



REMI GROUP

REMI PROCESS PLANT AND MACHINERY LTD.



**45TH ANNUAL REPORT
2018 – 19**

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|---------------------------------|---|--|
| Board of Directors: | Mr. Vishwambhar C. Saraf Mr. Rajendra C. Saraf Mr. Rishabh R. Saraf Mr. Ramkrishna R. Shriya Mr. Detlef Ernst Hans Klatt Mrs. Anita Bhartiya | Chairman Director Executive Director Independent Director Independent Director Independent Director |
| Chief Financial Officer: | Mr. Bhagirath Singh | |
| Company Secretary: | Mr. Amit Kumar Barange | |
| Bankers: | STATE BANK OF INDIA | |
| Auditors: | M/s. Sundarlal, Desai & Kanodia Chartered Accountants, 903, Arcadia, 195, N.C.P.A. Road, Mumbai- 400 021 | |
| Registered Office: | REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 Ph.: 022-40589888, Fax: 022- 26852335 | |
| CIN: | L28920MH1974PLC017683 | |
| Factory: | Survey No.18 1/2 & 27/2, Village - Shelavali, Manor Road, Taluka Palghar, Thane – 401 404 | |
| Wind Power: | Village Brahmanwel, Taluka Sakri, District Dhule, Maharashtra | |

NOTICE

To
The Members,
REMI PROCESS PLANT AND MACHINERY LIMITED

NOTICE is hereby given that the 45th Annual General Meeting of the Company will be held at the Company's Registered Office, Remi House, Plot No.11, Cama Industrial Estate, Goregaon(East), Mumbai - 400 063, on **Monday, the 30th September, 2019, at 1.00 P.M.** to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon;
2. To re-appoint Mr. Rajendra C. Saraf (DIN: 00161412) as Director, who retires by rotation.

Special Business - Special Resolutions:

3. To approve re-appointment of Mr. Ramkrishana Shriya(DIN:00027388), as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ramkrishana Shriya (DIN:00027388), as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 25th September, 2019.

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

4. To approve re-appointment of Mr. Detlef Ernst Hans Klatt (DIN:06602194), as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Detlef Ernst Hans Klatt (DIN:06602194) as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 25th September, 2019.

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

5. To approve re-appointment of Mrs. Anita Bhartiya (DIN:01579145), as an Independent Director of the Company.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Mrs. Anita Bhartiya (DIN:01579145) as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 25th September, 2019.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board
For REMI PROCESS PLANT AND MACHINERY LTD.

Registered Office:

REMI House, Plot No.11,
Cama Industrial Estate
Goregaon (E), Mumbai-400 063

Dated: 14th August, 2019.

Sd/-

VISHWAMBHAR C. SARAF
CHAIRMAN
(DIN: 00161381)

NOTES:

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a 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. 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 a proxy for any other person or shareholder.
- 2) The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, the 23rd September, 2019 to Monday, the 30th September, 2019**, both days inclusive.
- 3) Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, during 4.00 P.M to 6 P.M up to the date of the Meeting.
- 4) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar M/s. Bigshare Services Private Limited / Company.
- 5) **Green Initiative :**
Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same to the Company by sending email at rppm_igrd@remigroup.com or to M/s. Bigshare Services Private Limited or with the concerned depositories.

YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.

- 6) Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the 45th Annual General Meeting by the electronic means/ remote e-voting) and/or voting by ballot paper at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The Notice is available on website of the Company. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.
- 7) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM. Incase Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.

- 8) The remote e-voting period shall commence at 9.00 a.m. on **25th September, 2019** and will end at 5 p.m. on **29th September, 2019**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast the vote again.
- 9) As directed by SEBI, for payment of Dividend, Members are requested to provide the bank account number and the details required for making ECS payment to the respective depository participant in case of shares held in demat and to share transfer agent of the Company in case of shares held in physical.

10) **The details procedure for remote e-voting is set out below:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|---|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****. |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
- 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail rppmscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,

you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- 11) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. on **23rd September, 2019** Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
- 12) Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. **23rd September, 2019**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or to RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
- 13) Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).
- 14) The Company has appointed Mr. Vishal Mehra, Practicing Company Secretary, V M Mehra & Associates, to act as the Scrutinizer, to scrutinize the entire ballot voting /e-voting process in a fair and transparent manner.
- 15) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- 16) The scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two days of conclusion of the meeting, 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.
- 17) The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website i.e. www.remigroup.com and on the website of NSDL after the result is declared by the chairman or a person authorized by him. The result shall also be forwarded to The Bombay Stock Exchange Limited.
- 18) An Explanatory Statement relating to the item of special business set out in item Nos.3 to 5 are herein below:

Item No. 3 to 5

At the 40th AGM of the Company held on 25th September, 2014, the Members had approved the appointment of Mr. Ramkrishana Shriya (DIN:00027388), Mr. Detlef Ernst Hans Klatt (DIN:06602194) and Mrs. Anita Bhartiya (DIN:01579145) for a term of five years with effect from 25th September, 2014. In accordance with Section 149(10) of the Act, an Independent Director shall hold office for a term upto five years on the Board and shall be eligible for reappointment on passing a Special Resolution Section 149(11) of the Act provides that an Independent Director may hold office for two consecutive terms of five years each. Taking into consideration their skills, experience, knowledge and their valuable contribution to the Company and based on their performance evaluation, it is desirable to continue to avail their services and reappoint them for a second term of five years to hold office with effect from 25th September, 2019.

Accordingly, the Board of Directors have at the Meeting held on 14th August, 2019, based on the recommendation of the Nomination and remuneration Committee, recommended the reappointment Mr. Ramkrishana Shriya (DIN:00027388), Mr. Detlef Ernst Hans Klatt (DIN:06602194) and Mrs. Anita Bhartiya (DIN:01579145) as Independent Directors of the Company for second term, as aforesaid. Independent Directors, are not liable to retire by rotation. They also have given declaration that they are not disqualified from being reappointed as Independent Director in terms of Section 164 of the Act and have given their consent to act as an Independent Director. The Company has also received declaration from them that they meet the criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Mr. Ramkrishana Shriya (DIN:00027388), Mr. Detlef Ernst Hans Klatt (DIN:06602194) and Mrs. Anita Bhartiya (DIN:01579145) have also given declaration that they are not debarred from holding office of director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. The terms and conditions of reappointment of independent Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day of the Company and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Mr. Ramkrishana Shriya (DIN:00027388), Mr. Detlef Ernst Hans Klatt (DIN:06602194) and Mrs. Anita Bhartiya (DIN:01579145) and their relatives are interested in the Resolutions set out at Item Nos. 3 to 5 respectively of the Notice with regard to their individual appointments. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of Management. Brief profile of Mr. Ramkrishana Shriya (DIN:00027388), Mr. Detlef Ernst Hans Klatt (DIN:06602194) and Mrs. Anita Bhartiya (DIN:01579145) are given herein below:

❖ **Mr. Ramkrishana Shriya (DIN:00027388):**

Mr. Ramkrishana Shriya (85) has vast experience of more than 60 years of rich experience in Industry and Trade. The Company will benefit from his rich experience. He is on Board of Bajrang Finance Limited and Bhuruka Gases Investments India Private Limited. He is chairman of Audit Committee of the Company and Bajrang Finance Ltd. He is member of Stakeholders Relationship Committee of the Company and Bajrang Finance Ltd. He does not hold any shares in the Company. He has attended 7 (Seven) Board Meetings during the year.

❖ **Mr. Detlef Ernst Hans Klatt (DIN:06602194):**

Mr. Detlef Ernst Hans Klatt (71) is a German National and is highly qualified Chemical Engineer. He is specialized in the area of mixing technology. He is associated with STC-Engineering GmbH, Germany, which is engaged in designing and manufacturing of similar products as that of your Company. His association will greatly benefit to the Company.

❖ **Mrs. Anita Bhartiya (DIN:01579145):**

Mrs. Anita Bhartiya (52) is a Commerce graduate with first class from Mumbai University. She has experience in the field of Manufacturing, Production, Inventory Management, Merchandising, Brand Development etc. She is on the Board of Remi Edelstahl Tubulars Limited, Bajrang Finance Limited, Remi Securities Limited, K K Fincorp Limited, Bhartiya Agro Mercantile Ltd. and Chandulal Remeshwardas Imports Ltd. She is member of Audit Committee of Bajrang Finance Limited, Remi Securities Limited and K K Fincorp Limited. She does not hold any shares in the Company. She has attended 6 (Six) Board Meetings during the year.

The Board recommends passing of special resolutions as set out in item nos. 3 to 5 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives of the Company are concerned or interested in the said resolutions except themselves.

Your Directors commend the resolutions for your approval.

DIRECTORS' REPORT

To
The Members,
REMI PROCESS PLANT AND MACHINERY LIMITED

The Directors are pleased to present herewith the audited accounts of the Company for the year ended 31st March, 2019.

| Financial Results | 2018 - 2019 | | 2017 - 2018 | |
|---|--------------------|--------|--------------------|--------|
| Gross Turnover | 1790.93 | | 2015.32 | |
| Profit before Interest, Depreciation and Tax (EBIDTA) | 396.50 | | 365.88 | |
| Less: Finance Cost | 109.57 | | 104.28 | |
| Depreciation | 58.81 | | 57.25 | |
| Taxation | 46.91 | 215.29 | 45.51 | 207.04 |
| Net Profit | 181.21 | | 158.84 | |
| Other comprehensive income | 19.80 | | (11.27) | |
| Net Profit (after other comprehensive income) | 201.01 | | 147.57 | |
| Balance brought forward | 906.07 | | 783.50 | |
| Profit available for appropriations | 1107.08 | | 931.07 | |
| <u>Appropriations</u> | | | | |
| Transferred to General Revenue | 50.00 | | 25.00 | |
| Net surplus in the Statement of Profit & Loss | 1057.08 | | 906.07 | |
| | 1107.08 | | 931.07 | |

OPERATIONS :

The Company achieved turnover of Rs.17.90 crores during the year as against Rs.20.15 crores of previous year. The Company has achieved EBIDTA and net profit of Rs.3.97 Crores and Rs.1.81 Crores during the year as against Rs.3.66 Crores and Rs.1.59 crores respectively in the previous year. The Company is hopeful that demand of its products will pick up in coming years on revival of the economy as the Government at Center is taking steps in that direction by more reforms including opening more sectors to FDI, raising FDI limit of various sectors and stabilization of GST.

During the year, the Company transferred a sum of Rs.0.50 Crores to the General Reserves. There are no changes in the share capital during the year.

There are no Companies which have become or ceased to be its Subsidiaries, Joint Ventures or associate Companies.

DIVIDEND:

The Board of Directors expresses their inability to declare any dividend

DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act.

BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT:

Mr. Rajendra C. Saraf (65) (DIN:00161412), Director, who is retiring by rotation, is to be re-appointed. The brief resume of the Directors is given herebelow:

Mr. Rajendra C. Saraf is a commerce graduate from the University of Bombay. He hails from a family of business people of sixty years' standing. After his college education, he joined his family business and has received from his elders in the family very good training in business management. He has more than 40 years of business experience. He is on the Board of Remi Edelstahl Tubulars Limited, Remi Elektrotechnik Limited, 3P Land Holdings Ltd. and Calplus Trading Pvt. Ltd.

INDEPENDENT DIRECTORS

The Board has recommended and approved reappointment of Mr. Ramkrishana Shriya, Mr. Detlef Ernst Hans Klatt and Mrs. Anita Bhartiya as Independent Directors for second term of five years subject to approval by members by way of special resolutions and brief profile of Independent Directors as stated in the Notice of ensuing AGM.

Mr. Vishwambhar C. Saraf and Mr. Rajendra C. Saraf are brothers and Mr. Rishabh R. Saraf is son of Mr. Rajendra C. Saraf. Apart from this, there is no relationship between the Directors inter-se.

KEY MANAGERIAL PERSONNEL(KMP)

During the year Mr. Amit Kumar Barange was appointed as company secretary of the Company with effect from 1st January, 2019.

BOARD MEETINGS:

During the year, 7 (Seven) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Act.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining qualifications, positive attributes and independence of a Director and also a policy for remuneration of Directors, Key Managerial Personnel and senior management.

The Executive Directors and other whole-time directors are paid remuneration by way of salary, perquisites, incentives and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company from time to time. Non-Executive Independent Directors are paid sitting fees for attending meetings of the Board of Directors.

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business; balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

FINANCIAL STATEMENTS:

Audited Financial Statements are prepared in accordance with Indian Accounting Standard (Ind AS) as prescribed under Section 133 of the Companies act , 2013 read with the rules made thereof.

COST RECORDS:

The maintenance of cost records as specified by the Central Government under sub-section (I) of section 148 of the Companies Act, 2013, is required by the Company and accordingly such accounts and records are made and maintained.

AUDITORS:

M/s Sundarlal, Desai & Kandodia, Chartered Accountants (Firm Registration No.110560W), was appointed as the statutory auditors of the Company for a term of consecutive five years i.e. from the conclusion of the 43rd annual general meeting till the conclusion of the 48th Annual General Meeting by the shareholders of the Company. They have confirmed that they are not disqualified from continuing as auditors of the Company.

The statutory audit report for the financial year ended 31st March, 2019 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditors.

SECRETARIAL AUDITOR:

Shir Vishal Mehra, Practicing Company Secretary, V M Mehra & Associates, was appointed to conduct the secretarial audit of the Company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2018-19 forms part of the Annual Report as "Annexure - A" to the Board's report. There is no qualification, reservation or adverse remark in the report.

LOANS, GUARANTEES OR INVESTMENTS:

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

RELATED PARTY TRANSACTIONS:

Pursuant to provisions of The Companies Act, 2013, all related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions entered by the Company during the year and thus disclosure in Form AOC-2 is not required. Pursuant to Schedule V of the SEBI ((Listing Obligations and Disclosure Requirements) Regulation, 2015, there are no transactions with any person or promoter/ promoters group holding 10% or more shareholding.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company other than payment of sitting fees to them.

Your Directors draw attention of the members to Note 36 to notes to accounts which sets out related party disclosures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

- i. the steps taken or impact on conservation of energy; : All efforts are being made to conserve energy.
- ii. the steps taken by the company for utilising alternate sources of energy; : The Company is having Windmill. The Company has also installed solar power system for captive consumption.
- iii. the capital investment on energy conservation equipments; : Nil

(B) Technology absorption:

- i. the efforts made towards technology absorption; : The Company does not have any foreign collaboration for manufacturing. The Company is continuously modernizing its production and testing machineries and equipments.

- ii. the benefits derived like product improvement, cost reduction, product development or import substitution; : This is continuous process and the products produced by the Company are import substitutes.
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
- (a) the details of technology imported; : N.A
- (b) the year of import; : N.A.
- (c) whether the technology been fully absorbed; : N.A.
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : N.A.
- iv. the expenditure incurred on Research and Development : Nil

FOREIGN EXCHANGE EARNINGS AND OUTGO:

| | |
|----------|---------------|
| Earnings | ₹ 4.11 Lacs |
| Outgo | ₹ 114.72 Lacs |

AUDIT COMMITTEE:

The Audit Committee comprises of Mr. Ram Krishna Shriya, Mr. Rajendra C. Saraf and Mrs. Anita Bhartiya.

RISK MANAGEMENT:

The Company has laid down a risk management policy identifying Foreign Exchange Risk, Business Risk. The senior management team reviews and manages the foreign exchange risks in a systematic manner, including regular monitoring of exposures, proper advice from market experts.

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS, BOARD, COMMITTEES AND DIRECTORS:

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of non-executive directors.

DEPOSITS:

The Company has not accepted any deposits from the public falling within the purview of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

INTERNAL CONTROL SYSTEM:

The Company has in place adequate internal financial controls with reference to financial statements. The internal financial controls are adequate and are operating effectively.

SIGNIFICANT AND MATERIAL ORDERS:

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

VIGIL MECHANISM:

The Company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. The same is posted on the website of the Company.

EXTRACT OF THE ANNUAL RETURN:

The extract of the Annual Return in form MGT-9 is placed on the Company's website at www.remigroup.com.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule, 5(1) & 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

No employee of the Company was in receipt of remuneration equal to or exceeding the prescribed limits pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 :

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- (i) Number of complaint filed during the financial year - Nil
- (ii) Number of complaints disposed of during the financial year – N.A.
- (iii) Number of complaints pending as on end of the financial year –Nil

CORPORATE GOVERNANCE REPORT:

Kindly note that the pursuant to Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company as paid up equity share capital the Company does not exceed Rupees Ten Crores and net worth does not exceed Rupees Twenty Five Crores as on the Financial year ended 31st March, 2019.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors confirm that:

- a. in the preparation of the annual accounts for the year ended 31st March 2019, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected 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 ended 31st March 2019 and of the profit of the Company for that period;

- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts/ financial statements on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls are adequate and were operating effectively ; and
- f. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

APPRECIATION:

The Board extends its grateful thanks to the Investors, Central and various State Governments, its bankers and district level authorities for their continued support extended to the Company from time to time.

Registered Office:

REMI House, Plot No.11,
Cama Industrial Estate
Goregaon (E), Mumbai-400 063

Dated : 14th August, 2019.

ON BEHALF OF THE BOARD

Sd/-

**VISHWAMBHAR C. SARAF
CHAIRMAN
(DIN: 00161381)**

MANAGEMENT DISCUSSION AND ANALYSIS:-

a) Industry structure and developments

The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy. India on its quest to become a global superpower has made significant strides towards the development of its engineering sector. The Government of India has appointed the Engineering Export Promotion Council (EEPC) as the apex body in charge of promotion of engineering goods, products and services from India. India exports transport equipment, capital goods, other machinery/equipment and light engineering products such as castings, forgings and fasteners to various countries of the world. We possess sound manufacturing facility which is assisted by our production team. The manufacturing unit is outfitted with the requisite machines, tools and equipments. The production process are designed and carried out as per the industry standards.

b) Opportunities and Threats

The threat of competition and imports continues, which the Company has been, and will be able to withstand, by focusing on cost control, exploring new applications of our products in other industries and approvals thereof. The cost control measures include increased automation, value engineering, and expanding the vendor base.

c) Outlook

We continue to see a significant opportunity in the market and will use periods of interim weakness as investment opportunities for long term. However, performance could differ materially due to economic conditions affecting demand, supply and price conditions in the domestic and overseas markets, changes in the government regulations, tax laws and other incidental factors .

d) Risks and Concerns

Risk is integral to any business. The Company has evolved a proper governance to identify and access potential risks and also formulate appropriate mitigation plans as under –

- Rising input cost – Identifying alternative sources for procurement of key raw material in cost competitive manner dividing the exposure into various kinds of raw materials which are also interchangeable.
- Labour availability – In order to retain the labour company has taken initiative of providing training on skill development and also introduced performance linked incentive schemes.
- Competition – To minimize the threat of competition the Company is regularly identifying the niche/high value segment and working aggressively with the customer centric approach. Various new approvals have been obtained and more are underway.
- Trade barriers – Wherever the Company finds surging of cheaper imports in the country, the matter will be timely taken through business associations with appropriate authorities in the Government for suitable protection / remedial measures.

e) Internal Control Systems and their adequacy:

The Company has adequate internal control systems in technical and financial fields.

f) Financial Performance:

The Financial Performance of the Company has improved during the year.

g) Human Resources/ Industrial Relations:

The Company has maintained good industrial relations and has maintained harmonious relations with the employees.

h) Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the

Company's operations include economic conditions affecting global and domestic demand and supply, finished goods prices in the domestic and overseas markets in which the Company operates, raw-materials cost and availability, changes in Government regulations, tax regimes, economic developments within or outside India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revive any forward looking statements on the basis of any subsequent developments, information or events.

j) Details of significant changes in Key Financial Ratios:

| Sr. No. | Particulars | 2018-19 | 2017-18 | Remarks |
|---------|--------------------------|---------|---------|---|
| 1) | Debtors Turnover Ratio | 4.89 | 6.30 | The debtors' turnover ratio has gone down in FY 2019 as substantial sale was made in last month and consequently debtors turnover ratio was low. |
| 2) | Inventory Turnover Ratio | 3.44 | 4.89 | The inventory turnover ratio was lower during FY 2019 as the level of inventory was higher at the end of year due to procurement of raw material for high inflow of orders to be executed in first half of next financial year. |
| 3) | Current Ratio | 1.19 | 1.48 | The current ratio deteriorated in FY 2019 as the Company made some long term investments during the year. |
| 4) | Debt-Equity Ratio | 0.03 | 0.06 | The debt equity ratio has improved in FY 19 as the Company's profitability improved and the same were retained in the business and debts were repaid. |
| 5) | Net Profit Margin | 8.90 | 7.10 | The net profit margin has improved in FY 2019 as the Company's costs of raw material and overheads were under control. |

There was no significant changes in Interest Coverage Ratio, Operating Profit Margin, Ratio and Return on Net Worth Ratio.

Form No. MR-3
Secretarial Audit Report

(For the Financial year ended **31st March, 2019**)

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

To,

The Members

REMI PROCESS PLANT AND MACHINERY LIMITED

CIN: L28920MH1974PLC017683

Plot No.11, Cama Industrial Estate,

Goregaon (East), Mumbai -4000063

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **REMI PROCESS PLANT AND MACHINERY LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating 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**, 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 **REMI PROCESS PLANT AND MACHINERY LIMITED** ("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;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (**'SEBI Act'**) to the extent applicable to the Company :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**not applicable to the Company during audit period**);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**not applicable to the Company during audit period**);

(2)

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the Company during audit period)**;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(not applicable to the Company during audit period)**;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the Company during audit period)** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable to the Company during audit period)**.
- i) The examination of compliance of the provisions of other special applicable laws was limited to the verification of procedure on test basis.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India
- ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited,

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

I further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes in the composition of the Board of Directors during the period under review.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- iv. The Company appointed Mr. Amit Kumar Barange, Company Secretary as Compliance Officer with effect from 1st January, 2019.

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

V M MEHRA & ASSOCIATES

Sd/-

Vishal Mehra
Company Secretary in
Whole-Time Practice
M. No.A41751
C.P. No.15526

Place : Mumbai
Date : 9th August, 2019

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF REMI PROCESS PLANT AND MACHINERY LIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the financial statements of **REMI PROCESS PLANT AND MACHINERY LIMITED ("the Company")**, which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (Collectively referred to as 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 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 (financial position) of the Company as at March 31, 2019, and its profit (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

- a. In the case of the balance sheet, of the state of affairs of the company as at 31st March, 2019.
- b. In the case of the statement of profit and loss, of the profit (financial performance including other comprehensive income).
- c. In the case of the cash flow statement, of the cash flow statement 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 my 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 there under, 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.

We have determined that there are no key audit matters to communicate in 'our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and my auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude if there is a material misstatement of this other information, we have required to report that fact we have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the. Indian Accounting Standards ('Ind AS') 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 of 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, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Boards of Directors are also 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 Standards on Auditing ("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) of the Act, 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.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluated the effect of any identified misstatements in the financial statements.
- 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 mist significance in the audit of the standalone 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 circumstance, 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 Act, 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, and the Cash Flow Statement dealt with by this Report are in agreement With the books of accounts;
- d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard),Rules 2016.
- e. On the basis of the written representations received from the directors as on 31 March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 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, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contract including derivative contract ; as such the question of commenting on any material foreseeable losses thereon does not arise;
 - iii. There has not been any occasion in case of the Company during the year under report to transfer any sums to the investor education and protection fund. The question of delay in transferring such sums does not arise.

**For SUNDARLAL, DESAI & KANODIA,
Chartered Accountants,
FRN 110560W**

Sd/-

**(M. B. DESAI)
Partner**

Membership Number 33978

PLACE : MUMBAI

DATED : 30TH MAY, 2019

**ANNEXURE "A" TO AUDITORS REPORT
REMI PROCESS PLANT AND MACHINERY LIMITED
For the year ended 31st March 2019**

1.
 - a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) The Company has a regular program of physically verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years in accordance with the program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodically of physical verification is reasonable having regards to the size of the company and the nature of its assets.
 - c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the title deed of immovable of property are held in the name of the company.
2. According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company and the same have been properly dealt with in the books of account.
3. As per the information and explanations given to us, the company has granted loans to associate companies/ parties covered in the register maintained under Section 189 of the Companies Act. In our opinion the terms and condition on which said advance given is not prima facie prejudicial to the interest of the company.
4. In our opinion According to the information and explanation given to us, the company has complied with the provision of section 185 and 186 of the Act, with respect to the loan and investments made.
5. As per the information and explanations given to us, the company has not accepted deposits, whether the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
6. The Central government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act & as informed to us, the same has also not been maintained.

7. a) According to the information and explanation given to us and based on the books and records examined by us the Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Custom duty, GST, Cess and other statutory dues, wherever applicable, have been generally deposited regularly during the year with appropriate authorities. There are no outstanding statutory dues as on 31st March, 2019 for a period of more than six months from the date they become payable.
- b) According to the information and explanation given to us and based on the books and records examined by us, particulars of there are no dues of Income Tax, Custom duty, GST, Cess and other statutory dues, wherever applicable, which have not been deposited on account of any dispute are as follows:

| Sr. No. | Name of the Statute | Relevant Period | Amount (Rs.) | Form where dispute is pending |
|---------|-------------------------|-------------------------------------|--------------|-----------------------------------|
| 1. | The Income Tax Act | 2008-2009 | 11,26,380/- | The Comm. of Income Tax (Appeals) |
| 2. | The Maharashtra VAT Act | 2005-2006 2014-2015 2015-2016 | 6,07,772/- | The Dy. Comm.of GST(Appeal) |

8. The Company has not defaulted in repayment any loans or borrowings from any financial institution, banks, governments and debenture holders during the year.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loan during the year. Accordingly, this para is not applicable.
10. According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.
11. As per the information and explanations given to us and based our examination of the record of the company, the company has paid/provided for managerial remuneration in accordance with the provision of section 197 read with schedule V to the Act.

12. In our opinion and according to the information and explanation given to us, the Company is not a Nidhi Company. Accordingly, this para is not applicable.
13. According to the information and explanation given to us and based on our examination of the record of the company, transactions with the related parties are in accordance with the section 177 and 188 of the Act wherever applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanation given to us and based on our examination of the record of the company, the Company has not made any preferential allotment or private placement of share or fully or partly convertible debentures during the year.
15. According to the information and explanation given to us and based on our examination of the record of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, this para is not applicable.
16. The Company is not required to be registered under section 45-IA of Reserve Bank of India Act, 1934.

**For SUNDARLAL, DESAI & KANODIA,
Chartered Accountants,
FRN 110560W**

Sd/-

**(M. B. DESAI)
Partner**

Membership Number 33978

PLACE : MUMBAI
DATED : 30TH MAY, 2019

**Annexure B To The Independent Auditor's Report Of Even Date On The
Financial Statements of.**

**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 ("the Company") as of March 31, 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 management is responsible for establishing and maintaining internal financial controls based on the criteria established by the Company considering the size of company and 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 ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

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

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls were operating effectively as at March 31, 2019, based on the assessment of essential components of internal controls over financial reporting stated in the Guidance Note carried out by the Company and representation to that effect is made available to us by the Company.

**For SUNDARLAL, DESAI & KANODIA,
Chartered Accountants,
FRN 110560W**

Sd/-

(M. B. DESAI)

Partner

Membership Number 33978

PLACE : MUMBAI

DATED : 30TH MAY, 2019

REMI PROCESS PLANT AND MACHINERY LTD

BALANCE SHEET AS AT 31ST MARCH 2019

| Particulars | Note No. | AS AT 31/03/2019 | AS AT 31/03/2018 |
|-------------------------------------|----------|---------------------|---------------------|
| | | Amount in (Rs.) | |
| (I) ASSETS | | | |
| 1 Non-Current Assets | | | |
| Property, Plant and Equipment | 2(a) | 69,946,031 | 72,416,586 |
| Capital work-in-progress | 2(b) | - | 1,954,635 |
| Other Intangible Assets | 2(c) | - | 1,549 |
| Financial Assets | | | |
| Investments | 3 | 110,808,953 | 36,139,745 |
| Others | 4 | 2,337,278 | 1,143,750 |
| Other Non Current Assets | 5 | 4,270,642 | 4,334,642 |
| | | 187,362,904 | 115,990,907 |
| 2 Current Assets | | | |
| Inventories | 6 | 40,610,776 | 26,956,862 |
| Financial Assets | | | |
| Investments | 7 | 98,296,774 | 98,536,649 |
| Trade receivable | 8 | 45,691,071 | 50,210,618 |
| Cash and cash equivalents | 9 | 216,053 | 178,600 |
| Bank balances | 10 | 7,801,550 | 16,569,741 |
| Loans | 11 | 9,313,669 | 48,854,368 |
| Others | 12 | 3,541,059 | 3,077,578 |
| Current Tax Assets (Net) | 13 | 4,213,063 | 5,882,524 |
| Other current assets | 14 | 268,298 | 375,042 |
| | | 209,952,313 | 250,641,982 |
| Total Assets | | 397,315,217 | 366,632,889 |
| (II) EQUITY AND LIABILITIES | | | |
| 1 Equity | | | |
| Equity Share Capital | 15 | 17,600,000 | 17,600,000 |
| Other Equity | 16 | 175,542,501 | 155,440,837 |
| | | 193,142,501 | 173,040,837 |
| 2 Liabilities | | | |
| Non-Current Liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 17 | - | 282,714 |
| Provisions | 18 | 4,788,238 | 3,227,504 |
| Deferred tax liabilities (Net) | 19 | 8,567,075 | 7,363,756 |
| Other non-current liabilities | 20 | 14,255,154 | 13,893,476 |
| | | 27,610,467 | 24,767,450 |
| Current Liabilities | | | |
| Financial Liabilities | | | |
| Borrowings | 21 | 5,516,199 | 8,379,221 |
| Trade Payable | 22 | 19,012,532 | 28,987,529 |
| Other financial liabilities | 23 | 282,714 | 1,403,064 |
| Other Current Liabilities | 24 | 151,294,797 | 126,191,128 |
| Provisions | 25 | 456,007 | 3,863,660 |
| | | 176,562,249 | 168,824,602 |
| Total Equity and Liabilities | | 397,315,217 | 366,632,889 |

Summary of Significant accounting policies and Notes

1- 46

The accompanying notes are an integral part of the Financial Statements.

AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL DESAI & KANODIA,
CHARTERED ACCOUNTANTS
(Firm Registration No.110560W)

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-

(M.B. DESAI)
PARTNER
Membership No.33978

Sd/-

(V. C. SARAF)
CHAIRMAN
DIN:00161381

Sd/-

(R. R. SARAF)
EXECUTIVE DIRECTOR
DIN:00161435

Sd/-

PLACE : MUMBAI
DATED : 30TH MAY, 2019

(BHAGIRATH SINGH)
CHIEF FINANCIAL OFFICER

Sd/-

(AMIT KUMAR BARANGE)
COMPANY SECRETARY

REMI PROCESS PLANT AND MACHINERY LTD

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2019

| Particulars | Note No. | Year Ended 31/03/2019 | Year Ended 31/03/2018 |
|--|----------|--------------------------|--------------------------|
| | | Amount in (Rs.) | |
| I. Revenue from Operations | 26 | 179,092,533 | 201,531,992 |
| II. Other Income | 27 | 24,477,088 | 22,145,799 |
| III. Total Income (I + II) | | 203,569,621 | 223,677,791 |
| IV. Expenses: | | | |
| Cost of material consumed | 28 | 66,956,087 | 71,947,019 |
| Purchase of Stock-in-Trade | 29 | - | 15,860,400 |
| Changes in Finished Goods, Stock-in-Trade and Work-in-Progress | 30 | (4,793,166) | 1,967,116 |
| Excise Duty | | - | 2,283,917 |
| Employee Benefit Expenses | 31 | 48,069,520 | 45,491,980 |
| Finance Costs | 32 | 10,956,553 | 10,428,092 |
| Depreciation and amortization expenses | | 5,880,691 | 5,725,058 |
| Other Expenses | 33 | 53,687,211 | 51,486,103 |
| Total Expenses (IV) | | 180,756,896 | 205,189,685 |
| V. Profit/(Loss) before exceptional items and Tax | | 22,812,725 | 18,488,106 |
| VI. Exceptional Items | | - | - |
| VII. Profit/(Loss) before Tax | | 22,812,725 | 18,488,106 |
| VIII. <u>Tax Expense:</u> | | | |
| (1) Current Tax | | 4,489,133 | 3,577,290 |
| (2) Deferred Tax (Credit) | | (90,236) | (973,371) |
| (3) Short/(Excess) Provision of earlier year w/back | | 292,472 | - |
| IX. Profit/(Loss) for the period | | 18,121,356 | 15,884,187 |
| X. Other Comprehensive Income (Net of Tax) | | 1,980,308 | (1,127,291) |
| XI. Total Comprehensive Income | | 20,101,664 | 14,756,896 |
| XII. <u>Earnings per equity share</u> | | | |
| (1) Basic | | 10.30 | 9.03 |
| (2) Diluted | | 10.30 | 9.03 |

Summary of Significant accounting policies & Notes

1- 46

The accompanying notes are an integral part of the Financial Statements.

AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL DESAI & KANODIA,
CHARTERED ACCOUNTANTS
(Firm Registration No.110560W)

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-

(M.B. DESAI)
PARTNER
Membership No.33978

Sd/-

(V. C. SARAF)
CHAIRMAN
DIN:00161381

Sd/-

(R. R. SARAF)
EXECUTIVE DIRECTOR
DIN:00161435

Sd/-

(BHAGIRATH SINGH)
CHIEF FINANCIAL OFFICER

Sd/-

(AMIT KUMAR BARANGE)
COMPANY SECRETARY

PLACE : MUMBAI
DATED : 30TH MAY, 2019

REMI PROCESS PLANT AND MACHINERY LIMITED

CASH FLOW STATEMENT FOR THE YEAR 2018-2019

| | (₹ in Lacs) | | | |
|--|-------------|----------|-----------|----------|
| | 2018-2019 | | 2017-2018 | |
| | | | | |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | | |
| Net Profit/(Loss) before Tax and Extra-ordinary item | 228.13 | | 184.88 | |
| Adjustment for : | | | | |
| Depreciation | 58.81 | | 57.25 | |
| Interest | 102.12 | | 94.06 | |
| Loss on Sale of Fixed Assets | 0.74 | | 1.21 | |
| Capital (Gain) on sale of Investments | (33.10) | | (39.90) | |
| Interest Income | (48.42) | | (83.81) | |
| Dividend | (60.70) | | (26.11) | |
| Other Income | (102.55) | | (71.64) | |
| Operating profit before working capital charges | 145.03 | | 115.94 | |
| Adjustment for : | | | | |
| Trade and Other Receivables | 454.37 | | 266.89 | |
| Inventories | (136.54) | | 47.31 | |
| Trade Payable and Provision | 125.23 | | 333.70 | |
| Cash Generated from Operations | 588.09 | | 763.84 | |
| Interest Paid | (102.12) | | (94.06) | |
| Direct Taxes Paid | (47.81) | | (35.77) | |
| Cash Flow before Extra-ordinary items | 438.16 | | 634.01 | |
| Net Cash from Operating Activities (A) | | 438.16 | | 634.01 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | | |
| Purchase of Fixed Assets | (18.28) | | (102.27) | |
| Capital Work in process | - | | (19.55) | |
| Sale of Fixed Assets | 3.00 | | 1.85 | |
| Remeasurement of net define benfit plans | 32.73 | | (15.61) | |
| Purchase of Investments | (3,259.77) | | (409.80) | |
| Sale of Investments | 2,548.58 | | 39.90 | |
| Interest, Dividend and Other Income | 211.67 | | 181.56 | |
| Net Cash used in Investing Activities (B) | | (482.07) | | (323.93) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | | |
| Repayment of Short Term Borrowing | (28.63) | | (161.01) | |
| Repayment of Long Term Loan | (2.83) | | (10.59) | |
| Net Cash used in Financial Activities (C) | | (31.46) | | (171.60) |
| Net Increase in Cash and Cash Equivalents (A+B+C) | | (75.37) | | 138.48 |
| Cash as at (Closing Balance) | 103.55 | | 178.92 | |
| Cash as at (Opening Balance) | 178.92 | | 40.44 | |
| Increase/Decrease in Cash Balance | | (75.37) | | 138.48 |

SIGNIFICANT ACCOUNTING POLICIES AND NOTES

1- 46

NOTES :

- The Cash Flow has been prepared under the 'Indirect Method' as setout in Accounting Standard (Ind As)-7' Cash Flow Statement
- Figures in brackets represent Outflow.

AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL DESAI & KANODIA
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD

Sd/-
(M.B. DESAI)
PATRNER
Membership No.33978

Sd/-
(V. C. SARAF)
CHAIRMAN
DIN:00161381

Sd/-
(R. R. SARAF)
EXECUTIVE DIRECTOR
DIN:00161435

PLACE : MUMBAI
DATED : 30TH MAY, 2019

Sd/-
(BHAGIRATH SINGH)
CHIEF FINANCIAL OFFICER

Sd/-
(AMIT KUMAR BARANGE)
COMPANY SECRETARY

REMI PROCESS PLANT AND MAHINERY LIMITED

Corporate Information

REMI Process Plant and Machinery Limited is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number **L28920MH1974PLC017683**. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the business of manufacturing of **Industrial Mixer**. The principal place of business of the company is at Goregaon Mumbai Maharashtra. The Company caters to both domestic and international markets. It has certifications likes ISO 9001 registration for products thereby complying with globally accepted quality standards.

NOTE-1

1. Significant Accounting Policies:-

Basis of Preparation of Financial Statements:-

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (“Act”) read with Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act and Rules thereunder.

The Financial Statements have been prepared under historical cost convention basis, except for certain assets and liabilities measured at fair value.

The Company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 ‘First time adoption of Indian Accounting Standards’. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the “Previous GAAP”.

The Company’s presentation and functional currency is Indian Rupees (Rs.). All figures appearing the financial statements are rounded off to the Rupee, except where otherwise indicated.

1.1 Authorization of Financial Statements:-

The preparation of Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amounts of the assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information.

- ⇒ Assessment of functional currency;
- ⇒ Financial instruments;
- ⇒ Estimates of useful lives and residual value of Property, Plant and Equipment and Intangible assets;
- ⇒ Valuation of Inventories
- ⇒ Measurement of Defined Benefit Obligations and actuarial assumptions;
- ⇒ Provisions;
- ⇒ Evaluation of recoverability deferred tax assets; and
- ⇒ Contingencies.

Revisions to accounting estimates are recognised prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

1.2 Property, Plant and Equipment

1.2.1 Property, Plant and Equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

1.2.2 The initial costs of an asset comprises its purchase price or construction costs (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use).

- 1.2.3 Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- 1.2.4 Spare parts which meet the definition of Property, Plant and Equipment are capitalized as Property, Plant and Equipment in case the unit value of the spare part is above the threshold limit. In other cases, the spare part is inventorised on procurement and charged to Statement of Profit and Loss on consumption.
- 1.2.5 An item of Property, Plant and Equipment and any significant part initially recognized separately as part of Property, Plant and Equipment is de-recognized upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is de-recognized.
- 1.2.6 The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end and changes, if any are accounted in line with revisions to accounting estimates.
- 1.2.7 The Company has elected to use exemption available under Ind AS 101 to continue the carrying value for all its Property, Plant and Equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per previous GAAP and use that as its deemed cost as at the date of transition (1st April, 2016).
- 1.2.8 Cost of assets not ready for use at the balance sheet date is disclosed under Capital Work-in-Progress. Expenditure during Construction period is included under Capital Work-in-Progress & the same is allocated to the respective Property, Plant and equipment on the completion of its construction.

1.3. Depreciation

Depreciation on Property, Plant and Equipment are provided on straight line basis, over the estimated useful lives of assets (after retaining the estimated residual value of 5%). These useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act.

- 1.3.1 Components of the main asset that are significant in value and have different useful lives as compared to the main asset are depreciated over their estimated useful life. Useful life of such components has been assessed based on historical experience and internal technical assessment.
- 1.3.2 Depreciation on spare parts specific to an item of Property, Plant and Equipment is based on life of the related Property, Plant and Equipment. In other cases, the spare parts are depreciated over their estimated useful life based on the technical assessment.
- 1.3.3 Depreciation is charged on additions/deletions on pro-rata monthly basis including the month of addition/deletion.

1.4 Intangible Assets

- 1.4.1 Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any.

1.5 Investment Property

- 1.5.1 Investment property is property (land or a building – or part of building – or both) held either to earn rental income or a capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes.
- 1.5.2 Any gain or loss on disposal of investment property calculated as the difference between the net proceeds and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss.

1.6 Borrowing Costs

- 1.6.1 Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.
- 1.6.2 Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

1.7 Impairment of Non-financial Assets

- 1.7.1 Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount is higher of the assets or Cash-Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.
- 1.7.2 When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

1.8 Inventories

- 1.8.1 The cost for the purpose of valuation of goods is arrived at on FIFO basis and includes Cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

The mode of valuing closing stock is as under:

- ⇒ Raw Materials and General Stores are valued at cost or net realizable value, whichever is less, excluding GST credit, by FIFO method.
 - ⇒ Work-in-Process is valued at raw material cost plus estimated overheads or net realizable value; whichever is less but excluding GST credit.
 - ⇒ Finished Goods valued at cost including estimated overheads or net realizable value whichever is less.
 - ⇒ Scrap is valued at realizable value.
- 1.8.2 Raw materials held for use in the production of finished goods are not written down below cost except in cases where raw material prices have declined and it is estimated that the cost of the finished goods will exceed their net realizable value.

- 1.8.3 Obsolete, slow moving, surplus and defective stocks are identified at the time of physical verification of stocks and where necessary, provision is made for such stocks.

1.9 Revenue Recognition

1.9.1 Sale of Goods

Revenue from the sale of goods is recognized when the significant risks and rewards of the ownership of the goods have passed to the buyer, the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, revenue and the associated costs can be estimated reliably and it is probable that economic benefits associated with the transaction will flow to the Company.

Revenue from sale of goods includes excise duty & sales tax but excludes GST and is measured at the fair value of the consideration received or receivable (after including fair value allocations related to multiple deliverable and/or linked arrangements), after the deduction of any trade discounts, volume rebates, net of returns, taxes or duties collected on behalf of the government.

When the Company acts as an agent on behalf of a third party, the associated income is recognized on net basis.

Export Sales are accounted for on the basis of the date of Bill of Lading.

- 1.9.2 Claims are recognized on settlement. Export incentives are accounted for in year exports are made.
- 1.9.3 Interest income is recognized using Effective Interest Rate (EIR) method.

1.10 Classification of Income/ Expenses

- 1.10.1 Income/ expenditure are recognized on accrual basis except in case of significant uncertainty like claims payable & receivable, which have accounted on acceptance basis. Purchases are reported of net of trade discounts, returns VAT/GST (to extent refundable/adjustable)

1.11 Employee benefits

1.11.1 Short term employment benefits

Short term employee benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized as an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

1.11.2 Defined Contribution Plans

⇒ Employee's Family Pension:

The Company has Defined Contribution Plan for Post-employment benefits in the form of family pension for all eligible employees, which is administered by the Regional Provident Fund Commissioner and is charged to revenue every year. Company has no further obligation beyond its monthly contributions.

⇒ Provident Fund:

The Company has Defined Contribution Plan for Post-employment benefits in the form of Provident Fund for all eligible employees; which is administered by the Regional Provident Fund Commissioner and is charged to revenue every year. Company has no further obligations beyond its monthly contributions.

1.11.3 Defined Benefit Plans

⇒ Gratuity:

The Company has a Defined Benefit Plan for Post-employment benefit in the form of gratuity for all eligible employees which is administered through Life Insurance Corporation (LIC) and a trust which is administered by the trustees. Liability for above defined benefit plan is provided on the basis of actuarial valuation as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method.

⇒ **Compensated Absences :**

Liability for Compensated Absences is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The Actuarial valuation method used for measuring the liability is the Projected Unit Credit method. Under this method, the Defined Benefit Obligation is calculated taking into account pattern of availment of leave whilst in service and qualifying salary on the date of availment of leave. In respect of encashment of leave, the Defined Benefit obligation is calculated taking into account all types of the increment, salary growth, attrition rate and qualifying salary projected up to the assumed date of encashment.

1.11.4 Termination Benefits:

⇒ Termination benefits are recognised as an expense as and when incurred.

1.11.5 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.

1.11.6 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.

1.11.7 Remeasurement 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.

1.11.8 Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

1.12 Foreign Currency Transactions

1.12.1 Monetary Items

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

1.12.2 Non - Monetary items:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.13 Provisions, Contingent Liabilities and Capital Commitments

1.13.1 Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

1.13.2 The expenses relating to a provision is presented in the Statement of Profit and Loss net of reimbursements, if any.

1.13.3 Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

1.13.4 Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

1.14 Fair Value measurement

- 1.14.1 The Company measures certain financial instruments at fair value at each reporting date.
- 1.14.2 Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.
- 1.14.3 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 in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.
- 1.14.4 The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

1.15 Financial Assets

1.15.1 Initial recognition and measurement

Trade Receivables and debt securities issued are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets other than those measured subsequently at fair value through profit and loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

1.15.2 Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit and loss.

1.15.3 Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (“ECL”) model for measurement and recognition of impairment loss on the financial assets measured at amortised cost and debt instruments measured at FVOCI.

Loss allowances on trade receivables are measured following the ‘simplified approach’ at an amount equal to the lifetime ECL at each reporting date. The application of simplified approach does not require the Company to track changes in credit risk. Based on the past history and track records the company has assessed the risk of default by the customer and expects the credit loss to be insignificant. In respect of other financial assets such as debt securities and bank balances, the loss allowance is measured at 12 month ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

1.16 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

1.17 Taxes on Income

1.17.1 Current Tax

Income-tax Assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Current Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

1.17.2 **Deferred tax**

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

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

Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

1.18 Earnings per share

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

1.19 Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.

1.20 Cash and Cash equivalents

Cash and cash equivalents in the Balance Sheet include cash at bank, cash, cheque, draft on hand and demand deposits with an original maturity of less than three months, which are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, Cash and cash equivalents include cash at bank, cash, cheque and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

1.21 Cash Flows

Cash flows are reported using the indirect method, where by 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 are segregated.

REMI PROCESS PLANT AND MACHINERY LIMITED.

NOTE -02

(Amount in ₹)

| Particular | Usefull Life | GROSS CARRYING AMOUNT | | | | DEPRECIATION | | | | NET CARRYING AMOUNT | |
|-------------------------------|-----------------|-----------------------|-------------------------|------------------|---------------------|--------------------|------------------|----------------|--------------------|---------------------|---------------------|
| | | As on 01.04.2018 | Addition/ adjustment | Deduction | As on 31.03.2019 | Upto 31.03.2018 | For the Year | Deduction | Upto 31.03.2019 | As on 31.03.2019 | As on 31.03.2018 |
| (a) TANGIBLE ASSETS: | | | | | | | | | | | |
| 1. Land | | 9,451,760 | - | - | 9,451,760 | - | - | - | - | 9,451,760 | 9,451,760 |
| 2. Factory Building | 30 | 41,161,241 | 3,130,950 | - | 44,292,191 | 17,301,404 | 1,121,994 | - | 18,423,398 | 25,868,793 | 23,859,837 |
| 3. Plant And Machinery | 15 | 25,870,347 | 402,444 | - | 26,272,791 | 17,849,095 | 1,017,664 | - | 18,866,759 | 7,406,032 | 8,021,252 |
| 4. Computers | 3 | 941,861 | 138,651 | - | 1,080,512 | 698,623 | 120,821 | - | 819,444 | 261,068 | 243,238 |
| 5. Office Equipment | 5 | 2,250,610 | 16,025 | - | 2,266,635 | 1,709,801 | 173,041 | - | 1,882,842 | 383,793 | 540,809 |
| 6. Wind Mill | 22 | 35,188,472 | - | - | 35,188,472 | 20,593,828 | 1,316,433 | - | 21,910,261 | 13,278,211 | 14,594,644 |
| 7. Electrical Instalation | 10 | 7,634,793 | - | - | 7,634,793 | 6,145,314 | 752,722 | - | 6,898,036 | 736,757 | 1,489,479 |
| 8. Air Conditioners | 5 | 1,208,540 | 94,720 | - | 1,303,260 | 1,021,797 | 51,091 | - | 1,072,888 | 230,372 | 186,743 |
| 9. Furniture & Fixture | 10 | 1,596,156 | - | - | 1,596,156 | 1,420,503 | 45,348 | - | 1,465,851 | 130,305 | 175,653 |
| 10. Vehicles | 8 | 8,620,346 | - | 771,615 | 7,848,731 | 3,810,647 | 933,317 | 397,413 | 4,346,551 | 3,502,180 | 4,809,699 |
| 11. Solar System | 28 | 9,123,801 | - | - | 9,123,801 | 80,329.00 | 346,712 | - | 427,041 | 8,696,760 | 9,043,472 |
| Total (a) | | 143,047,927 | 3,782,790 | 771,615 | 146,059,102 | 70,631,341 | 5,879,143 | 397,413 | 76,113,071 | 69,946,031 | 72,416,586 |
| (b) Capital Work-in progress | | 1,954,635 | - | 1,954,635 | - | | | | - | - | 1,954,635 |
| (c) INTANGIBLE ASSETS: | | | | | | | | | | | |
| Computer Software | 3 | 1,554,635 | - | - | 1,554,635 | 1,553,086 | 1,549 | - | 1,554,635 | - | 1,549 |
| Total (b) | | 1,554,635 | - | 1,954,635 | 1,554,635 | 1,553,086 | 1,549 | - | 1,554,635 | - | 1,956,184 |
| Total (a) + (b) | | 144,602,562 | 3,782,790 | 2,726,250 | 147,613,737 | 72,184,427 | 5,880,692 | 397,413 | 77,667,706 | 69,946,031 | 74,372,770 |
| PREVIOUS YEAR TOTAL | | 135,160,523 | 10,227,861 | 785,822 | 144,602,562 | 66,939,066 | 5,725,058 | 479,697 | 72,104,098 | 74,372,770 | 68,221,457 |

REMI PROCESS PLANT AND MACHINERY LTD

NOTES TO FINANCIAL STATEMENT

| Particulars | AS AT 31/03/2019 | AS AT 31/03/2018 |
|--|---------------------|---------------------|
| Amount in (Rs.) | | |
| NOTE - 3 | | |
| INVESTMENTS | | |
| Long Term Investment , Non Trade Quoted | | |
| 50,000, Indian Railway Finance Corporation Ltd Fixed Interest (Tax Free) Bonds of Rs.1000/-each fully paid, | 53,998,500 | - |
| 89,445,8.15% Non Convertible Preference Shares of L&T Finance Holdings Ltd of ₹ 100/-each fully paid, | 9,615,337 | - |
| 25000,7.50% Non Convertible Preference Share of Tata Capital Ltd of ₹1000/-each fully paid, | 25,000,000 | 25,000,000 |
| 10.000 Units of IRB INVIT FUND of ₹ 10/- each, | 660,500 | 820,400 |
| Long Term Investment , Unquoted | | |
| Aventus Absolute Return Fund Class A2 | 10,993,977 | 10,319,345 |
| Aventus Absolute Return Fund Class A5 | 10,540,639 | - |
| Total | 110,808,953 | 36,139,745 |
| NOTE - 4 | | |
| OTHER FINANCIAL ASSETS | | |
| Fixed Deposits with maturity of more than 12 months (Pledged with SBI against Bank Guarantees and L/Cs as margin) | 2,337,278 | 1,143,750 |
| Total | 2,337,278 | 1,143,750 |
| NOTE - 5 | | |
| OTHER NON-CURRENT ASSETS (Unsecured and considered good) | | |
| Security Deposits | 3,593,820 | 3,593,820 |
| Advance towards Lease Rent | 676,822 | 740,822 |
| Total | 4,270,642 | 4,334,642 |
| NOTE - 6 | | |
| INVENTORIES | | |
| (As per Inventory taken, valued and certified by management) | | |
| Raw Materials (including goods in transit ₹2,46,539/-; P.Y. ₹ 86,202/-) | 23,860,450 | 14,999,702 |
| Work-In -Process | 12,413,083 | 5,950,712 |
| Finished goods | 4,337,243 | 6,006,448 |
| Total | 40,610,776 | 26,956,862 |
| NOTE - 7 | | |
| Investments | | |
| Investment in Mutual Funds | | |
| 1760497.744 (3309796.697) Units of Franklin India Ultra Short Bond Fund-Super Institutional Growth Plan of ₹10/- each, | - | 42,500,000 |
| 2268137.219 Units of ICICI Prudential Equity Arbitrage Fund of ₹ 10/- each, | 32,868,484 | 9,766,715 |
| 12645.944 Units of ICICI Prudential Liquid Fund of ₹ 10/- each, | 3,495,546 | - |
| 4209610,481 Units of Kotak Equity Arbitrage Fund of ₹ 10 /- each, | 46,337,708 | 46,269,934 |
| 4120.952 Units of Kotak Liquid Direct Plan of ₹ 10/- each, | 15,595,036 | - |
| Total | 98,296,774 | 98,536,649 |

REMI PROCESS PLANT AND MACHINERY LTD

| Particulars | AS AT 31/03/2019 | AS AT 31/03/2018 |
|--|---------------------|---------------------|
| Amount in (Rs.) | | |
| NOTE - 8 | | |
| <u>TRADE RECEIVABLE</u> | | |
| Trade Receivables considered goods-Secured | - | - |
| Trade Receivables considered goods-Unsecured | 45,691,071 | 50,210,618 |
| Trade Receivables which have significant increase in Credit Risk; | - | - |
| Trade Receivables credit impaired | - | - |
| Total | 45,691,071 | 50,210,618 |
| NOTE - 9 | | |
| <u>CASH AND CASH EQUIVALENTS:</u> | | |
| Cash on Hand | 216,053 | 178,600 |
| Total | 216,053 | 178,600 |
| NOTE - 10 | | |
| <u>BALANCE WITH BANK</u> | | |
| In current accounts | 169,318 | 14,030,623 |
| Fixed Deposits with maturity of less than 12 months (pledged with SBI against Bank Guarantees and L/Cs as margin) | 7,632,232 | 2,539,118 |
| Total | 7,801,550 | 16,569,741 |
| NOTE - 11 | | |
| <u>LOANS</u> | | |
| <u>SHORT TERM LOAN AND ADVANCES</u> | | |
| Loan Receivables considered goods-Secured | - | - |
| Loan Receivables considered goods-Unsecured - Related Party | 9,313,669 | 23,854,368 |
| Loan Receivables considered goods-Unsecured -Others | - | 25,000,000 |
| Loan Receivables which have significant increase in Credit Risk; | - | - |
| Loan Receivables- credit impaired | - | - |
| Total | 9,313,669 | 48,854,368 |
| NOTE - 12 | | |
| <u>OTHER FINANCIAL ASSETS</u> | | |
| Advances recoverable in cash or in kind for value to be received | 1,969,064 | 1,485,057 |
| Prepaid Expenses | 1,571,995 | 1,592,521 |
| Total | 3,541,059 | 3,077,578 |
| NOTE - 13 | | |
| <u>CURRENT TAX ASSETS (NET)</u> | | |
| Payment of Advance Income Tax, TDS (Net) | - | 1,011,845 |
| Balances with Central Excise and Cenvat Refundable | 205,686 | 205,686 |
| Sales Tax Receivable | 2,566,467 | 2,568,795 |
| GST Receivable | 216,224 | 410,367 |
| Mat Credit Receivable | 1,224,686 | 1,685,831 |
| Total | 4,213,063 | 5,882,524 |
| NOTE - 14 | | |
| <u>OTHER CURRENT ASSETS</u> | | |
| Interest accrued but not due | 268,298 | 375,042 |
| Total | 268,298 | 375,042 |

REMI PROCESS PLANT AND MACHINERY LIMITED

Statement of Changes in Equity for the period ended 31st March 2019

| Equity Share Capital | Balance at the beginning of the reporting period (₹) | Changes in equity share capital during the year (₹) | Balance at the end of the reporting period (₹) |
|---|---|--|---|
| NOTE - 15 | | | |
| SHARE CAPITAL | | | |
| AUTHORISED: | | | |
| 18,00,000 (18,00,000) Equity Shares of ₹ 10/- Each | 18,000,000 | - | 18,000,000 |
| ISSUED, SUBSCRIBED AND PAID UP : | | | |
| 17,60,000 (P.Y. 17,60,000) Equity Shares of ₹ 10/- each | 17,600,000 | - | 17,600,000 |

(a) **Terms/ Rights Attached to Equity Shares:**

The company has only one class of equity shares having par value of Rs. 10. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

(b) During the year ended 31st March 2019, the amount of per share dividend recognised as distributions to equity shareholders was ₹ 0.00 (31st March 2018 ₹ 0.00)

(c) In the event of liquidation of the company, the holders of the 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 shareholders.

(d) **Details of Shareholders Holding more than 5% Shares of the Company:**

| Sr. No. | Name of the Shareholder | No. of shares as on 31-03-2019 | No. of shares as on 31-03-2018 |
|---------|---|-----------------------------------|-----------------------------------|
| 1 | Rishabh R. Saraf | 124800 | 124800 |
| 2 | Rajendra Chiranjilal H.U.F. | 127200 | 127200 |
| 3 | Vishwambhar Chiranjilal H.U.F. | 135200 | 135200 |
| 4 | Minakshi R. Saraf | 156000 | 156000 |
| 5 | Vandana V. Saraf | 260000 | 260000 |
| 6 | Shruti R. Saraf | 286400 | 286400 |
| 7 | Fulidevi Saraf Family Trust | 126000 | 126000 |
| 8 | Lakshminarayan Realfinvest Ltd. | 209000 | 209000 |
| 9 | Hanuman Forging And Engineering Pvt. Ltd. | 220000 | 220000 |

REMI PROCESS PLANT AND MACHINERY LTD

| Particulars | AS AT 31/03/2019 | AS AT 31/03/2018 |
|---|---------------------|---------------------|
| Amount in (Rs.) | | |
| NOTE - 16 | | |
| Other Equity | | |
| <u>General Reserve:</u> | | |
| Opening Balance | 64,834,276 | 62,334,276 |
| Add: Transferred from surplus balance in Statement of Profit & Loss | 5,000,000 | 2,500,000 |
| | 69,834,276 | 64,834,276 |
| <u>Surplus:</u> | | |
| Opening Balance | 90,606,561 | 78,349,665 |
| Add: Profit for the period | 18,121,356 | 15,884,187 |
| Other Comprehensive Income | 1,980,308 | (1,127,291) |
| Less: <u>Appropriations:</u> | | |
| Transferred to General reserve | 5,000,000 | 2,500,000 |
| Net surplus in the statement of profit & loss | 105,708,225 | 90,606,561 |
| Total reserves and surplus | 175,542,501 | 155,440,837 |
| NOTE - 17 | | |
| <u>BORROWINGS</u> | | |
| <u>secured Loans</u> | | |
| From HDFC Bank Ltd (Secured against the Vehicle financed) | - | 282,714 |
| Total | - | 282,714 |
| NOTE - 18 | | |
| <u>Provisions</u> | | |
| Provision For Leave Encashment | 4,788,238 | 3,227,504 |
| Total | 4,788,238 | 3,227,504 |
| NOTE - 19 | | |
| <u>Deferred Tax Liabilities (Net)</u> | | |
| Deferred Tax Liabilities (Net) | 8,567,075 | 7,363,756 |
| Total | 8,567,075 | 7,363,756 |
| NOTE - 20 | | |
| <u>Other Non-Current Liabilities</u> | | |
| Deposit Received | 14,255,154 | 13,893,476 |
| Total | 14,255,154 | 13,893,476 |
| NOTE - 21 | | |
| <u>Borrowings</u> | | |
| <u>Secured Loans:</u> | | |
| Working Capital from State Bank of India [Secured by hypothecation of Company's entire current assets, movable Plant & Machinery, Furniture & Fixtures, etc., and extension of equitable mortgage of Land & Building at Palghar and at Dhule and further guaranteed by two of the Directors] | 5,516,199 | 8,379,221 |
| Total | 5,516,199 | 8,379,221 |
| NOTE - 22 | | |
| <u>Trade Payables</u> | | |
| (A) Total outstanding dues of micro enterprises and small enterprises; (Interest Paid/Payable Nil) | 3,217,247 | 12,807 |
| (B) Total outstanding dues of creditors other than micro enterprises and small enterprises | 15,795,285 | 28,974,722 |
| Total | 19,012,532 | 28,987,529 |
| NOTE - 23 | | |
| <u>Other Financial Liabilities</u> | | |
| Current Maturities of long term debts | 282,714 | 1,403,064 |
| Total | 282,714 | 1,403,064 |
| NOTE - 24 | | |
| <u>OTHER CURRENT LIABILITIES</u> | | |
| Advance from Customers | 25,562,174 | 18,995,693 |
| Other Statutory Dues Payable | 7,552,001 | 5,067,576 |
| Lease Rent And Interest thereon | 106,886,874 | 96,877,411 |
| Other Liabilities | 10,933,806 | 4,541,767 |
| Prepaid Rent Income (Ind As Adj) | 359,942 | 708,681 |
| Total | 151,294,797 | 126,191,128 |
| NOTE - 25 | | |
| <u>PROVISIONS</u> | | |
| <u>Short Term Provisions</u> | | |
| Provision For Leave Encashment | 244,586 | 513,800 |
| Provision For Gratuity | 211,421 | 3,349,860 |
| Total | 456,007 | 3,863,660 |

REMI PROCESS PLANT AND MACHINERY LTD

NOTES TO PROFIT AND LOSS ACCOUNT

| Particulars | Year Ended 31/03/2019 | Year Ended 31/03/2018 |
|--|--------------------------|--------------------------|
| Amount in (Rs.) | | |
| NOTE - 26 | | |
| Revenue from Operations: | | |
| (a) Sale of Products: | | |
| Local Sales | 160,398,196 | 168,109,358 |
| Export Sales | 410,951 | 463,402 |
| Trading Sales | - | 16,957,981 |
| Income from Wind Power | 5,842,296 | 4,743,567 |
| | 166,651,443 | 190,274,308 |
| (b) Other Operating Revenues: | | |
| Sale of scrap | 691,950 | 801,540 |
| Job Work & Service Charges | 349,140 | 956,144 |
| Conducting Charges | 11,400,000 | 9,500,000 |
| | 12,441,090 | 11,257,684 |
| | 179,092,533 | 201,531,992 |
| Revenue from operations | | |
| Product wise details | | |
| Process Plant and Machinery | 160,809,147 | 168,572,760 |
| Sale of Wind Power | 5,842,296 | 4,743,567 |
| Others | - | 16,957,981 |
| Total | 166,651,443 | 190,274,308 |
| NOTE - 27 | | |
| Other Income | | |
| (a) Interest | | |
| | 4,842,315 | 8,380,680 |
| (b) Other Non - Operating Income | | |
| Dividend Received | 6,069,859 | 2,611,025 |
| Rent Received | 6,363,738 | 6,116,238 |
| Rent Income (Ind AS Adj) | 348,739 | 411,660 |
| Income from Aventus Absolute Return Fund | 1,215,271 | 319,345 |
| Capital Gain on Sale of Investments | 3,310,260 | 3,670,260 |
| Increase in value of current Investments(Ind As Adj) | 807,779 | - |
| Excess Provision of Bonus W/Back | 158,529 | - |
| Miscellaneous Income | 1,360,598 | 636,591 |
| Total | 24,477,088 | 22,145,799 |
| NOTE - 28 | | |
| Cost of Materials consumed | | |
| Inventory at the beginning of the year | 14,999,702 | 17,763,667 |
| Add: Purchases | 75,816,835 | 69,183,054 |
| | 90,816,537 | 86,946,721 |
| Less: Inventory at the end of the year | 23,860,450 | 14,999,702 |
| Cost of Materials Consumed | 66,956,087 | 71,947,019 |
| Product wise details | | |
| Electric Motor | 8,786,118 | 8,836,227 |
| Gear Box | 11,966,636 | 15,324,776 |
| Steel Goods | 30,176,002 | 27,160,121 |
| Others | 16,027,331 | 20,625,895 |
| Total | 66,956,087 | 71,947,019 |
| NOTE - 29 | | |
| Purchases of Stock-in-Trade | | |
| Steamer Vessel | - | 15,860,400 |
| Total | - | 15,860,400 |
| NOTE - 30 | | |
| (a) (Increase) / decrease in inventories | | |
| Inventories at the end of the year | | |
| Work-in-progress | 12,413,083 | 5,950,712 |
| Finished goods | 4,337,243 | 6,006,448 |
| | 16,750,326 | 11,957,160 |
| (b) Inventories at the beginning of the year | | |
| Work-in-progress | 5,950,712 | 7,356,632 |
| Finished goods | 6,006,448 | 6,567,644 |
| | 11,957,160 | 13,924,276 |
| Net (Increase) / Decrease | (4,793,166) | 1,967,116 |

REMI PROCESS PLANT AND MACHINERY LTD

| Particulars | Year Ended 31/03/2019 | Year Ended 31/03/2018 |
|---|--------------------------|--------------------------|
| | Amount in (Rs.) | |
| NOTE - 31 | | |
| <u>Employee Benefit expenses:</u> | | |
| Salaries, wages and bonus etc. | 43,174,578 | 40,634,370 |
| Contribution to provident & Gratuity funds | 3,765,216 | 3,665,812 |
| Staff welfare expenses | 1,129,726 | 1,191,798 |
| Total | 48,069,520 | 45,491,980 |
| NOTE - 32 | | |
| <u>Finance Costs</u> | | |
| Interest expenses | 10,211,625 | 9,405,976 |
| Other Financial Charges | 383,250 | 615,054 |
| Interest expenses (Ind As Adj) | 361,678 | 407,062 |
| Total | 10,956,553 | 10,428,092 |
| NOTE - 33 | | |
| <u>Other Expenses:</u> | | |
| <u>Manufacturing Expenses :</u> | | |
| Power and fuel | 2,491,358 | 1,978,234 |
| Job Work Charges | 9,566,104 | 16,435,634 |
| Royalty | 1,601,232 | 454,596 |
| Excise duty on increase / (decrease) in Closing Stock of Finished Goods | - | (767,535) |
| Testing and Inspection | 263,122 | 285,566 |
| <u>Repairs and maintenance:</u> | | |
| Building | 145,292 | - |
| Machinery | 1,525,556 | 1,323,115 |
| Others | 1,450,082 | 1,308,426 |
| <u>Administrative, Selling & Other Expenses :</u> | | |
| Rent and Taxes | 1,331,420 | 1,300,399 |
| Insurance | 340,015 | 316,874 |
| Property Tax and Lease Rent | 8,725,812 | 8,725,812 |
| Travelling & Conveyance | 7,495,409 | 6,154,948 |
| Advertisement & Sales Promotion | 1,566,225 | 1,058,630 |
| Director Sitting Fees | 114,606 | 88,745 |
| Director Commission | 204,341 | 156,857 |
| Legal and professional fees | 5,196,136 | 3,366,317 |
| Commission on Sale | 87,942 | 132,536 |
| Late Delivery Charges | 2,657,360 | 1,532,399 |
| Bad Debts Written off | 1,915,086 | 49,396 |
| Sundry Balance w/off | 58,933 | - |
| Sales Tax & VAT | 149,755 | 1,052,674 |
| Loss on Sale of Fixed Assets | 74,202 | 121,102 |
| Loss of Goods in Transit | 10,000 | - |
| Loss in Foreign Currency transaction | 180,820 | 9,863 |
| Decrease in value of Investment as per IND AS (Net) | - | 159,588 |
| <u>Payment to auditors:</u> | | |
| (a) As auditors: | | |
| Audit fee | 125,000 | 60,000 |
| Tax audit fee | 50,000 | 35,000 |
| (b) In other capacity: | | |
| Other services | 21,000 | 61,500 |
| Reimbursement of expenses | 753 | 4,810 |
| Freight and Forwarding Charges | 1,840,680 | 2,364,182 |
| Bank Charges & Commission | 668,910 | 1,165,129 |
| Miscellaneous Expenses | 3,830,060 | 2,551,306 |
| Total | 53,687,211 | 51,486,103 |

34. The significant component and classification of deferred tax assets and liabilities on account of timing differences are as under: -

Deferred Tax Assets:

Retirement Benefits

Deferred Tax Liability:

Depreciation

Other comprehensive income & Ind AS adjustment

Net deferred tax asset / (liability) on account of timing difference

| As At 2018-2019 (₹) | As At 2017-2018 (₹) |
|---------------------------|---------------------------|
| | |
| 14,00,132 | 14,84,069 |
| 14,00,132 | 14,84,069 |
| | |
| (88,77,675) | (88,47,825) |
| (10,89,532) | -- |
| | |
| (85,67,075) | (73,63,756) |

35. Earning per Shares

a) Weighted average number of equity shares of ₹10/- each

i) Number of shares at the beginning of the year

ii) Number of shares at the end of the year

iii) Weighted average number of equity shares outstanding During the year.

b) Net profit after tax available for equity share-holders

c) Basic and diluted earnings per equity share

| 2018-2019 (₹) | 2017-2018 (₹) |
|-------------------|------------------|
| | |
| 17,60,000 | 17,60,000 |
| 17,60,000 | 17,60,000 |
| 17,60,000 | 17,60,000 |
| | |
| 181,21,356 | 158,84,187 |
| | |
| 10.30 | 9.03 |

36. Related parties disclosures: -

The related parties as per the terms of Ind AS-24, "Related Party Disclosures". (Specified under Section 133 of the Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are disclosed below.

Name of other Related parties with whom transactions have taken place during the year:-

(a) **Key Management Personnel (KMP)**

Shri Rajendra C. Saraf (till- 02-08-2018)

Shri Rishabh R.Saraf (w.e.f- 03-08-2018)

Shri Bhagirath Singh (CFO)

Shri Amit kumar Barange- Company Secretary (w.e.f.-01-01-19)

(b) **Enterprises in which KMP are Interested:**

Remi Edelstahl Tubulars Limited

Aura Realfinvest Private Limited

Dholishakti International

(c) **Relatives of KMP**

Rajendra Electricals Motor Industries

(d) **Non Executive Directors**

Shri Vishwambhar Saraf

Shri Ramkrishna Shriya

Shri Detlef Ernst Hans Klatt

Shri Rajendra C. Saraf (from 03-08-2018)

Smt Anita Bhartiya

(e) **Enterprises in which Non Executive Director are interested:**

Remi Elektrotechnik Limited
Remi International
STC Engineering GmbH

(f) **Relatives of Non Executive Directors**

Shri Ritvik Saraf

Notes to the Consolidated Financial Statement for the year Ended March-2019

(₹ In Lakhs)

| Transactions during the Year | Year Ended 31-Mar-19 | Year Ended 31-Mar-18 |
|---|-------------------------|-------------------------|
| <u>Sales of Goods & Services</u> | | |
| Remi Edelstahl Tubulars Limited | 0.75 | -- |
| Remi Elektrotechnik limited | 0.33 | 0.47 |
| <u>Purchase of Goods & Service</u> | | |
| Remi Edelstahl Tubulars Limited | 27.56 | 23.77 |
| Remi Elektrotechnik Limited | 33.74 | 23.73 |
| <u>Rent Received</u> | | |
| Remi Edelstahl Tubulars Limited | 7.65 | 7.03 |
| Dholishakti International | 9.56 | 9.50 |
| Rajendra Electrical Motor Industries | 6.37 | 6.33 |
| Remi Elektrotechnik Limited | 27.02 | 25.55 |
| Remi International | 3.19 | 3.16 |
| <u>Rent Paid</u> | | |
| Aura Realinvest Private Ltd | 21.00 | 21.00 |
| <u>Director Commission Paid</u> | | |
| Shri Vishwambhar Saraf | 2.04 | 1.57 |
| <u>Job Work & Testing Charges Paid</u> | | |
| Remi Edelstahl Tubulars Limited | 4.72 | 5.05 |
| Remi Elektrotechnik Limited | 0.38 | 1.86 |
| <u>Consultancy fee Paid</u> | | |
| STC- Engineering GmbH | 3.92 | 2.49 |
| <u>Rent Paid</u> | | |
| Shri Rishabh C. Saraf | 3.00 | 3.00 |
| Shri Ritvik V. Saraf | 3.00 | 3.00 |
| <u>Director Sitting fees Paid</u> | | |
| Non-Executive Directors | 1.14 | 0.88 |
| <u>Managerial Remuneration</u> | | |
| Shri Rajendra C. Saraf | 18.80 | 36.30 |
| Shri Bhagirath Singh (C.F.O.) | 40.48 | 35.40 |
| Shri Rishabh R. Saraf | 23.60 | -- |
| Shri Amit Kumar Barange | 1.05 | -- |

| (₹ In Lakhs) | | |
|--------------------------------------|-------------------------|-------------------------|
| Transactions during the Year | Year Ended 31-Mar-19 | Year Ended 31-Mar-18 |
| <u>Interest Received</u> | | |
| Remi Edelstahl Tubulars Limited | 14.60 | 40.68 |
| Remi Elektrotechnik Limited | 02.60 | 17.55 |
| <u>Reimbursement Received</u> | | |
| Remi Edelstahl Tubulars Limited | 8.00 | 6.65 |
| Dholishakti International | -- | 0.92 |
| Rajendra Electrical Motor Industries | | |
| Remi Elektrotechnik Limited | 12.34 | 10.39 |
| Remi International | | 0.35 |
| <u>Royalty Paid</u> | | |
| Rajendra Electrical Motor Industries | 17.98 | 5.09 |
| <u>Loan given to</u> | | |
| Remi Edelstahl Tubulars Limited | 2,014.45 | 1,690.00 |
| Remi Elektrotechnik Limited | 44.00 | 695.00 |

| (₹ In Lakhs) | | |
|--|-------------------------|-------------------------|
| Amount Due to / From Related Parties | As at March 31, 2019 | As at March 31, 2018 |
| <u>Loan & Advances Receivable</u> | | |
| Remi Edelstahl Tubulars Limited | 93.63 | 239.06 |
| Remi Elektrotechnik Limited | 0.72 | 0.95 |
| <u>Deposit Receivable</u> | | |
| Shri Rishabh C. Saraf | 1.50 | 1.50 |
| Shri Ritvik V. Saraf | 1.50 | 1.50 |
| <u>Deposit payable</u> | | |
| Remi Edelstahl Tubulars Limited | 6.78 | 6.78 |
| Dholishakti International | 4.05 | 4.05 |
| Rajendra Electrical Motor Industries | 2.70 | 2.70 |
| Remi Elektrotechnik Limited | 10.08 | 10.08 |
| Remi International | 1.35 | 1.35 |

| (₹ In Lakhs) | | |
|--|-------------------------|-------------------------|
| Amount Due to / From Related Parties | As at March 31, 2019 | As at March 31, 2018 |
| <u>Commission Payable</u> | | |
| Shri Vishwambhar Saraf | 2.04 | 1.57 |
| <u>Purchase of Good Payable</u> | | |
| Remi Edelstahl Tubulars Limited | 1.16 | -- |

Note

- The Transaction with related parties are made on terms equivalent to those that prevail in arm's Length transaction outstanding balances at the year end are unsecured. The Group has not recorded any impairment of receivable relating to amounts owned by the related parties. This assessment is undertaken each financial year through examining the Financial Position of the related party and the market in which the related party operates.

* excludes provision for gratuity & Compensated leave for key Managerial Personal as Separate Actuarial Valuation is not available.

37. Disclosures in respect of “Employee Benefits” :

(A) Defined Contribution Plans:

The Company has recognized the following amounts in the Profit and Loss Account for the year:

For the year ended March 31, 2019 (₹)

| | |
|---|---------------------------------|
| Contribution to Employees’ Provident Fund | 26,37,268 (25,85,274) |
| Total | 26,37,268 (25,85,274) |

(B) Defined Benefits Plans:

(i) Changes in the Present Value of Obligation

| | | Gratuity | Leave Encashment | Total |
|-----|--|-------------------------------------|---------------------------------|-------------------------------------|
| (a) | Present Value of Obligation as at April 1, 2018 | 1,34,73,852 (1,06,17,479) | 43,03,303 (45,97,810) | 1,77,77,155 (1,52,15,289) |
| (b) | Interest Cost | 9,16,461 (7,52,892) | 3,10,982 (3,06,137) | 12,27,443 (10,59,029) |
| (c) | Past Service Cost | -- (1,04,859) | -- (--) | -- (1,04,859) |
| (d) | Current Service Cost | 7,54,273 (7,34,258) | 5,11,155 (5,28,730) | 12,65,428 (12,62,988) |
| (e) | Benefits Paid | (29,21,769) (1,54,615) | (5,29,149) (8,08,307) | (34,50,918) (9,62,922) |
| (f) | Actuarial (Gain)/Loss | (19,25,250) (14,18,979) | 4,36,533 (3,21,067) | (14,88,717) (10,97,912) |
| (g) | Present Value of Obligation as at March 31, 2019 | 1,02,97,567 (1,34,73,852) | 50,32,824 (43,03,303) | 1,53,30,391 (1,77,77,155) |

| (ii) <u>Changes in the Fair value of Plan Assets:</u> | For the year ended March 31, 2019 |
|---|-------------------------------------|
| | Gratuity (₹) |
| (a) Present Value of Plan Assets as at April 1, 2018 | 1,15,12,350 (1,08,30,765) |
| (b) Expected Return on Plan Assets | 8,86,451 (7,68,462) |
| (c) Actuarial (Gain)/Loss | (1,94,585) (35,801) |
| (d) Employers’ Contributions | 8,03,699 (31,937) |
| (e) Employees’ Contributions | -- (--) |
| (f) Benefits Paid | (29,21,769) (1,54,615) |
| (g) Fair Value of Plan Assets as at March 31, 2019 | 1,00,86,146 (1,15,12,350) |

(iii) Amount recognized in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets:-

For the year ended March 31, 2019 (₹)

| | Gratuity | Leave Encashment | Total |
|---|---------------------------------------|---------------------------------|---------------------------------------|
| (a) Present Value of Funded Obligation as at March 31, 2019 | 1,02,97,567 (1,34,73,852) | 50,32,824 (43,03,303) | 1,53,30,391 (1,77,77,155) |
| (b) Fair Value of Plan Assets as at March 31, 2019 | (1,00,86,146) (1,15,12,350) | -- (--) | (1,00,86,146) (1,15,12,350) |
| (c) Present Value of Unfunded Obligation as at March 31, 2019 | -- (--) | 50,32,824 (43,03,303) | -- (--) |
| (d) Net Liability recognized in the Balance Sheet | 2,11,421 (19,61,502) | 50,32,824 (43,03,303) | 52,44,245 (62,64,805) |

(iv) Expenses recognized in the Profit and Loss Account

| | Gratuity | Leave Encashment | Total |
|--|-----------------------------------|--------------------------------|---------------------------------|
| (a) Current Service Cost | 7,54,273 (7,34,258) | 5,11,155 (5,28,730) | 12,65,428 (12,62,988) |
| (b) Past Service Cost | -- (1,04,859) | -- (--) | -- (1,04,859) |
| (c) Interest Cost | 9,16,461 (7,52,892) | 3,10,982 (3,06,137) | 12,27,443 (10,59,029) |
| (d) Expected Return on Plan Assets | (8,86,451) ((7,68,462)) | -- (--) | (8,86,451) (7,68,462) |
| (e) Net actuarial (Gain)/Loss | -- (--) | 4,36,533 (3,21,067) | 4,36,533 (3,21,067) |
| (f) Employees' Contribution | -- (--) | -- (--) | -- (--) |
| (g) Total Expenses recognized in the Profit and Loss Account | 7,84,283 (8,23,547) | 12,58,670 (5,13,800) | 20,42,953 (13,37,347) |

(v) Amount recognized in Other Comprehensive Income (OCI) :-

For the year ended March 31, 2019

| | Gratuity | Leave Encashment | Total |
|---|-----------------------------------|------------------|-----------------------------------|
| (a) Amount recognized in OCI, Beginning of period | 19,37,148 (5,53,970) | -- (--) | 19,37,148 (5,53,970) |
| (b) Reimbursement due to: | -- (--) | -- (--) | -- (--) |
| (c) Effect of Change in financial assumptions [C] | 1,20,566 ((3,37,118)) | -- (--) | 1,20,566 (3,37,118) |
| (d) Effect of Change in demographic assumptions [D] | -- (--) | -- (--) | -- (--) |
| (e) Effect of experience adjustments [E] | (20,45,816) (17,56,097) | -- (--) | (20,45,816) (17,56,097) |
| (f) Actuarial (Gains/Losses) (C+D+E) | (19,25,250) (14,18,979) | -- (--) | (19,25,250) (14,18,979) |
| (g) Return of Plan assets (excluding interest) | (1,94,585) (35,801) | -- (--) | (1,94,585) (35,801) |
| (h) Total remeasurements recognized in OCI | (17,30,665) (13,83,178) | -- (--) | (17,30,665) (13,83,178) |
| (i) Amount recognized in OCI, End of period | 2,06,483 (19,37,148) | -- (--) | 2,06,483 (19,37,148) |

(vi) Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at March 31, 2019

| | Percentage |
|---------------------------------------|-----------------------|
| (a) Government of India Securities | -- (--) |
| (b) Corporate Bonds | -- (--) |
| (c) Special Deposit Scheme | -- (--) |
| (d) Equity Shares of Listed Companies | -- (--) |
| (e) Property | -- (--) |
| (f) Insurer Managed Funds | 100% (100%) |
| (g) Others | -- (--) |

(vii) The overall expected rate of return on assets is based on the expectation of the average long term rate of return expected on investments of the Fund during the estimated term of the obligations.

(viii) The Actual Return on Plan Assets is as follows

| Particulars | (₹) |
|----------------------------------|-------------------------------|
| (a) Actual return on plan assets | 6,91,866 (8,04,263) |

(ix) Following are the Principal Actuarial Assumptions used as at the balance sheet date:

| Particulars | Gratuity | Leave Encashment |
|--|-------------------------|-------------------------|
| (a) Discount Rate | 7.55% (7.70%) | 7.55% (7.70%) |
| (b) Expected Rate of Return on Plan Assets | 7.55% (7.70%) | 0.00% (0.00%) |
| (c) Salary Escalation Rate | 6.00% (6.00%) | 6.00% (6.00%) |

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

| | | |
|-----|-----------------------------------|-----------------------|
| (x) | Sensitivity Analysis | 31 March, 2019 |
| | Defined Benefit Obligation (Base) | 1,02,97,567 |

| Sensitivity Analysis | Decrease | Increase |
|--|-------------|-------------|
| Discount Rate | 1,07,17,046 | 99,04,610 |
| Impact of increase/decrease in 50bps on DBO | 4.07% | -3.82% |
| Salary Growth Rate | 99,12,788 | 1,06,95,967 |
| Impact of increase/decrease in 50 bps on DBO | -3.74% | 3.87% |

38. The company operates in two segments namely manufacturing of process plant and machinery & wind power. Since the revenue, result and assets of wind power are below the prescribed criteria hence same is not treated as reportable segment.
39. **Contingent Liabilities not provided for:**
- Guarantees given by the Bankers on behalf of the Company ₹ **2,68,15,599/-** (P.Y. ₹ 2,94,73,867/-).
 - Letters of Credit ₹ **NIL** (P.Y. ₹ 11,89,627/-)
 - Sales Tax demands disputed in appeals ₹ **7,05,530/-** (P.Y. ₹ NIL).
 - Liability in respect of Lease rent including interest thereon disputed by the Company ₹ **3,78,00,258/-** (P.Y. ₹ 3,53,25,021/-)
 - Income tax demand disputed in appeal ₹ **11,26,380/-** (P.Y. ₹ 10,76,380/-)
40. Confirmations have not been received of debit and credit balances of the parties' accounts. Hence, the said balances are as per books of account only.
41. In the opinion of the Board, the current assets, loans and advances are approximately of the values stated if realized in the ordinary course of business. The provisions for all known liabilities are adequate and not in excess of the amounts reasonably necessary. There are no contingent liabilities other than those stated hereinabove.
42. The Company is holding leasehold land from MCGM for 60 years. The MCGM had demanded revised lease rent from March 2007 onwards. The Company represented to MCGM that the revised lease rent is not justified and has also requested them to reconsider the date from which the lease period should be calculated. The MCGM has not given any reply to the Company's representation, however, the Company is pursuing for favourable response. The Company has shown lease rent and interest thereon for the disputed period as contingent liability and has made provision of lease rent and interest till date. The company has also filed writ Petition before Hon'ble High Court of Bombay in the said matter.
43. Rent receivable in respect of assets given on operating lease in next one year is ₹**179.06** Lacs (P. Y. ₹ 151.26 Lacs), beyond one year to five years ₹ **360.58** Lacs (P. Y. ₹ 214.00 Lacs) and beyond five years ₹ **NIL** (P. Y. ₹ NIL).
44. **Value of Raw Material Consumed:**

| | Value (₹) | % of Total Consumption |
|--------------|-------------------------------------|---------------------------|
| Imported | 58,19,796 (2,31,899) | 8.69 (0.32) |
| Indigenous | 6,11,36,291 (7,17,15,120) | 91.31 (99.68) |
| TOTAL | 6,69,56,087 (7,19,47,019) | 100.00 (100.00) |

| | 2018-2019 (₹) | 2017-2018 (₹) |
|---|--------------------------|--------------------------|
| 45. a) Imports of Materials on C.I.F basis | 1,00,69,142 | -- |
| b) <u>Foreign Exchange Earnings:</u> | | |
| - FOB Value of Exports | 4,10,950 | 4,63,402 |
| c) <u>Expenditure in Foreign Currency:</u> | | |
| - Travelling Expenses | 10,09,401 | 17,11,669 |
| - Other Expenses | 3,93,778 | 2,64,665 |

46. Previous year's figures have been regrouped / recast / reclassified wherever necessary. Figures within brackets are for previous year.

SIGNATURE TO NOTES 1 TO 46.

AS PER OUR REPORT OF EVEN DATE ANNEXED

**FOR SUNDARLAL DESAI & KANODIA
CHARTERED ACCOUNTANTS
(Firm Registration No.110560W)**

FOR AND ON BEHALF OF BOARD

**Sd/-
(M.B. DESAI)
PARTNER
Membership No.33978**

**Sd/-
(V. C. SARAF)
CHAIRMAN
DIN:00161381**

**Sd/-
(R. R. SARAF)
EXECUTIVE DIRECTOR
DIN:00161435**

PLACE : MUMBAI (BHAGIRATH SINGH) (AMIT KUMAR BARANGE)
DATED : 30TH MAY, 2019 CHIEF FINANCIAL OFFICER COMPANY SECRETARY

REMI PROCESS PLANT AND MACHINERY LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L28920MH1974PLC017683, Web.: www.remigroup.com, Email: rppm_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 022-26852335

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No :

No. of Shares Held :

Sub: Process and Manner for Availing Remote E-Voting Facility

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on **Monday, the 30th September, 2019, at 1.00 P.M.**. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link **<https://www.evoting.nsdl.com>**.

The electronic voting particulars are set out below:

| EVEN (E-voting Event Number) | User ID | Password/ PIN |
|---|----------------|----------------------|
| 111410 | | |

The e-voting facility will be available during the following Remote E- voting period:

| Commencement of e-voting | End of e-voting |
|--|---|
| From 9.00 a.m. of 25th September, 2019 | Upto 5 p.m. of 29th September, 2019 |

Please read the instructions printed overleaf before exercising the votes.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on **Monday, the 30th September, 2019**.

Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. **23rd September, 2019**.

INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions below to cast their vote through Remote e-voting:

- (a) User ID and Password for e-voting is provided in the table on the face of this annexure to the Notice of Annual General Meeting (AGM). Please note that the Password is an Initial Password.
- (b) Launch internet browser by typing in the URL **<https://www.evoting.nsdl.com>**
- (c) Click on “Shareholder - Login.
- (d) put ‘User ID’ and Password’ as initial password/PIN as noted in step (a) above and click ‘Login’
- (e) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (f) Home page of “Remote e-voting” opens. Click on “Remote e-voting”: Active Voting Cycles.
- (g) Select “EVEN (E-Voting Event Number)” of **REMI PROCESS PLANT AND MACHINERY LIMITED**.
- (h) Now you are ready for “e-voting” as “Cast Vote” Page opens.
- (i) Cast your vote by selecting appropriate option and click “Submit” and also “Confirm” when prompted. Upon confirmation, the message ‘Vote cast successfully’ will be displayed. Kindly note that vote once cast cannot be modified.
- (j) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **rppmscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- (k) Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- (l) In case of any queries you may refer the frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the “downloads” section of **<https://www.evoting.nsdl.com>** or contact NSDL by email at **evoting@nsdl.co.in** or toll free no. 1800-222-990.

Registered & Corporate Office:

Remi Process Plant And Machinery Ltd.
REMI HOUSE
Plot No.11, Cama Industrial Estate,
Goregaon (E) Mumbai – 400 063
Ph. No.022-4058 9888
Fax No.022-2685 2335
Email: rppm_igrd@remigroup.com

Registrar and Share Transfer Agent:

Bigshare Services Private Limited
Unit: **Remi Process Plant And Machinery Ltd.**
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Makwana Road,
Marol, Andheri East, Mumbai 400059,
Tel: 022 62638200 Fax : 022 62638299
Email: investor@bigshareonline.com

REMI PROCESS PLANT AND MACHINERY LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L28920MH1974PLC017683, Web.: www.remigroup.com, Email: rppm_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 022-26852335

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

| | | |
|-------------------------|--|--|
| DPID No. | | Name & Address of the Registered Shareholder |
| Client ID No./Folio No. | | |
| No. of Shares Held | | |

(To be filled in if the Proxy attends instead of the Member/s)

I hereby record my presence at the **45th ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Monday, the 30th September, 2019**, at 1.00 P.M.

Note: Please complete this and signed at the time of handing over this slip.

Member's/ Proxy's Signature

Form No. MGT-11 PROXY FORM

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

| | | | |
|-------------------------|--|-------|--|
| Name of the member(s) : | | | |
| Registered address : | | | |
| E-mail Id : | | | |
| Folio No/ Client Id : | | DP ID | |

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

| | | | | |
|----|-------------|--|------------|------------------|
| 1. | Name : | | | |
| | Address : | | | |
| | E-mail Id : | | Signature: | |
| | | | | , or failing him |
| 2. | Name : | | | |
| | Address : | | | |
| | E-mail Id : | | Signature: | |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **45th Annual General Meeting** of the Company, to be held on **Monday, the 30th September, 2019** at 1.00 P.M. at the Company's Registered Office, **Remi House, Plot No.11, Cama Industrial Estate, Goregaon (E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

| No. | Description |
|-----|--|
| 1. | To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon. |
| 2. | To re-appoint Mr. Rajendra C. Saraf (DIN: 00161412) as Director, who retires by rotation. |
| 3. | To approve re-appointment of Mr. Ramkrishana Shriya (DIN:00027388), as an Independent Director of the Company. |
| 4. | To approve re-appointment of Mr. Detlef Ernst Hans Klatt (DIN:06602194), as an Independent Director of the Company. |
| 5. | To approve re-appointment of Mrs. Anita Bhartiya (DIN:01579145), as an Independent Director of the Company. |

Signed this _____ day of _____ 2019.

Signature of
shareholder :

Signature of Proxy
holder(s) :

Affix Re.1/-
Revenue
Stamp &
(sign across)

Note: This form of proxy in order to be effective, should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP