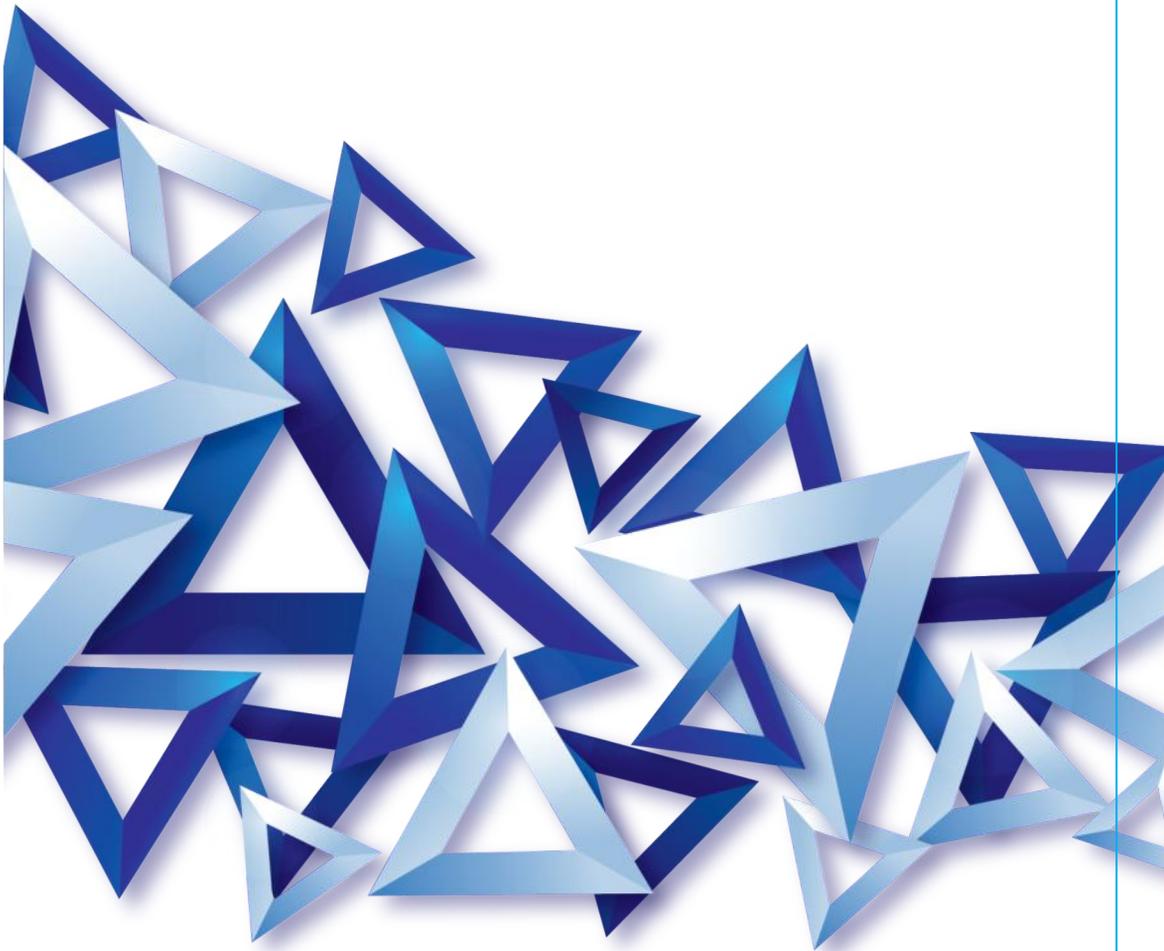


46<sup>th</sup>

# ANNUAL REPORT

2017-18



**REMSONS**<sup>®</sup>  
INDUSTRIES LIMITED

<b>CONTENTS</b>	<b>Page</b>
Board of Directors	1
Notice	2-16
Board's Report along with Annexure I to IV	17-40
Management Discussion And Analysis Report	41-42
Independent Auditor's Report	43- 47
Balance Sheet	48
Statement of Profit and Loss	49
Cash Flow Statement	50-51
Note 1 to 45 to the Financial Statements	52-90
Proxy Form	91-92
Attendance Slip	93
Letter Addressed to shareholders	94



**REMSONS**  
INDUSTRIES LTD.

---

**BOARD OF DIRECTORS :**

Mr. K. Kejriwal	Chairman & Managing Director
Mrs. C. K. Kejriwal	Whole-time Director
Mr. R. K. Kejriwal	Whole-time Director
Mr. A. K. Agrawal	Director- Finance & CFO
Mr. S. B. Parwal	Independent Director
Mr. S. K. Agarwal	Independent Director
Mr. P. N. Bhagat	Independent Director
Mr. S. J. Khanna	Independent Director

**COMPANY SECRETARY & COMPLIANCE OFFICER :**

Mr. Rohit Darji

**STATUTORY AUDITORS :**

M/s M L Bhuwania & Co. LLP  
Chartered Accountants, Mumbai

**BANKERS :**

State Bank of India

**REGISTERED OFFICE :**

401, 4<sup>th</sup> Floor, Gladiola, Hanuman Road, Vile Parle (East), Mumbai-400057  
Tel.: (022) 26113883, 26112368  
Email: remsons@vsnl.com, Website: www.remsons.com

**PLANTS :**

- 1/3 Mile Stone, Khandsa Road, Gurgaon - 122001
- Western House' A2/27, Somnath Industrial Estate, Daman-396210
- Diamond House' A2/3&4, Somnath Industrial Estate, Daman-396210
- A3/4, Somnath Industrial Estate, Daman-396210
- Goodluck House', Survey No. 729 /1, Ringanwada, Village Dabhel, Daman - 396210
- Golden House' Survey No. 647 /1A at Village Dunetha, Daman-396210
- Survey No. 146, Vilege Khadki, Pardi - 396121 (Gujarat)
- Survey No. 8/5, 8/6, & 8/7, Haresh Damania Compound, Village Ringanwada, Daman- 396210

**REGISTRAR AND SHARE TRANSFER AGENTS :**

**M/s. Sharex Dynamic (India) Private Limited**  
Unit 1, Luthra Industrial Premises,  
1st Floor, 44-E, M Vasanti Marg,  
Andheri Kurla Road, Safed Pool, Andheri (East) Mumbai - 400 072  
Tel: 022 - 28515606/644, 28516338; Fax: 022 28512885;  
Email: sharexindia@vsnl.com; Website: www.sharexindia.com

---



# **REMSONS**

## **INDUSTRIES LTD.**

### **REMSONS INDUSTRIES LIMITED**

(CIN: L51900MH1971PLC015141)

401, 4<sup>th</sup> Floor, Gladiola, Hanuman Road,

Vile Parle, (East), Mumbai - 400057,

Tel. : (022) 26113883, 26112368

Email id: remsons@vsnl.com, website: www.remsons.com

### **NOTICE**

**NOTICE** is hereby given that the 46<sup>th</sup> Annual General Meeting of the members of Remsons Industries Limited will be held on Monday, 24<sup>th</sup> September, 2018 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club, Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049 to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Directors' and the Auditors' thereon and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2018 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution** :

**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @ 13% (₹ 1.30 per share) on the 5713357 Equity Shares of ₹ 10/- each of the Company for the year ended 31<sup>st</sup> March, 2018 be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appear on the Company's Register of Members /

List of Beneficiaries as on Monday, 17<sup>th</sup> September, 2018 and that the dividend warrants / demand drafts be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment of dividend."

3. To appoint a Director in place of Mrs. Chand Kejriwal (DIN: 00513737), Whole-time Director, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Chand Kejriwal (DIN: 00513737), Director of the Company, who retired by rotation and being eligible, had offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

#### **SPECIAL BUSINESS:**

4. To reappoint Mr. Paresh N. Bhagat as an Independent Director and in this regard, if thought fit, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Paresh N. Bhagat (DIN : 00107783), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further five consecutive years from 1<sup>st</sup> April, 2019 to

31<sup>st</sup> March, 2024 and shall not be liable to retire by rotation;

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

5. To reappoint Mr. Rahul Kejriwal as Whole-Time Director of the Company and in this regard, if thought fit, pass the following resolution as a **Special Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force), in

accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the re-appointment of Mr. Rahul Kejriwal (DIN: 00513777) as Whole-Time Director of the Company, liable to retire by rotation, for a further period of 2 (two) years with effect from 1<sup>st</sup> June, 2018 on terms and conditions including remunerations as set out herein below be and is hereby approved, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and mutually agreed upon with Mr. Rahul Kejriwal:

Sr. No.	Particulars	Amount (in ₹)
1.	Salary (Basic)	₹1,50,000/- per month
2.	HRA	₹ 55,000/- per month
3.	Conveyance Allowance	₹ 30,000/- per month
4.	Education Allowance	₹ 20,000/- per month
5.	City Compensation Allowance	₹ 30,000/- per month
6.	Medical	Reimbursement of Medical Expenses and Insurance premium not exceeding ₹ 10,000/- per month
7.	Leave Travel Concession	As per rule of the Company not exceeding ₹48,000/- per annum.
8.	Provision of Motor Car	Motor Car with Driver or ₹ 25,000/- per month
9.	Provident and other funds including superannuation and gratuity	As per rules of the Company.
10.	Personal Accident Insurance	As per rules of the Company
11.	Leave encashment	Encashment of accumulated leaves as per the rules of the Company

**RESOLVED FURTHER THAT** in case the Company, during the currency of tenure of Mr. Rahul Kejriwal as referred above, has no profits or its profits are inadequate, the payment of salary, perquisites and other allowances as approved by this resolution shall

be payable as 'Minimum Remuneration' in the respective financial years to him, notwithstanding that the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act.



# REMSONS INDUSTRIES LTD.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

6. To reappoint Mr. Anil Kumar Agrawal as Whole Time Director (designated as Director Finance & CFO) of the Company and in this regard, if thought fit, pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), in

accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the re-appointment of Mr. Anil Kumar Agrawal (DIN: 00513805) as Whole Time Director (designated as Director Finance & CFO) of the Company, liable to retire by rotation, for a period of 2 (two) years with effect from 11<sup>th</sup> August, 2018 on terms and conditions including remunerations as set out herein below be and is hereby approved, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and mutually agreed with Mr. Anil Kumar Agrawal:

Sr. No.	Particulars	Amount (in ₹)
1.	Salary (Basic)	₹ 1,25,000/- per month
2.	HRA	₹ 21,000/- per month
3.	Conveyance Allowance	₹ 40,000/- per month
4.	Education Allowance	₹ 30,000/- per month
5.	Uniform Allowance	₹ 30,000/- per month
6.	Medical	₹ 1,250/- per month
7.	Bonus	₹ 1,000/- per month
8.	Adhoc Allowance	₹ 40,000/- per month
9.	Soft Furnishing Allowance	₹ 36,400/- per month
10.	Leave Travel Concession	As per rule of the Company not exceeding ₹48,000/- per annum.
11.	Provision of Motor Car	Motor Car with Driver or ₹ 25,000/- per month
12.	Provident and other funds including superannuation and gratuity	As per rules of the Company.
13.	Personal Accident Insurance	As per rules of the Company
14.	Leave encashment	Encashment of accumulated leaves as per the rules of the Company

**RESOLVED FURTHER THAT** in case the Company, during the currency of tenure of Mr. Anil Kumar Agrawal as referred above, has no profits or its profits are inadequate, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as 'Minimum Remuneration' in the respective financial years to him, notwithstanding that the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.”

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

**Place: Mumbai  
Dated: 11<sup>th</sup> August, 2018**

**Rohit Darji  
Company Secretary  
& Compliance Officer**

**Registered Office:**  
401, 4<sup>th</sup> Floor, Gladdiola, Hanuman Road,  
Vile Parle (East), Mumbai - 400057



**NOTES :**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORMS, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. The Statement pursuant to Section 102 of the Companies Act, 2013, with respect to Special Business is annexed hereto and forms part of the Notice.
3. The Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Annual General Meeting (including through e-voting) or any adjournment thereof.
4. Members/ Proxies are requested to bring duly filled Attendance Slip along with their copy of Annual Report at the Venue of the Meeting. Members who hold the shares in dematerialized form are requested to bring their client ID and D.P. ID for easier identification of attendance at the meeting.
5. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents (RTA), Sharex Dynamic (India) Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
6. Members are requested to forward all share transfers and other communications to the Registrar & Share Transfer Agents (RTA) of the Company and are further requested to always quote their Folio Number / DPID/ Client ID in all correspondences with the Company.
7. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) a brief resume and the relevant details of the Directors proposed to be appointed/re-appointed at the ensuing 46<sup>th</sup> Annual General Meeting (AGM) are stated in the Explanatory Statement of the Notice.
8. Relevant documents referred to in accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 18<sup>th</sup> September, 2018 to Monday, 24<sup>th</sup> September, 2018 (both days inclusive).
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are

- therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.
11. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
  12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
  13. Non Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.
  14. The dividend on Equity Shares as recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2018, if approved at the ensuing Annual General Meeting, will be paid to those members whose names stand registered in the Register of Members as on Monday, 17<sup>th</sup> September, 2018 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
  15. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

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

The e-mail ID provided shall be updated subject to the successful verification of their signatures as per records available with the RTA of the Company.
  16. The Register of Directors' and Key Managerial Personnel and their Shareholdings maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
  17. Members desirous of obtaining any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary at the Registered Office of the Company at least ten days in advance from the date of the meeting to enable the Company keep the information readily available at the meeting.
  18. The Notice of the 46<sup>th</sup> Annual General Meeting (AGM) and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members
-



who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by courier.

19. 98.28% of the total equity shares of the Company were held in dematerialized form as on 31<sup>st</sup> March 2018. Members desiring to dematerialize/ rematerialize their shares may forward their request directly to the Depository Participant with whom they have opened the account.
20. Route Map for the venue of the proposed AGM of the Company is appearing at the end of the Annual Report and is also uploaded on the website of the Company i.e. [www.remsons.com](http://www.remsons.com).
21. Members may also note that the 46<sup>th</sup> Annual Report for the year 2017-18 is also available on the website of the Company i.e. [www.remsons.com](http://www.remsons.com).
22. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
23. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice convening 46<sup>th</sup> AGM of the Company dated 11th August, 2018. The Company has engaged services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting through polling paper shall also be made available at the venue of the 46<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The E-voting is optional.

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

The e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off date i.e. Monday, 17<sup>th</sup> September, 2018.

The e-voting period commence on Friday, 21<sup>st</sup> September, 2018 (09:00 am) and ends on Sunday, 23<sup>rd</sup> September, 2018 (5:00 pm). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 17<sup>th</sup> September, 2018 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 pm on 23<sup>rd</sup> September, 2018. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

#### **E-VOTING**

##### **A. PROCEDURE AND INSTRUCTION FOR E-VOTING:**

- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- ii. Click on Shareholders.
- iii. Now Enter User ID

- a) For CDSL: 16 digits beneficiary ID,  
 b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
 c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. Members holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then existing password is to be used.
- vi. If a first time user follow the steps given below:

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

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the DEMAT holders for voting for resolution of any other company on which they are eligible to vote, provided that member opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the 'Remsons Industries Limited' on which members choose to vote.
- xi. On the voting page, members will see 'RESOLUTION DESCRIPTION' and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies assent to the Resolution and option NO implies dissent to the Resolution.
- xii. Click on the 'RESOLUTION FILE LINK' if members wish to view the entire Resolution details.
- xiii. After selecting the resolution members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm vote, click on "OK", else to change vote, click on "CANCEL" and accordingly modify vote.
- xiv. Once the members 'CONFIRM' their vote on the resolution, they will not be allowed to modify their vote.
- xv. Members can also take out print of the voting done by clicking on "Click here to print" option on the Voting page.



- xvi. If DEMAT account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on the mobile.
- xviii. Note for Non - Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- B. GENERAL:**
- a) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September, 2018, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c) However, if members are already registered with CDSL for e-voting then they can use their existing user ID and password for casting the vote. In Case members forget their password, they can reset the same by using "Forgot User Details/Password" option available on [www.evotingindia.co.in](http://www.evotingindia.co.in).
- d) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.
- e) The facility for voting through polling papers shall be made available at the venue of the 46<sup>th</sup> Annual General Meeting for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- f) A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- g) In case, shareholders cast their vote through both e-voting and voting through polling paper, then vote casted through e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- h) The Chairman shall, at the AGM, on completion of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- i) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a

person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- j) The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.remsons.com and on the website of CDSL www.evotingindia.com immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The result will immediately be forwarded to the BSE Limited and National Stock Exchange of India Limited and the same will be available on the website www.bseindia.com and www.nseindia.com.

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

##### ITEM NO. 4

The Members of the Company, at the 42<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 had approved the appointment of Mr. Paresh N. Bhagat, as an Independent Director of the Company, whose term is due to expire on 31<sup>st</sup> March, 2019.

According to the provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 (the Act) an Independent Director can hold office for a term of upto five consecutive years on the Board of a Company, however shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Act and in view of experience of over 35 years in Financial Services as Promoter and Chairman of Mangal Keshav Group of Companies, continued valuable guidance to the management and strong Board performance of Mr. Paresh N. Bhagat, it is proposed to re-appoint him for a second term as an Independent Director of the Company for a further period of five years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

Pursuant to Section 160(1) of the Companies Act, 2013, the Company has received a notice in writing

from one of the Members of the Company signifying his candidature as a director for a second term of five years as Independent Director.

In the opinion of the Board, Mr. Paresh N. Bhagat fulfills the conditions specified in the Act for an Independent Director and he is independent of the management. Copy of the draft letter for re-appointment of Mr. Paresh N. Bhagat as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, except Saturdays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Paresh N. Bhagat as an Independent Director. Accordingly, the Board recommends passing of the Resolution set out at Item No. 4 of the Notice as a Special Resolution.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 'General Meeting' is given in the annexure to the Notice.

Mr. Paresh N. Bhagat is not holding any shares in the Company.

Except Mr. Paresh N. Bhagat being an appointee, none of the Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

##### ITEM NO. 5

Mr. Rahul Kejriwal, aged 39 years is Bachelor of Commerce from Narsee Monjee College, Mumbai. His current term as Whole Time Director of the Company expired on 31<sup>st</sup> May, 2018. Considering his performance and contribution as Whole Time Director of the Company, the Board of Directors on



# **REMSONS**

## **INDUSTRIES LTD.**

---

recommendation of Nomination and Remuneration Committee and approval of the Audit Committee of the Company, re-appointed Mr. Rahul Kejriwal as Whole Time Director of the Company for a further period of two (2) years w.e.f. 1<sup>st</sup> June, 2018 on the terms and conditions as mentioned in the resolution as set out at Item no. 5 of Notice of 46<sup>th</sup> AGM of the Company, subject to approval of the members of the Company.

The additional details required to be given pursuant to clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013, are provided in annexure to the Notice of 46<sup>th</sup> AGM of the Company.

The Board recommends Special Resolution as set out at Item no. 5 of the Notice of 46<sup>th</sup> AGM of the Company for your approval.

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

approval of by the Audit Committee of the Company, re-appointed Mr. Anil Kumar Agrawal as Whole Time Director (designated as Director- Finance & CFO) of the Company for a further period of two (2) years w.e.f. 11<sup>th</sup> August, 2018 on the terms and conditions mentioned in the resolution as set out at Item no. 6 of Notice of 46<sup>th</sup> AGM of the Company, subject to approval of the members.

The additional details required to be given pursuant clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013, are provided in annexure to the Notice of 46<sup>th</sup> AGM of the Company.

The Board recommends the Special Resolution as set out at Item no. 6 of the Notice of 46<sup>th</sup> AGM of the Company for your approval.

Except Mr. Anil Kumar Agrawal being an appointee, none of the Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

### **ITEM NO. 6**

Mr. Anil Kumar Agrawal, aged 42 years is a Post Graduate in Commerce and a Fellow Member of Institute of Chartered Accountants of India. His current term as Whole Time Director expired on 10<sup>th</sup> August, 2018. Considering his performance and contribution as Whole Time Director (designated as Director - Finance & CFO) of the Company, the Board of Directors, on recommendation of Nomination and Remuneration Committee and

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

**Place: Mumbai  
Dated: 11<sup>th</sup> August, 2018**

**Rohit Darji  
Company Secretary  
& Compliance Officer**

**Registered Office:**  
401, 4<sup>th</sup> Floor, Gladdiola, Hanuman Road,  
Vile Parle (East), Mumbai - 400057

**46<sup>th</sup> ANNUAL REPORT 2017-2018**

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

<b>Name of Director</b>	<b>Mrs. Chand Kejriwal</b>	<b>Mr. Paresh N. Bhagat</b>	<b>Mr. Rahul Kejriwal</b>	<b>Mr. Anil Kumar Agrawal</b>
<b>Designation</b>	Whole-Time Director	Independent Director	Whole-Time Director	Director-Finance & CFO
<b>DIN</b>	00513737	00107783	00513777	00513805
<b>Date of Birth</b>	5 <sup>th</sup> October, 1956	5 <sup>th</sup> September, 1959	29 <sup>th</sup> August, 1979	5 <sup>th</sup> August, 1976
<b>Age</b>	62 years	59 years	39 years	42 years
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of Appointment in current position</b>	1 <sup>st</sup> April, 2016	5 <sup>th</sup> February, 2014	1 <sup>st</sup> June, 2016	11 <sup>th</sup> August, 2016
<b>Expertise in specific functional areas</b>	General Administration, Marketing, Human Resource Management	Experience of over 35 years in Financial Services. Promoter and Chairman of Mangal Keshav Group of Companies.	Expertise in Production and Marketing.	Finance, Accounts, Banking, Taxation and General Administration.
<b>Qualifications</b>	Inter (Arts), University of Bombay	B. Com from University of Bombay	B. Com from Narsee Monjee College, Mumbai	M.Com from University of Rajasthan, Jaipur and Fellow Member of Institute of Chartered Accountants of India.
<b>Directorship held in other Companies</b>	None	1. Paresh Infrastructure Pvt. Ltd. 2. MK Commodity Brokers Ltd. 3. Mangal Keshav Capital Ltd. 4. Mangal Keshav Securities Ltd. 5. Skyfire Consultancy Pvt. Ltd. 6. Skyfire Stories Pvt. Ltd.	1. Goodluck Electronics Pvt. Ltd. 2. Remsons Cable Industries Pvt. Ltd.	None
<b>Chairmanship / Membership of the Committees of the Board of Directors of other Listed Company</b>	None	None	None	None
<b>Disclosure of relationships between directors inter-se</b>	She is wife of Mr. Krishna Kejriwal, Chairman & Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director of the Company	He is not related with any Director or Key Managerial Personnel as per provisions of Section 2(77) of the Companies Act, 2013.	He is son of Mr. Krishna Kejriwal, Chairman & Managing Director and Mrs. Chand Kejriwal, Whole Time Director of the Company	He is not related with any Director or Key Managerial Personnel as per provisions of Section 2(77) of the Companies Act, 2013.
<b>Shareholding in the Company</b>	17,08,444 Equity shares of Rs.10/- each	NIL	3,06,851 Equity shares of Rs.10/- each	28 Equity shares of ₹ 10/- each
<b>No. of Board Meetings attended during FY 2017-18</b>	4	2	3	4



# REMSONS INDUSTRIES LTD.

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

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

I		General Information	
	(1)	Nature of industry	Remsons an Original Equipment Manufacturer (OME) supplying to two, three, four wheelers manufacturers all over India and exports Globally. Control cables also known as Bowden cables globally are supplied by Remsons to International OEM's. Remsons also manufacturers Gear Shifters that are Dash Mounted & Floor Mounted for four wheeler and Light, medium and heavy duty truck applications..
	(2)	Date or expected date of commencement of commercial production.	The Company is in existence and operation since 1971.
	(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.	Not Applicable
	(4)	Financial performance based on given indicators (during the year ended 31 <sup>st</sup> March, 2018)	EPS: ₹ 6.03 Return on Networth: 5.93%
	(5)	Foreign investments or collaborators, if any	Nil
II		Information about the appointees	
	A	Mr. Rahul Kejriwal	
	1	Background details	Mr. Rahul Kejriwal, aged 39 years, is a Commerce Graduate from Narsee Monjee College, Mumbai and having 15 years of experience in the field of Marketing. Mr. Rahul Kejriwal has made significant contribution in the area of production, designs, innovation, exports, business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.
	2	Past Remuneration	₹ 21.05 Lakhs per annum
	3	Recognition or awards	Mr. Rahul Kejriwal is Commerce Graduate from Narsee Monjee College, Mumbai.
	4	Job profile and his suitability	Mr. Rahul Kejriwal would be responsible for the day to day affairs of the Company under supervision of Mr. K. Kejriwal Managing Director and overall control of the Board of Directors of the Company. Considering the qualification, experience, proven track record and performance of Mr. Rahul Kejriwal and contribution made by him for the growth of the Company as well as capacity to

			manage the emerging challenges in the times to come, the re-appointment of Mr. Rahul Kejriwal as Whole-Time Director would be beneficial to the Company.
5	Remuneration proposed		₹40.40 Lakhs per annum approx.
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.		Considering his rich experience, the terms of the remuneration payable to Mr. Rahul Kejriwal are considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		Mr. Rahul Kejriwal has no other pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoter, holding shares in the Company and son of Mr. Krishna Kejriwal, Chairman & Managing Director and Mrs. Chand Kejriwal Whole Time Director of the Company.
<b>B</b>	<b>Mr. Anil Kumar Agrawal</b>		
1	Background details		Mr. Anil Kumar Agrawal, aged 42 years, is a Post Graduate in Commerce and Fellow Member of Institute of Chartered Accountants of India and having 15 years of experience in the field of accounts, finance, banking, taxation and overall administration. He has made significant contribution in the area of Finance & Business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfiled Projects.
2	Past Remuneration		₹28.52 Lakhs per annum
3	Recognition or awards		Mr. Anil Kumar Agrawal is Gold Medalist in graduation from the University of Rajasthan.
4	Job profile and his suitability		Mr. Anil Kumar Agrawal would be responsible for the day to day affairs of the Company under supervision of Mr. K. Kejriwal Managing Director of the Company. Considering the qualification, experience, proven track record and performance of Mr. Anil Kumar Agrawal and contribution made by him for the growth of the Company as well as capacity to handle emerging challenges in the times to come, the re-appointment of Mr. Anil Kumar Agrawal as Director - Finance & CFO would be beneficial to the Company.
5	Remuneration proposed		₹43.00 Lakhs per annum (approx.)
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position		Considering his rich experience, the terms of the remuneration payable to Mr. Anil Kumar Agarwal are considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.



# **REMSONS**

## **INDUSTRIES LTD.**

	7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He does not have other any pecuniary relationship directly or indirectly with Company and other managerial personnel.
<b>III</b>		<b>Other Information</b>	
	1	Reasons of loss or inadequate profits	The Company has maintained healthy growth in operating income over the past three years with the consistent profit margins and profitability. The Company has long standing experience in the auto ancillary industry and has established client base in automobile industry. The Company intends to increase its share of revenue from the after-market which may not only support operating margin but will also insulate the company from the volatility in demand from the automobile sector. The Company's business prospects are mainly dependent upon the growth and prospects of the automobile industry as a whole. The automotive component industry over the past few years has become extremely competitive following the entry of several players in the industry. Performance of the automobile manufacturing companies affects the profitability of the Company.
	2	Steps taken or proposed to be taken for improvement	The Company has initiated several measures to improve its profitability. It has strengthened and consolidated operations of various manufacturing units at different locations to ensure uniformity and better administration. Further, to survive in the competitive era, more and more orders from the global as well as domestic OEM Market are planned to be procured in addition to achieve higher production by deploying all its resources and capacities available and by choosing right product mix with application of various cost cutting measures without of course, compromising on the quality of its products.
	3	Expected increase in productivity and profits in measurable terms	The Company expects price of steel, the main raw material, to remain stable. Upsurge in demand for automobile industry will certainly have a positive bearing on the auto component industry.

## BOARD'S REPORT

To  
The Members,  
Remsons Industries Limited

Your Directors take pleasure in presenting the 46<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended on 31<sup>st</sup> March, 2018.

## 1. FINANCIAL HIGHLIGHTS :

	₹ in Lakhs	
	Year ended 31 <sup>st</sup> March, 2018	Year ended 31 <sup>st</sup> March, 2017
Revenue from operations and Other Income (Net)	13258.43	13358.12
Profit before interest, Depreciation, tax and extra ordinary items	961.40	327.77
Less: (i) Financial expenses	254.70	230.00
(ii) Depreciation / Amortization	251.62	242.49
<b>Profit / (Loss) before tax</b>	<b>455.08</b>	<b>(144.72)</b>
Less: Tax-Provision: -Current Tax	90.22	(0.29)
-Deferred tax liabilities/ (Assets)	20.28	(66.14)
<b>Profit / (Loss) after tax</b>	<b>344.58</b>	<b>(78.29)</b>
Other Comprehensive Income	(5.53)	(7.38)
<b>Total Comprehensive Income for the year</b>	<b>339.05</b>	<b>(85.67)</b>

## 2. ADOPTION OF INDAS :

The Company has adopted the Indian Accounting Standard ('Ind AS') w.e.f. 1<sup>st</sup> April, 2017 with a transition date of 1<sup>st</sup> April 2016. These financial statements have been prepared in accordance with the recognition and measurement principles stated therein and as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and the other accounting principles generally accepted in India. Accordingly, the previous year figures are recasted/reclassified to make them Ind AS compliant.

## 3. OPERATIONS:

During the year under review, revenue from operations and other income of the Company were ₹ 13258.43 Lakhs (previous year ₹ 13358.12 Lakhs) profit before interest,

depreciation and tax was ₹ 455.08 Lakhs (previous year loss ₹ 144.72 Lakhs) and the Net profit was placed at Rs. 339.05 Lakhs (previous year Loss ₹ 85.67 Lakhs).

## 4. EXPANSION :

Indian Automobile Industry, is experiencing steady growth and your Company also expects balanced growth in future. The expansion of global automobile industries has resulted into the corresponding demand for the auto ancillaries. Order position of the Company is satisfactory. Your Company shall continue to upgrade its manufacturing and test facilities to meet the requirement of the customers. Your Directors are confident that with the up-gradation, the Company will be in a better position to secure additional business, both, from existing as well as new customers.

## 5. EXPORTS :

During the year under review Exports were better at Rs. 1922.02 Lakhs as compared to ₹ 1,414.32 Lakhs in the previous year.

**REMSONS (EUROPE)**, our marketing set up in Europe continues to provide excellent Engineering and logistics support to our overseas OEM customers. Mr. Geoffery Hill, Director - Business Development and Mr. John Glover, Director - Engineering, being in the Automotive Cable and Gear Shift business since long are well versed with the overseas OEM Market and have been a good support to our export business. They continue and endeavor to seek additional business from existing and new customers. We are hopeful that during this year, we should be able to affect a further increase in our export business.

The Company has received an additional long term export order from one of its overseas customer. The Company has set up separate manufacturing line to execute this export and the production started from January, 2018. Your Company endeavors its best to secure more and more export orders.

## 6. CREDIT RATING :

For the year ended 31<sup>st</sup> March, 2018 ICRA Limited has accorded a long term rating at '(ICRA) BB+' (pronounced ICRA double B plus) and short term rating of '(ICRA) A4+' (pronounced ICRA A four plus) for Line of Credit of the Company for ₹ 22.20 Crore. The outlook for long term rating is "Stable".



**7. DIVIDEND AND TRANSFER TO RESERVES:**

Your Directors have pleasure in recommending payment of dividend of ₹ 1.30 (previous year nil) being 13% on face value of Equity Share of ₹ 10/- each. This will absorb total cash outflow of ₹ 74,27,364/- (previous year Nil) including Corporate Dividend Distribution Tax of ₹ 15,12,025/- (previous year Nil).

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

**8. SHARE CAPITAL OF THE COMPANY:**

The paid up equity share capital of your Company as on 31<sup>st</sup> March, 2018 was at ₹ 5,71,33,570/- (Rupees Five Crore Seventy One Lakhs Thirty Three Thousand Five Hundred Seventy only) divided into 57,13,357 Equity shares of the face value of ₹10/- (Rupee Ten) each. There was no change in share capital of the Company during the financial year 2017-18.

**9. PUBLIC DEPOSITS :**

During the year under review, the Company has not accepted or renewed any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

**10. SUBIDIARY, JOINT VENTURE AND ASSOCIATE COMPANIES :**

The Company did not have any subsidiary, joint venture or associate company during the financial year 2017-18.

**11. LISTING:**

The Equity shares of the Company are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The Company has paid the requisite listing fees to the said Stock Exchanges for the financial year 2017-18.

**12. EXTRACT OF ANNUAL RETURN :**

An extract of Annual Return in Form MGT-9 is appended to this Report as **Annexure I**.

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

**a) Retirement by rotation**

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mrs. Chand Kejriwal, (DIN: 00513737), Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, has offered herself for re-appointment.

**b) Appointment/ Re-appointment**

Pursuant to the provisions of Section 149 of the Companies Act, 2013, Mr. Paresh N. Bhagat (DIN: 00107783) was appointed as (Non-Executive) Independent Director for five consecutive years by the members of the Company in its 42<sup>nd</sup> Annual General Meeting held on 30<sup>th</sup> September, 2014 and holds office upto 31<sup>st</sup> March, 2019.

Mr. Paresh N. Bhagat is eligible for re-appointment as (Non-Executive) Independent Director for another term of 5 consecutive years. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 and based on the recommendation of Nomination and Remuneration Committee of the Company, the Board recommends for approval of members through Special Resolution in 46<sup>th</sup> Annual General Meeting for his re-appointment as (Non - Executive) Independent Director for another five consecutive years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.

The Board of Directors of the Company, in its meeting held on 28<sup>th</sup> May, 2018:

- Re-appointed Mr. Rahul Kejriwal (DIN: 00513777), as Whole Time Director of the Company for further period of two years with effect from 1<sup>st</sup> June, 2018, subject to approval of the shareholders at the 46<sup>th</sup> Annual General Meeting of the Company; and
- Re-appointed Mr. Anil Kumar Agrawal (DIN: 00513805), as Whole Time Director (designated as Director - Finance & CFO) of the Company for further period of two years with effect from 11<sup>th</sup> August, 2018, subject to approval of the shareholders at the 46<sup>th</sup> Annual General Meeting of the Company.

Pursuant Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume of the Directors proposed to be re-appointed in the ensuing Annual General Meeting are provided in Notice of 46th Annual General Meeting of the Company.

Your Board recommends the re-appointment of the above Directors for the approval of the Members at the 46<sup>th</sup> Annual General Meeting of the Company.

**c) Declaration from Independent Directors:**

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

**d) Annual evaluation of performance by the Board:**

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

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

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

During the year under review, the Nomination and Remuneration Committee reviewed the performance of all the executive and non-executive directors.

**e) Key managerial Personnel (KMP)**

The Key Managerial Personnel of the Company are as follows:

**Name of the Director Designation**

Mr. Krishna Kejriwal	Chairman & Managing Director
Mrs. Chand Kejriwal	Whole-Time Director
Mr. Rahul Kejriwal	Whole-Time Director
Mr. Anil K. Agrawal	Director-Finance & CFO
Mr. Rohit Darji	Company Secretary & Compliance officer

**14. DIRECTORS' RESPONSIBILITY STATEMENT:**

Your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them and as required under Section 134(3)(c) of the Companies Act, 2013 state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year 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 this 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 on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. 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.

**15. MEETINGS OF THE BOARD OF DIRECTORS:**

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

During the year under review, the Board met 4 (Four) times on 27<sup>th</sup> May, 2017, 26<sup>th</sup> August, 2017, 12<sup>th</sup> December, 2017 and 9<sup>th</sup> February, 2018. As stipulated, the gap between two board meetings did not exceed one hundred and twenty days.

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

Name of Directors	Designation	No. of Meetings	
		Held	Attended
Mr. Krishna Kejriwal	Chairman & Managing Director	4	3
Mrs. Chand Kejriwal	Whole-Time Director	4	4
Mr. Rahul Kejriwal	Whole-Time Director	4	3
Mr. Anil K. Agrawal	Director-Finance & CFO	4	4
Mr. S. B. Parwal	Independent Director	4	3
Mr. S. K. Agarwal	Independent Director	4	4
Mr. P. N. Bhagat	Independent Director	4	2
Mr. S. J. Khanna	Independent Director	4	3

**a) SEPARATE MEETING OF INDEPENDENT DIRECTORS:**

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013, a separate meeting of the Independent Directors of the Company was held on 9<sup>th</sup> February, 2018 to review the performance of non-independent directors and the Board as whole, evaluation of the performance of the Chairman and the flow of communication between the Board and the management of the Company.

**b) COMMITTEES OF THE BOARD OF DIRECTORS :**

Presently, there are three Committees of the Board, as follows:

- I. Audit Committee;
- II. Nomination and Remuneration Committee and
- III. Stakeholders' Relationship Committee.

**I. Audit Committee:**

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

During the financial year 2017-18, the Audit Committee met 4 (four) times on 27<sup>th</sup> May, 2017, 26<sup>th</sup> August, 2017, 12<sup>th</sup> December, 2017 and 9<sup>th</sup> February, 2018. The composition of the Audit Committee and the number of meetings attended by each member during the year 2017-18 are as follows:

Name of the Members	Designation	No. of Meetings	
		Held	Attended
Mr. S. B. Parwal	Chairman	4	3
Mr. P. N. Bhagat	Member	4	2
Mr. S. K. Agarwal	Member	4	4
Mr. Krishna Kejriwal	Member	4	3

The Company Secretary acts as the Secretary to the Committee.

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

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

## II. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is duly constituted as per the provisions of Section 178 of the Companies Act, 2013. During the financial year 2017-18, the Nomination and Remuneration Committee met 2 (two) times viz. 27<sup>th</sup> May, 2017 and 26<sup>th</sup> August, 2017. The composition of the Nomination and Remuneration Committee and the number of meetings attended by each member during the year 2017-18 are as follows:

Name of Members	Designation	No. of Meetings	
		Held	Attended
Mr. S. K. Agarwal	Chairman	2	2
Mr. S. B. Parwal	Member	2	2
Mr. S. J. Khanna	Member	2	1

The Company Secretary acts as the Secretary to the Committee.

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

- Formulate criteria for determining qualifications, positive attributes and independence of Directors and evaluating the performance of the Board of Directors.
- Identification and assessing potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as Directors / Independent Directors on the Board and as Key Managerial Personnel.
- Formulate a policy relating to remuneration for the Directors, Committee and also the Senior Management Employees.



### III. Stakeholders' Relationship Committee :

The Stakeholders' Relationship Committee is duly constituted as per the provisions of Section 178 of the Companies Act, 2013. During the financial year 2017-18, the Stakeholders' Relationship Committee met 4 (four) times viz. 27<sup>th</sup> May, 2017, 26<sup>th</sup> August, 2017, 12<sup>th</sup> December, 2017 and 9<sup>th</sup> February, 2018. The composition of the Nomination and Remuneration Committee and the number of meetings attended by each member during the year 2017-18 are as following :

Name of Members	Designation	No. of meetings	
		Held	Attended
Mr. S. B. Parwal,	Chairman	4	3
Mr. Krishna Kejriwal	Member	4	3
Mr. Anil K. Agrawal	Member	4	4

The Company Secretary acts as the Secretary to the Committee.

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

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

### 16. APPOINTMENT AND REMUNERATION POLICY:

Pursuant to provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination & Remuneration Committee, the Board has adopted a policy for selection, appointment and remuneration of Directors and Key Managerial Personnel. The salient features of Remuneration Policy are mentioned below:

#### Selection :

Any person to be appointed as a Director on the Board of Director of the Company or as KMP or Senior Management Personnel, including Independent Directors, shall possess appropriate skills, experience and knowledge in one or more

fields of sciences, actuarial sciences, banking, finance, economics, law, management, sales, marketing, administration, research, corporate governance or technical operations.

Any person to be appointed as a Director on the Board of the Company shall possess the relevant experience and shall be able to provide policy directions to the Company, including directions on good corporate governance.

While appointing any person as Chief Executive Officer, Managing Director or a Whole-Time Director of the Company, his / her educational qualification, work experience, industry experience, etc. shall be considered.

#### Remuneration of Managing Director:

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

#### Remuneration of Non-Executive Directors :

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

Companies (Appointment and Remuneration of Managerial Remuneration Rules, 2014.

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

#### Remuneration of Senior Management Employees :

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

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

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

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

#### 17. DIRECTORS FAMILIARISATION PROGRAMME:

The Company undertakes and makes necessary provision for appropriate induction programme for new Directors and ongoing training for existing Directors. The new directors are introduced to the Company culture through appropriate training programmes. Such kind of training programmes help in developing relationship of the directors with the Company and familiarise them with Company processes. The management provides such information and training either at the meeting of Board of Directors or at other places.

The induction process is designed to:

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

Upon appointment, Directors receive a letter of appointment setting out in detail the terms of appointment, duties, responsibilities and expectations from them.

#### 18. VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

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

The Company promotes ethical behaviour in all its business activities and has adopted a mechanism of reporting illegal or unethical behaviour. The Company has a whistle blower policy wherein the employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor or such other person as may be notified by the management to the employees / workers. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairperson of the Audit Committee in the exceptional cases. The confidentiality of those reporting violation is maintained and they are not subjected to any discriminatory practice. However, no violation of laws or unethical conduct etc. was brought to the notice of the Management or Audit Committee during the year ended 31<sup>st</sup> March, 2018. We affirm that during the financial year 2017-18, no employee or director was denied access to the Audit Committee. The Vigil mechanism / Whistle Blower Policy is available on the website of the Company at [http://remsons.com/%20wp-content/uploads/2017/03/1442906096\\_vigil-mechanism-policy.pdf](http://remsons.com/%20wp-content/uploads/2017/03/1442906096_vigil-mechanism-policy.pdf)

#### 19. STATUTORY AUDITORS :

As per provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the Members of the Company in their 45<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2017 appointed M/s. M. L. Bhuwania & Co. LLP, Chartered Accountants, (FRN: 101484W/W-100197), as Statutory Auditors of the Company for a term of consecutive 5 years i.e. to hold office from the conclusion of 45<sup>th</sup> Annual General Meeting till the conclusion of 50<sup>th</sup> Annual General Meeting of the Company to be held for the

financial year ending 31<sup>st</sup> March, 2022, subject to the ratification by members of the Company every year.

However, the aforesaid Section 139 is amended by the Companies (Amendment) Act, 2017 w.e.f. 7<sup>th</sup> May, 2018 and as per amended section, the appointment of auditors is no more required to be ratified every year in Annual General Meeting. Accordingly, the ratification of appointment of M/s. M. L. Bhuwania & Co. LLP, Chartered Accountants as Statutory Auditors of the Company is no more required and they will hold office upto the conclusion of 50th Annual General Meeting of the Company to be held for the financial year ending on 31<sup>st</sup> March, 2022.

M/s. M. L. Bhuwania & Co. LLP, Chartered Accountants has furnished written confirmation to the effect that they are not disqualified from acting as the Statutory Auditors of the Company in terms of the provisions of Section 139 and 141 of the Companies Act, 2013 and Rules framed thereunder.

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

The Auditors' Report on the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 does not contain any qualification, reservation or adverse remark.

**21. SECRETARIAL AUDIT REPORT :**

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Secretarial Auditors of the Company for the Financial Year 2017-18. The Secretarial Audit Report for the Financial Year under review is appended to this report as **Annexure II**.

**22. EXPLANATIONS OR COMMENTS ON QUALIFICATION, RESERVATION OR ADVERSE REMARKS BY SECRETARIAL AUDITORS :**

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2018, does not contain any qualification, reservation or adverse remark.

**23. INTERNAL AUDITORS :**

Pursuant to provisions of Section 138 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014, on recommendation of Audit Committee, M/s. Kanu Doshi &

Associates LLP, Chartered Accountants, were appointed as Internal Auditors of the Company. The Internal Auditors submit their reports on periodical basis to the Audit Committee.

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

**24. INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS :**

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

**25. RISKS AND AREAS OF CONCERN :**

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

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

All Related Party Transactions entered during the financial year were in ordinary course of the business and on arm's length basis. No Material Related Party Transactions were entered during the year by your Company. Accordingly, the disclosure of material related party transactions as required under Section 134(3) of the Companies Act, 2013 in Form AOC-2 is not applicable.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at [http://remsons.com/%20wp-content/uploads/2017/03/1442908414\\_policy-related-party.pdf](http://remsons.com/%20wp-content/uploads/2017/03/1442908414_policy-related-party.pdf)

**27. PARTICULARS OF EMPLOYEES AND REMUNERATION:**

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

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

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

Information in terms of requirement of clause (m) of Sub-Section (3) of Section 134 of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules 2014 regarding Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo, are given in **Annexure IV**.

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

The details of loans, guarantee or investments under Section 186 of the Companies Act, 2013 during the financial year 2017-18 are given under Notes to Financial Statements.

**30. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

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

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year 2017-18 to which this financial statement relates and the date of this report.

**32. COMPLIANCE WITH SECRETARIAL STANDARDS:**

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

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

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

**34. REPORT ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS**

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

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

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



**REMSONS**  
**INDUSTRIES LTD.**

---

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

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

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. There was no case of sexual harassment reported during the year under review.

**36. ACKNOWLEDGEMENT :**

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

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

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

**Place: Mumbai**

**Date: 11<sup>th</sup> August, 2018**

## ANNEXURE I

## Form No. MGT-9

## EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31<sup>st</sup> March, 2018

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

**I REGISTRATION AND OTHER DETAILS:**

i)	CIN	L51900MH1971PLC015141
ii)	Registration Date	11 <sup>th</sup> May, 1971
iii)	Name of the Company	Remsons Industries Limited
iv)	Category / Sub-Category of the Company	Non-Government Company Limited by Shares
v)	Address of the Registered office and contact details	401, 4 <sup>th</sup> Floor, Gladdiola, Hanuman Road Vile Parle (East), Mumbai - 400 057, Maharashtra. Tel. : 022-26113883 Email : remsons@vsnl.com, Web. : www.remsons.com
vi)	Whether listed company	Yes BSE Limited and National Stock Exchange of India Limited
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Sharex Dynamic (India) Private Limited, Unit 1, Luthra Ind Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai, Maharashtra, 400072. Tel. : 022 - 28515606/28515644, Fax : 022-28512885, Email : sharexindia@vsnl.com Website : www.sharexindia.com

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the product / service	% to total turnover of the company
1	Manufacturing of Auto Control Cables	29301	100%

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES NIL**



# REMSONS INDUSTRIES LTD.

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

### (i) CATEGORY-WISE SHARE HOLDING

Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
<b>A. Promoter</b>									
<b>(1) Indian</b>									
(a) Individual /HUF	416665	0	416665	72.93	416665	0	416665	72.93	0.00
(b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(c) State Govts.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Bodies Corp.	118357	0	118357	2.07	118357	0	118357	2.07	0.00
(e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(f) Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(1)</b>	<b>428500</b>	<b>0</b>	<b>4285008</b>	<b>75.00</b>	<b>4285008</b>	<b>0</b>	<b>4285008</b>	<b>75.00</b>	<b>0</b>
<b>(2) Foreign</b>						0			
(a) NRIs - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
(c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
(d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(e) Any Others	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total shareholding of promoters (A)=A(1) + A(2)</b>	<b>428500</b>	<b>0</b>	<b>4285008</b>	<b>75.00</b>	<b>4285008</b>	<b>0</b>	<b>4285008</b>	<b>75.00</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>	0	0	0	0.00	0	0	0	0.00	0.00
(a) Mutual Funds	0	100	100	0.00	0	100	100	0.00	0.00
(b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
(c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(d) State Govts.	0	0	0	0.00	0	0	0	0.00	0.00
(e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(g) FII's	0	0	0	0.00	0	0	0	0.00	0.00
(h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
<b>(1) Others</b>	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (B)(1)</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0.00</b>	<b>0</b>	<b>100</b>	<b>100</b>	<b>0.00</b>	<b>0.00</b>
<b>(2) Non Institutions</b>									
(a) Bodies Corp.									
(I) Indian	571323	7100	578423	10.12	590001	7100	597101	10.45	0.33

(ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individuals									
(I) Individual shareholders holding nominal share capital upto ₹ 1 Lakh	389319	58617	447936	7.84	462191	58317	520508	9.11	1.27
(ii) Individual shareholders holding nominal share capital in excess of ₹ 1 Lakh	357209	33000	390209	6.83	258300	33000	291300	5.10	-1.73
(c) Others									
Non Resident Indians	5231	0	5231	0.09	6214	0	6214	0.11	0.02
Clearing Members	6450	0	6450	0.11	13126	0	13126	0.23	0.12
<b>Sub-total (B)(2)</b>	<b>1329532</b>	<b>98717</b>	<b>1428249</b>	<b>25.00</b>	<b>1329832</b>	<b>98417</b>	<b>1428249</b>	<b>25.00</b>	<b>0.00</b>
<b>Total Public Shareholding(B)= (B) (1) + (B) (2)</b>	<b>1329532</b>	<b>98817</b>	<b>1428349</b>	<b>25.00</b>	<b>1329832</b>	<b>98517</b>	<b>1428349</b>	<b>25.00</b>	<b>0.00</b>
<b>C. Shares held by custodian for GDR &amp; ADRs</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>	<b>5614540</b>	<b>98817</b>	<b>5713357</b>	<b>100.00</b>	<b>5614840</b>	<b>98517</b>	<b>5713357</b>	<b>100.00</b>	<b>0.00</b>

## ii. Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
	No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	No. of shares	% of total shares of the Company	% of shares Pledged/encumbered to total shares	
MRS. CHAND KEJRIWAL	1708444	29.90	0	1708444	29.90	0	0
MR. KRISHNA KEJRIWAL	1579494	27.65	0	1579494	27.65	0	0
MR. RAHUL KEJRIWAL	306851	5.37	0	306851	5.37	0	0
MRS. SHIVANI KEJRIWAL	303197	5.31	0	303197	5.31	0	0
M/S. KRISHNA KEJRIWAL (HUF)	266693	4.67	0	266693	4.67	0	0
M/S. REMSONS CABLES INDUSTRIES PVT LTD	57357	1.00	0	57357	1.00	0	0
M/S. GOODLUCK ELECTRONICS PRIVATE LIMITED	61000	1.07		61000	1.07	0	0
MS. RANEE KHATKHATE	1401	0.02	0	1401	0.02	0	0
M/S. RAHUL KEJRIWAL (HUF)	571	0.01	0	571	0.01	0	0
<b>Total</b>	<b>4285008</b>	<b>75.00</b>	<b>0</b>	<b>4285008</b>	<b>75.00</b>	<b>0</b>	<b>0.00</b>

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

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

For each of the Promoter	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>1. M/S. KRISH AUTOMOTIVE SALES AND SERVICES PVT LTD</b>				
a) At the Beginning of the Year	451549	7.90		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			451549	7.90
<b>2. MR. SUBRAMANIAN P</b>				
a) At the Beginning of the Year	60450	1.06		
b) Changes during the Year				
Date	Reason			
21-04-2017	Buy	900	61350	1.07
07-07-2017	Buy	900	62250	1.09
c) At the end of the Year			62250	1.09
<b>3. MR. DIPAK KANAYALAL SHAH</b>				
a) At the Beginning of the Year	75000	1.31		
b) Changes during the Year				
Date	Reason			
23-06-2017	Sell	17000	58000	1.02
c) At the end of the Year			58000	1.02
<b>4. MR. VINOD KUMAR OHRI</b>				
a) At the Beginning of the Year	60375	1.06		
b) Changes during the Year				
Date	Reason			
08-12-2017	Sell	10000	50375	0.88
c) At the end of the Year			50375	0.88
<b>5. M/S SANDO SAFETY EQUIPMENT PVT LTD</b>				
a) At the Beginning of the Year	50400	0.88		

b) Changes during the Year					
Date	Reason				
30-09-2017	Sell	10	0.00	50390	0.88
20-10-2017	Sell	200	0.00	50190	0.88
10-11-2017	Sell	500	0.01	49690	0.87
24-11-2017	Sell	700	0.01	48990	0.86
c) At the end of the Year				48990	0.86
<b>6. TANISH PROJECT PVT. LTD.</b>					
a) At the Beginning of the Year		45000	0.79		
b) Changes during the Year					
NO CHANGES DURING THE YEAR					
c) At the end of the Year				45000	0.79
<b>7. R RAJESH</b>					
a) At the Beginning of the Year		27966	0.49		
b) Changes during the Year					
NO CHANGES DURING THE YEAR					
c) At the end of the Year				27966	0.49
<b>8. TUSHAR SHARDA</b>					
a) At the Beginning of the Year		25000	0.44		
b) Changes during the Year					
NO CHANGES DURING THE YEAR					
c) At the end of the Year				25000	0.44
<b>9. SOURABH H BORA</b>					
a) At the Beginning of the Year		18700	0.33		
b) Changes during the Year					
NO CHANGES DURING THE YEAR					
c) At the end of the Year				18700	0.33
<b>10. BHUMIK SHANTILAL KATUDIYA</b>					
a) At the Beginning of the Year		7216	0.13		
b) Changes during the Year					
09-02-2018	Buy	3668	0.06	10794	0.19
16-02-2018	Sell	212	0.00	10582	0.19
23-02-2018	Buy	408	0.01	10990	0.19
02-03-2018	Buy	145	0.00	11135	0.19
09-03-2018	Buy	70	0.00	11205	0.20
16-03-2018	Buy	1958	0.03	13163	0.23
23-03-2018	Buy	393	0.01	13556	0.24



# REMSONS INDUSTRIES LTD.

31-03-2018	Buy	1000	0.02	14556	0.25
c) At the end of the Year				14556	0.25
<b>11. VEENA K JAGWANI</b>					
a) At the Beginning of the Year		55000	0.96		
b) Changes during the Year					
Date	Reason				
21-07-2017	Sell	22500	0.39	32500	0.57
28-08-2017	Sell	1500	0.03	31000	0.54
04-08-2017	Sell	500	0.01	30500	0.53
01-12-2017	Sell	8468	0.15	22032	0.39
08-12-2017	Sell	12032	0.21	10000	0.18
c) At the end of the Year				10000	0.18
<b>12. ATAL SAREEN</b>					
a) At the Beginning of the Year		33265	0.58		
b) Changes during the Year					
Date	Reason				
08-12-2017	Sell	23754	0.42	9511	0.17
19-01-2018	Sell	9440	0.17	71	0.00
31-03-2018	Buy	1000	0.02	1071	0.02
c) At the end of the Year				1071	0.02
<b>13. RAKHI TRADING PVT LTD</b>					
a) At the Beginning of the Year		47499	0.83		
b) Changes during the Year		NO CHANGES DURING THE YEAR			
c) At the end of the Year				47499	0.8

#### v. Shareholding of Directors and Key Managerial Personnel:

For each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
<b>MR. KRISHNA KEJRIWAL</b>				
a) At the Beginning of the Year	1579494	27.65		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			1579494	27.65
<b>MRS. CHAND KEJRIWAL</b>				
a) At the Beginning of the Year	1708444	29.90		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			1708444	29.90

<b>MR. RAHUL KEJRIWAL</b>				
a) At the Beginning of the Year	306851	5.37		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			306851	5.37
<b>MR. ANIL KUMAR AGRAWAL</b>				
a) At the Beginning of the Year	28	0.01		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			28	0.01
<b>MR. SUSHIL KUMAR AGARWAL</b>				
a) At the Beginning of the Year	500	0.01		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			500	0.01
<b>MR. SITARAM B PARWAL</b>				
a) At the Beginning of the Year	157	0.01		
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			157	0.01
<b>MR. PARESH N. BHAGAT</b>				
a) At the Beginning of the Year	NIL			
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			NIL	
<b>MR. SUDHIR J KHANNA</b>				
a) At the Beginning of the Year	NIL			
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			NIL	
<b>MR. ROHIT DARJI</b>				
a) At the Beginning of the Year	NIL			
b) Changes during the Year	NO CHANGES DURING THE YEAR			
c) At the end of the Year			NIL	



# REMSONS INDUSTRIES LTD.

## V INDEBTEDNESS

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
I) Principal Amount				
ii) Interest due but not paid	1,975.49	750.00	-	2,725.49
iii) Interest accrued but not due	-	-	-	
<b>Total (i+ii+iii)</b>	<b>1,975.49</b>	<b>750.00</b>	<b>-</b>	<b>2,725.49</b>
Changes in indebtedness during the financial year				
> Addition	196.24	-	-	196.24
> Reduction	55.27	-	-	55.27
Net Change	140.97	-	-	140.97
<b>Indebtedness at the end of the financial year</b>				
I) Principal Amount	2,116.46	750.00	-	2,866.46
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>2,116.46</b>	<b>750.00</b>		<b>2,866.46</b>

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A. Remuneration to MD / WTD / Manager

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount ₹
		1	2	3	4	
		Mr. Krishna Kejriwal (Chairman & Managing Director)	Mrs. Chand Kejriwal (Whole-Time Director)	Mr. Anil Kumar Agrawal Director - Finance & CFO)	Mr. Rahul Kejriwal (Whole-Time Director)	
1	Gross Salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	2120324	1222360	2697000	1923747	7963431
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	39600	39600	32400	39600	151200
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profits - others, specify					
5	Contribution to Provident fund	189360	110460	123084	142020	564924
	<b>Total</b>	<b>2349284</b>	<b>1372420</b>	<b>2852484</b>	<b>2105367</b>	<b>8679555</b>
	<b>Ceiling as per the Act</b>	10% of Net profit of the Company - ₹ 33.90 Lakhs or ₹ 84 Lakhs per annum per person whichever is higher				

## B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of directors				Total Amount ₹
		1	2	3	4	
1	Independent Directors	Mr. S.K. Agrawal	Mr. Paresh Bhagat	Mr. S B Parwal	Mr. Sudhir Khanna	
	Fees for attending board / committee meetings	20000	10000	15000	15000	60000
2	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	<b>Total</b>	<b>20000</b>	<b>10000</b>	<b>15000</b>	<b>15000</b>	<b>60000</b>



**C. Remuneration to KMPs other than MD / Manager / WTD**

Sr. No.	Particulars of Remuneration	Key Managerial Personnel
		<b>Company Secretary</b>
1	Gross Salary:	Mr. Rohit Darji
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	915468
	(c) Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-
2	Stock Option	-
3	Sweat Equity	-
4	Commission	-
	- as % of profits	-
	- others, specify	-
5	Others, specify	-
	<b>Total</b>	<b>915468</b>

**VII PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL**

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

**Place: Mumbai  
Date: 11<sup>th</sup> August, 2018**

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

**ANNEXURE II  
SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH  
2018**

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

To,  
The Members,  
**Remsons Industries Limited**  
Mumbai

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Remsons Industries Limited** (CIN: L51900MH1971PLC015141) and having its registered office at 401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle East, Mumbai-400 057 (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not applicable to the Company during the audit period);
- (v) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not applicable to the Company during the audit period);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (Not applicable to the Company during the audit period);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the audit period);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period);
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the audit period); and
  - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) There are no laws that are specifically applicable to the company based on their sector/industry.

**'Annexure A'**

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India;

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

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

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

We further report that during the audit period the Company has shifted the Registered office w.e.f. February 20, 2018, to 401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle East, Mumbai 400 057 from 88 B, Government Industrial Estate, Kandivali West, Mumbai 400 067 which was approved by the Board in the Meeting held on February 9, 2018.

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

**For Manish Ghia & Associates  
Company Secretaries**

**A. N. Sarma  
Partner**

**Place : Mumbai  
Date : 28<sup>th</sup> May, 2018**

**M. No. FCS 4557 C.P. No. 7812**

To,  
The Members,  
**Remsons Industries Limited**  
Mumbai

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

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

**For Manish Ghia & Associates  
Company Secretaries**

**A. N. Sarma  
Partner**

**Place : Mumbai  
Date : 28<sup>th</sup> May, 2018**

**M. No. FCS 4557 C.P. No. 7812**

## ANNEXURE III

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

i)	The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year :-	
Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1	Mr. Krishna Kejriwal - Chairman & Managing Director	8.37:1
2	Mrs. Chand Kejriwal-Whole Time Director	3.06: 1
3	Mr. Anil Kumar Agrawal - Director Finance & CFO	10.01:1
4	Mr. Rahul Kejriwal - Whole Time Director	5.07:1
(ii)	The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year	
Sr. No.	Name of the Director/CFO/Company Secretary	% Increase over last F.Y.
1	Mr.Krishna Kejriwal - Chairman & Managing Director	NIL
2	Mrs.Chand Kejriwal - Whole Time Director	NIL
3	Mr.Anil Kumar Agrawal - CFO	NIL
4	Mr. Rahul Kejriwal - Whole Time Director	NIL
5	Mr. Rohit Darji - Company Secretary	10%
(iii)	The percentage increase in the median remuneration of employees in the financial year	12.71%
(iv)	The number of permanent employees on the rolls of the company	262
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average increase in Managerial Remuneration is 10% as compare to the other employee which is 12.50%
(vi)	We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the company.	
<b>For and on behalf of the Board of Directors For Remsons Industries Limited</b>		
<b>Place: Mumbai</b> <b>Date: 11<sup>th</sup> August, 2018</b>	<b>Krishna Kejriwal</b> <b>Chairman &amp; Managing Director</b> <b>DIN : 00513788</b>	<b>S. K Agrawal</b> <b>Chairman of Nomination and Remuneration Committee</b> <b>DIN : 00533786</b>

**Annexure IV**

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

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

**a) Conservation of Energy**

The Company is conscious of the imperative to protect environment and the natural resources for achieving sustainable economic growth and have initiated several measures in this regard such as conservation of energy and water and eco-friendly waste management system.

**b) Technology Absorption**

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

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

The Company realized that the major drawbacks for Technology Absorption is

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

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

- How do we sustain interest among OEM's to engage in every stage of development, validation and commercialization?
- How do we engage OEM'S from convergent disciplines to engage in collaborative development and translational validation?
- How do we make "go" / "no go" decisions for validated technologies?

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

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

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

**c) Foreign Exchange Earnings and Outgo**

(₹in Lakhs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Foreign Exchange Earning	1922.02	1,414.32
Foreign Exchange Outgo	180.69	147.21

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

**Place: Mumbai  
Date: 11<sup>th</sup> August, 2018**

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

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

### 1. BUSINESS OVERVIEW:

It has been a good year for the Indian automotive components industry in India with it registering a growth of 18.3 per cent in FY 2017-18. Overall, the Indian automotive component industry had a turnover of Rs. 3.45 Lakh crore, during the said period. Also, the exports from the industry grew by 23.9 per cent, bringing in about Rs. 90,571 crore. The Indian auto components aftermarket industry grew by 9.8 per cent, with an increase of Rs. 61,601 crore.

The Indian automotive components industry contributed 4.3 per cent to the overall GDP of the country and had a share of 4 per cent in India's total exports in FY2017-18. Europe accounted for 34 per cent of the exports with North America and Asia having a share of 28 per cent and 25 per cent respectively. The key export items were drive transmission and steering, engine components, body/chassis, suspension and braking etc.

Similarly, the imports of the industry grew by 17.8 per cent to ₹ 1, 06,672 crore or \$ 15.9 billion. The biggest share of imports were done from Asia, accounting for 60 per cent and Europe accounting for 30 per cent while North America had a share of 8 per cent of our imports respectively.

#### Performance of Auto Industry during 2017-18

##### Production

The industry produced a total 29,075,605 vehicles including Passenger Vehicles, Commercial Vehicles, Two Wheelers, Three Wheelers and Four Wheelers in 2017-18 as against 25,330,967 in 2016-17, registering a growth of 14.78 per cent over the same period last year.

##### Domestic Sales

The sale of Passenger Vehicles grew by 7.89 percent in 2017-18 over the same period last year. Within the Passenger Vehicles, Passenger Cars, Utility Vehicle and Vans grew by 3.33 percent, 20.97 percent and 5.78 percent respectively in 2017-18 over the same period last year.

The overall Commercial Vehicles segment grew by 19.94 percent in 2017-18 as compared to the same period last year. Medium & Heavy Commercial Vehicles (M&HCVs) grew by 12.48 percent and Light Commercial Vehicles grew by 25.42 percent in 2017-18 over the same period last year.

Three Wheelers sales grew by 24.19 percent in 2017-18 over the same period last year. Within the Three Wheelers,

Passenger Carrier & Goods Carrier sales registered a growth of 28.65 percent and 7.83 percent respectively in 2017-18 over 2016-17.

Two Wheelers sales registered a growth at 14.80 percent in 2017-18 over 2016-17. Within the Two Wheelers segment, Scooters and Motorcycles grew by 19.90 percent and 13.69 percent respectively.

##### Exports

In 2017-18, overall automobile exports increased by 16.12 percent. Two and Three Wheelers Segments registered a growth of 20.29 percent and 40.13 percent respectively, while Passenger Vehicles and Commercial Vehicles declined by 1.51 percent and 10.53 percent respectively in 2017-18 over the same period last year.

### 2. INDUSTRY STRUCTURE & DEVELOPMENTS.

In spite of the challenges, the domestic automobile industry should perform well in view of expected increase in Government's budget for infrastructure, building national highways and widening of roads at cities and rural areas too. Increasing foreign investments under 'Make in India' may provide better employment opportunities with higher pay scales. This should not only increase the purchasing power of the public, but should also result in higher GDP and overall economic growth of the Country.

### 3. OPPORTUNITIES AND THREATS

#### Opportunities

All major global automotive, Indian OEMs as well as Tier 1 and Tier 2 companies are making their presence felt in India. Most of these companies are constantly trying to source requirements for their global operations from India. This offers an excellent opportunity to all auto component suppliers who are well equipped to produce volumes with committed focus on product and system quality.

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

#### Threats

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

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

#### 4. OUTLOOK

Indian economy is expected to grow better this year. With lower inflation, lower bank interest rates and expected normal monsoon, outlook for automotive industry appears to be satisfactory. Although, global economy continues to struggle, opportunities for business are significant considering current low market penetration. With focused customer service, the outlook for the Company appears satisfactory.

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

#### 5. RISK AND CONCERNS

The Company has laid down well-structured procedures for monitoring the risk management plan and implementing the risk mitigation measures. The risks are broadly classified into strategic risks, operational risks, financial risks and statutory compliance risks. These risks are rated based on factors such as past year experience, probability of occurrence, probability of non-detection and its impact on business. The top management reviews the strategic risks, the risks with high probability and high impact every quarter and presents its report along with risk mitigation plan to the Board of Directors on half-yearly basis. The strategic risks are taken into consideration in the annual planning process with their mitigation plan. Other risks are covered as part of internal audit process and presented to the Audit Committee every quarter. The business processes risks and the related controls are subjected to internal audit and reviewed on a quarterly basis. The risk ratings are revalidated with the top management as part of the internal audit process every quarter. The overall re-assessment of risks at company level is carried out.

#### 6. PRODUCTWISE BUSINESS REVIEW

During the year under review the Company produced 24.20 million Auto Control Cables as against 24.56 million in the previous year.

#### 7. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate systems of internal control meant to ensure proper accounting controls, monitoring

cost-cutting measures, efficiency of operation and protecting assets from their unauthorized use. The Internal Audit department of the company reviews control measures in the management of risks and opportunities and ensures adherence to operating guidelines and compliance with regard to regulatory and legal requirements.

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

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

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

Financial highlights with respect to operational performance.

(₹ In Lakhs except EPS)

Particulars	2017-18	2016-17
Total Revenue	13,258.43	13,358.12
EBITDA	961.40	327.77
Profit Before Tax	455.08	(144.72)
Profit After Tax	344.58	(78.29)
EPS	6.03	(1.37)

#### 9. HUMAN RESOURCES MANAGEMENT

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

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

As on 31st March, 2018 the Company had total 262 (previous year 272) permanent employees.

#### 10. CAUTIONARY STATEMENT

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

---

**Independent Auditor's Report**

To,  
The Members of  
**REMSONS INDUSTRIES LIMITED**

**Report on the Ind AS Financial Statements**

We have audited accompanying Ind AS financial statements of **REMSONS INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2018 and the Statement of Profit and Loss (including other comprehensive income) and the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Ind AS financial statements").

**Management's Responsibility for the Ind AS Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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, read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

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

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of the state of affairs (financial position) as at 31<sup>st</sup> March, 2018, and its financial performance including other comprehensive income, its cash flow and the changes in equity for the year ended on that date.

**Other Matters**

The Comparative financial information of the company for the year ended 31<sup>st</sup> March, 2017 and the transition date opening balance sheet as at 1<sup>st</sup> April, 2016 included in these Ind AS financial statements, are based on the previously issued financial statements for the year ended 31<sup>st</sup> March, 2017 and 31<sup>st</sup> March, 2016 prepared in accordance with the Companies (Accounting Standard) Rules, 2006 audited by the predecessor auditor whose report for the year ended 31<sup>st</sup> March, 2016 and 31<sup>st</sup> March, 2017 dated 27<sup>th</sup> May, 2017 and dated 28<sup>th</sup> May, 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the



differences in the accounting principles adopted by the Company on transition to the Ind AS have been audited by us.

Our opinion is not modified in respect of these matters.

**Report on other Legal and Regulatory Requirements**

1. As required by the companies 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 purpose of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of Companies Act, 2013 of the Act.
  - e) On the basis of the written representations received from the directors, as on 31<sup>st</sup> March, 2018 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164(2) of the Companies Act, 2013.

- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" and
- g) With respect to the other matters to be included in the 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 has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note-27 to the Ind AS financial statements;
  - ii. The Company did not have any material foreseeable losses on long-Term contracts including derivatives contracts.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company during the year ended 31<sup>st</sup> March, 2018.

**For M L BHUWANIA AND CO LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101484W/W100197**

**Vijay Kumar Jain**  
**Partner**  
**Membership No: 108374**

**Place: Mumbai**  
**Date: 28<sup>th</sup> May, 2018**

## ANNEXURE A TO THE AUDITOR'S REPORT

Referred to in paragraph 1 of 'Report on other Legal and Regulatory Requirements' in our Report of even date on the accounts of **REMSONS INDUSTRIES LIMITED** for the year ended 31<sup>st</sup> March, 2018

- I. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets of the company are physically verified by the Management according to a phased programme designed to cover all the items over a period of three years, which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets has been physically verified by the management during the year and discrepancies noticed between the book records and the physical inventories were not material and have been properly dealt with in the accounts.
- (c) According to information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- ii. During the year, the inventories have been physically verified by the management. In our opinion, the frequency of verification is reasonable. The discrepancies noticed on physical verification of inventories as compared to the book records have been properly dealt with in the books of accounts.
- iii. As informed to us, the Company has not granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore clauses 3(iii) and sub clause (a) to (c) of clause 3(iii) are not applicable to the Company.
- iv. The company has complied with provisions of section 186 of the Companies Act, 2013 in respect of investments made and section 185 of the Companies Act, 2013 is not applicable as there were no such loans, securities or guarantees provided during the year.

- v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under to the extent notified and therefore clause 3(v) is not applicable.
- vi. The Central Government has not prescribed maintenance of cost records for the company under sub section (1) of Section 148 of the Companies Act, 2013 for any of the products of the company. Therefore clause 3 (vi) is not applicable.
- vii. (a) According to the information and explanation given to us and the records of the Company examined by us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Excise Duty, Customs Duty, Value Added Tax, Cess, Goods and Service Tax with effect from 1<sup>st</sup> July, 2017 and other statutory dues applicable to it with the appropriate authorities.
- (b) According to the information and explanation given to us and the records of the Company examined by us, there are no dues of Value Added Tax, Income Tax, Sales Tax, Excise Duty and Customs Duty which have not been deposited on account of any dispute. The disputed amounts that have not been deposited in respect of Income Tax, Service Tax and Excise Duty are as under :

Sr. No.	Name of the Statute	Nature of the dues	Forum where the dues is pending	₹ (In Lakhs)
1.	Finance Act, 1994	Service Tax	Commissioner (Appeals) of Income tax	₹ 9.95/-

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



- and through term loans during the year. Accordingly, clause 3(ix) of the order is not applicable to the Company.
- x. Based upon the audit procedures performed and information and explanation given by the management, we report that no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with schedule V to the Companies Act, 2013.
- xii. In our opinion and according to the information and explanations given to us, the nature of the activities of the company does not attract any special statute applicable to Nidhi Company. Accordingly, clause 3(xii) of the order is not applicable to the company.
- xiii. According to the information and explanation given to us, and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sec 177 and 188 of Companies Act, 2013 where applicable and details of such transactions have been disclosed in the financial statements as required by the Indian Accounting Standards (Ind AS 24 "related Party Disclosures" specified under Section

133 of the Act.

- xiv. The Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In our opinion and according to the information and explanations given to us, and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, clause 3 (xv) of the Order is not applicable to the Company.

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

**For M L BHUWANIA AND CO LLP**  
**Chartered Accountants**  
**Firm Registration Number: 101484W/W100197**

**Vijay Kumar Jain**  
**Partner**  
**Membership No: 108374**  
**Place: Mumbai**  
**Date: 28<sup>th</sup> May, 2018**

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

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

We have audited the internal financial controls over financial reporting of **REMSONS INDUSTRIES LIMITED** ("the Company") as of 31st March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

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

The Company's Board of Directors are responsible for establishing and maintaining internal financial controls

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

### Auditors' Responsibility

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

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

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

### Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are

recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M L BHUWANIA AND CO LLP

Chartered Accountants

Firm Registration Number: 101484W/W100197

Place: Mumbai

Date: 28<sup>th</sup> May, 2018

Vijay Kumar Jain

Partner

Membership No: 108374



# REMSONS INDUSTRIES LTD.

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2018

(₹ In Lakhs)

	Note	31 <sup>st</sup> March 2018	31 <sup>st</sup> March 2017	1 <sup>st</sup> April 2016
<b>ASSETS</b>				
(1) <b>Non - Current Assets</b>				
(a) Property, Plant and Equipment	3	2,174.68	2,201.42	2,102.07
(b) Capital work - in - progress	4	5.18	18.19	41.90
(c) Investment Property	5	7.00	7.19	7.38
(d) Other Intangible Assets	6	10.46	28.18	16.97
(e) Intangible assets under development	7	42.00	-	-
(f) Financial assets				
(i) Non Current Investments	8	10.35	13.11	12.83
(ii) Other financial assets	9	44.03	42.43	30.93
(g) Other non - current assets	10	35.92	18.66	53.77
<b>Total Non- Current Assets</b>		<b>2,329.62</b>	<b>2,329.18</b>	<b>2,265.85</b>
(2) <b>Current Assets</b>				
(a) Inventories	11	2,257.08	1,768.93	1,694.15
(b) Financial assets				
(i) Trade receivables	12	1,989.89	1,643.13	2,119.24
(ii) Cash and cash equivalents	13	100.48	28.42	32.64
(iii) Other financial assets	14	76.06	14.86	12.16
(c) Other current assets	15	216.62	192.56	167.09
<b>Total Current Assets</b>		<b>4,640.13</b>	<b>3,647.90</b>	<b>4,025.28</b>
<b>TOTAL ASSETS</b>		<b>6,969.75</b>	<b>5,977.08</b>	<b>6,291.13</b>
<b>EQUITY AND LIABILITIES EQUITY</b>				
(a) Equity share capital	16	571.34	571.34	571.34
(b) Other Equity	17	1,384.16	1,045.11	1,130.77
<b>Total Equity</b>		<b>1,955.50</b>	<b>1,616.45</b>	<b>1,702.11</b>
<b>LIABILITIES</b>				
(1) <b>Non Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	18	823.86	879.13	783.69
(b) Provisions	19	22.16	26.21	23.92
(c) Deferred tax liabilities (Net)	20	19.91	0.71	70.44
<b>Total Non- Current Liabilities</b>		<b>865.93</b>	<b>906.05</b>	<b>878.05</b>
(2) <b>Current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	21	1,989.30	1,795.05	1,968.98
(ii) Trade payables	22	1,822.19	1,370.61	1,450.44
(iii) Other financial liabilities	23	92.17	83.73	49.50
(b) Other current liabilities	24	157.78	154.36	158.63
(c) Provisions	25	40.86	49.34	68.91
(d) Current tax liabilities (Net)	26	46.02	1.49	14.51
<b>Total Current Liabilities</b>		<b>4,148.32</b>	<b>3,454.58</b>	<b>3,710.97</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>6,969.75</b>	<b>5,977.08</b>	<b>6,291.13</b>
<b>Summary of significant accounting policies</b>	2			

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached  
For **M L BHUWANIA AND CO LLP**  
Chartered Accountants  
FRN 101484W / W100197  
**VIJAY KUMAR JAIN**  
Partner  
Membership No. 108374  
Place : Mumbai, Dated : 28<sup>th</sup> May, 2018

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

<b>Krishna Kejriwal</b> Chairman & Managing Director DIN : 00513788	<b>Rohit Darji</b> Company Secretary Place : Mumbai , Dated : 28 <sup>th</sup> May, 2018	<b>Anil Kumar Agrawal</b> Director Finance & CFO DIN : 00513805
---	--	---

(₹ In Lakhs)			
STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31 <sup>ST</sup> MARCH, 2018			
	Note	2017-2018	2016-2017
<b>INCOME</b>			
Revenue from operations	28	13,100.67	13,285.02
Other income	29	157.76	73.10
<b>Total Income</b>		<b>13,258.43</b>	<b>13,358.12</b>
<b>EXPENSES :</b>			
Cost of material consumed	30	7,986.25	7,537.88
Purchases of Stock-in-Trade		-	22.50
Changes in inventories of Finished goods and Work-in -progress	31	(156.68)	(24.30)
Excise Duty on sale of goods	32	264.64	1,432.34
Employee benefit expense	33	2,388.84	2,293.73
Finance Costs	34	254.70	230.00
Depreciation & amortization expense	35	251.62	242.49
Other Expenses	36	1,813.98	1,768.20
<b>Total Expenses</b>		<b>12,803.35</b>	<b>13,502.84</b>
<b>Profit before exceptional items &amp; tax</b>		<b>455.08</b>	<b>(144.72)</b>
Add: Exceptional Items		-	-
<b>Profit/(Loss) before tax</b>		<b>455.08</b>	<b>(144.72)</b>
<b>Less: Tax expenses</b>			
(1) Current tax			
of Current year		92.00	-
of Earlier years		(1.78)	(0.29)
(2) Deferred tax			
of Current year		20.28	(66.14)
of Earlier years		-	-
<b>Total Tax Expenses</b>		<b>110.50</b>	<b>(66.43)</b>
<b>Profit after tax</b>	A	<b>344.58</b>	<b>(78.29)</b>
Other Comprehensive Income			
A. (i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		(3.84)	(11.25)
Fair value gain on investment		(2.76)	0.27
(ii) Income tax relating to items that will not be reclassified to profit or loss		1.07	3.60
B. (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the year	B	(5.53)	(7.38)
<b>Total Comprehensive Income for the year</b>	<b>(A+B)</b>	<b>339.05</b>	<b>(85.67)</b>
Earning per equity share (Face Value of ₹. 10/- each)	37		
(1) Basic		6.03	(1.37)
(2) Diluted		6.03	(1.37)
<b>Summary of significant accounting policies</b>	<b>2</b>		
The accompanying notes are an integral parts of the financial statements			

As per our report of even date attached  
**For M L BHUWANIA AND CO LLP**  
Chartered Accountants  
FRN 101484W / W100197  
**VIJAY KUMAR JAIN**  
Partner  
Membership No. 108374  
Place : Mumbai, Dated : 28<sup>th</sup> May, 2018

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

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

**Anil Kumar Agrawal**  
Director Finance & CFO  
DIN : 00513805

**Rohit Darji**  
Company Secretary  
Place : Mumbai , Dated : 28<sup>th</sup> May, 2018

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018**

A. CASH FLOW FROM OPERATING ACTIVITIES:	2017-18	2016-17
Net Profit before tax & Extraordinary Items	455.08	(144.72)
Adjustment for:		
Depreciation and amortisation expenses	251.62	242.49
Finance cost	254.70	230.00
Reclassification of remeasurement of employee benefits	(3.84)	(11.25)
Profit on sale of Fixed Assets	(15.25)	(6.71)
Interest Income	(2.84)	(3.61)
Dividend Income	(0.32)	-
Provision for doubtful debts	10.21	4.94
Provision no longer required, written back	(7.23)	(1.13)
Sundry Balance Written Back (Net)	(29.06)	(11.01)
Bad debts written off	15.80	-
Obsolescence of fixed assets	17.94	-
	<u>491.72</u>	<u>443.71</u>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>946.80</b>	<b>298.99</b>
ADJUSTMENTS FOR WORKING CAPITAL CHANGES :		
Other financial assets	(1.60)	(11.50)
Other non - current assets	(5.36)	(2.24)
Inventories	(488.15)	(74.79)
Trade Receivable	(372.77)	471.18
Other financial assets	(61.20)	(2.70)
Other current assets	(24.06)	(25.47)
Long - Term Provisions	(4.05)	2.29
Trade payables	480.64	(68.82)
Other financial liabilities	5.15	2.94
Other current liabilities	3.42	(4.27)
Short - Term Provisions	(1.24)	(18.44)
	<u>(469.21)</u>	<u>268.17</u>
<b>Cash generated from operations</b>	<b>477.59</b>	<b>567.16</b>
Direct Taxes paid/(refund)	(45.69)	(12.73)
<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>431.89</b>	<b>554.43</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of Fixed Assets including Capital Work in Progress	(317.18)	(340.52)
Sale of Fixed Assets	66.61	55.45
Interest Received	2.84	3.61
Dividend Received	0.32	-
	<u>(247.41)</u>	<u>(281.46)</u>
<b>NET CASH USED IN INVESTING ACTIVITY</b>	<b>(247.41)</b>	<b>(281.46)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Net (Decrease)/ Increase in Long Term Borrowings	(55.27)	95.44
Net (Decrease)/ Increase in Short Term Borrowings	197.56	(142.63)
Finance cost	(254.70)	(230.00)
	<u>(112.42)</u>	<u>(277.19)</u>

NET CASH USED IN FINANCING ACTIVITY	(112.42)	(277.19)
NET CHANGES IN CASH & CASH EQUIVALENTS(A+B+C)	72.06	(4.22)
<b>OPENING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	28.42	32.64
<b>CLOSING BALANCE OF CASH &amp; CASH EQUIVALENTS</b>	100.48	28.42
	<b>72.06</b>	<b>(4.22)</b>

**Notes**

**Closing Balance of Cash & Cash Equivalents**

1	Cash and Cash Equivalents Includes: (Refer Note No 13)		
	CASH IN HAND	14.93	3.51
	<b>BALANCE WITH SCHEDULED BANKS</b>		
	- In Current Account	85.55	24.51
	- Deposits (Original maturity of less than 3 months)	-	0.40
		100.48	28.42

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

As per our report of even date attached  
**For M L BHUWANIA AND CO LLP**  
Chartered Accountants  
FRN 101484W / W100197  
**VIJAY KUMAR JAIN**  
Partner  
Membership No. 108374  
Place : Mumbai, Dated : 28<sup>th</sup> May, 2018

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

<b>Krishna Kejriwal</b> Chairman & Managing Director DIN : 00513788	<b>Anil Kumar Agrawal</b> Director Finance & CFO DIN : 00513805
<b>Rohit Darji</b> Company Secretary Place : Mumbai , Dated : 28 <sup>th</sup> May, 2018	

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2018**
**A. Equity Share Capital**

(₹ In Lakhs)

Particulars	No of Shares	Amount
<b>Balance at at 1<sup>st</sup> April, 2016</b>	<b>5,713,357</b>	<b>571.34</b>
Changes in equity share capital during the year	-	-
<b>Balance at at 31<sup>st</sup> March, 2017</b>	<b>5,713,357</b>	<b>571.34</b>
Changes in equity share capital during the year	-	-
<b>Balance at at 31<sup>st</sup> March, 2018</b>	<b>5,713,357</b>	<b>571.34</b>

**B. Other Equity**

Particulars	Reservers and Surplus	Other items of Other comprehensive income		Total
	Retained Earnings	Remeasurement of net defined benefit plans	Fair Value through Other Comprehensive Income of Equity Investments	
<b>Balance at 1<sup>st</sup> April, 2016</b>	<b>1,124.86</b>	<b>(4.87)</b>	<b>10.78</b>	<b>1,130.77</b>
Profit for the year	(78.29)	-	-	(78.29)
Remeasurements of Defined Benefit Plan	-	(7.65)	-	(7.65)
Fair Value effect of Investments of shares	-	-	0.27	0.27
<b>Balance at 31<sup>st</sup> March, 2017</b>	<b>1,046.57</b>	<b>(12.52)</b>	<b>11.05</b>	<b>1,045.11</b>
<b>Profit for the year</b>	<b>344.58</b>	<b>-</b>	<b>-</b>	<b>344.58</b>
Remeasurements of Defined Benefit Plan	-	(2.77)	-	(2.77)
Fair Value effect of Investments of shares	-	-	(2.76)	(2.76)
<b>Balance at 31<sup>st</sup> March, 2018</b>	<b>1,391.15</b>	<b>(15.29)</b>	<b>8.29</b>	<b>1,384.16</b>

The accompanying notes are an integral parts of the financial statements

As per our report of even date attached  
**For M L BHUWANIA AND CO LLP**  
 Chartered Accountants  
 FRN 101484W / W100197  
**VIJAY KUMAR JAIN**  
 Partner  
 Membership No. 108374  
 Place : Mumbai, Dated : 28<sup>th</sup> May, 2018

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

<b>Krishna Kejriwal</b> Chairman & Managing Director DIN : 00513788	<b>Anil Kumar Agrawal</b> Director Finance & CFO DIN : 00513805
<b>Rohit Darji</b> Company Secretary Place : Mumbai , Dated : 28 <sup>th</sup> May, 2018	

**REMSONS INDUSTRIES LIMITED**  
**CIN No- L51900MH1971PLC015141**

Notes to the Standalone financial statements for the year ended March 31, 2018

**1. Corporate Information**

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

**2. Summary of significant accounting policies**

**2.1 Basis of preparation**

The financial statements Complies in all material aspects with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended and notified under Section 133 of the Companies Act, 2013 (the "Act") and other relevant provisions of the Act and other accounting principles generally accepted in India.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) notified under Section 133 of the Act and other relevant provisions of the Act ("Previous GAAP").

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to IND AS is 1st April, 2016. Refer note 52 related to First-time Adoption of Ind AS for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows.

First-time adoption: In accordance with Ind AS 101 on First-time adoption of Indian Accounting Standards, the Company's first Ind AS financial statements include, three balance sheets viz. the opening balance sheet as at 1st April, 2016 and balance sheets as at 31st March, 2017 and 2018 and two statements each of profit and loss, cash flows and changes in equity for the years ended 31st March, 2017 and 2018 together with related notes. The same accounting policies have been used for all periods presented.

The financial statements were authorized for issue by the Company's Board of Directors on 28th May, 2018.

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

**2.2 Use of estimates and judgments**

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

**2.3 Basis of transition to Ind AS**

The adoption of Ind AS is carried out in accordance with Ind AS 101 on 1st April, 2016 being the transition date. Ind AS 101 requires that all Ind AS standards that are issued and effective for the year ending 31st March, 2018, be applied retrospectively and consistently for all the periods presented. However, in preparing these financial statements, the company has availed of certain exemptions and exceptions in accordance with Ind AS 101, as explained below. The resulting difference between the carrying values of the assets and liabilities in the financial statements as at the transition date under Ind AS and previous GAAP have been recognised directly in equity at the transition date.

Ind AS 101 allows first-time adopters certain optional exemptions and mandatory exceptions from the retrospective application of certain requirements under Ind AS.

**a) Exemptions from retrospective application**

- i. The Company has elected to apply the following optional exemption from full retrospective application of Ind AS:

**Deemed Cost**

- a) Ind As 101 permits first time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in financial statements as at the date of transition to Ind AS, measured as per the previous



GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 intangible Assets. Accordingly, on transition to Ind AS, the Company has elected to continue with the carrying value of all of its Property, Plant and Equipment recognized as at 1st April 2016 (transition date) measured as per the previous GAAP and use that carrying value as the deemed cost of Property, Plant and Equipment.

**ii. The following mandatory exceptions from retrospective application of Ind AS have applied by the company:**

- a) Estimates exception - On an assessment of the estimates made under the Previous GAAP financial statements, the Company has concluded that there is no necessity to revise the estimates under Ind AS (except for adjustments to reflect any difference in accounting policies), as there is no objective evidence that those estimates were in error. However, estimates, that were required under Ind AS but not required under Previous GAAP, are made by the Company for the relevant reporting dates, reflecting conditions existing as at that date without using any hindsight.
- b) De-recognition of financial assets and liabilities exception - Financial assets and liabilities de-recognized before transition date are not re-recognized under Ind AS.

**2.4 Current versus non-current classification**

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

**2.5 Foreign Exchange Transactions**

**i. Functional and presentation currency**

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

**ii. Transactions and balances**

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

**2.6 Property Plant and Equipment**

An item of PPE is recognized as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognized at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.

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

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

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

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

## 2.7 Investment Property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. Investment properties (except freehold land) are depreciated using the straight-line method over their estimated useful lives at the rates prescribed under Schedule II of the Companies Act, 2013.

## 2.8 Intangible assets

On transition to Ind AS, The Company has elected to continue with the carrying value of all of its intangible assets recognised as at 1 April 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the intangible assets.

- i. An intangible asset shall be recognised if, and only if:
  - (a) it is probable that the expected future economic

benefits that are attributable to the asset will flow to the Company and

(b) the cost of the asset can be measured reliably.

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

## 2.9 Borrowing Cost

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

Borrowing costs consist of interest and other costs that company incurs in connection with the borrowing of funds. Borrowing cost also includes



exchange differences to the extent regarded as an adjustment to the borrowing costs.

## **2.10 Tax Expenses**

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

### **i. Current Tax**

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

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

### **ii. Deferred Tax:**

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

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

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

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

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

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

### **iii. Dividend distribution tax**

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

## **2.11 Revenue**

Revenue is measured at the fair value of the consideration received or receivable, taking into account the contractually defined terms of payment net of returns and allowances, trade discounts, volume rebates and taxes or duties collected on behalf of the government.

- i. Company recognizes revenue from sale of goods when significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods.
- ii. Revenue from services is recognized as and when the services is rendered.

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

## 2.12 Inventory

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

## 2.13 Segment Reporting

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

## 2.14 Impairment Of Assets

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for

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

## 2.15 Fair Value Measurement

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

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

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

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

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

All assets and liabilities for which fair value is



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

- Level 1: Quoted (unadjusted) prices for identical assets or liabilities in active markets
- Level 2: Significant inputs to the fair value measurement are directly or indirectly observable
- Level 3: Significant inputs to the fair value measurement are unobservable

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

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

## 2.16 Financial Instrument

### 2.16.1 Recognition, classification and presentation

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

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

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

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

### 2.16.2 Measurement

#### I. Initial measurement

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

#### II. Subsequent measurement - financial assets

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

- i. Financial assets measured at amortized cost  
Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost using the effective interest rate ('EIR') method (if the impact of discounting / any transaction costs is significant). Interest income from these financial assets is included in finance income.
- ii. Financial assets at fair value through other comprehensive income ('FVTOCI')  
Equity investments which are not held for trading and for which the Company has elected to present the change in the fair value in other comprehensive income and debt instruments that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flow represent solely payment of principal and interest, are measured at FVTOCI.  
  
The changes in fair value are taken through OCI, except for the impairment, interest (basis EIR method), dividend and foreign exchange differences which are recognised in the statement of profit and loss.  
  
When the financial asset is derecognized, the related accumulated fair value adjustments in OCI as at the date of derecognition are reclassified from equity and recognised in the statement of profit and loss. However, there is no subsequent reclassification of fair value gains and losses to statement of profit and loss in case of equity instruments.
- iii. Financial assets at fair value through profit or loss ('FVTPL')  
All equity instruments and financial assets that do not meet the criteria for amortized cost or FVTOCI are measured at fair value through profit or loss. Interest

(basis EIR method) and dividend income from FVTPL is recognised in the statement of profit and loss within finance income / finance costs separately from the other gains/losses arising from changes in the fair value.

### Impairment

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

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

### III. Subsequent measurement - financial liabilities

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

#### 2.16.3 De-recognition

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

#### 2.17 Cash and cash Equivalents

Cash and cash equivalents includes cash in hand, deposits with banks, other short term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

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

#### 2.18 Investment

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

#### 2.19 Trade Receivable

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

#### 2.20 Trade and Other payable

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

#### 2.21 Provision, Contingent Liability and Contingent Assets

##### i. Provision

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

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

##### ii. Contingent Liability

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



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

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

**iii. Contingent Assets**

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

**2.22 Earnings Per Share**

**i. Basic earnings per share**

Basic earnings per share is calculated by dividing:

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

**ii. Diluted earnings per share**

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

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

**2.23 Leases**

**i. As a lessee**

Leases in which a significant portion of the risks and

rewards of ownership are not transferred to the company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

**ii. As a lessor**

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

**2.24 Employee benefits**

**i. Short-term obligations**

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

**ii. Other long-term employee benefit obligations**

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

The obligations are presented as current liabilities in

the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

**iii. Post-employment obligations**

**a. Defined benefit gratuity plan:**

Gratuity which is defined benefits are accrued based on actuarial valuation working provided by Life Insurance Corporation of India (LIC). The Company has opted for a Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India (LIC), and the contribution is charged to the Statement of Profit & Loss each year.

The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan. The defined benefit obligation is calculated annually as provided by LIC. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. 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.

**b. Defined Contribution plan:**

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

**iv. Other long-term employee benefits**

The employees of the Company are entitled to compensated absences as well as other long-term benefits. Compensated absences benefit comprises of

encashment and availment of leave balances that were earned by the employees over the period of past employment.

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

**2.25 Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**2.26 Operating Cycle**

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

**2.27 Rounding of amounts**

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



# REMSONS INDUSTRIES LTD.

NOTE NO.3  
PROPERTY, PLANT AND EQUIPMENT  
(₹ In Lakhs)

PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/IMPAIRMENT LOSSES			NET CARRYING AMOUNT	
	AS AT 01.04.2017	PURCHASE DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018
LAND	75.16	-	-	75.16	-	-	-	75.16
LEASEHOLD LAND	43.44	-	-	43.44	-	-	-	43.44
FENCES, WELLS & TUBE WELLS	5.05	4.61	-	9.66	1.59	1.78	-	6.29
BUILDING OFFICE	79.60	-	-	79.60	2.17	1.95	-	75.49
BUILDING FACTORY	702.62	46.71	-	749.34	29.45	31.09	-	688.79
PLANT & MACHINERY	1,082.93	114.82	9.06	1,188.69	115.67	121.60	2.57	953.99
DIES & MOULDS	222.74	38.30	35.06	225.98	15.87	18.35	1.94	193.69
ELECTRICAL INSTALLATION	41.72	17.44	2.35	56.82	7.74	7.02	1.76	43.82
FURNITURE & FIXTURE	39.72	19.02	6.93	51.81	10.61	12.88	3.20	31.52
OFFICE EQUIPMENT	19.02	12.55	4.62	26.95	7.18	11.14	3.05	11.68
COMPUTERS	15.76	4.65	6.18	14.23	7.18	6.18	4.06	4.93
VEHICLES	95.13	-	5.41	89.72	24.26	21.60	1.92	45.77
SERVER/NETWORKS	0.45	-	0.04	0.40	0.21	0.12	0.03	0.11
<b>Total Property, Plant and Equipment</b>	<b>2,423.34</b>	<b>258.11</b>	<b>69.64</b>	<b>2,611.80</b>	<b>221.92</b>	<b>233.72</b>	<b>18.54</b>	<b>437.10</b>

NOTE NO.3  
PROPERTY, PLANT AND EQUIPMENT  
(₹ In Lakhs)

PARTICULARS	GROSS CARRYING AMOUNT			DEPRECIATION/IMPAIRMENT LOSSES			NET CARRYING AMOUNT	
	AS AT 01.04.2016 (Refer Note No. 3.1)	PURCHASE DURING THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2017	UP TO 01.04.2016	DEP. FOR THE YEAR	DEDUCTION/ ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2017
LAND	69.83	5.33	-	75.16	-	-	-	75.16
LEASEHOLD LAND	43.44	-	-	43.44	-	-	-	43.44
FENCING	5.05	-	-	5.05	-	1.59	-	3.46
BUILDING OFFICE	69.62	9.98	-	79.60	-	2.17	-	77.44
BUILDING FACTORY	660.56	42.06	-	702.62	-	29.45	-	673.17
PLANT & MACHINERY	926.24	156.78	0.10	1,082.93	-	115.67	-	967.25
DIES & MOULDS	169.28	58.56	5.10	222.74	-	16.03	0.16	206.87
ELECTRICAL INSTALLATION	39.57	2.15	-	41.72	-	7.74	-	33.98
FURNITURE & FIXTURE	31.58	8.15	0.01	39.72	-	10.61	-	29.11
OFFICE EQUIPMENT	9.53	9.49	-	19.02	-	7.18	-	11.84
COMPUTERS	9.91	5.97	0.12	15.76	-	7.18	-	8.58
VEHICLES	67.03	29.81	1.71	95.13	-	24.29	0.03	70.88
SERVER/NETWORKS	0.45	-	-	0.45	-	0.21	-	0.24
<b>Total Property, Plant and Equipment</b>	<b>2,102.07</b>	<b>328.30</b>	<b>7.03</b>	<b>2,423.34</b>	<b>-</b>	<b>222.12</b>	<b>0.19</b>	<b>2,201.42</b>

Note No. 3.1  
Deemed cost as at April 1, 2016 which is the net carrying amount on April 1, 2016 which is tabulated as follows:  
(₹ In Lakhs)

	Gross Carrying As at April 01, 2016	Reclassified As Investment Property	Accumulated Depreciation	Net Carrying Amount
LAND	69.83	-	-	69.83
LEASEHOLD LAND	43.44	-	-	43.44
FENCING	7.69	-	2.64	5.05
BUILDING FLAT	12.30	12.30	0.00	-0.00
BUILDING OFFICE	108.10	-	38.48	69.62
BUILDING FACTORY	1,036.73	-	376.17	660.56
PLANT & MACHINERY	2,564.78	-	1,638.54	926.24
DIES & MOULDS	372.48	-	203.20	169.28
ELECTRICAL INSTALLATION	118.72	-	79.15	39.57
FURNITURE & FIXTURE	208.49	-	176.92	31.58
OFFICE EQUIPMENT	82.90	-	73.36	9.53
COMPUTERS	194.05	-	184.14	9.91
VEHICLES	139.66	-	72.63	67.03
SERVER/NETWORKS	1.72	-	1.27	0.45
<b>Total</b>	<b>4,960.87</b>	<b>12.30</b>	<b>2,846.50</b>	<b>2,102.07</b>

NOTE NO 4  
CAPITAL WORK-IN-PROGRESS  
(₹ In Lakhs)

PARTICULARS	As at 01.04.2017	Addition During The Year	Deduction/ Adjustments During The Year	As At 31.03.2018
Capital Work- in- Progress (Refer Note No 4.1)	18.19	5.18	18.19	5.18
<b>Previous Year</b>	<b>41.90</b>	<b>18.19</b>	<b>41.90</b>	<b>18.19</b>

NOTE NO 5  
INVESTMENT PROPERTY

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



**NOTE NO 5**  
**INVESTMENT PROPERTY**  
(₹ In Lakhs)

PARTICULARS	GROSS CARRYING AMOUNT		DEPRECIATION/IMPAIRMENT LOSSES			NET CARRYING AMOUNT	
	AS AT 01.04.2016 (Refer Note 3.1)	DEDUCTION/ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2017	UP TO 01.04.2016	DEP. FOR THE YEAR	DEDUCTION/ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2017
BUILDING FLAT	7.38	-	7.38	-	0.19	-	7.19
<b>Total Investment Property</b>	<b>7.38</b>	<b>-</b>	<b>7.38</b>	<b>-</b>	<b>0.19</b>	<b>-</b>	<b>7.19</b>

Amount recognised in profit or loss for Investment Properties (₹ In Lakhs)

Particulars	March 31st, 2018	March 31st, 2017
Rental Income	1.93	3.10
Direct operating expenses from property that did not generate rental income. There are no restrictions on the realisability of investment property.	0.54	0.48
The company is using same life for the same class of asset as applicable for property plant and equipment.		
Fair Value		
Investment property - Market Value is Rs. 114.80 Lakhs.		

**NOTE NO 6**  
**OTHER INTANGIBLE ASSETS**  
(₹ In Lakhs)

PARTICULARS	GROSS CARRYING AMOUNT		AMORTISATION/IMPAIRMENT LOSSES			NET CARRYING AMOUNT	
	AS AT 01.04.2017	PURCHASE DURING THE YEAR	AS AT 31.03.2018	UP TO 01.04.2017	DEP. FOR THE YEAR	DEDUCTION/ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2018
Computer Software	35.45	-	35.45	13.66	11.34	-	24.99
Technical Know How	12.91	-	12.91	6.53	6.37	-	12.90
<b>Total Other Intangible Assets</b>	<b>48.36</b>	<b>-</b>	<b>48.36</b>	<b>20.19</b>	<b>17.71</b>	<b>-</b>	<b>37.89</b>
							10.46
							0.00
							<b>10.46</b>

**(₹ In Lakhs)**

PARTICULARS	GROSS CARRYING AMOUNT		AMORTISATION/IMPAIRMENT LOSSES				NET CARRYING AMOUNT	
	AS AT 01.04.2016 (Refer Note No 6.1)	PURCHASE DURING THE YEAR	AS AT 31.03.2017	UP TO 01.04.2016	DEP. FOR THE YEAR	DEDUCTION/ADJUSTMENTS DURING THE YEAR	AS AT 31.03.2017	AS AT 31.03.2017
Computer Software Technical Know How	4.06 12.91	31.39 -	35.45 12.91	- -	13.66 6.53	- -	13.66 6.53	21.80 6.38
<b>Total Other Intangible Assets</b>	<b>16.97</b>	<b>31.39</b>	<b>48.36</b>	<b>-</b>	<b>20.19</b>	<b>-</b>	<b>20.19</b>	<b>28.18</b>

**Note No. 6.1:** Deemed cost as at April 1, 2016 which is the net carrying amount on April 1, 2016 which is tabulated as follows:

**(₹ In Lakhs)**

PARTICULARS	Gross Carrying amount as at April 01, 2016	Accumulated Amortisation	Net Carrying Amount
Computer Software Technical Know How	44.48 19.05	40.42 6.14	4.06 12.91
<b>Total</b>	<b>63.53</b>	<b>46.56</b>	<b>16.97</b>

**NOTE NO 7**  
**INTANGIBLE ASSETS UNDER DEVELOPMENT**

**(₹ In Lakhs)**

PARTICULARS	As at April 01, 2016	ADDITION DURING THE YEAR	DEDUCTION/ADJUSTMENTS DURING THE YEAR	As at April 01, 2018
Intangible assets under development (Note No 7.1)	-	42.00	-	42.00
Previous Year	-	-	-	-

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

**Notes:**

- (a) The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount i.e. April 1, 2016 as its deemed cost (Gross Block Value) on the date of transition to IndAS i.e. April 1, 2016.
- (b) The Company has availed the deemed cost exemption in relation to the property, plant and equipment, capital work-in-progress and intangibles on the date of transition and hence the net block carrying amount has been considered as the gross block carrying amount on that date.



# REMSONS INDUSTRIES LTD.

8 NON CURRENT INVESTMENTS								(₹ In Lakhs)
Particulars		As at March 31, 2018		As at March 31, 2017		As at April 1, 2016		
Non Trade Investments	Face Value	No. of Shares	Value	No. of Shares	Value	No. of Shares	Value	
<b>Quoted</b>								
Equity Instruments (At FVOCI)								
Value Industries Ltd	10	100	0.01	100	0.01	100	0.01	
Videocon Industries Ltd	10	3	0.00	3	0.00	3	0.01	
Reliance industries Ltd	10	192	1.70	96	1.27	96	0.99	
<b>Total Value of Quoted Investments</b>			<b>1.71</b>		<b>1.28</b>		<b>1.01</b>	
<b>Unquoted</b>								
Equity Instruments (At FVOCI)								
Remsons Cables Industries Pvt Ltd	100	500	5.99	500	9.71	500	9.71	
Goodluck Electronics Pvt Ltd	100	1,250	2.65	1,250	2.12	1,250	2.11	
<b>Total Value of Unquoted Investments</b>			<b>8.64</b>		<b>11.83</b>		<b>11.82</b>	
			<b>10.35</b>		<b>13.11</b>		<b>12.83</b>	
9 OTHER FINANCIAL ASSETS								
Particulars		As at March 31, 2018		As at March 31, 2017		As at April 1, 2016		
Bank deposit with Original maturity of more than 12 months		-		-		1.05		
Security Deposit		43.88		41.89		28.13		
Loan to employee		0.15		0.54		1.75		
		<b>44.03</b>		<b>42.43</b>		<b>30.93</b>		
10 OTHER NON CURRENT ASSETS								
Particulars		As at March 31, 2018		As at March 31, 2017		As at April 1, 2016		
Capital Advances		27.21		15.32		52.67		
Advance recoverable in cash or kind or for value to be received		8.70		3.34		1.10		
		<b>35.92</b>		<b>18.66</b>		<b>53.77</b>		
11 INVENTORIES								
Particulars		As at March 31, 2018		As at March 31, 2017		As at April 1, 2016		
Raw Material (Refer Note No 11.1)		1,026.54		693.69		622.65		
Work-in-progress		202.03		214.25		231.51		
Finished Goods (Refer Note No 11.2)		1,015.00		846.10		804.54		
Stores & Spares		13.51		14.89		35.45		
		<b>2,257.08</b>		<b>1,768.93</b>		<b>1,694.15</b>		

**Note No 11.1:** Raw Material inventory includes Goods-in transit ₹ 6.68 Lacs (31st March 2017 ₹ 7.41 Lakhs and 1st April 2016 ₹ 3.61 Lakhs)

**Note No 11.2:** Finished Goods inventory includes Goods-in transit ₹ 580.32 (31st March 2017 ₹ 522.43 Lakhs & 1st April 2016 ₹ 255.38 Lakhs)

<b>12 TRADE RECEIVABLES</b>				(₹ In Lakhs)		
<b>Particulars</b>	<b>As at</b>		<b>As at</b>		<b>As at</b>	
	<b>March 31, 2018</b>		<b>March 31, 2017</b>		<b>April 1, 2016</b>	
(Unsecured)						
Considered Good	1,989.89		1,643.13		2,119.24	
Considered Doubtful	15.14		20.74		15.80	
Less: Allowance for Expected Credit Loss	(15.14)	1,989.89	(20.74)	1,643.13	(15.80)	2,119.24
		<b>1,989.89</b>		<b>1,643.13</b>	<b>2,119.24</b>	
Movement in the Allowance of Expected Credit Loss						
<b>Particulars</b>	<b>As at</b>		<b>As at</b>		<b>As at</b>	
	<b>March 31, 2018</b>		<b>March 31, 2017</b>		<b>April 1, 2016</b>	
Balance at the beginning of the year		20.74		15.80	24.76	
Less: Amounts written off during the year (net)		(15.80)		-	(8.96)	
Changes in allowance for doubtful receivables		10.21		4.94	-	
<b>Balance at end of the year</b>		<b>15.14</b>		<b>20.74</b>	<b>15.80</b>	
<b>13 CASH AND CASH EQUIVALENTS</b>						
<b>Particulars</b>	<b>As at</b>		<b>As at</b>		<b>As at</b>	
	<b>March 31, 2018</b>		<b>March 31, 2017</b>		<b>April 1, 2016</b>	
Balance With Banks						
- On Current account		85.55		24.51	26.54	
Cash on Hand		14.93		3.51	6.10	
Deposits (Original maturity of less than 3 months)		-		0.40	-	
		<b>100.48</b>		<b>28.42</b>	<b>32.64</b>	
<b>14 OTHER FINANCIAL ASSETS</b>						
<b>Particulars</b>	<b>As at</b>		<b>As at</b>		<b>As at</b>	
	<b>March 31, 2018</b>		<b>March 31, 2017</b>		<b>April 1, 2016</b>	
Interest accrued on Deposits		-		0.24	0.43	
Loan to employee		16.28		14.62	11.73	
Insurance Claim Receivable		59.78		-	-	
		<b>76.06</b>		<b>14.86</b>	<b>12.16</b>	
<b>15 OTHER CURRENT ASSETS</b>						
<b>Particulars</b>	<b>As at</b>		<b>As at</b>		<b>As at</b>	
	<b>March 31, 2018</b>		<b>March 31, 2017</b>		<b>April 1, 2016</b>	
Balance with Statutory/ Government Authorities		69.81		125.75	95.92	
Advance recoverable in cash or kind or for value to be received		146.81		66.81	71.17	
		<b>216.62</b>		<b>192.56</b>	<b>167.09</b>	



# REMSONS INDUSTRIES LTD.

## 16 EQUITY SHARE CAPITAL

(₹ In Lakhs)

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
<b>Authorized Share Capital</b>			
120,00,000 Equity shares, ₹ 10- par value (31 March 2017: 120,00,000 equity shares ₹ 10- each)	1,200.00	1,200.00	1,200.00
(1 April 2016: 120,00,000 equity shares ₹ 10- each)			
	<b>1,200.00</b>	<b>1,200.00</b>	<b>1,200.00</b>
<b>Issued, Subscribed and Fully Paid Up Shares</b>			
5713357 Equity shares, ₹ 10- par value fully paid up (31 March 2017: 5713357 equity shares ₹ 10- each)	571.34	571.34	571.34
(1 April 2016: 5713357 equity shares ₹ 10- each)			
	<b>571.34</b>	<b>571.34</b>	<b>571.34</b>

**Note No 16.1:** The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2018:

Particulars	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No. of Shares	Amount	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	5,713,357	571.34	5,713,357	571.34	5,713,357	571.34
Add: Shares issued during the year	-	-	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-	-	-
Number of shares at the end	<b>5,713,357</b>	<b>571.34</b>	<b>5,713,357</b>	<b>571.34</b>	<b>5,713,357</b>	<b>571.34</b>

**Note No 16.2:** Terms/rights attached to equity shares

(A) The company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No 16.3: The details of shareholders holding more than 5% shares in the company :**

Name of the shareholder	As at 31st March, 2018		As at 31st March, 2017		As at 1st April, 2016	
	No. of shares held	% held	No. of shares held	% held	No. of shares held	% held
Krishna Kejriwal	1,579,494	27.65%	1,579,494	27.65%	1,579,494	27.65%
Chand Kejriwal	1,708,444	29.90%	1,708,444	29.90%	1,708,444	29.90%
Rahul Kejriwal	306,851	5.37%	306,851	5.37%	306,851	5.37%
Shivani Kejriwal	303,197	5.31%	303,197	5.31%	303,197	5.31%
Krish Automotive Sales & Services Pvt Ltd	451,549	7.90%	451,549	7.90%	451,549	7.90%

**Note No 16.4:**

In respect of the year ended March 31, 2018, the directors proposed that a final dividend of Rs. 1.30 per share be paid on fully paid equity shares. This equity dividend is subject to approval by shareholders at the Annual General Meeting.

			(₹ In Lakhs)
17 OTHER EQUITY	As at	As at	As at
Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Reserves & Surplus*			
Retained Earnings	1,391.15	1,046.57	1,124.86
Other Comprehensive Income (OCI)			
-Remeasurement of net defined benefit plans	(15.29)	(12.52)	(4.87)
-Fair Value of Equity Investments through OCI	8.29	11.05	10.78
	<u>1,384.16</u>	<u>1,045.11</u>	<u>1,130.77</u>
* For movement, refer Statement of Changes in Equity.			
18 BORROWINGS	As at	As at	As at
Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Secured			
From Bank			
Vehicle loans (Refer Note No 18.1)	14.63	37.93	33.69
Corporate loan (Refer Note No 18.2)	59.23	91.20	-
	<u>73.86</u>	<u>129.13</u>	<u>33.69</u>
Unsecured			
Loan from Directors	750.00	750.00	750.00
	<u>750.00</u>	<u>750.00</u>	<u>750.00</u>
	<u>823.86</u>	<u>879.13</u>	<u>783.69</u>
<b>Note 18.1</b> From State Bank of India, Mumbai is secured by first charge on the fixed assets to the Company and personal guarantee by Chairman & Managing Director and a whole time director. Corporate Loan repayable in 60 monthly instalments			
<b>Note 18.2</b> Vehicle Loans from banks secured by Hypothecation of respective vehicles and repayable in 36 months to 60 months.			
19 PROVISIONS	As at	As at	As at
Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Provisions for Employee Benefits			
- For Leave encashment (Refer Note No 40]	15.90	16.70	14.31
Others			
-Provision for warranty (Refer Note No 42)	6.26	9.51	9.61
	<u>22.16</u>	<u>26.21</u>	<u>23.92</u>
20 DEFERRED TAX LIABILITIES (NET)	As at	As at	As at
Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Deferred tax liabilities (Net) (Refer Note 20.1)	19.91	0.71	70.44
	<u>19.91</u>	<u>0.71</u>	<u>70.44</u>



# REMSONS

INDUSTRIES LTD.

Note No.: 20.1

(₹ In Lakhs)

Particulars	Net balance as at 1 <sup>st</sup> April 2017	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 <sup>st</sup> March 2018
Deferred Tax Liabilities/(Assets)				
Property, plant and equipment/Investment				
Property/Other Intangible Assets	222.26	(42.31)	-	179.95
Fair Value through P&L	(3.05)	3.38	-	0.33
Fair Value through OCI	(3.60)	-	(1.07)	(4.67)
Others	(36.10)	14.89	-	(21.21)
Business loss	(71.61)	71.16	-	(0.45)
Mat Credit Entitlement	(100.78)	(29.04)	-	(129.82)
Allowance for Bad & Doubtful Debts	(6.41)	2.20	-	(4.21)
	0.71	20.28	(1.07)	19.91

Note No.: 20.1

Particulars	Net balance as at 1 April 2016	Recognised in statement of profit and loss	Recognised in OCI	Net balance as at 31 March 2017
Deferred Tax Liabilities/(Assets)				
Property, plant and equipment/Investment				
Property/Other Intangible Assets	228.07	(5.81)	-	222.26
Fair Value through P&L	(7.45)	4.40	-	(3.05)
Fair Value through OCI	-	-	(3.60)	(3.60)
Others	(39.77)	3.67	-	(36.10)
Business loss	-	(71.61)	-	(71.61)
Mat Credit Entitlement	(105.18)	4.40	-	(100.78)
Allowance for Bad & Doubtful Debts	(5.23)	(1.18)	-	(6.41)
	70.44	(66.14)	(3.60)	0.71

## Income tax

The major components of Income Tax Expense for the year ended 31 March, 2018

(₹ In Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Profit and Loss:		
Current tax – net of reversal of earlier years : ₹ (1.78) (31 <sup>st</sup> March 2017: ₹ (0.29))	90.22	(0.29)
Deferred Tax– net of reversal of earlier years : ₹ Nil (31 <sup>st</sup> March 2017: ₹ Nil)	20.28	(66.14)
	110.50	(66.43)

Reconciliation of tax expense and the accounting profit multiplied by domestic tax rate

Particulars	For the year ended 31 <sup>st</sup> March, 2018	For the year ended 31 <sup>st</sup> March, 2017
Profit before income tax expense	455.08	(144.72)
Tax at the Indian tax rate 31.96% (PY 30.90%)	145.45	-
Add: Items giving rise to difference in tax		
Effect of non-deductible expenses	2.32	-
Permanent difference	0.76	-
Transition Effect	0.02	8.80
Timing Differences	(107.68)	(3.32)
Income Tax for earlier years	(1.78)	(0.29)
Business Loss	71.16	(71.61)
Others	0.26	-
<b>Income Tax Expenses</b>	<b>110.50</b>	<b>(66.43)</b>

Note: The figures have been regrouped/reclassified, wherever necessary.

## 21 BORROWINGS

Particulars	As at March 31, 2018	As at March 31, 2017	As at April 1, 2016
Secured From Bank			
Working Capital Loan - repayable on demand (Refer Note 21.1)			
Indian Rupees Cash Credit	1,732.91	1,323.19	1,418.07
Foreign Currency Cash Credit	256.39	471.86	550.91
	<u>1,989.30</u>	<u>1,795.05</u>	<u>1,968.98</u>

Note 21.1 From State Bank of India, Mumbai secured by first charge on present & future current assets of the Company and extension by way of second charge on other fixed assets of the Company (excluding vehicles) and personal guarantee by Chairman & Managing Director and a whole time director.



# REMSONS INDUSTRIES LTD.

			(₹ In Lakhs)
22 TRADE PAYABLES	As at	As at	As at
Particulars	March 31, 2018	March 31, 2017	April 1, 2016
Dues of micro and small enterprises (Refer Note No 39)	10.72	-	-
"Dues other than micro and small enterprises "	1,811.47	1,370.61	1,450.44
	<u>1,822.19</u>	<u>1,370.61</u>	<u>1,450.44</u>
<b>23 OTHER FINANCIAL LIABILITIES</b>			
Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Current maturities of long-term debt	53.30	50.01	18.72
Trade Deposits from Dealers	38.87	33.72	30.78
	<u>92.17</u>	<u>83.73</u>	<u>49.50</u>
<b>24 OTHER CURRENT LIABILITIES</b>			
Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Statutory Dues Payable	96.21	66.29	126.56
Advances From Customers	61.57	88.07	32.07
	<u>157.78</u>	<u>154.36</u>	<u>158.63</u>
<b>25 PROVISIONS</b>			
Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Provision for Employee Benefits			
-Gratuity (Refer Note No 40)	20.30	25.56	41.94
-Leave encashment (Refer Note No 40)	11.17	10.41	12.56
Others			
-Provision for warranty (Refer Note No 42)	9.39	13.37	14.41
	<u>40.86</u>	<u>49.34</u>	<u>68.91</u>
<b>26 CURRENT TAX LIABILITIES (NET)</b>			
Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Provision for taxation (Net of tax payment)	46.02	1.49	14.51
	<u>46.02</u>	<u>1.49</u>	<u>14.51</u>
<b>27 A) CONTINGENT LIABILITIES: #</b>			
Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Disputed Income Tax Liability	-	5.45	5.45
Disputed Excise Duty & Service Tax Liability	10.76	10.76	10.76
Bank guarantee	-	1.60	10.50
	<u>10.76</u>	<u>17.81</u>	<u>26.71</u>
<b>B) COMMITMENTS:</b>			
Particulars	As at	As at	As at
	March 31, 2018	March 31, 2017	April 1, 2016
Estimated Amounts of Contract remaining to be executed on Capital account and not provided for (Net of Advances)	43.50	10.95	30.21
	<u>43.50</u>	<u>10.95</u>	<u>30.21</u>

**Note:**

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

**46<sup>th</sup> ANNUAL REPORT 2017-2018**

<b>28 REVENUE FROM OPERATIONS</b>	<b>(₹ In Lakhs)</b>	
<b>Particulars</b>	<b>2017-2018</b>	<b>2016-2017</b>
Sale of Products (Refer Note No 28.1)	12,959.22	13,150.74
Sale of Services	3.09	12.83
Other Operating Revenue		
Process waste sale	22.24	27.90
Export Incentive/Others	116.12	93.55
	<b>13,100.67</b>	<b>13,285.02</b>

Note No 28.1: Goods and Service Tax (GST) have been effective from July 1, 2017. Consequently, Excise Duty, Value Added Tax (VAT), Service Tax etc. have been replaced with GST. Until June 30, 2017, 'Sale of products' included the amount of Excise Duty recovered on sales. With effect from July 1, 2017, 'Sale of products' excludes the amount of GST recovered. Accordingly, 'Revenue from operations' for the year ended March 31, 2018 are not comparable with those of previous year. Excise Duty on sales amounting to Rs. 264.64 lacs (Previous Year: Rs. 1432.34 lacs) has been included in sales in Statement of Profit and Loss.

<b>29 OTHER INCOME</b>	<b>2017-2018</b>	<b>2016-2017</b>
<b>Particulars</b>		
Interest Income (Refer Note No 29.1)	2.84	3.61
Net gain on sale of Fixed Assets	15.25	6.71
Dividend income from equity instruments designated at FVOCI	0.32	-
Rent Income	1.93	3.10
Provision no longer required, written back	7.23	1.13
Sundry Balance Written Back (Net)	29.06	11.01
Exchange Fluctuation Gain (Net)	100.81	46.47
Unwinding of interest on security deposits	0.32	1.07
	<b>157.76</b>	<b>73.10</b>
Note No. 29.1 : Break-up of Interest Income		
Interest Income on deposits with Bank	0.01	0.06
Interest Income on other deposits	2.83	3.55
	<b>2.84</b>	<b>3.61</b>

<b>30 COST OF MATERIALS CONSUMED</b>	<b>2017-2018</b>	<b>2016-2017</b>
<b>Particulars</b>		
Inventory at the beginning of the year	686.29	619.04
Add: Purchases during the year	<b>8,367.81</b>	<b>7,715.96</b>
	9,054.10	8,335.00
Less: Insurance claim against goods damaged due to Flood	47.99	110.83
Less: Inventory at the end of the year	1,019.86	686.29
	<b>7,986.25</b>	<b>7,537.88</b>

<b>31 CHANGES IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS</b>	<b>2017-2018</b>	<b>2016-2017</b>
<b>Particulars</b>		
<b>Inventories at the end of the year</b>		
Finished Goods	1,015.00	846.10
Work In Progress	202.03	214.25
	<b>1,217.03</b>	<b>1,060.35</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods	846.10	804.54
Work In Progress	214.25	231.51
	1,060.35	1,036.05
	<b>(156.68)</b>	<b>(24.30)</b>



# REMSONS INDUSTRIES LTD.

		(₹ In Lakhs)	
32 EXCISE DUTY ON SALES OF GOODS		2017-2018	2016-2017
Particulars		<u>2017-2018</u>	<u>2016-2017</u>
Excise duty on sales (Refer Note No 28.1)		264.64	1,432.34
		<u>264.64</u>	<u>1,432.34</u>
<b>33 EMPLOYEE BENEFIT EXPENSES</b>		<b>2017-2018</b>	<b>2016-2017</b>
<b>Particulars</b>		<u>2017-2018</u>	<u>2016-2017</u>
Salaries, Wages and Bonus		2,298.58	2,198.65
Contribution to Provident and other fund		51.01	51.90
Staff Welfare Expenses		39.25	43.18
		<u>2,388.84</u>	<u>2,293.73</u>
<b>34 FINANCE COST</b>		<b>2017-2018</b>	<b>2016-2017</b>
<b>Particulars</b>		<u>2017-2018</u>	<u>2016-2017</u>
Interest on Loans		200.73	216.67
Interest Expense on Income Tax Payment		4.65	-
Other Borrowing Costs		11.37	13.33
Exchange difference regarded as an adjustment to borrowing costs		37.95	-
		<u>254.70</u>	<u>230.00</u>
<b>35 DEPRECIATION &amp; AMORTIZATION EXPENSE</b>		<b>2017-2018</b>	<b>2016-2017</b>
<b>Particulars</b>		<u>2017-2018</u>	<u>2016-2017</u>
Depreciation on Property, Plant and Equipment		233.72	222.11
Depreciation on Investment Property		0.19	0.19
Amortisation on Intangible Assets		17.71	20.19
		<u>251.62</u>	<u>242.49</u>
<b>36 OTHER EXPENSES</b>		<b>2017-2018</b>	<b>2016-2017</b>
<b>Particulars</b>		<u>2017-2018</u>	<u>2016-2017</u>
Consumption of Stores & Spares		160.35	195.27
Conversion Charges Paid		95.31	92.40
Decrease/(Increase) of Excise Duty on Inventory		(26.40)	(15.88)
Power & Fuel		255.02	263.70
Carriage Inward		42.47	44.02
Repair & Maintenance			
Plant & Machinery	61.02		68.18
Building	39.66		23.32
Others	21.93	122.61	23.37
Research and Development Expenses		11.73	19.18
Carriage Outward		456.07	386.57
Advertisement and Sales & Promotion Expenses		11.09	24.51
Warranty Charges		8.80	15.49
Commission on sales		106.02	83.82
Royalty on Sales		42.55	36.21
Bad Debts written off	15.80		-
<b>Less : Allowance for doubtful debtors as provided earlier</b>	<b>(15.80)</b>	-	-
Allowance for doubtful debts		10.21	4.94
Rent		64.66	59.80
Rates & Taxes		11.57	18.69
Security Services Charges		65.80	63.53
Insurance		26.07	17.81
Traveling & Conveyance Expenses		102.98	99.54

**46<sup>th</sup> ANNUAL REPORT 2017-2018**

	(₹ In Lakhs)	
Communication Expenses	38.12	44.39
Legal & Professional Charges	96.76	94.05
Payments to Auditors (Refer Note 36.1)	4.21	7.16
Donations Paid	5.21	-
Loss due to Flood	18.18	17.26
Miscellaneous Expenses	66.65	80.87
Obsolescence of fixed assets	17.94	-
	<b>1,813.98</b>	<b>1,768.20</b>
<b>Note No. 36.1 : Payment to Statutory Auditors</b>		
<b>(A) Payment to Statutory Auditors</b>		
<b>As Auditors :</b>		
Audit Fees (including Limited Review)	2.55	2.22
Tax Audit Fees	0.60	0.50
Secretarial audit fee	0.60	0.60
Branch Audit Fees	-	1.06
	<b>3.75</b>	<b>4.38</b>
<b>In Other Capacity :</b>		
Certification	0.46	2.30
Out of pocket expenses	-	0.48
	<b>0.46</b>	<b>2.78</b>
	<b>4.21</b>	<b>7.16</b>
<b>37 EARNING PER SHARE</b>		
<b>Particulars</b>	<b>2017-2018</b>	<b>2016-2017</b>
(A) Profit attributable to Equity Shareholders (Rs.)	344.58	(78.29)
(B) No. of Equity Share outstanding during the year.	5,713,357	5,713,357
(C) Face Value of each Equity Share ( Rs.)	10.00	10.00
(D) Basic & Diluted earning per Share ( Rs.)	6.03	(1.37)

**NOTES FORMING PART OF THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2018.**
**38 SEGMENT :**
**i) Primary Segment :**

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

**ii) Secondary : Geographic Segment :**
**a) Segment Revenue**

	<b>2017-18</b> ₹ in Lacs	<b>2016-17</b> ₹ in Lacs
India	11,161.91	11,767.18
Rest of world	1,938.76	1,517.84
	<b>13,100.67</b>	<b>13,285.02</b>

**b) Segment Assets**

	<b>2017-18</b> ₹ in Lacs	<b>2016-17</b> ₹ in Lacs
India	6,041.44	5,468.04
Rest of world	928.31	509.04
	<b>6,969.75</b>	<b>5,977.08</b>

**c) Segment Capital Expenditure**

	<b>2017-18</b> ₹ in Lacs	<b>2016-17</b> ₹ in Lacs
India	258.11	359.69
Rest of world	-	-
	<b>258.11</b>	<b>359.69</b>

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

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

S.No.	Particulars	<b>2017-18</b> ₹ in Lacs	<b>2016-17</b> ₹ in Lacs
i)	Principal amount and the interest due to suppliers under MSMED Act. Principal amount due	10.72	-
	Interest due on above	-	-
ii)	Interest accrued and due to suppliers under Section 16 of MSMED Act, 2006 on the above amount, unpaid	-	-
iii)	Payment made to suppliers (other than interest) beyond the appointed day during the year	-	-
iv)	Interest paid to suppliers under the MSMED Act	-	-
v)	Interest due and payable towards suppliers under MSMED Act towards payments already made	-	-
vi)	Interest accrued and remaining unpaid at the end of the accounting year	-	-

**40 Employee Benefits**

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

**i) Defined Contribution Plan**

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

Particulars	2017-18 ₹ in Lacs	2016-17 ₹ in Lacs
Employer's Contribution to Provident Fund	46.14	48.01

**ii) Defined Benefit Plan****a) Gratuity:**

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

Changes in present value of obligations	2017-18 ₹ in Lacs	2016-17 ₹ in Lacs
i) Present value of Defined Benefit Obligation at beginning of the year.	140.60	141.87
ii) Current Service Cost	9.85	9.68
iii) Interest Cost	11.09	11.35
iv) Actuarial (Gain) / Losses	3.84	11.25
v) Benefits Payments	(11.44)	(33.56)
<b>vi) Present value of Defined Benefit Obligation at the end of the year.</b>	<b>153.94</b>	<b>140.60</b>

II Changes in the fair value of plan assets	2017-18	2016-17
i) Fair value of plan assets at the beginning of year	115.04	99.36
ii) Expected return on plan assets	8.90	7.31
iii) Contributions	21.13	41.92
iv) Benefits paid	(11.44)	(33.56)
<b>v) Fair value of plan assets at the end of year</b>	<b>133.64</b>	<b>115.04</b>

III Change in the present value of the defined benefit obligation and fair value of plan assets	2017-18	2016-17
i) Present value of Defined Benefit Obligations as at end of year.	153.94	140.60
ii) Fair value of plan assets as at 31 <sup>st</sup> March, 2018.	133.64	115.04
iii) Funded status [Surplus/(Deficit)]	20.30	25.56
iv) Net assets/ (liabilities) as at 31 <sup>st</sup> March, 2018.	20.30	25.56



# REMSONS INDUSTRIES LTD.

(₹ In Lakhs)			
<b>IV</b>	<b>Change in Assets during the year ended 31st March,2018.</b>	<b>2017-18</b>	<b>2016-17</b>
I)	Plan assets at the beginning of the year.	115.04	99.36
ii)	Expected return on plan assets	8.90	7.31
iii)	Contributions by Employer	21.13	41.92
iv)	Actual benefits Paid	(11.44)	(33.56)
v)	<b>Plan assets at the end of the year.</b>	<b>133.64</b>	<b>115.04</b>
vi)	Actual return on plan assets	8.90	7.31
<b>V</b>	<b>Expenses Recognised in statement of Profit &amp; Loss</b>	<b>2017-18</b>	<b>2016-17</b>
I)	Current Service Cost	9.85	9.68
ii)	Interest Cost	11.09	11.35
iii)	Expected return on plan assets	(8.90)	(7.31)
iv)	Net Actuarial (Gain) / Losses	3.84	11.25
v)	<b>Total Expenses</b>	<b>15.88</b>	<b>24.97</b>
<b>VI</b>	<b>Actuarial Gain/Loss recognized</b>	<b>2017-18</b>	<b>2016-17</b>
I)	Actuarial gain for the year -Obligation	3.84	11.25
ii)	Total gain for the year	3.84	11.25
iii)	Total actuarial (gain)/ loss included in other comprehensive income	3.84	11.25
<b>VII</b>	<b>Actuarial Assumptions:</b>	<b>2017-18</b>	<b>2016-17</b>
i)	Discount Rate	8.00%	8.00%
ii)	Salary Escalation	4.00%	4.00%

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

**b) Leave encashment:**

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

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

<b>Actuarial Assumptions:</b>	<b>2017-18</b>	<b>2016-17</b>
Discount Rate	7.73%	7.39%
Salary Escalation	4.00%	4.00%
Attrition Rate	2.00%	2.00%
Funding Status	Unfunded	Unfunded
<b>Current Liability</b>	<b>11.17</b>	<b>10.41</b>
Non Current Liability	15.90	16.70
<b>Projected Benefit Obligation</b>	<b>27.07</b>	<b>27.11</b>

**41 RELATED PARTIES DISCLOSURE:**

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

S.No.	Related Parties	Nature of Relationship
<b>KEY MANAGEMENT PERSONNEL</b>		
i)	Mr. Krishna Kejriwal	Chairman & Managing Director
ii)	Mrs. Chand Kejriwal	Whole Time Director
(iii)	Mr. Rahul Kejriwal	Whole Time Director
(iv)	Mr. Anil Kumar Agrawal	Director Finance and CFO
(v)	Mr. Rohit Darji	Company Secretary
<b>RELATIVE OF KEY MANAGEMENT PERSONNEL</b>		
(i)	Mr. Basant Kejriwal	Brother of Chairman, Managing Director and CEO
<b>ENTITIES WHERE KEY MANAGEMENT PERSONAL/RELATIVES OF DIRECTORS HAS SIGNIFICANT INFLUENCE</b>		
(I)	Remsons Cables Industries Private Ltd.	Mr. Rahul Kejriwal is Director
(ii)	Goodluck Electronics Private Ltd.	Mr. Rahul Kejriwal is Director



# REMSONS INDUSTRIES LTD.

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

(₹ In Lakhs)

PARTICULARS	OTHER RELATED PARTIES		KEY MANAGEMENT PERSONNEL & RELATIVES	
	2017-18 ₹ in Lacs	2016-17 ₹ in Lacs	2017-18 ₹ in Lacs	2016-17 ₹ in Lacs
Sale of Goods/services (Excluding Taxes)	5.23	69.02	-	-
Remsons Cables Industries Pvt Ltd	0.50	69.02	-	-
Goodluck Electronics Pvt Ltd	4.73	-	-	-
<b>Purchase of goods/services (Excluding Taxes)</b>	<b>27.07</b>	<b>20.33</b>	-	-
Remsons Cables Industries Pvt Ltd	27.07	20.33	-	-
<b>Rent paid (Excluding Taxes)</b>	<b>36.00</b>	<b>36.00</b>	<b>1.82</b>	<b>6.00</b>
Goodluck Electronics Pvt Ltd	36.00	36.00	-	-
Mrs Chand Kejriwal	-	-	1.50	6.00
Mr. Rahul Kejriwal	-	-	0.32	-
Security Deposit	-	10.00	-	-
Goodluck Electronics Pvt Ltd	-	10.00	-	-
Commission Paid	-	-	5.97	5.52
Mr. Basant Kejriwal	-	-	5.97	5.52
<b>Remuneration</b>	-	-	<b>95.95</b>	<b>92.98</b>
Mr. Krishna Kejriwal	-	-	23.49	22.92
Mrs Chand Kejriwal	-	-	13.72	13.95
Mr. Rahul Kejriwal	-	-	21.05	20.46
Mr. Anil Kumar Agrawal	-	-	28.52	27.36
Mr. Sukhdeo Purohit	-	-	-	1.49
Mr. Rohit Darji	-	-	9.15	6.81
<b>Interest Paid</b>	-	-	<b>75.00</b>	<b>75.00</b>
Mr. Krishna Kejriwal	-	-	34.70	34.70
Mrs Chand Kejriwal	-	-	40.30	40.30

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

(₹ In Lakhs)

S. No.	Related parties	Nature of Transactions during the year	As at 31 <sup>st</sup> March, 2018	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
(I)	Remsons Cables Industries Pvt Ltd (at fair value)	Investment in Equity Share	5.99	9.71	9.71
(ii)	Goodluck Electronics Pvt Ltd ( at fair value)	Investment in Equity Share	2.65	2.12	2.11
(iii)	Mr. Krishna Kejriwal	Loan Payable	347.00	347.00	347.00
(iv)	Mrs Chand Kejriwal	Loan Payable	403.00	403.00	403.00
(v)	Mr. Basant Kejriwal	Commission Payable	3.92	2.75	2.35
(vi)	Remsons Cables Industries Pvt Ltd	Trade Payable	-	54.46	-

Related parties are identified by the Management & relied upon by the Auditor

**42 DISCLOSURE OF RELATING TO PROVISION OF WARRANTY**

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

Particulars	2017-18 (₹ in Lacs)	2016-17 (₹ in Lacs)
Balance at the beginning	22.88	24.02
Additional provision during the year	8.80	15.48
Net Amount utilised during the year	(8.80)	(15.49)
Amount reversed during the year	(7.23)	(1.13)
Balance at the end of year	15.65	22.88

**43 FOREIGN CURRENCY EXPOSURE :**

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

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

(₹ In Lakhs)

Particulars	Foreign Currency	As on 31 <sup>st</sup> March, 2018		As on 31 <sup>st</sup> March, 2017		As on 1 <sup>st</sup> April, 2016	
		Amount in Foreign Currency (₹ in Lacs)		Amount in Foreign Currency (₹ in Lacs)		Amount in Foreign Currency (₹ in Lacs)	
Receivables/ Bank/ Advances	GBP	1.39	125.95	0.61	48.46	0.19	18.26
	EURO	8.85	703.20	6.73	458.18	7.20	534.29
	USD	1.36	89.06	0.14	8.73	0.05	3.44

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

(₹ In Lakhs)

Particulars	Foreign Currency	As on 31 <sup>st</sup> March, 2018		As on 31 <sup>st</sup> March, 2017		As on 1 <sup>st</sup> April, 2016	
		Amount in Foreign Currency (₹ in Lacs)		Amount in Foreign Currency (₹ in Lacs)		Amount in Foreign Currency (₹ in Lacs)	
Loan/Trade Payables	GBP	0.16	15.18	0.16	12.92	0.07	6.45
	EURO	3.29	260.89	6.24	425.14	7.00	519.03
	USD	0.00	0.08	0.99	64.94	0.49	32.77

During the previous year, the details of Specified Bank Noted (SBN) held and transacted during the period 08/11/2016 to 30/12/2016 as provided in the table below:-

(₹ In Lakhs)

Particulars	Specified Bank Notes (SBNs)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	1,198,700	217,438	1,416,138
(+) Permitted receipts	-	1,085,000	1,085,000
(-) Permitted payments	-	953,444	953,444
(-) Amount deposited in Banks	1,198,700	-	1,198,700
Closing cash in hand as on 30.12.2016	-	348,994	348,994



45 **Lease**  
The Company's leasing arrangements are in respect of office premises / warehouse. These leasing arrangements, which is mostly cancelable, range between 11 months to 3 years and are usually renewable by mutual consent at mutually agreed terms & conditions. The aggregate lease rentals of Rs. 64.66 Lacs (Previous Year Rs. 59.80 lacs) are charged as rent and shown under the note no. 36 "Other Expenses".

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

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

48 **Capital Management**

i) **Risk Management**

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

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

ii) **Gearing Ratio**

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

Particulars	31 March 2018	31 March 2017	31 March 2016
Borrowing	2,866.46	2,724.19	2,771.39
*Net Debt	2,866.46	2,724.19	2,771.39
Total Equity	1,955.50	1,616.45	1,702.11
Gearing ratio	147%	169%	163%

49 **Fair Value Measurement**

The fair value of Financial instrument as of 31<sup>st</sup> March, 2018, 31<sup>st</sup> March, 2017 and 1<sup>st</sup> April, 2016 were as follows-

Particulars	Fair value as at 31 <sup>st</sup> March, 2018	Fair value as at 31 <sup>st</sup> March, 2017	Fair value as at 1 <sup>st</sup> April, 2016	Fair value hierarchy	Valuation technique(s) and key input(s)	Key Inputs for Level 3 hierarchy	Significant unobservable input for level 3 hierarchy
Financial assets							
Investment in Equity Instruments through OCI	1.71	1.28	1.01	Level 1	Quoted Market Price	-	-
Investment in Equity Instruments through OCI	8.64	11.83	11.82	Level 3	Based on Net Asset Value of the Investee Co.	Based on the net assets of the company	Fluctuation in market price of the property and operation of the company

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

**50 FINANCIAL RISK MANAGEMENT**

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

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

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

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

**1 Market risk****a) Interest rate risk**

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

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

Particulars	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
Variable rate borrowings	2,078.53	1,916.25	1,968.98
Fixed rate borrowings	787.93	807.94	802.41
Total borrowings	2,866.46	2,724.19	2,771.39

**Sensitivity Analysis**

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

Particulars		Basis Points Impact on Profit before Tax		
		31st March, 2018	31st March, 2017	1st April, 2016
Increase in Basis points	+50	(10.39)	(9.58)	(9.84)
Decrease in Basis points	- 50	10.39	9.58	9.84



# REMSONS

## INDUSTRIES LTD.

**b) Foreign Currency risk**

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

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

Particulars	EURO	USD	GBP
<b>31<sup>st</sup> March, 2018</b>			
Trade receivables- Foreign Currency	8.85	1.36	1.39
Trade receivables- INR	703.20	89.06	125.95
Trade payables- Foreign Currency	3.29	0.00	0.16
Trade payables- INR	260.89	0.08	15.18
<b>31<sup>st</sup> March, 2017</b>			
Trade receivables- Foreign Currency	6.73	0.14	0.61
Trade receivables- INR	458.18	8.73	48.46
Trade payables- Foreign Currency	6.24	0.99	0.16
Trade payables- INR	425.14	64.94	12.92
<b>1<sup>st</sup> April, 2016</b>			
Trade receivables- Foreign Currency	7.20	0.05	0.19
Trade receivables- INR	534.29	3.44	18.26
Trade payables- Foreign Currency	7.00	0.49	0.07
Trade payables- INR	519.03	32.77	6.45

**Sensitivity Analysis-**

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

Particulars	31st March, 2018		31st March, 2017		1st April, 2016	
	Strengthens	Weakening	Strengthens	Weakening	Strengthens	Weakening
Impact on profit or loss for the year						
Euro Impact	22.12	(22.12)	1.65	(1.65)	0.76	(0.76)
USD Impact	4.45	(4.45)	(2.81)	2.81	(1.47)	1.47
GBP Impact	5.54	(5.54)	1.78	(1.78)	0.59	(0.59)
Total	32.10	(32.10)	0.62	(0.62)	(0.11)	0.11

c) **Price Risk**

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

II **Credit risk**

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

**Credit Risk Management**

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

The maximum exposure to credit risk as at 31 March 2018, 31 March 2017 and 1 April 2016 is the carrying value of such trade receivables as shown in note 12 of the financials.

III **Liquidity Risk**

Liquidity risk represents the inability of the Company to meet its financial obligations within stipulated time. To mitigate this risk, the Company maintains sufficient liquidity by way of working capital limits from banks

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

Particulars	Less than 1 year	More than 1 year	Total
As at 31 <sup>st</sup> March, 2018			
Borrowings	2,042.61	823.86	2,866.46
Trade payables	1,822.19	-	1,822.19
Other financial liabilities	38.87	-	38.87
<b>Total</b>	<b>3,903.67</b>	<b>823.86</b>	<b>4,727.53</b>
Particulars	Less than 1 year	More than 1 year	Total
As at 31 <sup>st</sup> March, 2017			
Borrowings	1,845.06	879.13	2,724.19
Trade payables	1,370.61	-	1,370.61
Other financial liabilities	33.72	-	33.72
<b>Total</b>	<b>3,249.39</b>	<b>879.13</b>	<b>4,128.52</b>

Particulars	Less than 1 year	More than 1 year	Total
As at 1 <sup>st</sup> April, 2016			
Borrowings	1,987.70	783.69	2,771.39
Trade payables	1,450.44	-	1,450.44
Other financial liabilities	30.78	-	30.78
<b>Total</b>	<b>3,468.92</b>	<b>783.69</b>	<b>4,252.61</b>



**51 FIRST TIME ADOPTION OF IND AS**

The Company has adopted Ind AS with effect from 1<sup>st</sup> April 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1<sup>st</sup> April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

**Explanation 1 - Exemptions and exceptions availed**

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

**(I) Ind AS Optional exemptions**

Deemed Cost - Property, Plant and Equipment, Capital work-in-progress and Intangible Assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment, Capital work-in-progress and intangible assets at their previous GAAP carrying values.

**(II) Ind AS mandatory exemptions**

**(I) Estimates**

An entity's estimates in accordance with Ind AS' at the date of transition to Ind AS shall be consistent with the estimates made for the same date in accordance with the previous GAAP (after adjustments to reflect any difference in accounting policies) unless there is an objective evidence that those estimates were in error.

**(ii) Classification and measurement of financial assets (other than equity instruments)**

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exists at the date of transition to Ind AS.

**(iii) De-recognition of financial assets and financial liabilities**

Ind AS 101 requires a first time adopter to apply the de-recognition provisions for Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows first time adopter to apply the derecognition requirements provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past Ind AS 101 retrospectively from the date of entity's choosing, transactions was obtained at the time of initially accounting for the transactions.

46<sup>th</sup> ANNUAL REPORT 2017-2018

Effects of Ind AS adoption on Balance Sheet at 31st March, 2017 and 1st April, 2016 :

Particulars	Note No.	As at 31 <sup>st</sup> March, 2017 (End of last period presented as per IGAAP)			As at 1 <sup>st</sup> April, 2016 (Date of Transition)		
		As per IGAAP	Adjustments on transition to Ind AS	As per Ind AS	As per IGAAP	Adjustments on transition to Ind AS	As per Ind AS
<b>Non - Current Assets</b>							
(a) Property, Plant and Equipment	5,8	2,207.59	(6.19)	2,201.42	2,109.16	(7.09)	2,102.07
(b) Capital work in progress		18.19	-	18.19	41.90	-	41.90
(c) Investment property	8		7.19	7.19	-	7.38	7.38
(d) Other intangible assets		28.18	-	28.18	16.97	-	16.97
(e) Financial assets							
(i) Investments	2	1.96	11.14	13.11	1.96	10.86	12.83
(ii) Other financial assets	3	42.70	(0.27)	42.43	32.26	(1.33)	30.93
(f) Other non - current assets	3	19.41	(0.75)	18.66	53.52	0.25	53.77
<b>Current Assets</b>							
(a) Inventories		1,768.93	-	1,768.93	1,694.15	-	1,694.15
(b) Financial assets							
(i) Trade receivables		1,643.13	-	1,643.13	2,119.24	-	2,119.24
(ii) Cash and cash equivalents		28.42	-	28.42	32.64	-	32.64
(iii) Other financial assets		14.86	-	14.86	12.16	-	12.16
(c) Other current assets	3	191.58	0.99	192.56	166.09	1.00	167.09
<b>Total Assets</b>		<b>5,964.95</b>	<b>12.11</b>	<b>5,977.08</b>	<b>6,280.06</b>	<b>11.07</b>	<b>6,291.13</b>
<b>Equity</b>							
(a) Equity Share Capital		571.34	-	571.34	571.34	-	571.34
(b) Other equity	Refer Note below	1,047.91	(2.82)	1,045.11	1,136.27	(5.50)	1,130.77
<b>Liabilities</b>							
<b>Non Current Liabilities</b>							
(a) Financial Liabilities							
(i) Borrowings	1	880.43	(1.30)	879.13	783.69	-	783.69
(b) Provisions	4	16.70	9.51	26.21	14.31	9.61	23.92
Deferred tax	6 & 20.1	7.36	(6.65)	0.71	77.89	(7.45)	70.44
<b>Current Liabilities</b>							
(a) Financial Liabilities							
(i) Borrowings		1,795.05	-	1,795.05	1,968.98	-	1,968.98
(ii) Trade payables		1,370.61	-	1,370.61	1,450.44	-	1,450.44
(iii) Other financial liabilities		83.73	-	83.73	49.50	-	49.50
(b) Other current liabilities		154.36	-	154.36	158.63	-	158.63
(c) Provisions	4	35.97	13.37	49.34	54.50	14.41	68.91
(d) Current Tax Liabilities (Net)		1.49	-	1.49	14.51	-	14.51
<b>Total Equity and Liabilities</b>		<b>5,964.95</b>	<b>12.11</b>	<b>5,977.08</b>	<b>6,280.05</b>	<b>11.07</b>	<b>6,291.13</b>

Statement of Reconciliation of Equity (Shareholders' funds) as at 31<sup>st</sup> March, 2017 and 1st April, 2016:

Particulars	Note No.	As at 31 <sup>st</sup> March, 2017	As at 1 <sup>st</sup> April, 2016
Total Equity (Shareholders' Fund) as per IGAAP		1,619.25	1,707.61
Adjustments on transition to Ind AS:			
Borrowing carried at amortised cost	1	1.30	-
Fair valuation of investments	2	11.13	10.86
Fair valuation of security deposits	3	(0.02)	(0.09)
Others	4	(21.89)	(23.73)
Tax effects of adjustments	6 & 20.1	6.65	7.45
Total adjustments		(2.82)	(5.50)
Total Equity (Shareholders' Fund) as per IND AS		1,616.45	1,702.11

Effects of Ind AS adoption on Statement of Profit & Loss for the year ended 31<sup>st</sup> March, 2017

Particulars	Note No.	Year ended 31 <sup>st</sup> March, 2017 (End of last period presented as per IGAAP)		
		As per IGAAP	Adjustments on transition to Ind AS	As per Ind AS
Revenue from operations	9	12,052.24	1,232.78	13,285.02
Other income	3,4	70.90	2.20	73.10
<b>Total Revenue</b>		<b>12,123.14</b>	<b>1,234.99</b>	<b>13,358.12]</b>
Cost of raw material consumed		7,537.88	-	7,537.88
Purchase of Stock in Trade		22.50	-	22.50
Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade		(24.30)	-	(24.30)
Excise duty	9	-	1,432.34	1,432.34
Employee benefit expenses	7	2,304.98	(11.25)	2,293.73
Finance Costs	1	231.30	(1.30)	230.00
Depreciation & amortization expenses	5	243.19	(0.70)	242.49
Other Expenses	3,9	1,966.78	(198.56)	1,768.20
Total Expenses		12,282.33	1,220.53	13,502.84
Profit before tax		(159.19)	14.45	(144.72)
Less: Income Tax expenses				
-Current Tax				
-Deferred Tax	6 & 20.1	(70.54)	4.40	(66.14)
-Earlier year tax		(0.29)		(0.29)
Profit for the period		(88.37)	10.06	(78.29)
Other comprehensive income			-	
Item that will not be reclassified to profit and loss	2,7	-	(10.98)	(10.98)
Tax related to item that will not be reclassified to profit and loss	6 & 20.1	-	3.60	3.60
<b>Total comprehensive income</b>		<b>(88.37)</b>	<b>2.68</b>	<b>(85.67)</b>

## Statement of Reconciliation of total comprehensive income for the year ended 31st March, 2017

Particulars	Note No.	As at 31 <sup>st</sup> March, 2017
Net Profit after Tax previously presented under IGAAP		(88.37)
Adjustments on transition to Ind AS		10.06
<b>Net Profit after Tax before OCI as per IND AS</b>		<b>(78.29)</b>
Fair valuation of investments	2	0.27
Reclassification of remeasurement of employee benefits	7	(11.25)
Tax effects of adjustments	6 & 20.1	3.60
<b>Total adjustments</b>		<b>(7.38)</b>
<b>Total Equity (Shareholders' Fund) as per IND AS</b>		<b>(85.67)</b>

## Effects of Ind AS adoption on Cash Flow statement for the year ended 31st March, 2017

Particulars	Note No.	Year ended 31st March, 2017 (End of last period presented as per IGAAP)		
		As per IGAAP	Adjustments on transition to IndASAS	As per Ind AS
Cash flow from operations		554.43	-	554.43
Cash flow from Investing Activities		(281.46)	-	(281.46)
Cash flow from Financing Activities		(277.19)	-	(277.19)
<b>Net Increase/(decrease) in cash and cash equivalents</b>		<b>(4.22)</b>	-	<b>(4.22)</b>
Cash and cash equivalents at the beginning of the year		32.64	-	32.64
Cash and cash equivalents at the end of the year		28.42	-	28.42

## Note No.:

**1 Long term borrowing**

Long term borrowings from Bank and financial institution have been recognised as financial liabilities and have been measured at fair value through amortised cost using effective rate of interest. Interest expense is recognised using effective rate of interest. This change the amount of borrowing by ₹ 1.30 Lakhs as at 31 March 2017 (1 April 2016 Rs. Nil). Consequently, the total equity increased by an equivalent amount

**2 Investments**

Fair value changes with respect to investments in equity instruments designated as at FVOCI have been recognised in FVOCI Equity investments reserve as at the date of transition. This increased other reserves by ₹ 11.14 lakhs as at 31 March 2017 (1 April 2016 - ₹10.86 lakhs).

**3 Security Deposits**

Under the previous GAAP, interest free security deposits are recorded at their transaction value. Under Ind AS, all financial assets are required to be recognised at fair value. Accordingly, the group has fair valued these security deposits under Ind AS. Difference between the fair value and transaction value of the security deposits have been recognised in retained earnings.

**4 Warranty provision**

Warranty provisions is determined based on the historical percentage of warranty expense to sales for the same types of goods for which the warranty is currently being determined. The same percentage to the sales is applied for the current accounting period to derive the warranty expense to be accrued.



# **REMSONS**

## **INDUSTRIES LTD.**

### **5 Others**

Depreciation related to lease hold land has been reversed. As a result of this change, the profit for the year ended 31 March 2017 increased by Rs. .99 Lakhs (1 April 2016 Rs. .29 Lakhs). Consequently, the total equity increased by an equivalent amount.

### **6 Deferred tax**

Under previous GAAP, deferred taxes were recognised based on Profit & loss approach i.e. tax impact on difference between the accounting income and taxable income. Under Ind AS, deferred tax is recognised by following balance sheet approach i.e. tax impact on temporary difference between the carrying value of assets and liabilities in the books and their respective tax base.

### **7 Remeasurements of post-employment benefit obligations**

Under Ind AS, remeasurements i.e. actuarial gains and losses and the return on plan assets, excluding amounts included in the net interest expense on the net defined benefit liability are recognised in other comprehensive income instead of profit or loss. Under the previous GAAP, these remeasurements were forming part of the profit or loss for the year. As a result of this change, the profit for the year ended 31 March 2017 decreased by Rs. 11.25 Lakhs (1 April 2016 Rs. 3.84 Lakhs). There is no impact on the total equity as at 31 March 2017 (1 April 2016).

### **8 Property, Plant and Equipment and Investment Property**

Under the previous GAAP, Investment Property, Land & Building of Rs. 7.19 lakhs as on 31 March 2017 (1 April 2016 Rs. 7.38 lakhs) was grouped under Property Plant and Equipment. Under Ind AS, the same is treated as Investment property under Ind AS 40 at carrying cost under previous GAAP. There is no impact on the total equity and profit.

### **9 Revenue**

Under previous GAAP, revenue from sale of goods was presented net of excise duty whereas under IND AS the revenue from sale of goods is presented inclusive of excise duty. The excise duty is presented on the face of the Statement of Profit and Loss. This change has resulted in an increase in total revenue and total expenses for the year ended 31 March 2017 by Rs. 14.31 Lakhs. There is no impact on the total equity and profit.

Under the previous GAAP, certain discounts was shown in expenses. Under Ind AS, the same has been netted from revenue amounting to Rs. 199.56 lakhs. There is no impact on the total equity and profit.

### **10 Reclassification**

Reclassification of financial assets and financial liabilities has been done as required as per Ind AS Sch III

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

As per our report of even date attached  
**For M L BHUWANIA AND CO LLP**  
Chartered Accountants  
FRN 101484W / W100197  
**VIJAY KUMAR JAIN**  
Partner  
Membership No. 108374  
Place : Mumbai, Dated : 28<sup>th</sup> May, 2018

For and on behalf of the Board of Directors  
For Remsons Industries Limited  
**Krishna Kejriwal**  
Chairman & Managing Director  
DIN : 00513788  
**Anil Kumar Agrawal**  
Director Finance & CFO  
DIN : 00513805  
**Rohit Darji**  
Company Secretary  
Place : Mumbai , Dated : 28<sup>th</sup> May, 2018



# **REMSONS** **INDUSTRIES LTD.**

(CIN : L51900MH1971PLC015141)

401, 4<sup>TH</sup> Floor, Gladiola, Hanuman Road Vile Parle, (East), Mumbai-400057  
Tel: (022) 26113883, 26112368, Email : remsons@vsnl.com, Website: www.remsons.com

## **FOR KIND ATTENTION OF SHAREHOLDERS**

Dear Shareholder(s),

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

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

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

**Place:**

**Dated:**

\_\_\_\_\_  
**Signature of the Member**

Kindly submit the above details duly filled in and signed at the appropriate place to the Registrar and Share Transfer Agent of the Company viz. **M/s. Sharex Dynamic (India) Private Limited, Unit 1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072.**

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

Thanking you

**For Remsons Industries Limited**

**Rohit Darji**  
**Company Secretary & Compliance Officer**



# REMSONS INDUSTRIES LTD.

(CIN : L51900MH1971PLC015141)

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

Tel: (022) 26113883, 26112368, Email : remsons@vsnl.com, Website: www.remsons.com

## PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies

(Management and Administration) Rules, 2014]

46<sup>th</sup> ANNUAL GENERAL MEETING ON MONDAY, 24<sup>th</sup> SEPTEMBER, 2018

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

E-mail Id : \_\_\_\_\_  
Folio No/ Client Id/DP Id : \_\_\_\_\_

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

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_, or failing him/her

1. Name: \_\_\_\_\_

Address: \_\_\_\_\_

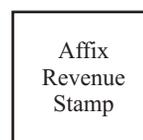
Email ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 24<sup>th</sup> September, 2018 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club, Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item Number	Resolutions	Vote (Optional see note 2) Please mention no. of Share(s)		
		For	Against	Abstain
	<b>Ordinary Business:</b>			
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2018 together with the Reports of the Directors' and the Auditors' thereon			
2	Ordinary Resolution for declaration of dividend on equity shares for the financial year ended on 31 <sup>st</sup> March, 2018.			
3	Ordinary Resolution for appointment a Director in the place of Mrs. Chand Kejriwal (DIN: 00513737) Whole Time Director who retires by rotation and being eligible, offers herself for re-appointment.			
	<b>Special Business:</b>			
4	Special Resolution for re-appointment of Mr. Paresh N. Bhagat (DIN.: 00107783), as an Independent Director of the Company for a second term of five years w.e.f. from 1 <sup>st</sup> April, 2019.			
5	Special Resolution for re-appointment of Mr. Rahul Kejriwal (DIN: 00513777) as Whole-Time Director of the Company for a further period of 2 years w.e.f. 1 <sup>st</sup> June, 2018.			
6	Special Resolution for re- appointment of Mr. Anil Kumar Agrawal (DIN: 00513805) as Whole-Time Director of the Company for a further period of 2 years w.e.f. 11 <sup>th</sup> August, 2018.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature of Member: \_\_\_\_\_



**Note:**

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



# REMSONS INDUSTRIES LTD.

(CIN : L51900MH1971PLC015141)

401, 4<sup>th</sup> Floor, Gladiola, Hanuman Road Vile Parle, (East), Mumbai-400057  
Tel: (022) 26113883, 26112368, Email : remsons@vsnl.com, Website: www.remsons.com

## ATTENDANCE SLIP

**46<sup>th</sup> ANNUAL GENERAL MEETING ON MONDAY 24<sup>TH</sup> SEPTEMBER, 2018**

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

I/We hereby record my/our presence at the 46<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 24<sup>th</sup> September, 2018 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club, Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049.

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

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

### Notes :

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

*PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL*

..... Cut Here .....

### ELECTRONIC VOTING PARTICULARS

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

**Note:** Please read the instructions given under the Note (Procedure & Instruction For E-voting) to the Notice of 46<sup>th</sup> Annual General Meeting. The e-voting time starts from Friday, 21<sup>st</sup> September 2018 at 9.00 a.m. and ends on Sunday, 23<sup>rd</sup> September 2018 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.









*Thanks*

to our million customers

throughout the world

for patronizing us.



**REMSONS<sup>®</sup>**  
INDUSTRIES LIMITED

**Registered Office:**

401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle East, Mumbai 400 057.

Tel: +91 22 261222368; 26113883; 26114452. Email: [remsons@vsnl.com](mailto:remsons@vsnl.com).

Web: [www.remsons.com](http://www.remsons.com)

CIN: L51900MHH1971PLC015141