	GBP in Lacs	SGD in Lacs
31st March, 2019				
Trade receivables- Foreign Currency	5.89	0.62	1.01	0.02
Trade receivables- INR	449.27	42.29	89.92	0.76
Trade payables- Foreign Currency	5.61	0.02	0.46	-
Trade payables- INR	428.35	1.10	42.57	-
31st March, 2018				
Trade receivables- Foreign Currency	3.92	1.36	1.39	-
Trade receivables- INR	382.45	89.06	125.95	-
Trade payables- Foreign Currency	3.29	-	0.16	-
Trade payables- INR	260.89	0.08	15.18	-

Sensitivity Analysis-

The Company is mainly exposed to changes in Euro, GBP and USD. The sensitivity analysis demonstrate a reasonably possible change in Euro, GBP and USD exchange rates, with all other variables held constant. 5% appreciation/depreciation of Euro, GBP and USD with respect to functional currency of the company will have impact of following (decrease)/increase in Profit & vice versa.

₹ in Lacs

Particulars	31 st March, 2019		31 st March, 2018	
	Strengthens	Weakening	Strengthens	Weakening
Impact on profit or loss for the year				
Euro Impact	1.05	(1.05)	6.08	(6.08)
USD Impact	2.06	(2.06)	4.45	(4.45)
GBP Impact	2.37	(2.37)	5.54	(5.54)
Total	5.47	(5.47)	16.07	(16.07)

c) Price Risk

The company is exposed to price risk in basic ingredients of Company's raw material and is procuring finished components and bought out materials from vendors directly. The Company monitors its price risk and factors the price increase in pricing of the products.

II Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk encompasses the direct risk of default, risk of deterioration of creditworthiness as well as concentration risks. The Company is exposed to credit risk from its operating activities (primarily trade receivables).

Credit Risk Management

The company's credit risk mainly from trade receivables as these are typically unsecured. This credit risk has always been managed through credit approvals, establishing credit limits and continuous monitoring the creditworthiness of customers to whom credit is extended in the normal course of business. The Company estimates the expected credit loss based on past data, available information on public domain and experience. Expected credit losses of financial assets receivable are estimated based on historical data of the Company. The company has provisioning policy for expected credit losses.

The maximum exposure to credit risk as at 31st March 2019 and 31st March 2018 is the carrying value of such trade receivables as shown in note 12 of the financials.

III Liquidity Risk

Liquidity risk represents the inability of the Company to meet its financial obligations within stipulated time. To mitigate this risk, the Company maintains sufficient liquidity by way of working capital limits from banks. The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Particulars	Less than 1 year ₹ in Lacs	More than 1 year ₹ in Lacs	Total ₹ in Lacs
As at 31st March, 2019			
Borrowings	1,889.05	-	1,889.05
Trade payables	2,809.24	-	2,809.24
Other financial liabilities	56.77		56.77
Total	4,755.05	-	4,755.05

Particulars	Less than 1 year ₹ in Lacs	More than 1 year ₹ in Lacs	Total ₹ in Lacs
As at 31st March, 2018			
Borrowings	2,042.61	823.86	2,866.47
Trade payables	1,822.19	-	1,822.19
Other financial liabilities	38.87	-	38.87
Total	3,903.67	823.86	4,727.53

51 The Previous year figures have been regrouped/reclassified, wherever necessary to confirm to the current presentation as per the schedule III of Companies Act, 2013.

As per our report of even date attached
For M L BHUWANIA AND CO LLP
Chartered Accountants
FRN : 101484W / W100197
VIJAY KUMAR JAIN
Partner
Membership No. 108374
Place : Mumbai, Dated : 29th May, 2019

For and on behalf of the Board of Directors
For Remsons Industries Limited

Krishna Kejriwal Chairman & Managing Director DIN : 00513788 Rohit Darji Company Secretary	Anil Kumar Agrawal Director Finance & CFO DIN : 00513805 Place : Mumbai Dated : 29th May, 2019	Rahul Kejriwal Whole Time Director DIN : 00513777 Amit Srivastava Chief Executive Officer
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REMSONS INDUSTRIES LTD.

(CIN : L51900MH1971PLC015141)

401, 4th Floor, Gladiola, Hanuman Road Vile Parle, (East), Mumbai-400057
Tel: (022) 26113883, 26262100, Email : corporate@remsons.com, Website: www.remsons.com

PROXY FORM

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

47TH ANNUAL GENERAL MEETING ON SATURDAY, 14TH SEPTEMBER, 2019

Name of the member (s) : _____
Name of the Joint holder, if any : _____
Registered address : _____

E-mail Id : _____
Folio No/ Client Id/DP Id : _____

I/We, being a Member (s) of _____ shares of Remsons Industries Limited hereby appoint:

1. Name: _____

Address: _____

Email ID: _____ Signature: _____, or failing him/her

1. Name: _____

Address: _____

Email ID: _____ Signature: _____, or failing him/her

1. Name: _____

Address: _____

Email ID: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 47th Annual General Meeting of the Company to be held on Saturday, 14th September, 2019 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club, Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049 and at any adjournment thereof in respect of such resolutions as are indicated below:



Item Number	Resolutions	Vote (Optional see note 2) Please mention no. of Share(s)		
		For	Against	Abstain
	Ordinary Business:			
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 st March, 2019 together with the Reports of the Directors' and the Auditors' thereon			
2	Ordinary Resolution for declaration of dividend on equity shares for the financial year ended on 31 st March, 2019.			
3	Ordinary Resolution for appointment a Director in the place of Mr. Krishna Kejriwal (DIN: 00513788) Director who retires by rotation and being eligible, offers herself for re-appointment.			
	Special Business:			
4	Ordinary Resolution for appointment of Mrs. Visalakshi Sridhar (DIN.: 07325198), as an Independent Director of the Company for a term of five years w.e.f. from 14 th November, 2018.			
5	Special Resolution for re-appointment of Mr. Krishna Kejriwal (DIN: 00513788) as Managing Director of the Company for a further period of (5) years with effect from 1 st April, 2019 on terms and conditions and remuneration for a period of two years.			
6	Ordinary Resolution for re-appointment of Mrs. Chand Kejriwal (DIN: 00513737) as Whole Time Director of the Company for a further period of (5) years with effect from 1 st April, 2019 on terms and conditions and remuneration for a period of two years.			

Signed this _____ day of _____, 2019

Signature of Member: _____

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.



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ATTENDANCE SLIP

47th ANNUAL GENERAL MEETING ON SATURDAY, 14TH SEPTEMBER , 2019

Regd. Folio No/Client ID/D.P. ID	
Name and Address of the Member (s)	
Name of the Joint Holder(s), if any	
No. of Equity Share(s) held	

I/we hereby record my/our presence at the 47th Annual General Meeting of the Company, to be held on Saturday, 14th September, 2019 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club, Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049.

Member's/Proxy'/Authorised
name (In Block Letters)

Member's/Proxy's /Authorised
Representative's Signature

Notes :

1. Please fill in the Folio/DP ID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL**.

PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

..... Cut Here

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	(PAN / SEQ. No.)

Note: Please read the instructions given under the Note (Procedure & Instruction For E-voting) to the Notice of 47th Annual General Meeting. The e-voting time starts from Wednesday 11th September, 2019 (09:00 am) and ends on Friday 13th September, 2019 (5:00 pm). The e-voting module shall be disabled by CDSL for voting thereafter.



REMSONS **INDUSTRIES LTD.**

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FOR KIND ATTENTION OF SHAREHOLDERS

Dear Shareholder(s),

As per the provisions of Section 88 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company needs to update its' Register of Members to incorporate certain new details, as required under the said provisions. Further, as per the "Green Initiative in the Corporate Governance" initiated by the Ministry of Corporate Affairs (MCA), vide its Circular No. 17/2011 dated 21/04/2011, the Company proposes to send all the notices, documents including Annual Reports in electronic form to its members.

We, therefore request you to furnish the following details for updation of Register of Members and enable the Company to send all communication to you through electronic mode:

Registered Folio No./DP ID & Client ID	
Name of the Shareholder (s)	
Father's/Mother's/Spouse's Name	
Address (Registered Office Address in case the Shareholder is a Body Corporate)	
E-mail Id	
PAN or CIN (In case of Body Corporate)	
UIN (Aadhar Number)	
Occupation	
Residential Status	
Nationality	
In case member is a minor, name of the guardian	
Date of Birth of the Member	

Place:

Dated:

Signature of the Member

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar and Share Transfer Agent of the Company viz. **M/s. Sharex Dynamic (India) Private Limited, C-101, 247 Park, L. B. S. Marg, Vikroli (West), Mumbai - 400 083.**

The E-mail ID provided shall be updated subject to successful verification of your signature. The members may receive Annual Reports in physical form free of cost by post by making request for the same.

Thanking you

For Remsons Industries Limited

Rohit Darji
Company Secretary & Compliance Officer



REMSONS 7
INDUSTRIES LTD.

(CIN : L51900MH1971PLC015141)

401, 4th Floor, Gladiola, Hanuman Road Vile Parle, (East), Mumbai-400057

Tel: (022) 26113883, 26262100, Email : corporate@remsons.com, Website: www.remsons.com

Dear Shareholder,

Sub : Updation of Shareholders' details in the records of the Company

Dear Sir/Madam,

As per Register of Members of the Company maintained by the Company's RTA viz. Sharex Dynamic (India) Private Limited ('RTA') you hold shares in our Company in physical mode.

In this regard, we would like to bring to your kind attention the following -

Dematerialization of Shares

You would kindly appreciate that in today's scenario and in line with "Green Initiative" by government which encourages paperless holding, the safest possible way to hold shares is holding shares in dematerialized form. In case of physical holding, there may be a chance of loss of share certificate, mutilation thereof resulting in compliance on your part to restore the share certificates. Besides, if you want to pledge shares, the holding must be in demat mode. Therefore, we would like to suggest you to kindly convert your shares from physical mode to demat mode as it will be beneficial to you. In case you do not have any demat account, you may contact your nearest Depository Participant (DP) who will guide you in opening the same. Conversion of physical shares to dematerialized shares is a simple process.

Consolidation of multiple Folios

Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send the relevant share certificates to the Registrars and Share Transfer Agent (RTA) of the Company, Sharex Dynamic (India) Private Limited C-101, 247 Park, L. B. S. Marg, Vikroli (West), Mumbai - 400 083 to enable them to consolidate all such multiple folios into one single folio.

Updating Bank Mandate, PAN, and contact details

As per the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, all listed companies are required to make payment of dividend, if declared, to the members through electronic mode and to maintain updated Bank details of the members / beneficiaries. We would also like to have your contact details for paperless and speedy communication to you. In this respect, you are also requested to give your consent to receive all further communications in electronic mode. Further, to facilitate speedy disbursement of dividend to your bank account and speedy communication, we request you to kindly fill up the enclosed form with your bank account details from where you will collect the proceeds of the dividend payment and your contact details, sign the form and arrange to dispatch the same directly to our RTA, viz. Sharex Dynamic (India) Private Limited C-101, 247 Park, L. B. S. Marg, Vikroli (West), Mumbai - 400 083. Furnishing of Bank account details and PAN, both are compulsory now as per latest Regulations.

Transfer of shares in physical mode to be discontinued

SEBI vide its Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository after 5th December, 2018. You are therefore requested to dematerialize your physical shares held in the Company at the earliest, to comply with the legal provisions for transfer of shares prescribed by SEBI. However, you can continue to hold shares in physical mode, if not wish to sell/transfer. Your kind co-operation in this matter is solicited.

Thanking you,

Yours faithfully,

For Remsons Industries Limited

Sd/-

Rohit Darji

Company Secretary & Compliance Officer

Encl.: A/a

NECS MANDATE FORM

Sub: Payment of Dividend through NECS

Dear Sirs,

I hereby consent to have the amount of dividend on my Equity Shares credited through National Electronic Clearing Service (NECS). The particulars are:

1. Folio No. /Client ID. No./DPID. No. _____
(Folio No. given in equity share certificate(s)/customer ID No. given by your DP's)
2. Shareholders Name: Shri/Smt./Kum./M/s. _____
3. Shareholders Address : _____
4. Telephone No. _____ 5. Mobile No. _____
6. Email : _____
7. Particulars of the Bank:
 - Bank Name: _____
 - Branch Name and Address: _____
 - Mention the 9 digit code number issued by the bank and Branch appearing on the MICR cheque issue by the bank: _____
 - Account Type (please ?) Savings
Current
Cash Credit
 - Account Number (as appearing on the cheque Book): _____
 - IFSC Code Number: _____
8. Date from which the mandate should be effective: _____

I hereby declare that the particulars given above are correct and complete. If the transaction is delayed or not effected at all for reasons of incomplete or incorrect information, I would not hold the company /Registrars & Share Transfers Agents of the Company responsible. I also undertake to advise any change in the particulars of my account to facilitate updation of records for purpose of credit of dividend amount through NECS Facility.

Place:

Date:

Signature of the first/sole shareholder

- Note:** 1) Please attach the photocopy of a Cheque or a cancelled bank cheque issued by your bank for verifying the accuracy of the code number.
- 2) The Form can be downloaded from the company's website: www.remsons.com


FOR SHARES HELD IN PHYSICAL MODE PLEASE COMPLETE THE FORM AND MAIL TO

M/s. Sharex Dynamic (India) Private Limited
C-101, 247 Park, L. B. S. Marg, Vikroli (West), Mumbai - 400 083.
Tel. : 022-28515644 / 5606, Fax : 022-8512885
Email: sharexindia@vsnl.com; Website: www.sharexindia.com

FOR SHARES HELD IN THE ELECTRONIC MODE PLEASE INFORM RESPECTIVE DPS

ROUTE MAP OF VENUE OF THE 47th ANNUAL GENERAL METTING



SINCE  1959

Where Creation is *the* Culture



Thanks

to our million customers

throughout the world

for patronizing us.

REMSONS[®]
INDUSTRIES LIMITED

Registered Office:

401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle East, Mumbai 400 057.
Tel: +91 22 261222368; 26262100; 26114452. Email: corporate@remsons.com

Web: www.remsons.com

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