

**ACROW INDIA LTD**

Regd. Office & Factory: Plot No 2 & 3, P.O. Ravalgaon – 423108, Taluka: Malegaon, Dist: Nasik, Maharashtra  
Corporate Office: 52,5th Floor, Maker Tower 'F', Cuffe Parade, Mumbai – 400 005 Tel: (022) 22186479  
**CIN – L13100MH1960PLC011601**

To,  
BSE Ltd.  
P. J. Towers, Dalal Street,  
Mumbai - 400 001

Date: 03<sup>rd</sup> September, 2019

Ref: Scrip Code: BSE: **513149**

Subject: Submission of Annual Report of the Company for the financial year 2018-19.

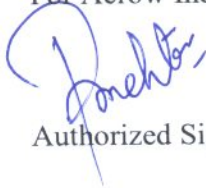
Dear Sir/Madam,

Pursuant to the provisions of Regulation 34(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, read with amendments thereto, we are enclosing the copy of Annual Report of the Company for the financial year ended 31<sup>st</sup> March, 2019 along with Notice of 59<sup>th</sup> Annual General Meeting of the Company scheduled on 27<sup>th</sup> September, 2019.

Thanking You,

Yours faithfully,

For Acrow India Limited.



Authorized Signatory.

**59<sup>th</sup> Annual Report  
2018-2019**

**ACROW**

**ACROW INDIA LIMITED**



**BOARD OF DIRECTORS**

|                            |  |
|----------------------------|--|
| Mr. Harshavardhan B. Doshi | Chairman                                       |
| Mr. Nihal H. Doshi         | Director                                       |
| Mr. Vikram Bhat            | Independent Director                           |
| Mrs. Ramola S. Mahajani    | Independent Director                           |
| Mr. Sanjay Shirgaonkar     | Additional Director (From 05th February, 2019) |

**AUDITORS**

|                      |                       |
|----------------------|-----------------------|
| M/s. Patkar & Pendse | Chartered Accountants |
|----------------------|-----------------------|

**SOLICITORS**

M/s Mulla & Mulla & Craigie Blunt & Caroe

**BANKERS**

Bank of Baroda

**REGISTRAR &  
SHARE TRANSFER AGENT**

Freedom Registry Ltd.  
Plot No. 101/102, 19th Street,  
MIDC Industrial Area, Satpur,  
Nashik – 422007  
Tel No: (0253) 2354032  
Fax No: (0253) 2351126

**FACTORY &  
REGISTERED OFFICE**

Plot No 2 & 3,  
Ravalgaon – 423108,  
Taluka Malegaon,  
District – Nashik, Maharashtra  
Tel No: (02554) 645913 / 645914  
Fax No: (02554) 270386

**CORPORATE OFFICE**

52, 5th Floor, Maker Tower 'F',  
Cuffe Parade, Mumbai – 400005  
Tel No: (022) 22184291 / 22186479  
Fax No: (022) 22184294

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**NOTICE**

Notice is hereby given that the Fifty Ninth Annual General Meeting of the members of Acrow India Ltd will be held on Friday, 27<sup>th</sup> September, 2019 at 3.00 P.M. at Krida Mandal Hall, Ravalgaon – 423108, Taluka Malegaon, District Nashik, Maharashtra, to transact the following business:

**Ordinary Business**

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2019 along with the reports of the Board of Directors and Auditors thereon.
2. To appoint statutory auditors and pass with or without modifications(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 139 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. Patkar & Pendse, Chartered Accountant, (Firm Registration No. 107824W) be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this Annual General Meeting till the conclusion of 63rd Annual General Meeting of the Company, (auditors appointment done for the period w.e.f 7th January, 2019 uptill the conclusion of this AGM as per the EOGM held on 30th March 2019 to fill the casual vacancy) on such remuneration including out of pocket expenses and other expenses as may be mutually agreed by and between the Board of Directors and the Auditor.

**RESOLVED FURTHER THAT** to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf”

3. To appoint a Director in place of Mr. Nihal Doshi who retires by rotation and being eligible offers himself for reappointment.

**Special Business:**

4. Appointment of Mr. Sanjay Ramchandra Shirgaonkar (DIN: 08352288) as a Director.

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Sanjay Ramchandra Shirgaonkar (DIN: 08352288), who was appointed by the Board of Directors, as an Additional Director of the Company effective February 05, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 and any other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) (including any modification or re-enactment thereof) and who is eligible for appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

**Registered Office:**

Plot No 2 & 3, Ravalgaon – 423108,  
Taluka Malegaon, District – Nashik,  
Maharashtra, India

**CIN:** L13100MH1960PLC011601

**By Order of the Board of Directors**

**H. B. Doshi**  
Chairman

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the company. Proxies in order to be effective must be received by the Company at its Registered Office not less than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given on Page No. 4.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 21st September 2019 to Friday, 27th September, 2019 (both days inclusive).

4. Members holding shares in physical form are requested to notify immediately details of any change / correction in their address, bank particulars etc. to the Company's Registrars and Share Transfer Agents. Members holding shares in demat account (electronic form) may notify any change to the Depository Participant.
5. The Company has transferred the unpaid or unclaimed dividends declared upto financial years 2010-2011, from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to provisions of IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012. The shareholders are requested to note that no claim shall lie against the Company or the said IEPF after the transfer of unclaimed dividend to the fund.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Company or Freedom Registry Ltd.
7. At the ensuing Annual General Meeting, Director Mr. Nihal Doshi retires by rotation and being eligible offers himself for re-appointment. The information pertaining to the Director to be provided vide Clause 49 of the Listing Agreement with Stock Exchange is given below:

|   |   |
|---|---|
| <b>Name of Director</b>                                       | <b>Mr. Nihal H. Doshi</b>   |
| Date of Birth   | 09/10/1983  |
| Experience in specific areas and position held                | Ten years of experience in finance and five years of experience in management                       |
| Qualification   | B.Sc., magna cum laude, in economics from The Wharton School at the University of Pennsylvania, USA |
| Directorship in other companies (Excluding Foreign Companies) | Five  |
| Shareholding  | Nil   |

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Maharashtra, India  
CIN: L13100MH1960PLC011601

**By Order of the Board of Directors**

**H. B. Doshi**  
Chairman

**Statement pursuant to Section 102(1) of the Companies Act, 2013, as amended ('Act')**

**The following Statement sets out all material facts relating to Item No. 4 mentioned in the accompanying Notice.**

**Item No. 4:**

The Board of Directors ('Board'), appointed Mr. Sanjay Shirgaonkar as an Additional (Non-Executive, Independent) Director of the Company, effective February, 05 2019. Pursuant to the provisions of Section 161 of the Act, Mr. Sanjay Shirgaonkar will hold office up to the date of the ensuing Annual General Meeting ('AGM') and is eligible to be appointed as a Director of the Company. The Company has, in terms of Section 160(1) of the Act, received a notice in writing from a Member, proposing the candidature of Mr. Sanjay Shirgaonkar for the office of Director. Mr. Sanjay Shirgaonkar, once appointed will be liable to retire by rotation.

The Company has received from Mr. Sanjay Shirgaonkar (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014; (ii) Intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and (iii) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, that he has not been debarred from holding office of a Director by virtue of any Order passed by Securities and Exchange Board of India or any other such authority.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Mr. Sanjay Shirgaonkar, to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

The Board recommends the Resolution set forth at Item No. 4 for the approval of the Members.

**INFORMATION AND OTHER INSTRUCTIONS RELATING TO E-VOTING.**

The instructions for shareholders voting electronically are as under:

1. The voting period begins on Tuesday, 24<sup>th</sup> September 2019 at 10:00 hours and ends on Thursday, 26<sup>th</sup> September 2019 at 17:00 hours. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 20<sup>th</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
3. Click on Shareholders.
4. Now Enter your 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.
5. Next enter the Image Verification as displayed and Click on Login.
6. If you are 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 your existing password is to be used.
7. If you are a first time user follow the steps given below:

|                       | For Members holding shares in Demat Form and Physical Form   |
|-----------------------|--|
| PAN                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.  |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.   |
| Note                  | Please enter the DOB or Dividend Bank Details in order to login.<br>If 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 4  |

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company 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.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

11. Click on the EVSN for Acrow India Ltd.
12. On the voting page, you 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 that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
15. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
17. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Note for Non – Individual Shareholders and Custodians
  - a. 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 Corporate.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk. [evoting@cdslindia.com](mailto:evoting@cdslindia.com).
  - c. 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.
  - d. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. 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.
19. 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).



### DIRECTORS' REPORT

Dear Members,

Your Directors present the 59<sup>th</sup> Annual Report together with the Audited Financial Statement of the Company for the financial year ended 31st March 2019.

#### 1. FINANCIAL RESULTS

| Particulars                                      | Year ended 31st<br>March 2019<br>(Rs. in lacs) | Year ended 31st<br>March 2018<br>(Rs. in lacs) |
|--|--|--|
| <b>Sales and Other Income</b>                    | <b>112.52</b>                                  | <b>151.40</b>                                  |
| <b>Operating Profit</b>                          | <b>42.27</b>                                   | <b>37.87</b>                                   |
| Less: Interest and Finance Charges               | 0.58   | 0.19   |
| Less: Depreciation                               | 33.10  | 38.50  |
| <b>Profit Before Exceptional Items</b>           | <b>8.58</b>                                    | <b>(0.82)</b>                                  |
| Exceptional Items:                               | -  | -  |
| Profit on Sales of Assets                        | -  | -  |
| <b>Profit Before Tax After Exceptional Items</b> | <b>8.58</b>                                    | <b>(0.82)</b>                                  |
| Less: Provision for Tax:                         |  |  |
| Current Tax                                      | -  | -  |
| Deferred Tax Credit / (Debit)                    | (11.91)  | (1.02)   |
| Tax for Earlier Years                            | -  | -  |
| <b>Profit After Tax</b>                          | <b>20.50</b>                                   | <b>0.20</b>                                    |
| Add: Balance Brought Forward from Previous Year  | 1423.87  | 1423.67  |
| <b>Balance Available for Appropriation</b>       | <b>1444.37</b>                                 | <b>1423.87</b>                                 |
| <b>Appropriations:</b>                           |  |  |
| Proposed Dividend                                | -  | -  |
| Corporate Dividend Tax                           | -  | -  |
| Transfer to General Reserve                      | -  | -  |
| <b>Balance Carried to Balance Sheet</b>          | <b>1444.37</b>                                 | <b>1423.87</b>                                 |

#### 2. OPERATIONS

The Company has been engaged in the manufacture of engineering items namely equipment for the Sugar industry. However, it has temporarily stopped manufacturing operations to revisit the costing of its products.

#### 3. DIVIDEND

Your Directors do not recommend any dividend on the equity shares for the year ended 31st March 2019.

#### 4. TRANSFER TO RESERVES

The Company has proposed not to transfer any amount to General Reserve.

#### 5. DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 134 (3) (c) of the Companies Act, 2013, the Directors' confirm that:

1. In the preparation of Annual Accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departures.
2. The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss account of the Company for that year.

3. Proper and sufficient care has been taken for maintaining adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. The Annual Accounts have been prepared on a going concern basis.
5. The company has followed a proper internal financial control and that such internal financial controls are adequate and were operating effectively.
6. A system has been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 6. FIXED DEPOSITS

The Company has not accepted any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the rules made thereunder.

## 7. EXTRACT OF ANNUAL RETURN

The extract of Annual Return of the Company is annexed herewith as Annexure 1 of this Report.

## 8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in Annexure 2 to this Report.

## 9. PARTICULARS REGARDING DIRECTORS, KEY MANAGERIAL PERSONNEL AND REMUNERATION PAID TO DIRECTOR AND KEY MANAGERIAL PERSONNEL

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rules forms part of the Report. No remuneration is being paid to the Directors and none of the employees of the Company is drawing remuneration in excess of the limits prescribed under the Act and Rules forming part thereof.

## 10. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS

Pursuant to Section 149 (4) of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 the Central Government has prescribed that your Company shall have minimum two Independent Directors.

Your company has following Independent Directors:

| Sr. No. | Name of the Independent Director | Date of appointment / reappointment | Date of passing of Special resolution, if any |
|---------|----------------------------------|-------------------------------------|---|
| 1.      | Mr. Vikram Bhat                  | 15/07/2014                          | 15/07/2014                                    |
| 2.      | Mrs. Ramola Mahajani             | 08/07/2015                          | 08/07/2015                                    |
| 3.      | Mr. Sanjay Shirgaonkar           | 05/02/2019                          | 05/02/2019                                    |

All the above Independent Directors meet the criteria of 'independence' prescribed under section 149(6) and have submitted declaration to the effect that they meet with the criteria of independence as required under section 149 (7) of the Companies Act, 2013.

## 11. RELATED PARTY TRANSACTION

The Company has entered into transactions with related parties in accordance with the provisions of the Companies Act, 2013 and the particulars of the contracts or arrangements with related parties referred to in Section 188 (1), as prescribed in Form AOC-2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013 is appended as Annexure 3 of the Report. Your Directors draw attention of the members to Note 30 to the financial statement, which sets out related party disclosures.

**12. MEETINGS OF BOARD**

Five meetings of the Board of Directors were held during the year. Details are as under:

| Sr. No | Date of the Meeting | Directors Present   | Directors to whom Leave of Absence was granted |
|--------|---------------------|---|--|
| 1.     | 04/05/2018          | Mr. H. B. Doshi<br>Mr. Nihal Doshi<br>Mr Vikram Bhat<br>Mrs. Ramola Mahajani  | -  |
| 2.     | 10/08/2018          | Mr. H. B. Doshi<br>Mr. Nihal Doshi<br>Mr Vikram Bhat<br>Mrs. Ramola Mahajani  | -  |
| 3.     | 13/11/2018          | Mr. Nihal Doshi<br>Mr. Vikram Bhat<br>Mrs. Ramola Mahajani                    | -  |
| 4.     | 07/01/2019          | Mr. H. B. Doshi<br>Mr. Nihal Doshi<br>Mr. Vikram Bhat<br>Mrs. Ramola Mahajani | -  |
| 5.     | 05/02/2019          | Mr. H. B. Doshi<br>Mr. Nihal Doshi<br>Mr. Vikram Bhat<br>Mrs. Ramola Mahajani | -  |

**13. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Vikram Madhusudhan Bhat (DIN: 00551104) was appointed for a term of five (5) consecutive years at the 54th Annual General Meeting of the Company. The members re-appointed Mr. Vikram Madhusudan Bhat (DIN: 00551104) at its duly conducted Extra Ordinary General Meeting on 30th March, 2019 for a second term of five consecutive years, beginning from 15th July, 2019 for and upto 14th July, 2024.

Your Board of Directors is of the opinion that Mr. Vikram Madhusudan Bhat fulfils the conditions specified in the Companies Act, 2013, the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the appointment of an Independent Director, and that he is independent of the Management. However he has completed 75 years of age.

Mr. Sanjay Shirgaonkar (DIN: 08352288) was appointed as an Additional Director at duly held board meeting on 05th February, 2019 till the ensuing annual general meeting. Mr. Sanjay Shirgaonkar (DIN:08352288) is eligible for appointment as Independent Director of the Company.

He was welcomed on the Board.

**14. CORPORATE GOVERNANCE**

As per the requirements of SEBI regarding Listing Agreement and further with reference to Circular dated September 2014 stating amendment as, "The Clause 49 of the Listing Agreement shall be applicable to all companies whose equity shares are listed on a recognized stock exchange. However, compliance with the provisions of Clause 49 shall not be mandatory, for the time being, in respect of the following class of companies, i.e. companies having paid up equity share capital not exceeding Rs. 10 crore and Net Worth not exceeding Rs. 25 crores, as on the last day of the previous financial year." Since the Company's equity share capital and net worth are below the threshold limit, the Corporate Governance report is not prepared.

**15. AUDITORS AND AUDIT REPORT**

M/s Patkar and Pendse, Chartered Accountant, (Firm Registration No. 107824W) were appointed as Statutory Auditors of the Company at duly held Extra Ordinary General Meeting held on 30th March, 2019 as there arose casual vacancy. M/s. Patkar and Pendse were appointed for a period of one year and hence needs to be appointed for a further period of four years, which shall complete the first tenure of five years of the statutory auditors of the Company. The firm is now eligible for appointment of term of four years in the current annual general meeting ie from the conclusion of this annual general meeting untill the conclusion of 63rd annual general meeting.

## 16. COST AUDITORS

With reference to the Companies (Cost Records and Audit) Rules 2014, as prescribed by the Central Government in Sub-sections (1) and (2) of Section 469 and Section 148 of the Companies Act, 2013 (18 of 2013), the Company is not covered under amended rules of the Companies (Cost Records and Audit) Rules, 2014, Rule 3(ii) for maintenance of Cost records with effect from financial year 2015-16.

## 17. SECRETARIAL AUDITORS

The Board had appointed M/s. S. Lakshminarayanan, as Secretarial Auditors of the Company, according to the provisions of Section 204 of the Companies Act, 2013 for conducting Secretarial Audit of the Company for the financial year 2018-2019. However M/s. S. Lakshminarayan showed his unwillingness to continue with the assignment with the Company. So the Board approached Mr. S. R. Padhye, Practicing Company Secretary to conduct Secretarial Audit for the year ended 31st March, 2019.

The Secretarial Audit Report for the financial year ended 31st March 2019 is annexed herewith.

1. "The Company has not complied with provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014".

The Board has taken note of the same and efforts are being made to recruit suitable candidates at the earliest.

"With the coming into force of the Companies Act, 2013, several regulations of the Articles of Association of the Company require alterations or deletions as they are based on the Companies Act, 1956, or contain specific reference thereto. The Company has, so far, not carried out such modifications / deletions or adoption of new set of Articles."

The Board took note of the observation.

2. "Some of the policies to be framed and implemented by the Nomination and Remuneration Committee is under the process of formulation . Hence the full compliance of the section 178 of the companies Act would be fully complied only after the same is complete"

The Board has taken note of the observation.

3. "Shares of the company need to be dematted as per the requirements of the provisions of SEBI and Stock Exchange Regulations."

The Board has taken note of the observation.

## 18. RISK MANAGEMENT

The Company is in the process of setting up a system for management of risk associated with the orderly functioning of the Company.

## 19. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operations was observed.

## 20. VIGIL MECHANISM

Your company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company has established a Whistle Blower Policy under Vigil the Mechanism in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement for reporting the genuine concerns or grievances or concerns of actual or suspected fraud or violation of the Company's Code of Conduct.

## 21. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

No case of sexual harassment was reported during the year.

## 22. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED.

Particulars of loans given, Investments made and Guarantees given and Securities provided are given in the financial statements and notes to accounts.

**23. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

The provisions of Section 135 of the Companies Act, 2013 read with rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable to the Company for the year ended 2018-19.

**Registered Office:**

Plot No 2 & 3, Ravalgaon – 423108,  
Taluka Malegaon, District – Nashik,  
Maharashtra, India  
**CIN:** L13100MH1960PLC011601

For **ACROW INDIA LTD.**

**H. B. Doshi**  
Chairman

**ANNEXURE 1**
**Form No. MGT-9**

Extract of Annual Return as on the Financial Year ended on 31st March 2019

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

**1. REGISTRATION AND OTHER DETAILS**

| Sr. No | Particulars   | Details   |
|--------|---|---|
| i)     | CIN   | L13100MH1960PLC011601   |
| ii)    | Registration Date   | 10/03/1960  |
| iii)   | Name of the Company   | Acrow India Limited   |
| iv)    | Category / Sub-Category of the Company                                    | Indian Non-Government Company Limited by Shares   |
| v)     | Address of the Registered office and contact details                      | Plot No 2 & 3, Ravalgaon-423108, Taluka Malegaon, District Nashik, Maharashtra, India.<br>Tel No: (02554) 645913 / 645914 |
| vi)    | Whether listed company  | Yes   |
| vii)   | Name, Address and Contact details of Registrar and Transfer Agent, if any | Freedom Registry Ltd., Plot No. 101/102, 19 <sup>th</sup> Street, MIDC Industrial Area, Satpur, Nashik                    |

**2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

| Sr. No | Name & Description of main products / services | NIC Code of the product / service | % of Total Turnover |
|--------|--|-----------------------------------|---------------------|
| i)     | Sugar Machinery                                | 4451604                           | 100%                |

**3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

| Sr. No | Name and Address of the Company | CIN/GLN               | Holding / Subsidiary/ Associate | % of shares held | Applicable Section |
|--------|---------------------------------|-----------------------|---------------------------------|------------------|--------------------|
| i)     | Carina Finvest Ltd.             | U67120MH1996PLC101364 | Group Company                   | 49.38            | 2(6)               |

## 5. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## a. 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 | Demat                                     | Physical | Total  | % of total |                          |
| <b>A. Promoter</b>  |   |          |        |            |   |          |        |            |                          |
| <i>(1) Indian</i>   |   |          |        |            |   |          |        |            |                          |
| a) Individual/HUF   | 800   | 14500    | 15300  | 2.39       | 13100                                     | 2200     | 15300  | 2.39       | -                        |
| b) Central Govt   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| c) State Govt   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| d) Bodies Corp.   | -   | 333600   | 333600 | 52.13      | 333600                                    | 0        | 333600 | 52.13      | -                        |
| e) Banks / FI   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| f) Any Other  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| <i>Sub-total (A)(1):</i>  | 800   | 348100   | 348900 | 54.52      | 346700                                    | 2200     | 348900 | 54.52      | -                        |
| <i>(2) Foreign</i>  |   |          |        |            |   |          |        |            |                          |
| a) NRIs-Individuals   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| b) Other-Individuals  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| c) Bodies Corp.   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| d) Banks / FI   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| e) Any Other  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| <i>Sub-total (A)(2):</i>  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| Total shareholding of Promoter (A)=(A)(1)+(A)(2)                                  | 800   | 348100   | 348900 | 54.52      | 346700                                    | 2200     | 348900 | 54.52      | -                        |
| <b>B. Public Shareholding</b>   |   |          |        |            |   |          |        |            |                          |
| <b>1. Institutions</b>  |   |          |        |            |   |          |        |            |                          |
| a) Mutual Funds   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| b) Banks/FI   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| c) Central Govt.  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| d) State Govt(s)  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| e) Venture Capital Funds  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| f) Insurance Companies  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| g) FII's  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| h) Foreign Venture Capital Funds  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| i) Others (specify)   | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| <i>Sub-total (B)(1):</i>  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| <b>2. Non-Institutions</b>  |   |          |        |            |   |          |        |            |                          |
| a) Bodies Corp.   |   |          |        |            |   |          |        |            |                          |
| i) Indian   | 5710  | 300      | 6010   | 0.94       | 3687                                      | 300      | 3987   | 0.62       | -0.32                    |
| ii) Overseas  | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| b) Individuals  |   |          |        |            |   |          |        |            |                          |
| i) Individual shareholders holding nominal share capital upto Rs. 1 lakh          | 215225  | 52176    | 267401 | 41.78      | 198848                                    | 50575    | 249423 | 38.98      | -2.80                    |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh | 14525   | -        | 14525  | 2.27       | 30160                                     | -        | 30160  | 4.71       | 2.44                     |

| 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 | Demat                                     | Physical | Total  | % of total |                          |
| c) Others (specify)                         |   |          |        |            |   |          |        |            |                          |
| i) NRIs                                     | 3164  | -        | 3164   | 0.49       | 1661                                      | -        | 1661   | 0.26       | -0.53                    |
| ii) Trust                                   | -   | -        | -      | -          | 100                                       | -        | 100    | 0.02       | 0.02                     |
| iii) Hindu Undivided Family                 | -   | -        | -      | -          | 5035                                      | -        | 5035   | 0.79       | 0.79                     |
| iv) Clearing Members                        | -   | -        | -      | -          | 634                                       | -        | 634    | 0.10       | 0.10                     |
| Sub-total (B)(2):                           | 238624  | 52476    | 291100 | 45.48      | 240125                                    | 50875    | 291000 | 45.48      | -                        |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 236576  | 54524    | 291100 | 45.48      | 240125                                    | 50875    | 291000 | 45.48      | -                        |
| C. Shares held by Custodian for GDRs & ADRs | -   | -        | -      | -          | -   | -        | -      | -          | -                        |
| Grand Total (A+B+C)                         | 239424  | 400576   | 640000 | 100.00     | 586825                                    | 53175    | 640000 | 100.00     | -                        |

**b. Shareholding of Promoter**

| Sr. No | Shareholder's Name            | Shareholding at the beginning of the year |                                  |  | Shareholding at the end of the year |                                  |  | % change in shareholding during the year |
|--------|-------------------------------|---|----------------------------------|--|-------------------------------------|----------------------------------|--|--|
|        |                               | No. of Shares                             | % of total shares of the Company | % of shares Pledged / encumbered to total shares | No. of Shares                       | % of total shares of the Company | % of shares Pledged / encumbered to total shares |  |
| 1      | Harshavardhan Doshi           | 9200                                      | 1.44                             | -  | 11100                               | 1.73                             | 0.00   | 1.73                                     |
| 2      | Carina Finvest Limited        | 316000                                    | 49.38                            | -  | 316000                              | 49.38                            | 0.00   | 0.00                                     |
| 3      | The Ravalgaon Sugar Farm Ltd. | 17600                                     | 2.75                             | -  | 17600                               | 2.75                             | -  | 2.75                                     |
| 4      | Lamya H. Doshi                | 2000                                      | 0.31                             | -  | 2000                                | 0.31                             | 0.00   | 0.00                                     |
| 5      | Nihal Doshi                   | 1900                                      | 0.30                             | -  | -                                   | -                                | -  | -0.30                                    |
| 6      | Lalan Ajay Kapadia            | 2200                                      | 0.34                             | -  | 2200                                | 0.34                             | 0.00   | 0.00                                     |

**c. Change in Promoters' Shareholding (Please specify, if there is no change)**

| SL No. | ShareHolder's Name   | ShareHolding at the beginning of the year |                                  | Cumulative ShareHolding at the end of the year |   |
|--------|--|---|----------------------------------|--|---|
|        |  | 01/04/2018                                |                                  | 30/03/2019                                     |   |
|        |  | No of Shares                              | % of Total Shares of the Company | No. of Shares                                  | % change in share holding during the year |
| 1.     | At the beginning of the year   | 348900                                    | 54.52                            | 348900   | 54.52                                     |
| 2.     | Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc): | -   | -                                | -  | -   |
| 3.     | At the End of the year   | 348900                                    | 54.52                            | 348900   | 54.52                                     |



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

| Sr. No | For Each of the Top 10 Shareholders | Shareholding at the beginning of the year |                                  | Shareholding at the end of the year |                                  |
|--------|-------------------------------------|---|----------------------------------|-------------------------------------|----------------------------------|
|        |                                     | No. of Shares                             | % of Total Shares of the Company | No. of Shares                       | % of Total Shares of the Company |
| 1.     | Preeti Krishnagopal Chandak         | 14525                                     | 2.27%                            | 14985                               | 2.34%                            |
| 2.     | Mita Dipak Shah                     | 12000                                     | 1.88%                            | 15175                               | 2.37%                            |
| 3.     | Rahul Ramesh Fofalia                | 7180                                      | 1.12%                            | 7180                                | 1.12%                            |
| 4.     | Kamalini Bahubali                   | 5675                                      | 0.89%                            | 5675                                | 0.89%                            |
| 5.     | Rajasekhar Guttikonda               | 5040                                      | 0.79%                            | 5040                                | 0.79%                            |
| 6.     | Bharat Madhukarbhay Simpy           | 5000                                      | 0.78%                            | 5000                                | 0.78%                            |
| 7.     | Paresh Rambilas Jhavar              | 4158                                      | 0.65%                            | 4158                                | 0.65%                            |
| 8.     | Kausalyadevi Ramvallabh Fofalia     | 4081                                      | 0.64%                            | 4081                                | 0.64%                            |
| 9.     | Hiralal Gandlal Mehta               | 3897                                      | 0.61%                            | 3434                                | 0.54%                            |
| 10.    | Vimladevi Rameshbhai Udermani       | 3677                                      | 0.57%                            | 3677                                | 0.57%                            |

e. Shareholding of Directors and Key Managerial Personnel

| Sr. No. | For Each of the Director / KMP* | Shareholding  |                                  | Date                     | Increase / Decrease during the year   | Reasons | Cumulative shareholding during the year |                                  |
|---------|---------------------------------|---------------|----------------------------------|--------------------------|---------------------------------------|---------|---|----------------------------------|
|         |                                 | No. of Shares | % of Total Shares of the Company |                          |                                       |         | No. of Shares                           | % of Total Shares of the Company |
| 1.      | Harshavardhan Doshi<br>Chairman | 9200<br>9200  | 1.44<br>1.44                     | 01/04/2015<br>31/03/2016 | No movement during the year           | 9200    | 1.44                                    |                                  |
| 2.      | Nihal Doshi<br>Director         | 1900<br>1900  | 0.30<br>0.30                     | 01/04/2015<br>31/03/2016 |                                       |         |   | No movement during the year      |
| 3.      | Vikaram Bhat<br>Director        | 0<br>0        | 0.00<br>0.00                     | 01/04/2015<br>31/03/2016 | No movement / holding during the year | 0       | 0.00                                    |                                  |
| 4.      | Mrs Ramola Mahajani<br>Director | 0<br>0        | 0.00<br>0.00                     | 01/04/2015<br>31/03/2016 | No movement / holding during the year | 0       | 0.00                                    |                                  |

\*No Key Managerial Person is holding any shares of the company

5. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in lacs)

| Particulars   | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|-----------------|----------|--------------------|
| Indebtedness at the beginning of the financial year |                                  |                 |          |                    |
| i) Principal Amount                                 | -                                | 28.06           | -        | 28.06              |
| ii) Interest due but not paid                       | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                   | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                             | -                                | 28.06           | -        | 28.06              |
| Change in Indebtedness during the financial year    |                                  |                 |          |                    |
| Addition  | -                                | -               | -        | -                  |
| Reduction   | 13.71                            | -               | 25.05    | 25.05              |
| Net Change  | 13.71                            | -               | 25.05    | 25.05              |
| Indebtedness at the end of the financial year       |                                  |                 |          |                    |
| i) Principal Amount                                 | -                                | 14.35           | -        | 28.28              |
| ii) Interest due but not paid                       | -                                | -               | -        | -                  |
| iii) Interest accrued but not due                   | -                                | -               | -        | -                  |
| <b>Total (i+ii+iii)</b>                             | -                                | 14.35           | -        | 28.28              |



**6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**a. Remuneration to Managing Director, Whole-time Director and/or Manager**

| Sr. No.  | Particulars of Remuneration   | Name of MD/WTD/Manager             |                            | Total Amount |
|--|---|------------------------------------|----------------------------|--------------|
|  |   | Mr. Harshavardhan Doshi (Chairman) | Mr. Nihal Doshi (Director) |              |
| 1  | Gross Salary  |                                    |                            |              |
| (a)  | Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961 | -                                  | -                          | -            |
| (b)  | Value of perquisites u/s 17(2) of the Income Tax Act, 1961                      | -                                  | -                          | -            |
| (c)  | Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961                 | -                                  | -                          | -            |
| 2  | Stock Option  | -                                  | -                          | -            |
| 3  | Sweat Equity  | -                                  | -                          | -            |
| 4  | Commission / Performance Pay  |                                    |                            |              |
|  | - as % of profit  | -                                  | -                          | -            |
|  | - others, specify   | -                                  | -                          | -            |
| 5  | Others, please specify  | -                                  | -                          | -            |
|  | Total (A)   |                                    |                            |              |
| <b>Ceiling as per the Act :</b><br>The total managerial remuneration payable in respect of financial year 2018-2019 shall not exceed eleven percent of the net profit of the Company for financial year 2017-2018 or if the same exceeds, it shall be within the limits of Schedule V Part II of the Companies Act, 2013. The remuneration paid to Directors during the year is within the statutory limit as specified above. (None of the Directors draw any remuneration) |   |                                    |                            |              |

**b. Remuneration to other Directors:**

| Sr. No. | Particulars of Remuneration                  | Mr. H.B. Doshi | Mr. Nihal Doshi | Mr Vikram Bhat (Independent Directors) | Mrs Ramola Mahajani (Independent Directors) |
|---------|--|----------------|-----------------|--|---|
| 1       | Directors                                    |                |                 |  |   |
|         | Fees for attending Board /Committee meetings | Rs.7500        | Rs.22500        | Rs.25500                               | Rs. 25500                                   |
|         | Commission                                   | -              | -               | -                                      | -   |
|         | Others, please specify                       | -              | -               | -                                      | -   |
|         | <b>Total (1)</b>                             |                |                 |  |   |
| 2       | Other Non-Executive Directors                |                |                 |  |   |
|         | Fees for attending Board/Committee meetings  | -              | -               | -                                      | -   |
|         | Commission                                   | -              | -               | -                                      | -   |
|         | Others, please specify                       | -              | -               | -                                      | -   |
|         | <b>Total (2)</b>                             | -              | -               | -                                      | -   |
|         | <b>Total (B) = (1+2)</b>                     | Rs. 7500       | Rs. 22500       | Rs. 25500                              | Rs. 25500                                   |
|         | <b>Total Managerial Remuneration</b>         |                |                 |  |   |

**c. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD**

| Sr. No. | Particulars of Remuneration   | Key Managerial Personnel |                   |     |       |
|---------|---|--------------------------|-------------------|-----|-------|
|         |   | CEO                      | Company Secretary | CFO | Total |
| 1.      | Gross Salary  | -                        | -                 | -   | -     |
| (a)     | Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 | -                        | -                 | -   | -     |
| (b)     | Value of perquisites u/s 17(2) of Income Tax Act, 1961                          | -                        | -                 | -   | -     |
| (c)     | Profits in lieu of salary u/s 17(3) of Income Tax Act, 1961                     | -                        | -                 | -   | -     |
| 2       | Stock Option  | -                        | -                 | -   | -     |
| 3       | Sweat Equity  | -                        | -                 | -   | -     |
| 4       | Commission / Performance Pay  | -                        | -                 | -   | -     |
|         | - as % of profit  | -                        | -                 | -   | -     |
|         | - others, specify   | -                        | -                 | -   | -     |
| 5       | Others, please specify  | -                        | -                 | -   | -     |
|         | Total   | -                        | -                 | -   | -     |

Note: The post of CEO, Company Secretary and CFO are vacant.

**7. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

The Company has received a notice from Bombay Stock Exchange (BSE) for Non-compliance with Regulation 6(1) of SEBI (LODR) Regulation, 2015 for quarter ended 31st March, 2019. BSE has levied a fine of Rs. 1,06,200/- including taxes. The Company has made a representation vide its letter dated 30th May, 2019 to Bombay Stock Exchange to waive said fine.

**ANNEXURE 2****Conservation of Energy, Technology Absorption and Foreign Exchange****1. CONSERVATION OF ENERGY:**

- In order to conserve energy, preventive maintenance of the Plant & Machinery is carried out on a regular basis. The production is taken in batches to obtain optimum output. For the manufacture of Company's products mainly electrical power is used. Diesel oil is also used to an extent for operating mobile crane and other material handling equipments.
- No additional investment for reduction of energy consumption is envisaged during the year.
- The average cost of energy consumed in relation to the total cost of production is negligible. Consequently a significant impact is not expected on the cost of production on account of reduction in the consumption of energy.

**2. TECHNOLOGY ABSORPTION:**

- Research & Development (R & D)
  - Specified areas in which R& D carried out by the Company: Efforts are continued on regular basis for further improvement in quality of the products. Improving and maintaining the quality of certain key raw materials mainly steel, paints, etc. are also given proper attention.
  - Benefits derived as a result of the above R & D – Maintenance of quality standards.
  - Future Plan of Action: Steps are continuously taken for the development of new products, up-gradation of technology and improvement of product quality with an aim of offering better products to the customers.
  - Expenses on R & D: The expenses incurred by the Company on R & D are primarily for testing of the product quality and specifications. Amount spent on such activity will therefore not to be treated as expenses on Research and Development.
- Technical Absorption, Adaptation and Innovation:
  - Effort, in brief, made for Technical Absorption, Adaptation and Innovation on the basis of the Company's own R & D activities: Absorption and adaptation of the new technology is a continuous process to meet the specific needs of the local market.

- b. Benefit derived as a result of the above efforts: Improvement of product quality, cost effectiveness and energy conservation are the major benefits.
- c. Imported Technology:
  - i. Technology imported : For Automatic Weighing and Bagging Machines.
  - ii. Year of Import : 1995 -96
  - iii. Has technology been fully absorbed? Yes

### **3. FOREIGN EXCHANGE EARNINGS AND OUTGO**

During the year there were no exports sales.

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## **ANNEXURE 3**

### **Form AOC 2**

[Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

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

1. Details of contracts or arrangements or transactions not at arm's length basis: Company has not entered into any contract/arrangement/transaction with its related parties which are not in ordinary course of business or at arm's length during FY 2018-2019.
  - a. Name(s) of the related part and nature of relationship: Not applicable
  - b. Nature of contracts/arrangements/transactions: Not applicable
  - c. Duration of the contracts/arrangements/transactions: Not applicable
  - d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not applicable
  - e. Justification for entering into such contracts or arrangements or transactions: Not applicable
  - f. Date(s) of approval by the Board: Not applicable
  - g. Amount paid as advances, if any: Not applicable
  - h. Date on which the special resolution was passed in general meeting as required under first proviso to section 188 : Not applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:
  - a. Name(s) of the related party and nature of relationship: Not applicable
  - b. Nature of contracts/arrangements/transactions: Not applicable
  - c. Duration of the contracts/arrangements/transactions: Not applicable
  - d. Salient terms of the contracts or arrangements or transactions including the value, if any: Not applicable
  - e. Date(s) of approval by the Board, if any: Not applicable
  - f. Amount paid as advances, if any: None

Note: The above disclosures on material transactions are based on the principle that transactions with wholly owned subsidiaries are exempt for purpose of section 188(1) of the Act.

**On behalf of the Board of Directors**

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019

**H. B. Doshi**  
Chairman

## SECRETARIAL AUDIT REPORT (For the Financial Year Ended 31st March 2019)

### Form No. MR-3

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

To the Members of Acrow India Limited,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Acrow India Limited (hereinafter called the company) for the financial year ended 31<sup>st</sup> March 2019. Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my / our opinion thereon.

Based on my verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company which were placed before me and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period (financial year commencing 01st April, 2018 and ending on 31st March, 2019) complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Acrow India Limited ("the Company") for the financial year ended on 31st March, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. 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;
5. The following Regulations and Guidelines 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, 1992;
  - 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 (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 notified on 28th October 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, and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not applicable to the Company during the audit period.

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

1. Secretarial Standards issued by The Institute of Company Secretaries of India.
2. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I report that the provisions of the Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of:
  - a. External Commercial Borrowings were not attracted to the Company under the financial year under report;
  - b. Foreign Direct Investment (FDI) were not attracted to the Company under the financial year under report;
  - c. Overseas Direct Investment by Residents in Joint Venture / Wholly Owned Subsidiary abroad were not attracted to the Company under the financial year under report.
2. As per the information and explanations provided by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we report that the Company has not made any GDRs/ADRs or any Commercial Instrument during the financial year under report.
3. I have solely relied on the information and representation made by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
4. I report that the Company has not complied with provisions of Section 203 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
5. I further report that with the coming into force of the Companies Act 2013, several regulations of the Articles of Association of the Company require alterations or deletions as they are based on the Companies Act, 1956 or contain specific reference thereto. The Company has, so far, not carried out such modifications/deletions or adoption of new set of Articles.
6. It has been observed that some of the policies to be framed and implemented by the Nomination and Remuneration Committee is under the process of formulation. Hence the full compliance of the section 178 of the Companies Act would be fully complied only after the same is complete.
7. I report that the shares of the company needs to be dematted as per the requirement of the provisions of the SEBI and Stock Exchange Regulations.
8. The Gratuity amount is partly funded and leave encashment is not funded.
9. GST on directors sitting fees not paid as per the requirement of relevant Act.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. 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.

Notices are given to directors to schedule the Board Meetings, agenda and detailed notes to agenda, wherever required, were sent, and a system exists for seeking and obtaining further information and clarifications as may be required on the agenda items before the meeting and for meaningful participation at the meeting.

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

I/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.

For **S. R. Padhye & Co.**

**S. R. Padhye**  
FCS: 4270  
COP: 1559

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019

## ANNEXURE A

To the Members of Acrow India Limited,

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

1. Maintenance of Secretarial Records is the responsibility of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever 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 and regulations, standards is the responsibility of the Management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which Management has conducted the affairs of the Company.

For **S. R. Padhye & Co.**

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019

**S. R. Padhye**  
FCS: 4270  
COP: 1559

**INDEPENDENT AUDITORS' REPORT**

To the Members of

**ACROW INDIA LIMITED.  
REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS****OPINION**

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

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

**BASIS FOR OPINION**

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

**KEY AUDIT MATTERS**

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

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

**INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

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

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profits/losses and other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) specified under section 133 of the Act.



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

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

The Board of Directors is also responsible for overseeing the Company's reporting process.

### **AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS**

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

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

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

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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



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

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

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. the Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies(Accounts) Rules, 2014;
  - e. on the basis of written representations received from the directors as on March 31, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019, from being appointed as a director in terms of section 164(2) of the Act;
  - f. with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B";
3. 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,
  - ii. the company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. there has been no delay in transferring amounts, required to be transferred, to the Investor, Education and Protection Fund by the company.

For **Patkar & Pendse**  
Chartered Accountants  
F. R. No. 107824W

**B. M. Pendse**  
Partner.  
M. No. 32625

Place: Mumbai

Date: 17<sup>th</sup> May, 2019.

**ANNEXURE - A TO INDEPENDENT AUDITORS' REPORT**

As per the Annexure - A referred to in our Independent Auditors' Report to the members of The Acrow India Limited on the financial statements for the year ended 31<sup>st</sup> March 2019, we report that:

1. (a) The Company had maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
  - (b) As explained to us all fixed assets had been physically verified by the management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. As explained to us, inventories have been physically verified by the management at reasonable intervals and in our opinion and as explained to us, there were no material discrepancies noticed on physical verification of inventories as compared with the books of account.
3. The Company has granted one loan to a company listed in the register maintained under section 189 of Companies Act, 2013.
  - a. In our opinion, the rate of interest and other terms and conditions on which the said loan has been granted to the company listed in the register maintained under Section 189 of the Act is not, prima facie, prejudicial to the interest of the Company.
  - b. In the case of loan to the company listed in the register maintained under section 189 of Companies Act, 2013, the borrower has been regular in payment of principal and interest.
  - c. There is no overdue amount in respect of the loan granted by the company.
4. In our opinion and according to the information and explanations given to us, sections 185 and 186 of the Companies Act, 2013 and in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and guarantees and securities given have been complied with by the company.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits within the meaning of Section 73 to 76 of the Act during the year and the Companies (Acceptance of Deposits) Rules, 2014 (as amended) and accordingly paragraph 3 (v) of the order is not applicable.
6. The Central Government has not prescribed maintenance of the Cost Records under Section 148(1)(d) of the Companies Act, 2013.
7. (a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees State Insurance, Income tax, Sales tax, Service tax, Custom duty, Excise duty, Value Added tax, Cess and any other material statutory dues have been regularly deposited during the year with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were in arrears as at March 31, 2019 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanation given to us the disputed statutory dues that have not been deposited on account of matters pending before appropriate authorities are as under:

| <b>Name of the statute</b>    | <b>Nature of dues</b> | <b>Amount (Rs. In lacs)</b> | <b>Period to which the amount relates</b> | <b>Forum where dispute is pending</b>        |
|-------------------------------|-----------------------|-----------------------------|---|--|
| Wealth Tax                    | Wealth Tax            | 15.43                       | 1999-2000                                 | Commissioner of Wealth Tax (Appeals), Mumbai |
| Employee State Insurance Fund | ESIC                  | 5.08                        | 1986-88                                   | Divisional Industry Court, Mumbai            |
| Service Tax                   | Service Tax           | 0.98                        | Aug 2012 to March 2014                    | Appellate Commissioner, Nagpur               |

8. In our opinion and according to the information and explanations given to us, the Company had not defaulted in repayment of dues to a financial institution, bank or debenture holder.
9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of clause 3 (ix) of the Order is not applicable.
10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. 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 non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.
16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Patkar & Pendse**  
Chartered Accountants  
F. R. No.: 107824W

**B. M. Pendse**  
Partner  
M. No.: 32625

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019.

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## **ANNEXURE - B TO INDEPENDENT AUDITORS' REPORT**

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

We have audited the internal financial controls with reference to financial statements of **ACROW INDIA LIMITED** ("the Company") as of 31 March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Board of Directors of the Company and management 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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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

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

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2019, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Patkar & Pendse**  
Chartered Accountants  
F. R. No.: 107824W

**B. M. Pendse**  
Partner  
M. No.: 32625

Place: Mumbai  
Date: 17<sup>th</sup> May, 2019.

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2019**

(Rs. In Lakhs)

| Particulars                          | Note | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--------------------------------------|------|---------------------|---------------------|
| <b>ASSETS</b>                        |      |                     |                     |
| <b>1) Non-Current Assets</b>         |      |                     |                     |
| (a) Property, Plant & Equipment      | 3    | 451.43              | 482.73              |
| (b) Financial Assets                 |      |                     |                     |
| (i) Investments                      | 4    | 13.29               | 70.58               |
| (ii) Loans                           | 5    | 3.67                | 6.97                |
| (c) Deferred Tax Asset (net)         | 6    | 16.26               | 4.35                |
| <b>Total Non-Current Assets</b>      |      | <b>484.64</b>       | <b>564.62</b>       |
| <b>2) Current assets</b>             |      |                     |                     |
| (a) Inventories                      | 7    | 66.28               | 66.28               |
| (b) Financial Assets                 |      |                     |                     |
| (i) Investments                      | 8    | 936.43              | -                   |
| (ii) Trade receivables               | 9    | -                   | 6.22                |
| (iii) Cash and Cash equivalents      | 10   | 589.03              | 545.40              |
| (iv) Loans                           | 11   | 78.22               | 977.60              |
| (c) Current Tax Assets (Net)         | 12   | 42.43               | 36.73               |
| (d) Other current assets             | 13   | 3.56                | 4.39                |
| <b>Total Current Assets</b>          |      | <b>1,715.95</b>     | <b>1,636.63</b>     |
| <b>TOTAL ASSETS</b>                  |      | <b>2,200.60</b>     | <b>2,201.25</b>     |
| <b>EQUITY AND LIABILITIES</b>        |      |                     |                     |
| <b>1) Equity</b>                     |      |                     |                     |
| (a) Equity Share capital             | 14   | 64.00               | 64.00               |
| (b) Other Equity                     | 15   | 2,117.54            | 2,097.05            |
| <b>Total Equity</b>                  |      | <b>2,181.54</b>     | <b>2,161.05</b>     |
| <b>Liabilities</b>                   |      |                     |                     |
| <b>2) Non-current liabilities</b>    |      |                     |                     |
| (a) Financial Liabilities            |      |                     |                     |
| (i) Borrowings                       | 16   | 4.61                | 14.13               |
| (b) Provisions                       | 17   | -                   | 1.40                |
| <b>Total Non-Current Liabilities</b> |      | <b>4.61</b>         | <b>15.53</b>        |
| <b>3) Current liabilities</b>        |      |                     |                     |
| (a) Financial Liabilities            |      |                     |                     |
| (i) Trade payables                   | 18   | 1.54                | 5.87                |
| (b) Other current liabilities        | 19   | 12.83               | 18.73               |
| (c) Provisions                       | 20   | 0.07                | 0.07                |
| <b>Total Current Liabilities</b>     |      | <b>14.44</b>        | <b>24.67</b>        |
| <b>Total Liabilities</b>             |      | <b>19.05</b>        | <b>40.20</b>        |
| <b>TOTAL EQUITY AND LIABILITIES</b>  |      | <b>2,200.60</b>     | <b>2,201.25</b>     |

Notes Forming Parts of Accounts

Note 1 and Note 2

As per our Report of even date

For and on behalf of the Board of Directors

For **Patkar & Pendse**  
Chartered Accountants  
FRN 107824W

**H. B. Doshi**  
Chairman  
DIN: 00688736

**Nihal Doshi**  
Director  
DIN: 00246749

**B.M. PENDSE**  
Partner

Membership No.: 032625  
Mumbai, Dated: 17<sup>th</sup> May, 2019

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

(Rs. in Lakhs)

| Particulars   | Note | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|---|------|--------------------------|--------------------------|
| <b>INCOME</b>   |      |                          |                          |
| (i) Revenue from operations   |      | -                        | -                        |
| (ii) Other income   | 21   | 112.52                   | 151.40                   |
| <b>Total Income</b>   |      | <b>112.52</b>            | <b>151.40</b>            |
| <b>EXPENSES</b>   |      |                          |                          |
| Cost of Raw Materials Consumption   | 22   | -                        | -1.86                    |
| Changes in Inventories of Finished Goods, Work-in-progress and Stock in trade | 23   | -                        | 1.50                     |
| Employee benefits expense   | 24   | 6.32                     | 7.61                     |
| Finance costs   | 25   | 0.58                     | 0.19                     |
| Depreciation and amortization expense   | 3    | 33.10                    | 38.50                    |
| Other expenses  | 26   | 63.93                    | 106.31                   |
| <b>Total expenses</b>   |      | <b>103.94</b>            | <b>152.23</b>            |
| <b>Profit/ (loss) before tax</b>  |      | <b>8.58</b>              | <b>-0.83</b>             |
| <b>Tax expense:</b>   |      |                          |                          |
| (1) Current tax   |      | -                        | -                        |
| (2) Defferred Tax   |      | -11.91                   | -1.02                    |
| <b>Total Comprehensive Income for the period</b>                              |      | <b>20.50</b>             | <b>0.20</b>              |
| Earnings per equity share (for continuing operation):                         |      |                          |                          |
| Basic & Diluted   |      | 3.20                     | 0.03                     |

Notes Forming Parts of Accounts

Note 1 and Note 2

As per our Report of even date

For **Patkar & Pendse**  
Chartered Accountants  
FRN 107824W

**B.M. PENDSE**  
Partner

Membership No.: 032625  
Mumbai, Dated: 17<sup>th</sup> May, 2019

For and on behalf of the Board of Directors

**H. B. Doshi**  
Chairman  
DIN: 00688736

**Nihal Doshi**  
Director  
DIN: 00246749

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

| Particular  | As at 31 March, 2019 |               | As at 31 March, 2018 |               |
|---|----------------------|---------------|----------------------|---------------|
|   | Rs.                  | Rs.           | Rs.                  | Rs.           |
| <b>A. Cash Flow From Operating Activities</b>                     |                      |               |                      |               |
| Net Profit / (Loss) Before Extraordinary Items and Tax            |                      | 8.58          |                      | -0.82         |
| Adjustments For:  |                      |               |                      |               |
| Depreciation  | 33.10                |               | 38.50                |               |
| Diminution in investment value                                    | 9.34                 |               |                      |               |
| Provision for doubtful advances                                   | 3.30                 |               |                      |               |
| (Profit) / loss on sale / write off of Investments                | 2.53                 |               | -31.90               |               |
| Finance Costs   | 0.58                 |               | 0.19                 |               |
| Dividend Paid   |                      |               | 0.86                 |               |
| Interest Income   | -1.26                |               | -91.71               |               |
| Provision No Longer Required                                      | -0.69                |               |                      |               |
| Dividend Income   | -51.90               |               | -4.26                |               |
|   |                      | -5.00         |                      | -88.33        |
| <b>Operating Profit Before Working Capital Changes</b>            |                      | <b>3.58</b>   |                      | <b>-89.15</b> |
| Changes in Working Capital:                                       |                      |               |                      |               |
| <b>Adjustments For (Increase) / Decrease in Operating Assets:</b> |                      |               |                      |               |
| Inventories   | 0.00                 |               | 18.40                |               |
| Trade Receivables   | 6.22                 |               | 51.83                |               |
| Short-Term Loans and Advances                                     | -6.62                |               | -17.08               |               |
| Current Tax Assets (Net)  | -5.69                |               |                      |               |
| Long-Term Loans and Advances                                      | -0.00                |               | 9.73                 |               |
| Other Current Assets  | 0.83                 |               | -0.27                |               |
| Adjustments for Increase / (Decrease) in Operating Liabilities:   |                      |               |                      |               |
| Trade Payables  | -4.33                |               | -14.52               |               |
| Other Current Liabilities   | -5.20                |               | -33.78               |               |
| Short-Term Provisions   | -                    |               | -0.21                |               |
| Long-Term Provisions  | -1.40                |               | 0.31                 |               |
| Other Long-Term Liabilities                                       | -                    |               | -0.05                |               |
|   |                      | -16.19        |                      | 14.35         |
| Cash Generated from Operations                                    |                      | -12.61        |                      | -74.80        |
| Net Income Tax Paid and DDT                                       |                      | -             |                      | -             |
| <b>Net Cash Flow from Operating Activities (A)</b>                |                      | <b>-12.61</b> |                      | <b>-74.80</b> |
| <b>B. Cash Flow From Investing Activities</b>                     |                      |               |                      |               |
| Capital Expenditure on Fixed Assets                               | -1.80                |               | -0.71                |               |
| Inter-corporate deposits given                                    |                      |               | -204.00              |               |
| Interest received   | 1.26                 |               | 91.71                |               |
| Dividend Received   | 51.90                |               | 4.26                 |               |
| Proceeds from Sale of Investment (Mutual fund)                    | 1,631.87             |               | 100.81               |               |
| Purchase of Investment (Mutual fund)                              | -2,522.88            |               | -                    |               |
| Intercorporate deposits- Given                                    | -94.00               |               | -                    |               |
| Intercorporate deposits- Receipt                                  | 1,000.00             |               | -                    |               |
| <b>Net Cash Flow Used in Investing Activities (B)</b>             |                      | <b>66.35</b>  |                      | <b>-7.92</b>  |
| <b>C. Cash Flow from Financing Activities</b>                     |                      |               |                      |               |
| Proceeds from Issue of Equity/Preference Shares/General Reserves  |                      |               | 3.24                 |               |
| Repayment from Long-Term Borrowings                               | -9.52                |               | -14.15               |               |
| (Profit) / loss on sale / write off of Investments                |                      |               | 31.90                |               |
| Finance Cost  | -0.58                |               | -0.19                |               |
| Dividend Paid   |                      |               | -0.86                |               |
| <b>Net Cash Flow from Financing Activities (C)</b>                |                      | <b>-10.10</b> |                      | <b>19.94</b>  |
| <b>Net Increase in Cash And Cash Equivalents (A+B+C)</b>          |                      | <b>43.63</b>  |                      | <b>-62.78</b> |
| Cash and Cash Equivalents at the Beginning of the Year            |                      | 545.40        |                      | 608.18        |
| <b>Cash and Cash Equivalents at the end of the Year</b>           |                      | <b>589.03</b> |                      | <b>545.40</b> |

Notes Forming Parts of Accounts

As per our Report of even date

 For **Patkar & Pendse**  
**Chartered Accountants**  
 FRN 107824W

For and on behalf of the Board of Directors

**H. B. Doshi**  
 Chairman  
**DIN: 00688736**
**Nihal Doshi**  
 Director  
**DIN: 00246749**
**B.M. PENDSE**  
 Partner

**Membership No.:** 032625  
 Mumbai, Dated: 17<sup>th</sup> May, 2019

**STATEMENT OF CHANGES IN EQUITY**

(Currency : Indian Rupee )

| <b>Equity share capital</b>          | (Rs. In Lakhs)                    |
|--------------------------------------|-----------------------------------|
| <b>Particulars ( refer note. 12)</b> | <b>Total equity share capital</b> |
| Balance as on a 1 April 2017         | 64                                |
| Changes in FY 2017-18                | -                                 |
| <b>Balance as on a 31 March 2018</b> | <b>64</b>                         |
| Changes in FY 2018-19                | -                                 |
| <b>Balance as on a 31 March 2019</b> | <b>64</b>                         |

**Other equity**

| <b>Particulars (refer note no. 9b)</b> | <b>Reserves and surplus</b> |                        |                          | <b>Total other equity</b> |
|--|-----------------------------|------------------------|--------------------------|---------------------------|
|  | <b>General reserve</b>      | <b>Capital reserve</b> | <b>Retained earnings</b> |                           |
| <b>Balance as on a 1 April 2017</b>    | <b>657.15</b>               | <b>12.79</b>           | <b>1,423.67</b>          |                           |
| <b>Profit for FY 2017-18</b>           |                             |                        |                          |                           |
| Comprehensive income                   | 3.24                        |                        | 0.20                     |                           |
| Other- Comprehensive income            | -                           | -                      | -                        | -                         |
| <b>Balance as on a 31 March 2018</b>   | <b>660.39</b>               | <b>12.79</b>           | <b>1,423.87</b>          | <b>2,097.05</b>           |
| <b>Profit for FY 2018-19</b>           |                             |                        |                          |                           |
| Comprehensive income                   | -                           | -                      | 20.50                    | -                         |
| Other- Comprehensive income            | -                           | -                      | -                        | -                         |
| <b>Balance as on a 31 March 2019</b>   | <b>660.39</b>               | <b>12.79</b>           | <b>1,444.37</b>          | <b>2,117.54</b>           |

The above statement of Changes in Equity should be read in conjunction with the accompanying notes.



## **NOTES FORMING PART OF FINANCIAL STATEMENTS**

### **Summary of significant accounting policies and other explanatory information**

Note 1 : **Background:** Acrow India Limited ('the Company') is a public limited Company incorporated and domiciled in India and has its registered office at P.O. Ravalgaon, Taluka Malegaon, Nashik, Maharashtra, 423108, Maharashtra, India. The Company is listed on Bombay Stock Exchange.

The Company has been engaged in the manufacture of engineering items namely equipment for the Sugar industry. However, it has temporarily stopped manufacturing operations to revisit the costing of its products.

### **Note 2: Significant Accounting Policies followed by the Company**

#### **a) Basis of Preparation**

##### **i) Compliance with Ind AS**

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

The accounting policies are applied consistently applied to all the periods presented in the financial statements.

##### **ii) Historical cost convention**

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and liabilities that are measured at fair value;
- Assets held for sale - measured at lower of carrying amount or fair value less cost to sell;

##### **iii) Current non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Act.

#### **b) Use of estimates and judgements**

The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognised in the period in which the results are known/materialised.

The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

#### **c) Foreign Currency Translation**

##### **i) Functional and presentation currency**

The Financial Statements are presented in Indian rupees (INR) which is the 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, Account.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other foreign exchange gains and losses are presented in the statement of Profit and Loss on a net basis within other gains / (losses)."

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**NOTES FORMING PART OF FINANCIAL STATEMENTS****d) Revenue Recognition**

- i) Sales are recorded net of Excise duty, trade discounts, rebates, VAT Tax & GST. Purchases are recorded net of Input credit for taxes that are subsequently eligible for Input Credit / Refund.
- ii) Revenue from services is recognized when services are rendered and related costs are incurred.
- iii) Interest Income is recognized on time proportion basis.
- iv) Dividend Income is recognized, at the time when they are actually received.

**e) Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Deferred income tax is provided in full, using the liability method on temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the financial statement. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are excepted to apply when the related deferred income tax assets is realised or the deferred income tax liability is settled."

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses, only if, it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the Company has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively Minimum Alternate Tax (MAT) credit is recognised as deferred tax 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.

**f) Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, 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, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

**g) Cash Flow Statements**

Cash flows are prepared using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of 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 flow from operating, investing and financing activities of Company are segregated.

**h) Trade Receivables**

Trade receivables are recognised at fair value

**i) Inventories**

Inventories of Raw Materials, Work-in-Progress, Stores and spares, Finished Goods and Stock-in-trade are stated 'at cost or net realisable value, whichever is lower'. Goods-in-Transit are stated 'at cost'. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and

## NOTES FORMING PART OF FINANCIAL STATEMENTS

condition. The excise duty in respect of closing inventory of finished goods is included as part of finished goods. Cost formulae used are 'First in-First-out', 'Weighted Average cost'. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

### j) Property, Plant and Equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred."

#### Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

#### Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

| Asset Class            | Useful Life       |
|------------------------|-------------------|
| Freehold land          | -                 |
| Leasehold land         | As per lease life |
| Buildings              | 60 Years          |
| Furniture and fixtures | 10 Years          |
| Office equipments      | 5 Years           |
| Vehicles               | 8 Years           |

#### Impairment of Assets

At each Balance sheet date, the management reviews the carrying amount of its assets and goodwill included in each Cash generating Unit to determine whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount of an asset is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows from the continuing use of the asset and from its disposal are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of time value and the risks specific to the asset. Reversal of impairment loss is recognized immediately as income in the profit and loss account."

### k) Investments

Long-term investments are carried at cost. However, provision for diminution is made to recognise a decline, other than temporary, in the value of investments, such reduction being determined and made for each investment individually. Current Investments are valued at lower of cost or fair value.

### l) Borrowing costs

Borrowing cost directly attributable to acquisition of Qualifying Fixed Assets is capitalised. All other borrowing costs are charged to Profit and Loss Account

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## NOTES FORMING PART OF FINANCIAL STATEMENTS

### m) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid on recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period.

### n) Provisions and Contingent Liabilities

A provision is recognised when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are determined based on the best estimate required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed upon the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company.

### o) Employee Benefits

#### 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.

#### Gratuity obligations

As the employees are less than the minimum threshold to applicability of the Payment of Gratuity Act, 1972; no provision for Gratuity made in the Accounts

### p) Contributed Equity

#### Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

### i) Earnings per Share

Basic earnings per share is calculated by dividing:

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

#### Diluted earnings per share

Diluted earnings per share adjusts 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.

### ii) Dividends to shareholders

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by shareholders. Any interim dividend paid is recognised on approval by board of directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note 3 : Tangible assets**

(Rs. in Lakhs)

| Particulars                                    | Leasehold Land | Buildings | Plant & Equipments | Electrical Installations | Vehicles | Office Equipment & Furniture, Fixture | Total    |
|--|----------------|-----------|--------------------|--------------------------|----------|---------------------------------------|----------|
| <b>Gross block</b>                             |                |           |                    |                          |          |                                       |          |
| <b>Balance as on 31 March 2018</b>             | 5.31           | 686.41    | 248.40             | 22.56                    | 87.48    | 75.26                                 | 1,125.42 |
| Additions                                      | -              | -         | -                  | -                        | -        | 1.80                                  | 1.80     |
| Disposals                                      | -              | -         | -                  | -                        | -        | -                                     | -        |
| <b>Balance as on 31 March 2019</b>             | 5.31           | 686.41    | 248.40             | 22.56                    | 87.48    | 77.06                                 | 1,127.22 |
| <b>Accumulated depreciation / amortisation</b> |                |           |                    |                          |          |                                       |          |
| <b>Balance as on 31 March 2018</b>             | 2.19           | 252.99    | 244.97             | 21.86                    | 46.28    | 74.40                                 | 642.69   |
| Depreciation / Amortisation charge             | 0.06           | 16.74     | 2.03               | -                        | 14.28    | -                                     | 33.10    |
| Depreciation / Amortisation charge on disposal | -              | -         | -                  | -                        | -        | -                                     | -        |
| <b>Balance as on 31 March 2019</b>             | 2.25           | 269.73    | 247.00             | 21.86                    | 60.56    | 74.40                                 | 675.79   |
| <b>Net block</b>                               |                |           |                    |                          |          |                                       |          |
| <b>As at 31 March 2019</b>                     | 3.06           | 416.68    | 1.40               | 0.70                     | 26.92    | 2.66                                  | 451.43   |
| <b>As at 31 March 2018</b>                     | 3.12           | 433.42    | 3.43               | 0.70                     | 41.20    | 0.86                                  | 482.73   |

**Note 4 : Investments - Non Current**

(Rs. in Lakhs)

| Particulars  | As at 31.03.2019 | As at 31.03.2018 |
|--|------------------|------------------|
| Investment in equity instruments (non trade investments)                               |                  |                  |
| <b>Quoted</b>  |                  |                  |
| 28,480 (PY : 28,480) shares of Rs 10/- each fully paid up in IDBI Bank Ltd.            | 23.14            | 23.14            |
| <b>Unquoted</b>  |                  |                  |
| 1,00,000 (PY : 1,00,000) shares of Rs 10/- each fully paid up in MPR Refractories Ltd. | 25.00            | 25.00            |
|  | <b>48.14</b>     | <b>48.14</b>     |
| Less: Provision for diminution in value of investments                                 | 34.85            | 27.56            |
| <b>Investment in equity instruments</b>  | <b>13.29</b>     | <b>20.58</b>     |
| <b>Investments in Govt Bonds</b>   |                  |                  |
| National Highway Authority of India  | -                | 50.00            |
| <b>Total</b>   | <b>13.29</b>     | <b>70.58</b>     |
| Aggregate amount of quoted investments   | 23.14            | 23.14            |
| Aggregate market value of quoted investments   | 13.29            | 20.58            |
| Aggregate amount of unquoted investments   | 25.00            | 75.00            |

## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

### Note 5 : Loan - Non Current

(Rs. in Lakhs)

| Particulars                                    | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| Security Deposits                              | 6.97                | 6.97                |
| Less: Provision for doubtful security deposits | 3.30                | -                   |
| <b>Total</b>                                   | <b>3.67</b>         | <b>6.97</b>         |

### Note 6 : Deferred Tax Assets (net)

(Rs. in Lakhs)

| Particulars  | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--------------|---------------------|---------------------|
| Depreciation | 5.79                | 4.35                |
| Others       | 10.47               | -                   |
|              | <b>16.26</b>        | <b>4.35</b>         |

### Note 7 : Inventories

(Rs. in Lakhs)

| Particulars  | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| <b>(At lower of cost and net realisable value)</b> |                     |                     |
| Raw Material                                       | 31.97               | 31.97               |
| Work-in-Progress                                   | 16.56               | 16.56               |
| Finished goods                                     | 14.53               | 14.53               |
| Stores and spares                                  | 3.23                | 3.23                |
| <b>Total</b>                                       | <b>66.28</b>        | <b>66.28</b>        |

### Note 8 : Investment - Current

(Rs. in Lakhs)

| Particulars  | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| <b>Unquoted</b>  |                     |                     |
| <b>i. Investment in mutual funds</b>                       |                     |                     |
| 70,97,161.399 (PY : Nil) units of Edelweiss Arbitrage Fund | 870.57              | -                   |
| 1,735.266 (PY : Nil) units of HDFC Liquid Fund             | 17.91               | -                   |
| <b>Total</b>   | <b>888.48</b>       | <b>-</b>            |
| Less : Provision for diminishing in Value of investment    | 2.04                | -                   |
|  | <b>886.43</b>       | <b>-</b>            |
| <b>ii. Investments in Government Bonds</b>                 | <b>50.00</b>        | <b>-</b>            |
| <b>Total</b>   | <b>936.43</b>       | <b>-</b>            |
| Aggregate amount of quoted investments                     | 888.48              | -                   |
| Aggregate market value of quoted investments               | 886.43              | -                   |
| Aggregate amount of unquoted investments                   | 50.00               | -                   |

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note 9 : Trade receivables**

(Rs. in Lakhs)

| Particulars                                    | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| Trade Receivables Due more than six months     | -                   | -                   |
| Other receivable                               | -                   | 6.22                |
| Less: Provision for doubtful trade receivables | -                   | -                   |
|  | -                   | <b>6.22</b>         |

**Note 10 : Cash and cash equivalents**

(Rs. in Lakhs)

| Particulars                | As at<br>31.03.2019 | As at<br>31.03.2018 |
|----------------------------|---------------------|---------------------|
| <b>Cash on Hand</b>        | 0.02                | 0.05                |
| <b>Balances With Banks</b> |                     |                     |
| - in Current Accounts      | 3.91                | -25.71              |
| - in deposit               | 585.10              | 570.10              |
| - Unpaid dividend accounts | -                   | 0.96                |
|                            | <b>589.03</b>       | <b>545.40</b>       |

**Note 11 : Loan - Current**

(Rs. in Lakhs)

| Particulars  | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| Loans and Advances to employees (Secured, considered good)   |                     |                     |
| Prepaid expenses - Unsecured, considered good  | 0.86                | 1.30                |
| Inter corporate deposits - Unsecured, considered good<br>(Given to Related party, repayable on demand) (Refer note 30) | 37.00               | 943.00              |
| Balances with government authorities (Unsecured, considered good) :<br>VAT/GST Credit receivable                       | 35.36               | 28.30               |
| <b>Others:</b>   |                     |                     |
| Advance Recoverable  | 5.00                | 5.00                |
| <b>Total</b>   | <b>78.22</b>        | <b>977.60</b>       |

**Note 12 : Current Tax Assets (Net)**

(Rs. in Lakhs)

| Particulars  | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| Current Tax Assets net of provision of Rs.6.66 lakhs (P.Y. Rs. 6.66 lakhs) | 42.43               | 36.73               |
| <b>Total</b>   | <b>42.43</b>        | <b>36.73</b>        |

**Note 13 : Other current assets**

(Rs. in Lakhs)

| Particulars                          | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--------------------------------------|---------------------|---------------------|
| Interest accrued on deposits & loans | 3.33                | 4.16                |
| Fund balance in Gratuity A/c         | 0.23                | 0.23                |
| <b>Total</b>                         | <b>3.56</b>         | <b>4.39</b>         |

## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

**Note 14 : Share Capital**

(Rs. in Lakhs)

| Particulars   | As at        | As at        |
|---|--------------|--------------|
|   | 31.03.2019   | 31.03.2018   |
| <b>Authorised Capital</b>                                 |              |              |
| 10,00,000 Equity shares (p.y. 10,00,000) of Rs. 10/- each | 100.00       | 100.00       |
| <b>Issued, Subscribed and Paid Up Capital</b>             |              |              |
| 6,40,000 Equity shares (p.y. 6,40,000) of Rs. 10/- each.  | 64.00        | 64.00        |
|   | <b>64.00</b> | <b>64.00</b> |

**Note 14.1 : Share Capital Reconciliation:**

| Particulars                                     | Equity Shares |        |
|---|---------------|--------|
|   | No. of shares | Amount |
| Shares outstanding at the beginning of the year | 640,000       | 64.00  |
| Shares issued during the year                   | -             | -      |
| Shares bought back during the year              | -             | -      |
| Shares outstanding at the end of the year       | 640,000       | 64.00  |

**Note 14.2 : Shares held by each shareholder holding more than five per cent shares**

| Name of Shareholder    | As at 31-Mar-19 |              | As at 31-Mar-18 |              |
|------------------------|-----------------|--------------|-----------------|--------------|
|                        | No. of shares   | % of holding | No. of shares   | % of holding |
| Carina Finvest Limited | 316,000         | 49%          | 316,000         | 49%          |

There is no change in the shares outstanding at the beginning and at the end of the reporting period & immediately preceding reporting period

**Terms Rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share.

The Company declares and pays dividends in Indian Rupees.

The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

**Note 15 : Other Equity**

(Rs. in Lakhs)

| Particulars                         | As at           | As at           |
|-------------------------------------|-----------------|-----------------|
|                                     | 31.03.2019      | 31.03.2018      |
| a) Capital Redemption Reserve       | 12.79           | 12.79           |
| b) General Reserve                  | 660.39          | 660.39          |
| c) Surplus                          |                 |                 |
| Opening Balance                     | 1,423.87        | 1,423.67        |
| Add: Profit / (Loss) for the period | 20.50           | 0.20            |
| Closing balance                     | 1,444.37        | 1,423.87        |
| <b>Total</b>                        | <b>2,117.54</b> | <b>2,097.05</b> |



**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note 16 : Borrowings - Non Current**

| Particulars                                    | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| <b>Unsecured</b>                               |                     |                     |
| Deferred Sales Tax liability (Refer Note 16.1) | 4.61                | 14.13               |
| <b>Total</b>                                   | <b>4.61</b>         | <b>14.13</b>        |

**Note 16.1** : Repayable in annual instalments from financial year 2012-13 to financial year 2020-21. Total amount outstanding as on 31 March 2019 is Rs.14.34 lakhs payable as following :

|             |                |
|-------------|----------------|
| FY 2019-20: | Rs. 9.74 lakhs |
| FY 2020-21: | Rs. 4.61 lakhs |

**Note 17 : Provisions - Non Current**

(Rs. in Lakhs)

| Particulars                | As at<br>31.03.2019 | As at<br>31.03.2018 |
|----------------------------|---------------------|---------------------|
| Gratuity (Refer note 17.1) | -                   | 1.40                |
| <b>Total</b>               | <b>-</b>            | <b>1.40</b>         |

**Note 17.1** : As the employees are less than the minimum threshold to applicability of the Payment of Gratuity Act, 1972; no provision for Gratuity made in the Accounts

**Note 18 : Trade Payables**

(Rs. in Lakhs)

| Particulars                        | As at<br>31.03.2019 | As at<br>31.03.2018 |
|------------------------------------|---------------------|---------------------|
| Micro, Small and Medium Enterprise | -                   | -                   |
| Others                             | 1.54                | 5.87                |
|                                    | <b>1.54</b>         | <b>5.87</b>         |

**Note 18.1** : There are no overdue amounts to Micro, Small and Medium Enterprises as at March 31, 2019 for which disclosure requirements under Micro, Small and Medium Enterprises Development Act, 2006 are applicable.

**Note 19 : Other Current Liabilities**

(Rs. in Lakhs)

| Particulars                                      | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| <b>a) Current maturities of long-term debt :</b> |                     |                     |
| Deferred Sales Tax liability (Refer note 16.1)   | 9.74                | 13.93               |
| b) Unpaid dividends (Refer note 19.1)            | -                   | 0.96                |
| c) Statutory dues                                | 0.12                | 0.36                |
| d) Other liabilities                             | 2.97                | 3.48                |
| <b>Total</b>                                     | <b>12.83</b>        | <b>18.73</b>        |

**Note 19.1** : There is no amount due and outstanding to be credited to the Investor Education and Protection Fund.

## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

### Note 20 : Provisions - Current

(Rs. in Lakhs)

| Particulars                                | As at<br>31.03.2019 | As at<br>31.03.2018 |
|--|---------------------|---------------------|
| <b>a) Provision for employee benefits:</b> |                     |                     |
| i) Provision for Leave encashment          | 0.07                | 0.07                |
| <b>Total</b>                               | <b>0.07</b>         | <b>0.07</b>         |

### Note 21 : Other income

(Rs. in Lakhs)

| Particulars                       | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|-----------------------------------|--------------------------|--------------------------|
| <b>Interest</b>                   |                          |                          |
| Bank Interest                     | 1.26                     | 1.62                     |
| Interest on loans                 | 55.67                    | 87.09                    |
| Interest From Others              | 3.00                     | 3.00                     |
| <b>Dividend income</b>            |                          |                          |
| Current Investments               | 51.90                    | 4.26                     |
| <b>Other Non-Operating Income</b> |                          |                          |
| Provision No Longer Required      | 0.69                     | 1.35                     |
| Sundry Credits written back       | -                        | 22.18                    |
| Profit on sale of Investments     | -                        | 31.90                    |
| <b>Total</b>                      | <b>112.52</b>            | <b>151.40</b>            |

### Note 22 : Cost of Raw Materials Consumption

(Rs. in Lakhs)

| Particulars  | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
| Opening Stock  | 31.97                    | 48.87                    |
| Raw Material Purchase - Domestic                                       | -0.00                    | -18.76                   |
| Sub-Total  | 31.97                    | 30.10                    |
| Less :Closing Stock of Raw Material                                    | 31.97                    | 31.97                    |
| <b>Raw Material Consumed</b>   | <b>-</b>                 | <b>-1.86</b>             |
| <b>Value of Imported &amp; Indigenous Consumption of Raw Materials</b> |                          |                          |
| Imported   | -                        | -                        |
| Indigenous   | -                        | -1.86                    |
| <b>Total</b>   | <b>-</b>                 | <b>-1.86</b>             |

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note 23 : Changes in inventories of finished goods and work-in-progress (Rs. in Lakhs)**

| Particulars  | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
| <b>Opening</b>   |                          |                          |
| Finished Goods   | 14.53                    | 16.02                    |
| W.I. P.  | 16.56                    | 16.56                    |
|  | <b>31.08</b>             | <b>32.58</b>             |
| <b>Closing</b>   |                          |                          |
| Finished Goods   | 14.53                    | 14.53                    |
| W.I.P.   | 16.56                    | 16.56                    |
|  | <b>31.08</b>             | <b>31.08</b>             |
| <b>Changes in inventories of finished goods and work-in-progress</b> | -                        | <b>1.50</b>              |
| <b>Details of closing stock - Finished goods</b>                     |                          |                          |
| Hopper   | -                        | -                        |
| Others (including spares)  | 14.53                    | 14.53                    |
| <b>Details of closing stock - W.I.P.</b>                             |                          |                          |
| Hopper   |                          |                          |
| Others (including spares)  | -                        | -                        |
|  | <b>16.56</b>             | <b>16.56</b>             |

**Note 24 : Employee Benefits Expenses (Rs. in Lakhs)**

| Particulars                                | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
| Salary, Wages & Bonus                      | 5.62                     | 6.43                     |
| Contributions to provident and other funds | 0.29                     | 0.37                     |
| Staff welfare expenses                     | 0.40                     | 0.81                     |
| <b>Total</b>                               | <b>6.32</b>              | <b>7.61</b>              |

**Note 25 : Finance costs (Rs. in Lakhs)**

| Particulars              | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|--------------------------|--------------------------|--------------------------|
| <b>Interest Expenses</b> |                          |                          |
| Other Borrowing Costs    | 0.58                     | 0.19                     |
|                          | <b>0.58</b>              | <b>0.19</b>              |

## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

## Note 26 : Other expenses

| Particulars   | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
| Electricity Charges                                       | 0.03                     | 0.03                     |
| Power and Fuel  | 0.09                     | 0.13                     |
| Rent including Lease rentals                              | -                        | 0.19                     |
| Insurance   | 2.06                     | 2.09                     |
| Society maintenance charges                               | 3.99                     | 4.35                     |
| Rates & Taxes   | 1.58                     | 0.86                     |
| Printing and Stationery                                   | 0.60                     | 0.50                     |
| Audit Fees (Refer Note 26.1)                              | 0.75                     | 0.75                     |
| Sundry Debit W/Off  | -                        | 2.16                     |
| Postage & Telephone                                       | 0.64                     | 0.66                     |
| Director Fees   | 0.81                     | 0.69                     |
| Legal and professional                                    | 12.82                    | 29.22                    |
| General charges   | 7.62                     | 3.52                     |
| Corporate social responsibility expense (Refer Note 26.2) | -12.35                   | 12.35                    |
| Interest on delayed payment of taxes                      | 0.04                     | 3.03                     |
| Security charges  | 13.55                    | 14.43                    |
| Provision for diminution in investment value              | 9.34                     | 0.81                     |
| Provision for doubtful advances                           | 3.30                     | -                        |
| Loss on sale of investments                               | 2.53                     | -                        |
| Listing Fees  | 2.50                     | 2.50                     |
| Vehicle Expenses  | 3.76                     | 7.81                     |
| Office expenses   | 1.76                     | 6.71                     |
| Fees & Subscription                                       | 0.59                     | 0.42                     |
| Repairs and maintenance - Others                          | 3.77                     | 4.29                     |
| Advertisement, Publicity & Selling Expenses               | 0.89                     | 6.51                     |
| Travelling and Conveyance                                 | 3.26                     | 2.28                     |
| <b>Total</b>  | <b>63.93</b>             | <b>106.31</b>            |

## Note 26.1 : Payment to Auditors as:

(Rs. in Lakhs)

| Particulars          | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|----------------------|--------------------------|--------------------------|
| Statutory Audit Fees | 0.75                     | 0.75                     |
| <b>Total</b>         | <b>0.75</b>              | <b>0.75</b>              |

## Note 26.2 : Corporate Social Responsibility (CSR)

(Rs. in Lakhs)

| Particulars   | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
| Corporate Social Responsibility (CSR) ( Refer note below) | -12.35                   | 12.35                    |
| <b>Total</b>  | <b>-12.35</b>            | <b>12.35</b>             |

Since the preceding 3 years Average net profit / Preceding year net profit of the company in the manner computed under Section 198 of the Companies Act 2013 was a loss, no amount was required to be spent during the financial years 2016-17, 2017-18 and 2018-19 on CSR activities referred to in Section 135 of the Companies Act 2013. Hence, amount contributed in FY 2017-18 was refunded in 2018-19, on a specific request made by the Company.

**ANNEXURES FORMING PART OF FINANCIAL STATEMENTS**
**Note: 27 Earning Per Share (EPS)**

| Particular   | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|--|--------------------------|--------------------------|
| <b>Face value per Equity Share (Rs.)</b>   | 10.00                    | 10.00                    |
| <b>Basic Earnings per Share (Rs.)</b>  | 3.20                     | 0.03                     |
| Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lacs) | 20.50                    | 0.20                     |
| Weighted Average number of Equity Shares used as denominator for calculating Basic EPS                     | 640,000                  | 640,000                  |
| <b>Diluted Earnings per Share (Rs.)</b>  | 3.20                     | 0.03                     |
| Net Profit after Tax as per Statement of Profit and Loss attributable to Equity Shareholders (Rs. In Lacs) | 20.50                    | 0.20                     |
| Weighted Average number of Equity Shares used as denominator for calculating Basic EPS                     | 640,000                  | 640,000                  |

**Note: 28 Contingent liabilities**

| Particular  | Year ended<br>31.03.2019 | Year ended<br>31.03.2018 |
|---|--------------------------|--------------------------|
| i) Demands made by the Income Tax Department towards Wealth Tax, against which the Company has preferred appeals. | 15.43                    | 15.43                    |
| ii) Demands made by Employees State Insurance Corporation, against which the Company has preferred appeals.       | 5.08                     | 5.08                     |
| iii) Demands made by Service Tax Department, against which the Company has preferred appeals.                     | 0.98                     | 0.98                     |
| <b>Total</b>  | <b>21.49</b>             | <b>21.49</b>             |

**Note: 29 Segment Reporting**

The Company's business comprises entirely of manufacture and sale of engineering goods, which is confined to the territorial limits of the country, where the risks and returns are largely similar. As such, the Company has only one business segment and only one geographical segment.

**Summary of Significant Accounting Policies and other Explanatory Information (Currency: Indian Rupees)**
**30 Related party disclosures**
**a) Names of related parties and description of relationship**

| Name of the related party         |  |
|-----------------------------------|--|
| Mr. Harshavardhan B. Doshi        | Key Management Personnel   |
| Mr. Nihal H. Doshi                |  |
| Mr. Vikram Bhat                   |  |
| Mr. Sanjay Ramchandra Shirgaonkar |  |
| Mrs. Ramola S. Mahajani           |  |
| The Ravalgaon Sugar Farm Ltd      | Enterprises over which key management personnel are able to exercise significant influence |
| Carina Finvest Ltd                |  |

## ANNEXURES FORMING PART OF FINANCIAL STATEMENTS

## b) Transactions with the related parties during the year

| Nature of transactions                            | Key management personnel | Enterprises over which key management personnel are able to exercise significant influence | Total    |
|---|--------------------------|--|----------|
| <b>Other Income</b>                               |                          |  |          |
| Interest income                                   | -                        | 55.67  | 55.67    |
|   | (-)                      | (87.09)  | (87.09)  |
| <b>Other Expenses</b>                             |                          |  |          |
| <b>Directors' Sitting Fees Paid</b>               |                          |  |          |
| Mr. Harshavardhan B. Doshi                        | 0.08                     | -  | 0.08     |
|   | (0.09)                   | (-)  | (0.09)   |
| Mr. Nihal H. Doshi                                | 0.23                     | -  | 0.23     |
|   | (0.12)                   | (-)  | (0.12)   |
| Mr. Vikram Bhat                                   | 0.26                     | -  | 0.26     |
|   | (0.24)                   | (-)  | (0.24)   |
| Mrs. Ramola S. Mahajani                           | 0.34                     | -  | 0.34     |
|   | (0.24)                   | (-)  | (0.24)   |
| <b>Service Charges- Carina Finvest limited</b>    | -                        | 7.20   | 7.20     |
|   | (-)                      | (27.00)  | (27.00)  |
| <b>Deposit</b>                                    |                          |  |          |
| <b>Intercorporate Deposit</b>                     |                          |  |          |
| Intercorporate deposits given                     | -                        | 94.00  | 94.00    |
|   | (-)                      | (204.00)   | (204.00) |
| Intercorporate deposits - repayment               | -                        | 1,000.00   | 1,000.00 |
|   | (-)                      | (-)  | (-)      |
| <b>Outstanding as at year end</b>                 |                          |  |          |
| Payable to The Carina Finvest Limited             | -                        | 1.39   | 1.39     |
|   | (-)                      | (-)  | (-)      |
| Receivable from The Ravalgaon Sugar Farms Limited | -                        | -  | -        |
|   | (-)                      | (6.22)   | (6.22)   |
| <b>Inter-corporate deposits- given</b>            |                          |  |          |
| Ravalgaon Sugar Farms Limited                     | -                        | 37.00  | 37.00    |
|   | (-)                      | (943.00)   | (943.00) |

Figures in brackets pertain to the figures of previous year.

- 31** The identification of Micro, Small and Medium Enterprises is based on Management's knowledge of their status. Disclosure of trade payables under other liabilities is based on information available with the Company regarding status of the suppliers as defined under the Micro, Small and Medium Enterprises Development Act, 2006. The Company also has no outstanding dues in the current year that were required to be furnished under section 22 of Micro, Small and Medium Enterprises Development Act, 2006.
- 32** The Company is in the business of manufacturing tools and equipment for sugar mills. During the year, due to economic constraints there were no operations in manufacturing activities. As a result, the Company did not have any operations during the year. However, the company is of the view that this is a temporary situation and hence there is no impact on going concern and financial statement prepared accordingly.
- 33** Previous year's figures have been regrouped whenever considered necessary to confirm with the current year presentation.

For and on behalf of the Board of Directors

For **Patkar & Pendse**  
**Chartered Accountants**  
FRN 107824W

**H. B. Doshi**  
Chairman  
**DIN:** 00688736

**Nihal Doshi**  
Director  
**DIN:** 00246749

**B.M. PENDSE**  
Partner

**Membership No.:** 032625  
Mumbai, Dated: 17<sup>th</sup> May, 2019



**ACROW INDIA LIMITED**

Registered Office: Plot No 2 & 3, Ravalgaon – 423108, Taluka Malegaon, District Nashik, Maharashtra, India.

**ATTENDANCE SLIP**

Please complete this Attendance Slip and hand it over at the meeting hall. It helps us to make proper arrangements. Failure to bring this Attendance Slip will cause unnecessary inconvenience to you. Please write below

Name of the member:

Registered Folio No.:

No. of Shares held:

Client ID No.:

DP ID No.:

(Please write name in BLOCK Letters)

I/We hereby record my/our presence at the 58TH ANNUAL GENERAL MEETING of the Company Scheduled to be held at Krida Mandal Hall, Ravalagon – 423108, Taluka Malegaon, District Nashik, Maharashtra on Friday, 27th September, 2019 at 3:00 P.M.

Members/Proxy's Signature  
(To be signed at the time of handing over this slip)

**NOTES:**

- 1. Members/Proxy holders are requested to bring their copy of the Annual Report with them to the meeting.
- 2. Please carry this Attendance Slip with you and hand over the same, duly signed in the space provided, at the entrance to the meeting hall.

**Form No. MGT-11 – PROXY FORM**

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

**CIN:** L13100MH1960PLC011601

Name of the company: **ACROW INDIA LIMITED**

Registered office: Plot No 2 & 3, Ravalgaon – 423108, Taluka Malegaon, District Nashik, Maharashtra, India.

Name of the member (s):.....

Registered address: .....

E-mail ID:.....

Folio No./Client ID:..... DP ID:.....

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

1. Name: .....

Address: .....

E-mail ID:..... Signature: ..... or failing him

2. Name: .....

Address: .....

E-mail ID:..... Signature: ..... or failing him

1. Name: .....

Address: .....

E-mail ID:..... Signature: ..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 59th Annual General Meeting of the company, to be held at Krida Mandal Hall, Ravalagon – 423108, Taluka Malegaon, District Nashik, Maharashtra on Friday, 27th September, 2019 at 3:00 P.M. and at any adjournment thereof, in respect of such resolutions as are indicated below:

Resolution No. 1 .....

Resolution No. 2 .....

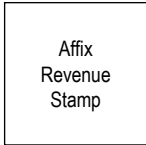
Resolution No. 3 .....

Resolution No. 4 .....

Signed this..... day of ..... 2019.

Signature of shareholder .....

Signature of proxy holder(s) .....



Note: In order to be effective, this form of proxy should be duly completed and deposited and the Registered Office of the Company no less than 48 hours before the commencement of the Annual General Meeting.