

ARCEE INDUSTRIES LIMITED

Regd. Off. & Works : 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, INDIA

Ph. : 01662-276178 Mobile : 98120-20111/40111/40222 Fax : 01662-276145

E-Mail : arceehisar@arceegroup.com CIN: L29120HR1992PLC031681

August 27, 2019

Corporate Relationship Department
Bombay Stock Exchange
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001
Scrip Code : 520121

Sub: Regulation 34 -Annual Report for the Financial Year 2018-2019.

Dear Sir / Madam,

We wish to intimate hereby that **27th Annual General Meeting (AGM)** of the Company scheduled to be held on Saturday, September 28, 2019, at 9.00 A.M at the Registered Office of the Company 7th K.M Barwala Road , Talwandi Rana Hisar (Haryana) -125001.

Pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation , 2015 we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2018-2019.

This is for your kind information and records.

Thanking You,

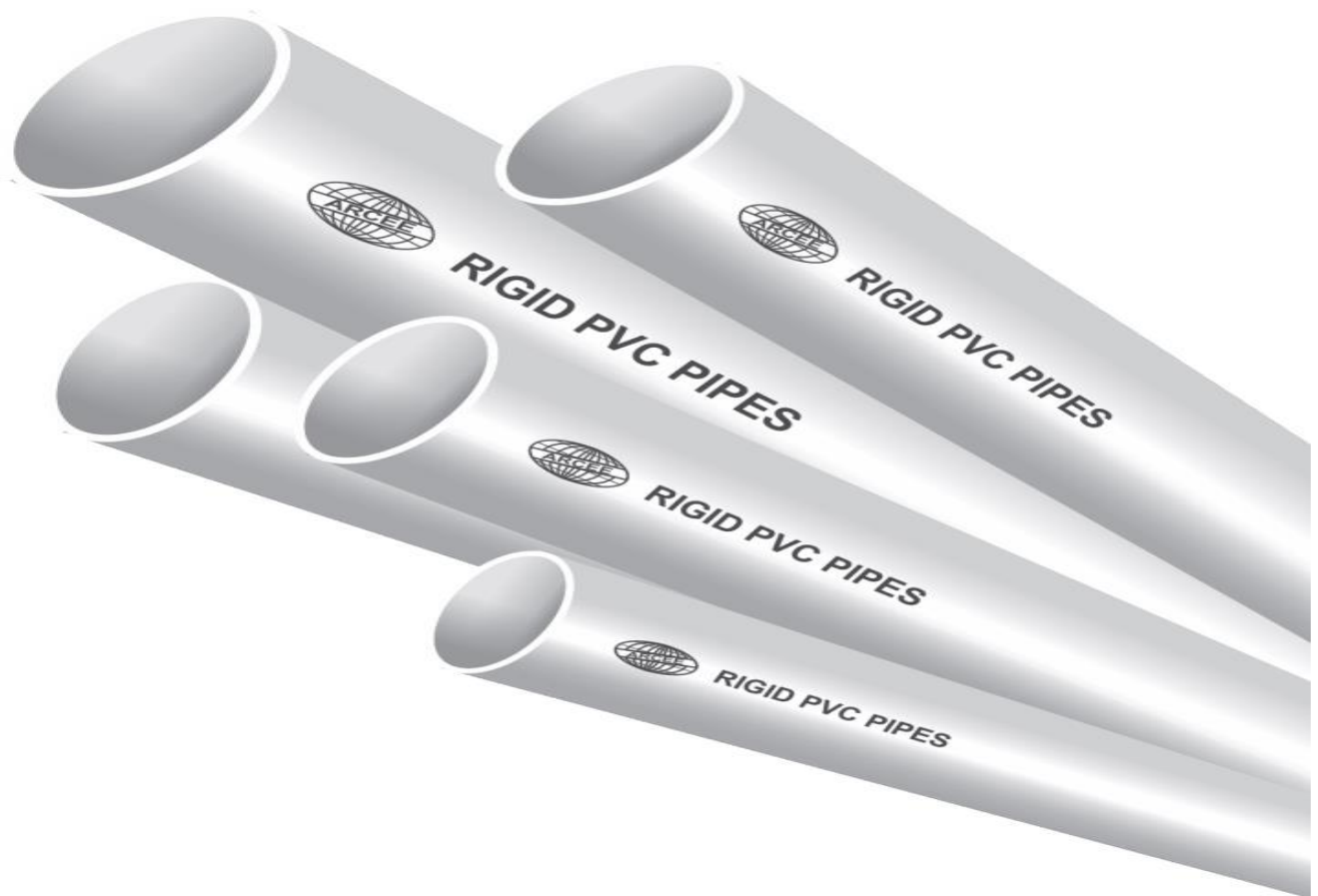
Yours faithfully,
For : ARCEE INDUSTRIES LIMITED




(VAIBHAV WADHWA)
COMPANY SECRETARY &
COMPLIANCE OFFICER

27th ANNUAL REPORT

2018-2019



 **ARCEE INDUSTRIES LIMITED**

BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNEL (KMP)

SMT. SHRUTI GUPTA	WHOLE TIME DIRECTOR (DIN – 01742368) w.e.f. 05.04.2019
SH. GOURAV JINDAL	DIRECTOR (DIN – 08382031) w.e.f. 05.04.2019
SH. S. P. KANODIA	DIRECTOR (DIN – 00284918)
SH. MANOJ GOYAL	DIRECTOR (DIN – 00067155)
SH. PANKAJ AGARWAL	DIRECTOR (DIN – 00020220)
SH. RAMESH CHANDER GUPTA	DIRECTOR (DIN - 00284823) Resign on 05.04.2019
SMT. KRISHNA GUPTA	WHOLE TIME DIRECTOR (DIN – 00284849) Resign on 05.04.2019

KMP OF THE COMPANY

MR. VAIBHAV WADHWA	COMPANY SECRETARY & COMPLIANCE OFFICER
MR. OM PARKASH	CHIEF FINANCIAL OFFICER

AUDITORS

M/S. JAIN MITTAL CHAUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
SCO - 144, 1ST FLOOR, RED SQUARE MARKET
HISAR – 125 001 (HARYANA)

REGD. OFFICE & WORKS

7th K.M. BARWALA ROAD
TALWANDI RANA
HISAR - 125 001 (HARYANA)
PH. : 98120-20111, 98120-40111
E-mail ID : arceeind@rediffmail.com

REGISTRAR & SHARE TRANSFER AGENT

MAS SERVICES LIMITED
T-34, 2ND FLOOR, OKHLA INDL. AREA
PHASE – II, NEW DELHI – 110 020
PH. : 011-26387281, 26387282
FAX : 011-26387384
E-mail ID : info@masserv.com

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NOTICE

NOTICE is hereby given that the **27thAnnual General Meeting (AGM) of ARCEE INDUSTRIES LIMITED** will be held on **Saturday, the 28th day of September, 2019** at 9:00 A.M. at its Registered office of the Company at 7th K.M. Barwala Road, Talwandi Rana, Hisar – 125001 to transact the following business :-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the Financial year ended **31st March, 2019**, the Reports of the Board Directors and Auditors' thereon.
2. To appoint a director in place of Sh. Gourav Jindal (DIN - 08382031), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Re-appointment of Sh. S. P. Kanodia (DIN:00284918) as an Independent Director of the company**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Sh. S. P. Kanodia (DIN:00284918)** Independent Non-Executive Director of the company Who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non - Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation".

RESOLVED FURTHER THAT pursuant to regulation 17(1)A of the SEBI (Listing Obligations and disclosure Requirements) Amendment Regulations, 2018 ("Amendment Regulations, 2018"), Sh. S. P. Kanodia (**DIN: 00284918**) on attaining the age of 75 (seventy Five years) on 05th February ,2023 during the above term of re appointment , the continuation of such appointment as an Independent Non-Executive Director of the company for 5 years on the same terms and conditions of such re appointment even after attaining the age of 75 years will be considered **as** Requisite approval from shareholders as required in the Amendment Regulations 2018,

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.

4. **Re-appointment of Sh. Manoj Goyal (DIN:00067155) as an Independent Director of the company.**

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Sh. Manoj Goyal (DIN : 00067155)**

Independent Non-Executive Director of the company Who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non - Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect.

5. Re-appointment of Sh. Pankaj Agarwal (DIN:00020220) as an Independent Director of the company.

To consider, and if thought fit, to pass, the following Resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, **Sh. Pankaj agarwal (DIN:00020220)**, Independent Non-Executive Director of the company Who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Non -Executive Director of the Company to hold office for second term of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and whose office shall not be liable to retire by rotation”.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect.

6. Appointment of Mr. Gourav Jindal (DIN: 08382031) as a Director of the Company

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

"**RESOLVED that Mr. Gourav Jindal (DIN:08382031)** who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 05, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

7. Appointment of Mrs. Shruti Gupta (DIN: 01742368) as a Director of the Company

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

"**RESOLVED that Mrs. Shruti Gupta (DIN: 01742368)** who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 05, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

8. **To appoint Mrs. Shruti Gupta (DIN: 01742368) as Whole Time Director of the Company**

To consider and if thought fit to pass with or without modification the following resolution as **Special Resolution** :-

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Shruti Gupta (DIN-0174268), as Whole-time Director of the Company, being liable to retire by rotation, for a period of three years with effect from 5 April , 2019 to 5 April , 2022 on the terms and conditions as specified herein-below, as follows:

- a) Salary: Rs. 50,000/- per month.
- b) Perquisites : As per Statutory Laws.

RESOLVED FURTHER that no sitting fees will be paid to Mrs. Shruti Gupta for attending meetings of the Board of Directors or any Committee thereof.

RESOLVED FURTHER that in the event of absence or inadequacy of profits in any financial year during the currency of the tenure of Mrs. Shruti Gupta as Whole-time Director of the Company aforesaid remuneration will be paid to her as minimum remuneration subject to the provisions of Schedule V of the Act and receipt of the requisite approvals, if any.

RESOLVED FUTHER that Mrs. Shruti Gupta, Whole-time Director on reappointment as a director liable to retire by rotation, shall continue to hold her office of Whole-time Director and the reappointment as such director shall not be deemed to constitute a break in her office of Whole-time Director.

RESOLVED FURTHER that Mrs. Shruti Gupta, shall perform such duties as shall be entrusted to her by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect.

BY ORDER OF THE BOARD

REGISTERED OFFICE

7th K.M. Barwala Road
Talwandi Rana, Hisar – 125001

Date : 13th August, 2019

CIN : L29120HR1992PLC031681
Phone : 98120-2011, 98120-40111
Email : arceind@rediffmail.com

Vaibhav Wadhwa
Company Secretary

NOTES:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy so appointed need not be a member of the Company.**
2. The instrument appointing a proxy, duly completed, should be received not less than 48 hours before the commencement of the meeting at the registered office of the Company in order to make the proxies effective. A person appointed as proxy shall act on behalf of not more than fifty members and holding in the aggregate not more than ten percent of total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorising their representative to attend and vote on their behalf at the meeting.
4. Members can inspect proxies lodged with the Company during the period from 24 hours before the meeting to the conclusion of the meeting by giving notice, in writing, at-least three days in advance.
5. Members/proxies/authorised representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. The register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
7. 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 the members at the AGM.
8. Members are advised to nominate a person in respect of all the shares held by them.
9. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA/Company, for consolidation into a single folio.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. The statement as per Section 102(1) of the Companies Act, 2013 with respect to the special businesses in this Notice is annexed herein-below.
12. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 20. The Company will also send communication relating to remote e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 18th September, 2019 to Saturday, 28th September, 2019 (both days inclusive).
14. All documents referred to in the Notice will be available for inspection at the Registered Office of the Company during business hours on working days up to the date of the AGM.

15. Members holding shares in dematerialized form are requested to update the details pertaining to their shareholding such as change of address/name, bank details, ECS mandate, nominations, power of attorney etc. with their Depository Participants. However the members who hold shares in physical form may write to the Company Secretary or RTA at M/S. Mas Services Limited, T-34, 2nd Floor, Okhla Indl. Area, Phase – II, New Delhi – 110020 PH.: 011-26387281, 26387282 E-mail ID: info@masserv.com
16. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical transfer of securities of listed entities shall not be processed from 1st April, 2019 onwards. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialized their holdings.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to Registrar and Share Transfer Agent or the Company.
18. 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.
19. The Notice of the AGM alongwith the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Instructions and other information relating to remote e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - II. The facility for voting through ballot paper system shall also be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through above voting system.
 - III. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 - IV. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.
 - V. The Board of Directors has appointed Mrs. Akanksha Chugh, Chartered Accountant (Membership No 078373), as Scrutinizer to scrutinise the remote e-voting and voting through ballot paper at the meeting in a fair and transparent manner.
 - VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 21st September, 2019 only shall be entitled to avail the facility of remote e-voting or voting by ballot paper at the meeting.

- VII. You can also update your mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 21st September, 2019.
- IX. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. 21st September, 2019 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- X. The remote e-voting period commences on 25th September, 2019 (9:00 A.M.) and ends on 27th September, 2019 (5:00 P.M.). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 21st September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- XI. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the meeting, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- XII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. September 28, 2019.
- XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.

20. The process and manner for remote e-voting are as under

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

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

4. Your User ID details are given below :

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

5. Your password details are given below :

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to akanksha_chugh@rediffmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot UserDetails/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

ANNEXURE TO THE NOTICE

Explanatory Statement

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

Item: 3:-Re-appointment of Sh. S. P. Kanodia as an Independent Non-Executive Director

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 22nd Annual General Meeting held on 30th September, 2014, Mr. S.P. Kanodia Jain was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Mr. S.P. Kanodia has completed his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. S.P. Kanodia, aged about 71 years, 18 Years experience in Jindal Aluminium Limited, Bangalore and 30 Years experience in Real Estate Business and Manufacturing of Steel Furniture. He is the Chairman of the Audit Committee and Nomination & Remuneration Committee of the Company and he holds the directorship in the following other companies:-

1. S.T. Unicom Pvt. Ltd. (CIN U51432WB2000PTC091949)
2. Kripa Kunj Pvt. Ltd. (CIN U70200WB2005PTC105518)
3. Mystic Metal Pvt. Ltd. (CIN U36102WB2005PTC106607)

He does not hold any share of the Company. He is on the board of the Company since December 17, 2004.

Nature of expertise in specific functional area: Accounts/Finance

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. S.P. Kanodia will attain the age of 75 years on 5th February, 2023 and hence continuation beyond 75 years requires the approval of members by way of a special resolution.

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 21st February, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure, the approval of the Members of the Company be and is hereby sought by way of passing the special resolution for re-appointment of Mr. S.P. Kanodia (DIN: 00284918) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 1st April, 2019 upto 31st March, 2024, who will also attain the age of 75 (seventy five) years on 5th February, 2023 during the above term of re-appointment, the continuation of such appointment for 5 years even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

Further Mr. S. P. Kanodia shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. S. P. Kanodia, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. S. P. Kanodia confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. S.P. Kanodia is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. S.P. Kanodia setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. S.P. Kanodia as an Independent Director of the Company.

Except Mr. S. P. Kanodia, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item: 4: Re-appointment of Sh. Manoj Goyal as an Independent Non-Executive Director

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 22nd Annual General Meeting held on 30th September, 2014, Mr. Manoj Goyal was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Mr. Manoj Goyal has completed his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Manoj Goyal, aged about 42 years, is a Businessman and was inducted into the Board of Directors on December 17, 2004. He is a graduate and has experience of over 17 years Operational Management and Finance.

He is the Chairman of the Stakeholders Relationship Committee of the Company and he holds the directorship in the following other companies:-

1. Shree Jagdambe Paper Mills Limited (CIN L22219DL1980PLC167850)
2. Shree Balaji Converter Pvt. Limited (CIN U27203DL1994PTC060943)
3. Bhaskar Paper Pvt. Limited (CIN U21000HR1982PTC014918)

He does not hold any share of the Company. He is on the board of the Company since December 17, 2004.

Nature of expertise in specific functional area: Operational Management and Finance

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 21st February, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure, the approval of the Members of the Company be and is hereby sought by way of passing the special resolution for re-appointment of Mr. Manoj Goyal (DIN-00067155) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 1st April, 2019 upto 31st March, 2024. Further Mr. Manoj Goyal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Manoj Goyal, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Manoj Goyal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Manoj Goyal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. Manoj Goyal setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Manoj Goyal as an Independent Director of the Company.

Except Mr. Manoj Goyal, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

Item: 5: Re-appointment of Sh. Pankaj Agarwal as an Independent Non-Executive Director

Pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, at the 22nd Annual General Meeting held on 30th September, 2014, Mr. Pankaj Agarwal was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years for a term upto 31st March, 2019. Since, Mr. Pankaj Agarwal has completed his initial term as an Independent Director of the Company on 31st March, 2019, he is eligible for re-appointment for one more term.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Pankaj Agarwal, aged about 43 years, is a Businessman and was inducted into the Board of Directors on December 17, 2004. He is a graduate and has experience of over 20 years.

He holds the directorship in the following other companies:-

1. Surya Maintenance Agency Pvt. Ltd. (U74999DL2003PTC118825)
2. Optibelt Pvt. Ltd. (U25199DL1997PTC090587)
3. Venus Agro Engineering Pvt. Ltd. (U29212DL2006PTC150719)
4. Vikas Planner Pvt. Ltd. (U45201DL2001PTC110851)
5. Sunrise Buildmore Pvt. Ltd. (U45201DL2005PTC138159)
6. Sunrise Febtech Pvt. Ltd. (U17299DL2005PTC138149)

He does not hold any share of the Company. He is on the board of the Company since December 17, 2004.

Nature of expertise in specific functional area: Accounting and Taxation

As per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 21st February, 2019, subject to approval of Members at this Annual General Meeting and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure, the approval of the Members of the Company be and is hereby sought by way of passing the special resolution for re-appointment of Mr. Pankaj Agarwal (DIN-00020220) as an Independent Non-Executive Director of the Company, for the second term of 5 (Five) years w.e.f. 1st April, 2019 upto 31st March, 2024.

Further Mr. Pankaj Agarwal shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The Company has received a declaration from Mr. Pankaj Agarwal, being eligible for re-appointment as Independent Director for the second term providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Pankaj Agarwal confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Pankaj Agarwal is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

A copy of the draft letter for re-appointment of Mr. Pankaj Agarwal setting out the terms and conditions of re-appointment is available for inspection between 11.00 a.m. to 1.00 p.m. during office hours on all working days except Sundays and Holidays at the Registered Office of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Pankaj Agarwal as an Independent Director of the Company.

Except Mr. Pankaj Agarwal, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5. This Explanatory Statement may also be regarded as an appropriate disclosure under the Listing Regulations

Item No. 6: Appointment of Mr Gourav Jindal as the Director of Company

The Board of Directors has appointed Mr. Gourav Jindal, as an Additional Director of the Company with effect from April 5, 2019, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Mr. Gourav Jindal is a Director in Arcee Ispat Udyog Limited company and does not hold membership of committees of the Company.

Profile of Mr. Gourav Jindal have been given in the Annexure to this notice.

Board recommends the resolution set forth in Item no.6 for the approval of the members.

Except Mr Gourav Jindal none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the said resolution Item no.6.

Item No. 7: Appointment of Mrs. Shruti Gupta as the Director of Company

The Board of Directors has appointed Mrs. Shruti Gupta as an Additional Director of the Company with effect from April 5, 2019, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, She holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, along with the requisite deposit.

Profile of Mrs. Shruti Gupta have been given in the Annexure to this notice.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution in Item No.7.

Board recommends the resolution set forth in Item no.7 for the approval of the members.

Item No. 8: Appointment of Mrs. Shruti Gupta as Whole Time Director of Company.

The Nomination and Remuneration Committee, in its meeting held on April 5, 2019 recommended and the Board of Directors, in its meeting held on April 5, 2019 approved the appointment of Mrs. Shruti Gupta (holding DIN 01742368), as Whole-time Director of the Company for a period of 3 years effective from April 5, 2019 to April 4, 2022 subject to approval of the Members of the Company by way of Special Resolution and subject to such other approvals as may be necessary, on terms and conditions as set out in the resolution.

Mrs. Shruti Gupta is not a Director in other company and does not hold membership of committees of the Company.

None of the Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution in Item No 8.

Board recommends the resolution set forth in Item no.8 for the approval of the members by way of Special Resolution.

The resolution read with explanatory statement should be considered as written memorandum, as required under the provisions of Section 190 of the Companies Act, 2013 setting out the terms of employment of Mrs. Shruti Gupta as Whole-time Director of the Company.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT 2013

I. GENERAL INFORMATION:

1) Nature of Industry

Manufacturing of PVC Pipes.

Date or expected date of commencement of commercial production

The Company was incorporated on May 27, 1992 and commenced its operations in Feb., 1994.

2) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable

3) Financial performance based on given indicators

(Rs. in Lacs)

	2018-2019	2017-2018
Revenue from Operation	0	0
Profit/(Loss) before depreciation, Interest & Taxes	11	3
Depreciation & Amortization Expenses	9	9
Finance Cost	-	-
Profit/(Loss) before Taxes	2	(6)
Provision of Tax/Tax Paid (Incl. Deferred Taxation)	-	-
Profit/(Loss) after Tax	2	(6)
Balance brought forward	(244)	(238)
Balance Carried to the Balance Sheet	(242)	(244)

4) Foreign investments or collaborators, if any

The Company has not any foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1) Background Details

Mrs. Shruti Gupta aged about 31 years is a Housewife.

2) Past Remuneration

Nil

3) Recognition or Awards

Nil

4) Job Profile and his Suitability

To look after the general affairs of the company.

5) Remuneration Proposed

The remuneration proposed is detailed in the resolution.

6) Comparative remuneration Profile with respect to Industry, size of the Company, profile of the position and person

The proposed remuneration is much below the prevailing remuneration in the industry of similar size for similarly placed persons.

7) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personal, if any

NIL

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits

- General Economy slowdown of the country at large
- Slack in demand due to lack of infrastructure projects;
- Pressure on pricing;
- High Interest rates.

2) Steps taken or proposed to be taken for improvement

- To launch new products;
- Reduce break-even;
- Enhance performance ethics;
- Specilisation.

3) Expected increase in productivity and profit in measurable terms

The company has squared up the working capital limits in October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank was not releasing the title deeds of property (Unit at 7th K M Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd. (Associate Concern of Arcee Industries Ltd) had been declared NPA. So the production has stopped since April 2016. Now the account of Arcee Ispat Udyog Ltd has been settled and title deeds of property have been released. Now the company is trying to avail working capital limit from bank to start the production.

IV. DISCLOSURES:

- 1) The remuneration package of Mrs. Shruti Gupta is given in the respective resolution.
- 2) The disclosures as required on all elements of remuneration, service contract details, stock option details, etc. are mentioned elsewhere in the explanatory statement forming part of the Notice and in the Corporate Governance Report section of the Annual Report.

BY ORDER OF THE BOARD

REGISTERED OFFICE

7th K.M. Barwala Road
Talwandi Rana, Hisar – 125 001

Date : 13th August, 2019

CIN : L29120HR1992PLC031681

Phone : 98120-2011, 98120-40111

Email : arceeind@rediffmail.com

**Vaibhav Wadhwa
Company Secretary**

ANNEXURE TO THE EXPLANATORY STATEMENT

PURSUANT TO REGULATION 36 OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / RE-APPOINTED IS FURNISHED BELOW:

Name of Director	Mr. S. P. Kanodia	Mr. Manoj Goyal	Mr. Pankaj Agarwal	Mr. Gourav Jindal	Mrs. Shruti Gupta
Directors Identification Number (DIN)	00284918	00067155	00020220	08382031	01742368
Age	71 Years	42 Years	43 Years	26 Years	31 Years
Qualification	Graduate	Graduate	Graduate	Graduate	MBA
Experience and expertise	18 Years experience in Jindal Aluminium Limited, Bangalore and 30 Years experience in Real Estate Business and Manufacturing of Steel Furniture having rich experience in accounts and finance	17 Years, expertise in Operational Management and Finance	20 Years, expertise in Accountancy and Taxation in steel industry	5 years experience in manufacturing of PVC Pipes and trading in steel tubes with rich experience in administration	5 Years experience in administration
Date of first Appointment on the Board of the Company	17/12/2004	17/12/2004	17/12/2004	05/04/2019	05/04/2019
Shareholding in Arcee Industries Limited	Nil	Nil	Nil	Nil	NIL
Terms and conditions of re-appointment	As per the resolution at item no. 3 of the Notice convening Annual General Meeting to be held on 28 th September 2019 read with explanatory statement thereto	As per the resolution at item no. 4 of the Notice convening Annual General Meeting to be held on 28 th September, 2019 read with explanatory statement thereto	As per the resolution at item no. 5 of the Notice convening Annual General Meeting to be held on 28 th September, 2019 read with explanatory statement thereto	As per the resolution at item no. 6 of the Notice convening Annual General Meeting to be held on 28 th September, 2019 read with explanatory statement thereto	As per the resolution at item no. 7&8 of the Notice convening Annual General Meeting to be held on 28 th September, 2019 read with explanatory statement thereto
Remuneration last drawn	Nil	Nil	Nil	Nil	Nil
Number of Meetings of the Board attended during the year	5 out of 5	5 out of 5	5 out of 5	N.A.	N.A.

List of Directorship held in other companies	1. S.T. Unicom Pvt. Ltd. 2. Kripa Kunj Pvt. Ltd. 3. Mystic Metal Pvt. Ltd.	1. Shree Jagdambe Paper Mills Limited 2. Shree Balaji Converter Pvt. Limited 3. Bhaskar Paper Pvt. Limited	1. Surya Maintenance Agency Pvt. Ltd. 2. Optibelt Pvt. Ltd. 3. Venus Agro Engg. Pvt. Ltd. 4. Vikas Planner Pvt. Ltd. 5. Sunrise Buildmore Pvt. Ltd. 6. Sunrise Febtech Pvt. Ltd.	1. Arcee Ispat Udyog Limited	N.A.
Membership / Chairmanship in Committees of other companies as on date	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance	Refer to Report on Corporate Governance
Relationships between Directors inter-se	Nil	Nil	Nil	Nil	Nil

DIRECTORS' REPORT

Dear Members,

Your directors have pleased to present '**27th ANNUAL REPORT**' and the Audited Financial Statement for the financial year ended 31st March, 2019.

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

	2018-2019	2017-2018
Revenue from Operation	0	0
Profit/(Loss) before depreciation, Interest & Taxes	11	3
Depreciation & Amortization Expenses	9	9
Finance Cost	-	-
Profit/(Loss) before Taxes	2	(6)
Provision of Tax/Tax Paid (Incl. Deferred Taxation)	-	-
Profit/(Loss) after Tax	2	(6)
Balance brought forward	(244)	(238)
Balance Carried to the Balance Sheet	(242)	(244)

BUSINESS PERFORMANCE

Your company has squared up the working capital limits in October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank was not releasing the title deeds of property (Unit at 7th K M Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd. (Associate Concern of Arcee Industries Ltd) had been declared NPA. So the production has stopped since April 2016. Now the account of Arcee Ispat Udyog Ltd has been settled and title deeds of property have been released. Now the company is trying to avail working capital limit from bank to start the production.

DIVIDEND

The Board does not recommend any dividend for the financial year ended 31st March, 2019.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 was Rs.5,13,87,770/-. During the year under review the company has not issued any shares or any convertible instruments.

CREDIT FACILITIES

The company has squared up the working capital limits during October, 2015 as per instruction of Punjab National Bank.

FIXED DEPOSITS

Your Company has not accepted any deposit within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rule, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees covered under the provisions of Section 186 of the Companies Act, 2013.

The details of the investments made by the Company, if any, are given in the notes to the financial statements.

MANAGEMENT DISCUSSION & ANALYSIS

Your company has squared up the working capital limits in October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank was not releasing the title deeds of property (Unit at 7th K M Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd. (Associate Concern of Arcee Industries Ltd) had been declared NPA. So the production has stopped since April 2016. Now the account of Arcee Ispat Udyog Ltd has been settled and title deeds of property have been released. Now the company is trying to avail working capital limit from bank to start the production.

The company has instituted adequate internal control procedure commensurate with the nature of its business and the size of its operations. Internal Audit is conducted at regular intervals and covers the key areas of operations. All significant audit observations and follow-up actions thereon are reported to the Audit Committee.

Your company's Industrial relations continued to be harmonious during the year under review. The focus is on maintaining employee motivation at a high level with stress on leadership development.

Estimates and expectations stated in this Management Discussion and Analysis may be "forward-looking statement" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expected or implied. Important factors that could make a difference to your Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets, changes in the Government regulations, tax laws, other statutes and other incidental factors.

CORPORATE SOCIAL RESPONSIBILITY

The company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of section 135 of the Companies Act, 2013 are not applicable.

HUMAN RESOURCES

Our underlying belief is that Human Resource Development today is about nurturing human resources and leveraging human capital towards the achievement of business goals. The Company is committed towards creation of opportunities for its employees that help attract, retain and develop a diverse workforce.

BUSINESS RISK MANAGEMENT

The Company has developed & implemented Risk Management Policy. However, Company has not come across any element of risk which may threaten the existence of the Company.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As required under section 177 (9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Boards and its Powers) 2014 and erstwhile Clause 49 of the Listing Agreement, the Company has adopted a policy on vigil mechanism/whistle blower. The policy provides direct access to the Chairman of the Audit Committee in case any employee should choose to report or bring up a complaint. Your company affirms that on one has been denied access to the Chairman of the Audit Committee and also that no complaints were received during the year.

INTERNAL FINANCIAL CONTROLS

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

DIRECTORS & KMP

In accordance with the provisions of the Act and the Articles of Association of the Company, Mr. Gourav Jindal (DIN - 08382031) Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

Further, the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 21ST February, 2019, have recommended and approved the re-appointment of Mr. S. P. Kanodia (DIN-00284918), Mr. Manoj Goyal (DIN-00067155) and Mr. Pankaj Aarwal (DIN-00020220), whose first term as Independent Directors of the Company has been expired on 31ST March 2019 as Independent Director for a second consecutive term for period of 5 (five) years w.e.f. 1ST April, 2019 upto 31ST March, 2024, subject to approval of Members at this ensuing Annual General Meeting of the Company.

Brief resume, nature of expertise, details of directorships held in other companies of the above Directors proposed to be re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard-2 and Regulation 36 of the Listing Regulations, is appended as an annexure to the Notice of the Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. All the Directors of the Company have confirmed that they are not disqualified from being appointed as directors in terms of Section 164 of the Companies Act, 2013.

Sh. Ramesh Chander Gupta (DIN-00284823) and Smt. Krishna Gupta (DIN-00284849) Directors of the Company has resigned from the Board of Directorship w.e.f. 05.04.2019. The Board of Directors convey their thanks for their valuable guidance during their tenure as Directors of the Company.

The board has appointed Mrs. Shruti Gupta & Mr. Gourav Jindal as Additional Director of Company w.e.f. 05.04.2019. Further Board has appointed Mrs. Shruti Gupta as Whole Time Director of the Company w.e.f. 05.04.2019.

During the year, the Board has appointed Mr. Vaibhav Wadhwa, as a Company Secretary and Compliance Officer of the Company w.e.f. 21 February, 2019.

BOARD EVALUATION

Pursuant to the provisions of companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

MEETINGS

During the year Five Board Meetings and one independent directors' meeting was held. The Details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, were adhered to while considering the time gap between two meetings.

AUDIT COMMITTEE

The Audit Committee consists of three Directors, all are the Independent Directors, namely Mr. S.P. Kanodia (Chairman), Mr. Manoj Goyal and Mr. Pankaj Agarwal as other members. All the recommendations made by the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee consists of three Directors, all are the Independent Directors, namely Mr. S.P. Kanodia (Chairman), Mr. Manoj Goyal and Mr. Pankaj Agarwal as other members.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with Section 134 (5) of Companies Act, 2013 the Board of Directors confirms that:

- a) in the preparation of the annual accounts for the year ended March 31, 2019 the applicable Indian accounting standards (IND-AS) read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

There were no material contracts or arrangements entered into by the Company in accordance with provisions of section 188 of the Companies Act, 2013.

All Related Party Transactions in usual course were placed before the Audit Committee as also the Board for approval.

None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

The details of related party transactions required under section 134(3)(h) read with rule 8 of the Companies (Accounts) Rules, 2014, is given in form AOC2 and the same is enclosed as Annexure- 4 .

MATERIAL CHANGES

Company has squared up the working capital limits in October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank was not releasing the title deeds of property (Unit at 7th K M Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd. (Associate Concern of Arcee Industries Ltd) had been declared NPA. So the production has stopped since April 2016. Now the account of Arcee Ispat Udyog Ltd has been settled and title deeds of property have been released. Now the company is trying to avail working capital limit from bank to start the production.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

STATUTORY AUDITORS

M/s. Jain Mittal Chaudhary & Associates, Chartered Accountants (Firm Registration No. 015140N), were appointed as Statutory Auditor of the Company at 25th Annual General Meeting held on September 29, 2017 to hold office till the conclusion of the 30th Annual General Meeting.

The Auditors' Report does not contain any qualification, reservation or adverse remark.

SECRETARIAL AUDITORS

Ms. Anju Jain, the Practicing Company Secretary was appointed by the Board as Secretarial Auditor, to conduct the Secretarial Audit of the Company for the financial year 2018-19.

The Secretarial Audit Report for financial year 2018-19 forms part of the Annual Report as **Annexure-1** to the Board's report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

The Board has appointed Ms Anju Jain, Practicing Company Secretary, as Secretarial Auditor of the Company for the financial year 2019-20 also.

INTERNAL AUDITORS

Pursuant to the provisions of Section 138 of the Act and the Companies (Accounts) Rules, 2014, on the recommendation of the Audit Committee, M/s. Akanksha Chug & Associates, Chartered Accountants was appointed by the Board of Directors to conduct internal audit for the financial year 2019-20.

AUDITORS OBSERVATIONS

The auditors observations being self explanatory, have been duly explained in the notes to the accounts.

INSURANCE

The Company's properties have been adequately insured.

COMPLIANCE OF GUIDELINES OF SEBI/STOCK EXCHANGE

We have duly complied with all the guidelines issued by SEBI/Stock Exchange.

CORPORATE GOVERNANCE

A Corporate Governance Report is annexed separately as a part of this report together with a certificate from the auditors of the company regarding compliance with the conditions of corporate governance.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure 2".

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT - 9 is annexed herewith as "Annexure 3".

PARTICULARS OF EMPLOYEES

There was no such employee of the Company who is covered under provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

SECRETARIAL STANDARDS OF ICSI

The Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

DISCLOSURE IN TERMS OF THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company takes all necessary measures to ensure a harassment-free workplace and has instituted a system for redressal of complaints and to prevent sexual harassment. During the year, there were no complaints relating to sexual harassment.

ACKNOWLEDGMENT

Your directors are pleased to place on record their sincere gratitude to the Government Authorities, Financial Institutions, Bankers, Shareholders, Customers, Dealers and Vendors for their continued and valuable co-operation and support to the Company.

Your directors express their deep appreciation for the devoted and sincere efforts put in by the members of the team at all levels of operations in the Company during the year. The company feels confident of continued co-operation and efforts from them in future also.

FOR AND ON BEHALF OF THE BOARD

REGISTERED OFFICE :

7th K.M. Barwala Road,
Talwandi Rana, Hisar – 125 001

Date : 13th August, 2019

CIN : L29120HR1992PLC031681

Phone : 98120-20111, 98120-40111

Email : arceeind@rediffmail.com

Shruti Gupta
(Whole Time Director)
DIN – 01742368

Gourav Jindal
(Director)
DIN – 08382031

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2019

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

To,
The Members
Arcee Industries Limited
7th K.M. Barwala Road, Talwandi Rana
Hisar – 125 001

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices **Arcee Industries Limited (L29120HR1992PLC031681)** (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 March 31, 2019 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

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

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**.

(vi) OTHER APPLICABLE ACTS;

- a. Factories Act, 1948;
- b. Industrial Disputes Act, 1947;
- c. Payment of Wages Act, 1936;
- d. The Minimum Wages Act, 1948;
- e. Employees' State Insurance Act, 1948;
- f. The Employees' Provident Fund and Miscellaneous Provisions Act, 1952;
- g. The Payment of Bonus Act, 1965;
- h. The Industrial Employment (Standing Orders) Act, 1946;
- i. Payment of Gratuity Act, 1972;
- j. The Workmen's Compensation Act, 1923;
- k. Air (Prevention & Control of Pollution) Act, 1981;
- l. Water (Prevention & Control of Pollution) Act, 1974;
- m. Hazardous Waste (Management & Handling) Rules, 1989;
- n. Manufacture, Storage and Import of Hazardous Chemical Rules, 1989;
- o. Environment (Protection) Act, 1986;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

MANAGEMENT RESPONSIBILITY

1. Maintenance of secretarial records 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 the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed 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. I have not examined any other specific laws except as mentioned above.
5. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis;
7. 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;

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 given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further

information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

CS Anju Jain
Company Secretary in Practice
ACS No.: 11056
C. P. No.: 2728

Place : Hisar

Date : 10th August, 2019

ANNEXURE – 2

A. CONSERVATION OF ENERGY

The following measures have been taken by the company for conservation of energy :-

- (i) Improving power factor by proper choice of capacitors from time to time depending upon the load.
- (ii) Utilizing the proper load of plant and equipments, electric motors etc.
- (iii) Reducing the maximum demand by properly distribution of load.

B. TECHNOLOGY ABSORPTION

- | | | |
|--|---|-----|
| 1. Efforts, in brief, made towards technology absorption, adaptation and innovation. |) | |
| |) | |
| 2. Benefits derived as a result of the above efforts, e.g., production, product development import substitution etc. |) | |
| |) | |
| 3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year following information may be furnished). |) | NIL |
| |) | |
| a) Technology imported. |) | |
| b) Year of import. |) | |
| c) Has technology been fully absorbed |) | |
| d) If not fully absorbed, areas where this has not taken place reasons therefore and future plans of action |) | |
| |) | |

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

- | | | |
|--|---|-----|
| a) Activities relating to exports; initiative taken to increase export; development of new export markets for products and services; and export plans. |) | NIL |
| |) | |
| b) Total foreign exchange used and earned |) | |

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the Financial Year ended on 31.03.2019 of Arcee Industries Limited [pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	L29120HR1992PLC031681
Registration Date	27.05.1992
Name of the Company	Arcee Industries Limited
Category/Sub-Category of the Company	Public Company, Limited by Shares
Address of the Registered Office & Contact details	7 th K.M. Barwala Road, Talwandi Rana Hisar – 125 001 (Haryana) Tel. No. : 01662-276178
Whether listed Company	Yes
Name, Address and Contact details of Registrar & Transfer Agents (RTA), if any	MAS Services Limited T-34, 2 nd Floor, Okhla Industrial Area Phase – II, New Delhi – 110 020 Tel. No. 011-26387281, 26387282

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of Main Products/Services	NIC Code of the Product/Service	% to total turnover of the company
1.	PVC Pipes	22207	100 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1.	ARCEE ISPAT UDYLG LTD. 7 th K.M. Barwala Road, Talwandi Rana, Hisar	U27106HR1987PLC030006	Associate Upto 01/10/2018	-	2(6)
2.	APL FINCAP LIMITED 71-72, Priti Nagar, Hisar	U65921HR1995PLC032593	Associate	-	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

S. No.	Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
(A)	Promoters									
1	Indian									
(a)	Individuals/HUF	79002	10700	89702	1.75	79002	10700	89702	1.75	Nil
(b)	Central Govt.									
(c)	State Govt. (s)									
(d)	Bodies Corporate	690605	1600	692205	13.47	690605	1600	692205	13.47	Nil
(e)	Banks/FI									
(f)	Any Other (specify)									
	Sub-Total (A)(1)	769607	12300	781907	15.22	769607	12300	781907	15.22	Nil
2	Foreign									
(a)	NRIs-Individual									
(b)	Other Individual									
(c)	Bodies Corporate									
(d)	Banks/FI									
(e)	Any Other (specify)									
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	Nil
	Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	769607	12300	781907	15.22	769607	12300	781907	15.22	Nil
(B)	Public Shareholding									
1	Institutions									
(a)	Mutual Funds									
(b)	Banks/FI									
(c)	Central Govt.									
(d)	State Govt. (s)									
(e)	Venture Capital Funds									
(f)	Insurance Companies									
(g)	FIs									
(h)	Foreign Venture Capital Funds									
(h)	Any Other (specify)									
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	Nil
2	Non-institutions									
(a)	Bodies Corporate									
i)	Indian	116990	36800	153790	2.99	115268	36800	152068	2.96	+0.03
ii)	Overseas									
(b)	Individuals									
i.	Individual shareholders holding nominal share capital up to Rs.2.00 Lakh.	1351785	1354516	2706301	52.66	1327471	1398266	2725737	53.04	-0.38
ii.	Individual shareholders holding nominal share capital in excess of Rs.2.00 Lakh.	1363453	125000	1488453	28.97	1346013	125000	1471013	28.63	+0.34
(c)	Any Other (specify)									
	N.R.I.	5000	-	5000	0.10	4700	-	4700	0.09	+0.01
	NBFC	100	-	100	-	-	-	-	-	-
	Clearing Members	3226	-	3226	0.06	3352	-	3352	0.06	-
	Sub-Total (B)(2)	2840554	1516316	4356870	84.78	2796804	1560066	4356870	84.78	-
	Total Public Shareholding (B)=(B)(1)+(B)(2)	2840554	1516316	4356870	84.78	2796804	1560066	4356870	84.78	-
(C)	Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	Nil
	Grand Total (A)+(B)+(C)	3610161	1528616	5138777	100.00	3566411	1572366	5138777	100.00	Nil

(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/emcumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged/emcumbered to total shares	
1	APL FINCAP LIMITED	691505	13.46	Nil	691505	13.46	Nil	Nil
2	RAMESH CHANDER GUPTA	21600	0.42	Nil	21600	0.42	Nil	Nil
3	KRISHNA GUPTA	3902	0.08	Nil	3902	0.08	Nil	Nil
4	RAMESH CHANDER GUPTA (HUF)	51000	0.99	Nil	51000	0.99	Nil	Nil
5	AKSHAT GUPTA	2500	0.05	Nil	2500	0.05	Nil	Nil
6	VIMAL KUMAR SINGAL	9400	0.19	Nil	9400	0.19	Nil	Nil
7	ARCEE ISPAT UDYOG LTD	700	0.01	Nil	700	0.01	Nil	Nil
8	KAMLESH SINGAL	400	0.01	Nil	400	0.01	Nil	Nil
9	BHAGWATI DEVI SINGAL	300	0.01	Nil	300	0.01	Nil	Nil
10	DEEPAK GUPTA	200	0.00	Nil	200	0.00	Nil	Nil
11	RUCHI GUPTA	100	0.00	Nil	100	0.00	Nil	Nil
12	SANTOSH GUPTA	100	0.00	Nil	100	0.00	Nil	Nil
13	S. C. GUPTA	200	0.00	Nil	200	0.00	Nil	Nil
	TOTAL	781907	15.22	Nil	781907	15.22	Nil	Nil

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

S. No.	Name of the Shareholder	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Sh. Ramesh Chander Gupta				
	at the beginning of the year	21600	0.42	21600	0.42
	Purchase during the year	-	-	21600	0.42
	Sale during the year	-	-	21600	0.42
	At the end of the year			21600	0.42
2	Smt. Krishna Gupta				
	at the beginning of the year	3902	0.08	3902	0.08
	Purchase during the year	-	-	3902	0.08
	Sale during the year	-	-	3902	0.08
	At the end of the year			3902	0.08
3	Sh. Akshat Gupta				
	at the beginning of the year	2500	0.05	2500	0.05
	Purchase during the year	-	-	2500	0.05
	Sale during the year	-	-	2500	0.05
	At the end of the year			2500	0.05

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

S. No.	Top 10 Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Harsha Bihani	240000	4.67	240000	4.67
2	Ashok Kumar Mittal	220399	4.29	236110	4.59
3	Manmohan Kumar Goyal	200000	3.89	200000	3.89
4	Rahul Mittal	103040	2.01	138631	2.70
5	Narendra Kumar Gadia	95401	1.86	95401	1.86
6	Madan Goyal	70051	1.36	70051	1.36
7	Mohinder Kumar Bansal	50000	0.97	50000	0.97
8	Sunil Kumar	50000	0.97	50000	0.97
9	Sahil Kansal	38200	0.74	38200	0.74
10	Rajender Prashad Aggarwal	-	-	33800	0.66
11	Rahul Mittal	35591	0.69	-	-

(v) Shareholding of Directors and Key Managerial Personnel

S. No.	For Each of the Directors and KMP	Shareholding at the beginning of the Year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Sh. Ramesh Chander Gupta				
	at the beginning of the year	21600	0.42	21600	0.42
	Purchase during the year	-	-	21600	0.42
	Sale during the year	-	-	21600	0.42
	At the end of the year			21600	0.42
2	Smt. Krishna Gupta				
	at the beginning of the year	3902	0.08	3902	0.08
	Purchase during the year	-	-	3902	0.08
	Sale during the year	-	-	3902	0.08
	At the end of the year			3902	0.08

Note: None of the Directors or KMPs other than the above hold any shares in the Company.

(V) INDEBTEDNESS**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i. Principal Amount	-	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	-	-	NIL

(VI) Remuneration of Directors and Key Managerial Personnel**a. Remuneration to Managing Director, Whole-time Director and/or Manager**

S. No.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Sh. Krishna Gupta, Whole Time Director	
1	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	-	-
	b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961	-	-
	c) Profits in lieu of salary u/s. 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- as % of Profit		
	- others, specify		
5	Others, please specify	-	-
	Total (A)	-	-

Remuneration to other Director

S. No.	Particulars of Remuneration	Name of Directors	Total Amount
1	Independent Directors a) Fee for attending board/committee meetings b) Commission c) Others, please specify	- - -	- - -
	Total (1)	-	-
2	Other Non-Executive Directors a) Fee for attending board/committee meetings b) Commission c) Others, please specify	- - -	- - -
	Total (2)	-	-
	Total (B) = (1+2)	-	-
	Total Managerial Remuneration	-	-

b. Remuneration to Key Managerial Personnel other than MD / Manager / WTD

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Sh. Om Parkash Chief Financial Officer	Mr. Vaibhav wadhwa Company Secretary	
1	Gross Salary a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961 b) Value of perquisites u/s. 17(2) of the Income Tax Act, 1961 c) Profits in lieu of salary u/s. 17(3) of the Income Tax Act, 1961	2,64,000	24,522	288,522
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of Profit - others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	2,64,000	24,522	288,522

(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			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014) This form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or Transactions not at arm's length basis : Nil
2. Details of material contracts or arrangement or transactions at arm's length basis.

The contracts or arrangement or transactions entered with the related parties during the financial year 2018-19 were not material and the same were disclosed in the notes to accounts forming part of the financial statements for the year ended 31st March 2019.

FOR AND ON BEHALF OF THE BOARD

Place : Hisar

Date : 13th August, 2019

**Shruti Gupta
(Whole Time Director)
DIN – 01742368**

**Gourav Jindal
(Director)
DIN – 08382031**

Corporate Governance Report for the Financial Year 2018-2019

A brief statement on Company's Philosophy on code of Governance :

The basic philosophy of corporate governance in the company is:-

- Fair and transparent business practices.
- Effective Management Control by Board.
- Compliance of laws.
- Transparent and timely disclosure of Financial and Management information.
- Adequate representation of Promoter, Executive and Independent Directors on the Board.
- Accountability for performance.

Board of Directors

The size and composition of the Board conforms to the requirements of erstwhile clause 49 of the Listing Agreement as well as regulation 17 of the SEBI (Listing Obligations and Disclosures) Regulations 2015.

During the Financial Year 2018-2019 the Board of Directors met 5 times on: 30.05.2018, 14.08.2018, 13.11.2018, 12.02.2019 & 21.02.2019.

Constitution of the Board and related information

Name of Director	Category	No. of Board Meetings Attended	Last Annual General Meeting Attended	No. of Outside Directorship held	No. of membership/ chairmanship in other Board Committee
Sh. Ramesh Chander Gupta * DIN – 00284823	Promoter and Chairman	5	Yes	1	Nil
Smt. Krishna Gupta * DIN - 00284849	Promoter and Whole Time Director	5	Yes	-	Nil
Sh. Satya Prakash Kanodia DIN - 00284918	Non-Promoter, Non-Executive, Independent	5	Yes	3	Nil
Sh. Manoj Goyal DIN - 00067155	Non-Promoter, Non-Executive, Independent	5	Yes	3	Nil
Sh. Pankaj Agarwal DIN - 00020220	Non-Promoter, Non-Executive, Independent	5	Yes	6	Nil

* Sh. Ramesh Chander Gupta & Smt. Krishna Gupta are related to each other.

During the Year, information as mentioned in part A of schedule II of SEBI (Listing Obligations and Disclosures) Regulations, 2015 requirements has been placed before the Board for its consideration.

The company has formulated a policy to familiarize the 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, etc., through various programmes.

Shareholding of Non-Executive Director

S. No.	Name of the Director	No. of Shares held
1	Smt. Krishna Gupta	3902
2	Sh. Satya Parkash Kanodia	Nil
3	Sh. Manoj Goyal	Nil
4	Sh. Pankaj Agarwal	Nil

Code of Conduct for Board members and Senior Management

The Board of Directors has laid down the code of conduct for all the Board members and members of the Senior Management of the Company. Additionally all independent directors of the company shall be bound by duties of independent directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct.

Conflict of Interests

Each Director informs the Company on an annual basis about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. The Members of the Board while discharging their duties, avoid conflict of interest in the decision making process. The Members of the Board restrict themselves from any discussions and voting in transactions in which they have concern or interest.

Insider Trading Code

The Company has adopted Code of Conduct for Prevention of Insider Trading in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Company has also formulated 'The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPS)' in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

Board Committees

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

Audit Committee

The Committee continues to perform its tasks under the Companies Act, 2013 as well as newly introduced SEBI (Listing Obligations and Disclosures) Regulations, 2015. The major tasks performed by the audit committee may be grouped under the following heads:-

Statutory audit, internal audit, reporting and other aspects

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.

- iv. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.
- vii. To review the functioning of the Whistle Blower mechanism.

Audit & other duties

- i. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ii. Discussion with internal auditors of any significant findings and follow up there on.
- iii. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- iv. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- v. To grant approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transactions subject to the approval of the Board.

The Audit Committee has three members viz. Sh. Satya Prakash Kanodia (Chairman), Sh. Manoj Goyal and Sh. Pankaj Agarwal. All Members of the Audit Committee are financially literate. The Compliance officer act as the Secretary to the Audit Committee.

During the Financial Year 2018-2019, the Audit Committee met 4 times on 30.05.2018, 14.08.2018, 13.11.2018 & 12.02.2019. The attendance of the members of the Committee is given below:

Committee Members	Category	No. of Audit Committee Meetings Attended
Sh. Satya Prakash Kanodia, Chairman	Non-Promoter, Non-Executive, Independent Director	4
Sh. Manoj Goyal, Member	Non-Promoter, Non-Executive, Independent Director	4
Sh. Pankaj Agarwal, Member	Non-Promoter, Non-Executive, Independent Director	4

Nomination and Remuneration Committee

The committee continues to perform its tasks under the Companies Act, 2013 as well as newly introduced SEBI (Listing Obligations and Disclosures) Regulations, 2015. The major tasks performed by the committee may be grouped under the following heads:-

The terms of reference of the committee are as follows:

- i. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising a policy on Board diversity;
- iv. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The workers at the factory as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

The Committee comprises of three members viz Sh. Satya Prakash Kanodia, Chairman, Sh. Manoj Goyal and Sh. Pankaj Agarwal as the other two members.

Nomination and Remuneration Committee Meeting (Attendance) : The committee met Two times during the year on 30.05.2018 & 21.02.2019 and was attended by all the three members.

Remuneration Policy: The Managerial Remuneration approved by the Board of Directors on the recommendation of Nomination and Remuneration Committee. The remuneration so approved is subject to the approval by the shareholders at the Annual General Meeting and such other authorities as the case may be. The Non-Executive Directors do not draw any remuneration from the company.

Remuneration paid to Smt. Krishna Gupta, Whole Time Director for the F.Y. 2018-2019

(Amount in Rs.)

Salary	Nil
Company's Contribution to PF	Nil

Note : None of the non-executive directors has any pecuniary relationship or transaction vis-à-vis the company.

Sh. Krishna Gupta, Whole Time Director of the company, has foregone her remuneration due to financial constraints being faced by the company.

Stakeholders Relationship Committee

The committee continues to perform its tasks under the Companies Act, 2013 as well as newly introduced SEBI (Listing Obligations and Disclosures) Regulations, 2015.

This committee has been formed to specifically focus on the services to shareholders/investors. The committee periodically reviews the services rendered to the shareholders particularly redressal of complaints of the shareholders like delay in transfer of shares, non-receipt of Annual Report, non receipt of declared dividends etc., and also the action taken by the Company on the above matters.

No complaints were received from the shareholders during the year.

The committee consists of the following Directors as its members:

1. Sh. Manoj Goyal – Chairman
2. Sh. Pankaj Agarwal – Member

The Committee met 4 times during the financial year ended 31st March, 2019, on 30.05.2018, 14.08.2018, 13.11.2018 & 12.02.2019. The attendance of the members of the Committee is given below:

Committee Members	Category	No. of Stakeholders Relationship Committee Meeting Attended
Sh. Manoj Goyal, Chairman	Non-Promoter, Non-Executive, Independent Director	4
Sh. Pankaj Agarwal, Member	Non-Promoter, Non-Executive, Independent Director	4

Independent Directors Meeting

During the year under review, the Independent Directors met on 21.02.2019, inter alia to discuss :-

- i. Review the performance of non-independent directors and the Board as a whole;
- ii. Review the performance of the chairperson of the company, taking into account the views of executive directors and non-executive directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

Policy for Preservation of Documents

In accordance with regulation 9 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the board has during the year adopted a policy for preservation of documents.

Policy for Determination of Materiality of the Disclosure of Events & Information

In accordance with regulation 30(4) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 a policy has been adopted regarding disclosures of any events or information which, in the opinion of the board of directors is material.

Archival Policy

In accordance with regulation 30(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 an archival policy has been adopted during the year.

Subsidiary Company

The Company does not have any subsidiary Company.

CEO/CFO Certification

The CEO/CFO of the Company have certified to the Board with regard to the compliance by them in terms of regulation 17(8) read with schedule II of part B of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company.

Disclosures

The Company has adopted a Related Party Transaction Policy. The transactions with related parties are monitored in accordance with the policy. There were no materially significant related party transactions that would have potential conflict with the interests of the Company at large. Details of related party transactions are given elsewhere in the Annual Report as per Accounting Standard AS-18.

It is confirmed that:

The company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the company, penalties, strictures imposed on the company by stock exchange or SEBI or any statutory, on any matter related to capital markets, during the last three years.

The company has ensured compliance with requirements specified in regulation 17 and 27 and clauses (b) to (i) of sub regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Compliances, rules & regulations as laid down by various statutory authorities has always been observed by the company since such change over both in letter as well as in spirit.

A Whistle Blower Policy is adopted by the Company, the whistle blower mechanism is in vogue and no personnel has been denied access to the Audit Committee.

All the mandatory requirements have been duly complied with.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the company at large.

Compliance with Accounting Standards

In the preparation of the financial statements, the company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act,2013 read with General Circular 8/2014 dated April 04,2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

Disclosure of Directors Inter-se Relationships

As on 31st March, 2019, Sh. Ramesh Chander Gupta & Smt. Krishna Gupta are related to each other, none of other Directors of the Company are related to each other.

General Body Meetings

The location, date and time, where last three Annual General Meetings were held:

Year	Location	Date	Time
2015-2016	7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001	Friday, 30.09.2016	10.00 A.M.
2016-2017	7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001	Friday, 29.09.2017	10.00 A.M.
2017-2018	7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001	Friday, 29.09.2018	10.00 A.M.

The details of special resolutions passed in the previous three Annual General Meetings:

Sr. No.	Date of AGM	Special Resolution
1	30.09.2016	None
2	29.09.2017	None
3	29.09.2018	One Special Resolution was passed

No resolution was passed through postal ballot last year.

Means of Communication

The Board of Directors of the Company approves and takes on record the annual, half-yearly and quarterly Financial Results in the proforma prescribed by the Stock Exchanges. These results are promptly submitted to BSE Limited, Mumbai, where shares of the company are listed. The same are also published in national and regional newspapers.

Annual reports in respect of each financial year are mailed to all shareholders in September of each calendar year. Each report contains the annual accounts of the company in respect of the financial year with the Directors' and Auditors' Reports. Also included in each Annual Report is the notice convening the Annual General Meeting, the Financial Year's Corporate Governance Report and the Cash Flow Statement together with the corresponding reports of the Auditors.

SEBI Complaints Redressal System (Scores):

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The company is in compliance with the SCORES and during the financial year, no complaint was reported.

General Shareholder Information

27th Annual General Meeting

Day, Date & Time	:	Saturday, 28th September, 2019 at 9:00 A.M.
Venue	:	7 th K.M. Barwala Road, Talwandi Rana, Hisar (Haryana)
Financial Year	:	April 1 to March 31
Date of Book Closure	:	18 th September, 2019 to 28 th September, 2019 (Both days inclusive)
Listing on Stock Exchange	:	BSE Limited, Mumbai
Stock Code	:	520121
Demat ISIN in NSDL & CDSL	:	INE276D01012
Financial Calendar	:	The Board of Director of the Company approves audited/unaudited results for each quarter within such number of days as may be prescribed under Listing Agreement/ SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 from time to time.

Market Price Data : High, Low during each month in the financial year 2018-2019:

MONTHS	HIGH PRICE	LOW PRICE
APRIL, 2018	1.65	1.58
MAY, 2018	1.51	1.50
JUNE, 2018	1.50	1.43
JULY, 2018	1.55	1.50
AUGUST, 2018	1.57	1.57
SEPTEMBER, 2018	1.68	1.60
OCTOBER, 2018	1.60	1.60
NOVEMBER, 2018	1.61	1.60
DECEMBER, 2018	-	-
JANUARY, 2019	1.61	1.60
FEBRUARY, 2019	-	-
MARCH, 2019	1.91	1.52

These data is from BSE Site : www.bseindia.com

Reconciliation of Share Capital Audit

A qualified Chartered Accountants carried out the Share Capital Reconciliation Audit to reconcile the total issued and paid up capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) with the total issued and listed capital. The audit confirms that the total issued/ paid up capital is in agreement with the total number of Shares in the physical form and the total number of dematerialized shares held with NSDL and CDSL.

Registrar & Transfer Agent (RTA)

All the works relating to the shares registry both for the shares held in the physical as well in the electronic form (demat) are being done at the single point and for this purpose SEBI Registered Category - I Registrar and Share Transfer Agent has been appointed w.e.f. 01/04/2003 whose address is under :-

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area
Phase-II, New Delhi – 110 020

Tel. No. : 011- 26387281, 26387282
Email : info@masserv.com

Share Transfer System

Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off-market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

MAS Services Limited, New Delhi handles the investor services of the Company and also share transfer related work in respect of shares held in physical form. Such transfers are registered within the stipulated time prescribed under applicable laws, if the documents are found correct and valid in all respects.

As per the requirement of clause 40 (9) & (10) of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, company has regularly obtained the necessary certificate from a company secretary in practice and submitted the same to BSE Limited on half-yearly basis, confirming due compliance of share transfer related activities by the Company.

As per the requirement of SEBI guidelines, the Company's shares are to be traded only in dematerialized form.

Distribution of Shareholding as on 31.03.2019:

No. of equity shares held	Total No of Share Holders	% of share holder	No. of shares held	% of share holding
Upto 5000	5111	83.390	1040471	20.247
5001 to 10000	574	9.365	484758	9.433
10001 to 20000	242	3.948	370289	7.206
20001 to 30000	65	1.061	167442	3.258
30001 to 40000	33	0.538	116382	2.265
40001 to 50000	24	0.392	111675	2.173
50001 to 100000	35	0.571	266028	5.177
100001 and above	45	0.734	2581732	50.240
TOTAL	6129	100.000	51,38,777	100.00

Shareholding Pattern as on 31.03.2019:

Category	No. of Shares	% of Paid-up Capital
Indian Promoters	781907	15.22
Private Corporate Bodies	153790	2.99
Individual	4194854	81.63
Non Resident Indian	5000	0.10
Clearing Members/House	3226	0.06
TOTAL	51,38,777	100.00

Dematerialisation of Shares : As on 31st March, 2019, 29,50,802 shares (57.42%) in NSDL and 6,59,359 shares (12.83%) in CDSL and 15,28,616 shares (29.75%) are in Physical Form.

E-voting :

E-voting is a common internet infrastructure that enables investors to vote electronically on resolutions of Companies. The Company will also have the E-voting facility for the items to be transacted at this AGM. The Ministry of Corporate Affairs has authorised NSDL and CDSL for setting up electronic platform to facilitate casting of votes in electronic form. The Company has entered into agreements with NSDL for availing E-voting facilities.

Plant Location : 7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001 (Haryana)

Address for Correspondence : Arcee Industries Limited
7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001 (Haryana)
CIN – L29120HR1992PLC031681
Ph. : 98120-20111, 98120-40111
Email : arceeind@rediffmail.com

Compliance Officer : The name and designation of the Compliance Officer of the company is Mr. Vaibhav Wadhwa.

Compliance : Compliance certificate obtained from the Auditors is attached to this report.

FOR AND ON BEHALF OF THE BOARD

REGISTERED OFFICE

7th K.M. Barwala Road
Talwandi Rana, Hisar – 125 001

Date : 13th August, 2019

CIN : L29120HR1992PLC031681
Phone : 98120-20111, 98120-40111
Email : arceeind@rediffmail.com

Shruti Gupta
(Whole Time Director)
DIN – 01742368

Gourav Jindal
(Director)
DIN – 08382031

TO WHOMSOEVER IT MAY CONCERN

I, Shruti Gupta, Whole Time Director of the Company, do hereby declare that all the Board Members and Senior Management personnel of the Company have affirmed their compliance on an annual basis with the code of conduct as laid down by the Company pursuant to the requirements of para D of Schedule V of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015.

Place : Hisar
Dated : 13th August, 2019

SHRUTI GUPTA
(Whole Time Director)
DIN – 01742368

**CERTIFICATE OF CHIEF EXECUTIVE OFFICER & CHIEF FINANCIAL OFFICER
Pursuant to Regulation 17 (8) read with schedule II part B of SEBI (Listing
Obligations & Disclosure Requirement) Regulations, 2015**

As required by Regulation 17 (8) read with schedule II part B of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, we hereby certify that:

We, Shruti Gupta, Whole Time Director & Om Parkash, CFO of ARCEE INDUSTRIES LIMITED certify that :

We have reviewed the financial statements and the Cash Flow Statement for the year ended 31st March, 2019 and to the best of our knowledge and belief :

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2019 which are fraudulent, illegal or volatile of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the Auditors and the Audit Committee :
 - a) There have been no Significant changes in internal control over financial reporting system during the year.
 - b) There have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements, if any; and
 - c) There have been no instances of fraud, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

PLACE : HISAR

Date : 30th May, 2019

**OM PRAKASH
(Chief Financial Officer)**

**SHRUTI GUPTA
(Whole Time Director)
DIN – 01742368**

SECRETARIAL AUDITORS' CERTIFICATE OF COMPLIANCES WITH THE CORPORATE GOVERNANCE

To,
The Members of
Arcee Industries Limited

We have examined the compliance of Corporate Governance by Arcee Industries Limited for the year ended on 31st March, 2019 as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations).

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the Listing Agreement and Regulations.

We state that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Stakeholders' Relationship Committee.

We 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.

CS Anju Jain
Company Secretary
ACS No.: 11056
C. P. No.: 2728

Place : Hisar
Date : 13th August, 2019

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,

The Members of
Arcee Industries Limited
7th K.m. Barwala Road, Talwandi Rana
Hisar-125001 (Haryana)

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Arcee Industries Limited having CIN: L29120HR1992PLC031681 and having registered office at 7th K.M. Barwala Road, Talwandi Rana, Hisar-125001 (Haryana) (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10 (i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	PANKAJ AGARWAL	00020220	17/12/2004
2	MANOJ GOYAL	00067155	17/12/2004
3	SATYA PRAKASH KANODIA	00284918	17/12/2004
4	SHRUTI GUPTA	01742368	05/04/2019
5	GOURAV JINDAL	08382031	05/04/2019

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

CS Anju Jain
Company Secretary in Practice
ACS No.: 11056
C. P. No.: 2728

Place : Hisar
Date : 10th August, 2019

INDEPENDENT AUDITORS' REPORT

To
The Members of Arcee Industries Limited

Report on the Audit of the Financial Statements

Opinion

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

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

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current 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. Based on the work during the year no such matter to be reported in this regard.

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:

1. 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.
2. 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.
3. 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 relevant books of account.
4. In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
5. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
6. 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

7. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

1. The Company does not have any pending litigations which would impact its financial position in its financial statements.
2. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
3. There has been no delay in transferring amounts, if any, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**FOR JAIN MITTAL CHAUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No.015140N**

Place : Hisar

Date : 30th May, 2019

**Sanjeev Jain
Partner
Membership No. 500771**

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Arcee Industries Limited of even date)

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 ARCEE INDUSTRIES LIMITED (the Company”) as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, 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 internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that:

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

**FOR JAIN MITTAL CHAUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No.015140N**

Place : Hisar

Date : 30th May, 2019

**Sanjeev Jain
Partner
Membership No. 500771**

ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 2 under 'Report on Other Legal & Regulatory Requirement' section of our report to the Members of **Arcee Industries Limited** of even date)

1. In respect of the Company's fixed assets:
 - a) The Company has maintained 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. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.
2. In respect of Inventory
 - a) The management has conducted the physical verification of inventory at reasonable intervals. In our opinion the frequency of verification is reasonable as per nature of its business.
 - b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - c) The company is maintaining proper records of inventory and no material discrepancies were noticed on verification of physical stock with the books of account.
3. The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2019 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
6. We have been informed that the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
7. According to the information and explanations given to us, in respect of statutory dues:
 - a) The Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2019 for a period of more than six months from the date on when they become payable.

8. According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
9. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
10. In our opinion and according to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer (including debt (instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
11. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
12. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
13. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
15. During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 (xiv) of the Order is not applicable to the Company.
16. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
17. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR JAIN MITTAL CHAUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No.015140N

Place : Hisar

Date : 30th May, 2019

Sanjeev Jain
Partner
Membership No. 500771

BALANCE SHEET AS AT 31ST MARCH, 2019

(Amount in Rs.)

PARTICULARS		NOTE NO.	As at 31.03.2019	As at 31.03.2018
I	ASSETS			
1	Non Current Assets			
a	Property Plant & Equipment	2	86,17,772	95,03,382
b	Capital Work in Progress		-	-
c	Intangible Assets	2	1	1
d	Financial Assets		-	-
e	Other Non Current Assets	3	15,04,177	31,50,638
f	Income Tax Assets (Deferred Tax Assets Net)	4	66,97,880	66,97,880
	Total Non-Current Assets		1,68,19,830	1,93,51,901
2	Current Assets			
a	Inventories	5	6,17,879	6,20,829
b	Financial Assets			
	i. Investments		-	-
	ii. Trade Receivable	6	47,75,443	47,75,443
	iii. Cash & Cash Equivalents	7	78,37,977	58,46,401
	iv. Bank Balances other than(iii) above		-	-
c	Other Current Assets		1,89,01,623	1,88,70,981
	Total Current Assets	8	3,21,32,922	3,01,13,654
	Total Assets		4,89,52,752	4,94,65,555
II	EQUITY & LIABILITIES			
1	Equity			
	i. Equity Share Capital	9	5,1387,770	5,13,87,770
	ii. Other Equity	10	(3,903,624)	(41,37,182)
	Total Equity		4,74,84,146	4,72,50,588
2	LIABILITIES			
	Non Current Liabilities			
a	Financial Liabilities			
	i. Borrowings		-	-
	ii. Other Financial Liabilities		-	-
b	Provisions		-	-
c	Deferred Tax Liabilities (Net)		-	-
d	Other Non Current Liabilities		-	-
	Total Non Current Liabilities		-	-
	Current Liabilities			
a	Financial Liabilities			
	i. Borrowings	11	-	-
	ii. Trade Payable	12	11,54,242	12,95,796
	iii. Other Financial Liabilities		-	-
b	Other Current Liabilities	13	3,14,364	9,19,171
c	Provisions	14	-	-
	Total Current Liabilities		14,68,606	22,14,967
	TOTAL EQUITY & LIABILITIES		4,89,52,752	4,94,65,555

Notes referred to above and notes attached thereto form an integral part of Financial Statements. This is the Balance Sheet referred to in our Report of even date.

As per our report of even date attached
For : JAIN MITTAL CHAUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 015140N

For and on behalf of Board of Director

Sanjeev Jain
Partner
Membership No.500771
Place : Hisar

Om Parkash
(CFO)

Vaibhav Wadhwa
(Company Secretary)

Shruti Gupta
(Whole Time Director)
DIN – 01742368

Gourav Jindal
(Director)
DIN – 08382031

Date : 30th May, 2019

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2019 (Amount in Rs.)

PARTICULARS		NOTE NO.	2018-2019	2017-2018
I	Revenue from Operation	15	-	-
II	Other Income	16	25,14,343	18,57,673
III	Total Income (I+II)		25,14,343	18,57,673
IV	Expenses :			
	Cost of Materials Consumed	17	-	-
	Purchases of Stock-in-trade			
	Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	18	-	-
	Excise Duty		-	-
	Employee Benefits Expenses	19	4,37,335	6,74,906
	Finance Cost	20	11,351	5,063
	Depreciation and amortization expenses	2	885,610	9,23,579
	Other Expenditure	21	946,489	8,57,902
	Total Expenses		22,80,785	24,61,450
V	Profit/(Loss) from Ordinary Activities before Exceptional items and tax (III-IV)		2,33,558	(6,03,777)
VI	Exceptional Items		-	-
VII	Profit/(Loss) from Ordinary Activities before tax (V-VI)		2,33,558	(6,03,777)
VIII	Tax Expenses			
	1. Current Tax		-	-
	2. Deferred Tax		-	-
IX	Net Profit/(Loss) for the period (VII-VIII)		2,33,558	(6,03,777)
X	Other comprehensive income, net of tax			
	1. Items that will not be reclassified to profit or loss		-	-
	2. Items that will be reclassified to profit or loss		-	-
XI	Total Comprehensive Income (IX+X)		2,33,558	(6,03,777)
XII	Earning per equity Share (Face Value Rs.10/-)			
	1. Basic		0.05	(0.12)
	2. Diluted		0.05	(0.12)

Notes referred to above and notes attached thereto form an integral part of Financial Statements. This is the Statement of profit & loss referred to in our report of even date.

As per our report of even date attached
For : JAIN MITTAL CHAUDHARY & ASSOCIATES
CHARTERED ACCOUNTANTS
Firm Registration No. 015140N

For and on behalf of Board of Director

Sanjeev Jain
Partner
Membership No.500771
Place : Hisar
Date : 30th May, 2019

Om Parkash
(CFO)

Vaibhav Wadhwa
(Company Secretary)

Shruti Gupta
(Whole Time Director)
DIN – 01742368

Gourav Jindal
(Director)
DIN – 08382031

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(Amount in Rs.)

	2018-2019	2017-2018
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before Tax	2,33,558	(6,03,777)
Adjustments for :		
Depreciation & Amortization	8,85,610	9,23,579
Financial Costs	11,351	5,063
(Profit)/Loss on sale of fixed assets	(17,58,477)	(6,83,632)
Investment in shares written off	225000	-
Operating profit/(Loss) before working capital changes	(4,02,958)	(3,58,767)
Changes in Working Capital		
Trade and other receivables	-	-
Inventories	2,950	11,399
Other Current Assets	(30,642)	(58,553)
Other Non Current Assets	5,29,238	8,14,158
Trade payables, Current Liabilities & Other Provisions	(7,46,361)	(8,54,225)
Cash generated from operations	(6,47,773)	(4,45,988)
Income Tax		-
Net Cash from operating activities -----→(A)	(6,47,773)	(4,45,988)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	-	-
Proceeds from Sale of Fixed assets	26,50,700	12,00,000
Dividend	-	-
Net Cash used in investing activities -----→(B)	26,50,700	12,00,000
C. CASH FLOW FROM FINANCING ACTIVITIES		
Financial Costs	(11,351)	(5,063)
Bank Borrowings - Working Capital	-	-
Repayment of Long Term Loan		
Net Cash used in financing activities -----→(C)	(11,351)	(5,063)
Net increase/(Decrease) in Cash and Cash equivalents -→(A+B+C)	19,91,576	7,48,949
Cash and Cash equivalents (Opening Balance)	58,46,401	50,97,452
Cash and Cash equivalents (Closing Balance)	78,37,977	58,46,401

Notes referred to above and notes attached thereto form an integral part of Financial Statements. This is the cash flow statement referred to in our report of even date.

As per our report of even date attached

For : JAIN MITTAL CHAUDHARY & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Registration No. 015140N

For and on behalf of Board of Director

Sanjeev Jain

Partner

Membership No.500771

Place : Hisar

Date : 30th May, 2019

Om Parkash

(CFO)

Vaibhav Wadhwa

(Company Secretary)

Shruti Gupta

(Whole Time Director)

DIN – 01742368

Gourav Jindal

(Director)

DIN – 08382031

ARCEE INDUSTRIES LIMITED						
STATEMENT OF CHANGES IN EQUITY						
A. EQUITY SHARE CAPITAL						
Particulars		Balance as at 01.04.2017	Changes in Equity Share Capital during the year	Balance as at 31.03.2018	Changes in Equity Share Capital during the year	Balance as at 31.03.2019
Equity Share Capital		51,387,770	-	51,387,770	-	51,387,770
B. OTHER EQUITY						
Particulars	RESERVE AND SURPLUS					Total
	Retained Earnings	Securities Premium	General Reserves	Share Option Outstanding	Other Comprehensive Income Reserve	
Balance as at 1 st April, 2017	(23,841,918)	-	20,308,513	-	-	(3,533,405)
Profit for the Year	(603,777)	-	-	-	-	(603,777)
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	(24,445,695)	-	20,308,513	-	-	(4,137,182)
Transaction with owners in their capacity as owners:						
Dividend Paid during the year	-	-	-	-	-	-
Tax on Dividend Paid	-	-	-	-	-	-
Balance as at 31st March, 2018	(24,445,695)	-	20,308,513	-	-	(4,137,182)
Balance as at 1 st April, 2018	(24,445,695)	-	20,308,513	-	-	(4,137,182)
Profit for the Year	233,558	-	-	-	-	233,558
Other Comprehensive Income	-	-	-	-	-	-
Total Comprehensive Income for the year	(24,212,137)	-	20,308,513	-	-	(3,903,624)
Transaction with owners in their capacity as owners:						
Dividend Paid during the year	-	-	-	-	-	-
Tax on Dividend Paid	-	-	-	-	-	-
Balance as at 31st March, 2019	(24,212,137)	-	20,308,513	-	-	(3,903,624)

NOTES FORMING PART OF FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared accordance with Indian Accounting Standards notified under The Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time). The Company prepared its financial statements in accordance with Accounting Standards notified under section 133 of The Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP).

The Financial Statements are prepared on accrual basis under the historical cost convention, except for certain Fixed Assets which are carried at revalued amounts.

USE OF ESTIMATES

The preparation of financial statements in conformity with Indian Accounting Standards requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenue and expenses during the year. Accounting Estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes and estimates are made as Management become aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be readily measured, regardless of when the payment is being made. Revenue is measured at fair value of the consideration received or receivable, after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as Goods and Services Tax. Revenue is recognized either in time or point of time, when (or as) the Company satisfies performance obligations by transferring the goods or services to its customers.

The company applies the revenue recognition criteria to each separately identifiable component of the sales transaction as mentioned in Statement of Profit & Loss.

Dividend Income is recognized when the right to received payment is established.

Interest Income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable.

FIXED ASSETS

- i. Tangible assets are stated at cost net of accumulated depreciation and accumulated impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition of its intended use. The costs comprises of the purchase price, borrowings costs if capitalization criteria are met and directly attributable costs of bringing the asset to its working condition for the intended use. Any trade discounts and rebates are deducted in arriving at the cost of the tangible asset. Any subsequent expenses related to a tangible asset is added to its book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance. All other day to day repairs and maintenance expenditure and the cost of replacing parts, are charged to the statement of profit and loss for the period during which such expenses are incurred.

NOTES FORMING PART OF FINANCIAL STATEMENTS

- ii. Cost of borrowing for assets taking substantial time to be ready for use is capitalized for the period up to the time the asset is ready for use.
- iii. Intangible assets are stated at cost of construction less accumulated amortized amount and accumulated impairment losses, if any.

DEPRECIATION AND AMORTIZATION

Depreciation on Property, Plant and Equipment is provided on Straight Line Method (SLM). Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013 except in respect of the following assets, where useful life is different than those prescribed in Schedule II are used. The residual value are not more than 5% of the original cost of the Asset. The Asset residual value, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

In respect of addition or extensions forming an integral part of existing assets and insurance spares, including incremental cost arising on account of translation of foreign currency liabilities for acquisition of Fixed Assets, depreciation is provided as aforesaid over the residual life of the respective assets.

EMPLOYEE BENEFITS

- i. **Short Term Employee Benefits** : Benefits payable to employees within 12 months of rendering services such as wages, salaries, bonus, paid annual leave, etc are classified as Short Term Employee Benefits and are recognized in the period in which the employee renders related services.
- ii. **Long Term/Post Employment/Termination Benefits** : The Company has taken an Employees Group Gratuity of LIC for meeting out the liability of Gratuity. Premium paid is debited as and when due. Actuarial Valuation is also kept in view for determining the liabilities, if any. Leave Encashment, if any, is accounted for on accrual basis.
- iii. **Provident Fund** : On the basis of payments/contributions made to the concerned Provident Fund authorities.

INVESTMENTS

Property that are held for long term rental yields or for Capital Appreciation or both is classified as Investment Property. Investment Property is measured at its cost, including related transaction cost and where applicable borrowing costs. Current investments are carried at lower of cost or quoted/fair value. Provision for diminution in the value of long term investments is made only if such a decline is other than temporary.

CASH AND CASH EQUIVALENTS

'Cash' comprises of cash on hand and demand deposits with Bank. 'Cash Equivalents' are short term, highly liquid investment, that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

EXPENDITURE

Expenses are accounted on the accrual basis and provisions are made for all known losses and liabilities.

NOTES FORMING PART OF FINANCIAL STATEMENTS

TAXES ON INCOME

Current Tax is determined as per the provisions of the Income-tax Act, 1961 in respect of taxable income for the year and based on the expected outcome of assessment /appeals.

Deferred Tax assets and liabilities are recognised on timing differences between accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date.

Deferred Tax assets, other than those arising on account of unabsorbed depreciation or carry forward of losses under tax laws, are recognised and carried forward subject to consideration of prudence only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

IMPAIRMENT OF ASSETS

An asset is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss of the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting periods is adjusted if there has been a change in the estimate of the recoverable amount.

BORROWING COSTS

Borrowing cost attributable to the acquisition or construction of a qualifying asset are capitalised as part of the cost of such asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing Cost consist of Interest, Other Cost that an entity incurs in connection with the borrowing of funds. Investment income earned on the temporary investment of specific borrowing pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.

FOREIGN CURRENCY TRANSACTION

There is no Foreign Currency Transaction during the year.

PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

A provision is recognized when the Company has a present obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made.

Contingent Liability is disclosed in case of a present obligation arising from past events when it is not probable that an outflow of resources will be required to settle the obligation, or a present obligation when no reliable estimate is possible, or a possible obligation arising from past events where the probability of outflow of resources is remote.

Contingent Assets are neither recognized nor disclosed.

NOTES FORMING PART OF FINANCIAL STATEMENTS

LEASES

For assets acquired under operating lease, rentals payable are charged to statement of profit and loss on a straight line basis over a lease term.

For assets acquired under finance lease, the assets are capitalized at lower of their respective fair value and present value of minimum lease payments after discounting them at an appropriate discount rate.

EVENTS OCCURRING AFTER THE DATE OF BALANCE SHEET

Material events occurring after date of Balance Sheet are taken into cognizance.

CASH FLOW STATEMENT

Cash Flows are reported using the indirect method, as set out in the Accounting Standard on Cash Flow Statement (AS-3) whereby profit/Loss before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

The Cash Flows from regular revenue generating; financing and investing activities of the company are segregated.

EARNING PER SHARE

Basic earnings/(Loss) per share are calculated by dividing the net profit/ (Loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year are adjusted for events of bonus issue to existing shareholders; share split; and reverse share split (consolidation of shares).

For the purpose of calculating diluted earnings/(Loss) per share, the net profit/(Loss) for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

SEGMENT INFORMATION

The company is engaged primarily in the business of Rigid PVC Pipes. The production facility is located at one place and the business is fully concentrated in India. As the basic of nature of these activities are governed by the same set of risks and returns, these have been grouped as a single business segment. Accordingly, segment reporting disclosure as envisaged in Accounting Standard (AS-17) "Segment Reporting", issued by the Institute of Chartered Accountants of India, is not applicable to the Company.

NOTES FORMING PART OF FINANCIAL STATEMENTS

NOTE 2										
FIXED ASSETS										
PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	AS ON	ADDITIONS	SALE/	AS ON	UP TO	FOR THE	TRANSFER/	UP TO	AS ON	AS ON
	01.04.2018		TRANSFER	31.03.2019	31.03.2018	YEAR	ADJUST.	31.03.2019	31.03.2019	31.03.2018
Land (freehold)	127,161	-	-	127,161	-	-	-	-	127,161	127,161
Land (leasehold)	701,111	-	-	701,111	158,819	7,081	-	165,900	535,211	542,292
Shed & building	5,054,596	-	-	5,054,596	3,971,259	148,427	-	4,119,686	934,910	1,083,337
Plant & machinery	42,686,517	-	-	42,686,517	35,090,517	727,859	-	35,818,376	6,868,141	7,596,000
Office equipments	136,677	-	-	136,677	129,843	-	-	129,843	6,834	6,834
Lab equipment	642,176	-	-	642,176	623,290	-	-	623,290	18,886	18,886
Furniture & fixture	560,530	-	-	560,530	550,075	-	-	550,075	10,455	10,455
Other Assets	15,600	-	-	15,600	12,578	2,243	-	14,821	779	3,022
Vehicles	2,496,340	-	-	2,496,340	2,381,223	-	-	2,381,223	115,116	115,117
Computer	174,185	-	-	174,185	173,906	-	-	173,906	279	279
Computer Software	24,500	-	-	24,500	24,499	-	-	24,499	1	1
TOTAL	52,619,393	-	-	52,619,393	43,116,010	885,610	-	44,001,620	8,617,773	9,503,384
PREVIOUS YEAR	53,279,908	-	660,515	52,619,393	42,579,911	923,579	387,480	43,116,010	9,503,384	10,699,997

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

	As at 31.03.2019	As at 31.03.2018
ASSETS		
NON-CURRENT ASSETS		
NOTE - 3 Other Non Current Assets		
Investments		
Long Term Investments - Unquoted		
Non Trade, At Cost : In Shares of Companies		
22,500 (Previous Year 22,500) Equity Shares of Phoenix Irrigation Ltd. of Rs.10/- each fully paid. (Company Strike Off during the year)	-	2,25,000
Sub Total (A)	-	2,25,000
Long Term Investment in Immovable Properties		
Shops (At Cost)	-	8,92,223
Sub Total (B)	-	8,92,223
Long Term Loans and Advance (unsecured – Considered Goods)	-	
Security and Earnest Money Deposit	15,04,177	20,33,415
Sub Total (C)	15,04,177	31,50,638
Total (A+B+C)	15,04,177	31,50,638
NOTE - 4 Deferred Tax Assets (Net)		
Fixed Assets	66,97,880	66,97,880
Total	66,97,880	66,97,880
CURRENT ASSETS		
NOTE – 5 Inventories		
Raw Material	95,362	95,362
Finished Goods	3,61,175	3,61,175
Scrap & By Product	1,46,622	1,46,622
Store & Spares	10,720	10,720
Others	4,000	6,950
Total	6,17,879	6,20,829

NOTES FORMING PART OF FINANCIAL STATEMENTS

Valuation Methodology

- i. Raw Materials are valued at cost comprising purchase price, freight and handling, non refundable taxes and duties and other directly attributable costs.
- ii. Finished Products are valued at lower of cost and net realizable value.
- iii. Scrap & By Products are valued at net realizable value.
- iv. Stores and Spares are valued at cost comprising of purchase price, freight and handling, non refundable taxes and duties and other directly attributable costs.

(Amount in Rs.)

	As at 31.03.2019	As at 31.03.2018
NOTE – 6 Trade Receivable (Unsecured – Considered Goods)		
Trade Receivables outstanding for a period less than six Months from the date they are due for payment	-	-
Trade Receivables outstanding for a period exceeding six months from the date they are due for payment	47,75,443	47,75,443
Total	47,75,443	47,75,443
NOTE – 7 Cash & Cash Equivalentents		
Balance with Banks - In Current Accounts	78,35,126	58,27,260
Cash in Hand	2,851	19,141
Total	78,37,977	58,46,401
NOTE – 8 Other Current Assets (Unsecured – Considered Goods)		
Advance to Suppliers	1,79,60,577	1,79,83,925
Cenvat	-	12,107
VAT/Sales Tax/Service Tax	-	13,703
Interest Receivable	5,31,318	5,31,318
TDS Refundable	1,54,728	74,928
Others	2,55,000	2,55,000
Total	1,89,01,623	1,88,70,981

NOTES FORMING PART OF FINANCIAL STATEMENTS

Particulars	As at 31.03.2019		As at 31.03.2018	
	No. of Shares	Amount	No. of shares	Amount
EQUITY & LIABILITIES				
EQUITY				
NOTE – 9 Equity Share Capital				
Authorised Capital				
Equity Shares of Rs.10/- each	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
Issued, Subscribed & Paid-up				
Equity Shares of Rs.10/- each	51,38,777	5,13,87,770	51,38,777	5,13,87,770
Reconciliation of number of Shares outstanding at the beginning & at the end of year				
At the beginning of the year	51,38,777	5,13,87,770	51,38,777	5,13,87,770
Movement during the period	-	-	-	-
Outstanding at the end of the year	51,38,777	5,13,87,770	51,38,777	5,13,87,770

The Company has not issued any bonus shares during the last five years.

The Company does not have any holding company or ultimate holding company.

The Company has only one class of shares issued and paid-up capital referred to as equity shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after payment of all external liabilities. The distribution will be in proportion to the number of equity shares held by the shareholders.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Shareholders holding Equity Shares more than 5% :

Particulars	As at 31.03.2019		As at 31.03.2018	
	Shares held	% of Total Shares	Shares held	% of Total Shares
APL FINCAP LIMITED	6,91,505	13.46	6,91,505	13.46

No Equity Shares have been reserved for issued under options and contracts/commitments for the sale of shares/disinvestment as at the Balance Sheet date.

No Equity Shares have been bought back by the Company during the period of 5 years preceding the date as at which the Balance Sheet is prepared.

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE – 10 Other Equity		
i. Capital Reserve	90,500	90,500
ii. General Reserve	2,02,18,013	2,02,18,013
iii. Surplus/(deficit) in the statement of Profit & Loss		
Opening Balance	(2,44,45,695)	(2,38,41,918)
Add : Profit/(Loss) for the current year	2,33,558	(6,03,777)
Sub Total	(2,42,12,137)	(2,44,45,695)
Total (i+ii+iii)	(39,03,624)	(41,37,182)
FINANCIAL LIABILITIES		
NOTE – 11 Borrowings	-	-
Total	-	-
NOTE – 12 Trade Payables		
- MSME	-	-
- Others	11,54,242	12,95,796
Total	11,54,242	12,95,796
NOTE – 13 Other Current Liabilities		
Expenses Payable	19,860	54,616
Salary, Bonus & PF Payable	42,265	4,78,484
Other Liabilities	2,50,739	3,86,071
TDS Payable	1500	-
Total	3,14,364	9,19,171
NOTE - 14 Provisions		
Provision	-	-
Total	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

	As at 31.03.2019	As at 31.03.2018
NOTE – 15 Revenue from Operation		
Sale of Product	-	-
Other Operative Revenue	-	-
Less : Excise Duty	-	-
Total	-	-
NOTE – 16 Other Income		
Profit on Sale of Assets	17,58,477	8,56,667
Misc. Income	-	2,50,873
Interest income	7,55,856	7,50,133
Total	25,14,333	18,57,673
NOTE – 17 Cost of Material Consumed		
Raw Material		
Opening Stock	95,362	95,362
Add : Purchases	-	-
Less : Closing Stock	95,362	95,362
Total	-	-
NOTE – 18 Increase/(Decrease) in Value of Stock		
Finished Goods		
Opening Stock	5,07,797	5,07,797
Closing Stock	5,07,797	5,07,797
Total	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

Particulars	As at 31.03.2019	As at 31.03.2018
NOTE – 19 Employee Benefit Expenses		
Salaries, Bonus & Allowances	3,94,022	5,96,731
Contribution to P.F. ESI and Gratuity Funds	30,600	52,700
Staff Welfare Expenses	12,713	25,475
Total	4,37,335	6,74,906
NOTE – 20 Finance Cost		
Interest	5,078	2,791
Bank Charges	6,273	2,272
Total	11,351	5,063
NOTE – 21 Other Expenditure		
Advertisement and Sales Promotions	44,288	41,859
Auditor's fees	15,000	15,000
Fee, Taxes & Subscription	3,76,800	3,67,829
Insurance	-	20,106
Lease Rent	900	900
Loss on sale of vehicle	-	1,73,035
Misc. Balance writ off	2,31,862	-
PF Admin. Expenses	3,835	4,718
Postage & Telephones	354	6,821
Power & Fuel	91,953	1,19,454
Printing & Stationery	-	22,300
Professional Charges	62,455	50,988
Repair to Machinery & Shed Building	-	22,300
Telephone Internet Exp.	12,000	12,000
Sale Tax/Service Tax/ED Paid	107,042	542
Vehicle upkeep	-	50
Total	9,46,489	8,57,902

NOTES FORMING PART OF FINANCIAL STATEMENTS

22. ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS

Deferred Tax

Deferred Taxation Assets and Deferred Taxation Liabilities have not been provided because there is no production or any manufacturing activities since April, 2016.

Disclosure required by AS-29 "Provisions, Contingent Liabilities and Contingent Assets" Movement in provisions:

Nil

Disclosure under Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

Dues in respect, Micro and Small enterprises are being regularly met as per agreed terms and, as such, there remains no liability towards interest. Principal amount/s remaining payable in respect of such parties, as at 31st March, 2019 amount to Rs. NIL (Previous Year Rs. NIL).

In compliance with Accounting Standard AS-28 relating to "Impairment of Assets", the company has reviewed the carrying amount of its fixed assets & Capital work in progress as at the end of the year. Based on the future strategic plans and the valuation report of the fixed assets of the company, no impairment of fixed assets & Capital work in progress has been envisaged at the balance sheet date.

Auditors Remuneration

(Amount in Rs.)

Particulars	2018-2019	2017-2018
Audit Fees & Certification	15,000	15,000

Related Parties Disclosures

Disclosures as required by the Accounting Standard (AS-24) - "Related Party Disclosures" are given below:

A) Associate Companies

- (i) Arcee Ispat Udyog Limited (Upto 01/10/2018) (ii) APL Fincap Limited

B) Key Management Personnel

- (i) Smt. Shruti Gupta, Whole Time Director (ii) Mr. Om Parkash, CFO
(iii) Mr. Vaibhav Wadhwa, Company Secretary & Compliance Officer.

NOTES FORMING PART OF FINANCIAL STATEMENTS

Disclosure on related party transactions:

(Amount in Rs.)

Transactions for the year ended 31.03.2019	Key Management Personnel		Associate Concerns	
	2018-2019	2017-2018	2018-2019	2017-2018
Managerial Remuneration (Salary & Company's contribution to Provident Fund)				
Mr. Om Parkash, CFO	2,64,000	2,64,000	-	-
Mr. Vaibhav Wadhwa, Company Secretary	24,522	-	-	-
Outstanding as on 31.03.2019				
Due to M/s. Arcee Ispat Udyog Ltd.,	-	-	11,37,334	12,87,334
Due from	-	-	-	-

Inventory related Details

A. FINISHED GOODS

	2018-2019	2017-2018
	RUPEES	RUPEES
OPENING STOCK		
PIPES	3,61,175	3,61,175
SCRAP	1,46,622	1,46,622
TURNOVER		
PIPES	0	0
SCRAP	0	0
CLOSING STOCK		
PIPES	3,61,175	3,61,175
SCRAP	1,46,622	1,46,622

B. CONSUMPTION OF RAW MATERIALS

PVC Resin	0	0
Cal. Carbonate	0	0
Chemicals	0	0

C. CIF VALUE OF IMPORTS

CIF Value of Imports	NIL	NIL
----------------------	-----	-----

D. COMPOSITION

	2018-2019		2017-2018	
	%	RUPEES	%	RUPEES
RAW MATERIAL				
Imported	-	-	-	-
Indigenous	100	-	100	-
STORE & SPARES				
Imported	-	-	-	-
Indigenous	100	-	100	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

Earning per Shares

(Amount in Rs.)

Particulars	2018-2019	2017-2018
Net Profit/(Loss) for the Year	2,33,558	(6,03,777)
Weighted Average Number of Equity Shares	51,38,777	51,38,777
Basic/Diluted EPS (Face Value Rs.10/- per Share)	0.05	(0.12)

Certain balances representing Debtors and Creditors, are subject to reconciliation and receipt of confirmations from parties, pursuant to confirmation requests sent by the company.

Figures for the year have been rounded-off to the nearest rupees.

Figures for the previous year figures have been reclassified / regrouped wherever required.

As per our report of even date attached

For : JAIN MITTAL CHAUDHARY & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Registration No. 015140N

For and on behalf of Board of Director

Sanjeev Jain

Partner

Membership No.500771

Hisar : 30th May, 2019

Om Parkash

(CFO)

Vaibhav Wadhwa

(Company Secretary)

Shruti Gupta

(Whole Time Director)

DIN – 01742368

Gourav Jindal

(Director)

DIN – 08382031

ARCEE INDUSTRIES LIMITED

Regd. Office & Works: 7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001 (Haryana)

PH No. 98120-20111, 98120-40111

CIN – L29120HR1992PLC031681, E-mail Id: arceeind@rediffmail.com

PROXY FORM

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

Name of the Member(s):	Folio No. :	
	DP ID :	
Registered Address :	Client ID :	
	e-mail ID :	

I/We, being member(s) of Shares of **ARCEE INDUSTRIES LIMITED** hereby appoint :

1. Mr./Ms. Address
having e-mail id Signature _____, or failing him
2. Mr./Ms. Address
having e-mail id Signature _____, or failing him
3. Mr./Ms. Address
having e-mail id Signature _____

as my/our proxy to attend and vote for me/us on my/our behalf at the **27th Annual General Meeting** of the Company to be held on Saturday, the 28th day of September, 2019 at 9:00 A.M. at its Regd. Office at 7thK.M. Barwala Road, Talwandi Rana, Hisar - 125001 and at any adjournment thereof in respect of such resolutions as indicated below:

Sr. No.	Resolutions to be passed in the meeting	For	Against
1	Adoption of Audited Financial Statement for the year ended 31st March 2019 together with the Reports of the Board of Directors and the Auditors thereon.		
2	Appointment of director in place of Sh. Gourav Jindal (DIN - 08382031), who retires by rotation and being eligible, offers himself for re-appointment		
3	Re-appointment of Sh. S. P. Kanodia (DIN: 00284918) as an Independent Director of the company (Special Resolution)		
4	Re-appointment of Sh. Manoj Goyal (DIN: 00067155) as an Independent Director of the company (Special Resolution)		
5	Re-appointment of Sh. Pankaj Agarwal (DIN: 00020220) as an Independent Director of the company (Special Resolution)		
6	Appointment of Sh. Gourav Jindal (DIN:08382031) as a Director of the Company		
7	Appointment of Smt. Shruti Gupta (DIN : 01742368) as a Director of the Company		
8	Appointment of Smt. Shruti Gupta (DIN : 01742368) as Whole Time Director of the Company (Special Resolution)		

Signed this _____ Day of _____, 2019

AFFIX ONE
RUPEE
REVENUE
STAMP

Signature of the Shareholder

Notes:

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

ARCEE INDUSTRIES LIMITED

Regd. Office & Works: 7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001 (Haryana)

PH No. 98120-20111, 98120-40111

CIN – L29120HR1992PLC031681, E-mail Id: arceeind@rediffmail.com

ATTENDANCE SLIP

(Please complete this slip and hand it over at the entrance of the Meeting Hall)

I/We, hereby record my/our presence at the 27th Annual General Meeting of the Company to be held on Saturday, 28, September 2019 at 9:00 A.M. at its registered office at 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, (Haryana).

Name of the Member(s)/ Proxy*:		Folio No. :	
		DP ID :	
Registered Address :		Client ID :	
		e-mail ID :	

*(Strike out whichever is Not Applicable)

(Signature of the Shareholder/Proxy)