



RUCHI INFRASTRUCTURE LTD.

101, The Horizon, 1st Floor, Nath Mandir Road,
11/5, South Tukoganj, Indore - 452 001 (M.P.)
Tel. : 91-731-4755209, 4755227
CIN - L65990MH1984PLC033878

RIFL/2020

30th August, 2020

BSE Ltd.
Floor No.25,
Phiroze Jeejeebhoy Tower,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Ltd.
“Exchange Plaza”
Bandra-Kurla Complex, Bandra(E)
Mumbai – 400 051

Dear Sir(s)/Madam(s),

Sub. : Submission of Annual Report under Regulation 34

Pursuant to provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please do find attached herewith the Annual Report of the Company for the financial year 2019-20. It, inter alia, includes the Notice of 36th Annual General Meeting of the Company convened on Saturday, the 26th September, 2020 through video conferencing.

We hope you will find the above in order.

Thanking you,

Yours faithfully,
For Ruchi Infrastructure Ltd.

Ashish
Mehta

Digitally signed by Ashish Mehta
DN: cn=Ashish Mehta, o=Ruchi Infrastructure Ltd.,
ou=Company Secretary, email=ashish.mehta@ruchiinfra.com,
c=IN

Company Secretary

Enclosures: As Above



Ruchi Infrastructure Limited



36th Annual Report 2019-20

RUCHI INFRASTRUCTURE LIMITED

(CIN : L65990MH1984PLC033878)

ANNUAL REPORT 2019-20

Board of Directors

Ruchi Joshi
Krishna Das Gupta
Mohan Das Kabra
Ashutosh Pandey
Narendra Shah - Executive Director
Parag Choudhary - Whole-time Director

Chief Financial Officer

Ravindra Kumar Kakani

Company Secretary

Ashish Mehta

Statutory Auditors

Ashok Khasgiwala & Co. LLP
Chartered Accountants

Banker

South Indian Bank Ltd.

Registrar & Share Transfer Agent

Sarthak Global Limited
170/10, Film Colony,
R.N.T. Marg, Indore - 452001
Tel: +91 731 4279626, 2523545
e-mail: investors@sarthakglobal.com

Registered Office

706, Tulsiani Chambers, Nariman Point,
Mumbai - 400021, Maharashtra
Tel: +91 22 49712051
e-mail: ruchiiinfrasecretarial@ruchiiinfrastructure.com
Website : www.ruchiiinfrastructure.com

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FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', believes, and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumption prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Notice

Notice is hereby given that the Thirty Sixth Annual General Meeting of the members of Ruchi Infrastructure Limited will be held on Saturday, September 26, 2020 at 11.45 am through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2020, the reports of Board of Directors and Auditors thereon and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT the stand-alone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2020, the reports of Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Narendra Shah (DIN:02143172), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Narendra Shah (DIN:02143172), Director of the Company, retiring by rotation at 36th Annual General Meeting of the Company, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation."

3. To appoint the Statutory Auditors and to fix their remuneration and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, approval of members of the Company be and is hereby accorded for the appointment of M/s. SMAK & Co., Chartered Accountants (Firm Registration No. 020120C), as the Statutory Auditors of the Company to hold office from the conclusion of 36th Annual General Meeting until the conclusion of the 41st Annual General Meeting of the Company at a remuneration of ₹ 5.25 lacs per annum plus applicable GST, provided that such remuneration may be increased, varied or revised by the Board of Directors during the term of appointment of Statutory Auditors.

RESOLVED FURTHER THAT Mr. Narendra Shah (DIN:02143172), Executive Director, Mr. Parag Choudhary (DIN:07845977), Whole-time Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

SPECIAL BUSINESS:

4. To approve the appointment of Mr. Parag Choudhary (DIN:07845977) as Whole-time Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 {Including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. Parag Choudhary (DIN:07845977), who holds office up to the date of 36th Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule V of the Companies Act, 2013 {including any statutory modification(s) or re-enactment thereof for the time being in force}, the approval of the members of the Company be and is hereby accorded for the appointment of Mr. Parag Choudhary (DIN:07845977) as Whole-time Director of the Company for a period of three years with effect from June 29, 2020 on the following remuneration:

- | | |
|---|--------------------------|
| (i) Basic Salary | - ₹ 1,12,760/- per month |
| (ii) House Rent Allowance | - ₹ 45,104/- per month |
| (iii) Other Allowance | - ₹ 46,006/- per month |
| (iv) Leave Travel Allowance, Child Education, National Pension Scheme, Leave encashment, contribution to provident fund, family pension fund, Bonus, vehicle expenses reimbursement, performance bonus and gratuity as per Policy of the Company. | |

Notice (Contd.)

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise/vary the terms and conditions (including remuneration) of the appointment from time to time to the extent the Board of Directors may deem appropriate, provided that such revised/increased remuneration shall not exceed ₹ 42.00 lacs per annum subject to the provisions of the Companies Act, 2013 and Rules made thereunder.

RESOLVED FURTHER THAT where in any financial year during the currency of his tenure, the Company has no profits or inadequate profits, Mr. Parag Choudhary, Whole-time Director shall be paid above referred remuneration or such revised/increased remuneration, as approved by the Board of Directors from time to time, as the case may be, as minimum remuneration in terms of Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Narendra Shah (DIN:02143172), Executive Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

5. To approve the re-appointment of Mr. Krishna Das Gupta (DIN: 00374379), as an Independent Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 {Including any statutory modification(s) or re-enactment thereof for the time being in force} and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on date, Mr. Krishna Das Gupta (DIN:00374379), who has attained the age of seventy five years, be and is hereby re-appointed as an Independent Director of the Company to hold office for his second term of five consecutive years, with effect from September 23, 2020 upto September 22, 2025.

RESOLVED FURTHER THAT Mr. Narendra Shah (DIN:02143172), Executive Director, Mr. Parag Choudhary (DIN:07845977), Whole-time Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

6. To approve the appointment of Mr. Ashutosh Pandey (DIN: 07828687), as a Director of the Company and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 {Including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. Ashutosh Pandey (DIN:07828687), who holds office up to the date of 36th Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in terms of Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Narendra Shah (DIN:02143172), Executive Director, Mr. Parag Choudhary (DIN:07845977), Whole-time Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limiting to, filing of necessary forms, returns, submissions under the Companies Act, 2013."

Registered Office:

Ruchi Infrastructure Ltd.
706, Tulsiani Chambers, Nariman Point,
Mumbai – 400 021
Date : August 21, 2020
Place : Indore

By order of the Board of Directors

Ashish Mehta
Company Secretary

Notice (Contd.)

NOTES:

1. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain businesses (including special businesses) to be transacted at the 36th AGM is annexed hereto.
2. To take necessary precautions and to curb the spread of COVID-19 disease, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"), permitted Companies to conduct Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), subject to compliance of certain conditions mentioned therein. In compliance with the MCA Circulars and applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36th AGM of the Company is being convened and conducted through VC or OAVM, without the physical presence of the members at a common venue. Participation at the 36th AGM through VC or OAVM shall be allowed on a first-come-first-served basis.
3. Pursuant to the provisions of the Companies Act, 2013, a member entitled to attend and vote at any AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC or OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 36th AGM and hence the proxy form and attendance slip are not annexed to this notice.
4. Members attending the AGM through VC or OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Corporate shareholders/Societies intending to authorize their authorized representative to attend the AGM through VC or OAVM are requested to send a duly certified copy of Board Resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf electronically or otherwise in terms of provisions of Section 47 of the Companies Act, 2013. The said resolution shall be sent to the scrutinizer by email through its registered email address to pddiwan@yahoo.co.in with a copy marked to ruchiinfrastructural@ruchiinfrastructure.com and helpdesk.evoting@cDSLindia.com.
6. Profiles of Mr. Narendra Shah, Mr. Parag Choudhary, Mr. Krishna Das Gupta and Mr. Ashutosh Pandey, Directors of the Company, who are available for appointment/re-appointment at the 36th AGM of the Company, are respectively produced in item no. 2, 4, 5 and 6 of the explanatory statement annexed to the notice and may also be read and treated as requisite disclosure for item no. 2, 4, 5 and 6 of the notice in terms of Secretarial Standard on General Meeting (SS-2) and Regulation 26(4) & 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on date.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the 36th AGM (being part of the Annual Report for the financial year 2019-20) is being sent only through electronic mode to those members whose email addresses are registered with the Company/Depositories. Members may also access the 36th Annual Report 2019-20 (inter alia containing the Notice of 36th AGM and explanatory statement thereto) on the Company's website www.ruchiinfrastructure.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL i.e. www.evotingindia.com.
8. To support the "Green Initiative", the members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
9. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. Members seeking any information with regard to the accounts are requested to write to the Company Secretary at least seven days before the date of 36th AGM so as to enable the management to keep the information ready at the meeting.
11. Members who wish to claim their dividends that remain unclaimed are requested to correspond with the Company or the Registrar and Share Transfer Agent. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. It may be noted that dividend declared for financial year 2012-13 which remain unpaid or unclaimed till 5th October, 2020 shall be transferred to IEPF. The Company has duly uploaded requisite details of such shareholders on its website. Shareholders, whose name appear in aforesaid details, are requested to immediately contact the Company/its Registrar and Share Transfer Agent to encash/claim dividend declared for the financial year 2012-13. The Company had transferred the unpaid and unclaimed dividend declared for the financial year 2011-12 and equity shares on which such dividend was declared, to the IEPF within the stipulated time period during the year.
12. The members are requested to note that equity shares on which dividend declared for financial year 2012-13 remain unpaid or unclaimed till 5th October, 2020 will also be transferred to the IEPF in terms of the provisions of Section 124 of the Companies Act, 2013 and the applicable rules made thereunder.

Notice (Contd.)

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. SEBI has further strengthened the guidelines to raise industry standards for Companies and their RTAs vide its circular dated April 20, 2018 and has advised Company to take special efforts to collect copy of PAN and bank account details of members holding shares in physical form. Members holding shares in physical form are requested to submit their PAN and Bank Account Details to Registrar and Share Transfer Agent of the Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque.
 14. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants. Such members may note that shares in physical form cannot be transferred except in case of transmission or transposition.
 15. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed Companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or its Registrars and Transfer Agent for assistance in this regard.
 16. The facility for making/varying/cancelling nominations is available for individual shareholders of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at www.mca.gov.in.
 17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by members during the annual general meeting. All documents referred to in the Notice will also be available for inspection basis request of shareholder received by the Company.
 18. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their right to vote electronically at the 36th Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The e-voting facility will also be made available at the meeting and the members, who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the meeting through electronic mode. The members who have cast their votes by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again.
- A. The instructions for e-voting are as under:
- (i) The e-voting period commences on Wednesday, September 23, 2020 at 9.00 AM and ends on Friday, September 25, 2020 at 5.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 19, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for remote e-voting as well as voting at the meeting.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders" module.
 - (v) Now enter your user ID as under :-
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter folio number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and click on Login.
 - (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

Notice (Contd.)

(viii) If you are a first time user follow the steps given below:

PAN	For Shareholders holding shares in Demat Form and Physical Form
	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders 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. 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 e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "RUCHI INFRASTRUCTURE LIMITED".
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.
- (xx) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user id using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; ruchiinfrascretarial@ruchiinfrastructure.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.

Notice (Contd.)

- (xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- B. The Board of Directors of the Company has appointed Mr. Prashant D. Diwan, Practicing Company Secretary as the Scrutinizer to scrutinize the remote e-voting/e-voting at the 36th AGM in a fair and transparent manner.
- C. The Scrutinizer shall not later than forty eight hours of conclusion of 36th AGM, submit a consolidated scrutinizer's report to the Executive Director of the Company, who shall declare the results forthwith.
- D. The result declared along with scrutinizer Report shall be placed on the Company's website www.ruchiinfrastructure.com and on the website of CDSL (www.cdslindia.com) after the result is declared by the Executive Director, and the same shall be communicated to BSE Limited and National Stock Exchange of India Limited, where the equity share of the Company are listed.
- E. The recorded transcript of the AGM shall made available on the website of the Company at www.ruchiinfrastructure.com as soon as possible after the AGM.
- F. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical Shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Sarthak Global Limited i.e. Registrar and Share Transfer Agent at investors@sarthakglobal.com with copy to the Company at ruchiinfrasecretarial@ruchiinfrastructure.com.
2. For Demat Shareholders - Please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the Sarthak Global Limited i.e. Registrar and Share Transfer Agent at investors@sarthakglobal.com with copy to the Company at ruchiinfrasecretarial@ruchiinfrastructure.com.
3. The Company/RTA shall co-ordinate with the CDSL and will provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC OR OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the 36th AGM through VC or OAVM through the CDSL e-Voting system. Shareholders may access the same at www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the AGM through Laptops/IPads for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id. No request received after 5.00 pm on Friday, September 18, 2020 shall be entertained for registration as a speaker. The Company reserves the right to limit the number of speakers on first-come-first-serve basis. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to the meeting mentioning their name, demat account number/folio number, email id, mobile number at Company's email id. These queries will be replied to by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-voting on the day of the AGM is the same as the instructions mentioned above for remote e-voting.
2. Only those shareholders, who are present in the AGM through VC or OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Notice (Contd.)

EXPLANATORY STATEMENT

[Pursuant to provisions of Section 102(1) of the Companies Act, 2013]

Item No. 2

Mr. Narendra Shah is 64 years old and holds Masters Degree in Commerce and LLB from Sagar University, Madhya Pradesh. He has more than 40 years experience in the field of account and finance and is associated with the Company since 1986. He is actively involved in taxation, finance and business operations of the Company since last more than three decades. He was appointed on the Board of Directors on April 8, 2016 as Executive Director and was further re-appointed with effect from April 8, 2019. He is liable to retire by rotation and is retiring at this Annual General Meeting. He is not related to any director or key managerial personnel of the Company and does not hold any equity shares of the Company. He has attended four meetings of the Board held during the financial year 2019-20 and has drawn remuneration of ₹ 54.84 Lakh as the Executive Director of the Company during such period. He is not on the Board and Committees of any other listed entity. He is on the Boards of Peninsular Tankers Pvt. Ltd. and Mangalore Liquid Impex Pvt. Ltd.

The above profile of Mr. Narendra Shah has been provided to the members in terms of secretarial standard on general meeting (SS-2) and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution set forth in Item no. 2 of the Notice to be passed as an ordinary resolution.

None of the directors of the Company holds any equity shares of the Company. Save and except Mr. Narendra Shah and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 2 of the Notice.

Item No. 3

M/s. Ashok Khasgiwala & Co. LLP, Chartered Accountants (Firm Registration No.000743C/0C400037) were re-appointed as Statutory Auditors of the Company by the members at the 35th Annual General Meeting (AGM) held on September 3, 2019 to hold office as Statutory Auditors from the conclusion of 35th AGM held in the year 2019 till the conclusion of 36th AGM of the Company to be held in the year 2020. Accordingly, their present term gets completed on the conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

On recommendation of the Audit Committee, the Board of Directors of the Company proposed the appointment of M/s. SMAK & Co., Chartered Accountants, as the Statutory Auditors of the Company for a period of five years from the conclusion of 36th AGM till the conclusion of the 41st AGM of the Company at a remuneration of ₹ 5,25,000/- plus applicable GST and reimbursement of out of pocket expenses for statutory audit of the Company. There is no material change in the remuneration paid to the existing auditors and the proposed new auditors.

While recommending the proposed appointment, the Audit Committee as well as the Board of Directors considered the parameters like experience, qualification, capability of proposed auditors to serve business landscape and market standing of the firm, clientele served, technical knowledge etc., and found them having qualification and experience commensurate with the size of the Company. M/s. SMAK & Co., Chartered Accountants have given their consent and requisite eligibility certificate to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed in terms of applicable provisions of the Companies Act, 2013, Rules made thereunder and SEBI Regulations.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item no. 3 of this Notice.

Item No. 4

The Board of Directors of the Company, at its meeting held on June 29, 2020, appointed Mr. Parag Choudhary as an Additional Director and Whole-time Director of the Company for a period of three years with effect from June 29, 2020, subject to the approval of members. Pursuant to the provisions of Section 161 of the Companies Act, 2016, Mr. Parag Choudhary holds office of Director up to the date of 36th Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

Mr. Parag Choudhary is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director/Whole-time Director. In the opinion of the Board, Mr. Choudhary fulfills the conditions for his appointment as a Director/Whole-time Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following information pertaining to Mr. Parag Choudhary is furnished pursuant to the provisions of Schedule V to the Companies Act, 2013:

I. GENERAL INFORMATION:

(i) Nature of Industry:

The nature of business of the Company is providing storage facility for handling bulk storage of liquid commodities and warehousing facility for agri commodities, cement, white goods, soap, adhesives and chemicals etc.

Notice (Contd.)

(ii) Date of commencement of commercial production:

The Company got certificate of commencement of business on 5th October, 1984.

(iii) Financial performance based on given indicators:

Figures of revenue and profit/(loss) recorded during last three financial years are as follows: (₹ in lacs)

Financial Year	Revenue	Profit/(Loss) after tax
2019-20	5337.44	21.11
2018-19	5141.27	(1325.46)
2017-18	3659.01	(767.92)

iv) Foreign investments or collaborators, if any:

The Company has not entered into any foreign collaboration. As per the shareholding pattern of the Company as on August 14, 2020, 1 Overseas Corporate Body holds 58,22,800 equity shares representing 2.84%, 2 Foreign Corporate Bodies hold 2,18,41,112 equity shares representing 10.64% of the paid-up equity share capital of the Company. 3 Foreign Body Corporates also hold 54,60,613 redeemable preference shares representing 100% of preference share capital of the Company.

II. INFORMATION ABOUT THE APPOINTEE:

(a)	Background Details and profile of appointee	Mr. Parag Choudhary is 53 years old and holds Bachelor's Degree in Civil Engineering (Hons.) from Shri Govindram Seksaria Institute of Technology and Science, Indore, Madhya Pradesh. He has a wide experience in civil engineering projects and executed a number of residential cum commercial projects like offices, buildings, complexes, agri-warehouses, tank-terminals, edible oil refineries etc. He is expert in pilling and foundation works, cross country pipeline projects for tanks terminal & refinery, industrial paint system, project material procurement etc. Mr. Choudhary is associated with the Company since more than two and half decades and is heading the terminal business of the Company.
(b)	Past Remuneration	Not Applicable, as he has been appointed on the Board of Directors with effect from June 29, 2020.
(c)	Job profile and his suitability	As Whole-time Director of the Company he is responsible for the terminal business of the Company, subject to the superintendence, guidance and control of the Board of Directors. Taking into account his vast experience, educational background, knowledge about the industry, his successful tenure with the Company as senior official and the nature and size of operations of the Company, he is a fit and proper person to be appointed as the Whole-time Director of the Company.
(d)	Remuneration proposed	The proposed remuneration is mentioned in the special resolution of item no. 4 of the notice.
(e)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Taking into consideration the size of the Company, the profile of Mr. Choudhary, the responsibilities shouldered by him and the industry bench marks, the proposed remuneration is reasonable, justified and commensurate with the remuneration packages paid in the comparable Companies. The same has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
(f)	Pecuniary relationship directly or indirectly with the Company, or relationship with managerial personnel, if any	Mr. Parag Choudhary has no pecuniary relationship directly or indirectly with the Company other than his remuneration in the capacity of Whole-time Director. He is not related to any other managerial personnel/ director and does not hold any equity share in the Company.

III. OTHER INFORMATION:

(a) Reasons of loss or inadequate profits:

Depreciation, amortization, impairment expenses, provision for doubtful debts as per IND AS, high finance cost and write-off of bad debts.

(b) Steps taken or proposed to be taken for improvement:

The Company shall continue to optimize the finance cost and variable expenses apart from divestment of non-core assets/investments to reduce the debts.

Notice (Contd.)

(c) Expected increase in productivity and profit in measurable terms:

The performance of the Company is expected to improve in the year ahead in terms of enhanced capacity utilisation, efficient operations and better profitability as a result of above measures taken for improvement in Company's performance.

IV. DISCLOSURES:

Other disclosures such as remuneration package of all directors, service contracts etc. have been disclosed in the Corporate Governance Report which is a part of 36th Annual Report of the Company.

He is not on the Board and Committees of any other listed entity. He is on the Board of Directors of Peninsular Tankers Pvt. Ltd. and Mangalore Liquid Impex Pvt. Ltd. (Subsidiary Companies). None of the non-executive directors of the Company holds any equity share of the Company.

It is also proposed to authorize the Board to revise the aforesaid remuneration payable to him from time to time, as may be recommended by the Nomination and Remuneration Committee, during his tenure, subject to a maximum ceiling of ₹ 42 lacs (Rupees Forty Two Lacs only) per annum including Salary, allowances, perquisites, reimbursement of expenses, leave travel allowance, contribution to provident fund and family pension fund, leave encashment, bonus, performance pay and gratuity as per policy of the Company.

In terms of provisions of Section 160 of the Companies Act, 2013, a person is eligible for appointment of office of a director at any general meeting, subject to provisions of the Act by way of passing an ordinary resolution. Pursuant to provisions of Section 196, 197 read with applicable provisions of Schedule V to the Act, a whole-time director may be appointed subject to approval by a resolution of the shareholders in general meeting. Schedule V, inter alia, provides payment of remuneration over and above the limits prescribed therein, if the resolution passed by the shareholder is a special resolution.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013, secretarial standard on general meeting (SS-2) and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board recommends the resolution as set out at Item No. 4 of the Notice to be passed as special resolution.

Save and except Mr. Parag Choudhary and his relatives, none of the other directors/key managerial personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice.

Item No. 5

Mr. Krishna Das Gupta was introduced on the Board of Directors and appointed as an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 for a period of five years with effect from September 23, 2015. Accordingly, his first term of five years gets completed on September 22, 2020.

Section 149 of the Act, inter alia, stipulates that an independent director can hold office for a maximum two terms of five consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation. Further in terms of provisions of Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made effective from April 1, 2019, appointment of a person as a non-executive director, who has attained the age of seventy five years, requires approval of members by way of special resolution. The Company has received consent to act as director and declaration from Mr. Krishna Das Gupta that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company proposed to re-appoint him as an Independent Director of the Company for second term of five years with effect from September 23, 2020, subject to the approval of members.

Mr. Krishna Das Gupta is 78 years old and holds Masters Diploma in Public Administration. He joined Indian Revenue Service in 1966 and worked in various capacities with Income tax department in Gujarat, Madhya Pradesh, New Delhi and Uttar Pradesh. He retired as Chief Commissioner of Income tax in 2002 and is on the Board of PTC Industries Limited, EMA India Limited, J.K. Cotton Limited and Ruchi Renewable Energy Private Limited. He does not hold equity share in the Company.

Mr. Krishna Das Gupta has attended four meetings of the Board held during the financial year 2019-20 and has any not drawn any remuneration except sitting fees for attending the Board/Committee meetings. None of the non-executive directors of the Company holds any equity shares of the Company.

The details of his directorships (including listed Companies), membership/chairmanship of committees of other boards are as under:

S.No.	Name of the Company	Designation	Name of Committee	Chairman/Member
1.	Ema India Ltd. (Listed Company)	Director	Nomination and Remuneration Committee Stakeholders Relationship Committee	Chairman Chairman
2.	PTC Industries Ltd. (Listed Company)	Director	Nomination and Remuneration Committee Corporate Social Responsibility Committee Audit Committee Stakeholders Relationship Committee	Chairman Chairman Member Member
3.	J.K. Cotton Ltd.	Director	Nomination and Remuneration Committee	Member
4	Ruchi Renewable Energy Pvt. Ltd.	Director	Nomination and Remuneration Committee Audit Committee	Chairman Chairman

Notice (Contd.)

Having regard to his seniority, expertise and experience, and on the basis of his performance evaluation report, where in he has been accorded higher ratings by other directors in most of the evaluation criteria, it is deemed to be in the interest of the Company to re-appoint Mr. Krishna Das Gupta as an Independent Director of the Company on the existing terms and conditions of his appointment. In the opinion of the Board, Mr. Gupta fulfills the conditions for his re-appointment as an Independent Director as specified in the Companies Act, 2013 read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

Copy of the draft letter for re-appointment of Mr. Krishna Das Gupta as an Independent Director setting out the terms and conditions is available for inspection by the members on request made to the Company.

The Board recommends the resolution as set out at Item No. 5 of the Notice to be passed as special resolution.

Save and except Mr. Krishna Das Gupta and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

Item No.6

The Board of Directors of the Company at its meeting held on August 21, 2020 appointed Mr. Ashutosh Pandey (DIN : 07828687) as an additional director. Pursuant to provisions of Section 161 of the Companies Act, 2016, Mr. Ashutosh Pandey holds office of Director up to the date of 36th Annual General Meeting of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

Mr. Ashutosh Pandey is 38 years old and holds Bachelor's Degree in Arts and various industry certifications in technical domain like Adword optimization, SEO, Content Strategy, Social Media Marketing, etc. Based out of Mumbai, he is the first-generation digital communications entrepreneur and is active in digital marketing domain since last fifteen years. He has spearheaded the digital communications mandates of leading companies across diverse industry verticals including, Agriculture, FMCGs, Finance, Banking and Polity. He speaks regularly on domestic and international forums on the importance of digital media and the leverage available for businesses.

He is not on the Board or Committees of any other listed Company. He is on the Board of Directors of Dwij Stearates Private Limited and Praddictability Media Sciences Private Limited. He does not hold equity share in the Company and is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. He has given his consent to act as a Director. In the opinion of the Board, Mr. Ashutosh Pandey fulfils the conditions for his appointment as a Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, Board of Directors of the Company proposed to appoint him as a Director of the Company, who shall be liable to retire by rotation. He shall be entitled to receive the sitting fee as per the Articles of Association of the Company for meeting of the Board or Committees attended by him. He is not related to any of the other Directors or Key Managerial Personnel of the Company. None of the non-executive Directors of the Company holds any equity share in the Company.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

The Board recommends the resolution as set out at Item No. 6 of the Notice to be passed as an ordinary resolution.

Save and except Mr. Ashutosh Pandey and his relatives, none of the other Directors or Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 6 of the Notice.

Registered Office:

Ruchi Infrastructure Ltd.
706, Tulsiani Chambers, Nariman Point,
Mumbai – 400 021
Date : August 21, 2020
Place : Indore

By order of the Board of Directors

Ashish Mehta
Company Secretary

Director's Report

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Sixth Annual Report together with the Audited Financial Statements of the Company for the year ended March 31, 2020.

FINANCIAL RESULTS

(₹ in Crore)

Particulars	2019-2020	2018-2019
Revenue from operations	53.37	51.41
Other Income	13.93	7.67
Total Income	67.30	59.08
Profit/(Loss) before depreciation, tax and exceptional items	15.44	(3.30)
Depreciation	12.76	12.47
Exceptional items (Refer Note 38 to the standalone financial statements)	2.00	-
Profit/(Loss) before taxation	0.68	(15.77)
Provision for taxation	0.47	(2.52)
Profit/(Loss) after taxation	0.21	(13.25)
Balance brought forward from previous year	(35.93)	(3.19)
Adjustments on account of defined benefit plans, Ind AS 116	(0.85)	(0.13)
Transfer to equity instruments through OCI	-	(19.36)
Balance as at the end of the year	(36.57)	(35.93)

OPERATIONS AND STATE OF AFFAIRS

The Company recorded revenue of ₹ 53.37 Crore from operations during the financial year under review as against ₹ 51.41 Crore in the previous financial year. The Profit before depreciation and tax during the year under review was ₹ 15.44 Crore as against loss of ₹ 3.30 Crore during the previous year. The Profit (after tax) of the Company for the year under review was ₹ 0.21 Crore as against loss of ₹ 13.25 Crore recorded during the previous financial year. The earning is improved during the current year due to lower finance cost and increase in other income on account of sale of non core assets. No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this Report. There is no change in the nature of business during the year under review.

IMPACT OF COVID 19

In the last month of financial year 2019-20, foreseeing the impact of COVID-19 pandemic government enforced national lock-down, thereby the operations of Company were at halt during initial few days of lock-down. The operations of the Company have been largely regular as the services offered by the Company pertain to the essential category of warehousing, storage of edible oils and generation of wind power through wind mills. The Company was able to successfully run its operations and was able to generate revenue with certainty of receipt.

Though there is no major impact on operations and business activities of the Company, however, having regard to the prevailing uncertainties, it is difficult to assess the impact of COVID-19 on Company's profitability.

TRANSFER TO RESERVES

The Company has not transferred any amount to the reserves during the current financial year.

DIVIDEND

The Directors regret the inability to propose any dividend for the year under review.

DIRECTORS

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Narendra Shah, Director of the Company retires by rotation at the 36th Annual General Meeting of the Company and being eligible, offers himself for re-appointment.

The Board of Directors of the Company on recommendation of the Nomination and Remuneration Committee, at its meeting held on June 29, 2020 has appointed Mr. Parag Choudhary as an Additional Director and also appointed as Whole-time Director of the Company for a period of three years with effect from June 29, 2020 subject to the approval of members. The terms & conditions of the appointment of Mr. Parag Choudhary including remuneration are set out in the notice convening the 36th Annual General Meeting of the Company.

The first term of five years of the appointment of Mr. Krishna Das Gupta as an Independent Director of the Company gets completed on September 22, 2020. On the basis recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company proposes re-appointment of Mr. Krishna Das Gupta as an Independent Director of the Company for his second term of five years with effect from September 23, 2020.

Mr. Ashuotsh Pandey has been appointed as additional director with effect from August 21, 2020. The Company has received a notice under section 160 of the Companies Act, 2013, proposing his candidature for the office Director, liable to retire by rotation.

Director's Report (Contd.)

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, all the directors are of complete integrity and possess requisite expertise and experience to discharge their duties as directors. All the independent directors have proficiency as ascertained from the online proficiency test conducted by the institute notified under Section 150 (1) of the Act.

None of the Directors of your Company is disqualified for being appointed as Director, as specified in Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. During the year under review, Executive Director of the Company did not receive any remuneration or commission from any of its subsidiaries of the Company.

Necessary information required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of the appointment/re-appointment of Mr. Parag Choudhary, Mr. Narendra Shah, Mr. Krishna Das Gupta and Mr. Ashutosh Pandey (including their brief profiles) is given in the explanatory statement annexed to the Notice of the 36th AGM of the Company.

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are available on the website of the Company i.e. www.ruchiinfrastructure.com.

KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of the Company are as follows:

Mr. Narendra Shah, Executive Director

Mr. Parag Choudhary, Whole-time Director

Mr. Ravindra Kumar Kakani, Chief Financial Officer

Mr. Ashish Mehta, Company Secretary

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the financial year ended March 31, 2020, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the loss of the Company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis;
- e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual evaluation of its own performance, board committees and individual directors in the manner as enumerated in the Nomination, Remuneration and Evaluation Policy as well as, in accordance with the provisions of Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance of the Board of Directors was evaluated by it after seeking inputs from all the directors on the basis of criteria formulated by the Nomination and Remuneration Committee, including, the board composition and structure, effectiveness of board processes, information provided and functioning, etc. The performance of the committees was evaluated by the respective committees and the Board of Directors after seeking inputs from the committee members on the basis of selected criteria. Performance evaluation of Independent Directors was done by the entire Board, excluding the independent director being evaluated.

MEETINGS OF THE BOARD

The Board of Directors of the Company met five times during the financial year 2019-20. The meetings were held on April 6, 2019, May 22, 2019, August 13, 2019, November 11, 2019 and February 6, 2020.

ANNUAL RETURN

An extract of the Annual Return of the Company in Form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 and relevant rules made thereunder is annexed as **Annexure I** to this report.

Director's Report (Contd.)

AUDITOR AND AUDITORS' REPORT

STATUTORY AUDITORS

The present term of their appointment of M/s. Ashok Khasgiwala & Co. LLP, Chartered Accountants (Firm Registration No.000743C/0C400037) is expiring in the ensuing Annual General Meeting of the Company.

The notes on financial statements referred to in the Auditors' Report on the financial statements for the year ended March 31, 2020 are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

On the basis of recommendation of the Audit Committee, the Board of Directors proposed the appointment of M/s. SMAK & Co., Chartered Accountants as Statutory Auditors for a period of five years from the conclusion of 36th Annual General Meeting till the conclusion of 41st Annual General Meeting of the Company.

M/s. SMAK & Co., Chartered Accountants have given a written consent and certificate to the effect that their re-appointment, if made, would be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013. As required under Regulation 33(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed Statutory Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit Report for the financial year ended March 31, 2020 issued by Mr. Prashant Diwan, Practising Company Secretary is annexed herewith as **Annexure II** and is self-explanatory. The Company has advised the promoters and promoters group to take effective steps to comply with provisions of Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, pertaining to dematerialization of their shareholding.

SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has three subsidiaries as at March 31, 2020 i.e. Mangalore Liquid Impex Pvt. Ltd., Peninsular Tankers Pvt. Ltd. and Ruchi Renewable Energy Pvt. Ltd. The Company does not have any joint venture or associate Company during the year under review; however financials of an associate partnership firm, namely, Narang & Ruchi Developers have been consolidated in terms of applicable Accounting Standards.

The statement containing salient features of the financial statements of its Subsidiary Companies and their contribution to the overall performance of the Company during the period is attached with the financial statements of the Company in form AOC-1. The Annual Report of your Company, containing inter alia the audited standalone and consolidated financial statements, has been placed on the website of the Company at www.ruchiinfrastructure.com. Further, the audited financial statements together with related information of each of the subsidiary Companies have also been placed on the website of the Company at www.ruchiinfrastructure.com.

The policy for determining material subsidiary as approved by the Board of Directors of the Company is available on the website of the Company at www.ruchiinfrastructure.com.

PARTICULARS OF LOANS/ADVANCES, GUARANTEES, INVESTMENTS AND SECURITIES

Particulars of loans/advances, investments, guarantees made and securities provided during the year as required under the provisions of Section 186 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the notes to the standalone financial statements (Please refer note 42 and 43 to the standalone financial statements).

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All related party transactions were entered into by the Company with the prior approval of the Audit Committee. During the financial year 2019-20, all the transactions with related parties were entered into at arm's length and in the ordinary course of business and none of such related party transactions required the approval of the Board of Directors or the Shareholders in terms of the provisions of Section 188 of the Companies Act, 2013 or Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, there were no materially significant related party transactions that may have potential conflict of interests of the Company at large. All related party transactions were placed before the Audit Committee and the Board for review and approval.

The policy on materiality of related party transactions and on dealing with related party transactions as approved by the Audit Committee and the Board of Directors may be accessed on the Company's website at www.ruchiinfrastructure.com. Your directors draw attention of the members to Note 50 to the standalone financial statements which set out related party disclosures in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Since the Company is not engaged in any manufacturing activity, the information related to conservation of energy and technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is not applicable to the Company. There was no foreign exchange earnings and outgo during the year.

Director's Report (Contd.)

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an adequate internal control system commensurate with the size and nature of its business. These controls ensure that the transactions are authorized, recorded and reported correctly and assets are safeguarded and protected against the loss from unauthorized use or disposition. In addition, there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

An internal audit program covering various activities and periodical reports are submitted to the management as well as Audit Committee of the Board. The Audit Committee, comprises of professionally qualified Directors, who interact with the statutory auditors, internal auditors and management on matters within its terms of reference. The Audit committee defines the scope and authority of the Internal Auditor. Effective policies, guidelines and procedures are in place for effective management of internal financial controls. To maintain its objectivity and independence, the Internal Auditor has access to the Chairperson of the Audit Committee of the Board. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at allocations of the Company. Based on the report of Internal Auditor, process owners undertake corrective action in their respective areas and thereby strengthen the controls.

The internal financial control framework ensures that the financial and other records are reliable for preparing financial and other statements. In addition, the Company has identified the key risks and controls for each process that has a relationship to the financial operations and reporting. At regular intervals, internal teams test identified key controls. The internal auditors also perform an independent check of effectiveness of key controls in identified areas of internal financial control reporting. The Statutory Auditors Report include a report on the internal financial controls over financial reporting. The Audit Committee and the Board are of the opinion that the Company has sound Internal Financial Control commensurate with the nature and size of its business operations and operating effectively. During the year, no reportable material weakness in the design or operation of internal control system and their adequacy was observed.

RISK MANAGEMENT

Risk Management is a strategic business discipline and a continuous process that supports to achieve the Company's objectives by addressing the full spectrum of its risks and managing the impact of those risks. The Company uses the risk management framework as a key tool to proactively identify, assess, treat, monitor and report risks as well as to create a risk-aware culture with in the Company. The Board regularly reviews the risk management strategy of the Company with focused approach towards risk associated with core business of storage infrastructure and renewable energy. The Audit Committee of the Board monitor effectiveness of risk management systems. The detailed analysis of risk and concerns of the Company is provided in the Management Discussion and Analysis Report forming part of this Directors' Report and 36th Annual Report.

CORPORATE GOVERNANCE

The Company adheres to the corporate governance requirements set out by the Securities and Exchange Board of India (SEBI) and considers Corporate Governance as an instrument to maximize value for all Stakeholders, i.e. investors, employees, shareholders, customers, suppliers, environment and the community at large. Good governance practices emerge from the culture and mind-set of the organization. The Company has adopted fair and transparent governance and disclosure practices. A separate report on Corporate Governance forms an integral part of this Annual Report. Certificate of Practicing Company Secretary regarding compliance of conditions of Corporate Governance as stipulated under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith as **Annexure III** to this Report.

PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure IV** to this report and the information required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this Report. Further, the Annual Report is being sent to the members excluding the aforesaid annexure. Any member interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has a Whistle Blower Policy and has established the necessary Vigil Mechanism in accordance with the provisions of Section 177(9) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company's Vigil Mechanism/Whistle Blower Policy aims to provide the appropriate platform and protection for whistle blowers to report instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. All employees and Directors have access to the Chairperson of the Audit Committee and the policy also provides adequate safeguards against victimization of persons who use such mechanism and makes provisions for direct access to the Vigilance Officer. The Vigil Mechanism/Whistle Blower Policy is uploaded on the website of the Company at www.ruchiinfrastructure.com.

Director's Report (Contd.)

NOMINATION, REMUNERATION AND EVALUATION POLICY

The Nomination, Remuneration and Evaluation Policy of the Company as recommended by the Nomination and Remuneration Committee has been approved by the Board of Directors of the Company in accordance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is available on the website of the Company i.e. www.ruchiinfrastructure.com. The salient features of the policy are:

- (a) It applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of the Company. The primary objective of the Policy is to provide a framework and set standards for the selection, nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management.
- (b) It deals with functions, responsibilities and Composition of Nomination and Remuneration Committee.
- (c) It sets guidelines/principles for recruitment/appointment of Directors/KMPs/Senior Officials and remuneration thereof.
- (d) It deals with evaluation/assessment of Directors/KMPs/Senior Officials of the Company.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has a duly constituted Corporate Social Responsibility (CSR) Committee, which is responsible for fulfilling the CSR objectives of the Company. The Committee comprises of Mr. Mohan Das Kabra (Chairman), Mr. Narendra Shah and Mrs. Ruchi Joshi, as members. The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) which was approved by the Board and is available on the website of the Company at www.ruchiinfrastructure.com.

During the year, the Company has not spent any amount on CSR activities/ programs for want of average net profits calculated in terms of the provisions of Section 135 read with Section 198 of the Companies Act, 2013. Accordingly, no other information is provided under CSR Reporting requirements of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

OTHER COMMITTEES OF THE BOARD

The Board of Directors of the Company had already constituted various Committees and approved their terms of reference/role in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at the meetings, are provided in the Corporate Governance Report forming part of this Annual Report.

SECRETARIAL STANDARDS

The Company has complied with the applicable 'Secretarial Standards on Meetings of the Board of Directors - SS 1' and 'Secretarial Standards on General Meetings - SS 2'.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company maintains a safe and healthy work environment, where every employee is treated with respect and is able to work without fear of discrimination, prejudice, gender bias or any form of harassment. Your Company has in place a Prevention of Sexual Harassment Policy in accordance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder to uphold the objectives of the said Act. The policy covers all employees irrespective of their nature of employment and also applicable in respect of all allegations of sexual harassment made by an outsider against an employee. An Internal Complaints Committee (ICC) has also been set up to redress complaints received on sexual harassment. No complaint was pending at beginning of the year and none has been received during the year.

GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions pertaining to such matters during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. The Executive Director of the Company did not receive any remuneration or commission from any of the subsidiaries of the Company.
5. No significant or material orders were passed by the Regulators/Courts/Tribunals impacting the going concern status of the Company and its operations in future.
6. No instances of fraud was reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 and the rules framed thereunder either to the Company or to the Central Government.

ACKNOWLEDGMENT

Your Directors place on record their gratitude for the valued support and assistance extended to the Company by the Shareholders, Banks and Government Authorities and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by employees of the Company. The Directors are deeply grateful to every person who risked their life and safety to fight this COVID-19 pandemic. The Directors appreciate and value the contribution made by every employee to combat COVID-19.

Place : Indore

Date : August 21, 2020

For and on behalf of the Board of Directors

Narendra Shah

Executive Director

DIN: 02143172

Mohan Das Kabra

Director

DIN:07896243

Director's Report (Contd.)

ANNEXURE I TO THE DIRECTORS' REPORT

EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2020
[Form No. MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and
Rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I.	REGISTRATION AND OTHER DETAILS	
i	CIN	L65990MH1984PLC033878
ii	Registration Date	August 28, 1984
iii	Name of the Company	Ruchi Infrastructure Limited
iv	Category/Sub-category of the Company	Company Limited by Shares
v	Address of the Registered office & contact details	706, Tulsiani Chambers, Nariman Point, Mumbai-400021, Maharashtra Tel: +91 22 49712051 e-mail: ashish_mehta@ruchiinfrastructure.com
vi	Whether listed company	Yes
vii	Name, address and contact details of the Registrar and Transfer Agent	Sarthak Global Limited 170/10, Flim Colony, R.N.T. Marg, Indore -452001 Tel: +91 731 4279626/2523545 e-mail: investors@sarthakglobal.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are as given below:

S. No.	Name & Description of main products/ services	NIC Code of the Product /service	% to total turnover of the company
1	Storage & Warehousing	52109	54.92
2	Trading in Commodities	-	33.92
3	Wind Power Generated	-	11.16

III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Application Section
1	Mangalore Liquid Impex Private Limited Opposite Customs House, Panambur, New Mangalore, Dakshina Kannada, Karnataka-575010	U85110KA1997PTC021887	Subsidiary	98	2(87)
2	Peninsular Tankers Private Limited 706, Tulsiani Chambers, Nariman Point, Mumbai, Maharashtra-400021	U35100MH2007PTC176717	Subsidiary	100	2(87)
3	Ruchi Renewable Energy Private Limited 706, Tulsiani Chambers, Nariman Point, Mumbai, Maharashtra-400021	U40104MH2008PTC185366	Subsidiary	100	2(87)

Director's Report (Contd.)

IV . SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage to total Equity) (i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	5199990	25199300	30399290	14.81	5199990	25199300	30399290	14.81	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	42835384	19920700	62756084	30.58	42835384	19920700	62756084	30.58	-
e) Banks/Fl	-	-	-	-	-	-	-	-	-
f) Any other (Trusts)	21505610	-	21505610	10.48	36505610	-	36505610	17.79	7.31
Sub-total (A)(1)	69540984	45120000	114660984	55.87	84540984	45120000	129660984	63.18	7.31
(2) Foreign									
a) NRI- Individuals	7600000	-	7600000	3.70	7600000	-	7600000	3.70	-
b) Other- Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/Fl	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	7600000	-	7600000	3.70	7600000	-	7600000	3.70	-
Total Shareholding of Promoters	77140984	45120000	122260984	59.57	92140984	45120000	137260984	66.88	7.31
(A) = (A)(1) + (A) (2)									
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/Fl	-	-	-	-	-	-	-	-	-
C) Central Govt.	66712	-	66712	0.03	78044	-	78044	0.04	0.01
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs -	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	66712	-	66712	0.03	78044	-	78044	0.04	0.01
(2) Non Institutions									
a) Bodies corporates									
i) Indian	22777061	12087000	34864061	16.99	18622954	12087000	30709954	14.96	(2.03)
ii) Overseas	27663742	-	27663742	13.48	27663912	-	27663912	13.48	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	8137065	24200	8161265	3.98	8623033	24200	8647233	4.21	0.23
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	929155	-	929155	0.45	787975	-	787975	0.38	(0.07)
c) Others - Clearing Members	11294023	-	11294023	5.50	91840	-	91840	0.05	(5.45)
Sub-total (B)(2):	70801046	12111200	82912246	40.40	55789714	12111200	67900914	33.08	(7.32)
Total Public Shareholding									
(B) = (B)(1) + (B)(2)	70867758	12111200	82978958	40.43	55867758	12111200	67978958	33.12	(7.31)
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A + B + C)	148008742	57231200	205239942	100.00	148008742	57231200	205239942	100.00	-

Director's Report (Contd.)

(ii) Shareholding of Promoters

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
1	Neha Saraf	400000	0.19	-	400000	0.19	-	-
2	Sarvesh Shahra	-	-	-	-	-	-	-
3	Umesh Shahra	-	-	-	-	-	-	-
4	Amisha Shahra	-	-	-	-	-	-	-
5	Neeta Shahra	-	-	-	-	-	-	-
6	Savitri Devi Shahra	-	-	-	-	-	-	-
7	Kailash Chandra Shahra HUF	-	-	-	-	-	-	-
8	Sunaina Shahra	2400000	1.17	-	2400000	1.17	-	-
9	Vishesh Shahra	4799990	2.34	-	4799990	2.34	-	-
10	Suresh Chandra Shahra HUF	1200000	0.58	-	1200000	0.58	-	-
11	Bhavna Goel	2400000	1.17	-	2400000	1.17	-	-
12	Ushadevi Shahra	1200000	0.59	-	1200000	0.59	-	-
13	Santosh Shahra	7200000	3.51	-	7200000	3.51	-	-
14	Aditi Shahra	2400000	1.17	-	2400000	1.17	-	-
15	Ruchi Shahra	2400000	1.17	-	2400000	1.17	-	-
16	Manish Shahra	4802000	2.34	-	4802000	2.34	-	-
17	Mrudula Shahra	1197300	0.58	-	1197300	0.58	-	-
18	Dinesh Khandelwal (Trustee of Disha Foundation)	3505610	1.71	-	3505610	1.71	-	-
19	Umesh Shahra (Trustee of Shashwat Trust)	18000000	8.77	-	18000000	8.77	-	-
20	Pradeep C Limdi (Trustee of Indivar Foundation)	-	-	-	15000000	7.31	-	7.31
21	*Ruchi Soya Industries Limited	27324239	13.31	-	27324239	13.31	-	-
22	Mahakosh Holdings Private Limited	15057840	7.34	-	15057840	7.34	-	-
23	Maha Kosh Papers Private Limited	6000000	2.92	-	6000000	2.92	-	-
24	Soyumm Marketing Private Limited	7353305	3.58	-	7353305	3.58	-	-
25	Sarthak Industries Limited	1950700	0.95	-	1950700	0.95	-	-
26	Viksit Engineering Limited	2400000	1.17	-	2400000	1.17	-	-
27	Nutrela Marketing Limited	1200000	0.59	-	1200000	0.59	-	-
28	Shahra Brothers Private Limited	1470000	0.72	-	1470000	0.72	-	-
29	Ankesh Shahra	7600000	3.70	-	7600000	3.70	-	-
	Total	122260984	59.57	-	137260984	66.88	**	7.31

*As per intimation received by the Company under Regulation 30 (2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 during May, 2020, the promoters have no control over Ruchi Soya Industries Limited (RSIL) by virtue of implementation of Resolution Plan in December, 2019. Such Resolution Plan was approved vide Orders passed by the National Company Law Tribunal, Mumbai Bench in the matter of RSIL in accordance with the provisions of Insolvency and Bankruptcy Code, 2016.

** As per intimation received during the quarter ended 31st December, 2019, the promoters group is obliged to have minimum 26% un-encumbered shares (i.e. 5,33,62,385 equity shares in the Company) in accordance with the loan agreement entered into between the Company and the South Indian Bank Ltd. for corporate loan of ₹ 69 crores. However, no pledge/lien/ encumbrance, non-disposal undertaking has been executed by any of the promoters.

Director's Report (Contd.)

(iii) Change in Promoters' Shareholding

S. No.	Name of Promoters	Shareholding at the beginning of the year		Date wise increase/Decrease in Promoters Share holding during the year specifying the reason for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.)	Cumulative Shareholding during 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	No. of Shares	% of total Shares of the Company
1	Pradeep C Limdi (Trustee of Indivar Foundation)	-	-	Acquisition of 70,00,000 equity shares on 29.3.2019 (credited after 31.3.2019) and 80,00,000 equity shares on 17.6.2019.	1,50,00,000	7.31	1,50,00,000	7.31

(iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of Top Ten Shareholders	Shareholding at the beginning of the years (as on 01.04.2019)		Cumulative shareholding at the end of the year (as on 31.03.2020)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Forbes EMF	-	-	19,815,812	9.65
2	Bunkim Finance & Inv. Pvt. Ltd.	1,77,06,321	8.63	11,806,321	5.75
3	Jayati Finance & Inv. Pvt. Ltd.	97,08,608	4.73	11,706,230	5.70
4	**Mangal Keshav Financial Services LLP	92,80,000	4.52	-	-
5	**Cresta Fund Limited	85,94,699	4.19	-	-
6	**APMS Investments Fund Limited	70,66,809	3.44	-	-
7	Antarika Resources Limited	58,22,800	2.84	58,22,800	2.84
8	**Lotus Global Investments Limited	57,49,434	2.80	-	-
9	Keval India Limited	24,00,000	1.17	24,00,000	1.17
10	*Elara India Opportunities Fund Ltd.	-	-	2,025,300	0.99
11	**Aldan Investments Pvt. Ltd.	20,00,000	0.97	-	-
12	Sarthak Global Limited	16,80,000	0.82	16,80,000	0.82
13	*Anand Mangal Investment & Finance Pvt. Ltd.	-	-	1,266,806	0.62
14	*Gaylord Sales Pvt. Ltd.	-	-	574,800	0.28
15	*Eco Recycling Ltd.	-	-	425,000	0.21

The shares of the Company are traded on a daily basis and hence the datewise increase/decrease in shareholding is not indicated.

*Not in the list of Top 10 shareholders as on 1.4.2019. The same has been reflected above since the shareholder was in the Top 10 shareholders as on 31.3.2020.

**Ceased to be in the list of Top 10 shareholders as on 31.3.2020. The same is reflected above since the shareholder was one of Top 10 shareholders as on 1.4.2019.

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name of Directors /KMP	Shareholding at the beginning of the years (as on 01.04.2019)		Cumulative shareholding at the end of the year (as on 31.03.2020)	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
-	-	-	-	-	-

Director's Report (Contd.)

V. INDEBTEDNESS

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

(₹ in lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	9,206.99	5,460.61	-	14,667.60
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	15.65	-	-	15.65
Total (i + ii + iii)	9,222.64	5,460.61	-	14,683.25
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	(4,100.34)	-	-	(4,100.34)
Net Change	(4,100.34)	-	-	(4,100.34)
Indebtedness at the end of the financial year				
i) Principal Amount	5,076.13	5,460.61	-	10,536.74
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	46.17	-	-	46.17
Total (i + ii + iii)	5,122.30	5,460.61	-	10,582.91

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager

(₹ in lacs)

S. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Mr. Narendra Shah	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	54.84	54.84
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-
2	Stock option		
3	Sweat Equity	-	-
4	Commission - as % of profit	-	-
	- others (specify)	-	-
5	Others, please specify	-	-
	Total (A)	54.84	54.84
	Ceiling as per the Act	-	120.00

Director's Report (Contd.)

B. Remuneration to other Directors

(₹ in lacs)

S. No.	Particulars of Remuneration	Name of Directors			Total Amount
		Mr. Krishna Das Gupta	Mr. Mohas Das Kabra	Mrs. Ruchi Joshi	
1	Independent Directors				
	Fee for attending board committee meetings	0.36	0.64	0.48	1.48
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	0.36	0.64	0.48	1.48
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B) = (1 + 2)				1.48
	Total Managerial Remuneration				54.84
	Overall Ceiling as per the Act				120.00

C. Remuneration to Key Managerial Personnesl other than Managing Director/Manager/Whole-time Director

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Company Secretary	Cheif Financial Officer	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	34.93	17.43	52.36
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit	-	-	-
	- others (specify)	-	-	-
5	Others, please specify	-	-	-
	Total	34.93	17.43	52.36

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Director's Report (Contd.)

ANNEXURE II TO THE DIRECTORS' REPORT

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2020

[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
Ruchi Infrastructure Limited
706, Tulsiani Chambers
Nariman Point
Mumbai -400021

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ruchi Infrastructure Limited** having CIN: L65990MH1984PLC033878 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2020 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
- (v) 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, 2015; and
 - (c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

As per the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment and External Commercial Borrowings.
- (ii) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
 - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.
 - (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

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

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to this report to the extent applicable, except **the shareholdings of promoter(s) and promoter group are not 100% in dematerialized form as required under Regulation 31(2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Director's Report (Contd.)

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.

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

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the representations made by the management and relied upon by me 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.

As per the representations made by the management and relied upon by me, I further report that, during the audit period there were no other specific events / actions took place, having a major bearing on the Company's affairs, in pursuance of the above referred laws, rules, regulations, guidelines, etc.

CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979

PR: 530/2017

UDIN: F001403B000603642

Date: 21.08.2020

Place: Mumbai

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

Annexure "A"

To

The Members

Ruchi Infrastructure Limited

706, Tulsiani Chambers

Nariman Point

Mumbai – 400 021

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

1. Maintenance of secretarial record is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate, Specific and other applicable laws, rules, regulations, standards is the responsibility of management. My 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 the management has conducted the affairs of the company.
7. I have not carried out the physical verification of any records due to prevailing conditions of COVID 2019 in the country. I have relied on the records as made available by the Company through digital mode as well as I have also relied on the Management representation made by the Company.

CS Prashant Diwan
Practicing Company Secretary
FCS: 1403 CP: 1979

PR: 530/2017

UDIN: F001403B000603642

Date: 21.08.2020

Place: Mumbai

Director's Report (Contd.)

ANNEXURE III TO THE DIRECTORS' REPORT

CERTIFICATE ON CORPORATE GOVERNANCE

To the Members,

Ruchi Infrastructure Limited

I have examined the compliance of conditions of Corporate Governance by **Ruchi Infrastructure Limited** for the year ended **31st March 2020**, as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. My examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanation given to me and based on the representations made by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

I have carried out the online verification of the records through digital mode as well as relied upon the Management representation made by the Company due to prevailing conditions of COVID 2019 in the country.

CS Prashant Diwan

Practicing Company Secretary

FCS No.: 1403 / CP No.: 1979

PR: 530/2017

UDIN: F001403B000603664

Date: 21.08.2020

Place: Mumbai

ANNEXURE IV TO THE DIRECTORS' REPORT

The information pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as given below:

- The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;
Mr. Narandra Shah is the Executive Director of the Company. The ratio of their remuneration to the median remuneration of the employees of the Company for the financial year was as under:

Mr. Narendra Shah	16.35 : 1.00
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The other Directors are non-executive and independent directors and hence were paid only sitting fee.
- The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Mr. Narendra Shah	8.0%
Mr. Ashish Mehta	8.2%
Mr. Ravindra Kumar Kakani	13.6%
- The percentage increase in the median remuneration of employees in the financial year: 8.60%
- The number of permanent employees on the rolls of Company: 126 as on March 31, 2020.
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Managerial	10.07%
Non-managerial	10.03%
- Affirmation that the remuneration is as per the remuneration policy of the Company:
The remuneration is as per the Nomination, Remuneration and Evaluation policy of the Company.

Management Discussion and Analysis Report

INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company is primarily engaged in the business of storage infrastructure and renewable energy, viz.

- (a) Storage facilities for handling bulk storage of liquid commodities such as edible oils, petroleum products, liquid chemicals, etc
- (b) Warehousing facilities including storing agri commodities such as wheat, maize, soybean etc. as well as extending customised warehousing facility for cement, white goods, soap, adhesive industry and
- (c) Renewable Energy – The company has set up wind energy projects in MP including through 100% subsidiary. The Company is also evaluating opportunities for expansion in this sector.

The Indian logistics industry which provides employment to more than 22 million people has grown at a CAGR of 7.8 percent during the last few years. Employment is expected to surge to 40-50 million by 2022. Although, India has improved its rank in all the six components of logistics performance index still with vast geography and huge population India is behind countries like Taiwan (27), Chile (34), Finland (10) etc. Thus, there is wonderful growth opportunity in all the sub-verticals of Warehousing and Storage business. The annual investments in the logistic sector are expected to reach \$500 billion by 2025.

Thrust to infrastructure development across sectors such as roads, ports, economic corridors, affordable housing, solar energy is identified by the Government as an important lever to generate growth and employment. The government's impetus to the national infrastructure pipeline (NIP) is one of the examples. The Government has rightfully recognized the need to lessen the burden of the budgetary support for the vast amount of funds required for infrastructure sector. Income Tax exemption to attract investment by sovereign wealth fund into infrastructure, increasing the FPI limits for investment in corporate bonds, withholding tax relief for ECB investors are steps in the right direction. The Government has emphasized the role of private investment and the PPP route for funding the developmental of infrastructural initiatives.

The Indian Warehousing industry accounts for around 15% of the total logistics market in globe. It is the second most important component after transportation. The industry structure is highly fragmented especially the industrial warehousing segment with the un-organised players accounting for 70 to 75 percent of the total warehousing space. However, the logistics industry faces challenges such as under-developed material handling infrastructure, fragmented warehousing, multiple regulatory & policy making bodies, lack of seamless movement of goods across modes, minimal integrated IT infrastructure. In order to develop this sector focus on new technology, improved investment, skilling, removing bottlenecks, improving inter-modal transportation, automation, single window system for giving clearances, and simplifying processes are being considered. The industry believes that the concerns are in process of being addressed.

With the implementation of GST, the focus of the players has now shifted to enhancing the supply chain efficiencies. This is generating demand both in Agri warehousing as well as Non-Agri warehousing. Government is also increasing their annual procurement target of Agri commodities each year.

By recognizing the importance of the sector, a new logistics division has been created in the Department of Commerce to develop and coordinate integrated development of the industry, improvement in existing procedures, identification of bottlenecks and gaps, and introduction of technology-based interventions in this sector. Improving logistics sector has huge implication on exports and it is estimated that a 10 per cent decrease in indirect logistics cost can increase 5-8 per cent of exports.

In the same manner, Renewable Energy is also accorded priority in the Energy sector in the country for past years. As a part of its Paris Agreement commitments, the Government of India has set an ambitious target of achieving 175 GW of renewable energy capacity by 2022. These include 100 GW of solar capacity addition and 60 GW of wind power capacity. India added 8711 MW of renewable energy capacity in 2019-20. With this the cumulative capacity has already crossed 87 GW.

INDUSTRY OUTLOOK

The Indian warehousing industry is set to grow at a CAGR of 8 to 10 percent and modern warehousing at 25 to 30 percent over the next five years due to various factors including anticipated increase in global demand, growth in organized retail coupled with increasing manufacturing facilities, presence of extremely affordable and desirable e-commerce options and growth in international trade. Exchanges like NCDX or NCS are also marking double digit growth in the agri spot market.

Edible oil and chemicals are mostly stored in commercial tank farms. Demand for liquid storage is increasing in India amid increasing traffic and limited existing capacities. Currently, the utilization of commercial farm tanks in India is around 80 percent. Tank Farm Industry is on the threshold of phenomenal growth in India. There is a good demand for SS tanks, Floating Roof Tanks, storage tanks for specialized products like Bitumen & Coal Tar and bunkering fuels supply.

The factors influencing the aggregate demand are as follows:

1. Consumption led demand by per capita income, booming e-commerce industry and Fast Moving Consumer Goods market gaining traction.
2. Manufacturing Led demand - Make in India campaign is expected to increase the manufacturing activities in India, entailing demand for warehousing. The Warehousing segment is expected to attract an investment of close to ₹150 Billion in the next five years. The "Make in India initiative" is expected to boost the manufacturing sector to 10 percent growth. The manufacturing sector spends 2 to 20 percent of its revenue on logistics.
3. Growth in Agriculture.
4. Improvement in International trade (Export and Import).

Management Discussion and Analysis Report (Contd.)

5. Emergence of organized retail.
6. Increasing private and foreign investments in infrastructure.
7. Easing of Government regulations.

The new growth drivers such as organised retail, information technology (IT), telecommunications and health care can be considered as high potential sectors. The growth of these drivers, backed by the advent of technological advancements, is likely to rise the demand for organised and automated warehouses going forward.

The industry is trying to address the structural limitations of the warehousing industry viz. lack of alignment of capacity, absence of appropriate scale to support value-oriented pricing, low capital and operating efficiencies, in-appropriate level of automation. Established players are also bringing in new technologies in the market. This is leading to focus on mechanization and better cost management. There has also been a surge in the demand of cold storage as focus shift more towards essential goods and due to restrictions in movement as an impact of COVID-19, the e-commerce has further expanded its position as key player.

From a mere combination of transportation and storage services, Logistics is fast emerging as a strategic function that involves end to end value added solutions to improve the efficiency of the supply chain and to offer better value to the consumers of the services. Growing demand for better services at lower costs has led to the emergence of organized warehousing in the country. Appropriate size of storage, locational factors to facilitate better connectivity between the provider, aggregator and end user, Efficient inventory management systems, Modern storage solutions, automation of warehouses for the effective utilization of space and MIS implementation are key differentiating factors which would be considered in future investments in the sector for the organized players, keeping in view the long term and sustainable advantage.

It is believed that the following initiatives would contribute towards creating a sustainable roadmap for the growth of the logistics sector in the years to come :

(a) Infrastructure enablement

The government has reiterated its steadfast commitment to modernizing the functionalities of Indian logistics with a key focus on infrastructure development. Further Central Government's grant of 'Infrastructure Status' to the logistic sector including warehousing, had also proved to be catalyst. The ambitious Bharatmala project holds the promise of strengthening the countrywide road network and improving connectivity with the interior and backward areas of the country. The Sagarmala initiative is a key step in doubling India's coastal shipping share in the country's broader modal mix and aims at formulating a comprehensive shipping policy and optimizing the country's maritime assets. The high-speed, freight-only Dedicated Freight Corridor Project aims at decongesting a heavily saturated road network and reducing freight transit times from industrial heartlands in north India to ports on the eastern and western coast of the country.

(b) Regulatory support

Key reform measures and policy interventions like the unveiling of the Goods and Services Tax, (GST), relaxed FDI regulations and granting of infra status has boosted the core competencies of the Indian logistics industry. The ongoing trade policy related matters between the US and China presents India with the key opportunity to expand its export trade and correct its trade imbalances with the Asian economic powerhouse. There are also some reforms being implemented in mandi operations in Madhya Pradesh, the state in which the warehouses of the Company are located, with the objective of creating environment of ease of doing business.

(c) Technological leverage

The emergence of new-age empowering technologies like artificial intelligence, internet of things, and machine learning will disrupt the conventional workings of the country's logistics sector. The impact of these technologies is anticipated to enhance productivity across the supply chain spectrum and streamline operational processes thus resulting in boosting efficiencies of supply networks, reduce wastages and lead to supply chain optimization.

The above growth will have a positive cascading impact on the growth of storage infrastructure opportunities in India. The Company is in the process of developing capabilities to customise the set up for existing and potential customers to derive mutual benefits.

BUSINESS STRATEGY; OPPORTUNITIES AND THREATS

(a) Liquid Storage Business Vertical: Your company has storage infrastructural facilities at strategic locations across the country. Your Company is exploring a number of options to leverage the strengths of the company viz. being the major player in the bulk liquid storage industry, having experienced and well-trained manpower and a strong track record in terms of strategic alliance with third parties. Your company focuses on further expanding and optimizing its network of storage terminals, providing specialist logistic concepts and entering into strategic alliances that provide related logistic services.

(b) Warehouse Storage Business: This vertical of the company has achieved around 25% + CAGR for past 4 years. Company in the middle of complete Business Transformation and in last 12-14 quarters it has establish itself as one of the leading warehouse and service provider in MP. Despite of COVID-19 pandemic your company is poised to generate highest ever annual warehouse storage revenue in the year financial year 2020-21. The company has not only enlarged the product portfolio to include storage of various non-agriproducts but also has successfully started construction of customized warehouse for the prospective customers. This will enable the company to utilize the facilities efficiently, unlock the potential value, from time to time, due to better economies of scale and visibility in the growing space with better connect with the existing and potential consumer base. Company is gearing up to counter the prevailing challenges and convert these to opportunities, which has resulted into diversified portfolio of customer and visible growth in revenue.

Management Discussion and Analysis Report (Contd.)

Considering the long term outlook of the storage industry, the Company is evaluating various opportunities to formulate strategic plans for a sustainable growth of the company. This will entail investments, strengthening of the existing systems, strategic partnerships/alliances etc to cater to growing supply chain dynamics. The competition in this industry is, however, increasing due to many factors including technological factors, capacity orientation, efficiency in costs, dynamic changes in the needs of user industry apart from seasonality. Your company is aware of the changing nature of the storage industry and reviewing action plans to be constantly relevant to the user industry and facilitate value addition.

(c) Renewable Energy: Your Company has 10.8 MW wind power project which has been in operations for around 12 years also has 14.7 MW wind project in its 100% subsidiary. Both the projects are running successfully. With seasoned and experienced team and good geographic network your company is now exploring opportunity to enter into Solar power as well.

RISKS AND CONCERNS

Government policies have always played very important role. Despite that the policies are progressive in the infrastructure segment owing to various factors including infrastructural needs, demand–supply gap, economic growth, technological advancement to achieve operational/cost efficiencies and equitable view towards various stakeholders, the Company is keenly tapping the private market to minimize the risks associated with changes in government policies. Still the portion of business which is being done with Government brings in the risk of delayed payment. Company is concerned with duty structure of the imported edible oil which changes the business dynamics even when there is slightest change in the duty structure.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company's internal control systems are adequate and ensure that all corporate policies are strictly adhered to and that transparency is maintained at all levels and functions throughout the organization. Systems have been put in place at all levels to ensure optimum usage of resources and to minimize risks across all activities undertaken by the Company. The internal control systems are designed to ensure the safety of all assets of the Company and also to ensure that all transactions are carried out as per the documented policies, guidelines and procedures. The management reviews the potential risk factors on an ongoing basis and appropriate measures are taken to mitigate the risks.

ENERGY CONSERVATION

Your Company is focused towards the energy conservation at macro as well as micro level. Its renewable energy business is already generating approximately 40 million green energy units (including generation of subsidiary company) which is sufficient to light up around 15000 homes for an year. Further, at micro level company is actively perusing towards reducing its carbon footprint by way taking small measures including but not limiting to discontinuation of usage of CFL bulbs and switching towards LED, usage of only 5 star components/equipment in office space.

KEY FINANCIAL RATIOS ANALYSIS

Details of significant changes in key financial ratios are as follows:

	2019-20	2018-19	*Change in %
Debtors Turnover (Days)	88	162	46
Inventory Turnover (Days)	118	285	58
Interest Coverage Ratio (Times)	1.09	(0.25)	541
Current Ratio (Times)	0.74	0.94	21
Debt Equity Ratio (Times)	0.89	1.23	27
Operating Profit Margin (%)	(0.10)	(0.21)	51
Net Profit Margin (%)	-	(0.22)	101
Return on Net Worth (%)	(0.01)	(0.16)	95

*Explanation for major changes in the ratios:

- Debtors turnover ratio has improved in financial year 2019-20 as compared to the previous year due to better recovery and provisioning for doubtful debts resulting in lower overall debtors.
- Inventory turnover ratio has improved in financial year 2019-20 as compared to previous year due to liquidation of stock in trade.
- Interest coverage ratio has improved in current year as compared to the previous year due to higher profit and lower of finance cost on account of pre-payment of loan.
- Current ratio has reduced due to provisioning on account of debtors and liquidation of inventory.
- Debt equity ratio has improved due to pre-payment of borrowing in the current year.
- Operating profit margin has improved primarily due to addition of capacity and better levels of capacity utilization in core.
- Net profit margin and return on net worth has improved due to lower finance cost, increase of revenue in core infrastructure business as compared to previous year.

SEGMENT PERFORMANCE

The detailed analysis of operations and financial results is provided in the Directors' Report. The detailed segment-wise performance is given in Note No. 49 under the Notes forming integral part of the financial statements of the Company. There were no material changes/developments in human resources requirement during the year under review.

Corporate Governance Report

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate governance aims to create and enhance long-term sustainable value for the stakeholders through ethically driven business process. At Ruchi Infrastructure Limited ('the Company' or 'RIL'), it is imperative that our company affairs are managed in a fair and transparent manner. We, at RIL, ensure that we evolve and follow the corporate governance guidelines and best practices. We consider it our inherent responsibility to disclose timely and accurate information regarding governance of the Company. The Company strives to conduct its affairs, with the objective of enhancing the value for all of its stakeholders. RIL believes that improvement in business processes and practices is a continuous process, which facilitate companionship among the stakeholders and calls for fair, transparent and prudent corporate actions and behavior.

BOARD OF DIRECTORS

Composition of the Board

Board of Directors of RIL ('The Board') comprises of six directors. Mr. Narendra Shah is the Executive Director of the Company. Mr. Krishna Das Gupta, Mr. Mohan Das Kabra and Mrs. Ruchi Joshi are Non-executive Independent Directors. Subject to the approval of members, the Board of Directors of the Company at its meeting held on June 29, 2020 appointed Mr. Parag Choudhary as Whole-time Director of the Company for a period of three years with effect from June 29, 2020. Mr. Krishna Das Gupta completes his first term of five years on September 22, 2020 in terms of Section 149 of the Companies Act, 2013 read with the rules made thereunder. Subject to the approval of members, the Board has proposed the re-appointment of Mr. Krishna Das Gupta as Non-executive Independent Director of the Company for the second term of five years with effect from September 23, 2020. Mr. Ashutosh Pandey has been appointed as additional director (non-executive) with effect from August 21, 2020. The Company has received a notice in terms of Section 160 of the Companies Act, 2013 proposing his candidature for the office of director, liable to retire by rotation. There is no institutional or nominee or government director on the Board. None of the directors is related to any of the other directors of the Company.

In the opinion of the Board, the independent directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management. They have the proficiency as ascertained from the online proficiency test conducted by the institute notified under Section 150 (1) of the Companies Act, 2013.

Meetings of the Board

The Board met 5 times during the financial year 2019-2020. The dates of board meetings are April 6, 2019, May 22, 2019, August 13, 2019, November 11, 2019 and February 6, 2020.

Name of Director	DIN	Category	Number of Board meetings during the Financial year 2019-20		Whether attended the last AGM	Number of Directorship in other Public Companies as on March 31, 2020		Number of Directorship in other Public Companies as on March 31, 2020	
			Held	Attended		Chairman	Member of Board	Chairman	Member of Board
Mr. Krishna Das Gupta	00374379	Independent (Non-executive)	5	4	Yes	-	3*	1	4
Mr. Mohan Das Kabra	07896243	Independent (Non-executive)	5	5	Yes	-	-	-	-
Mr. Narendra Shah	02143172	Executive Director	5	4	Yes	-	-	-	-
Mrs. Ruchi Joshi	07406575	Independent (Non-executive)	5	5	Yes	-	-	-	-

*Mr. Krishna Das Gupta is Independent Director of following listed Companies: PTC Industries Ltd. and Ema India Ltd.

Private Limited and Section 8 Companies (if any) as defined under Companies Act, 2013, where the Directors of the Company are directors, have been excluded for the above purpose. Further, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, chairman/membership of Audit Committees and Stakeholders Relationship Committees only are considered for the purpose of Committee positions.

None of the Directors of the Company holds any equity share in the Company as on March 31, 2020. The Company has not issued any convertible instrument.

Details of Familiarization Programmes imparted to Independent Directors may be accessed at www.ruchiinfrastructure.com.

The Board of Directors has identified the following core skills, expertise and competencies for its effective functioning and the names of directors possessing requisite expertise are also mentioned:

- Leadership/Corporate Strategy & Management – Mr. Narendra Shah.
- Corporate Governance and Disclosure – Mr. Krishna Das Gupta and Mrs. Ruchi Joshi.

Corporate Governance Report (Contd.)

- (c) Financial Literacy – Mr. Krishna Das Gupta, Mr. Mohan Das Kabra, Mrs. Ruchi Joshi and Mr. Narendra Shah.
- (d) Social and Environmental Accountability – Mr. Mohan Das Kabra and Mrs. Ruchi Joshi.
- (e) Training and Education – Mr. Narendra Shah and Mr. Parag Choudhary.

None of the directors of the Company is related to any of the other directors of the Company. None of the independent directors has resigned during the year under review.

Code of Conduct

The Board of Directors has an important role in ensuring good corporate governance and has laid down a comprehensive Code of Conduct for Directors and Senior Management of the Company. The Code has also been posted on the website of the Company. All Directors and Senior Management personnel have affirmed the compliance thereof for the year ended March 31, 2020.

AUDIT COMMITTEE

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements.

The terms of reference of the Committee are extensive and meet the requirements as mandated in terms of provision of Section 177(4) of the Companies Act, 2013. The role of the Committee includes meticulous review and monitoring the financial reporting system within the Company and considering un-audited and audited financial results, as may be applicable, for the relevant quarters and year before being adopted by the Board. The Committee generally reviews internal audit reports, approval of transactions with related parties, scrutiny of inter corporate loans, evaluation of internal financial controls, review of independence of Auditors, compliance of listing and legal requirements relating to financial statements, presentation of segment-wise reporting, review of internal control systems, major accounting policies and practices, compliance with accounting standards, etc.

The Company Secretary acts as the Secretary to the Committee. The Committee meetings were also attended by Chief Financial Officer, Accounts and Finance executives, business-heads, Statutory and Internal Auditors of the Company on need basis.

Constitution and Composition

The Audit Committee consists of Mr. Krishna Das Gupta, Mr. Mohan Das Kabra and Mr. Narendra Shah. Mr. Krishna Das Gupta, the Chairman of the Committee is an Independent, Non-executive Director and has a strong financial and accounting background. All the members of the Committee are financially literate and the composition of Committee is in accordance with the Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

Meeting and attendance during the year

During the financial year 2019-2020, the Audit Committee met on May 22, 2019, August 13, 2019, November 11, 2019 and February 6, 2020. The meetings were scheduled in advance. Mr. Krishna Das Gupta, Mr. Mohan Das Kabra and Mr. Narendra Shah attended all the audit committee meetings.

NOMINATION AND REMUNERATION COMMITTEE

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

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of Board of Directors;
4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommended to the Board of Directors for their appointment and removal.
5. Whether to extend or continue the terms of appointment of the independent Directors, on the basis of the report of performance evaluation of independent Director.

Constitution and composition

The Nomination and Remuneration Committee is chaired by Mr. Krishna Das Gupta and its other members are Mrs. Ruchi Joshi and Mr. Mohan Das Kabra. Mr. Krishna Das Gupta, the Chairman of the Committee is an Independent, Non-executive Director and has a sound financial and accounting background. The composition of Committee is in compliance with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

Meeting and attendance during the year

During the financial year 2019-2020, the Nomination and Remuneration Committee met on April 6, 2019 and May 22, 2019. Mr. Krishna Das Gupta, Chairman of the Committee attended the meeting held on May 22, 2019. Mr. Mohan Das Kabra and Mrs. Ruchi Joshi, Members of the Committee attended both the meetings.

Corporate Governance Report (Contd.)

Performance Evaluation criteria for Independent Directors:

Performance evaluation criteria for Directors, KMPs and the senior officials of the Company are included in Nomination, Remuneration and Evaluation Policy of the Company. The same is available on the website of the Company at www.ruchiinfrastructure.com. The Nomination and Remuneration Committee has formulated the following criteria, which are not exhaustive:

- Director's ability to maintain utmost standards of ethics, integrity, confidentiality and objectivity in the decision making process at the Board/Committees level.
- Director's preparedness and ability to be well-informed and focused at the corporate governance level in meetings of the Board of Directors and Committees thereof.
- Director's willingness to devote time and effort to understand Company's business and operations and his/her contribution in upkeeping corporate governance level aligned with regulatory, fiduciary and ethical standards and benchmarks.

REMUNERATION OF DIRECTORS

(a) Remuneration of the Executive Director

The remuneration paid to Mr. Narendra Shah, Executive Director during the financial year 2019-20 is ₹ 54.84 lakh.

(b) Remuneration of Non-Executive Directors

Except the payment of sitting fees, no other remuneration, commission, fee, etc. is paid/payable for the year to the non executive directors. As approved by the Board of Directors and in accordance with the Articles of Association of the Company, the non-executive directors are paid ₹ 4,000/- for each Board meeting and ₹ 4,000/- for each committee meeting attended by the non-executive directors.

The following table shows the amount of sitting fees paid to the non-executive directors for the financial year 2019-20:

Sr. No.	Name of Directors	Sitting fees
1	Mr. Krishna Das Gupta	36,000
2	Mr. Mohan Das Kabra	64,000
3	Mrs. Ruchi Joshi	48,000

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee considers and resolves the grievances of the shareholders of the Company, including complaints related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends, etc.

Constitution and composition

Stakeholders Relationship Committee of the Board comprises of Mrs. Ruchi Joshi, Non-executive Independent Director (Chairperson), Mr. Narendra Shah (Executive Director) and Mr. Mohan Das Kabra, Non-executive Independent Director (Inducted with effect from April 1, 2019). The composition of committee is in compliance with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. Mr. Ashish Mehta, Company Secretary is also the Compliance Officer of the Company.

Meeting and attendance

During the financial year 2019-20, the Stakeholders' Relationship Committee met on April 6, 2019, August 13, 2019, November 11, 2019 and February 6, 2020. Mrs. Ruchi Joshi and Mr. Mohan Das Kabra, attended all committee meetings and Mr. Narendra Shah attended three committee meetings held during the financial year. No complaint was received during the year under review and no complaint was pending as on March 31, 2020.

INFORMATION ON GENERAL BODY MEETINGS

Annual General Meetings

The venue, dates and time of holding the last three Annual General Meetings and particulars of Special resolutions passed thereat are as under:

33rd AGM held on September 27, 2017 at 9.15 A.M.

Venue: Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai –400021.

No Special Resolution was passed.

34th AGM held on September 20, 2018 at 3.00P.M.

Venue: Kilachand Conference Room, IMC Building, 2nd Floor, IMC Marg, Churchgate, Mumbai – 400020.

No Special Resolution was passed.

Corporate Governance Report (Contd.)

35th AGM held on September 3, 2019 at 11.15 A.M.

Venue: Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai – 400021.

The following special resolutions were passed:

- Approval of the re-appointment of Mr. Narendra Shah, as the Executive Director of the Company.
- Continuation of directorship of Mr. Krishna Das Gupta as Non-Executive Independent Director of the Company.

Extra-ordinary General Meeting

No extra-ordinary general meeting of members of the Company was convened during the financial year 2019-2020.

Resolution passed by way of Postal Ballot

No resolution was passed by way of postal ballot during the financial year 2019-20. No special resolution is proposed to be conducted through postal ballot.

SHAREHOLDERS' COMMUNICATION

Your Company focuses on prompt, continuous and efficient communication to all its stakeholders. The Company constantly interacts with shareholders through multiple channels of communication such as circulation of annual report, updating the information on Company's website, publication of quarterly and annual financial results in English and regional (Marathi) language newspapers, i.e., Free Press and Navshakti.

The Company's website i.e. www.ruchiinfrastructure.com is updated from time to time with relevant information, including quarterly results, subsidiary financials, policies of the Company, shareholding pattern, corporate governance report, stock exchange disclosures, Annual Reports, etc. and other vital and price sensitive official news releases, apart from regular and timely disclosures to the concerned stock exchanges.

GENERAL SHAREHOLDERS' INFORMATION

36th Annual General Meeting

Date : September 26, 2020.

Time : 11.45 am.

Venue : In compliance with the provisions of the Companies Act, 2013 and the requirements of the General Circular No.20/2020 dated May 5, 2020 issued by Ministry of Corporate Affairs, the 36th AGM is being convened through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of members of the Company at a common venue.

Cut-off date for the purpose of voting by electronic means: September 19, 2020.

The financial year of the Company under review is from April 1, 2019 to March 31, 2020. The directors regret the inability to propose any dividend for the year under review.

Listing on Stock Exchanges and Stock Codes:

The Equity Shares of the Company are listed on the following Stock Exchanges:

	Stock Code
(a) BSE Ltd. (BSE) P.J. Tower, Dalal Street, Mumbai - 400 001.	509020
(b) National Stock Exchange of India Limited (NSE) Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051.	RUCHINFRA

The ISIN of the Company is INE413B01023.

The Company has duly paid the annual listing fee for the financial years 2019-20 and 2020-21 to the National Stock Exchange of India Limited and BSE Ltd.

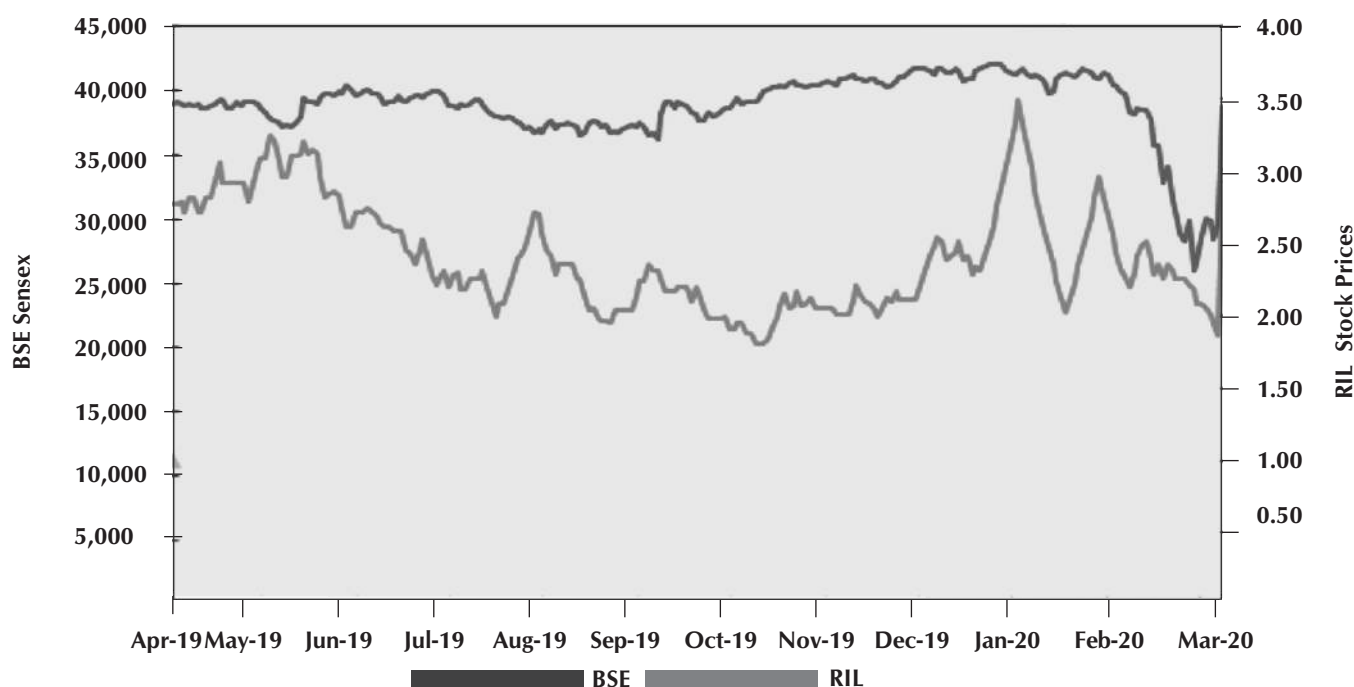
Corporate Governance Report (Contd.)

MARKET PRICE DATA

The monthly high and low quotations at the BSE during the financial year 2019-20 are as follows:

Period	High (Rs.)	Low (Rs.)
April, 2019	3.10	2.70
May, 2019	3.23	2.67
June, 2019	2.86	2.24
July, 2019	2.46	1.90
August, 2019	2.80	1.96
September, 2019	2.37	1.93
October, 2019	2.29	1.79
November, 2019	2.25	1.96
December, 2019	2.57	1.90
January, 2020	3.65	2.28
February, 2020	3.08	2.02
March, 2020	2.52	1.86

Comparison of stock performance of the Company (RIL) with BSE Sensex



Registrar and Share Transfer Agent

Sarthak Global Limited, 170/10, Film Colony, R. N. T. Marg, Indore - 452 001.

Share Transfer System

Shares lodged in physical form with the Company/its Registrars & Share Transfer Agent are processed and generally returned, duly transferred within 15 days, except in cases where litigation is involved. However, the transfer of shares in physical form are not allowed with effect from April 1, 2019. In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor and transferee at the depository participant(s) through which electronic debit/credit of the accounts are involved.

Corporate Governance Report (Contd.)

Distribution of shareholding as on March 31, 2020:

Category	Particulars		No. of Share held	% of holding
Promoter holding	1 Promoters			
	Indian Promoters		12,96,60,984	63.18
	Foreign Promoters		76,00,000	3.70
	2 Persons acting in concert		—	—
		Sub-total	13,72,60,984	66.88
Non-Promoter Holding	1 Institutions			
	a) MFs/UTI		—	—
	b) Banks/FIs/Insurance Companies		—	—
	c) Central/State Govt. Institutions/Non-Govt.		78,044	0.04
	d) FIs		—	—
		Sub-total	78,044	0.04
2 Non Institutions	Bodies Corporate		5,83,73,866	28.44
	Individuals holding nominal capital upto ₹ 2.00 Lakh		84,17,539	4.10
	Individuals holding nominal capital more then ₹ 2.00 Lakh		2,43,080	0.12
	HUF		5,59,673	0.27
	Non Resident Indians		2,14,916	0.11
	Any other (Clearing Members)		91,840	0.04
			6,79,00,914	33.08
		Sub-total	6,79,78,958	33.12
	Custodian (depository for shares underlying GDRs)		—	—
		Total	20,52,39,942	100.00

Distribution of shareholding as on March 31, 2020:

Range of Shares	No. of Shareholders	% of Shareholders	No. of Share held	% of Share holding
001 - 2,500	7,408	91.638	30,49,981	1.486
2,501 - 5,000	317	3.921	11,98,353	0.584
5,001 - 10,000	175	2.165	12,87,407	0.627
10,001 - 20,000	84	1.039	11,90,197	0.580
20,001 - 30,000	22	0.272	5,46,767	0.266
30,001 - 40,000	15	0.186	5,26,326	0.256
40,001 - 50,000	6	0.074	2,59,908	0.127
50,001 - 1,00,000	17	0.210	11,04,749	0.538
1,00,001 & Above	40	0.495	19,60,76,254	95.535
TOTAL	8,084	100.00	20,52,39,942	100.00

Corporate Governance Report (Contd.)

Dematerialization of Shares and Liquidity

The trading in shares of the Company are under compulsory demat segment. The Company is listed on BSE and NSE. The Company's shares are available for trading in the depository systems of both NSDL and CDSL. 14,80,08,742 equity shares of the Company, equal to 72.11% of total issued capital of the Company as on March 31, 2020 were in dematerialized form.

Outstanding Convertible Instruments

As on March 31, 2020, there were no outstanding GDRs/ADRs/Warrants or any other Convertible Instruments.

Commodity Price Risk/Foreign Exchange Risk and Hedging Activities:

The core business of storage infrastructure and renewable energy are not prone to commodity price risk/foreign exchange risk. Accordingly, the Company adopts adhoc hedging tools on need basis for transactions involving foreign exchange.

Plant Location of the Company

Ruchi Infrastructure Limited, Village Sejwaya, Ghatabhillod, Distt. Dhar, Madhya Pradesh – 454773.

Address for correspondence

The shareholders may send their communications, queries, suggestions and grievances to the Compliance Officer and Nodal Officer (for IEPF related matters) at the following address:

Mr. Ashish Mehta, Company Secretary, 706, Tulsiani Chambers, Nariman Point, Mumbai – 400021.

Email address : ashish_mehta@ruchiinfrastructure.com.

The shareholders may also e-mail their queries, suggestions and grievances at 'ruchiinfrastructure@ruchiinfrastructure.com'.

OTHER DISCLOSURES:

(a) Transactions with related parties

The Company has not entered into any transaction of material nature with related parties that may have any potential conflict with the interest of the Company. The Policy on materiality of related party transactions and dealing with related party transaction as approved by the Board may be accessed on the Company's website at www.ruchiinfrastructure.com. The Company is complying with requirements of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Compliance by the Company

The Company has generally complied with the requirement of stock exchanges, SEBI and other statutory authorities on matters related to capital markets during last three years except the requirement of Regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. No penalties have been imposed on the Company or strictures passed by any Stock Exchange or SEBI or any other authorities relating to capital markets during the year under review.

(c) Vigil Mechanism and Whistle Blower Policy

The Company promotes ethical behavior and has in place mechanism for reporting and redressal of illegal and unethical behavior. The Company has a vigil mechanism and Whistle Blower Policy for due protection of whistle blowers. It is hereby confirmed that no employee has been denied access to the Audit Committee.

The Company has complied with mandatory and most of the discretionary requirements as per Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(d) Credit Rating

The Company has neither issued any debt instruments nor undertaken any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad except the term loan from South Indian Bank Ltd. The Company has been rated BB- by CARE Ratings Ltd.

(e) Fees paid to Statutory Auditors

Total fees paid by the Company and its subsidiaries, on a consolidated basis to the auditors is given below:

S.No.	Entity	Statutory Auditors	Amount Paid (₹ in lacs)
1	Ruchi Infrastructure Limited	M/s. Ashok Khasgiwala & Co. LLP	7.41
2	Ruchi Renewable Energy Pvt. Ltd.	M/s. Jain Gautam & Co.	2.54
3	Peninsular Tankers Pvt. Ltd.	M/s. Ashok Khasgiwala & Co. LLP	0.42
4	Mangalore Liquid Impex Pvt. Ltd.	M/s. Prakash H. Shah & Co.	0.72

Corporate Governance Report (Contd.)

(f) Certificates from Practising Company Secretary

The Company has received a certificate from Mr. Prashant D Diwan, Practising Company Secretary to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of the Company by the Ministry of Corporate Affairs or any other statutory authority. Certificate issued by him on compliance of corporate governance is annexed to the Directors' Report as Annexure III.

(g) Web link

Policy for determination of material subsidiary is available on website of the company: www.ruchiinfrastructure.com. The other disclosures in terms of Regulation 46(2) are also made available in the said website.

(h) Demat suspense account

There are no unclaimed shares/securities of the Company in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(i) Disclosures on compliance with corporate governance

Pursuant to regulation 26(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management personnel of the Company have confirmed compliance to the Code of Conduct as applicable to them for the financial year ended March 31, 2020. The Company is compliant with the applicable mandatory requirements of Regulations 17 to 27 and Regulation 46 of the Listing Regulations. The Company has also complied with the requirements of the Corporate Governance Report as provided in Part C of Schedule V of the Listing Regulations.

The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A). No complaint has been received or pending during the financial year in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Due disclosures have been made in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Ruchi Infrastructure Limited

Narendra Shah

Executive Director

DIN:02143172

Place : Indore

Date : August 21, 2020

Independent Auditors Report

To,

The Members of

Ruchi Infrastructure Limited

Report on the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of **Ruchi Infrastructure Limited** (“the Company”), which comprise the balance sheet as at March 31, 2020, and the statement of Profit and Loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2020, and its loss (including other comprehensive income) the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Standalone 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 ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone 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 period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	Auditor’s Response
Recoverability of Export Trade Receivable	Audit Procedure
As at the year end March 31, 2020 Trade receivable includes, Export trade receivable amounting to ₹ 3981.27 lacs doubtful of recovery. Permission is pending with RBI for its write off.	We have verified the documents filed by company with RBI and RBI has recommended to recover the dues. However company has made adequate provision for the same.
Adoption of Ind AS 116 – Leases	Our audit procedures on adoption of Ind AS 116 include:
The Company has adopted Ind AS 116, which is effective from April 1, 2019 and applied the standard to its leases, using Modified Retrospective Approach. Accordingly, the Company has not restated comparative information, instead the cumulative effect of initial applicable standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement.	<ul style="list-style-type: none">Assessed the Company’s procedure and evaluation on the identification of leases. It was based on the contractual agreements and our knowledge of the business. We have also considered and evaluate there as on ableness of the discount rates applied in determining the lease liabilities;Assessed and tested controls in respect of the lease accounting standard (Ind AS 116);Evaluated the method of transition and related adjustments as at April 1, 2019;Tested completeness of the lease by reconciling the Company’s operating lease commitments to computing ROU asset and the lease liabilities.

Independent Auditors Report (contd.)

Key Audit Matters	Auditor's Response
Adoption of the standard involves significant judgments and estimates including, determination of the discount rates and the lease term.	<ul style="list-style-type: none"> • On a statistical sample, we performed the following procedures: • Assessed the key terms and conditions of each lease with the underlying lease contracts; and • Evaluated computation of lease liabilities and the key estimates such as, discount rates and the lease term. • Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.

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 standalone financial statements and our auditor's report thereon.

Our opinion on the standalone 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 standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone 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 Standalone Financial Statements

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Standalone 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:

Independent Auditors Report (contd.)

- a. Identify and assess the risks of material misstatement of the standalone 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.
- b. 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 in place and the operating effectiveness of such controls.
- c. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- d. 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 standalone 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.
- e. Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare 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

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 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".

Independent Auditors Report (contd.)

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 did not have any long term of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 32 to the financial statements;
 - ii. The Company did not have any long term contract including derivative contract 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.
- h. With respect to the matter to be included in the Auditors' Report under Section 197(16) of the Act, In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

For Ashok Khasgiwala & Co. LLP
Chartered Accountants
(Firm Reg. No. 000743C/C400037)

CA Avinash Baxi
(Partner)
M.No.079722

Place : Indore
Date : 29.06.2020
UDIN : 20079722AAAACA8996

Independent Auditors Report (contd.)

Annexure A to Independent Auditor's Report

Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Ruchi Infrastructure Limited on the standalone financial statements for the year ended 31st March, 2020.

i. **In respect of its Fixed Assets:**

- a. The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The company has a program of verification to cover all the items of fixed assets in a phased manner which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.
- c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. **In respect of its Inventories:**

The inventories has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed.

iii. According to the information and explanations given to us, the Company has granted unsecured loans to two companies covered in the register maintained under section 189 of the Companies Act, 2013. The company has not granted any loans secured or unsecured to firms, LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013. In respect of the aforesaid loans granted :

- a. The terms and conditions of the grant of such loans are not prejudicial to the company's interest;
- b. The repayment of principal and receipts of interest is regular as stipulated.
- c. There is no amount overdue for more than 90 days as on balance sheet date.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of section 185 and 186 of the Act, with respect to the loans and investments made and guarantee given. The company has not provided any security in terms of section 185 and 186 of the Act.

v. In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules, framed there under. As informed to us no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. **In respect of Statutory dues :**

- a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, goods and service tax, duty of customs, cess and other statutory dues applicable to it with the appropriate authorities. There were no undisputed statutory dues in arrears, as at 31st March, 2020 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, the dues of sales tax, value added tax, income tax, service tax which have not been deposited with appropriate authorities on account of any dispute are as follows :

Name of the Statute	Nature of Liability	Amount	Related Period	Forum where dispute is pending
Sales Tax / VAT Acts	Sales Tax /Vat	4548.08	2009-2010	Gujarat VAT Tribunal
Sales Tax / VAT Acts	Entry Tax	70.54	2013-2014	The High Court, Kolkatta
Sales Tax / VAT Acts	Sales Tax /Vat	126.88	2012-13 to 2015-16	The Commissioner Appeals Cuttack
Central Excise & Service Tax Act	Service Tax	260.76	2009-2010 to 2014-15	CESTAT , New Delhi
Central Excise & Service Tax Act	Service Tax	145.89	2009-2010 2011-12 & 2012-13	The High CourtNew Delhi
Central Excise & Service Tax Act	Service Tax	104.41	2014-15 to 2016-17	The Commissioner Indore
Income Tax Act	Income Tax	5.78	2007-2008 to 2009-10	CIT (Appeals) Mumbai
Income Tax Act	Income Tax	22.92	2016-17	CIT (Appeals) Mumbai

Independent Auditors Report (contd.)

- viii. According to the records of the company examined by us and as per the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to a financial institution, bank or government as on the balance sheet date. The Company has not issued any debenture.
- Further, in view of the extension of time granted vide a circular of Reserve Bank of India (RBI), RBI/2019-20/186 dated March 27, 2020 and RBI/2019-20/244 dated May 23, 2020 for the payment of interest and principal for term loans falling due between March 1, 2020 and May 31, 2020, which is further extended to August 31st, 2020 the Company has availed the moratorium for payment of the aforesaid dues on term loans outstanding to South Indian Bank as at the year end. Accordingly interest of Rs.46.17 lacs and Principal of Rs. 187.50 lacs is deferred by bank.
- ix. In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and In our opinion and according to the information and explanations given to us, the company has not raised any term loan during the year.
- x. According to the information and explanations given to us and to the best of our knowledge, no material fraud by the Company or on the company by the officers or employees has been noticed or reported during the year.
- xi. According to the information and explanations given 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.
- xii. In our opinion and according to information and explanation given to us, the company is not a Nidhi Company therefore, the provision of para 3 (xii) of the Order is not applicable to the company.
- xiii. 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.
- xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore the provision of para 3 (xiv) of the Order is not applicable to the company.
- xv. In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him during the year, hence the provision of para 3 (xv) of the Order is not applicable to the company.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 therefore, the provision of para 3 (xvi) of the Order is not applicable to the company for the year under audit.

For Ashok Khasgiwala & Co. LLP
Chartered Accountants
(Firm Reg. No. 000743C/C400037)

Place : Indore
Date : 29.06.2020
UDIN : 20079722AAAACA8996

CA Avinash Baxi
(Partner)
M.No.079722

Independent Auditors Report (contd.)

Annexure B To the Independent Auditor's Report of even date on the Standalone Financial Statements of Ruchi Infrastructure Limited Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Ruchi Infrastructure Limited ("the Company") as of March 31, 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 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 over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Ashok Khasgiwala & Co. LLP
Chartered Accountants
(Firm Reg. No. 000743C/C400037)

CA Avinash Baxi
(Partner)
M.No.079722

Place : Indore
Date : 29.06.2020
UDIN : 20079722AAAACA8996

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

BALANCE SHEET AS AT MARCH 31, 2020

(₹ in lacs)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	1	17,644.94	18,283.85
(b) Capital work-in-progress	1	198.05	498.43
(c) Intangible Assets	1	130.10	145.77
(d) Right of use Assets	2	735.36	-
(e) Financial Assets			
(i) Investments	3	3,949.22	4,005.83
(ii) Others	4	573.62	679.32
(f) Deferred tax Assets (Net)	5	957.03	824.45
(g) Other non-current assets	6	643.40	2,139.13
Total Non-current assets		24,831.72	26,576.78
(2) Current assets			
(a) Inventories	7	37.23	1,137.25
(b) Financial Assets			
(i) Trade receivables	8	1,149.96	1,430.63
(ii) Cash and cash equivalents	9	338.70	167.30
(iii) Bank balances other than (ii) above	10	108.89	92.26
(iv) Loans	11	1,702.42	1,476.80
(v) Others	12	3,167.39	3,948.36
(c) Other Current Assets	13	554.28	744.85
Total Current assets		7,058.87	8,997.45
(3) Assets Classified as held for Sale	47	82.59	212.38
Total Assets		31,973.18	35,786.61
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	2,052.40	2,052.40
(b) Other Equity	15	9,744.58	9,871.17
Total Equity		11,796.98	11,923.57
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	9,796.70	13,670.76
(ii) Others	17	97.18	-
(b) Provisions	18	91.00	38.86
(c) Other non-current liabilities	19	553.70	472.59
Total Non-Current Liabilities		10,538.58	14,182.21
(2) Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	20	-	-
(a) Total Outstanding dues of Micro and Small Enterprises		-	-
(b) Total Outstanding dues of creditors other than Micro and Small Enterprises		8,042.44	8,022.44
(ii) Other financial liabilities	21	963.48	1,157.39
(b) Other current liabilities	22	528.38	397.54
(c) Provisions	23	34.32	7.46
Total Current liabilities		9,568.62	9,584.83
(3) Liabilities directly associated with Assets classified as held for sale	47	69.00	96.00
Total Equity and Liabilities		31,973.18	35,786.61

The accompanying notes to accounts forming an integral part to the standalone financial statements

1 to 55

General information and significant accounting policies

A-B

As per our report of even date attached.

For and on behalf of the Board of Directors

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

Ravindra Kumar Kakani
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

CA Avinash Baxi
Partner
Membership No. 079722

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Indore, June 29, 2020

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lacs)

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
INCOME			
I Revenue from Operations	24	5,337.44	5,141.27
II Other Income	25	1,393.04	766.65
III Total Income (I + II)		6,730.48	5,907.92
IV EXPENSES			
Cost of material's consumed	26	132.91	148.49
Purchases of Stock-in-Trade	27	-	840.79
Changes in inventories of finished goods, work-in-progress and stock in trade	28	1,098.52	447.44
Employee Benefits Expense	29	849.10	783.15
Finance Costs	30	773.83	1,265.05
Depreciation, amortisation and impairment Expenses	1	1,275.51	1,246.76
Other Expenses	31	2,332.34	2,753.46
Total Expenses		6,462.21	7,485.14
V Profit/(loss) before exceptional items and tax (III-IV)		268.27	(1,577.22)
VI Exceptional Items (refer note 38)		200.00	-
VII Profit/(loss) before tax (V-VI)		68.27	(1,577.22)
VIII Tax expense			
Current Tax		139.07	-
Deferred Tax	5	(91.91)	(264.30)
Tax Expense for earlier year		-	12.54
IX Profit/(loss) after tax for the year (VII-VIII)		21.11	(1,325.46)
X Other Comprehensive Income			
(i) Items that will not be reclassified to statement of profit or loss			
Remeasurement of defined benefit obligation		(61.96)	(18.15)
Tax thereon		17.24	5.05
Gain/(Loss) on change in fair value of equity instrument other than subsidiaries		(70.31)	(753.54)
Tax thereon		7.82	79.07
(ii) Items that will be reclassified to statement of profit or loss			
Total other comprehensive income		(107.21)	(687.57)
XI Total comprehensive income for the year (IX + X)		(86.10)	(2,013.03)
XII Earnings per equity share of face value of ₹1 each			
Basic and Diluted earnings per share			
(a) Basic (in ₹)		(0.15)	(0.84)
(b) Diluted (in ₹)		(0.15)	(0.84)
The accompanying notes to accounts forming an integral part to the standalone financial statements			
General information and significant accounting policies	1 to 55		

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi
Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

STATEMENT OF CHANGE IN EQUITY (SOCIE) FOR THE YEAR ENDED MARCH 31, 2020

A. Equity share capital

(₹ in lacs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	20,52,39,942	2,052.40	20,52,39,942	2,052.40
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	20,52,39,942	2,052.40	20,52,39,942	2,052.40

B. Other Equity

(i) As at March, 31, 2020

Particulars	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Balance at the beginning of the reporting period	3,378.73	1,179.04	8,906.41	(3,593.46)	0.45	9,871.17
Profit/(Loss) for the year	-	-	-	21.11	-	21.11
Other Comprehensive Income for the year (net of tax)				(44.72)	(62.49)	(107.21)
Adjustment on account of IND As 116 (refer note 35)	-		-	(40.49)	-	(40.49)
Total comprehensive income for the year						(126.59)
Balance at the end of the reporting period	3,378.73	1,179.04	8,906.41	(3,657.56)	(62.04)	9,744.58

(ii) As at March, 31, 2019

Particulars	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Balance at the beginning of the reporting period	3,378.73	1,179.04	8,906.41	(318.91)	(1,261.07)	11,884.20
Profit/(Loss) for the year	-	-	-	(1,325.46)	-	(1,325.46)
Other Comprehensive Income for the year (net of tax)	-	-	-	(13.10)	(674.47)	(687.57)
Transfer from Other Comprehensive Income	-	-	-	(1,935.99)	-	(1,935.99)
Transfer to Retained Earnings	-	-	-	-	1,935.99	1,935.99
Total comprehensive income for the year				(3,274.55)	1,261.52	(2,013.03)
Balance at the end of the reporting period	3,378.73	1,179.04	8,906.41	(3,593.46)	0.45	9,871.17

The accompanying notes to accounts forming an integral part to the financial statement

1 to 55

General information and significant accounting policies

A-B

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi
Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Cash Flow from operating activities		
Profit/(loss) before tax	68.27	(1,577.22)
Adjustments for :		
Depreciation	1,275.51	1,246.76
Net (gain)/Loss on Sale of Property, plant & Equipment	(405.13)	(61.05)
Amounts charged directly to OCI/Retained earnings	(61.96)	(18.15)
Guarantee Commission	(100.80)	(201.59)
Share in (profit)/ loss of partnership firm	0.96	0.56
Prepaid Lease Rentals	-	22.45
Government Grant Income	(21.35)	(22.29)
Exceptional Item	200.00	-
Provision for doubtful debts	768.05	1,130.77
Deemed Investment	(201.61)	-
Profit on sale of Investment	-	(0.02)
Interest Income	(430.11)	(272.57)
Unrealised (gain)/loss on foreign currency translation	(327.71)	(218.11)
Finance Costs	773.83	1,265.05
Operating Profit Before Working Capital Changes	1,537.95	1,294.59
Working Capital Adjustments		
(Increase)/Decrease in Inventories	1,100.02	443.78
(Increase)/Decrease in Trade and other receivables	740.45	62.88
Increase/(Decrease) in Trade and other payables	401.74	(581.70)
Cash Generated from operations	3,780.16	1,219.55
Income Tax (Paid)/Refund	721.98	(138.97)
NET CASH FLOW FROM OPERATING ACTIVITIES	4,502.14	1,080.58
Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment (Including capital WIP and capital advance)	(328.54)	(986.28)
Proceeds from Sale of Property, Plant & Equipment	666.89	128.94
Advance received against assets held for sale	(27.00)	96.00
(Purchase) of Investment	(12.09)	(16.61)
Sale of Investment	-	2,121.31
Interest Income	449.97	242.60
Share in profit/(loss) of partnership firm	(0.96)	(0.56)
Change in Bank Balances	88.29	(188.15)
NET CASH FLOW FROM INVESTING ACTIVITIES	836.56	1,397.25
Cash Flow from Financing Activities		
Proceeds from borrowings	-	-
Repayment of borrowings	(4,130.86)	(1,817.57)
Loan to Subsidiary	(231.00)	(26.00)
Repayment of Lease liability	(62.13)	-
Finance Costs	(743.31)	(1,298.58)
Dividend Paid	-	-
NET CASH FLOWS FROM FINANCING ACTIVITIES	(5,167.30)	(3,142.15)
Net increase/(decrease) in Cash and Cash Equivalents	171.40	(664.32)
Cash & Cash Equivalents at the beginning of the year	167.30	831.62
Cash & Cash Equivalents at the end of the year	338.70	167.30
Cash & Cash Equivalents comprises :		
Balance with Banks in Current Accounts	333.44	162.86
Cash on Hand	5.26	4.44
	338.70	167.30

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP

Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi

Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani

Chief Financial Officer

Ashish Mehta

Company Secretary

Narendra Shah

Executive Director
DIN 02143172

Mohan Das Kabra

Director
DIN 07896243

Indore, June 29, 2020

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

NOTE : A - B

A. GENERAL INFORMATION

Ruchi Infrastructure Ltd (the Company) is a Public Limited Company (CIN L65990MH1984PLC033878) incorporated on 28th August, 1984 in India under the provision of the Companies Act, 1956 having its registered office at 706, Tulsiani Chambers, Nariman Point, Mumbai- 400021. The Company is engaged in the business of infrastructure viz. storage of liquid commodities, Agri Warehousing Facilities, Wind power generation, trading of various commodities and manufacturing of soap. Its equity shares are listed on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE).

B. SIGNIFICANT ACCOUNTING POLICIES

i. Statement of compliance

The separate financial statements have been prepared in accordance with Indian Accounting standards ("Ind AS") notified, under section 133 of the Companies Act, 2013 ('Act') read with the rules notified under the relevant provisions of the Act.

ii. Basis of Preparation

The financial statements have been prepared on accrual basis and under the historical cost convention except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Functional and presentation currency

These separate financial statements are presented in Indian rupees, which is the Company's functional currency. All amounts have been rounded to the nearest Rupees in lacs unless otherwise indicated.

iii. Use of Estimates, Judgments and Assumptions

The preparation of financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect on amount recognized in the financial statements are:

- i. Allowance for bad and doubtful trade receivable.
- ii. Recognition and measurement of provision and contingencies.
- iii. Depreciation/Amortisation and useful lives of Property, plant and equipment / Intangible Assets.
- iv. Recognition of deferred tax.
- v. Income Taxes.
- vi. Measurement of defined benefit obligation.
- vii. Impairment of Non-financial assets and financial assets.

iv. Revenue

Recognition

The company recognised revenue i.e. account for a contract with a customer only when all of the following criteria are met:

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

- (a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- (b) the entity can identify each party's rights regarding the goods or services to be transferred;
- (c) the entity can identify the payment terms for the goods or services to be transferred;
- (d) the contract has commercial substance (ie the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and
- (e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Measurement

When a performance obligation is satisfied, company recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration that are constrained) that is allocated to that performance obligation.

The transaction price is the amount that the entity expects to be entitled to in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some taxes on sales). The consideration promised may include fixed amounts, variable amounts, or both.

i) Sale of goods

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Due to the short nature of credit period given to customers, there is no financing component in the contract.

ii) Sale of Services

Revenue from services rendered is recognised as the services are rendered and is booked based on agreements/arrangements with the concerned parties.

iii) Interest and Dividend

Interest income is recognized on accrual basis using the effective interest method. Dividend income is recognised in profit or loss on the date on which the company's right to receive payment is established.

v. Inventories

Inventories are valued at lower of cost and net realizable value, except by-product/scrap is valued at net realizable value. Cost of inventory is arrived at by using Moving Average Price Method. Cost of inventory is generally comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

vi. Property, Plant and Equipment

a. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses (if any). Freehold land is measured at costs.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, acquisition or construction cost including borrowing costs, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

b. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

c. Depreciation

Depreciation on property, plant and equipment is provided using Written down value method (WDV) on depreciable amount as per the useful life of the assets in the manner as specified in Schedule II to the Companies Act, 2013. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on additions during the year is provided on pro rata basis with reference to date of addition/ installation. Depreciation on assets disposed/discarded is charged up to the date on which such asset is sold.

The estimated useful lives, residual value and depreciation method are reviewed at the end of each balance sheet date, any changes therein are considered as changes in estimate and accordingly accounted for prospectively.

d. Biological Assets

Biological assets are classified as Bearer biological assets and Consumable biological assets. Bearer Biological Assets which are held to bear agricultural produce are classified as Bearer plants. Consumable biological assets are those that are to be harvested.

Bearer plants are recognised under Property, Plant and Equipment on fulfilment of the following condition :

1. Is used in the production or supply of agricultural produce;
2. Is expected to bear produce for more than one period; and has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales.

Promogranate Plants are recognised as Bearer biological assets. These are classified as mature Bearer Plants and Immature Bearer Plants. Mature Bearer Plants are those that have attained harvestable stage. Cost incurred for new plantations and immature areas are capitalised. Cost includes cost of land preparation, new planting and maintenance till maturity. The cost of areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful lives. Promogranate Plants attain a harvestable stage in about 1.5 years.

Bearer biological assets are carried at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure on bearer assets are added to its book value 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. Mature bearer plants are depreciated over their estimated useful life. Immature bearer plants are tested for impairment/obsolescence. The estimated useful life of mature bearer plants are approximately 24 years.

e. Capital Work In progress

Assets under erection/installation are shown as "Capital work in progress", Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on erection/installations of the assets.

vii. Intangible Assets

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Recognition and measurement

Computer softwares and Jetty rights have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

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Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognised in statement of profit or loss.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in statement of profit or loss. Computer software are amortised over their estimated useful life of 3 years. Jetty Rights are amortised over the life mentioned in the agreement entered with Maritime

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

viii. Employee benefits

i. Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. Defined benefit plans

The liability for gratuity a defined benefit plan is determined annually by a qualified actuary using the projected unit credit method.

The company pays gratuity to the employees who have completed five years of service with company at the time when the employee leaves the company as per the payment of gratuity act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees.

Remeasurement of the net defined benefit plans in respect of post-employment are charged to other comprehensive income. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

iii. Other employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of obligation as at the Balance sheet date determined based on an actuarial valuation.

iv. Defined Contribution Plan

The company's payments to the defined contribution plans are recognized as expenses during the period in which the employees perform the services that payment covers. Defined contribution plan comprise of contribution to the employees' provident fund with government, Employees' State Insurance and Pension Scheme.

ix. Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to other comprehensive income or a business combination, or items recognised directly in equity.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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FORMING PART OF THE FINANCIAL STATEMENTS

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets and liabilities are reviewed at the end of each reporting period.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off deferred tax assets against deferred tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

x. Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Difference arising on settlement of monetary items are recognised in statement of profit and loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

Non-monetary items that are measured based on historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Exchange difference arising out of these transactions are generally recognised in statement of profit and loss.

xi. Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Qualifying asset are the assets that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss in the period in which they are incurred.

xii. Cash and Cash Equivalent

Cash and cash equivalent includes the cash and Cheques in hand, bank balances, demand deposits with bank and other short term, highly liquid investments with original maturity 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.

Bank overdraft are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

xiii. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit/ (loss) before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the company is segregated based on the available information.

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xiv. Earning Per Share

- i. Basic earnings per shares is arrived at based on net profit / (loss) after tax available to equity shareholders divided by Weighted average number of equity shares, adjusted for bonus elements in equity shares issued during the year (if any) and excluding treasury shares.
- ii. Diluted earnings per shares is calculated by dividing Profit attributable to equity holders after tax divided by Weighted average number of shares considered for basic earning per shares including potential dilutive equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

xv. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability. The Company does not recognize a contingent liability but discloses its existence in the financial statements

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognized, but its existence is disclosed in the financial statements.

xvi. Asset Held for Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable.

A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within 12 months of the date of classification.

Non-current assets held for sale are neither depreciated nor amortised. Assets and liabilities classified as held for sale are measured at the lower of their carrying amount and fair value less cost of sale and are presented separately in the Balance Sheet.

xvii. Impairment of Non-Financial Assets

The company assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the company estimates the amount of impairment loss.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in statement of profit and loss and reflected in an allowance account. When the company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been in place had there been no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss, taking into account the normal depreciation/amortization.

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xviii. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

i. Financial assets

Classification

The Company classifies financial assets in the following measurement categories :

- (a) Those measured at amortised cost and
- (b) Those measured subsequently at fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset, are adjusted to fair value in the case of financial assets not recorded at fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Measured at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Measured at fair value through other comprehensive income (FVOCI)

A financial asset is measured at FVOCI if both of the following criteria are met:

- (a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- (b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at fair value through profit and loss (FVTPL)

FVTPL is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the group company may elect to classify a financial asset, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

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Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the company's balance sheet) when:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- iii. When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.
- iv. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- (a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- (b) Trade receivables.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- i. Trade receivables which do not contain a significant financing component.
The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- ii. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

ii. Financial liabilities

Classification

The Company classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised costs.

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All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The company's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Derivative financial instruments

The company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and when the company has a legally enforceable right to set off the amount and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Measurement of fair values

The Company's accounting policies and disclosures require the measurement of fair values, for financial instruments.

The Company has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management

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assesses the evidence obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

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

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

xix. Government Grants

Government Grants and subsidies from Government are recognised when there is reasonable certainty that the grant/subsidy will be received and all attaching conditions will be complied with. Government grant received are recognised in the Statement of Profit & Loss on a systematic basis over the period in which the Company recognizes as expenses the related costs for which the grant is intended to compensate.

xx. Guarantee Commission

In respect of Corporate Guarantees given by the Company on behalf of its Subsidiaries as on the Ind As transitional date, notional income is booked at rate prevalent in market for similar guarantee and the income is amortised over the period of the guarantee . The notional income for guarantees given in subsequent periods is treated as deemed investment, added to the carrying cost of investment in Subsidiary and amortised over the period of the guarantee.

xxi Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As per the requirements of Ind AS 116 the company evaluates whether an arrangement qualifies to be a lease. In identifying a lease the company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Right of Use Assets

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

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The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable and impairment loss, if any, is recognised in the statement of profit and loss.

Lease Liability

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Operating leases

The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

On transition, the Company recognised a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement of the lease, but discounted using the lessee's incremental borrowing rate as at April 1, 2019.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

xxii. Mandatory exceptions applied - standard issued but not yet effective

Ministry or Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification that would have been applicable from April 1, 2020.

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NOTE 1 - PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE ASSETS

I. Property, Plant and Equipment

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
a. Gross carrying amount								
As at April 1, 2018	5,070.94	2,964.44	3,206.95	1,089.42	236.21	316.19	-	12,884.15
Additions	-	163.50	408.54	1.89	0.45	8.95	25.02	608.35
Deduction/Adjustments	23.80	4.62	70.47	0.02	-	2.40	-	101.31
Transfer from/(to) assets given on lease	-	71.70	(36.71)	-	-	-	-	34.99
Less : Assets classified as held for sale (refer note 47)	212.38	-	-	-	-	-	-	212.38
As at March 31, 2019	4,834.76	3,195.02	3,508.31	1,091.29	236.66	322.74	25.02	13,213.80
Additions	-	85.55	371.99	1.25	3.46	8.76	-	471.01
Deduction/Adjustments	56.60	-	469.00	0.71	8.02	11.71	-	546.04
Transfer from/(to) assets given on lease	-	(775.25)	(69.59)	-	-	-	-	(844.84)
Less : Assets classified as held for sale (refer note 47)	-	-	-	-	-	-	-	-
As at March 31, 2020	4,778.16	2,505.32	3,341.71	1,091.83	232.10	319.79	25.02	12,293.93
b. Accumulated depreciation and impairment								
As at April 1, 2018	-	288.45	820.70	336.24	124.00	149.50	-	1,718.89
Depreciation charged for the year	-	129.70	351.88	195.89	32.71	77.54	0.34	788.06
Deduction/Adjustments	-	0.90	30.51	0.01	-	2.00	-	33.42
Transfer from/(to) assets given on lease	-	(31.88)	(32.68)	-	-	-	-	(64.56)
As at March 31, 2019	-	385.37	1,109.39	532.12	156.71	225.04	0.34	2,408.97
Depreciation charged for the year	-	134.08	360.65	143.98	19.85	45.64	2.87	707.07
Deduction/Adjustments	-	-	395.55	0.66	7.43	10.44	-	414.08
Transfer from/(to) assets given on lease	-	(74.11)	6.88	-	-	-	-	(67.23)
As at March 31, 2020	-	445.34	1,081.37	675.44	169.13	260.24	3.21	2,634.73
c. Net Carrying Amount								
As at March 31, 2019	4,834.76	2,809.65	2,398.92	559.17	79.95	97.70	24.68	10,804.83
As at March 31, 2020	4,778.16	2,059.98	2,260.34	416.39	62.97	59.55	21.81	9,659.20

II. ASSETS GIVEN ON LEASE

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
a. Gross carrying amount								
As at April 1, 2018	-	7,550.35	196.02	-	-	-	-	7,746.37
Additions	-	192.12	631.99	-	-	-	-	824.11
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(71.70)	36.71	-	-	-	-	(34.99)
As at March 31, 2019	-	7,670.77	864.72	-	-	-	-	8,535.49
Additions	-	-	207.70	-	-	-	-	207.70
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	775.25	69.59	-	-	-	-	844.84
As at March 31, 2020	-	8,446.02	1,142.01	-	-	-	-	9,588.03
b. Accumulated depreciation and impairment								
As at April 1, 2018	-	520.91	22.89	-	-	-	-	543.80
Depreciation charged during the year	-	337.87	110.24	-	-	-	-	448.11
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	31.88	32.68	-	-	-	-	64.56
As at March 31, 2019	-	890.66	165.81	-	-	-	-	1,056.47
Depreciation charged for the year	-	351.18	127.41	-	-	-	-	478.59
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	74.11	(6.88)	-	-	-	-	67.23
As at March 31, 2020	-	1,315.95	286.34	-	-	-	-	1,602.29
c. Net Carrying Amount								
As at March 31, 2019	-	6,780.11	698.91	-	-	-	-	7,479.02
As at March 31, 2020	-	7,130.07	855.67	-	-	-	-	7,985.74
GRAND TOTAL (I + II)								
Net Carrying Amount								
As at March 31, 2019	4,834.76	9,589.76	3,097.83	559.17	79.95	97.70	24.68	18,283.85
As at March 31, 2020	4,778.16	9,190.05	3,116.01	416.39	62.97	59.55	21.81	17,644.94

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

2. Capital Work in Progress

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
As at April 1, 2018	-	127.30	821.78	-	-	-	0.24	949.32
Additions	-	71.93	401.45	-	-	-	-	473.38
Less: Transfer to Plant, Property and Equipment	-	67.39	856.64	-	-	-	0.24	924.27
As at March 31, 2019	-	131.84	366.59	-	-	-	-	498.43
Additions	-	137.62	2.36	-	-	-	-	139.98
Less: Transfer to Plant, Property and Equipment	-	75.27	365.09	-	-	-	-	440.36
As at March 31, 2020	-	194.19	3.86	-	-	-	-	198.05

3. INTANGIBLE ASSETS

Particulars	Jetty Rights	Computer Software	Total
a. Gross carrying amount			
As at April 1, 2018	293.79	5.93	299.72
Additions	-	4.40	4.40
Deduction/Adjustments			
As at March 31, 2019	293.79	10.33	304.12
Additions	-	1.30	1.30
Deduction/Adjustments	-	-	-
As at March 31, 2020	293.79	11.63	305.42
b. Accumulated Amortisation			
As at April 1, 2018	147.54	0.22	147.76
Amortisation charged for the year	7.12	3.47	10.59
Deduction/Adjustments	-	-	-
As at March 31, 2019	154.66	3.69	158.35
Amortisation charged for the year	13.88	3.09	16.97
Deduction/Adjustments	-	-	-
As at March 31, 2020	168.54	6.78	175.32
c. Net Carrying Amount			
As at March 31, 2019	139.13	6.64	145.77
As at March 31, 2020	125.25	4.85	130.10

- Note:**
- Refer note no 16 for details of Property, Plant, Machinery pledged.
 - The ownership of jetty ₹ 293.79 lacs (At Cost) (previous year ₹ 293.79 lacs) rests with the Gujarat Maritime Board.
 - The Company's storage tank terminal at Haldia is located on 10117 Sq Mtrs of land leased from Kolkatta Port Trust, Haldia Dock Complex ("HDC). The lease of the said plot expired on 15th March 2018. The Company has written to the HDC asking them to renew the lease and the same is under process.
 - The Company has purchased 42.97 acre of land (cost as per books ₹ 1190.25 lacs as at March 31, 2020, ₹ 1190.25 lacs as at March 31, 2019) at Industrial Park, Pantapalam, A.P on January 1, 2015 from Andhra Pradesh Industrial Infrastructure Corporation Ltd ("APIICL"). Due to alleged non compliance of certain terms and conditions of the allotment, APIICL has cancelled the allotment of the land and has asked the Company to surrender the land. The Company has filed a writ petition in the Andhra Pradesh High Court, Hyderabad against the demand for surrender of the land and same is under process.
 - There was no borrowing cost to be capitalised during the year (Previous Year ₹ nil)

NOTE -2 : RIGHT OF USE ASSETS

Particulars	Leasehold land	Buildings	Total
a. Gross carrying amount			
As at March 31, 2019	-	-	-
Additions	690.95	331.22	1,022.17
Deduction/Adjustments			
As at March 31, 2020	690.95	331.22	1,022.17
b. Accumulated depreciation and impairment			
As at March 31, 2019			
Depreciation charged for the year	25.53	47.35	72.88
Deduction/Adjustments	(12.29)	(201.64)	(213.93)
As at March 31, 2020	37.82	248.99	286.81
c. Net Carrying Amount			
As at March 31, 2019	-	-	-
As at March 31, 2020	653.13	82.23	735.36

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 3 - NON CURRENT INVESTMENTS		
A Investment in Equity Instruments: measured at cost		
a) In Subsidiary companies		
Unquoted		
i) 70,00,000 (previous year 70,00,000) Equity shares of ₹ 10/- each fully paid up in Peninsular Tankers Pvt Ltd.	378.00	378.00
Add/(Less): Impairment of Investments	(378.00)	(378.00)
	-	-
ii) 92,29,990 (previous year 92,29,990) Equity Shares of ₹ 10/- each fully paid up in Ruchi Renewable Energy Pvt. Ltd. (refer note 39)	2,939.70	2,738.09
iii) 9,800 (previous year 9,800) Equity Shares of ₹ 10/- each fully paid up in Mangalore Liquid Impex Pvt Ltd.	0.98	0.98
Total	2,940.68	2,739.07
B Investment in Associate entity		
Investment in Partnership Firm (refer note 40)	984.71	972.62
Total	984.71	972.62
C Investment in Equity Instruments - Other than in subsidiary, associate and Joint Venture companies		
(measured at fair value through Other Comprehensive Income (FVOCI))		
Quoted		
i) 13,71,800 (previous year 13,71,800) Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Ltd.	19.20	76.68
ii) 11,700 (previous year 11,700) Equity Shares of ₹ 10/- each fully paid up in IMEC Services Ltd.	0.20	0.22
iii) 2,596 (previous year 2,59,625) Equity Shares of ₹ 2/- each fully paid up in Ruchi Soya Industries Ltd.	4.43	17.24
Total	23.83	94.14
D Investment in Preference Shares (measured at Amortised cost)		
Unquoted		
Nil (previous year 2,00,000) 6% Redeemable Non convertible cumulative Preference Shares of ₹ 100/- each fully paid up in Ruchi Soya Industries Ltd. (refer note 38)	-	200.00
Total	-	200.00
Grand Total	3,949.22	4,005.83
Aggregate amount of quoted investments and market value thereof	23.83	94.14
Aggregate amount of unquoted investments - Cost	4,303.39	4,289.69
Aggregate provision for diminution in value of investments	378.00	378.00

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 4 - OTHER FINANCIAL ASSETS - NON CURRENT		
a. Interest Accrued but not due On Fixed Deposits With Bank	28.77	29.38
b. Balance with Banks in Deposit Accounts having maturity over 12 months (Earmarked as security for Guarantees issued by Bank)	544.85	649.94
	<u>573.62</u>	<u>679.32</u>
NOTE: 5 - DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets		
On Account of Provision for doubtful debts	1,166.70	953.03
On account of Carry forward of Business Losses	-	53.25
On account of Fair Valuation of Investments	66.21	58.39
On account of defined employee benefit plan	22.14	4.90
On account of other timing differences	12.73	12.89
On account of Lease liability	12.35	-
Total Deferred Tax Assets	<u>1,280.13</u>	<u>1,082.46</u>
Deferred Tax Liabilities		
On Depreciation between book and tax depreciation	323.10	258.01
Total - Deferred Tax Liabilities	<u>323.10</u>	<u>258.01</u>
Net Deferred tax assets/(Liabilities)	<u>957.03</u>	<u>824.45</u>

- (i) The Company offsets tax assets and liabilities only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.
- (ii) Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 6 - OTHER NON - CURRENT ASSETS		
Capital Advances	113.87	164.96
Balance with Government Authorities	60.56	25.30
Advance Income-Tax (Net of Provision)	468.97	1,330.02
Prepaid Lease rentals	-	618.85
	<u>643.40</u>	<u>2,139.13</u>
NOTE: 7 - INVENTORIES		
Raw Materials (including packing material)	22.83	24.33
Work-in-progress	2.81	1.87
Finished goods	11.59	12.31
Stock- in- Trade (in respect of goods acquired for trading)	-	1,098.74
	<u>37.23</u>	<u>1,137.25</u>

- i) Inventories are valued at lower of cost and net realisable value.
- ii) The cost of inventories recognised as an expense include nil (previous year nil) in respect of write down of inventory to net realisation value.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 8 - TRADE RECEIVABLES		
Unsecured, considered good *	1,149.96	990.65
Credit impaired	4,193.76	3,865.69
	<u>5,343.72</u>	<u>4,856.34</u>
Less: Allowance for doubtful debts/expected credit loss	4,193.76	3,425.71
	<u>1,149.96</u>	<u>1,430.63</u>
*The above includes debts due from firms/private companies in which director is a partner/director ₹5.94 lacs [Previous Year ₹44.72 lacs]		
NOTE: 9 - CASH AND CASH EQUIVALENTS		
Balances with Banks		
In Current Accounts	333.44	162.86
Cash on hand	5.26	4.44
	<u>338.70</u>	<u>167.30</u>
NOTE: 10 - BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS		
Earmarked Balances with Banks		
a. Unpaid Dividend	0.61	0.78
b. In Deposit Accounts with maturity less than or equal to 12 months	108.28	91.48
	<u>108.89</u>	<u>92.26</u>
NOTE: 11 - LOANS		
Unsecured, considered good		
Security Deposits	235.42	240.80
Loans to Subsidiaries	1,467.00	1,236.00
	<u>1,702.42</u>	<u>1,476.80</u>
NOTE: 12 - OTHER FINANCIAL ASSETS - CURRENT		
Interest Accrued but not due		
On Fixed Deposits with Banks	2.85	2.63
On Other deposits	79.20	98.67
Other Receivables (refer note 37)	3,085.34	3,847.06
	<u>3,167.39</u>	<u>3,948.36</u>
NOTE: 13 - OTHER CURRENT ASSETS		
Advance against supply	10.84	12.66
Balance with Government Authorities	428.09	586.89
Other receivable *	115.35	122.85
Prepaid lease rentals	-	22.45
	<u>554.28</u>	<u>744.85</u>

* Represents prepaid expenses, advance to employees etc.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at	
	March 31, 2020	March 31, 2019
NOTE: 14 - SHARE CAPITAL		
(a) Authorised		
ii. Equity Shares		
50,00,00,000 (previous year 50,00,00,000) Equity shares of ₹ 1/- each	5,000.00	5,000.00
ii. Preference Shares		
2,00,00,000 (previous year 2,00,00,000) Non Convertible, Cumulative, Redeemable Preference shares of Rs. 100 each	20,000.00	20,000.00
	25,000.00	25,000.00
(b) Issued, Subscribed and paid-up		
20,52,39,942 (previous year 20,52,39, 942) Equity share of ₹ 1/- each fully paid up	2,052.40	2,052.40
	2,052.40	2,052.40

(a) The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares :				
Equity Shares at the beginning of the year	20,52,39,942	2,052.40	20,52,39,942	2,052.40
Add: Shares issued during the year	-	-	-	-
Equity Shares at the end of the year	20,52,39,942	2,052.40	20,52,39,942	2,052.40

(b) **Terms / Rights attached to Equity Shares :**

The company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend which is paid as and when declared by the Board of Directors. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

(c) The details of shareholders' holding more than 5% Shares.

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% age of holding	No. of Shares	% age of holding
Ruchi Soya Industries Ltd	2,73,24,239	13.31	2,73,24,239	13.31
Forbes EMF	1,98,15,812	9.65	-	-
Umesh Shahra (Trustee of Shashwat Trust)	1,80,00,000	8.77	1,80,00,000	8.77
Mahakosh Holding Pvt Ltd	1,50,57,840	7.34	1,50,57,840	7.34
Pradeep C Limdi (Trustee of Indivar Foundation)	1,50,00,000	7.31	-	-
Bunkim Finance and Investments Pvt Ltd	1,18,06,321	5.75	1,77,06,321	8.63
Jayati Finance and Investments Pvt Ltd	1,17,06,230	5.70	94,16,569	4.59

(d) For the period of five years immediately preceding the date at which the Balance Sheet is prepared, i.e. 31.03.2020 the Company has not allotted any shares pursuant to contract(s) without payment being received in cash or by way of bonus shares or bought back any shares / class of shares.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 15 - OTHER EQUITY		
A Capital Reserve	3,378.73	3,378.73
B Securities Premium	1,179.04	1,179.04
C General Reserve	8,906.41	8,906.41
D Equity Instruments through Other Comprehensive Income (refer note D below)	(62.04)	0.45
E Retained Earnings (refer note E below)	(3,657.56)	(3,593.46)
TOTAL	9,744.58	9,871.17
A Capital Reserve		
Balance as at the beginning of the year	3,378.73	3,378.73
Less: Transfer during the year	-	-
Balance as at the end of the year	3,378.73	3,378.73
B Securities Premium		
Balance as at the beginning of the year	1,179.04	1,179.04
Balance as at the end of the year	1,179.04	1,179.04
C General Reserve		
Balance as at the beginning of the year	8,906.41	8,906.41
Add: Transfer during the year	-	-
Balance as at the end of the year	8,906.41	8,906.41
D Equity Instruments through Other Comprehensive Income (refer note (iv) below)		
Balance as at the beginning of the year	0.45	(1,261.07)
Fair value change in investments in equity shares - OCI (net of tax)	(62.49)	(674.47)
Transfer to Retained Earnings	-	1,935.99
Balance as at the end of the year	(62.04)	0.45
E Retained Earnings (refer note (v) below)		
Balance as at the beginning of the year		
Balance as at the beginning of the year	(3,593.46)	(318.91)
Add: Net Profit/(Loss) for the year	21.11	(1,325.46)
Less: Remeasurement of the defined benefit plans through Other Comprehensive income (net of tax)	(44.72)	(13.10)
Transfer to Equity Instruments through Other Comprehensive Income	-	(1,935.99)
Adjustment on account of IND As 116 (net of Tax)	(40.49)	-
Balance as at the end of the year	(3,657.56)	(3,593.46)
	9,744.58	9,871.17

NATURE AND PURPOSE OF RESERVES

(i) Capital Reserve

Capital Reserve was created on account of gains on buyback of FCCB's. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013

(ii) Securities Premium

Securities Premium is created on recording of premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(iii) General Reserve

The General Reserve is created from time to time out of surplus profit from retained earnings. General Reserve is created by transfer from one component of equity to another.

(iv) Equity Instruments through Other Comprehensive Income

The company has elected to recognise changes in fair value of certain class of investments in other comprehensive income. These fair value changes are accumulated within this reserve and shall be adjusted on derecognition of investment.

(v) Retained Earnings

The same is created out of profits/(loss) over the years and shall be utilised as per the provisions of the Companies Act, 2013.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 16 - BORROWINGS		
A Secured		
Term Loans from Banks		
From Banks (refer note A.1 below)	5,076.13	7,570.57
Less : Shown under current maturities of Long Term Debt (refer note 21)	740.04	875.98
	<u>4,336.09</u>	<u>6,694.59</u>
From Others (refer note A.2 below)	-	1,636.42
Less : Shown under current maturities of Long Term Debt (refer note 21)	-	120.86
	-	<u>1,515.56</u>
	<u>4,336.09</u>	<u>8,210.15</u>
B Unsecured		
Cumulative Redeemable Preference Shares (refer note B below)		
54,60,613 (previous year 54,60,613) 6% Non convertible, Cummulative, Redeemable Preference Shares of ₹100 each fully paid up.	5,460.61	5,460.61
	<u>9,796.70</u>	<u>13,670.76</u>

A.1 Term Loan From Banks

(a) Term Loan from State Bank of India

- i) Term Loan of ₹ 2600.00 lacs from State Bank Of India outstanding ₹ nil (previous year ₹ 1934.08 lacs) is secured by exclusive first charge on future receivables from sale of wind power, hypothecaion charge on 18 wind turbine generators (WTG's) located at location No P-161 to P-167, P-170 to P-178, village Palsodi, and P-117, P-179 Village Gopalpura Dist. Ratlam (M.P.) 17 WTG's and location No N-22, Village Palnagar Dist. Dewas, (M.P) 1 WTG The Loan is secured by Personal guarantee of director / promoter of the Company The Rate of Interest as at the year end is nil (previous year 17.60 %).
- ii) The Loan is repayable in 139 scattered monthly installments starting from September 2015 and last installment was due in March 2027 but the Company has prepaid the loan.

(b) Term Loan From South Indian Bank Ltd.

Term Loan of ₹ 7180.19 lacs , Outstanding ₹ 5076.13 lacs (previous year ₹ 5636.49 lacs) from South Indian Bank is secured by :

- i) Hypothecation of all current assets of the Company including receivables other than those charged to existing lenders of the Company
- ii) Collateral security by way of hypothecation / mortgage of warehouses of the Company located at :
 - (a) Survey No. 30/1, 30/2, 30/3, 30/4, Village Linga, District Chindwada (MP), Area of Land- 26353 sq mt.
 - (b) Survey No. 253/1, 257/1, 258 and 259, Village Chaigaon, Devi Tehsil, District Khandwa, Area of land- 37100 sq mt.
 - (c) Survey No. 711, 712, 713, Village Jamunia, Kala patwari, Halka No. 11, Mhow Nasirawad Road, Tehsil and District Ratlam (MP) area of land 62300 Sq mt.
 - (d) Survey No. 734/2, 751/2, 752, 756/2, 756/3, 756/4, 756/5, 758/1, 759/1, Patwari Halka No. 31, Village Mangrol, Mhow Nasirawad Road, Tehsil and District Ratlam (MP), area of land - 53100 sq mt.
 - (e) Survey No. 167/1, 168/1, 78/1, 78/3, 79/2, 74, 75, 76, 77, 79/1, 78/2, 173/1, Village Raigaon, Tehsil Raghuraj Nagar District Satna (MP), area of land - 36300 sq mt.
- iii) The rate of Interest as at the year end is 10.80% (previous year 11.15%).
- iv) As a measure to lessen the adverse impact on businesses due to lockdown on account of COVID-19, The Reserve Bank of India had allowed borrowers whose accounts were not in default category to avail of moratorium on repayment of loan installments and servicing of interest for the period March 2020 to May 2020 . Subsequently the moratorium was extended upto August 2020. The Company has availed the moratorium upto August 2020 and has received confirmation from its Banker regarding the same.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

As per the terms of the moratorium availed, the tenure of the loan is extended by six months and the last installment of the loan which was due in December 2023 will now be payable in June 2024. The interest on the term loan for the months of March 2020 to August 2020 will be capitalised into the loan principal and repayment will be spread over the remaining tenure of the loan. The principal installment due from September 2020 will include, in addition to the original installment amount, the pro rated portion of the interest capitalised. In the absence of confirmation from the Bank on the new repayment schedule, the same has been worked out on the basis of the information available with the Company.

- v) The loan is repayable in 26 scattered installments starting from September 2017 with the last installment due in June 2024.

(₹ in lacs)

Year	No. of Installments	Amount of Installment	Total Amount
2017-2018	1	166.66	166.66
2017-2018	2	166.67	333.34
2018-2019	4	187.50	750.00
2019-2020	3	187.50	562.50
2020-2021	1	205.01	205.01
2020-2021	2	267.51	535.03
2021-2022	2	267.51	535.02
2021-2022	2	330.01	660.02
2022-2023	2	330.01	660.02
2022-2023	2	392.51	785.02
2023-2024	2	392.51	785.02
2023-2024	2	400.81	801.62
2024-2025	1	400.93	400.93
Total	26		7,180.19

A.2. Term Loan From Others

Term Loan From JM Financial Product Ltd.

Term Loan of ₹ 2800 lacs from JM Financial Products Limited, Outstanding ₹ nil (previous year ₹1636.42 lacs) is secured by:

- Mortgage of residential property of the Company situated at Flat No 14, Vandan Co operative Housing Society, 29-A, Doongersey Road, Malabar Hill, Walkeshwar, Mumbai
- The rate of Interest as at the year end is nil (previous year 12.75 %)
- The loan is repayable in 120 equated monthly installment of ₹ 26.88 lacs including interest commencing from February 2017 and the last installment was due in January 2027, but the Company has made prepayment of the loan.

Secured long term borrowings aggregating to ₹ nil (previous year ₹ 1934.08 lacs) including interest accrued but not due on borrowings of ₹ nil (previous year ₹ nil) are secured by personal guarantee of Mr.Dinesh Shahra.

B Terms / Rights attached to Preference Shares:

Preference shares are non convertible, cumulative, redeemable and have a par value of ₹ 100/- per share. Each preference shareholder is eligible for one vote per share only on resolutions affecting their rights and interest. Shareholders are entitled to dividend at the rate of 6% p.a.which is cumulative. In the event of liquidation of the company before redemption, the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

The details of share holders holding more than 5 % of shares

(₹ in lacs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% age of holding	No. of Shares	% age of holding
Preference Shares				
Wellway Development Ltd	27,96,281	51.21	27,96,281	51.21
Apec Investments Ltd	17,33,345	31.74	17,33,345	31.74
Everlead Trading Ltd	9,30,987	17.05	9,30,987	17.05

(a) The Company had allotted 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each as under :

17,33,345 Shares were allotted on 31st March 2006

37,27,268 Shares were allotted on 9th October 2006

(b) The aforesaid Preference Shares are redeemable as under :

₹ 25/- to be redeemed after 18 years from date of allotment

₹ 75/- to be redeemed after 19 years from date of allotment

The Company at its sole discretion has an option to prematurely redeem the preference shares in full or in part after completion of three years from the date of allotment.

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 17 - OTHER FINANCIAL LIABILITIES		
Lease Liability - Right to use assets (refer note 35)	97.18	-
	97.18	-
NOTE: 18 - PROVISIONS		
Provision for employee benefits		
Gratuity	26.02	-
Compensated absences (refer note 48 for disclosure as per Ind AS 19)	64.98	38.86
	91.00	38.86
NOTE: 19 - OTHER NON CURRENT LIABILITIES		
Government Grants - Deferred Income	452.90	472.59
Unamortised Guarantee Commission (refer note 39)	100.80	-
	553.70	472.59
NOTE: 20 - TRADE PAYABLES		
a. Total outstanding dues of Micro and small Enterprises (refer note 33)	-	-
b. total outstanding dues of creditors other than Micro and small enterprise	8,042.44	8,022.44
	8,042.44	8,022.44
NOTE: 21 - OTHER FINANCIAL LIABILITIES - CURRENT		
Current maturities of long-term debt (refer note 16 for security details)	740.04	996.84
Interest accrued	46.17	15.65
Unclaimed Dividends (refer note below)	0.61	0.77
Others	67.64	38.07
Lease Liability - Right of use assets (refer note 35)	63.73	-
Creditors for capital expenditure	45.29	106.06
	963.48	1,157.39

Note : There are no amounts due for payment to the Investor Education and Protection Fund under Companies Act, 2013.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 22 - OTHER CURRENT LIABILITIES		
Customers' Credit Balances	365.10	238.84
Other liabilities	4.34	4.67
Deferred Government Grants	19.70	21.36
Statutory Dues	38.44	31.87
Unamortised Guarantee Commission (refer note 39)	100.80	100.80
	<u>528.38</u>	<u>397.54</u>
NOTE: 23 - PROVISIONS		
Provision for employee benefits		
i) Gratuity	20.82	-
ii) Compensated absences (refer note 48 for disclosure as per Ind AS 19)	13.50	7.46
	<u>34.32</u>	<u>7.46</u>

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
NOTE: 24 - REVENUE FROM OPERATIONS		
(a) Sale of products	1,810.80	1,742.19
(b) Sale of Services		
Rental Income from storage and Warehouse	2,623.86	2,391.58
Cargo Handling Income	307.33	360.89
(c) Sale of Wind Power Generated	595.45	646.61
	<u>5,337.44</u>	<u>5,141.27</u>
NOTE: 25 - OTHER INCOME		
(a) Interest Income (at amortised cost)	430.11	272.57
(b) Net Gain on Sale/Discard of Property , Plant & Equipment	405.13	61.05
(c) Net gain on Foreign Currency Transactions and Translations	327.71	218.11
(d) Other Non-Operating Income		
i) Guarantee commission	100.80	100.80
ii) Government Grant Income	21.35	22.29
iii) Other Non operating income	107.94	91.83
	<u>1,393.04</u>	<u>766.65</u>
NOTE: 26 - COST OF MATERIAL CONSUMED		
(a) Raw Material	120.87	133.89
(b) Packing Material	12.04	14.60
	<u>132.91</u>	<u>148.49</u>
NOTE: 27 - PURCHASES OF STOCK-IN-TRADE		
Purchases of Stock-in-Trade	-	840.79
	-	<u>840.79</u>

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
NOTE: 28 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE		
Inventory at the beginning of the Year		
Finished Goods	12.31	6.18
Work in Progress	1.87	3.71
Stock In Trade	1,098.74	1,550.47
	<u>1,112.92</u>	<u>1,560.36</u>
Inventory at the end of the year		
Finished Goods	11.59	12.31
Work in Progress	2.81	1.87
Stock In Trade	-	1,098.74
	<u>14.40</u>	<u>1,112.92</u>
Net (Increase)/Decrease in Inventories	<u>1,098.52</u>	<u>447.44</u>
NOTE: 29 - EMPLOYEE BENEFITS EXPENSE		
Salary, Wages and Bonus	783.64	717.41
Contribution to Provident and Other Funds	52.23	47.49
Staff Welfare expenses	13.23	18.25
	<u>849.10</u>	<u>783.15</u>
NOTE: 30 - FINANCE COSTS		
Interest Expense	719.06	1,249.10
Interest on Lease liability (refer note 35)	26.76	-
Other borrowing costs	28.01	15.95
	<u>773.83</u>	<u>1,265.05</u>
NOTE: 31 - OTHER EXPENSES		
Processing Charges	9.84	9.74
Rent - (refer note 35)	144.65	180.33
Repairs and Maintenance		
Plant & Machinery	339.69	312.37
Buildings	124.50	105.16
Others	73.77	72.53
Freight & forwarding	11.32	21.04
Material Handling Expenses	111.76	97.27
Security Expenses	122.53	123.06
Professional fees	100.44	115.48
Electricity expenses	61.07	55.58
Windpower expenses	24.17	13.94
Rates & Taxes	132.13	140.71
Insurance	39.60	29.22
Donations	13.48	18.60
Bad Debts Written off	72.50	-
Provision for doubtful debts	768.05	1,130.77
Commission & rebate	0.07	9.00
Bank Commission & charges	3.51	7.28
Share in Loss of Partnership Firm	0.96	0.56
Other expenses	178.30	310.82
	<u>2,332.34</u>	<u>2,753.46</u>

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 32 - CONTINGENT LIABILITIES AND COMMITMENTS		
A. Contingent Liabilities		
i). Demands disputed in appeals :		
(a) Income Tax	28.69	32.98
(b) Sales Tax/VAT	4,674.96	4,552.81
(c) Entry Tax	70.54	70.54
(d) Service Tax	511.06	575.96
ii) Corporate Guarantee given on behalf of Subsidiary (Ruchi Renewable Energy Pvt Ltd)	7,200.00	7,200.00
iii) Arrears of dividend on 54,60,613 6% non convertible cumulative redeemable preference shares of ₹ 100 each	1,638.18	1,310.55
iv) Claims against the Company not acknowledged as debts	959.81	959.81
B. Capital commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances of ₹ 113.87 lacs previous year ₹ 164.96 lacs)	37.50	88.20

NOTE 33 - DISCLOSURE REQUIRED UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006.

- (a) Trade Payables includes nil (previous year nil) amounts due to Micro and Small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED).
- (b) The detail of amount outstanding to Micro Small and Medium Enterprises are as under:

Particulars	As at March 31, 2020	As at March 31, 2019
Principle amount due and remain unpaid	-	-
Interest due on above and unpaid interest	-	-
Interest paid	-	-
Interest payment made beyond appointed day during the year	-	-
Interest due and payable for the period of delay	-	-
Interest accrued and remaining unpaid	-	-
Amount of further interest remaining due and payable in succeeding years	-	-

- (c) The information has been determined to the extent such parties have been identified on the basis of information available with the Company.

NOTE: 34 - PAYMENT TO AUDITOR

Particulars	2019-2020	2018-2019
a. For Statutory audit	5.25	4.50
b. For Tax Audit	1.25	1.25
c. For Other services	0.86	0.25
d. For reimbursement of expenses	0.05	0.02

NOTE: 35

The Company has adopted Ind AS 116, which is effective from April 1, 2019 and applied the standard to its leases, using Modified Retrospective Approach. Accordingly the Company has not restated comparative information. Instead, the cumulative effect of initially applying the standard amounting to ₹ 40.49 lacs (net of tax) has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

The details of Maturity of lease liabilities as at March 31, 2020 are as under :

(₹ in lacs)

Particulars	
Less than one year	63.73
One to Five years	49.86
More than Five years	47.32
Total	160.91

Movement of Lease liabilities during the year ended March 31, 2020 :

Particulars	
Balance as at the beginning of the year	-
Additions	223.04
Repayment	62.13
Balance as at the end of the year	160.91

The Impact on the Profit & Loss for the year ended March 31,2020 is as follows :

Particulars	Amount without Ind As 116 application	Amount with Ind As 116 application	Impact on Profit /(loss) before taxes
Rent Expense	233.55	144.65	88.90
Depreciation	1,225.08	1,275.51	(50.43)
Finance Cost	747.07	773.83	(26.76)

NOTE: 36

The outbreak of Coronavirus (Covid-19) pandemic globally and in India is causing economic disruption and slowdown of activities. Businesses are being forced to cease or limit their operations for long or indefinite period of time due to measures taken to contain the spread of the virus such as travel bans, quarantines, social distancing and closure of non essential services have caused significant disruption to businesses resulting in economic slowdown worldwide. Barring the initial week of the national lockdown, the operations of the Company have been largely regular as the services offered by the Company pertain to the essential category of warehousing, storage of edible oils and generation of wind power through wind mills. The Company was able to successfully run its operations and was able to generate revenue with certainty of receipt.

Accordingly in assessing the recoverability of Company's Current and Non Current assets, the Company has considered internal and external information upto the date of approval of these financial results. On the basis of such assessment of the future economic conditions Company expects to recover the carrying amount of its assets.

NOTE: 37

Pursuant to Notification issued by the Government of India, during the year 2013-14 the Company has filed a claim for receipt of Export Incentive amounting to ₹ 2199 lacs with the Director General of Foreign Trade ("DGFT"). The Company's claim is under process with the DGFT and the said amount is shown under Other Receivables in note 12

NOTE: 38

The Company has invested ₹ 200.00 lacs in 2,00,000, 6% Non Convertible Redeemable Preference Shares of ₹ 100/- each issued by Ruchi Soya Industries Ltd. As per the resolution plan approved by the Hon'ble National Company Law Tribunal, Mumbai Bench these Preference shares stand fully cancelled and extinguished on December 17, 2019. The Company has written off this investment and the same is disclosed as an Exceptional Item in the Statement of Profit and Loss.

NOTE: 39

The Company has issued Corporate guarantee of ₹ 7200.00 lacs (Previous Year ₹ 7200.00 lacs) to M/s. Indian Renewable Energy Development Authority Ltd on behalf of its 100 % subsidiary Ruchi Renewable Energy Pvt Ltd. Deemed Guarantee Commission of ₹ 201.60 lacs (Previous Year ₹ 201.60 lacs) has been added to the carrying cost of the investment as at March 31, 2020.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

NOTE 40 - DETAILS OF INVESTMENT IN PARTNERSHIP FIRM NARANG & RUCHI DEVELOPERS (₹ in lacs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	Balance in Capital Account	% age of share in Profit/loss	Balance in Capital Account	% age of share in Profit/loss
Naarang & Ruchi Developers				
Ruchi Infrastructure Ltd	984.71	70	972.62	70
Narang Developers Pvt Ltd	83.73	30	83.12	30

NOTE 41 - EARNING PER SHARE (EPS)

Particulars	2019-2020	2018-2019
Basic and diluted earnings per share :		
(a) Net Profit/(loss) after tax	21.11	(1,325.46)
(b) Less : Preference dividend including tax there on	327.64	394.34
(c) Profit/(loss) available for equity shareholders	(306.53)	(1,719.80)
(d) Weighted average number of equity shares	20,52,39,942	20,52,39,942
(e) Nominal value of ordinary share ₹	1.00	1.00
(f) Basic and diluted earning per share ₹	(0.15)	0.84

NOTE 42 - DISCLOSURE PURSUANT TO SECTION 186(4) OF THE COMPANIES ACT, 2013

Particulars	As at March 31, 2020		As at March 31, 2019	
	Loan Given	Amount Outstanding as at March 31, 2020	Loan Given	Amount Outstanding as at March 31, 2019
a. Particulars of Loan given and outstanding				
Ruchi Renewable Energy Pvt Ltd.	571.00	528.00	185.00	130.00
Peninsular Tankers Pvt Ltd.	139.00	939.00	1,335.00	1,106.00
b. The above loans given are unsecured and classified under Financial assets under Loans and are charged interest at the rate of 12.50 % p.a. The same are utilised by the recipient for general corporate purpose				
c. Investment made and outstanding at the year end : The same are classified under respective heads (refer note 2)				
d. Guarantees / Securities given and outstanding as at the end of the year.			As at March 31, 2020	As at March 31, 2019
Ruchi Renewable Energy Pvt Ltd (Subsidiary)			7,200.00	7,200.00

NOTE: 43 - DISCLOSURE UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	2019-2020			2018-2019		
	Loan Given	Amount Outstanding as at March 31, 2020	Maximum Amount Outstanding during the year	Loan Given	Amount Outstanding as at March 31, 2019	Maximum Amount Outstanding during the year
During the year the Company has given the following loans to its subsidiaries :						
Ruchi Renewable Energy Pvt Ltd.	571.00	528.00	528.00	185.00	130.00	249.00
Peninsular Tankers Pvt Ltd.	139.00	939.00	1,145.00	1,335.00	1,106.00	1,821.00

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

Note: 44 - DISCLOSURE ON FINANCIAL AND DERIVATIVE INSTRUMENTS

The Company uses foreign currency forward exchange contracts to hedge its exposure in foreign currency related to firm commitment and highly probable forecasted transactions.

1. Notional amount of forward contract entered into by the Company and outstanding - Nil (Previous Year Nil)
2. Foreign Currency exposure which are not hedged as at the year end :

(a) Payable in foreign currency on account of refund of customer advances:

2019-2020		2018-2019	
Amount in foreign currency	₹ in lacs	Amount in foreign currency	₹ in lacs
-	-	USD 22,699	15.70

(b) Receivables in foreign currency on account of exports

2019-2020		2018-2019	
Amount in foreign currency	₹ in lacs	Amount in foreign currency	₹ in lacs
USD 52,81,192	3981.27	USD 52,81,192	3653.07

Note: 45

The Company is not required to spend any amount on Corporate Social Responsibility activities under Section 135 of the Companies Act, 2013 for the year ended March 31, 2020 calculated as per Section 198 of the Companies Act, 2013

Note: 46

The following charges created by various lenders on the Company's assets are not satisfied and are being shown as Outstanding as per records with the Ministry of Corporate Affairs. However entire amounts have been duly paid off by the Company.

Name of Lender	Amount for which Charge was created (₹ in lacs)	Year of Repayments
Industrial Development Bank of India	650.00	2005-2006
Axis Bank Ltd	35,500.00	2014-2015
Axis Bank Ltd	18,000.00	2014-2015

Note: 47 - ASSETS CLASSIFIED AS HELD FOR SALE

The company has entered into agreements for sale of Land as under :

(₹ in lacs)

Particulars	Carrying Value	Advance amount Received	Expected date of Completion of sale
Description of Asset			
Freehold Land (refer note 1)			
Agreement dt 26/09/2019 for Sale of 11.73 acre of land at Kakinada, Andhra Pradesh	82.59	69.00	March 2021
Previous Year	212.38	96.00	

NOTE: 48 - DISCLOSURE AS PER IND AS 19 - EMPLOYEE BENEFITS

A. Gratuity

The Company has opted for scheme with Life Insurance Corporation of India ("LIC") to cover its liabilities towards employees gratuity. The annual premium paid to LIC is charged to Profit and Loss Account. The Company also carries out Actuarial valuation of gratuity using Projected Unit Credit Method as required by Ind As - 19 and the difference between fair value of plan assets and liability as per actuarial valuation as at the year end is recognised in statement of Profit and Loss.

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Change in Present value of defined benefit obligation		
Present Value of Benefit obligation at the beginning of the period	116.96	116.00
Interest Cost/(income)	9.09	9.14
Current Service cost	9.11	7.43
Past Service Cost	-	-
Benefits Paid from fund	(15.55)	(32.90)
Remeasurement or actuarial (gain/loss) arising due to :		
Demographic Assumptions	12.37	-
Financial Assumptions	34.11	1.04
Experience adjustment	14.56	16.25
Present Value of Benefit obligation at the end of the period	180.65	116.96
Change in Fair Value of plan assets		
Fair Value of the plan assets at the beginning of the year	119.07	116.45
Interest Income	9.25	9.18
Contributions Paid by Employer	21.96	27.20
(Benefit Paid from Fund)	(15.55)	(32.90)
Return on Plan Assets Excluding Interest Income	(0.92)	(0.86)
Fair value of plan asset at the end of the year	133.81	119.07
Amount Recognised in Balance Sheet		
(Present Value of benefit obligation at the end of the period)	(180.65)	(116.96)
Fair Value of plan assets at the end of the Period	133.81	119.07
Funded Status (surplus/(Defecit))	(46.84)	2.11
Net (Liability)/asset recognised in the Balance Sheet	(46.84)	2.11
Net Interest Cost for Current Period		
Present Value of Benefit Obligation at the beginning of the period	116.96	116.00
(Fair Value of the plan assets at the beginning of the period)	(119.07)	(116.45)
Net Liability/(Asset) at the beginning of the period	(2.11)	(0.45)
Interest Cost	9.09	9.14
(Interest income)	(9.25)	(9.18)
Net Interest cost for the current period	(0.16)	(0.04)
Expense Recognised in Statement of Profit & Loss for current period		
Current Service Cost	9.11	7.43
Net Interest Cost	(0.16)	(0.04)
Past Service Cost	-	-
Expenses recognised in the statement of profit & loss	8.95	7.39
Expense Recognised in Other Comprehensive Income (OCI) for current period		
actuarial (gain)/loss on obligation for the period	61.04	17.29
Return on Plan Assets excluding interest income	0.92	0.86
Net (Income)/expense for the period recognized in OCI	61.96	18.15
Balance Sheet Reconciliation		
Opening Net Liability	(2.11)	(0.45)
Expenses recognised in Statement of Profit & Loss	8.95	7.39
Expenses recognised in OCI	61.96	18.15
(Employer's contribution)	(21.96)	(27.20)
Net Liability/(Asset) recognised in the Balance Sheet	46.84	(2.11)
Category of Assets		
Insurance Fund	133.81	119.07
Total	133.81	119.07

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Other Details		
No of Active Members	126.00	125.00
Per month salary for active members	26.02	22.88
Weighted average duration of the Projected benefit obligation	8.00	10.00
Average expected future service	8.00	14.00
Projected Benefit obligation	180.65	116.96
Prescribed contribution for next year	26.02	7.00
Net Interest cost for the next year		
Present Value of Benefit obligation at the end of the period	180.65	116.96
(Fair value of plan assets at the end of the period)	(133.81)	(119.07)
Net Liability/(Asset) at the end of the period	46.84	(2.11)
Interest cost	11.85	9.09
(Interest income)	(8.88)	9.25
Net Interest cost for the next year	2.97	18.34
Expenses recognised in the Statement of Profit & Loss for next year		
Current Service Cost	13.64	9.11
Net Interest Cost	2.97	18.34
Expenses recognised	16.61	27.45
Maturity analysis of the benefit payments : From the Fund		
1st Following year	16.68	9.96
2nd Following year	14.08	3.57
3rd Following year	13.87	4.34
4th Following year	16.98	3.94
5th Following year	21.11	14.47
Sum of years 6 to 10	96.11	81.62
Sum of years 11 and above	121.52	137.38
Maturity analysis of the benefit payments : From the Employer		
1st Following year	-	-
2nd Following year	-	-
3rd Following year	-	-
4th Following year	-	-
5th Following year	-	-
Sum of years 6 to 10	-	-
Sum of years 11 and above	-	-
Sensitivity Analysis		
Defined benefit obligations on current assumptions	180.65	116.96
Delta effect of +1% Change in Rate of Discounting	(11.00)	(8.92)
Delta effect of -1% Change in Rate of Discounting	12.36	10.18
Delta effect of +1% Change in Rate of Salary increase	10.35	10.10
Delta effect of -1% Change in Rate of Salary increase	(9.77)	(9.22)
Delta effect of +1% Change in Rate of Employee Turnover	(0.68)	2.04
Delta effect of -1% Change in Rate of Employee Turnover	76.00	(2.27)
Actuarial Assumptions		
The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages)	March 31, 2020	March 31, 2019
Discount Rate	6.56%	7.77%
Salary Escalation Rate - Next two years	6.50%	5.00%
Salary Escalation Rate - 3rd year onwards	8.00%	-
Rate of return on plan assets	6.56%	7.77%
Attrition Rate	8.00%	2.00%
Mortality Rate	Indian Assured Lives Mortality (2006-2008)	Indian Assured Lives Mortality (2006-2008)

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

B. Leave Encashment

The liability in respect of leave encashment is determined using actuarial valuation carried out at at Balance sheet date. Actuarial gains and losses are recognised in full in statement of Profit and Loss for the year in which they occur. Liability on account of Leave encashment as the year end ₹ 78.48 lacs (previous year ₹ 46.32 lacs).

C. Defined Contribution Plan - Post employment benefits

Contribution to defined contribution plans, recognised as expense for the year is as under : (₹ in lacs)

Particulars	Year ended March 31,2020	Year ended March 31,2020
Employers Contribution to Provident Fund	21.36	18.22
Employers Contribution to Pension Fund	15.44	13.74
Total	36.80	31.96

NOTE: 49 - SEGMENT REPORTING

A. General Information

- i) Factors used to identify the entity's reportable segments, including the basis of organisation Based on the criteria as mentioned in Ind As 108 "Operating Segment", the Company has identified its reportable segments as under :

Segment - 1 Trading

Segment - 2 Infrastructure

Segment - 3 Others

Segment - 4 Unallocable

The Company's operating segments are established on the basis of those components of the Company that are evaluated regularly by the Chief Operating Decision Maker in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal reporting system.

- ii) Following are the reporting segments

Reportable Segment	Description
Trading	Trading in various commodities, products
Infrastructure	Storage, Warehousing, Wind Energy
Others	Manufacturing of Soap
Unallocable	Activities not covered by above

- B. Segment revenue, results, segment assets and liability include respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un allocable corporate cost. Assets and Liabilities that cannot be allocated between segment are shown as un allocable corporate assets and liabilities respectively.

A. Operational Segment Information

Particulars	Trading	Infrastructure	Other	Unallocable	Total
Segment Revenue	1,605.11	3,526.64	205.69	-	5,337.44
	1,536.21	3,399.08	205.98	-	5,141.27
Segment Result before Finance Cost and Tax	(39.04)	1,494.71	44.99	(458.56)	1,042.10
	(785.20)	1,210.85	34.15	(771.97)	(312.17)
Finance Cost					773.83
					1,265.05
Profit Before Tax , Exceptional Items					268.27
					(1,577.22)
Exceptional Items					200.00
					-
Profit Before Tax					68.27
					(1,577.22)
Provision for Taxes					
Current Tax					139.07
					-
Tax for earlier Year					-
					12.54

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	Trading	Infrastructure	Other	Unallocable	Total
Deferred Tax					(91.91)
					(264.30)
Profit After Taxes					21.11
					(1,325.46)
Segment Assets	2,239.70	15,177.58	92.51	14,463.39	31,973.18
	3,658.05	15,764.27	223.52	16,140.77	35,786.61
Segment Liabilities	7,840.11	1,325.22	5.67	11,005.20	20,176.20
	7,888.37	1,006.79	3.44	14,964.44	23,863.04
Segment Depreciation	-	798.22	2.89	474.41	1,275.52
	-	695.86	0.34	550.56	1,246.76
Capital Expenditure	-	676.66	-	3.35	680.01
	-	1,429.50	7.02	0.34	1,436.86
Non Cash expenditure other than depreciation	-	-	-	-	-
	-	-	-	-	-

B. Geographical Information

All Operating facilities of the Company are located in India

Particulars	2019-2020	2018-2019
Domestic Revenue	5,337.44	5,141.27
Export Revenue	-	-
Total Revenue	5,337.44	5,141.27

C. Revenue from Major Products

Particulars	2019-2020	2018-2019
1. Trading	1,605.11	1,536.21
2. Infrastructure		
i) Storage	2,075.44	1,992.01
ii) Warehousing	855.75	760.46
iii) Wind Energy	595.45	646.61
3. Others	205.69	205.98
Total Revenue	5,337.44	5,141.27

D. Revenue from Major customers

Revenue from customers exceeding 10% of the total revenue of the Company

Particulars	2019-2020	2018-2019
Segment		
Trading	1,605.11	853.09
Infrastructure	1,166.48	1,221.44
Others	132.92	-
Total	2,904.51	2,074.53

NOTE: 50 - RELATED PARTY DISCLOUSER AS PER IND AS -24

A. List of related parties with whom transaction have taken place

(i) Key managerial Person

Name of Person/entity	Relation
Mr. Narendra Shah	Executive Director
Mr. Ashish Mehta	Company Secretary
Mr. Ravindra Kumar Kakani	Chief Financial Officer

(ii) Entity where control exits

Ruchi Renewable Energy Pvt Ltd	Subsidiary
Mangalore Liquid Impex Pvt Ltd	Subsidiary
Peninsular Tankers Pvt Ltd	Subsidiary
Narang & Ruchi Developers	Associate

Notes

FORMING PART OF THE FINANCIAL STATEMENTS

iii) Entity or close member's having significant influence and with whom transaction have taken place - Nil

Related party transactions (financial year 2019-2020 & previous year 2018-2019)

(₹ in lacs)

Nature of relationship Particulars	Subsidiaries			Associate Narang & Ruchi Developers	Key Management Personnel		
	Mangalore Liquid Impex Pvt. Ltd.	Ruchi Renewable Energy Pvt. Ltd.	Peninsular Tankers Pvt. Ltd.		Narendra Shah	Ashish Mehta	Ravindra Kakani
Remuneration/Salary Paid	-	-	-	-	54.84	34.93	17.43
	-	-	-	-	58.18	36.18	15.42
Post Employment Benefits	-	-	-	-	-	2.88	1.43
	-	-	-	-	-	0.36	0.15
Cargo Handling Income Received	73.67	-	-	-	-	-	-
	133.19	-	-	-	-	-	-
Interest Received	-	39.99	140.43	-	-	-	-
	44.56	14.81	148.55	-	-	-	-
Rent Received	-	-	0.24	-	-	-	-
	-	-	0.24	-	-	-	-
Sales	-	-	-	-	-	-	-
	0.06	-	519.49	-	-	-	-
Guarantee Commission Received	-	100.80	-	-	-	-	-
	-	100.80	-	-	-	-	-
Share in Profit/(loss) of Partnership Firm	-	-	-	(0.96)	-	-	-
	-	-	-	(0.56)	-	-	-
Investment in Capital account	-	-	-	13.05	-	-	-
	-	-	-	16.62	-	-	-
Loan Given	-	571.00	139.00	-	-	-	-
	-	185.00	1,335.00	-	-	-	-
BALANCES AS AT THE YEAR END							
Trade Receivable				-	-	-	-
As at March 31, 2020	5.80	-	0.14	-	-	-	-
As at March 31, 2019	44.72	-	-	-	-	-	-
Interest Receivable							
As at March 31, 2020	-	11.60	31.38	-	-	-	-
As at March 31, 2019	-	0.47	61.98	-	-	-	-
Loan Receivable							
As at March 31, 2020	-	528.00	939.00	-	-	-	-
As at March 31, 2019	-	130.00	1,106.00	-	-	-	-
Guarantee Outstanding							
As at March 31, 2020	-	7,200.00	-	-	-	-	-
As at March 31, 2019	-	7,200.00	-	-	-	-	-

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NOTE: 51

Tax Reconciliation

A. Amounts recognised in Statement of profit and loss

(₹ in lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax on profit for the year	139.07	-
Deferred tax	(91.91)	(264.30)
Tax expense for the year charged to the Profit and loss (a)	47.16	(264.30)
Deferred tax amounts recognised in other comprehensive income (b)	(25.06)	(84.12)
Total Tax expenses for the year (a + b)	22.10	(348.42)

B. Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit before tax	68.27	(1,577.22)
Applicable Tax Rate	27.82%	-
Computed Tax Expense	18.99	-
Tax effect of :		
Income / Expenses disallowed	687.26	-
Income / Expenses allowed	(567.18)	-
Deferred Tax on account of Property, Plant and Equipment and intangible Assets	65.09	(24.48)
Deferred Tax on account of Financial Assets and Other Items	(157.00)	(239.82)
Tax Expenses recognised during the year	47.16	(264.30)
Effective Tax Rate	69.08%	16.76%

C. Movement in deferred tax balances

Particulars	As at April 1, 2019	Adjusted in Reserves	For the F.Y. 2019-2020		As at March 31, 2020
			Recognised in profit or loss	Recognised in OCI	
Deferred Tax Liabilities					
Depreciation	258.01	-	65.09	-	323.10
Total - Deferred Tax Liabilities	258.01	-	65.09	-	323.10
Deferred Tax Assets					
Provision for Doubtful debts	953.03		213.67	-	1,166.70
Fair valuation of Investment	58.39		-	7.82	66.21
Defined Employee Plan	4.90		-	17.24	22.14
Other timing difference	12.89		(0.16)		12.73
Carry forward of Business Loss	53.25		(53.25)	-	-
On Account of Lease liability	-	15.61	(3.26)	-	12.35
Total - Deferred Tax Assets	1,082.46	15.61	157.00	25.06	1,280.13
Net tax (Assets)/Liabilities	(824.45)	(15.61)	(91.91)	(25.06)	(957.03)

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FORMING PART OF THE FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at April 1, 2018	Adjusted in Reserves	For the F.Y. 2018-2019		As at March 31, 2019
			Recognised in profit or loss	Recognised in OCI	
Deferred Tax Liabilities					
Depreciation	282.49		(24.48)	-	258.01
Fair valuation of Investment	20.68		-	(79.07)	(58.39)
Defined Employee Plan	0.15		-	(5.05)	(4.90)
Total - Deferred Tax Liabilities	303.32		(24.48)	(84.12)	194.72
Deferred Tax Assets					
Provision for Doubtful debts	766.14		186.89	-	953.03
Other timing difference	13.21		(0.32)	-	12.89
Carry forward of Business Loss			53.25		53.25
Total - Deferred Tax Assets	779.35		239.82	-	1,019.17
Net tax (Assets)/Liabilities	(476.03)		(264.30)	(84.12)	(824.45)

NOTE: 52 - Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value.

A substantial portion of the Company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

i) As at March 31, 2020

Particulars	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
(i) Investments *	-	23.83	-	23.83	23.83	-	-	23.83
(ii) Trade Receivables	-	-	1,149.96	1,149.96	-	-	-	-
(iii) Cash & Cash Equivalents	-	-	338.70	338.70	-	-	-	-
(iv) Bank Balance other than above	-	-	108.89	108.89	-	-	-	-
(v) Loans	-	-	1,702.42	1,702.42	-	-	-	-
(vi) Others	-	-	3,741.01	3,741.01	-	-	-	-
	-	23.83	7,040.98	7,064.81	23.83	-	-	23.83
Financial liabilities								
(i) Borrowings	-	-	10,536.74	10,536.74	-	-	-	-
(ii) Trade payables	-	-	8,042.44	8,042.44	-	-	-	-
(iii) Other Financial liability	-	-	320.62	320.62	-	-	-	-
	-	-	18,899.80	18,899.80	-	-	-	-

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ii) As at March 31, 2019

(₹ in lacs)

Particulars	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets								
(i) Investments *	-	94.14	200.00	294.14	94.14	-	-	94.14
(ii) Trade Receivables-	-	-	1,430.63	1,430.63	-	-	-	-
(iii) Cash & Cash Equivalents	-	-	167.30	167.30	-	-	-	-
(iv) Bank Balance other than above	-	-	92.26	92.26	-	-	-	-
(v) Loans	-	-	1,476.80	1,476.80	-	-	-	-
(vi) Others	-	-	4,627.68	4,627.68	-	-	-	-
	-	94.14	7,994.67	8,088.81	94.14	-	-	94.14
Financial liabilities								
(I) Borrowings	-	-	14,667.60	14,667.60	-	-	-	-
(ii) Trade payables	-	-	8,022.44	8,022.44	-	-	-	-
(iii) Other Financial liability	-	-	160.55	160.55	-	-	-	-
	-	-	22,850.59	22,850.59	-	-	-	-

* Excludes investment in Subsidiary Companies/Associate ₹ 3926.34 lacs (previous year ₹ 3711.69 lacs)

B. Measurement of fair values

Valuation techniques and significant unobservable inputs :

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Open purchase and sale contracts	Based on commodity prices listed on stock exchange, and along with quotations from brokers and adjustments made for grade and location of commodity

NOTE: - 53 - FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- (i) Market risk
 - (a) Currency risk;
 - (b) Interest rate risk;
- (ii) Credit risk ; and
- (iii) Liquidity risk ;

Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of risks on its financial performance. The Company's risk management assessment policies and processes are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. These

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policies and processes are reviewed by management regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee are responsible for overseeing these policies and processes.

i) Market risk

Market risk is the risk of changes in the market prices on account of foreign exchange rates, interest rates and Commodity prices, which shall affect the Company's income or the value of its holdings of its financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising the returns.

i)(a) Foreign Currency risk

The fluctuation in foreign currency exchange rates may have impact on the profit and loss account, where any transaction has more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar, against the functional currency.

The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. The Company does not use derivative financial instruments for trading or speculative purposes.

Exposure to foreign currency risk

The summary quantitative data about the Company's exposure to currency risk as reported by the management of the Company is as follows:

Particulars	(₹ in lacs)	
	As at March 31, 2020 USD Exposure in INR	As at March 31, 2019 USD Exposure in INR
Receivable net exposure		
Trade receivables	3981.27	3,653.07
Receivable net exposure	3,981.27	3,653.07
Payable net exposure		
Trade payables and other financial liabilities	-	15.70
Payable net exposure	-	15.70
Forward exchange contracts against imports and foreign currency payables	-	-
Payable net exposure	-	15.70
Total net exposure on Receivables/(Payables)	3,981.27	3,637.37

Sensitivity analysis

A 1% strengthening / weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss as shown in table below. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Effect in Indian Rupees (in lacs)	Profit/(Loss) March 31, 2020		Profit/(Loss) March 31, 2019	
	Strengthening	Weakening	Strengthening	Weakening
INR	(39.81)	39.81	(36.37)	36.37

i)(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates relates to borrowings from financial institutions. The company's exposure to the risk of changes in market interest rates relates primarily to the borrowing from bank and financial institution. Currently Company is not using any mitigating factor to cover interest rate risk.

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Interest rate risk exposure -variable rate

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowing from bank	5,076.13	7,570.57
Borrowing from financial institution	-	1,636.42
	5,076.13	9,206.99

Interest rate sensitivity

A reasonably possible change of 1% in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

A. As at March 31, 2020

(₹ in lacs)

Particulars	Impact on Profit/(loss) before tax	
	1% Increase	1% Decrease
On account of Variable Rate Borrowings from Banks	(50.76)	50.76
Sensitivity	(50.76)	50.76

B. As at March 31, 2019

Particulars		
On account of Variable Rate Borrowings from Banks and financial institutions	(92.07)	92.07
Sensitivity	(92.07)	92.07

(ii) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customer. The Company establishes an allowance for doubtful debts and impairment that represents its estimate on expected loss model.

A. Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
Past due but not impaired		
Past due 0-90 days	574.48	427.80
Past due 91-180 days	155.88	73.85
Past due more than 180 days	4,613.36	4,354.69
	5,343.72	4,856.34

Expected credit loss assessment for customers as at March 31, 2020 and March 31, 2019

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Impaired amounts are based on lifetime expected losses based on the best estimate of the management. Further, management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

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The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

	(₹ in lacs)
Balance as at April 1, 2019	3,425.71
Provided during the year	840.55
Reversed during the year	72.50
Balance as at March 31, 2020	4,193.76
Balance as at April 1, 2018	2,294.94
Provided during the year	1,130.77
Reversed during the year	-
Balance as at March 31, 2019	3,425.71

B. Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks of ₹ 333.44 lacs as at March 31, 2020 [₹.162.86 lacs as at March 31, 2019]. The credit worthiness of such banks is evaluated by the management on an ongoing basis and is considered to be good.

C. Investments

The Company does not expect any losses from non-performance by these counter-parties apart from those already given in financials, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

Financial instruments – Fair values and risk management

iii) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company has obtained fund based lines from various banks. The Company also constantly monitors various funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturities groupings based on their contractual maturities for:

* all non derivative financial liabilities

* net and gross settled derivative financial instruments for which the contractual maturities are essential for the understanding of the timing of the cash flows.

As at March 31, 2020

(₹ in lacs)

Particulars	Carrying Amount	Contractual Cash Flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Secured term loans and borrowings	5,076.13	740.04	1,195.04	3,141.05	-
Redeemable preference shares	5,460.61	-	-	5,460.61	-
Trade payables	8,042.44	8,042.44	-	-	-
Other financial liabilities (repayable on demand)	320.62	223.44	16.70	33.16	47.32

As at March 31, 2019

(₹ in lacs)

Particulars	Carrying Amount	Contractual Cash Flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Secured term loans and borrowings	9,206.99	996.83	1,332.20	5,148.33	1,729.63
Unsecured term loans and borrowings	-	-	-	-	-
redeemable preference shares	5,460.61	-	-	1,365.15	4,095.46
Trade payables	8,022.44	8,022.44	-	-	-
Other financial liabilities (repayable on demand)	160.55	160.55	-	-	-

Notes

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Note :

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement.

NOTE : 54 - Capital Management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Equity comprises of Equity share capital and other equity.

The Company's policy is to keep the ratio at optimum level. The Company's adjusted net debt to equity ratio was as follows.

			(₹ in lacs)	
A.	Particulars		As at March 31, 2020	As at March 31, 2019
	Total Liabilities (refer note 16, 21)		5,122.30	9,222.64
	Less : Cash and cash equivalent		338.70	167.30
	Adjusted net debt		4,783.60	9,055.34
	Total equity		11,796.98	11,923.57
	Adjusted net debt to adjusted equity ratio		0.41	0.76

B. Dividends

Amount of Dividends approved during the year by shareholders

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	₹ Lacs	No. of Shares	₹ Lacs
Equity Shares	20,52,39,942	-	20,52,39,942	-
Preference Shares	54,60,613	-	54,60,613	-

Note: 55

Previous year's figures have been regrouped/rearranged wherever considered necessary

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi
Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Independent Auditors Report

To,
The Members of
Ruchi Infrastructure Limited

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Ruchi Infrastructure Limited (here in after referred to as “the Holding Company”) and its subsidiaries (the Holding company and its subsidiaries together referred to as “the Group”) and its associate, comprising the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (here in after referred to as “the consolidated financial statements”).

In our opinion and to the best of our information and according to the explanations given to us the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate entities as at March 31, 2020, and their consolidated loss (including consolidated other comprehensive income), consolidated statement of changes in equity and consolidated cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Key Audit Matters	Auditor’s Response
Recoverability of Export Trade Receivable	Audit Procedure
As at the year end March 31, 2020 Trade receivable includes, Export trade receivable amounting to ₹ 3981.27 lacs doubtful of recovery. Permission is pending with RBI for its write off.	We have verified the documents filed by company with RBI and RBI has recommended to recover the dues. However company has made adequate provision for the same.
Adoption of Ind AS 116 – Leases	Our audit procedures on adoption of Ind AS 116 include:
<p>The Group has adopted Ind AS 116, which is effective from April 1, 2019 and applied the standard to its leases, using Modified Retrospective Approach.</p> <p>Accordingly, the Group has not restated comparative information, instead the cumulative effect of initial applicable standard has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019.</p> <p>Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement.</p> <p>Adoption of the standard involves significant judgments and estimates including, determination of the discount rates and the lease term.</p>	<ul style="list-style-type: none"> • Assessed the Group’s procedure and evaluation on the identification of leases. It was based on the contractual agreements and our knowledge of the business. We have also considered and evaluated the reasonableness of the discount rates applied in determining the lease liabilities; • Assessed and tested controls in respect of the lease accounting standard (Ind AS 116); • Evaluated the method of transition and related adjustments as at April 1, 2019: • Tested completeness of the lease by reconciling the Group’s operating lease commitments to computing ROU asset and the lease liabilities. • On a statistical sample, we performed the following procedures: • Assessed the key terms and conditions of each lease with the underlying lease contracts; and • Evaluated computation of lease liabilities and the key estimates such as, discount rates and the lease term. • Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures relating to transition.

Independent Auditors Report (contd.)

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the Annual Report, but does not include the consolidated financial statements and our report thereon.

Our opinion on the consolidated 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 consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated 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.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 (the Act) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows and consolidated statement of changes in equity of the Group including its associate entities in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates entities are responsible for assessing the ability of the Group and of its associates entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates entities are responsible for overseeing the financial reporting process of the Group and of its associates entities.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated 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 consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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.

Independent Auditors Report (contd.)

- 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 ability of the Group and its associate entities 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 consolidated 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 Group and its associate entities to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its associate entities to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors 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 consolidated 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.

Other Matter

- a. We did not audit the financial statements of two subsidiaries whose financial statements reflect total assets of ₹ 7932.37 Lacs as at March 31, 2020, total revenues of ₹ 1931.09 lacs and cash outflows amounting to ₹ 57.76 lacs for the year ended on that date as considered in the consolidated financial statements have not been audited by us. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amount and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditor.
- b. The consolidated financial statements also include the Group's share of net loss of ₹0.96 lacs for the year ended March 31, 2020, as considered in the consolidated financial statements, in respect of an associates, whose financial statements have not been audited by us. These financial statements are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this associate entity and our report in terms of sub-sections (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid associate entity, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143 (3) of the Act, we report, to the extent applicable 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 of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as appears from our examination of those books and reports of the other auditor.

Independent Auditors Report (contd.)

- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated statement of changes in equity and the Consolidated Cash Flow Statement dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian accounting standards specified under section 133 of the Act, read with rules framed thereunder.
- e) On the basis of the written representations received from the directors of the Holding company, as on March 31, 2020 taken on records by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India, is disqualified as on March 31, 2020 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 Holding Company and its Subsidiaries Company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclosed the impact of pending litigations on the consolidated financial position of the Group – refer note 33 to the consolidated financial statements;
 - ii. The Group did not have any long term contract including derivative contract 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 Holding company and its subsidiary company incorporated in India.
- h) With respect to the matter to be included in the Auditor's report under Section 197(16) of the Act:
- In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies incorporated in India to its directors is in accordance with the provisions of Section 197 of the Act.

For Ashok Khasgiwala & Co. LLP
Chartered Accountants
(Firm Reg. No. 000743C/C400037)

Place : Indore
Date : 29.06.2020
UDIN : 20079722AAAACB6187

CA Avinash Baxi
(Partner)
M.No.079722

Annexure A To the Independent Auditor's Report of even date on the Consolidated Financial Statements of Ruchi Infrastructure Limited

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2020, we have audited the internal financial controls over financial reporting of Ruchi Infrastructure Limited ("the Holding Company") and its subsidiary companies which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding company and its subsidiary companies which are companies incorporated in India 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. 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 the respective 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.

Independent Auditors Report (contd.)

Auditors' Responsibility

Our responsibility is to express an opinion on the Holding Company and its Subsidiaries which are companies incorporated in India, internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 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 and obtained by other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, 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.

Other Matters

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to two subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

For Ashok Khasgiwala & Co. LLP
Chartered Accountants
(Firm Reg. No. 000743C/C400037)

CA Avinash Baxi
(Partner)
M.No.079722

Place : Indore
Date: 29.06.2020
UDIN : 20079722AAAACB6187

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2020

(₹ in lacs)

Particulars	Notes	As at March 31, 2020	As at March 31, 2019
I. ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	1	23,571.16	25,038.07
(b) Capital work-in-progress	1	339.76	640.25
(c) Intangible Assets	1	1,745.56	1,761.22
(d) Right of Use Assets	2	1,178.55	-
(e) Financial Assets			
(i) Investments	3	1,008.54	1,266.76
(ii) Others	4	579.54	680.18
(f) Deferred tax Assets (Net)	5	987.52	832.39
(g) Other non-current assets	6	798.19	2,469.16
Total Non-current assets		30,208.82	32,688.03
(2) Current assets			
(a) Inventories	7	37.23	1,137.25
(b) Financial Assets			
(i) Trade receivables	8	3,115.22	1,711.11
(ii) Cash and cash equivalents	9	445.08	298.31
(iii) Bank balances other than (ii) above	10	108.89	92.26
(iv) Loans	11	917.90	2,096.07
(v) Others	12	3,151.85	4,122.31
(c) Other Current Assets	13	612.60	801.90
Total Current assets		8,388.77	10,259.21
(3) Assets Classified as held for Sale	43	82.59	212.37
Total Assets		38,680.18	43,159.61
II. EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	14	2,052.40	2,052.40
(b) Other Equity	15	10,136.50	10,974.24
(c) Non Controlling interest	16	(0.11)	0.66
Total Equity		12,188.79	13,027.30
LIABILITIES			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	17	14,398.91	18,867.51
(ii) Other Financial Liabilities	18	651.53	-
(b) Provisions	19	98.97	44.00
(c) Other non-current liabilities	20	452.90	472.59
Total Non-Current Liabilities		15,602.31	19,384.10
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	21	530.50	375.00
(ii) Trade payables	22	-	-
(a) Total Outstanding dues of Micro and Small Enterprises		-	-
(b) Total Outstanding dues of creditors other than Micro and Small Enterprises		8,209.28	8,079.58
(iii) Other financial liabilities	23	1,603.83	1,888.01
(b) Other current liabilities	24	441.92	301.98
(c) Provisions	25	34.55	7.64
Total Current liabilities		10,820.08	10,652.21
(3) Liabilities directly associated with Assets classified as held for sale	43	69.00	96.00
Total Equity and Liabilities		38,680.18	43,159.61
The accompanying notes to accounts forming an integral part to the consolidated financial statement	1 to 52		
General information and significant accounting policies	A-B		

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi
Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lacs)

Particulars	Notes	For the year ended March 31, 2020	For the year ended March 31, 2019
INCOME			
I Revenue from Operations	26	8,610.60	7,498.11
II Other Income	27	1,309.43	683.61
III Total Income (I+II)		9,920.03	8,181.72
IV EXPENSES			
Cost of material's consumed	28	132.92	148.49
Purchases of Stock-in-Trade	29	1,410.07	1,239.76
Changes in inventories of finished goods, work-in-progress and stock in trade	30	1,098.52	447.44
Employee Benefits Expense	31	1,007.61	894.17
Finance Costs	32	1,677.47	1,907.43
Depreciation, amortisation and impairment Expenses	1	2,128.17	2,183.73
Other Expenses	33	2,819.25	3,173.15
Total Expenses		10,274.01	9,994.17
V Profit/(loss) before share of profit/(loss) of associate & exceptional items (III-IV)		(353.98)	(1,812.45)
VI Share in Profit/(loss) of Associate		(0.96)	(0.56)
VII Profit/(loss) before exceptional items and tax		(354.94)	(1,813.01)
VIII Exceptional Items (refer note 42)		200.00	-
IX Profit/(loss) before tax (VII-VIII)		(554.94)	(1,813.01)
X Tax expense			
Current Tax		156.16	2.55
Deferred Tax	5	(89.97)	(271.87)
Provision of Tax for earlier years		-	12.54
XI Profit/(loss) after tax for the year (IX-X)		(621.13)	(1,556.23)
XII Other Comprehensive Income/(loss)			
(i) Items that will not be reclassified to statement of profit or loss			
Remeasurement of defined benefit obligation		(61.96)	(18.15)
Tax thereon		17.24	5.05
Gain/(Loss) on change in fair value of equity instrument other than subsidiaries		(70.31)	(753.54)
Tax thereon		7.82	79.07
(ii) Items that will be reclassified to statement of profit or loss			
Total other comprehensive income		(107.21)	(687.57)
XIII Total comprehensive income for the year (XI + XII)		(728.34)	(2,243.80)
Total Comprehensive income for the year attributable to :			
Owner of the Company		(728.96)	(2,243.43)
Non Controlling interest		0.62	(0.37)
		(728.34)	(2,243.80)
Profit for the year attributable to :			
Owner of the Company		(621.75)	(1,555.86)
Non Controlling interest		0.62	(0.37)
		(621.13)	(1,556.23)
Other Comprehensive income for the year attributable to :			
Owner of the Company		(107.21)	(687.57)
Non Controlling interest		-	-
		(107.21)	(687.57)
XIV Earnings per equity share of face value of ₹1 each			
Basic and Diluted earnings per share			
a Basic (in ₹)		(0.46)	(0.95)
b Diluted (in ₹)		(0.46)	(0.95)
The accompanying notes to accounts forming an integral part to the consolidated financial statement	1 to 52		
General information and significant accounting policies	A-B		

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi
Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

CONSOLIDATED STATEMENT CHANGE IN EQUITY (SOCIE) FOR THE YEAR ENDED MARCH 31, 2020

A. Equity share capital

(₹ in lacs)

	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Balance at the beginning of the reporting period	20,52,39,942	2,052.40	20,52,39,942	2,052.40
Changes in equity share capital during the year	-	-	-	-
Balance at the end of the reporting period	20,52,39,942	2,052.40	20,52,39,942	2,052.40

B. Other Equity

(i) As at March 31, 2020

Particulars	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Balance at the beginning of the reporting period	5,522.35	2,778.57	8,906.41	(6,233.53)	0.44	10,974.24
Profit/(Loss) for the year	-	-	-	(621.75)	-	(621.75)
Other Comprehensive Income for the year (net of tax)	-	-	-	(44.72)	(62.49)	(107.21)
Adjustment on account of IND As 116 (refer note 39)	-	-	-	(108.78)	-	(108.78)
Total comprehensive income for the year	-	-	-	(775.25)	(62.49)	(837.74)
Balance at the end of the reporting period	5,522.35	2,778.57	8,906.41	(7,008.78)	(62.05)	10,136.50

(ii) As at March 31, 2019

Particulars	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Retained Earnings		
Balance at the beginning of the reporting period	5,522.35	2,778.57	8,906.41	(2,728.58)	(1,261.07)	13,217.68
Profit/(Loss) for the year	-	-	-	(1,555.86)	-	(1,555.86)
Other Comprehensive Income for the year (net of tax)	-	-	-	(13.10)	(674.48)	(687.58)
Transfer from Other Comprehensive Income	-	-	-	(1,935.99)	-	(1,935.99)
Transfer to Retained Earnings	-	-	-	-	1,935.99	1,935.99
Total comprehensive income for the year	-	-	-	(3,504.95)	1,261.51	(2,243.44)
Balance at the end of the reporting period	5,522.35	2,778.57	8,906.41	(6,233.53)	0.44	10,974.24

The accompanying notes to accounts forming an integral part to the consolidated financial statement

1 to 52

General information and significant accounting policies

A-B

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi
Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Ruchi Infrastructure Limited

CIN : L65990MH1984PLC033878

CONSOLIDATED STATEMENT OF CASHFLOW FOR THE YEAR ENDED MARCH 31, 2020

(₹ in lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
A Cash Flow from operating activities		
Profit/(loss) before tax	(554.94)	(1,813.01)
Adjustments for :		
Depreciation	2,128.17	2,183.73
Net (gain)/Loss on Sale of Property, plant & Equipment	(405.12)	(61.05)
Amounts charged directly to OCI/Retained earnings	(61.96)	(18.15)
Share in (profit)/ loss of partnership firm	(0.96)	(0.56)
Prepaid Lease Rentals	-	22.45
Government Grant Income	(21.36)	(22.29)
Provision for doubtful debts	772.80	1,121.28
Exceptional Item	200.00	-
Interest Income	(442.78)	(277.90)
Unrealised (gain)/loss on foreign currency translation	(327.96)	(218.11)
Finance Costs	1,677.47	1,907.43
Operating Profit Before Working Capital Changes	2,963.36	2,823.82
Working Capital Adjustments		
(Increase)/Decrease in Inventories	1,100.02	443.78
(Increase)/Decrease in Trade and other receivables	(1,063.09)	141.16
Increase/(Decrease) in Trade and other payables	292.33	(594.30)
Cash Generated from operations	3,292.62	2,814.46
Income Tax (Paid)/ Refund	814.90	(279.73)
B NET CASH FLOW FROM OPERATING ACTIVITIES	4,107.52	2,534.73
Cash Flow from Investing Activities		
Purchase of Property, Plant & Equipment (Including capital WIP and capital advance)	(156.48)	(1,034.89)
Proceeds from Sale of Property , Plant & Equipment	666.87	128.94
Advance received against assets held for sale	(27.00)	96.00
(Purchase) of Investment	(12.09)	(16.61)
Sale of Investment	-	2,121.31
Interest Income	652.09	28.69
Share in profit of partnership firm	0.96	0.56
Change in Bank Balances	83.27	(158.21)
NET CASH FLOW FROM INVESTING ACTIVITIES	1,207.62	1,165.79
Cash Flow from Financing Activities		
Proceeds from borrowings	155.50	375.00
Repayment of borrowings	(4,725.39)	(2,370.37)
Loans given	1,172.79	(602.50)
Repayment of Lease liability	(62.57)	-
Finance Costs	(1,708.70)	(1,879.21)
C NET CASH FLOWS FROM FINANCING ACTIVITIES	(5,168.37)	(4,477.08)
Net increase/(decrease) in Cash and Cash Equivalents	146.77	(776.56)
Cash & Cash Equivalents at the beginning of the year	298.31	1,074.87
Cash & Cash Equivalents at the end of the year	445.08	298.31
Cash & Cash Equivalents comprises :		
Balance with Banks in Current Accounts	439.82	267.94
In Deposit Accounts	-	25.89
Cash on Hand	5.26	4.48
	445.08	298.31

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi
Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
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Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

A. General Information

Ruchi Infrastructure Ltd (the Company) is a Public Limited Company(CIN L65990MH1984PLC033878) incorporated on 28th August, 1984 in India under the provision of the Companies Act, 1956 having its registered office at 706, Tulsiani Chambers, Nariman Point, Mumbai- 400021. Its equity shares are listed on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE).

The Company and its subsidiaries are collectively referred as “the group”. The consolidated financial statements as at March 31, 2020 presents the financial position of the group as well as its interest in an associate firm .

The Group is engaged in the business of infrastructure viz. storage of liquid commodities, Agri Warehousing Facilities, Wind power generation, trading of various commodities and manufacturing of soap.

The Company has the following subsidiaries :

Name of Subsidiary	% age of Holding
i. Peninsular Tankers Pvt Ltd	: 100
ii. Mangalore Liquid Imped Pvt Ltd	: 98
iii. Ruchi Renewable Energy Pvt Ltd	: 100

B. STATEMENT OF CONSOLIDATED SIGNIFICANT ACCOUNTING POLICIES

i. Statement of compliance

The consolidated financial statements have been prepared in accordance with Indian Accounting standards (“Ind AS”) notified, under section 133 of the Companies Act, 2013 (‘Act’) read with the rules notified under the relevant provisions of the Act.

ii. Basis of Preparation

These consolidated financial statements have been prepared on accrual basis and under the historical cost convention except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies mentioned below.

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents.

Functional and presentation currency

These consolidated financial statements are presented in Indian rupees, which is the Group’s functional currency. All amounts have been rounded to the nearest Rupees in lacs unless otherwise indicated.

iii. Use of Estimates, Judgments and Assumptions

The preparation of Consolidated financial statements in accordance with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

All the assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle of twelve months and other criteria set out in Schedule III to the Companies Act, 2013.

Significant areas of estimation, uncertainty and critical judgements in applying accounting policies that have significant effect on amount recognized in the consolidated financial statements are:

- i. Allowance for bad and doubtful trade receivable.
- ii. Recognition and measurement of provision and contingencies.
- iii. Depreciation/Amortisation and useful lives of Property, plant and equipment/Intangible Assets.
- iv. Recognition of deferred tax.
- v. Income Taxes.
- vi. Measurement of defined benefit obligation.
- vii. Impairment of Non-financial assets and financial assets.

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iv. Revenue

Recognition

The Group recognises revenue i.e. account for a contract with a customer only when all of the following criteria are met:

- (a) the parties to the contract have approved the contract (in writing, orally or in accordance with other customary business practices) and are committed to perform their respective obligations;
- (b) the entity can identify each party's rights regarding the goods or services to be transferred;
- (c) the entity can identify the payment terms for the goods or services to be transferred;
- (d) the contract has commercial substance (ie the risk, timing or amount of the entity's future cash flows is expected to change as a result of the contract); and
- (e) it is probable that the entity will collect the consideration to which it will be entitled in exchange for the goods or services that will be transferred to the customer. In evaluating whether collectability of an amount of consideration is probable, an entity shall consider only the customer's ability and intention to pay that amount of consideration when it is due. The amount of consideration to which the entity will be entitled may be less than the price stated in the contract if the consideration is variable because the entity may offer the customer a price concession.

Measurement

When (or as) a performance obligation is satisfied, the Group recognise as revenue the amount of the transaction price (which excludes estimates of variable consideration that are constrained) that is allocated to that performance obligation.

The transaction price is the amount that the entity expects to be entitled to in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties (for example, some taxes on sales). The consideration promised may include fixed amounts, variable amounts, or both.

i) Sale of goods

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those goods. Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers. Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Due to the short nature of credit period given to customers, there is no financing component in the contract.

ii) Sale of Services

Revenue from services rendered is recognised as the services are rendered and is booked based on agreements/arrangements with the concerned parties.

iii) Interest and Dividend

Interest income is recognized on accrual basis using the effective interest method. Dividend income is recognised in profit or loss on the date on which the Group's right to receive payment is established.

v. Inventories

Inventories are valued at lower of cost and net realizable value, except by-product/scrap is valued at net realizable value. Cost of inventory is arrived at by using Moving Average Price Method. Cost of inventory is generally comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

vi. Property, Plant and Equipment

a. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses (if any). Freehold land is measured at costs.

The cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, acquisition or construction cost including borrowing costs, any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

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FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

b. Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

c. Depreciation

Depreciation on property, plant and equipment is provided using Written down value method (WDV) on depreciable amount as per the useful life of the assets in the manner as specified in Schedule II to the Companies Act, 2013. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on additions during the year is provided on pro rata basis with reference to date of addition /installation. Depreciation on assets disposed/discarded is charged up to the date on which such asset is sold.

The estimated useful lives, residual value and depreciation method are reviewed at the end of each balance sheet date, any changes therein are considered as changes in estimate and accordingly accounted for prospectively.

d. Biological Assets

Biological assets are classified as Bearer biological assets and Consumable biological assets. Bearer Biological Assets which are held to bear agricultural produce are classified as Bearer plants. Consumable biological assets are those that are to be harvested.

Bearer plants are recognised under Property, Plant and Equipment on fulfilment of the following condition :

1. Is used in the production or supply of agricultural produce;
2. Is expected to bear produce for more than one period; and has a remote likelihood of being sold as agricultural produce, except for incidental scrap sales.

Promogranate Plants are recognised as Bearer biological assets. These are classified as mature Bearer Plants and Immature Bearer Plants. Mature Bearer Plants are those that have attained harvestable stage. Cost incurred for new plantations and immature areas are capitalised. Cost includes cost of land preparation, new planting and maintenance till maturity. The cost of areas coming into bearing is transferred to mature plantations and depreciated over their estimated useful lives. Promogranate Plants attain a harvestable stage in about 1.5 years.

Bearer biological assets are carried at cost less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure on bearer assets are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. Mature bearer plants are depreciated over their estimated useful life. Immature bearer plants are tested for impairment/obsolescence. The estimated useful life of mature bearer plants are approximately 24 years.

e. Capital Work In progress

Assets under erection/installation are shown as "Capital work in progress", Expenditure during construction period are shown as "pre-operative expenses" to be capitalized on erection/installations of the assets.

vii. Intangible Assets

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Group and the cost of the asset can be reliably measured. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

Recognition and measurement

Computer softwares and Jetty rights have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, when incurred is recognised in statement of profit or loss.

Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives and is generally recognised in statement of profit or loss. Computer software are amortised over their estimated useful life of 3years. Jetty Rights are amortised over the life mentioned in the agreement entered with Maritime

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

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viii. Employee benefits

i. Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

ii. Defined benefit plans

The liability for gratuity a defined benefit plan is determined annually by a qualified actuary using the projected unit credit method.

The Group pays gratuity to the employees who have completed five years of service with the Group at the time when the employee leaves the Group as per the payment of gratuity act 1972.

The gratuity liability amount is contributed to the approved gratuity fund formed exclusively for gratuity payment to the employees.

Remeasurement of the net defined benefit plans in respect of post-employment are charged to other comprehensive income. Net interest expense and other expenses related to defined benefit plans are recognised in statement of profit and loss.

iii. Other employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of obligation as at the Balance sheet date determined based on an actuarial valuation.

iv. Defined Contribution Plan

The Group's payments to the defined contribution plans are recognized as expenses during the period in which the employees perform the services that payment covers. Defined contribution plan comprise of contribution to the employees' provident fund with government, Employees' State Insurance and Pension Scheme.

ix. Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to other comprehensive income or a business combination, or items recognised directly in equity.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if, the Group:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

ii. Deferred tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

The carrying amount of deferred tax assets and liabilities are reviewed at the end of each reporting period.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets include Minimum Alternative Tax (MAT) paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably, and it is probable that the future economic benefit associated with the asset will be realised.

Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off deferred tax assets against deferred tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

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x. Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Difference arising on settlement of monetary items are recognised in statement of profit and loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets which are capitalized as cost of assets.

Non-monetary items that are measured based on historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Exchange difference arising out of these transactions are generally recognised in statement of profit and loss.

xi. Borrowing cost

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying asset are capitalised as part of the cost of that asset till the date it is ready for its intended use or sale. Qualifying asset are the assets that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are charged to the statement of profit and loss in the period in which they are incurred.

xii. Cash and Cash Equivalent

Cash and cash equivalent includes the cash and Cheques in hand, bank balances, demand deposits with bank and other short term, highly liquid investments with original maturity 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.

Bank overdraft are shown within borrowings in current liabilities in the balance sheet and forms part of financing activities in the cash flow statement. Book overdraft are shown within other financial liabilities in the balance sheet and forms part of operating activities in the cash flow statement.

xiii. Cash Flow Statement

Cash flows are reported using indirect method, whereby profit/ (loss) before tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments and items of income or expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the Group is segregated based on the available information.

xiv. Earning Per Share

i. Basic earnings per shares is arrived at based on net profit/ (loss) after tax available to equity shareholders divided by Weighted average number of equity shares, adjusted for bonus elements in equity shares issued during the year (if any) and excluding treasury shares.

ii. Diluted earnings per shares is calculated by dividing Profit attributable to equity holders after tax divided by Weighted average number of shares considered for basic earning per shares including potential dilutive equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

xv. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognised when there is a present legal or constructive obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation, or the amount of the obligation cannot be measured with sufficient reliability. The Group does not recognize a contingent liability but discloses its existence in the financial statements

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. Contingent assets are not recognized, but its existence is disclosed in the financial statements

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xvi. Asset Held for Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and sale is considered highly probable.

A sale is considered as highly probable when decision has been made to sell, assets are available for immediate sale in its present condition, assets are being actively marketed and sale has been agreed or is expected to be concluded within 12 months of the date of classification.

Non-current assets held for sale are neither depreciated nor amortised. Assets and liabilities classified as held for sale are measured at the lower of their carrying amount and fair value less cost of sale and are presented separately in the Balance Sheet.

xvii. Impairment of Non-Financial Assets

The Group assesses at each reporting date whether there is any objective evidence that a non-financial asset or a group of non-financial assets are impaired. If any such indication exists, the Group estimates the amount of impairment loss.

For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or group of assets is considered as cash generating unit.

An impairment loss is calculated as the difference between an asset's carrying amount and recoverable amount. Losses are recognized in statement of profit and loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, then the previously recognized impairment loss is reversed through profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been in place had there been no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit and Loss, taking into account the normal depreciation/amortization.

xviii. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

i. Financial assets

Classification

The Group classifies financial assets in the following measurement categories :

- a. Those measured at amortised cost and
- b. Those measured subsequently at fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

Initial recognition and measurement

All financial assets are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset, are adjusted to fair value in the case of financial assets not recorded at fair value through profit or loss. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Measured at amortised cost

A financial asset is measured at the amortised cost if both the following conditions are met:

- a) The asset is held with in a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

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Measured at fair value through other comprehensive income (FVOCI)

A financial asset is measured at FVOCI if both of the following criteria are met:

- a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- b) The asset's contractual cash flows represent SPPI.

Financial assets included within the FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the profit and loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit and loss. Interest earned whilst holding FVOCI debt instrument is reported as interest income using the EIR method.

Financial Asset at fair value through profit and loss (FVTPL)

FVTPL is a residual category for financial asset. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVOCI, is classified as at FVTPL.

In addition, the group company may elect to classify a financial asset, which otherwise meets amortized cost or FVOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch').

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a company of similar financial assets) is primarily derecognised (i.e. removed from the Group's balance sheet) when:

- i. The rights to receive cash flows from the asset have expired, or
- ii. The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.
- iii. When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.
- iv. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind-AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, and bank balance.
- b) Trade receivables.

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- i. Trade receivables which do not contain a significant financing component.
The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.
- ii. For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

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ii. Financial liabilities

Classification

The Group classifies all financial liabilities as subsequently measured at amortised cost, except for financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss or amortised costs.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings, financial guarantee contracts and derivative financial instruments.

Financial liabilities at fair value through profit or loss.

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the group that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

Loans and borrowings

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to interest-bearing loans and borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Derivative financial instruments

The Group uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and when the Group has a legally enforceable right to set off the amount and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

Measurement of fair values

The Group's accounting policies and disclosures require the measurement of fair values, for financial instruments.

The Group has an established control framework with respect to the measurement of fair values. The management regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing services, is used to measure fair values, then the management assesses the evidence

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obtained from the third parties to support the conclusion that such valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which such valuations should be classified.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

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

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

xix. Government Grants

Government Grants and subsidies from Government are recognised when there is reasonable certainty that the grant/subsidy will be received and all attaching conditions will be complied with. Government grant received are recognised in the Statement of Profit & Loss on a systematic basis over the period in which the Group recognizes as expenses the related costs for which the grant is intended to compensate.

xx. Guarantee Commission

In respect of Corporate Guarantees given by the Company on behalf of its Subsidiaries as on the Ind As transitional date, notional income is booked at rate prevalent in market for similar guarantee and the income is amortised over the period of the guarantee. The notional income for guarantees given in subsequent periods is treated as deemed investment, added to the carrying cost of investment in Subsidiary and amortised over the period of the guarantee.

xxi. Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As per the requirements of Ind AS 116 the company evaluates whether an arrangement qualifies to be a lease. In identifying a lease the company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Right of Use Assets

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the lease term. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable and impairment loss, if any, is recognised in the statement of profit and loss.

Lease Liability

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate.

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For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications. The company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

Operating leases

The Company has also used the practical expedient provided by the standard when applying Ind AS 116 to leases previously classified as operating leases under Ind AS 17 and therefore, has not reassessed whether a contract, is or contains a lease, at the date of initial application, relied on its assessment of whether leases are onerous, applying Ind AS 37 immediately before the date of initial application as an alternative to performing an impairment review, excluded initial direct costs from measuring the right-of-use asset at the date of initial application and used hindsight when determining the lease term if the contract contains options to extend or terminate the lease. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

On transition, the Company recognised a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement of the lease, but discounted using the lessee's incremental borrowing rate as at April 1, 2019.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements.

xxii) Basis of Consolidation

a) The Consolidated financial statements relate to Ruchi Infrastructure Ltd (the Company) and its subsidiaries and associates as under :

Entity	Basis of Consolidation	Country of Incorporation	% age of Shareholding of the Company	% age of Share in Consolidated (Profit) / Loss
Peninsular Tankers Pvt Ltd	Subsidiary	India	100	17.62
Mangalore Liquid Impex Pvt Ltd	Subsidiary	India	98	(4.28)
Ruchi Renewable Energy Pvt Ltd	Subsidiary	India	100	74.84
Narang & Ruchi Developers	Associate	India	90	0.13

b) The consolidated Financial Statements have been prepared in accordance with Ind As110 as notified under rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and recognized accounting practices and policies on the following basis :

- i) The financial statements of the Company and its subsidiaries have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses.
- ii) The financial statements of Associates have been consolidated using the Equity method of accounting.
- iii) Intragroup balances, intragroup transactions and resulting unrealized profits/losses have been eliminated in full.

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- iv) Non controlling interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial statements. Non controlling interest in income for the year has been separately disclosed in the statement of profit and loss.
- v) Figures pertaining to the subsidiaries and the partnership firm have been reclassified to bring them in line with parent Company's financial statements.
- vi) The excess of / shortfall in the cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognized in the consolidated financial statements as goodwill/capital reserve. The resultant goodwill, if any, is capitalized.
- vii) The Consolidated Financial Statements have been prepared using uniform accounting policy for like transactions and other events in similar circumstances.

xxiii. Mandatory exceptions applied - standard issued but not yet effective

Ministry or Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. There is no such notification that would have been applicable from April 1, 2020.

Notes

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NOTE 1 - PROPERTY, PLANT AND EQUIPMENT, INTANGIBLE ASSETS

I. Property, Plant and Equipment

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
a. Gross carrying amount								
As at April 1, 2018	5,438.32	3,003.96	12,695.34	1,089.55	236.29	316.84	-	22,780.30
Additions	-	163.50	408.89	1.89	48.36	9.18	25.02	656.84
Deduction/Adjustments	23.80	4.62	70.48	0.02	-	2.40	-	101.32
Transfer from/(to) assets given on lease	-	71.70	(36.71)	-	-	-	-	34.99
Less : Assets classified as held for sale (refer note 43)	212.37	-	-	-	-	-	-	212.37
As at March 31, 2019	5,202.15	3,234.54	12,997.04	1,091.42	284.65	323.62	25.02	23,158.44
Additions	-	85.55	375.18	1.24	3.46	11.86	-	477.29
Deduction/Adjustments	56.60	-	469.00	0.71	8.02	11.71	-	546.04
Transfer from/(to) assets given on lease	-	(775.25)	(86.64)	-	-	-	-	(861.89)
Less : Assets classified as held for sale (refer note 43)	-	-	-	-	-	-	-	-
As at March 31, 2020	5,145.55	2,544.84	12,816.58	1,091.95	280.09	323.77	25.02	22,227.80
b. Accumulated depreciation and impairment								
As at April 1, 2018	-	295.77	3,095.15	336.30	124.04	149.83	-	4,001.09
Depreciation charged for the year	-	132.83	1,276.88	195.91	32.76	77.79	0.34	1,716.51
Deduction/Adjustments	-	0.90	30.52	-	-	2.00	-	33.42
Transfer from/(to) assets given on lease	-	(31.88)	(32.68)	-	-	-	-	(64.56)
As at March 31, 2019	-	395.82	4,308.83	532.21	156.80	225.62	0.34	5,619.62
Depreciation charged for the year	-	136.90	1,175.15	143.99	34.82	47.60	2.88	1,541.34
Deduction/Adjustments	-	-	395.55	0.66	7.43	10.43	-	414.07
Transfer from/(to) assets given on lease	-	(74.11)	0.08	-	-	-	-	(74.03)
As at March 31, 2020	-	458.61	5,088.51	675.54	184.19	262.79	3.22	6672.86
c. Net Carrying Amount								
As at March 31, 2019	5,202.15	2,838.72	8,688.21	559.21	127.85	98.00	24.68	17,538.82
As at March 31, 2020	5,145.55	2,086.23	7,728.07	416.41	95.90	60.98	21.80	15,554.94

II. ASSETS GIVEN ON LEASE

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
a. Gross carrying amount								
As at April 1, 2018	-	7,550.35	248.11	-	-	-	-	7,798.46
Additions	-	192.12	631.99	-	-	-	-	824.11
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	(71.70)	36.71	-	-	-	-	(34.99)
As at March 31, 2019	-	7,670.77	916.81	-	-	-	-	8,587.58
Additions	-	-	207.70	-	-	-	-	207.70
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	775.25	86.64	-	-	-	-	861.89
As at March 31, 2020	-	8,446.02	1,211.15	-	-	-	-	9,657.17
b. Accumulated depreciation and impairment								
As at April 1, 2018	-	520.91	46.23	-	-	-	-	567.14
Depreciation charged during the year	-	337.87	118.76	-	-	-	-	456.63
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	31.88	32.68	-	-	-	-	64.56
As at March 31, 2019	-	890.66	197.67	-	-	-	-	1,088.33
Depreciation charged for the year	-	351.18	127.41	-	-	-	-	478.59
Deduction/Adjustments	-	-	-	-	-	-	-	-
Transfer (to)/from own assets	-	74.11	(0.08)	-	-	-	-	74.03
As at March 31, 2020	-	1,315.95	325.00	-	-	-	-	1,640.95
c. Net Carrying Amount								
As at March 31, 2019	-	6,780.11	719.14	-	-	-	-	7,499.25
As at March 31, 2020	-	7,130.07	886.15	-	-	-	-	8016.22
GRAND TOTAL (I+II)								
Net Carrying Amount								
As at March 31, 2019	5,202.15	9,618.83	9,407.35	559.21	127.85	98.00	24.68	25,038.07
As at March 31, 2020	5,145.55	9,216.30	8,614.22	416.41	95.90	60.98	21.80	23,571.16

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2. Capital Work in Progress

(₹ in lacs)

Particulars	Freehold land	Buildings	Plant & Equipment	Furniture & Fixture	Vehicles	Office Equipment	Biological Assets	Total
As at April 1, 2018	-	127.30	963.49	-	-	-	0.24	1,091.03
Additions	-	71.93	401.56	-	-	-	-	473.49
Less: Transfer to Plant , Property and Equipment	-	67.39	856.64	-	-	-	0.24	924.27
As at March 31, 2019	-	131.84	508.41	-	-	-	-	640.25
Additions	-	137.62	2.36	-	-	-	-	139.98
Less: Transfer to Plant , Property and Equipment	-	75.27	365.20	-	-	-	-	440.47
As at March 31, 2020	-	194.19	145.57	-	-	-	-	339.76

3. INTANGIBLE ASSETS

Particulars	Jetty Rights	Computer Software	Goodwill	Total
a. Gross carrying amount				
As at April 1, 2018	293.79	5.93	1,615.45	1,915.17
Additions	-	4.40	-	4.40
Deduction/Adjustments				
As at March 31, 2019	293.79	10.33	1,615.45	1,919.57
Additions	-	1.30	-	1.30
Deduction/Adjustments	-	-	-	-
As at March 31, 2020	293.79	11.63	1,615.45	1,920.87
b. Accumulated Amortisation				
As at 1 April 2018	147.54	0.22	-	147.76
Amortisation charged for the year	7.12	3.47	-	10.59
Deduction/Adjustments	-	-	-	-
As at March 31, 2019	154.66	3.69	-	158.35
Amortisation charged for the year	13.87	3.09	-	16.96
Deduction/Adjustments	-	-	-	-
As at March 31, 2020	168.53	6.78	-	175.31
c. Net Carrying Amount				
As at March 31, 2019	139.13	6.64	1,615.45	1,761.22
As at March 31, 2020	125.26	4.85	1,615.45	1,745.56

Note : (1) Refer note no 17 for details of Property, Plant, Machinery pledged.

(2) The ownership of jetty ₹ 293.79 lacs (At Cost) (previous year ₹ 293.79 lacs) rests with the Gujarat Maritime Board.

(3) The Company's storage tank terminal at Haldia is located on 10117 Sq Mtrs of land leased from Kolkatta Port Trust, Haldia Dock Complex ("HDC"). The lease of the said plot expired on March 15, 2018. The Company has written to the HDC asking them to renew the lease and the same is under process.

(4) The Company has purchased 42.97 acre of land (cost as per books ₹ 1190.25 lacs as at March 31, 2020, ₹ 1190.25 lacs as at March 31, 2019) at Industrial Park, Pantapalam, A.P on January 1, 2015 from Andhra Pradesh Industrial Infrastructure Corporation Ltd ("APIICL"). Due to alleged non compliance of certain terms and conditions of the allotment, APIICL has cancelled the allotment of the land and has asked the Company to surrender the land. The Company has filed a writ petition in the Andhra Pradesh High Court, Hyderabad against the demand for surrender of the land and same is under process.

(5) There was no borrowing cost to be capitalised during the year (previous year ₹ nil)

NOTE -2 : RIGHT OF USE ASSETS

Particulars	Leasehold land	Buildings	Total
a. Gross carrying amount			
As at March 31, 2019	-	-	-
Additions	1,243.02	331.22	1,574.24
Deduction/Adjustments			
As at March 31, 2020	1,243.02	331.22	1,574.24
b. Accumulated depreciation and impairment			
As at March 31, 2019	-	-	-
Depreciation charged for the year	43.93	47.35	91.28
Deduction/Adjustments	(102.77)	(201.64)	(304.41)
As at March 31, 2020	146.70	248.99	395.69
c. Net Carrying Amount			
As at March 31, 2019	-	-	-
As at March 31, 2020	1,096.32	82.23	1,178.55

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Particulars	(₹ in lacs)	
	As at March 31, 2020	As at March 31, 2019
NOTE: 3 - NON CURRENT INVESTMENTS		
A Investment in Associate entity		
i) Investment in Partnership Firm (refer note 36)	984.71	972.62
	<u>984.71</u>	<u>972.62</u>
B Investment in Equity Instruments - Other than in subsidiary, associate and Joint Venture companies		
(Measured at Fair value through Other Comprehensive Income (FVOCI))		
a) Quoted		
i) 13,71,800 (previous year 13,71,800) Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Ltd.	19.20	76.68
ii) 11,700 (previous year 11,700) Equity Shares of ₹ 10/- each fully paid up in IMEC Services Ltd.	0.20	0.22
iii) 2,596 (previous year 2,59,625) Equity Shares of ₹ 2/- each fully paid up in Ruchi Soya Industries Ltd	4.43	17.24
	<u>23.83</u>	<u>94.14</u>
C Investment in Preference Shares (measured at Amortised cost)		
Unquoted		
Nil (previous year 2,00,000) 6% Redeemable Non convertible cumulative Preference Shares of ₹ 100 each fully paid up in Ruchi Soya Industries Ltd. (refer note 42)	-	200.00
	-	200.00
	<u>1,008.54</u>	<u>1,266.76</u>
Aggregate amount of quoted investments and market value thereof	23.83	94.14
Aggregate amount of unquoted investments - Cost	984.71	972.62
Aggregate provision for diminution in value of unquoted investments	-	-
NOTE : 4 - OTHER FINANCIAL ASSETS - NON CURRENT		
a. Interest Accrued but not due		
On Fixed Deposits With Bank	28.90	29.47
b. Balance with Banks in Deposit Accounts having maturity over 12 months (Earmarked as security for Guarantees issued by Bank)		
	550.64	650.71
	<u>579.54</u>	<u>680.18</u>
NOTE: 5 - DEFERRED TAX ASSETS (NET)		
Deferred Tax Assets		
On Account of Provision for doubtful debts	1,167.06	953.78
On account of Carry forward of Business Lossess	-	59.70
On account of Fair Valuation of Investments	66.21	58.39
On account of defined employee benefit plan	22.14	4.90
On account of other timing differences	12.72	12.89
On account of Lease liability	41.51	-
Total - Deferred Tax Assets	<u>1,309.64</u>	<u>1,089.66</u>
Deferred Tax Liabilities		
On Depreciation between book and tax depreciation	322.12	257.27
Total - Deferred Tax Liabilities	<u>322.12</u>	<u>257.27</u>
Net deferred tax assets/(liabilities)	<u>987.52</u>	<u>832.39</u>

- (i) The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.
- (ii) Significant management judgement is required in determining provision for income tax, deferred income tax assets and liabilities and recoverability of deferred income tax assets. The recoverability of deferred income tax assets is based on estimates of taxable income by each jurisdiction in which the relevant entity operates and the period over which deferred income tax assets will be recovered.

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(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 6 - OTHER NON-CURRENT ASSETS		
Capital Advances	113.87	343.19
Balance with Government Authorities	173.95	25.30
Advance Income-Tax (Net of Provision)	510.37	1,481.43
Prepaid Lease rentals	-	618.85
Others	-	0.39
	798.19	2,469.16
NOTE:7 - INVENTORIES		
Raw Materials (including packing material)	22.83	24.33
Work-in-progress	2.81	1.87
Finished goods	11.59	12.31
Stock-in- Trade (in respect of goods acquired for trading)	-	1,098.74
	37.23	1,137.25
<p>i) Inventories are valued at lower of cost and net realisable value, except by products/scrap, which are valued at net realisable value</p> <p>ii) The cost of inventories recognised as an expense include nil (previous year nil) in respect of written down of inventory to net realisation value.</p>		
Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 8 - TRADE RECEIVABLES		
Unsecured, considered good	3,116.72	1,279.54
Credit impaired	4,205.42	3,865.69
	7,322.14	5,145.23
Less: Provision for doubtful debts	4,206.92	3,434.12
	3,115.22	1,711.11
NOTE: 9 - CASH AND CASH EQUIVALENTS		
Balances with Banks		
i) In Current Accounts	439.82	267.94
ii) In Deposit Accounts with less than or equal to 3 months maturity	-	25.89
iii) Cash on hand	5.26	4.48
	445.08	298.31
NOTE: 10 - BANK BALANCE OTHER THAN CASH AND CASH EQUIVALENTS		
Earmarked Balances with Banks :		
a. Unpaid Dividend	0.61	0.78
b. In Deposit Accounts with maturity less than or equal to 12 months	108.28	91.48
	108.89	92.26
NOTE: 11 - LOANS		
Unsecured, considered good		
Security Deposits	366.49	371.87
Loans	551.41	1,724.20
	917.90	2,096.07

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Particulars	(₹ in lacs)	
	As at March 31, 2020	As at March 31, 2019
NOTE: 12 - OTHER FINANCIAL ASSETS - CURRENT		
Interest Accrued but not due		
On Fixed Deposits with Banks	2.86	2.63
On Other deposits	63.65	272.62
Other Receivables (refer note 41)	3,085.34	3,847.06
	<u>3,151.85</u>	<u>4,122.31</u>
NOTE: 13 - OTHER CURRENT ASSETS		
Advance against supply	10.84	12.66
Balance with Government Authorities	450.54	621.60
Other receivable **	151.22	145.19
Prepaid lease rentals	-	22.45
	<u>612.60</u>	<u>801.90</u>
** Represents prepaid expenses, advance to employees etc.		
NOTE: 14 - SHARE CAPITAL		
(a) Authorised		
i. Equity Shares		
50,00,00,000 (previous year 50,00,00,000) Equity shares of ₹ 1/- each	5,000.00	5,000.00
ii. Preference Shares		
2,00,00,000 (previous year 2,00,00,000) Non Convertible, Cumulative, Redeemable Preference shares of ₹ 100 each	20,000.00	20,000.00
	<u>25,000.00</u>	<u>25,000.00</u>
(b) Issued, Subscribed and paid-up		
20,52,39,942 (previous year 20,52,39,942) Equity share of ₹ 1/- each fully paid up	2,052.40	2,052.40
	<u>2,052.40</u>	<u>2,052.40</u>

(a) The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Equity Shares :				
Equity Shares at the beginning of the year	20,52,39,942	2,052.40	20,52,39,942	2,052.40
Add: Shares issued during the year	-	-	-	-
Equity Shares at the end of the year	<u>20,52,39,942</u>	<u>2,052.40</u>	<u>20,52,39,942</u>	<u>2,052.40</u>

(b) **Terms / Rights attached to Equity Shares :**

The company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend which is paid as and when declared by the Board of Directors. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

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(c) The details of shareholders' holding more than 5% Shares.

EQUITY SHARES	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% age of holding	No. of Shares	% age of holding
Ruchi Soya Industries Ltd	2,73,24,239	13.31	2,73,24,239	13.31
Forbes EMF	1,98,15,812	9.65	-	-
Umesh Shahra (Trustee of Shashwat Trust)	1,80,00,000	8.77	1,80,00,000	8.77
Mahakosh Holding Pvt Ltd	1,50,57,840	7.34	1,50,57,840	7.34
Pradeep C Limdi (Trustee of Indivar Foundation)	1,50,00,000	7.31	-	-
Bunkim Finance and Investments Pvt Ltd	1,18,06,321	5.75	1,77,06,321	8.63
Jayati Finance and Investments Pvt Ltd	1,17,06,230	5.70	94,16,569	4.59

- d. For the period of five years immediately preceding the date at which the Balance Sheet is prepared, i.e. 31.03.2020 the Company has not allotted any shares pursuant to Contract(s) without payment being received in Cash or by way of bonus shares or bought back any shares/class of shares.

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 15 - OTHER EQUITY		
A Capital Reserve	5,522.35	5,522.35
B Securities Premium	2,778.57	2,778.57
C General Reserve	8,906.41	8,906.41
D Equity Instruments through Other Comprehensive Income (refer note D below)	(62.05)	0.44
E Retained Earnings (refer note E below)	(7,008.78)	(6,233.53)
TOTAL	10,136.50	10,974.24
A Capital Reserve		
Balance as at the beginning of the year	5,522.35	5,522.35
Less: Utilised during the year	-	-
Balance as at the end of the year	5,522.35	5,522.35
B Securities Premium		
Balance as at the beginning of the year	2,778.57	2,778.57
Balance as at the end of the year	2,778.57	2,778.57
C General Reserve		
Balance as at the beginning of the year	8,906.41	8,906.41
Add: Transfer from Capital Subsidy	-	-
Balance as at the end of the year	8,906.41	8,906.41
D Equity Instruments through Other Comprehensive Income (refer note(iv) below)		
Balance as at the beginning of the year	0.44	(1,261.07)
Addition/(deletion) during the year		
Fair value change in investments in equity shares - OCI (net of tax)	(62.49)	(674.48)
Transfer to Retained Earnings	-	1,935.99
Balance as at the end of the year	(62.05)	0.44
E Retained Earnings (refer note (v) below)		
Balance as at the beginning of the year		
Balance as at the beginning of the year	(6,233.53)	(2,728.58)
Add: Net Profit/(Loss) for the year	(621.75)	(1,555.86)
Transfer from Equity Instruments through OCI	-	(1,935.99)
Less: Remeasurement of the defined benefit plans through Other Comprehensive income (net of tax)	(44.72)	(13.10)
Adjustment on account of Ind As 116	(110.17)	-
Minority Interest adjustment under IndAs 116	1.39	
Balance as at the end of the year	(7,008.78)	(6,233.53)
	10,136.50	10,974.24

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

NATURE AND PURPOSE OF RESERVES

(i) **Capital Reserve**

Capital Reserve was created on account of gains on buyback of FCCB's. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013

(ii) **Securities Premium**

Securities Premium is created on recording of premium on issue of shares. The reserve can be utilised in accordance with the provisions of the Companies Act, 2013.

(iii) **General Reserve**

The General Reserve is created from time to time out of surplus profit from retained earnings. General Reserve is created by transfer from one component of Equity to another.

(iv) **Equity Instruments through Other Comprehensive Income**

The company has elected to recognise changes in fair value of certain class of investments in other comprehensive income. These fair value changes are accumulated within this reserve and shall be adjusted on derecognition of investment.

(v) **Retained Earnings**

The same is created out of profits/(loss) over the years and shall be utilised as per the provisions of the Companies Act, 2013.

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 16 - NON CONTROLLING INTEREST		
Balance at the beginning of the year	0.66	1.03
Share of total comprehensive income of the year	0.62	(0.37)
Share of Adjustment to Retained Earnings	(1.39)	-
	(0.11)	<u>0.66</u>
NOTE: 17 - BORROWINGS		
A Secured		
Term Loans from Banks		
From Banks (refer note A.1 below)	5,076.13	7,570.57
Less : Shown under current maturities of Long Term Debt (refer note 23)	740.04	875.98
	4,336.09	<u>6,694.59</u>
From Others (refer note A.2 below)	5,202.21	7,433.17
Less : Shown under current maturities of Long Term Debt (refer note 23)	600.00	720.86
	4,602.21	<u>6,712.31</u>
	8,938.30	13,406.90
B Unsecured		
Cumulative Redeemable Preference Shares (refer note B below)		
54,60,613 (previous year 54,60,613) 6% Non convertible, Cumulative, Redeemable Preference Shares of ₹100 each fully paid up.	5,460.61	5,460.61
	14,398.91	<u>18,867.51</u>

A.1 Term Loan From Banks

a. **Term Loan from State Bank of India**

- i) Term Loan of ₹ 2600.00 lacs from State Bank of India outstanding ₹ nil (previous year ₹ 1934.08 lacs) secured by exclusive first charge on future receivables from sale of wind power, hypothecaion charge on 18 wind turbine generators (WTG's) located at location No P-161 to P-167, P-170 to P-178, village Palsodi, and P-117, P-179 Village Gopalpura Dist. Ratlam (M.P.) 17 WTG's and location No N-22 Village Palnagar Dist. Dewas, (M.P) 1 WTG The Loan is secured by Personal guarantee of director/promoter of the Company The Rate of Interest as at the year end is nil (previous year 17.60%).
- ii) The Loan is repayable in 139 scattered monthly installments starting from September 2015 and last installment was due in March 2027 but the Company has prepaid the loan.

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

b. Term Loan From South Indian Bank Ltd.

Term Loan of ₹ 7180.19 lacs, Outstanding ₹ 5076.13 lacs (previous year ₹ 5636.49 lacs) from South Indian Bank is secured by

- i) Hypothecation of all current assets of the Company including receivables other than those charged to existing lenders of the Company
- ii) Collateral security by way of hypothecation / mortgage of warehouses of the Company located at:
 - a. Survey No. 30/1, 30/2, 30/3, 30/4, Village Linga, District Chindwada(MP), Area of Land- 26353 sq mt.
 - b. Survey No. 253/1, 257/1, 258 and 259, Village Chaigaon, Devi Tehsil, District Khandwa, Area of land- 37100 sq mt.
 - c. Survey No. 711, 712, 713, Village Jamunia, Kala patwari, Halka No. 11, Mhow Nasirawad Road, Tehsil and District Ratlam (MP), area of land 62300 Sq mt.
 - d. Survey No. 734/2, 751/2, 752, 756/2, 756/3, 756/4, 756/5, 758/1, 759/1, Patwari Halka No. 31, Village Mangrol, Mhow Nasirawad Road, Tehsil and District Ratlam (MP), area of land - 53100 sq mt.
 - e. Survey No. 167/1, 168/1, 78/1, 78/3, 79/2, 74, 75, 76, 77, 79/1, 78/2, 173/1, Village Raigaon, Tehsil Raghuraj Nagar District Satna(MP), area of land - 36300 sq mt.
- iii) The rate of Interest as at the year end is 10.80% (previous year 11.15%).
- iv) As a measure to lessen the adverse impact on businesses due to lockdown on account of COVID-19, The Reserve Bank of India has allowed borrowers whose accounts were not in default category to avail of moratorium on repayment of loan installments and servicing of interest for the period March 2020 to May 2020. Subsequently the moratorium was extended upto August 2020. The Company has availed the moratorium upto August 2020 and has received confirmation from its Banker regarding the same.

As per the terms of the moratorium availed, the tenure of the loan is extended by six months and the last installment of the loan which was due in December 2023 will now be payable in June 2024. The interest on the term loan for the months of March 2020 to August 2020 will be capitalised into the loan principal and repayment will be spread over the remaining tenure of the loan. The principal installment due from September 2020 will include, in addition to the original installment amount, the pro rated portion of the interest capitalised. In the absence of confirmation from the Company Bank on the new repayment schedule, the same has been worked out on the basis of the information available with the Company.

- v) The loan is repayable in 26 scattered installments starting from September 2017 with the last installment due in June 2024.

(₹ in lacs)

Year	No. of Installments	Amount of Installment	Total Amount
2017-2018	1	166.66	166.66
2017-2018	2	166.67	333.34
2018-2019	4	187.50	750.00
2019-2020	3	187.50	562.50
2020-2021	1	205.01	205.01
2020-2021	2	267.51	535.02
2021-2022	2	267.51	535.02
2021-2022	2	330.01	660.02
2022-2023	2	330.01	660.02
2022-2023	2	392.51	785.02
2023-2024	2	392.51	785.02
2023-2024	2	400.81	801.62
2024-2025	1	400.94	400.94
Total	19		7,180.19

Notes

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A.2. Term Loan From Others

a. Term Loan From JM Financial Product Ltd.

Term Loan of ₹ 2800 lacs from JM Financial Products Limited, Outstanding ₹ nil (previous year ₹ 1636.42 lacs) is secured by:

- (i) Mortgage of residential property of the Company situated at Flat No 14, Vandan Co operative Housing Society, 29-A, Doongersey Road, Malabar Hill, Walkeshwar, Mumbai
- (ii) The rate of Interest as at the year end is nil (previous year 12.75%)
- (iii) The loan is repayable in 120 equated monthly installment of ₹ 26.88 lacs including interest commencing from February 2017 and the last installment was due in January 2027. But the Company has made prepayment of the loan.

b. Term Loan from Indian Renewable Energy Development Agency Ltd (IREDA)

- i) Term Loan of ₹ 7200.00 lacs from IREDA, Outstanding ₹ 5,202.21 lacs (previous year ₹ 5,796.75 lacs) is secured by:
 - a) Exclusive first charge by way of mortgage on all the immovable properties of the company, both present and future pertaining to the 14.70 Mw windmill power generation project, situated in District Ratlam and Ujjain, Madhya Pradesh.
 - b) Exclusive first charge by way of hypothecation of all movable assets/properties, both present and future pertaining to the 14.70 Mw windmill power generation project, situated in District Ratlam and Ujjain, Madhya Pradesh.
 - c) First charge on all the rights, title, interest, benefits, claims and demands whatsoever of the Company pertaining to the project (including warranties and guarantees provided therein) but not limited to agreement for sale of CERs, if any, O&M contract, insurance contract, including PPA etc.
 - d) creation of pledge over 99%/51% of the share capital of the Company held by promoter in favour of IREDA.
 - e) Corporate guarantee of Ruchi Infrastructure Limited.
- ii) The rate of interest as at the year end is 11.10% p.a
- iii) The loan is repayable in 48 equal quarterly installments starting from March 2017 with the last installment due in December 2028.

Year	No. of Installments	Amount of Installment	Total Amount
2016-2017	1	150.00	150.00
2017-2018	4	150.00	600.00
2018-2019	4	150.00	600.00
2019-2020	4	150.00	600.00
2020-2021	4	150.00	600.00
2021-2022	4	150.00	600.00
2022-2023	4	150.00	600.00
2023-2024	4	150.00	600.00
2024-2025	4	150.00	600.00
2025-2026	4	150.00	600.00
2026-2027	4	150.00	600.00
2026-2027	4	150.00	600.00
2028-2029	3	150.00	450.00
Total	48		7,200.00

- c. Secured long term borrowings aggregating to ₹ nil (previous year ₹ 1934.08 lacs) including interest accrued but not due on borrowings of ₹ nil (previous year ₹ nil) are secured by personal guarantee of Mr. Dinesh Shakra.

B Terms / Rights attached to Preference Shares :

Preference shares are non convertible, cumulative, redeemable and have a par value of ₹ 100/- per share. Each preference shareholder is eligible for one vote per share only on resolutions affecting their rights and interest. Shareholders are entitled to dividend at the rate of 6% p.a. which is cumulative. In the event of liquidation of the company before redemption, the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

The details of share holders holding more than 5 % of shares

(₹ in lacs)

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	% age of holding	No. of Shares	% age of holding
Preference Shares				
Wellway Development Ltd	27,96,281	51.21	27,96,281	51.21
Apec Investments Ltd	17,33,345	31.74	17,33,345	31.74
Everlead Trading Ltd	9,30,987	17.05	9,30,987	17.05

- a. The Company had allotted 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each as under :
 17,33,345 Shares were allotted on 31st March 2006
 37,27,268 Shares were allotted on 9th October 2006
- b. The aforesaid Preference Shares are redeemable as under :
 ₹ 25/- to be redeemed after 18 years from date of allotment
 ₹ 75/- to be redeemed after 19 years from date of allotment
 The Company at its sole discretion has an option to prematurely redeem the preference shares in full or in part after completion of three years from the date of allotment.

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE : 18 - OTHER FINANCIAL LIABILITIES		
Lease Liability - Right of use assets	651.53	-
	651.53	-
NOTE: 19 - PROVISIONS		
Provision for employee benefits		
Gratuity	26.02	-
Compensated absences (refer note 44 for disclosure as per Ind AS 19)	72.95	44.00
	98.97	44.00
NOTE: 20 OTHER NON CURRENT LIABILITIES		
Government Grants - Deferred Income	452.90	472.59
	452.90	472.59
NOTE: 21 - BORROWINGS		
From Others	530.50	375.00
	530.50	375.00
NOTE: 22 - TRADE PAYABLES		
(a) Total outstanding dues of Micro and small Enterprises		
(b) Total Outstanding dues of Creditors other than Micro and small enterprises	8,209.28	8,079.58
	8,209.28	8,079.58
NOTE: 23 - OTHER FINANCIAL LIABILITIES - CURRENT		
Current maturities of long-term debt (refer note 17 for security details)	1,340.04	1,596.83
Interest accrued	46.17	77.40
Unclaimed Dividends (refer note below)	0.61	0.78
Others		
(i) Other Liabilities	99.24	50.85
(ii) Lease Liability- Right of use assets	64.70	-
(iii) Creditors for capital expenditure	53.07	162.15
	1,603.83	1,888.01

Note:

There are no amounts due for payment to the Investor Education and Protection Fund under Companies Act, 2013.

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE: 24 - OTHER CURRENT LIABILITIES		
Customers' Advances	365.10	238.84
Other liabilities	4.34	4.67
Deferred Government Grants	19.70	21.36
Statutory Dues	52.78	37.11
	441.92	301.98
NOTE: 25 - PROVISIONS		
Provision for employee benefits		
i) Gratuity	20.82	-
ii) Compensated absences (refer note 44 for disclosure as per Ind AS 19)	13.73	7.64
	34.55	7.64
NOTE: 26 - REVENUE FROM OPERATIONS		
(a) Sale of products	3,226.54	2,217.59
(b) Sale of Services		
Rental Income from storage and Warehouse	2,890.35	2,629.27
Cargo Handling Income	281.93	280.50
(c) Sale of Wind Power Generated	2,081.00	2,234.82
	8,479.82	7,362.18
(d) Other Operating Income		
Mark to Market of Purchase Contracts	-	135.93
Other operating income	130.78	
	130.78	135.93
	8,610.60	7,498.11
NOTE: 27 - OTHER INCOME		
(a) Interest Income (at amortised cost)	442.78	277.90
(b) Net Gain on Sale/Discard of Property, Plant & Equipment	405.12	61.05
(c) Net gain on Foreign Currency Transactions and Translations	327.96	218.11
(d) Other Non-Operating Income		
Government Grant Income	21.36	22.29
Other Non Operating Income	112.21	104.26
	1,309.43	683.61
NOTE: 28 - COST OF MATERIAL CONSUMED		
(a) Raw Material	120.87	133.89
(b) Packing Material	12.05	14.60
	132.92	148.49
NOTE: 29 - PURCHASES OF STOCK-IN-TRADE		
Purchases of Stock-in-Trade	1,410.07	1,239.76
	1,410.07	1,239.76

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
NOTE: 30 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE		
Inventory at the beginning of the Year		
Finished Goods	12.31	6.18
Work in Progress	1.87	3.71
Stock In Trade	1,098.74	1,550.47
	<u>1,112.92</u>	<u>1,560.36</u>
Inventory at the end of the year		
Finished Goods	11.59	12.31
Work in Progress	2.81	1.87
Stock In Trade	-	1,098.74
	<u>14.40</u>	<u>1,112.92</u>
Net (Increase)/Decrease in Inventories	<u>1,098.52</u>	<u>447.44</u>
NOTE: 31 - EMPLOYEE BENEFITS EXPENSE		
Salary, Wages and Bonus	941.70	827.77
Contribution to Provident and Other Funds	52.23	47.49
Staff Welfare expenses	13.68	18.91
	<u>1,007.61</u>	<u>894.17</u>
NOTE: 32 - FINANCE COSTS		
Interest Expense	1,550.53	1,885.95
Interest on Lease liability (refer note 39)	93.46	-
Other borrowing costs	33.48	21.48
	<u>1,677.47</u>	<u>1,907.43</u>
NOTE: 33 - OTHER EXPENSES		
Processing Charges	9.84	9.74
Power & Fuel	41.66	9.54
Rent (refer note 39)	149.99	253.00
Repairs and Maintenance		
Plant & Machinery	513.65	496.59
Buildings	124.51	105.16
Others	73.77	72.53
Freight & forwarding	11.32	21.03
Material Handling Expenses	133.12	116.54
Security Expenses	132.02	131.88
Professional fees	110.77	121.40
Electricity expenses	64.18	58.07
Windpower expenses	24.17	13.94
Rates & Taxes	140.75	145.82
Insurance	46.37	34.60
Donations	13.48	18.60
Provision for doubtful debts	945.68	1,133.70
Bad Debts written off	72.50	-
Commission & rebate	0.07	9.00
Bank Commission & charges	3.55	7.29
Other expenses	207.85	414.72
	<u>2,819.25</u>	<u>3,173.15</u>

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
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NOTE: 34 - CONTINGENT LIABILITIES AND COMMITMENTS

A. Contingent Liabilities

i. Demands disputed in appeals :		
(a) Income Tax	593.40	597.68
(b) Sales Tax/VAT	4,674.96	4,552.81
(c) Entry Tax	72.10	72.10
(d) Service Tax	511.06	575.96
ii. Corporate Guarantee given on behalf of Subsidiary (Ruchi Renewable Energy Pvt Ltd)	7,200.00	7,200.00
iii. Arrears of dividend on 54,60,613 6% non convertible cumulative redeemable preference shares of ₹ 100/- each	1,638.18	1,310.55
iv. Claims against the Company not acknowledged as debts	959.81	959.81

B. Capital commitments

Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances of ₹ 113.87 lacs previous year ₹ 343.20 lacs)	37.50	195.52
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NOTE 35 - PAYMENTS TO AUDITOR

	2019-2020	2018-2019
(a) For Statutory audit	5.25	4.50
(b) For Tax Audit	1.25	1.25
(c) For Other services	0.86	0.25
(d) For reimbursement of Expenses	0.05	0.02

NOTE 36 - DETAILS OF INVESTMENT IN PARTNERSHIP FIRM NARANG & RUCHI DEVELOPERS

(₹ in lacs)

Particulars	2019-2020		2018-2019	
	Balance in Capital Account	% age of share in Profit/loss	Balance in Capital Account	% age of share in Profit/loss
Naarang & Ruchi Developers				
Ruchi Infrastructure Ltd	984.71	70	972.62	70
Narang Developers Pvt Ltd	83.73	30	83.12	30

NOTE 37 - EARNING PER SHARE (EPS)

Particulars	2019-2020	2018-2019
Basic and diluted earnings per share :		
(a) Net Profit/(loss) after tax	(621.13)	(1,556.23)
(b) Less : Preference dividend including tax there on	327.64	394.34
(c) Profit/(loss) available for equity shareholders	(948.77)	(1,950.57)
(d) Weighted average number of equity shares	20,52,39,942	20,52,39,942
(e) Nominal value of ordinary share	1.00	1.00
(f) Basic and diluted earning per share	(0.46)	(0.95)

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note : 38

The outbreak of Coronavirus (Covid-19) pandemic globally and in India is causing economic disruption and slowdown of activities. Businesses are being forced to cease or limit their operations for long or indefinite period of time due to measures taken to contain the spread of the virus such as travel bans, quarantines, social distancing and closure of non essential services have caused significant disruption to businesses resulting in economic slowdown worldwide. Barring the initial week of the national lockdown, the operations of the Company have been largely regular as the services offered by the Company pertain to the essential category of Warehousing, storage of edible oils and generation of wind power through wind mills. The Company was able to successfully run its operations and was able to generate revenue with certainty of receipt.

Accordingly in assessing the recoverability of the Group's Current and Non Current assets, the Group has considered internal and external information upto the date of approval of these financial results. On the basis of such assessment of the future economic conditions the Group expects to recover the carrying amount of its assets.

NOTE: 39-

The Company has adopted Ind AS 116, which is effective from April 1, 2019 and applied the standard to its leases, using Modified Retrospective Approach. Accordingly the Company has not restated comparative information. Instead, the cumulative effect of initially applying the standard amounting to ₹110.17 lacs (net of tax) has been recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019.

The details of Maturity of lease liabilities as at March 31, 2020 are as under :

(₹ in lacs)

Particulars	
Less than one year	64.70
One to Five years	60.75
More than Five years	590.77
Total	716.22

Movement of Lease liabilities during the year ended March 31, 2020 :

Particulars	
Balance as at the beginning of the year	-
Additions	778.79
Repayment	62.56
Balance as at the end of the year	716.23

The Impact on the Profit & Loss for the year ended March 31,2020 is as follows :

Particulars	Amount without Ind As 116 application	Amount with Ind As 116 application	Impact on Profit /(loss) before taxes
Rent Expense	304.79	149.99	154.80
Depreciation	2,059.34	2,128.17	(68.83)
Finance Cost	1,584.01	1,677.47	(93.46)

Note: 40

The following charges created by various lenders on the Company's assets are not satisfied and are being shown as Outstanding as per records with the Ministry of Corporate Affairs. However entire amounts have been duly paid off by the Company.

Name of Lender	Amount for which Charge was created (₹ in lacs)	Year of Repayments
Industrial Development Bank of India	650.00	2005-2006
Axis Bank Ltd	35,500.00	2014-2015
Axis Bank Ltd	18,000.00	2014-2015

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

Note:41 -

Pursuant to Notification issued by the Government of India, during the year 2013-14 the Company has filed a claim for receipt of Export Incentive amounting to ₹ 2199.00 lacs with the Director General of Foreign Trade ("DGFT").

The Company's claim is under process with the DGFT and the said amount is shown under Other Receivables in note no 12.

Note: 42 -

The Company has invested ₹ 200.00 lacs in 2,00,000 6 % Non Convertible Redeemable Preference Shares of ₹ 100/- each issued by Ruchi Soya Industries Ltd. As per the resolution plan approved by the Hon'ble National Company Law Tribunal, Mumbai Bench these Preference shares stand fully cancelled and extinguished on December 17,2019. The Company has written off this investment and the same is disclosed as an Exceptional Item in the Statement of Profit and Loss.

Note: 43 - ASSETS CLASSIFIED AS HELD FOR SALE

The company has entered into agreements for sale of Land as under :

(₹ in lacs)

Details	Carrying Value	Advance amount Received	Expected date of Completion of sale
Description of Asset			
Freehold Land (refer note 1)			
Agreement dt 26/09/2019 for Sale of 11.73 acre of land at Kakinada, Andhra Pradesh	82.59	69.00	March 2021
Previous Year	212.38	96.00	

NOTE: 44 - DISCLOSURE AS PER IND AS 19 - EMPLOYEE BENEFITS

A. Gratuity

- The Company has opted for scheme with Life Insurance Corporation of India("LIC") to cover its liabilities towards employees gratuity. The annual premium paid to LIC is charged to Profit and Loss Account. The Company also carries out Actuarial valuation of gratuity using Projected Unit Credit Method as required by Ind As - 19 and the difference between fair value of plan assets and liability as per actuarial valuation as at the year end is recognised in statement of Profit and Loss.

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Particulars	(₹ in lacs)	
	As at March 31, 2020	As at March 31, 2019
1 Change in Present value of defined benefit obligation		
Present Value of Benefit obligation at the beginning of the period	116.96	116.00
Interest Cost/(income)	9.09	9.14
Current Service cost	9.11	7.43
Past Service Cost	-	-
Benefits Paid from fund	(15.55)	(32.90)
Remeasurement or actuarial (gain/loss) arising due to :		
Demographic Assumptions	12.37	-
Financial Assumptions	34.11	1.04
Experience adjustment	14.56	16.25
Present Value of Benefit obligation at the end of the period	180.65	116.96
2 Change in Fair Value of plan assets		
Fair Value of the plan assets at the beginning of the year	119.07	116.45
Interest Income	9.25	9.18
Contributions Paid by Employer	21.96	27.20
(Benefit Paid from Fund)	(15.55)	(32.90)
Return on Plan Assets Excluding Interest Income	(0.92)	(0.86)
Fair value of plan asset at the end of the year	133.81	119.07
3 Amount Recognised in Balance Sheet		
Present Value of benefit obligation at the end of the period	(180.65)	(116.96)
Fair Value of plan assets at the end of the Period	133.81	119.07
Funded Status (Surplus)/(Defecit)	(46.84)	2.11
Net (Liability)/asset recognised in the Balance Sheet	(46.84)	2.11
4 Net Interest Cost for Current Period		
Present Value of Benefit Obligation at the beginning of the period	116.96	116.00
Fair Value of the plan assets at the beginning of the period	(119.07)	(116.45)
Net Liability/(Asset) at the beginning of the period	(2.11)	(0.45)
Interest Cost	9.09	9.14
(Interest income)	(9.25)	(9.18)
Net Interest cost for the current period	(0.16)	(0.04)
5 Expense Recognised in Statement of Profit & Loss for current period		
Current Service Cost	9.11	7.43
Net Interest Cost	(0.16)	(0.04)
Past Service Cost	-	-
Expenses recognised in the statement of profit & loss	8.95	7.39
6 Expense Recognised in Other Comprehensive Income (OCI) for current period		
actuarial (gain)/loss on obligation for the period	61.04	17.29
Return on Plan Assets excluding interest income	0.92	0.86
Net (Income)/expense for the period recognized in OCI	61.96	18.15
7 Balance Sheet Reconciliation		
Opening Net Liability	(2.11)	(0.45)
Expenses recognised in Statement of Profit & Loss	8.95	7.39
Expenses recognised in OCI	61.96	18.15
(Employer's contribution)	(21.96)	(27.20)
Net Liability/(Asset) recognised in the Balance Sheet	46.84	(2.11)
8 Category of Assets		
Insurance Fund	133.81	119.07
Total	133.81	119.07

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(₹ in lacs)

Particulars	As at March 31, 2020	As at March 31, 2019
9 Other Details		
No of Active Members	126.00	125.00
Per month salary for active members	26.02	22.88
Weighted average duration of the Projected benefit obligation	8.00	10.00
Average expected future service	8.00	14.00
Projected Benefit obligation	180.65	116.96
Prescribed contribution for next year	26.02	7.00
10 Net Interest cost for the next year		
Present Value of Benefit obligation at the end of the period	180.65	116.96
(Fair value of plan assets at the end of the period)	(133.81)	(119.07)
Net Liability/(Asset) at the end of the period	46.84	(2.11)
Interest cost	11.85	9.09
(Interest income)	(8.88)	9.25
Net Interest cost for the next year	2.97	18.34
11 Expenses recognised in the Statement of Profit & Loss for next year		
Current Service Cost	13.64	9.11
Net Interest Cost	2.97	18.34
Expenses recognised	16.61	27.45
12 Maturity analysis of the benefit payments : From the Fund		
1st Following year	16.68	9.96
2nd Following year	14.08	3.57
3rd Following year	13.87	4.34
4th Following year	16.98	3.94
5th Following year	21.11	14.47
Sum of years 6 to 10	96.11	81.62
Sum of years 11 and above	121.52	137.38
13 Maturity analysis of the benefit payments : From the Employer		
1st Following year	-	-
2nd Following year	-	-
3rd Following year	-	-
4th Following year	-	-
5th Following year	-	-
Sum of years 6 to 10	-	-
Sum of years 11 and above	-	-
13 Sensitivity Analysis		
Defined benefit obligations on current assumptions	180.65	116.96
Delta effect of +1% Change in Rate of Discounting	(11.00)	(8.92)
Delta effect of -1% Change in Rate of Discounting	12.36	10.18
Delta effect of +1% Change in Rate of Salary increase	10.35	10.10
Delta effect of -1% Change in Rate of Salary increase	(9.77)	(9.22)
Delta effect of +1% Change in Rate of Employee Turnover	(0.68)	2.04
Delta effect of -1% Change in Rate of Employee Turnover	76.00	(2.27)
A. Actuarial Assumptions		
The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages)	March 31, 2020	March 31, 2019
Discount Rate	6.56%	7.77%
Salary Escalation Rate - Next two years	6.50%	5.00%
Salary Escalation Rate - 3rd year onwards	8.00%	-
Rate of return on plan assets	6.56%	7.77%
Attrition Rate	8.00%	2.00%
Mortality Rate	Indian Assured Lives Mortality (2006-2008)	Indian Assured Lives Mortality (2006-2008)

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

B. Leave Encashment

The liability in respect of leave encashment is determined using actuarial valuation carried out at at Balance sheet date. actuarial gains and losses are recognised in full in statement of Profit and Loss for the year in which they occur. Liability on account of Leave encashment as the year end ₹ 86.68 lacs (previous year ₹ 51.64 lacs).

C. Defined Contribution Plan - Post employment benefits

Contribution to defined contribution plans, recognised as expense for the year is as under :

Particulars	Year ended March 31,2020	Year ended March 31,2019
Employers Contribution to Provident Fund	21.36	18.22
Employers Contribution to Pension Fund	15.44	13.74
Total	36.80	31.96

NOTE: 45 - SEGMENT REPORTING

A. General Information

- (i) Factors used to identify the entity's reportable segments, including the basis of organisation Based on the criteria as mentioned in Ind As 108 "Operating Segment", the Company has identified its reportable segments as under :

Segment - 1 Trading

Segment - 2 Infrastructure

Segment - 3 Others

Segment - 4 Unallocable

The Company's operating segments are established on the basis of those components of the Company that are evaluated regularly by the Chief Operating Decision Maker in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal reporting system.

- ii) Following are the reporting segments

Reportable Segment	Description
Trading	Trading in various commodities, products
Infrastructure	Storage, Warehousing, Wind Energy
Others	Manufacturing of Soap
Unallocable	Activities not covered by above

- B. Segment revenue, results, segment assets and liability include respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un allocable corporate cost. Assets and Liabilities that cannot be allocated between segment are shown as un allocable corporate assets and liabilities respectively.

A. Primary Segment - Business Segment

(₹ in lacs)

Particulars	Trading	Infrastructure	Others	Unallocable	Total
Segment Revenue	3,020.84	5,384.06	205.70	-	8,610.60
	2,011.61	5,280.52	205.98	-	7,498.11
Segment Result before Finance Cost and Tax	(210.06)	2,029.76	44.99	(542.17)	1,322.52
	(789.63)	1,717.26	34.15	(867.36)	94.42
Finance Cost					1,677.47
					1,907.43
Profit Before Tax, Exceptional Items					(354.95)
					(1,813.01)
Exceptional Items					200.00
					-
Profit Before Tax					(554.95)
					(1,813.01)

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Particulars	Trading	Infrastructure	Others	Unallocable	Total
Provision for Taxes					
Current Tax					156.16
					2.55
Tax for earlier Year					-
					12.54
Deferred Tax					(89.97)
					(271.87)
Profit After Taxes					(621.14)
					(1,556.23)
Segment Assets	3,700.83	22,735.64	92.50	12,151.20	38,680.17
	3,837.96	23,299.39	223.52	15,798.74	43,159.61
Segment Liabilities	7,940.63	2,008.78	5.67	16,536.31	26,491.39
	7,892.54	1,134.35	378.44	20,726.98	30,132.31
Segment Depreciation	-	1,650.88	2.90	474.39	2,128.17
	-	1,632.83	0.34	550.56	2,183.73
Capital Expenditure	-	682.94	-	3.35	686.29
	-	1,477.99	7.02	0.34	1,485.35
Non Cash expenditure other than depreciation	-	-	-	-	-
	-	-	-	-	-

B. Secondary Segment - Geographical Segment

All Operating facilities of the Company are located in India

Particulars	2019-2020	2018-2019
Domestic Revenue	8,610.60	7,498.11
Export Revenue	-	-
Total Revenue	8,610.60	7,498.11

C. Revenue from Major Products

Particulars	2019-2020	2018-2019
1. Trading	3,020.84	2,011.61
2. Infrastructure		
i) Storage	2,317.85	2,150.00
ii) Warehousing	855.75	760.46
iii) Wind Energy	2,210.46	2,370.06
3. Others	205.70	205.98
Total Revenue	8,610.60	7,498.11

D. Revenue from Major customers

Revenue from customers exceeding 10% of the total revenue of the Company

Particulars	2019-2020	2018-2019
Segment		
Trading	3,020.84	1,873.95
Infrastructure	2,652.02	2,936.22
Others	132.92	-
Total	5,805.78	4,810.17

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

NOTE: 46 - RELATED PARTY DISCLOSURE AS PER IND AS -24

A. List of related parties With whom transaction have taken place

(i) Key managerial Person

Name of Person / entity	Relation
Mr. Narendra Shah	Executive Director
Mr. Ashish Mehta	Company Secretary
Mr. Ravindra Kumar Kakani	Chief Financial Officer

(ii) Entity where control exits.

Narang & Ruchi Developers	Associate
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(iii) Entity or close member's having significant influence and with whom transaction have taken place. - nil

Related party transactions (financial year 2019-2020 & previous year 2018-2019)

(₹ in lacs)

Nature of relationship	Associate	Key Management Personnel		
	Narang & Ruchi Developers	Narendra Shah	Ashish Mehta	Ravindra Kakani
Remuneration/Salary Paid	-	54.84	34.93	17.43
	-	58.18	37.98	15.42
Post Employment Benefits	-	-	2.88	1.43
	-	-	0.36	0.15
Share in Profit/(loss) of Partnership Firm	(0.96)	-	-	-
	(0.56)	-	-	-
Investment in Capital Account	13.05	-	-	-
	16.62	-	-	-
BALANCES AS AT THE YEAR END				
Investment	-	-	-	-
As at March 31, 2020	984.71	-	-	-
As at March 31, 2019	972.62	-	-	-

NOTE: 47 - TAX RECONCILIATION

(A) Tax Reconciliation Amounts recognised in Statement of profit and loss

(₹ in lacs)

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Current tax on profit for the year	156.16	2.55
Deferred tax	(89.97)	(271.87)
Tax expense for the year charged to the Profit and loss (a)	66.19	(269.32)
Deferred tax of amounts recognised in other comprehensive income (b)	25.06	84.12
Total Tax expenses for the year (a + b)	91.25	(185.20)

(B) Reconciliation of effective tax rate

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Profit before tax	(554.94)	(1,813.01)
Applicable Tax Rate	19.29%	19.24%
Computed Tax Expense	(107.05)	(348.82)
Tax effect of :		
Income/Expenses disallowed	302.67	(142.67)
Income/Expenses allowed	(39.45)	-
Deferred Tax on account of Property, Plant and Equipment and Intangible Assets	64.86	(24.85)
Deferred Tax on account of Financial Assets and Other Items	(154.84)	247.01
Tax Expenses recognised during the year	66.19	(269.33)
Effective Tax Rate	(11.93%)	14.86%

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(C) Movement in deferred tax balances

Particulars	As at April 1, 2019	Adjusted in Reserves	For the F.Y. 2019-2020		As at March 31, 2020
			Recognised in profit or loss	Recognised in OCI	
Deferred Tax Liabilities					
Depreciation	257.27	-	64.85	-	322.12
Total - Deferred Tax Liabilities	257.27	-	64.85	-	322.12
Deferred Tax Assets					
Provision for Doubtful debts	953.78	-	213.28		1,167.06
Carry forward of Business Loss	59.70	-	(59.70)	-	-
Fair valuation of Investment	58.39	-	-	7.82	66.21
Defined Employee Plan	4.90	-	-	17.24	22.14
Other Timing Difference	12.89	-	(0.17)	-	12.72
On Account of Lease liability	-	40.10	1.41		41.51
Total - Deferred Tax Assets	1,089.66	40.10	154.82	25.06	1,309.64
Net tax (Assets)/Liabilities	(832.39)	(40.10)	(89.97)	(25.06)	(987.52)

Movement in deferred tax balances

Particulars	As at April 1, 2018	Adjusted in Reserves	For the F.Y. 2018-2019		As at March 31, 2019
			Recognised in profit or loss	Recognised in OCI	
Deferred Tax Liabilities					
Depreciation	282.12		(24.85)	-	257.27
Fair valuation of Investment			-		-
Defined Employee Plan			-		-
Total - Deferred Tax Liabilities	282.12		(24.85)	-	257.27
Deferred Tax Assets					
Provision for Doubtful debts	766.15		187.63	-	953.78
Carry forward of Business Loss	-		59.70	-	59.70
Fair valuation of Investment	(20.68)			79.07	58.39
Defined Employee Plan	(0.15)			5.05	4.90
Other Timing Difference	13.20		(0.31)		12.89
Total - Deferred Tax Assets	758.52		247.02	84.12	1,089.66
Net tax (Assets)/Liabilities	(476.40)		(270.87)	(84.12)	(832.39)

NOTE - 48 - DETAILS OF GROUP COMPANIES

Ruchi Infrastructure Ltd ("The Company") has 3 Subsidiaries and 1 Associate ("The Group"), as given in the following table:

Name of Company/Firm	Relationship	Country of Incorporation	Percentage of ownership interest	
			As at March 31, 2020	As at March 31, 2019
Ruchi Renewable Energy Pvt Ltd	Subsidiary	India	100	100
Mangalore Liquid Impex Pvt Ltd	Subsidiary	India	98	98
Peninsular Tankers Pvt Ltd	Subsidiary	India	100	100
Narang and Ruchi Developers	Associate	India	90	90

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Additional information as required under Schedule III to the Companies Act, 2013 of enterprises consolidated as Subsidiaries / Associates/Joint Ventures.

Particulars	Net Assets (Total Assets less Total Liabilities)				Share in Profit and Loss				Share in Other comprehensive Income				Share in Total Comprehensive Income			
	As at March 31, 2020		As at March 31, 2019		Year ended March 31, 2020		Year ended March 31, 2019		Year ended March 31, 2020		Year ended March 31, 2019		Year ended March 31, 2020		Year ended March 31, 2019	
	As % age of Consolidated Net Asset	Amount	As % age of Consolidated Net Asset	Amount	As % age of Consolidated share in Profit and Loss	Amount	As % age of Consolidated share in Profit and Loss	Amount	As % age of Consolidated share in Other comprehensive Income	Amount	As % age of Consolidated share in Other comprehensive Income	Amount	As % age of Consolidated share in Other comprehensive Income	Amount	As % age of Consolidated share in Other comprehensive Income	Amount
Parent Company																
Ruchi Infrastructure Ltd	96.79	11,796.98	91.53	11,923.57	(3.40)	21.11	85.13	(1,324.89)	100.00	(107.21)	100.00	(687.57)	11.82	(86.10)	89.72	(2,013)
Subsidiaries																
1. Ruchi Renewable Energy Pvt Ltd	8.06	982.14	10.18	1,325.62	87.76	(545.08)	16.73	(260.34)	-	-	-	-	74.84	(545.08)	11.60	(260)
2. Mangalore Liquid Impex Pvt Ltd	(0.05)	(5.65)	0.25	32.89	(5.01)	31.14	1.20	(18.68)	-	-	-	-	(4.28)	31.14	0.83	(19)
3. Peninsular Tankers Pvt Ltd	6.66	811.51	7.21	939.82	20.66	(128.31)	(3.10)	48.25	-	-	-	-	17.62	(128.31)	(2.15)	48
Adjustments arising out of consolidation	(11.45)	(1,396.08)	(9.18)	(1,195.26)	0.10	(0.61)	(0.02)	0.37	-	-	-	-	0.08	(0.61)	(0.02)	0
Total of Subsidiaries	3.22	391.92	8.47	1,103.07	103.50	(642.86)	14.81	(230.40)	-	-	-	-	88.26	(642.86)	10.27	(230)
Associates																
Narang and Ruchi Developers	-	-	-	-	0.15	(0.96)	0.04	(0.57)	-	-	-	-	0.13	(0.96)	0.02	(0.56)
Adjustments arising out of associates	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total of Associates	-	-	-	-	0.15	(0.96)	0.04	(0.57)	-	-	-	-	0.13	(0.96)	0.02	(0.56)
Non controlling Interest in all Subsidiaries	(0.00)	(0.11)	0.01	0.66	(0.10)	0.62	0.02	(0.37)	-	-	-	-	(0.09)	0.62	0.05	(0.37)
Total	100.00	12,188.79	100.00	13,027.30	100.00	(621.13)	100.00	(1,556.23)	100.00	(107.21)	100.00	(687.57)	100	(728.34)	100	(2,243.80)

(₹ in lacs)

Notes

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NOTE: 49 - Financial instruments – Fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities if the carrying amount is a reasonable approximation of fair value. A substantial portion of the Company's long-term debt has been contracted at floating rates of interest, which are reset at short intervals. Accordingly, the carrying value of such long-term debt approximates fair value.

i) As at March 31, 2020

(₹ in lacs)

Particulars	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial assets								
(i) Investments	-	23.83	-	23.83	23.83	-	-	23.83
(ii) Trade receivables	-	-	3,115.22	3,115.22	-	-	-	-
(iii) Cash and cash equivalents	-	-	445.08	445.08	-	-	-	-
(iv) Bank Balance other than above	-	-	108.89	108.89	-	-	-	-
(v) Loans	-	-	917.90	917.90	-	-	-	-
(vi) Others	-	-	3,731.39	3,731.39	-	-	-	-
	-	23.83	8,318.48	8,342.31	23.83	-	-	23.83
Financial liabilities								
(i) Borrowings	-	-	16,269.45	16,269.45	-	-	-	-
(ii) Trade payables	-	-	8,209.28	8,209.28	-	-	-	-
(iii) Other Financial liability	-	-	915.32	915.32	-	-	-	-
	-	-	25,394.05	25,394.05	-	-	-	-

ii) As at March 31, 2019

(₹ in lacs)

Particulars	Carrying Amount				Fair Value			
	FVTPL	FVTOCI	Amortised Cost*	Total	Level 1	Level 2	Level 3	Total
Financial assets								
(i) Investments	-	94.14	200.00	294.14	94.14	-	-	94.14
(ii) Trade receivables	-	-	1,711.11	1,711.11	-	-	-	-
(iii) Cash and cash equivalents	-	-	298.31	298.31	-	-	-	-
(iv) Bank Balance other than above	-	-	92.26	92.26	-	-	-	-
(v) Loans	-	-	2,096.07	2,096.07	-	-	-	-
(vi) Others	-	-	4,802.49	4,802.49	-	-	-	-
	-	94.14	9,200.24	9,294.38	94.14	-	-	94.14
Financial liabilities								
(i) Borrowings	-	-	20,839.34	20,839.34	-	-	-	-
(ii) Trade payables	-	-	8,079.58	8,079.58	-	-	-	-
(iii) Other Financial liability	-	-	291.18	291.18	-	-	-	-
	-	-	29,210.10	29,210.10	-	-	-	-

*Excludes investment in Associate ₹ 984.71 lacs (previous year ₹ 972.62 lacs)

Notes

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B. Measurement of fair values

Valuation techniques and significant unobservable inputs :

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

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

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, as well as the significant unobservable inputs used.

Financial instruments measured at fair value

Type	Valuation technique
Open purchase and sale contracts	Based on commodity prices listed on stock exchange, and along with quotations from brokers and adjustments made for grade and location of commodity

NOTE - 50 FINANCIAL INSTRUMENTS - FAIR VALUES AND RISK MANAGEMENT

Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- (i) Market risk
 - (a) Currency risk;
 - (b) Interest rate risk;
- (ii) Credit risk ; and
- (iii) Liquidity risk ;

RISK MANAGEMENT FRAMEWORK

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of risks on its financial performance. The Company's risk management assessment policies and processes are established to identify and analyses the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. These policies and processes are reviewed by management regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee are responsible for overseeing these policies and processes.

(i) Market risk

Market risk is the risk of changes in the market prices on account of foreign exchange rates, interest rates and Commodity prices, which shall affect the Company's income or the value of its holdings of its financial instruments. The objective of market risk management is to manage and control market risk exposure within acceptable parameters, while optimising the returns

i(a) Foreign Currency risk

The fluctuation in foreign currency exchange rates may have impact on the profit and loss account, where any transaction has more than one currency or where assets/liabilities are denominated in a currency other than the functional currency of the entity.

Considering the countries and economic environment in which the Company operates, its operations are subject to risks arising from fluctuations in exchange rates in those countries. The risks primarily relate to fluctuations in U.S. dollar, against the functional currency.

The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. The Company does not use derivative financial instruments for trading or speculative purposes.

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Exposure to foreign currency risk

The summary quantitative data about the Company's exposure to currency risk as reported by the management of the Company is as follows:

Particulars	(₹ in lacs)	
	As at March 31, 2020 USD Exposure in INR	As at March 31, 2019 USD Exposure in INR
Receivable net exposure		
Trade receivables	3,981.27	3,653.07
Receivable net exposure	3,981.27	3,653.07
Payable net exposure		
Trade payables and other financial liabilities	-	15.70
Payable net exposure	-	15.70
Forward exchange contracts against imports and foreign currency payables	-	-
Payable net exposure	-	15.70
Total net exposure on Receivables/(Payables)	3,981.27	3,637.37

Sensitivity analysis

A 1% strengthening/weakening of the respective foreign currencies with respect to functional currency of Company would result in increase or decrease in profit or loss as shown in table below. The following analysis has been worked out based on the exposures as of the date of statements of financial position.

Effect in Indian Rupees	Profit/(Loss) March 31, 2020		Profit/(Loss) March 31, 2019	
	Strengthening	Weakening	Strengthening	Weakening
INR	(39.81)	39.81	(36.37)	36.37

i(b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to market risk for changes in interest rates relates to borrowings from financial institutions. The company's exposure to the risk of changes in market interest rates relates primarily to the borrowing from bank and financial institution. Currently Company is not using any mitigating factor to cover interest rate risk.

Interest rate risk exposure -variable rate

Particulars	As at March 31, 2020	As at March 31, 2019
Borrowing from bank	5,076.13	7,570.57
Borrowing from financial institution	5,202.21	7,433.17
	10,278.34	15,003.74

Interest rate sensitivity

A reasonably possible change of 1% in interest rates at the reporting date would have increased/(decreased) equity and profit or loss by amounts shown below. This analysis assumes that all other variables, in particular, foreign currency exchange rates, remain constant. This calculation also assumes that the change occurs at the balance sheet date and has been calculated based on risk exposures outstanding as at that date. The period end balances are not necessarily representative of the average debt outstanding during the period.

A. As at March 31, 2020

Particulars	Impact on Profit/(loss) before tax	
	1% Increase	1% Decrease
On account of Variable Rate Borrowings from Banks	(102.78)	102.78
Sensitivity	(102.78)	102.78

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B. As at March 31, 2019

(₹ in lacs)

Particulars	Impact on Profit/(loss) before tax	
	1% Increase	1% Decrease
On account of Variable Rate Borrowings from Banks	(150.04)	150.04
Sensitivity	(150.04)	150.04

(ii) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counter party to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customer. The Company establishes an allowance for doubtful debts and impairment that represents its estimate on expected loss model.

A. Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

Summary of the Company's exposure to credit risk by age of the outstanding from various customers is as follows:

Particulars	As at March 31, 2020	As at March 31, 2019
Past due but not impaired		
Past due 0–90 days	1,065.52	715.71
Past due 91–180 days	1,606.23	73.85
Past due more than 180 days	4,650.39	4,355.67
	7,322.14	5,145.23

Expected credit loss assessment for customers as at March 31, 2020, March 31, 2019

Exposures to customers outstanding at the end of each reporting period are reviewed by the Company to determine expected credit losses. Historical trends of impairment of trade receivables do not reflect any significant credit losses. Impaired amounts are based on lifetime expected losses based on the best estimate of the management. Further, management believes that the unimpaired amounts that are past due by more than 180 days are still collectible in full, based on historical payment behaviour and extensive analysis of customer credit risk. The impairment loss related to several customers that have defaulted on their payments to the Company and are not expected to be able to pay their outstanding balances, mainly due to economic circumstances.

The movement in the allowance for impairment in respect of trade and other receivables during the year was as follows.

Balance as at April 1, 2019	3,434.12
Provided during the year	846.77
Reversed during the year	73.97
Balance as at March 31, 2020	4,206.92
Balance as at April 1, 2018	2,312.85
Provided during the year	1,133.69
Reversed during the year	12.42
Balance as at March 31, 2019	3,434.12

B. Cash and cash equivalents

The Company holds cash and cash equivalents with credit worthy banks and financial institutions of ₹ 439.82 lacs as at March 31, 2020 (₹ 293.83 lacs as at March 31, 2019). The credit worthiness of such banks and financial institutions is evaluated by the management on an ongoing basis and is considered to be good.

C. Investments

The Company does not expect any losses from non-performance by these counter-parties apart from those already given in financials, and does not have any significant concentration of exposures to specific industry sectors or specific country risks.

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Financial instruments – Fair values and risk management

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation. The Company has obtained fund based lines from various banks. The Company also constantly monitors various funding options available in the debt and capital markets with a view to maintaining financial flexibility.

Exposure to liquidity risk

The table below analyses the Company's financial liabilities into relevant maturities groupings based on their contractual maturities for: * all non derivative financial liabilities* net and gross settled derivative financial instruments for which the contractual maturities are essential for the understanding of the timing of the cash flows.

As at March 31, 2020

(₹ in lacs)

Particulars	Carrying Amount	Contractual Cash Flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Secured term loans and borrowings	10,278.34	1,340.04	1,795.04	4,941.06	2,202.20
Unsecured term loans and borrowings	530.50	530.50	-	-	-
Redeemable preference shares	5,460.61	-	-	5,460.61	-
Trade payables	8,209.28	8,209.28	-	-	-
Other financial liabilities (repayable on demand)	915.32	263.80	18.28	42.46	590.78

As at March 31, 2019

Particulars	Carrying Amount	Contractual Cash Flows			
		1 year or less	1-2 years	2-5 years	More than 5 years
Non-derivative financial liabilities					
Secured term loans and borrowings	15,003.74	1,596.83	1,932.20	6,948.33	4,526.38
Unsecured term loans and borrowings	375.00	375.00	-	-	-
Redeemable preference shares	5,460.61	-	-	1,365.15	4,095.46
Trade payables	8,079.58	8,079.58	-	-	-
Other financial liabilities (repayable on demand)	291.18	291.18	-	-	-

Note:

The inflows/(outflows) disclosed in the above table represent the contractual undiscounted cash flows relating to derivative financial liabilities held for risk management purposes and which are not usually closed out before contractual maturity. The disclosure shows net cash flow amounts for derivatives that are net cash-settled and gross cash inflow and outflow amounts for derivatives that have simultaneous gross cash settlement

NOTE: 51 - CAPITAL MANAGEMENT

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Equity comprises of Equity share capital and other equity.

The Company's policy is to keep the ratio at optimum level. The Company's adjusted net debt to equity ratio was as follows.

Notes

FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

A.	Particulars	₹ in lacs	
		As at March 31, 2020	As at March 31, 2019
	Total liabilities (refer note 17, 22)	10,324.51	15,081.14
	Less : Cash and cash equivalent	445.08	298.31
	Adjusted net debt	9,879.43	14,782.83
	Total equity	12,188.79	13,027.30
	Adjusted net debt to adjusted equity ratio	0.81	1.13

B. Dividends
Amount of Dividends approved during the year by shareholders

Particulars	As at March 31, 2020		As at March 31, 2019	
	No. of Shares	₹ in lacs	No. of Shares	₹ in lacs
Equity Shares	20,52,39,942	-	20,52,39,942	-
Preference Shares	54,60,613	-	54,60,613	-

Note 52 -

Previous year's figures have been regrouped/rearranged wherever considered necessary.

As per our report of even date attached.

For ASHOK KHASGIWALA & CO. LLP
Chartered Accountants
(Firm Regn No. 000743C/0C400037)

CA Avinash Baxi
Partner
Membership No. 079722

Indore, June 29, 2020

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Ashish Mehta
Company Secretary

Narendra Shah
Executive Director
DIN 02143172

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Pursuant to requirements of first proviso to sub-section (3) of section 129 read with Rule 5 of Companies(Accounts) Rules, 2014.

Part A : Subsidiaries

(₹ in lacs)

Sr. No.		Subsidiary	Subsidiary	Subsidiary
1	Name of the Subsidiary	Peninsular Tankers Pvt Ltd	Mangalore Liquid Impex Pvt Ltd	Ruchi Renewable Energy Pvt Ltd
2	Reporting Period for the Subsidiary Concerned if different from holding Company's reporting period	Not Applicable	Not Applicable	Not Applicable
3	Reporting Currency and Exchange rate on the last date of the relevant Financial Year in the case of foreign Subsidiary	Not Applicable	Not Applicable	Not Applicable
4	Share Capital	700.00	1.00	922.99
5	Other Equity	111.51	(6.65)	59.14
6	Total Assets	2,123.18	1,109.41	6,822.97
7	Total Liabilities	2,123.18	1,109.41	6,822.97
8	Investments	-	-	-
9	Turnover	1,415.73	316.08	1,615.01
10	Profit before taxation	(120.37)	42.24	(545.08)
11	Provision for taxation	7.94	11.10	-
12	Profit after taxation	(128.31)	31.14	(545.08)
13	Proposed Dividend	-	-	-
14	% of shareholding	100%	98%	100%

- Notes : i. Names of Subsidiaries which are yet to commence Operations : Nil
ii. Names of Subsidiaries which have been liquidated or sold during the year : Nil

Part B : Associates and Joint ventures

Sr No	Name of Associates/Partnership firm	Narang & Ruchi Developers
1	Latest Audited Balance Sheet Date	Not Audited
2	Shares of Associate/Joint Venture held by the Company as on the year end	
	Nos	Not Applicable
	Amount of Investment in Associate/Joint Venture	₹ 984.71 lacs
	Extent of Holding % age	90%
3	Description of how there is significant influence	Due to majority shareholding
4	Reason why the associate/joint venture is not consolidated	Not Applicable
5	Networth attributable to Shareholding as per the latest audited balance sheet	₹ 961.59 lacs
6	Profit/Loss for the Year	₹ 1.36 lacs
	Considered for consolidation	₹ (0.96) lacs
	Not considered for consolidation	₹ (0.41) lacs
7	Names of associates or joint ventures which are yet to commence operations	Nil
8	Names of associates or joint ventures which have been liquidated or sold during the year	Nil

For and on behalf of the Board of Directors

Ravindra Kumar Kakani
Chief Financial Officer

Narendra Shah
Executive Director
DIN 02143172

Ashish Mehta
Company Secretary

Mohan Das Kabra
Director
DIN 07896243

Indore, June 29, 2020

Indore, June 29, 2020

If undelivered please return to :

Sarthak Global Limited
Registrar and Share Transfer Agent
(Unit : Ruchi Infrastructure Limited)
170/10, Flim Colony, R.N.T. Marg, Indore - 452001 Madhya Pradesh



Ruchi Infrastructure Limited

Registered Office :
706, Tulsiani Chambers, Nariman Point, Mumbai - 400021, Maharashtra
Tel: +91 22 49712051