



RAJ OIL MILLS LTD.

September 06, 2019

To,

BSE Limited Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400 001	National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai -400 051
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Dear Sir/ Madam,

Subject: - Annual Report for the Financial Year 2018-19 along with the Notice of the Annual General Meeting ("the AGM")

Pursuant to the provisions of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith soft copy of the Annual Report for the Financial Year 2018-2019 along with the Notice of the AGM to be held on September 30, 2019.

Request you to kindly take this letter on record and acknowledge the receipt.

Thanking you.

For Raj Oil Mills Limited



Ankit Kumar Jain ((M.N.: 54805)

Company Secretary & Compliance officer

NEW THINKING, ENDLESS POSSIBILITIES.

17th Annual Report 2018-2019



RAJ OIL MILLS LTD.

— Purity. Since 1943 —





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CORPORATE INFORMATION

Parvez Shafee Ahmed Shaikh

Chairman (Whole Time Director)

Sufyan Abdul Razak Maknoja

Managing Director

Tabrez Shafiahmed Shaikh

Whole Time Director

(Appointed on 03rd April, 2019)

Atikurraheman Daudbhai Mukhi

Whole Time Director

(Appointed on 03rd April, 2019)

Abdulqadir Shafatali Chaudhary

Non-Executive Independent Director

Huzefa Dawood Ghadiali

Non-Executive Independent Director

(Appointed on 03rd April, 2019)

Lucky Kulkarni

Non-Executive Independent Director

(Appointed on 03rd April, 2019)

Siraj Umar Furniturewala

Non-Executive Independent Director

(Appointed on 03rd April, 2019)

Chief Financial Officer

Sanjay Kumar Samantaray

Company Secretary

Ankit Kumar Jain

Registered Office

224-230, Bellasis Road

Mumbai- 400008

Plant Location

Manor, Dist. Thane

Ten Village, (Manor), Tal. Palghar

Maharashtra – 401104

Registrar and Transfer Agent

Bigshare Services Private Limited

E-2/3, Ansa Industrial Estate

Sakivihar Road, Saki Naka,

Andheri (East), Mumbai – 400072

Banker

Union Bank of India

Bank of India

Bank of Baroda

Secretarial Auditor

Amit R. Dadheech & Associates

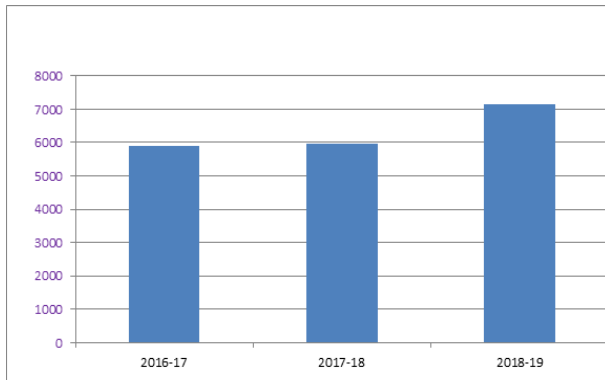
Company Secretaries,

Mumbai

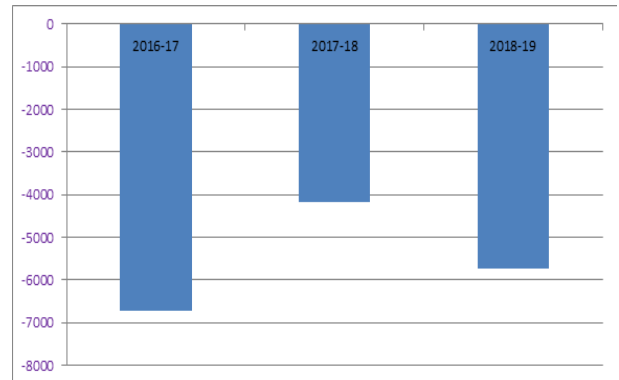


FINANCIAL HIGHLIGHTS

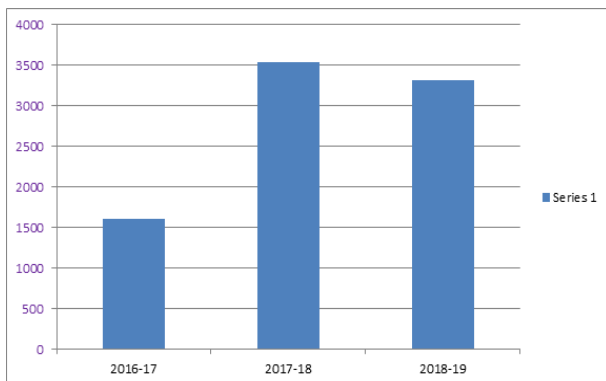
Revenue from Operations (Rs. in Lakhs)



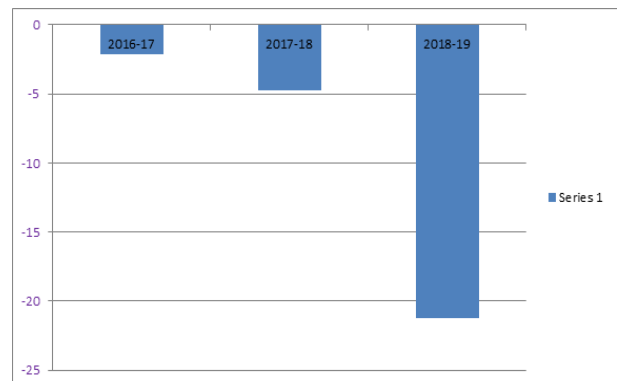
Profit before Tax and Exceptional Item (Rs. in Lakhs)



Profit after Tax and Exceptional Item (Rs. in Lakhs)



Earning per Share in Rupees





NOTICE

The **SEVENTEENTH ANNUAL GENERAL MEETING** of the Members of **RAJ OIL MILLS LIMITED** will be held on Monday, 30th, September, 2019, at 04:00 p.m. at Hotel Krishna Palace, Plot no 96, 98, Sleater Road, Nana Chowk, Mumbai, Maharashtra 400007. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March , 2019 together with the reports of the Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) who retires by rotation and being eligible, to offers himself for re-appointment.

SPECIAL BUSINESS

3. Appointment of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) as Whole-time Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:-**

“RESOLVED THAT Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) who was appointed as an Additional Director by the Board of Directors of the Company on 03rd April, 2019 and as per the provision of Section 161(1) of the Companies Act, 2013 whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as an Executive Director of the Company.

“RESOLVED FURTHER THAT in terms of Section 196, 197, 198 and 203 if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, the consent of the members of the Company be and is hereby granted to appoint Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) as Whole Time Director of the Company on such terms as may decided by the Board and Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) for a period of 5 (five) consecutive years w.e.f. 03rd April, 2019, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Tabrez Shafiahmed Shaikh, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Appointment of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) as Whole-time Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) who was appointed as an Additional Director by the Board of Directors of the Company on 03rd April, 2019 and as per the provision of Section 161(1) of the Companies Act, 2013 whose terms of the office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director be and is hereby appointed as an Executive Director of the Company.

“RESOLVED FURTHER THAT in terms of Section 196, 197, 198 and 203 if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, the



consent of the members of the Company be and is hereby granted to appoint Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) as Whole Time Director of the Company on such terms as may be decided by the Board and Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) for a period of 5 (five) consecutive years w.e.f. 03rd April, 2019, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to Mr. Atikurraheman Daudbhai Mukhi, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Huzefa Dawood Ghadiali (DIN: 06882025) as Non Executive Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Huzefa Dawood Ghadiali (DIN: 06882025), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 03rd April, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) 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, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, the consent of the members of the Company be and is hereby granted for the appointment of Mr. Huzefa Dawood Ghadiali (DIN: 06882025), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 03rd April, 2019, not liable to retire by rotation."

6. Appointment of Mr. Siraj Umar Furniturewala (DIN: 00177667) as Non Executive Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT Mr. Siraj Umar Furniturewala (DIN: 00177667), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 03rd April, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) 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, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, the consent of the members



of the Company be and is hereby granted for the appointment of Mr. Siraj Umar Furniturewala (DIN: 00177667), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 03rd April, 2019, not liable to retire by rotation.”

7. Appointment of Mrs. Lucky Kulkarni (DIN: 07612040) as Non Executive Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED that** Mrs. Lucky Kulkarni (DIN: 07612040), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 03rd April, 2019 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (the Act) 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, be and is hereby appointed as a Director of the Company.”

“**RESOLVED FURTHER** that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, the consent of the members of the Company be and is hereby granted for the appointment of Mrs. Lucky Kulkarni (DIN: 07612040), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment, as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 03rd April, 2019, not liable to retire by rotation.”

8. To approve the remuneration of Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) Chairman and Whole-time Director:

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**

“**RESOLVED THAT** in accordance with the provisions of Sections, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession to the resolution passed earlier, approval of the Company be and is hereby accorded for revision in terms of appointment and remuneration of Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) as Chairman & Whole-time Director of the Company, including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of appointment to Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) as Chairman & Whole-time Director of the Company, for a period commencing from April 03, 2019 until the conclusion of his term, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Chairman & Whole-time Director of the Company, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To approve the remuneration of Mr. Sufyan Abdul Razak Manojia (DIN:08003749) Managing Director



To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Sections, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession to the resolution passed earlier, approval of the Company be and is hereby accorded for revision in terms of appointment and remuneration of Mr. Sufyan Abdul Razak Manojia (DIN:08003749) as Managing Director of the Company, including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of appointment to Mr. Sufyan Abdul Razak Manojia (DIN:08003749) as Managing Director of the Company for a period commencing from April 03, 2019 until the conclusion of his term subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Chairman & Whole-time Director of the Company, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

10. To approve the remuneration of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) Whole-time Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Sections 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession to the resolution passed earlier, approval of the Company be and is hereby accorded for revision in terms of appointment and remuneration of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) as Whole-time Director of the Company, including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of appointment to Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) as Whole-time Director of the Company, for a period commencing from April 03, 2019 until the conclusion of his term, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Chairman & Whole-time Director of the Company, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. To approve the remuneration of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) Whole-time Director of the Company

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Special Resolution**

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in supersession to the resolution passed earlier, approval of the Company be and is hereby accorded for revision in terms of appointment and remuneration of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) as Whole-time Director of the Company, including the remuneration to be paid in the event of loss or



inadequacy of profit in any financial year during the tenure of appointment to Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) as Whole-time Director of the Company, for a period commencing from April 03, 2019 until the conclusion of his term, subject to retirement by rotation, on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be acceptable to Chairman & Whole-time Director of the Company, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof"

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts take all such steps as may be necessary, proper or expedient to give effect to this resolution."

12. Approval for entering in to Lease Agreement for revival of refinery 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 Section 179, 180 and other applicable provision of the Companies Act, 2013 read with the Companies (Meeting of Board and its power) Rules, 2014 and in accordance with the Articles of Association of the company, the consent of the members of the Company be and is hereby accorded to identify suitable party and to enter in to lease agreement in order give the refinery of the Company situated at Survey/Gut Nos.4 and 6, Hissa No.3, at Village Ten, Taluka : Palghar, District Palghar, Maharashtra – 401404 to on lease and to decide the terms of the agreement in the best interest of the Company".

"RESOLVED FURTHER Board of Directors of the Company be and are hereby jointly or severally authorised to take all such steps as may be necessary, proper and expedient to identify suitable party and to enter into Lease Agreement for revival of refinery of the Company and to give effect to the above resolution."

RESOLVED FURTHER that the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

By the Order of the Board of Director
For **RAJ OIL MILLS LIMITED**

SD/-
Sufyan Abdul Razak Manojia
Managing Director
(DIN: 08003749)

Mumbai, 04th Sept, 2019



NOTES

1. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of companies, societies, partnership firms etc. must be supported by appropriate resolution/authority, as applicable, issued on behalf of the nominating organisation.

Members are requested to note that a person can act as a proxy on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. The Register of Members and the Transfer Books of the Company will remain closed from Tuesday , September 24, 2019 to Monday, September 30, 2019, (both days inclusive).
3. Members/Proxies and authorised representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
4. Members are requested to bring their copy of the Annual Report at the time of attending the Annual General Meeting.
5. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
6. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company's Registrar and Transfer Agent, M/s. Bigshare Services Private Limited details of such folio together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the Member/s. after making requisite changes thereon.
7. Non-resident Indian Shareholders are requested to inform the Company immediately:
 - a. Change in residential status on return to India for permanent settlement.
 - b. Particulars of bank account maintained in India with complete name, branch, branch code, account type, account number and address of bank, if not furnished earlier.
 - c. Copy of Reserve Bank of India permission.
8.
 - a. Members holding shares in physical form are requested to advise immediately change in their address, if any, quoting their folio number(s) to the Registrar & Share Transfer Agent of the Company.
 - b. Members holding shares in the electronic form are requested to advise immediately change in their address, if any, quoting their Client ID number, to their respective Depository Participants.
9. Members may avail dematerialization facility by opening Demat Accounts with the Depository Participants of either National Securities Depository Limited or Central Depository Services (India) Limited and get the equity share certificates held by them dematerialized. The ISIN No. of the Company is INE294G01018.
10. Members desirous of getting any information in respect of accounts of the Company and proposed resolution, are requested to send their queries in writing to the Company at its registered office at least 7 days before the date of the meeting, so that the required information can be made available at the meeting.
11. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting (AGM) are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the AGM.



12. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. Members may also note that the Notice of the 17th Annual General Meeting will also be available on the Company's website www.rajoilmillsLtd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days.
14. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at this AGM, is annexed.
15. Route-map of the AGM venue, pursuant to the Secretarial Standard on General Meetings, is also annexed.
16. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor Email id: cs@rajoilmillsLtd.com
17. Pursuant to the provision of Section 107 and 108, read with companies (Management and Administration) Rules 2014, the company is pleased to offer the option of E-Voting facility to all the members of the company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating E-voting. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com this regards, the management of the Company has decided to provide physical ballot voting for the agenda items proposed in this notice. The Physical Ballot papers are been attached to this notice, members shall carry the same at the venue of the AGM for casting their vote. Further, the management of the company has appointed M/s. Amit R. Dadheech & Associates, Practicing Company Secretaries, Mumbai (ACS Membership No. 22889 C.P. No. 8952) as Scrutinizer for conducting the voting process in a fair and transparent manner.

The procedure and instructions for member for voting electronically are as follows:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 17th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab
- iii. Now, select the "Raj Oil Mills Limited" from the drop down menu and click on "SUBMIT"
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



vii. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN* Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
- In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

DOB# Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

Dividend Bank Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio

Details# • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.

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



- a. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- A. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- B. The voting period begins on September 27, 2019 at 9:00 a.m. and ends on September 29, 2019 05.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 23, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com

STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) was appointed as Whole time Director of the Company according to the Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for a period of 5 (Five) consecutive years w.e.f. 03rd April, 2019 on the terms and conditions including terms of remuneration as may be discussed between Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) and the Board of Directors of the Company.

The brief profile of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) is annexed to this notice.

With Appointment of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132), the Company has complied with the optimum combination of Directors. The Board of Directors are of the opinion that Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) devotes his whole time of working hours to the company and has a significant interest in the company as his source of income.

Your Board is of the opinion that considering the experience of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) his appointment as Whole Time Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the draft letter of appointment placed before the meeting and approved by the Board of Directors/Nomination & Remuneration Committee.

Now, this resolution is put before the shareholders of the Company for ratification of appointment of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) as Whole Time Director of the Company.



The Board recommends the Resolution set out at Item No. 3 in this Notice for approval of the Members as Special Resolution.

Except Mr. Tabrez Shafiahmed Shaikh & Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) and their relatives, none of the Directors or Key Management Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

In respect of the appointment of Mr. Tabrez Shafiahmed Shaikh Company has received a notice from the member in writing under section 160 of the Companies Act, 2013 along with the requisite Deposit proposing his candidature for the office of the Director.

ITEM NO. 4

Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) was appointed as Whole time Director according to the Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 of the Company for a period of 5 (Five) consecutive years w.e.f. 03rd April, 2019 on the terms and conditions including terms of remuneration as may be discussed between Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) and the Board of Directors of the Company.

The brief profile of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) is annexed to this notice.

With Appointment of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543), the Company has complied with the optimum combination of Directors. The Board of Directors are of the opinion that Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) devotes his whole time of working hours to the company and has a significant interest in the company as his source of income.

Your Board is of the opinion that considering the experience of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) his appointment as Whole Time Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the draft letter of appointment placed before the meeting and approved by the Board of Directors/ Nomination & Remuneration Committee.

Now, this resolution is put before the shareholders of the Company for ratification of appointment of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) as Whole Time Director of the Company.

The Board recommends the Resolution set out at Item No. 3 in this Notice for approval of the Members as Special Resolution.

Except Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) and their relatives, none of the Directors or Key Management Personnel of the Company or their relatives is concerned or interested in the proposed Resolution.

In respect of the appointment of Mr. Atikurraheman Daudbhai Mukhi Company has received a notice from the member in writing under section 160 of the Companies Act, 2013 along with the requisite Deposit proposing his candidature for the office of the Director.

ITEM NO. 5

In order to broad base the strength of the Board of Director and to comply with the provision of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board of Directors appointed Mr. Huzefa Dawood Ghadiali (DIN: 06882025) as an Additional Director of the Company - Non-Executive Independent, not liable to retire by rotation, for a terms of 5 years subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Huzefa Dawood Ghadiali (DIN: 06882025) holds office only upto the date of this Annual General Meeting (AGM). In this regards, the Company has, in terms of Section 160(1) of the Act, received in writing a Notice from a Member, proposing his candidature for the office of Director.



The Company has received declaration from Mr. Huzefa Dawood Ghadiali (DIN: 06882025) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board of Directors, Mr. Huzefa Dawood Ghadiali (DIN: 06882025) is independent of management and his appointment, if confirmed shall be in compliance with the applicable provisions of law.

The Letter of Appointment laying down the terms and conditions of his appointment shall be open for inspection by the Members of the Company, without payment of any fees, at the Registered Office of the Company at 224-230, Bellasis Road, Mumbai -400 008 between 11:00 A. M. to 04:00 P.M. on all working days, upto the date of AGM and also at the venue during the AGM.

A brief profile of Mr. Huzefa Dawood Ghadiali is annexed to the notice

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the appointment of Mr. Huzefa Dawood Ghadiali as Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No.5 of the accompanying Notice for approval by the Members of the Company.

Except Mr. Huzefa Dawood Ghadiali and his relatives, none of the Directors or KMP of the Company or their respective relatives is concerned or interested in the proposed Resolution.

ITEM NO. 6

In order to broad base the strength of the Board of Director and to comply with the provision of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board of Directors appointed Mr. Siraj Umar Furniturewala (DIN: (DIN: 00177667) as an Additional Director of the Company - Non-Executive Independent, not liable to retire by rotation, for a terms of 5 years subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Siraj Umar Furniturewala (DIN: 00177667) holds office only upto the date of this Annual General Meeting (AGM). In this regards, the Company has, in terms of Section 160(1) of the Act, received in writing a Notice from a Member, proposing his candidature for the office of Director.

The Company has received declaration from Mr. Siraj Umar Furniturewala (DIN: 00177667) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board of Directors, Mr. Siraj Umar Furniturewala (DIN: 00177667) is independent of management and his appointment, if confirmed shall be in compliance with the applicable provisions of law.

The Letter of Appointment laying down the terms and conditions of his appointment shall be open for inspection by the Members of the Company, without payment of any fees, at the Registered Office of the Company at 224-230, Bellasis Road, Mumbai -400 008 between 11:00 A. M. to 04:00 P.M. on all working days, upto the date of AGM and also at the venue during the AGM.

A brief profile of Mr. Siraj Umar Furniturewalais annexed to the notice

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the appointment of Mr. Siraj Umar Furniturewala (DIN: 00177667) as Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No.6 of the accompanying Notice for approval by the Members of the Company.



Except Mr. Siraj Umar Furniturewala (DIN: 00177667) and his relatives, none of the Directors or KMP of the Company or their respective relatives is concerned or interested in the proposed Resolution.

ITEM NO. 7

In order to broad base the strength of the Board of Director and to comply with the provision of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Board of Directors appointed Mrs. Lucky Kulkarni (DIN: 07612040) as an Additional Director of the Company - Non-Executive Independent, not liable to retire by rotation, for a terms of 5 years subject to the approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mrs. Lucky Kulkarni (DIN: 07612040) holds office only upto the date of this Annual General Meeting (AGM). In this regards, the Company has, in terms of Section 160(1) of the Act, received in writing a Notice from a Member, proposing her candidature for the office of Director.

The Company has received declaration from Mrs. Lucky Kulkarni (DIN: 07612040) to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act, read with the Rules framed thereunder and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations). In the opinion of the Board of Directors, Mrs. Lucky Kulkarni (DIN: 07612040) is independent of management and her appointment, if confirmed shall be in compliance with the applicable provisions of law.

The Letter of Appointment laying down the terms and conditions of his appointment shall be open for inspection by the Members of the Company, without payment of any fees, at the Registered Office of the Company at 224-230, Bellasis Road, Mumbai -400 008 between 11:00 A. M. to 04:00 P.M. on all working days, upto the date of AGM and also at the venue during the AGM.

A brief profile of Mrs. Lucky Kulkarni annexed to the notice

In compliance with the provisions of Section 149, read with Schedule IV to the Act and Regulation 17 of the Listing Regulations, the appointment of Mrs. Lucky Kulkarni as Independent Director is now being placed before the Members for their approval.

The Board recommends the Resolution at Item No.7 of the accompanying Notice for approval by the Members of the Company.

Except Mrs. Lucky Kulkarni (DIN: 07612040) and her relatives, none of the Directors or KMP of the Company or their respective relatives is concerned or interested in the proposed Resolution.

ITEM NO. 8 & 9

Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) was appointed as Chairman & Whole-time Director and Mr. Sufyan Abdul Razak Manojia (DIN: 08003749) as Managing Director of the Company on the Board of the Company with effect from May 4, 2018 and since then they have been rendering valuable services to the Company. Considering the requirement of the Company, the Board of Directors of the Company has decided to reconsider the terms of appointment including the remuneration payable to Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) and Mr. Sufyan Abdul Razak Manojia (DIN: 08003749) commencing from 03rd April, 2019 upto the conclusion of their respective tenure, subject to the approval of the shareholder and Central Government, if required.

Your Board is of the opinion that considering the experience of Mr. Parvez Shafee Ahmed Shaikh and Mr. Sufyan Abdul Razak Manojia, their appointment as Director will be beneficial to the Company. The terms and conditions including the remuneration to be paid in the event of loss or inadequacy of profit in any financial year during the tenure of his appointment is mentioned in the draft letter of appointment placed before the meeting approved by the Board of Directors/Nomination & Remuneration Committee at their meeting held on 03rd April, 2019.



i. Salary

The Chairman & Managing Director shall be entitled to a Monthly Salary in the range of Rs. 2, 00,000/- (Rupees Two Lakhs) to Rs. 4,00,000/- (Rupees four Lakhs) per month, Current Monthly Salary is 2,50,000/- pm (Rupees Two Lakhs Fifty Thousands only) with an authority to the Board to increase the same from time to time in accordance with the limits specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance.

ii. Perquisites

In addition to the salary, the Chairman & Managing Director shall be entitled to perquisites and allowances in terms and accordance Management Regulations of the Company as applicable and in force from time to time and as per employment agreement.

iii. Other Terms and Conditions

- a. The Chairman & Managing Director shall perform his duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- b. The Chairman & Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- c. The Chairman & Managing Director shall adhere to the Company's Code of Ethics & Conduct
- d. The Remuneration Committee/Board of Directors will determine the amount of increments payable every year depending on the performance of the Chairman & Managing Director, profitability of the Company and other relevant factors

Notwithstanding anything to the contrary herein contained where in any financial year during the Current tenure of Chairman, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government

The copy of resolution passed by the Board of Directors of the Company in its meeting held on 03rd April, 2019, approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the date of the Annual General Meeting.

Mr. Parvez Shafee Ahmed Shaikh and Mr. Sufyan Abdul Razak Manojia and their relative directors are interested in this resolution which pertains to his re-appointment and remuneration payable to him. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 8&9 of the Notice for approval by the members

ITEM NO. 10 & 11

The Board of Directors of the Company in its meeting held on 03rd April, 2019 has appointed Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) and Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) as Additional Director and Whole-time Director of the Company for a term of 5 (Five) consecutive years subject to the confirmation of the Member in this Annual General Meeting, subject to the following terms and conditions including terms of remuneration as may be discussed between Directors and Board of Directors of the Company

i. Salary

The Whole-time Director shall be entitled to a Monthly Salary in the range of Rs. 2, 00,000/- (Rupees Two Lakhs) to Rs. 4,00,000/- (Rupees four Lakhs) per month, Current Monthly Salary is 2,50,000/- pm (Rupees Two Lakhs Fifty Thousands only) with an authority to the Board to increase the same from time to time in accordance with the limits



specified in Schedule V of the Companies Act, 2013, as amended from time to time. The annual or other increments will be merit based and will take into account the Company's performance.

ii. Perquisites

In addition to the salary, the Whole-time Director shall be entitled to perquisites and allowances in terms and accordance Management Regulations of the Company as applicable and in force from time to time and as per employment agreement.

iii. Other Terms and Conditions

- e. The Whole-time Director shall perform his duties as such with regard to all the work of the Company and shall manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects.
- f. The Whole-time Directors shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- g. The Whole-time Director shall adhere to the Company's Code of Ethics & Conduct
- h. The Remuneration Committee/Board of Directors will determine the amount of increments payable every year depending on the performance of the Whole-time Director, profitability of the Company and other relevant factors
- i. Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) & Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543), satisfy all the conditions set out in Part-I of Schedule V to the Act as Whole time Director also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Notwithstanding anything to the contrary herein contained where in any financial year during the Current tenure of aforesaid Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

The copy of resolution passed by the Board of Directors of the Company in its meeting held on 03rd April, 2019, approving the aforesaid proposal along with other documents is available for inspection by the members at the registered office between 11:00 AM to 1:00 PM on all working days till the date of the Annual General Meeting.

Mr. Tabrez Shafiahmed Shaikh and Mr. Atikurraheman Daudbhai Mukhi and their relative directors are interested in this resolution which pertains to his re-appointment and remuneration payable to him. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) are, in any way, concerned or interested, financially or otherwise, in this resolution.

Board recommends the Special Resolution set out at Item No. 8&9 of the Notice for approval by the members

By the Order of the Board of Director
For **RAJ OIL MILLS LIMITED**

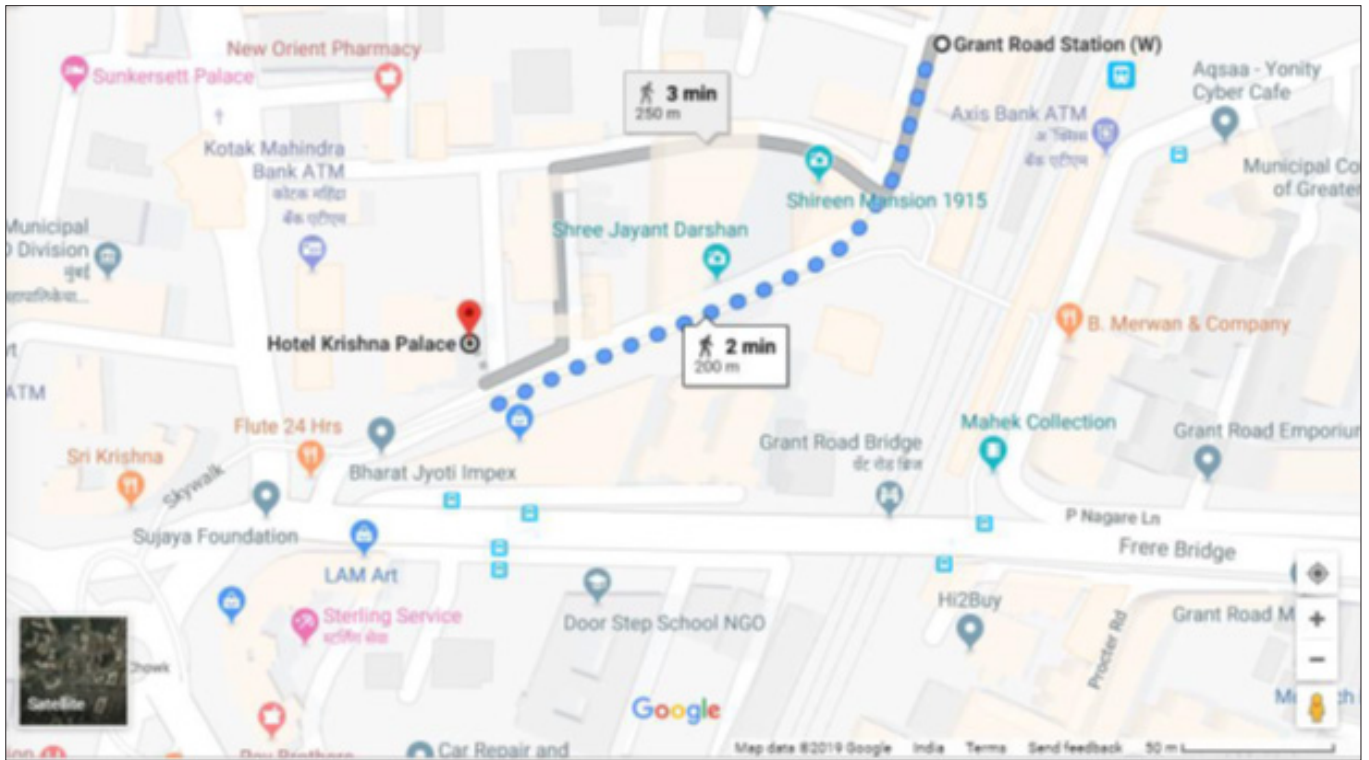
SD/-
Sufyan Abdul Razak Manojia
Managing Director
(DIN: 08003749)

Mumbai, 04th Sept, 2019


Brief Resume of Directors/persons seeking appointment/ re-appointment at this Annual General Meeting in pursuance of regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), 2015

Name of the Director	Tabrez Shafiahmed Shaikh	Atikurraheman Daudbhai Mukhi	Huzefa Dawood Ghadiali	Siraj Umar Furniturewala	Lucky Kulkarni
DIN	00255132	05191543	06882025	00177667	07612040
Date of Birth	04/02/1976	07/03/1966	25/01/1971	21/03/1963	24/02/1971
Date of Appointment	03/04/2019	03/04/2019	03/04/2019	03/04/2019	03/04/2019
Qualification	Civil Engineer	8th Class Pass	Chartered Accountant	H.S.C.	B.Com, MBA
List of Public Companies in which outside Directorship held (including Foreign Companies)	1	Nil	Nil	Nil	Nil
Chairman/ Member of the Committee of Board of Directors of Public Companies	Nil	Nil	<ul style="list-style-type: none"> • Chairman of Audit Committee of Raj Oil Mills Limited • Member of Nomination and Remuneration Committee of Raj Oil Mills Limited 	<ul style="list-style-type: none"> • Chairman of Stakeholder Relationship Committee of Raj Oil Mills Limited • Member of Audit Committee of Raj Oil Mills Limited • Member of Nomination and Remuneration Committee of Raj Oil Mills Limited 	<ul style="list-style-type: none"> • Chairperson of Nomination and Remuneration Committee of Raj Oil Mills Limited • Member of Audit Committee of Raj Oil Mills Limited • Member of Stakeholder Relationship Committee of Raj Oil Mills Limited
No. of Shares Owned: a. Own b. For other persons on a beneficial basis	Nil	103	Nil	Nil	Nil

ROUTE MAP OF THE VENUE OF AGM



**DIRECTORS REPORT**

To,
The Members,
Raj Oil Mills Limited

Your Directors are pleased to present you the 17th Annual Report on the business and operations of the Company and the audited Financial Statements of Accounts for the year ended March 31, 2019.

As informed to the Members in last AGM, M/s. Rubberwala Housing & Infrastructure Limited and M/s. Mukhi Industries Limited, acquired the Company on May 04, 2018 through the corporate insolvency resolution process ('CIRP Process') under the Insolvency and Bankruptcy Code, 2016 ('IBC') (the 'Acquisition'). Post-Acquisition, the Board of Directors of the Company ('Board') was re-constituted and a new management ('New Management') was put in place to implement the Resolution Plan as approved by the National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT') vide its Order dated Aril 19, 2018 ('NCLT Order') ('Approved Resolution Plan' or 'Resolution Plan').

1. FINANCIAL RESULTS

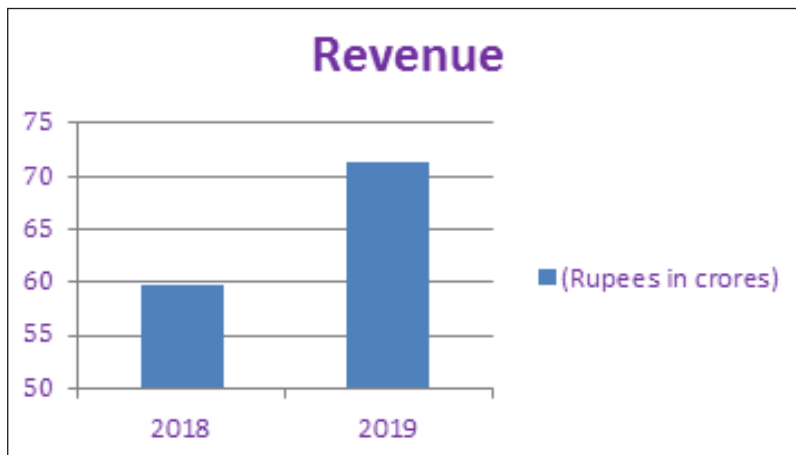
The financial performance of the Company for the Financial Year ended March 31, 2019 is summarized below:

Rupees in Lakh

Particulars	Financial Year Ended 31st March, 2019	Financial Year Ended 31st March, 2018
Income From Operations	7139.03	5971.51
Other Income	4.25	5.38
Total Revenue	7143.29	5976.90
(Less): Expenses	(12754.12)	(9941.07)
Profit Before Depreciation & Tax	(5610.85)	(3964.17)
(Less): Depreciation	(129.13)	(212.20)
Profit Before Tax & Exceptional Item	(5739.96)	(4176.38)
(Less)/Add: Exceptional Item	2258.57	-
Profit/(Loss) before Tax	(3481.40)	(4176.38)
Add/(Less): Tax Expenses	(160.68)	(633.48)
Profit/(Loss) After Tax	(3320.70)	(3542.90)
Other Comprehensive Income	136.54	(9.46)
Total Comprehensive Income		
Attributable to Owners of the Company		
Attributable to Non – controlling Interest	(3184.16)	(3552.36)
	(3320.70)	(3542.90)



2. OVERVIEW OF FINANCIAL PERFORMANCE OF THE COMPANY



Operating revenue was at Rs. 7139.03/- Lakhs in the Financial Year 2018-19 as compared to Rs. 5971.51/- Lakhs in Financial Year 2017-18. The increase in revenue was mainly due to proper utilization of available resources by management of the Company and operational performance by the business. The operating revenue recorded a growth of 19.5% during the FY 2018-19. The Net Loss after tax and depreciation during the FY 2018-19 reduced to Rs. (3320.70)/-lakhs as compared to Rs. (3542.90)/- lakhs during the last financial year

3. FINANCIAL LIQUIDITY

Cash and cash equivalent as at 31st March, 2019 was Rs. 31,73,312/- (previous year Rs. 67,60,606/-).

The Company's working capital management is robust and involves a well-organized process which facilitates continuous monitoring and control over receivables, inventories and other parameters.

4. DIVIDEND

In view of current year loss, your Directors regret their inability to recommend any dividend for the financial year under review.

5. SHARE CAPITAL OF THE COMPANY

During the share capital of the Company is as follows:

The Authorised Share Capital of Company Rs. 160,00,00,000/-.

The paid-up Equity Share Capital of the Company as on 31st March, 2019 is Rs. 14,98,86,840/- divided into 1,49,88,684 shares of Rs. 10/- each.

Out of the above stated paid-up share capital, 39,33,330 equity shares issued pursuant to conversion of warrants are pending to be listed on National Stock Exchange of India Limited and BSE Limited.

Also, the Company issued and allotted 1,12,41,513 equity shares of Rs. 10/- each to the Resolution Applicant pursuant to the order passed by Hon'ble Tribunal on 19th April, 2018, the same is also pending to be listed and traded on both of the aforesaid stock exchanges.

6. RESERVES

In view of current year loss, your Directors regret their inability to carry any amount as reserves for the financial year under review.

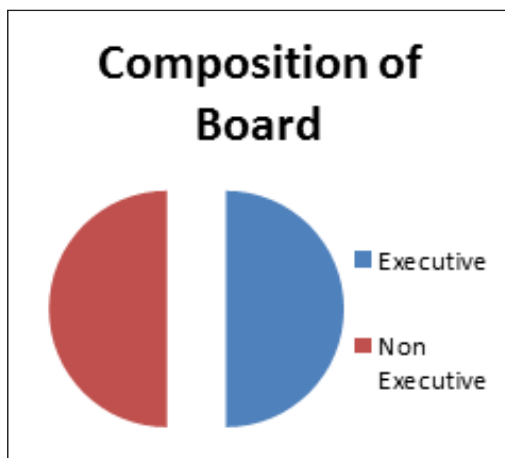
**7. MATERIAL EVENTS THAT HAVE OCCURRED DURING THE YEAR**

As mentioned above the control and management of the Company was taken over by M/s. Rubberwala Housing & Infrastructure Limited and M/s. Mukhi Industries Limited on May 04, 2018, through CIRP process under IBC. Pursuant to the NCLT Order and the Resolution Plan, share capital of the Company was reduced by 95 % on May 16, 2018. Before the reduction of share capital, the paid-up share capital of the Company was Rs. 74,94,34,380/- divided into 7,49,43,438 equity share of Rs. 10/- each.

Further on May 16, 2018, the Company has allotted 1,12,41,513 shares of Rs. 10/- each to new promoters of the Company as per the Resolution Plan approved by the Hon'ble National Company Law Tribunal.

8. MATERIAL EVENTS THAT HAVE OCCURRED AFTER THE BALANCE SHEET DATE

There are no material changes and commitments, affecting the financial position of the Company which has occurred between the end of the financial year to which the financial statements relate i.e., March 31, 2019 and the date of this Report.

9. BOARD OF DIRECTORS AND KEY MANAGERIAL PERSON**APPOINTMENT AND CESSATION OF DIRECTORS:**

Hon'ble NCLT vide its order dated 19th April, 2018 appointed Mr. Sufyan Abdul Razak Maknojia (DIN: 08003749) as Managing Director of the Company and authorised him to reconstitute the Board of Directors of the Company.

In the Board meeting of the Company held on 04th May, 2018, the following appointment / resignations of Directors were approved:

Sr. No.	Name Of Director	DIN	Category
1.	Parvez Shafee Ahmed Shaikh	00254202	Chairman & Executive Director
2.	Sufyan Abdul Razak Maknojia	08003749	Managing Director & Executive Director
3.	Bohman Jamshed Irani	00056882	Non- Executive Independent Director
4.	Abdulqadir Shafatali Chaudhary	00339696	Non- Executive Independent Director



CHANGE IN DIRECTORS AFTER END OF YEAR AND UPTO THE DATE OF REPORT

The Board of the Company was further reconstituted by the resolutions passed at the meeting of Board of Directors held on 03rd April, 2019, wherein the following appointment / resignations were approved:

Sr. No.	Name of Director	DIN	Category	Appointment/ Resignation
1.	Bohman Jamshed Irani	00056882	Independent Director	Resignation
2.	Tabrez Shafiahmed Shaikh	00255132	Whole Time Director	Appointment
3.	Atikurraheman Daudbhai Mukhi	05191543	Whole Time Director	Appointment
4.	Siraj Umar Furniturewala	00177667	Independent Director	Appointment
5.	Huzefa Dawood Ghadiali	06882025	Independent Director	Appointment
6.	Lucky Kulkarni	07612040	Independent Director	Appointment

CURRENT COMPOSITION OF BOARD OF DIRECTORS

Sr. No.	Name Of Director	DIN	Category
1.	Parvez Shafee Ahmed Shaikh	00254202	Chairman & Whole Time Director
2.	Sufyan Abdul Razak Maknojia	08003749	Managing Director
3.	Tabrez Shafiahmed Shaikh	00255132	Whole Time Director
4.	Atikurraheman Daudbhai Mukhi	05191543	Whole Time Director
5.	Abdulqadir Shafatali Chaudhary	00339696	Independent Director
6.	Huzefa Dawood Ghadiali	06882025	Independent Director
7.	Lucky Kulkarni	07612040	Independent Director
8.	Siraj Umar Furniturewala	00177667	Independent Director

BOARD MEETINGS:

The Board consisted of 4 (four) members as on March 31, 2019, two of them were Promoters and Whole-time Director, and two of them were Independent Directors.

The Board met Eight (8) times during the Financial Year 2018-19, the dates of the Board Meeting is provided below:

04th May, 2018	11th May, 2018	16th May, 2018	19th June, 2018
13th August, 2018	05th November, 2018	28th November, 2018	14th, February, 2019

Notices of the meeting with the agenda along with necessary details were sent to the Directors on time as per the provisions of Companies Act, 2013 and Secretarial Standards laid down by Institute of Company Secretaries of India (ICSI) in this behalf. The attendance record of the Directors at the Board Meetings held during the Financial Year ended on March 31, 2019 is given here below:

Sr. No.	Name Of Director	No. of Board Meeting held	No. of Board Meeting Attended
1.	Parvez Shafee Ahmed Shaikh	8	8
2.	Sufyan Abdul Razak Maknojia	8	8
3.	Bohman Jamshed Irani	8	4
4.	Abdulqadir Shafatali Chaudhary	8	6



10. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Directors were introduced to all the Board members and the senior management personnel as Chief Finance Officer, Company Secretary and various Department Heads individually to know their roles in the organization and to understand the information which they may seek from them while performing their duties as a Director. The Company shall conduct Periodical Meetings and make presentation to Familiarized Independent directors with the Strategy, Operations and Functions of the Company.

11. BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015; the Board is carried out Annual Performance Evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees.

The performance of the Board is evaluated by the Board after seeking inputs from all the Directors on the basis of the criteria such as the Board Composition and Structure, Effectiveness of Board Processes, Information and Functioning, etc. The performance of the committees is evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the Composition of Committees, Effectiveness of Committee Meetings, etc.

The Board in consultation with the Nomination and Remuneration Committee review the performance of the Individual Directors on the basis of the criteria such as the contribution of the Individual Director to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman is also evaluated on the key aspects of his role. In a separate meeting of Independent Directors, performance of Non-Independent Directors, performance of the Board as a whole and performance of the Chairman is evaluated, taking into account the views of Executive Directors and Non-Executive Directors. The same is discussed in the Board Meeting that followed the Meeting of the Independent Directors, at which the performance of the Board, its Committees and Individual Directors is also discussed. Performance evaluation of Independent Directors is carried out by the entire Board, excluding the Independent Director being evaluated.

12. REMUNERATION POLICY OF DIRECTORS AND SENIOR MANAGEMENT EMPLOYEES

The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent. The remuneration policy is in consonance with the existing practice in the Industry.

During the year Directors of the Company were not paid any remuneration. There is no separate service contract entered into by the Company with the Directors, the appointment and terms of employment are governed by the Articles of Association of the Company and Resolution passed by the Shareholder of the Company.

13. PARTICULARS OF EMPLOYEE

The details as required under Section 197(12) of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel), 2014 is not applicable as there is no employee in the Company employed throughout the financial year with salary above ` 102 Lakhs per annum or employed in part of the financial year with average salary above ` 8.5 Lakhs per month.

The ratio of remuneration of each Director to the median employee's remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in the statement here as follows:



Sr. No.	Particulars	Remarks
1.	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	During the year Directors of the Company are not being paid any remuneration
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	During the year, the Directors of the Company are not being paid any remuneration. The Chief Financial Officer and Company Secretary were appointed during the present Financial Year only thus no comparison can be made from the last year's remuneration.
3.	The number of permanent employees on the rolls of the company.	The total number of permanent employee of Raj Oil Mills Limited as on 31st March, 2019 were 244 (Two Hundred Forty Four)
4.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	The average % increase in salary was 10% for all employees who went through the compensation review cycle in the year.
5.	It is hereby affirmed that the remuneration is as per the Remuneration Policy of the Company.	Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and senior Management is as per the remuneration Policy of the Company

14. DECLARATION BY INDEPENDENT DIRECTORS:

The Company has obtained necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of Independence laid down in Section 149(6) of the Companies Act, 2013. The terms and conditions of the Independent Directors are incorporated in the appointment letter of the Directors.

15. DIRECTOR LIABLE TO RETIREMENT BY ROTATION

In accordance with the provisions of the Companies Act, 2013 (The Act) Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543), Director of the Company will retire at the ensuing Annual General Meeting (AGM) and being eligible, seeks reappointment. The Board recommends his re-appointment.

16. DETAILS OF KEY MANAGERIAL PERSON:

Sr. No.	Name	Designation	Date of Appointment
1.	Parvez Shafee Ahmed Shaikh	Chairman & Whole Time Director	04th May, 2018
2.	Sufyan Abdul Razak Maknoja	Managing Director	04th May, 2018
3.	Sanjay Kumar Samantaray	Chief Financial Officer	11th, May, 2018
4.	Ankit Kumar Jain	Company Secretary	05th, Nov. 2018
5.	Tabrez Shafiahmed Shaikh	Whole Time Director	03rd April, 2019
6.	Atikurraheman Daudbhai Mukhi	Whole Time Director	03rd April, 2019



The remuneration and other details of the Key Managerial Personnel for FY 2018-19 are provided in Extract of the Annual Return which forms part of this Report.

17. COMMITTEES OF BOARD:

The Company has following committees of Board:

- Audit Committee
- Stakeholders Relationship Committee
- Nomination and Remuneration Committee

A detailed note on the Committees with respect to composition, meeting, powers, and terms of reference is provided under the Corporate Governance Report section in this Report.

18. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm:

- i. That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to departures, if any;
- ii. That such accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. That the annual financial statements are prepared on a going concern basis;
- v. That proper internal financial controls were in place and that such internal financial controls were adequate and were operating effectively;
- vi. That proper system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2018-19.

19. INTERNAL FINANCIAL CONTROL

During the year under review, your Company was under the CIRP Process until 19th April, 2018 and a resolution professional was appointed by the NCLT to manage the Company's operations as a going concern. A new management was appointed on May 04, 2018. The new management has on best effort basis and considering the complexity of the operations, including challenges in implementing the Resolution Plan, put in place a framework for Internal Financial Controls. In the judgement of the Board, the said controls seem to be adequate, under the given circumstances.

20. RISK MANAGEMENT

During the year under review, your Company was under the CIRP Process until April 19, 2018 and a resolution professional was appointed by the NCLT to manage the Company's operations as a going concern. A new management was appointed on May 04, 2018. The new management has on best effort basis and considering the complexity of the operations, including challenges in implementing the Resolution Plan, put in place a framework of risk management to identify and mitigate risks to the strategic objectives of the Company.



21. VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The Company has established a vigil mechanism and accordingly framed and adopted a Whistle Blower Policy. The policy enables the employees to report instances of unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct to the management. Further the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provide for adequate safeguards against victimization of the Whistle Blower who avails of such mechanism and also provides for direct access to the Chairman of the Audit Committee in exceptional cases. The functioning of vigil mechanism is reviewed by the Audit Committee from time to time. No whistle blower has been denied access to the Audit Committee of the Board. The Whistle Blower Policy/ Vigil Mechanism is available on the website of the Company i.e. www.rajoilmillsLtd.com

22. SUBSIDIARY, JOINT-VENTURE AND ASSOCIATE COMPANIES:

The Company has no Subsidiaries, Joint Ventures and Associate Company during the year.

23. DEPOSITS

The Company has not accepted any deposits falling under the ambit of Section 73 of the Companies Act, 2013 and the Rules framed thereunder during the year under review.

As per the Resolution approved by the Hon'ble National Company Law Tribunal vide its Order dated 19th April, 2018, the Company is in the process of making the payment of 100% of the principal amount due to fixed deposits holders who has submitted their claims upto an amount not exceeding Rs. 5,36,00,000/- as recorded in the Books of the Company. Till date, the Company has already made a payment of Rs. 53,60,000/- out of the total amount payable to the deposit holders pursuant to the Scheme sanctioned by Hon'ble NCLT, Mumbai Bench.

24. PARTICULARS OF LOANS, GURANTEES AND INVESTMENTS

The particulars of loans, guarantees or investments under Section 186 of the Companies Act, 2013 are provided below:

Sr. No.	Name of the recipient	Amount (Rs. Crore)	Key Terms & Conditions	Purpose for which the loan or guarantee or security is proposed to be utilized by the recipient (to be provided only for loan or guarantee or security)
			NIL	

25. RELATED PARTY DISCLOSURE

All the Related Party Transactions entered into during the financial year were on arm's length basis and were in ordinary course of business. The Detail of the related party entered between the Company and the related party are given in the form AOC-2 as Annexure - 1, which is the part of this report, as required under Section 134(3)(h) of the Companies Act, 2013.

26. CORPORATE SOCIAL RESPONSIBILITY (CSR)

Social Welfare Activities has been an integral part of the Company since inception. The Company is committed to fulfill its social responsibility as a good corporate person. Section 135 of the Companies Act, 2013, has laid down the requirement for constitution of Corporate Social Responsibility Committee, which shall be responsible for laying down the CSR Policy, to a certain class or classes of Companies.

The compliance with Section 135 is applicable to specific class or classes of the Companies falling under the threshold mentioned under the Act and rules framed thereunder. However, our Company does not fall under the requisite threshold as mentioned under Section 135 during the financial year under review and thus the compliance with the relevant provision of the Companies Act, 2013 is not applicable.

**27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING / OUTGO:**

Pursuant to provisions of Section 134 of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 the details of Conservation of Energy, Technology Absorption, are not applicable to the Company.

a) CONSERVATION OF ENERGY:

Company makes evaluation on a continuous basis to explore new technologies and techniques to make the operations of crushing and filtration more energy efficient. This includes regular maintenance of machineries and regular check- up of energy consuming devices. Total energy consumption and energy consumption per unit of production is prescribed in Form-A of Annexure – 2 to this report.

b) TECHNOLOGY ABSORPTION AND ADAPTATION:

Your Company has continuously adapted latest technology and best practices from the industry and efforts. Company has made efforts in developing new packaging and new products to make its products duplicate proof and tamper proof, which has yielded good response from the customers and will continue in future.

c) FOREIGN EXCHANGE EARNING AND OUTGO:

The relevant information in respect of the foreign exchanges earnings and outgo for the year ended on 31st March, 2019 are as follows:

Foreign Exchange Earnings - Rs. NIL	(Previous Year: Rs. NIL)
Foreign Exchange Outflow – Rs. NIL	(Previous Year: Rs. NIL)

28. ORDERS PASSED BY REGULATORS/COURTS/TRIBUNALS

- i. The Company had filed an Application under Section 10 of Insolvency and Bankruptcy Code, 2016 with the Hon'ble National Company Law Tribunal Mumbai, Mumbai Bench (The Tribunal) on 23rd June, 2017 which was admitted vide Order dated 10th July, 2017. On 19th April, 2018 the Hon'ble Tribunal passed its Order approving the Resolution Plan submitted by the Successful Resolution Applicant (i.e. Mukhi Industries Limited and Rubberwala Housing & Infrastructure Limited). Pursuant to the said order, the control and management of the Company was taken over by Resolution Applicant and the Company allotted 1,12,41,513 Equity Shares of Rs. 10/- each to Resolution Applicant in terms of the order passed by Hon'ble NCLT. Also, pursuant to the NCLT Order and the Resolution Plan, the share capital of the Company was reduced by 95 % on May 16, 2018. Before the reduction of share capital, the paid-up share capital of the Company was Rs. 74,94,34,380/- divided into 7,49,43,438 equity share of Rs. 10/- each and post allotment of shares to the Resolution Applicant and post reduction of share capital, the present paid-up share capital of the Company is 14,98,86,840/- divided into 1,49,88,684 shares of Rs. 10/- each.
- ii. Sales Tax Department of Maharashtra filed an Appeal [Company Appeal (AT) (Insolvency) No. 309 of 2018] against the Order passed by the Hon'ble National Company Law Tribunal Mumbai, Mumbai Bench dated 19th April, 2018 with National Company Law Appellate Tribunal, New Delhi (Appellate Tribunal) in which Appellate Tribunal passed an Order dated 02nd July, 2016 in which Appellate Tribunal directed to the "Resolution Professional, Corporate Debtor(The Company), the Successful Resolution Applicant and Adjudicating Authority (The Tribunal) to not give effect to the Resolution Plan without prior permission of Appellate Tribunal". Subsequently Hon'ble National Company Law Appellate Tribunal, New Delhi (Appellate Tribunal) vide its Order dated 20th March, 2019 confirmed the Resolution Plan approved the Hon'ble National Company Law Tribunal Mumbai, Mumbai Bench vide its Order dated 19th April, 2018.
- iii. During the financial year, National Stock Exchange of India limited and BSE Limited has charged various fines / penalties for non compliance / late submission of compliances by the Company in the past financial years,



which has not been paid till date. Further, since there was no claim submitted by the Stock Exchanges with the NCLT at the time of Corporate Resolution Process, the Company has filed a Miscellaneous Application in the Hon'ble National Company Law Tribunal Mumbai, Mumbai Bench for waiver of the penalties / fines and the matter is still sub judice.

- iv. Securities Exchange Board of India (SEBI) vide its Order dated November 28, 2018 has imposed a penalty of Rs. 500,000/- (Rupees Five Lakhs) under section 23(A)(a) of Securities Contract Regulation Act, 1956, against which the Company has filed an appeal with the Securities Appellate Tribunal against the Order of SEBI and the matter is still sub judice.
- v. The Appellant (Raj Builder), has filed an appeal to the Hon'ble National Company Law Appellate Tribunal in which the Appellant challenged the Resolution Plan Approved by the Hon'ble NCLT Mumbai vide its Order Dated 19th April, 2018. To hand over the premises of the registered office of the Raj Oil Mills Limited Situated at 224-230 Bellasis Road, Mumbai 400008.

In this matter Hon'ble National Company Law Appellate Tribunal passed an Order Dated 08th August, 2018. In which the Hon'ble Appellate Tribunal observed that the Adjudicating Authority is not the competent authority to pass any Order for Eviction.

Further it is observed that it should not be construed to be for finding that the Appellant is the Landlord or the Corporate Debtor is the tenant of the premises which can be decided by the a court of the competent jurisdiction. Appeal stand Disposed

29. AUDITORS

STATUTORY AUDITOR

The Members of the Company at the 16th Annual General Meeting of the Company held on 04th May, 2019 had approved the appointment of M/s. KAILASH CHAND JAIN & Co. Chartered Accountants, Mumbai, (Firm Registration No. 112318W), as the Statutory Auditors for a period of 5 financial years i.e., upto the conclusion of 21st Annual General Meeting of the Company to be held in the year 2023.

INTERNAL AUDITOR

The Board, pursuant to section 138 of the Companies Act, 2013 read with rule 13 of the Companies (Accounts) Rules, 2014, has in its meeting held on 05th November, 2018 appointed M/s K.C. Jain Kala & Co. Chartered Accountants, Mumbai as the Internal Auditor to conduct the Internal Audit of the Company.

30. SECRETARIAL AUDITOR

The Board, pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, had appointed M/s Amit R Dadheech & Associates, Company Secretaries (C.P. No. 8952) as the Secretarial Auditors of the Company to conduct the Secretarial Audit as per the provisions of Section 204 of the Companies Act, 2013 for the FY 2018-19. The Secretarial Audit Report for the FY 2018-19 is annexed to this Directors' Report as Annexure - 3.

The explanations or comments on every qualification, reservation or adverse remark or disclaimer made by the Company Secretary in Practice in the secretarial audit report are self explanatory and not required any further explanations.

31. BOARDS COMMENT ON AUDITOR'S REPORT

STATUTORY AUDITOR

The statutory Auditor of the Company has qualified its report of the Financial Year 2018-19, the Board of Directors of the Company given explanation or comments on every qualification of the Auditor as follows:



- i. A petition has filed against Dipti Veg Oil Limited for recovery of INR 1.75 crore before NCLT, Mumbai and the same is disclosed under the 'Trade Receivable' in the books of accounts of the Company. In this regard no provision has been made in the books of accounts of the Company.

Explanation: The Company has conducted the investigation and System Audit in the above matter and the report of the Auditors States says that the recoverable from the Dipti Veg Oil Limited is certain.

- ii. As per section 148 of the Companies Act, 2013 read with rule 3(B)- 20 " Non Regulated Sector – Edible Oil" and the Rule -5 of Companies (Cost Records and Audit) Rule, 2014, the Company is required to maintain the cost record of the manufacturing process. However the Company is in the process of maintaining records of cost of materials consumed on actual consumption basis. Further, as per Rule 6 of the Companies (Cost Records and Audit) Rules, 2014 no cost audit has been carried by the Company during the year under Audit.

Explanation: As the Auditor already mentioned in his report that the Company is in the process of maintaining record of cost of the cost of material consumed on actual consumption basis and company has started the maintaining the same. Further with respect to the Audit of the cost Record as per Companies (Cost Records and Audit) Rules, 2014 during the Financial Year Company is not falling under the criteria prescribed in the Act however Company will appoint the Cost Auditor once company will the cross the prescribed Limit.

32. COMPLIANCE WITH SECRETARIAL STANDARD:

The Board of Directors affirms that the Company has complied with the applicable Secretarial Standards issued by the Institute of Companies Secretaries of India (SS1 and SS2) respectively relating to Meetings of the Board and its Committees which have mandatory application.

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

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and rules made there under, your Company has adopted a Sexual Harassment Policy for women to ensure healthy working environment without fear of prejudice, gender bias and sexual harassment.

There were no incidences of sexual harassment reported during the year under review, in terms of the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

34. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your attention is drawn to the perception and business outlook of your management for your Company for current year and for the industry in which it operates including its position and perceived trends in near future. The Management Discussion and Analysis Report, as required under Regulations 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with the Stock Exchange is attached and forms part of this Directors' Report.

35. CORPORATE GOVERNANCE:

The Corporate Governance Report for Financial Year 2018 -19 as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. The requisite certificate from Statutory Auditor of the Company confirming the condition of corporate governance norms forms part of the Corporate Governance Report.

36. SUSPENSION OF TRADING

As mentioned above pursuant to the Order of NCLT and Resolution Plan, the equity share capital of the Company has reduced by 95 % on May 16, 2018 in respect of which Company has filed a corporate action with the Stock Exchange, pursuant to which the Stock Exchanges have suspended the trading in securities of the Company till the completion of Corporate Action.



37. EXTRACTS OF ANNUAL RETURN:

As required under the provisions of sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules 2014, the Extract of Annual Return in Form No. MGT 9 forms part of this report.

38. DISCLOSURE REQUIREMENTS:

As per SEBI Listing Regulations, Corporate Governance Report with Auditors' Certificate thereon and Management Discussion and Analysis are attached, which forms part of this report.

39. ACKNOWLEDGEMENTS:

The members of the Board of Directors wish to place on record their sincere appreciation for the devoted services rendered by all the employees and the continued co-operation and confidence of shareholders. The Board expresses their sincere thanks to the Bankers, Government and Semi-Government Authorities, Esteemed Customers, Suppliers, Business Associates and all other well wishers for their consistent contribution at all levels to ensure that the Company continues to grow and excel.

40. CAUTIONARY STATEMENT

The Board's Report and Management Discussion & Analysis may contain certain statements describing the Company's objectives, expectations or forecasts that appear to be forward-looking within the meaning of applicable securities laws and regulations while actual outcomes may differ materially from what is expressed herein.

The Company is not obliged to update any such forward-looking statements. Some important factors that could influence the Company's operations comprise economic developments, pricing and demand and supply conditions in global and domestic markets, changes in government regulations, tax laws, litigation and industrial relations.

For and on behalf of the Board of Director

Sd/-
Sufyan Abdul Razak Maknojia
Managing Director

Sd/-
Parvez Shafee Ahmed Shaikh
Chairman

Mumbai, 04th September, 2019

**ANNEXURE TO DIRECTOR'S REPORT
ANNEXURE -1****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)

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

1. Details of contracts or arrangements or transactions not at arm's length basis

Post - Acquisition, there were no contracts or arrangements or transactions entered into by the Company, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

Sr. No.	Particulars	Remarks
i.	Name(s) of the related party and nature of relationship	M/s. Rubberwala Housing & Infrastructure Limited and M/s. Mukhi Industries Limited is the prompter of the Company.
ii.	Nature of contracts /arrangements/transactions	Unsecured loan given to the Company
iii.	Duration of the transaction	Financial Year 2018-19
iv.	Salient terms of the contracts or arrangements or transactions including the value, if any	Loan of Rs. 1408/- Lakhs has been obtained from the the related party is in pursuance of the Resolution Plan Approved by the Hon'ble NCLT.

Notes

The above transaction entered between the Company and Related party is pursuance of the Resolution Plan approved by the Hon'ble National Company Law Tribunal vide its Order dated 19th , April,2018.

For and on behalf of the Board of Director

**Sd/-
Parvez Shafee Ahmed Shaikh
Chairman**

Mumbai, 04th September, 2019



ANNEXURE -2

FORM – A

S r . No.		Financial Year Ended 31st March,2019	Financial Year Ended 31st March,2018
1	Electricity		
	Purchased		
	Units (lakhs)	1.79	1.79
	Total Amount (Rs. In lakhs)	35.21	27.05
	Rate per unit (Rs./ Unit)	7.01	7.07
	Own Generation Through Diesel Generator		
	Units	511	770
	Total Amount Rs. in Lakhs	2.27	3.42
	Cost per unit (Rs. / Unit)	443.33	443.93
2	Furnace Oil/LSHS/LDO/HSD		
	Qty (Ltrs)	3183	5014
	Total Amount (Rs. In Lakhs)	2.27	3.46
	Average Rate (Rs. /Ltrs)	71.17	68.17

Note:

- Industrial Unit Rate Changes - Apr 2018 to Aug 2018 Rs 6.98 per unit
Sept 2018 to March 2019 Rs 7.10 per unit
- Per unit rates of electricity are without tax and other applicable charges.

(A) Consumption per unit of Production

It is not feasible to maintain product category wise, energy & fuel consumption data, since the Company Manufacture/ pack a large range of products having different energy & fuel Requirements.

For and on behalf of the Board of Director

**SD/-
Parvez Shafee Ahmed Shaikh
Chairman**

Mumbai, 04th September, 2019



**FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019**

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

To,
The Members,
Raj Oil Mills Limited
224-230 Bellasis Road,
Mumbai -400 008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to corporate practices by **Raj Oil Mills Limited (CIN: L15142MH2001PLC133714)** (hereinafter called "the company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of Raj Oil Mills Limited 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 the Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 complied / not Complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Raj Oil Mills Limited for the financial year ended on 31st March, 2019 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 till May 14, 2015;
7. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 with effect from May 15, 2015;
8. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
9. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999)**
10. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008)



11. 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;
12. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009)**
13. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(During the period under review, the Company has not entered into any transaction requiring compliances with the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998)**
14. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 with effect from December 1, 2015

OTHER APPLICABLE LAWS:

With respect to the compliance system prevailing in the Company and on examination of the relevant documents and records on test check basis, following are the laws applicable to the Company

1. Employees State Insurance Act, 1948
2. Employees Provident Fund and Miscellaneous Provisions Act, 1952
3. Indian Contract Act, 1872
4. Professional Tax, 1975
5. Food & Drug Act, 2006
6. Weights & Measures Act, 2009
7. Pollution Control Act, 1986
8. Factories Act, 1948 & the Maharashtra Factories Rules, 1963.
9. Income Tax Act, 1961 to the extent of Tax Deducted at Source under various Section and T.D.S. Returns filed.
10. Indirect Tax Laws relating to collections, deductions, wherever applicable, payments made and returns filed
11. Shops and Establishment Act.
12. Maharashtra Value Added Tax, 2002
13. Trade Marks Act, 1999
14. FCCBs and Ordinary Shares [Through Depository Receipt Mechanism] Scheme, 1993 or any amendment thereof.

We have relied on the representation made by the management in the relation to the compliance of the aforesaid laws and wish to state that the Company has complied with the applicable laws during the period under review.

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

- (i) Secretarial Standards as issued and implemented by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

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

We further report that:

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

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance. However, 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.



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

We further report that during the audit period:

1. We have relied on the qualification / reservation / observation provided in report of internal as well as statutory auditors of the Company for compliance system relating to direct tax, indirect tax and other tax laws.
2. During the year under review, M/s. Rubberwala Housing & Infrastructure Limited and M/s. Mukhi Industries Limited, acquired the Company on May 04, 2018 through the Corporate Insolvency Resolution Process ('CIRP Process') under the Insolvency and Bankruptcy Code, 2016 ('IBC') (the 'Acquisition'). Post-Acquisition, the Board of Directors of the Company ('Board') was re-constituted and a new management ('New Management') was put in place to implement the Resolution Plan as approved by the National Company Law Tribunal, Mumbai Bench, Mumbai ('NCLT') vide its Order dated April 19, 2018 ('NCLT Order') ('Approved Resolution Plan' or 'Resolution Plan').
3. During the year, the Company have taken relevant steps for repayment of the Public Deposits as per the Scheme sanctioned by Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench. However, the Company has still not repaid the full amount of Public deposits liable to paid in pursuance to the sanctioned Scheme of NCLT.
4. There have been huge penalties levied by the Stock Exchanges for non compliance / late submission of compliances by the Company under SEBI (Listing and Disclosure Requirements) Regulations, 2015 in past financial years, the payment of which is still not made by the Company. The Company has made a Miscellaneous Application with Hon'ble NCLT, Mumbai Bench for waiver of the aforesaid penalty and the matter is pending.
5. Securities Exchange Board of India (SEBI) vide its Order dated November 28, 2018 has imposed a penalty of Rs. 500,000/- (Rupees Five Lakhs) under section 23(A)(a) of Securities Contract Regulation Act, 1956, against which the Company has filed an appeal with the Securities Appellate Tribunal against the Order of SEBI and the matter is still sub judice.
6. The trading in securities of the Company has been suspended by both the stock exchanges due to reduction of share capital of the Company. The corporate action i.e. reduction in share capital is still pending to be effected and thus the trading in securities is still suspended on both the stock exchanges.
7. Pursuant to the Order of the NCLT dated April 19, 2019, the Company has allotted 1,12,41,513 shares of Rs. 10/- each to new promoters of the Company i.e. M/s. Rubberwala Housing & Infrastructure Limited and M/s. Mukhi Industries Limited, on May 16, 2018 as per the Resolution Plan approved by the Hon'ble National Company Law Tribunal.
8. The Company has not paid stamp duty in past, with respect to the allotment of Equity shares upon Conversion of Warrants within the stipulated time frame.
9. The Company has not filed yearly report to RBI Annex -10 (Form DR) i.e. Return to be filed by an Indian Company who has arranged issue of GDR/ADR
10. The Company has filed Listing Application to BSE Ltd & National Stock Exchange Limited for listing of 39,33,330 Equity Shares of Rs. 10/- each and the same is still pending for approval.

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



Annexure A to the Secretarial Audit Report

The Members

Raj Oil Mills Limited

224-230 Bellasis Road,
Mumbai -400 008

1. We have relied on the management's representation of financial records and Books of Accounts of the Company and have not verified the correctness of the same.
2. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
3. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on the random test basis.
4. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
5. 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.

For Amit R. Dadheech & Associates

Sd/-

Amit R. Dadheech

M. No.: 22889; C.P. No.: 8952

Mumbai, September 4, 2019



ANNEXURE –4

Form No. MGT--9

EXTRACT OF THE ANNUAL RETURN

As on Financial Year Ended 31st March, 2019

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN :-	L15142MH2001PLC133714
ii)	Registration Date :	17/10/2001
iii)	Name of the Company	RAJ OIL MILLS LIMITED
iv)	Category/Sub-Category of the Company	Category: Company Limited by Shares Sub-Category : Indian Non-government Company
v)	Address of the Registered office and contact details	224-230 Bellasis Road, Bombay Central, Mumbai –400008
vi)	Whether listed company Yes/No	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Big Share Services Pvt. Ltd. CIN : U99999MH1994PTC076534 E-2/3 Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072. Board No. : 022 40430200 Direct No. : 022 40430295 Mobile No.: 7045454390 Fax No. : 022 28475207 Email ID: bhagwan@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the company
1	Edible Oil (Vegetable Oils and Fats)	2110, 2112, 2113	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. NO	Name and address of the Company	CIN/GLN	Holding/Subsidiary/ associate	% of shares held	Applicable Section
1	NOT APPLICABLE				

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

	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2018				No. of Shares held at the end of the year :31/03/2019				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
(A)	Shareholding of Promoter and Promoter Group									
1.	Indian									
a)	Individual / HUF	0	0	0	0	0	0	0	0	0



	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2018				No. of Shares held at the end of the year :31/03/2019				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
b)	Central / State government(s)	0	0	0	0	0	0	0	0	0
c)	Bodies Corporate	0	0	0	0	0	11241513	11241513	75.00	75.00
d)	Financial Institutions / Banks	0	0	0	0	0	0	0	0	0
e)	Any others (Specify)									
i.	Group Companies	0	0	0	0	0	0	0	0	0
ii.	Trusts	0	0	0	0	0	0	0	0	0
iii.	Directors Relatives	121800	0	121800	(0.18)		0	0	0	(0.18)
	Sub Total (A)(1) :	121800	0	121800	(0.18)	0	11241513	11241513	75.00	74.82
2.	Foreign									
a)	Bodies Corporate	0	0	0	0	0	0	0	0	0
b)	Individual	0	0	0	0	0	0	0	0	0
c)	Institutions	0	0	0	0	0	0	0	0	0
d)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
e)	Any others (Specify)	0	0	0	0	0	0	0	0	0
	Sub Total (A)(2) :	0	0	0	0	0	0	0	0	0
	Total holding for promoters(A)=(A)(1) + (A)(2)	121800	0	121800	(0.18)	0	11241513	11241513	75.00	74.82
(B)	Public shareholding									
1.	Institutions									
a)	Central / State Government(S)	0	0	0	0	0	0	0	0	0
b)	Financial Institutions / Banks	5000	0	5000	0.01	250	0	250	0	(0.01)
c)	Mutual Funds / UTI	0	0	0	0	0	0	0	0	0
d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
e)	Insurance companies	0	0	0	0	0	0	0	0	0
f)	FII'S	0	0	0	0	0	0	0	0	0
g)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
h)	Qualified Foreign Investor	0	0	0	0	0	0	0	0	0
i)	Any Others (Specify)	0	0	0	0	0	0	0	0	0
j)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
k)	Alternate Investment Fund	0	0	0	0	0	0	0	0	0
	SUB TOTAL (B)(1) :	5000	0	5000	0.01	250	0	0	0	(0.01)
2.	Non-institutions									
a)	BODIES CORPORATE	4514455	0	4514455	6.36	254288	0	254288	1.70	(4.66)
b)	INDIVIDUAL									
i.	(Capital Upto To Rs. 1 Lakh)	25770578	8553	25779131	36.30	2653356	393330	3046686	20.33	(15.98)
ii.	(CAPITAL GREATER THAN Rs. 1 Lakh)	38941426	35000	38976426	54.89	365473	2150	367623	2.45	(52.44)
c)	ANY OTHERS (Specify)									
i.	Trusts	350	0	350	0.00	17	0	17	0.00	(0.00)
ii.	Clearing Member	188818	0	188818	0.27	2647	0	2647	0.02	(0.25)



	Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2018				No. of Shares held at the end of the year :31/03/2019				% Change
		Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %	
iii.	Non Resident Indians	1233915	0	1233915		60197	0	60197	0.40	
iv.	Directors Relatives	171488	0	171488	0.24	14979	0	14979	0.10	(0.14)
v.	NBFCs	12425	0	12425	0.02	484	0	484	0.00	(0.01)
vi.	Overseas Bodies Corporate	0	0	0	0	0	0	0	0	0
vii.	Unclaimed Suspense Account	0	0	0	0	0	0		0	0
viii.	IEPF	0	0	0	0	0	0	0	0	0
	Sub Total B2	70833455	43553	70877008	99.81	3351441	395480	3476921	25.00	(74.81)
	Total Public Shareholding	70833455	43553	70882008	99.82	3351441	395480	3717171	25.00	(74.82)
(C)	Shares held by Custodians	0	0	0	0	0	0	0	0	0
	Grand Total (A+B+C)	70966555	43553	71010108	100	3351441	11636993	14988684	100	0.00

Note:

The Board of Directors at their meeting held on May 5, 2014 had allotted 39,33,330 Shares to Non- Promoters Person Acting in Concert upon conversion of 39,33,330 warrants and the remaining amount in regards to the pending warrants were forfeited due to non – payment of call money. The Company has filed Listing Application to the BSE Limited & National Stock Exchange Limited and the same is under process. Once the Company obtains Listing approval from the Stock Exchange the shares shall be credited to the respective allottees demat account.

V. SHAREHOLDING OF THE PROMOTER

Sr. No.	Name	No. of Shares held at the beginning of the year: 01/04/2018			No. of Shares held at the end of the year :31/03/2019			% Change in shareholding during the year
		Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	Number of Shares	% Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	Shaukat Suleman Tharadra	22100	0.0311	0.00	0	0	0	(100)
2.	Shaukat Suleman Tharadra	106000	0.1493	0.00	0	0	0	(100)
3.	Mukhi Industries Limited	0	0	0	5620756	37.50	0	100
4.	Rubberwala Housing & Infrastructure Limited	0	0	0	5620756	37.50	0	100
5.	Rubberwala Housing & Infrastructure Limited jointly with Mukhi Industries Limited	0	0	0	1	0	0	100

VI. CHANGE IN PROMOTERS 'SHAREHOLDING

Name	Share holding at the beginning of the year 01/04/2018		Change In Shareholding		Share holding at the end of the year 31/03/2019	
	Number of Shares	% of total shares of the company	Number of Shares	% of Change	Number of Shares	% of total shares of the company
Shaukat Suleman Tharadra	22100	0.0311	22100	(100)	0	0
Shaukat Suleman Tharadra	106000	0.1493	106000	(100)	0	0



Name	Share holding at the beginning of the year 01/04/2018		Change In Shareholding		Share holding at the end of the year 31/03/2019	
	Number of Shares	% of total shares of the company	Number of Shares	% of Change	Number of Shares	% of total shares of the company
Mukhi Industries Limited	0	0	5620756	100	5620756	37.50
Rubberwala Housing & Infrastructure Limited	0	0	5620756	100	5620756	37.50
Rubberwala Housing & Infrastructure Limited jointly with Mukhi Industries Limited	0	0	1	100	1	0

VII. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Sr. No.	Name	No. of Shares at the beginning / End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
1.	JAMSON SECURITIES PVT LTD	0	31-Mar-18		Transfer	0	0.00
			15-Jun-18	1082549	Transfer	1,082,549	1.52
			22-Jun-18	647006	Transfer	1,729,555	2.44
			29-Jun-18	145	Transfer	1,729,700	11.54
			29-Jun-18	-1643215	Reduction	86,485	0.58
		86485	30-Mar-19	0	Transfer	86,485	0.58
2.	JAGDISH AMRITLAL SHAH	996,549	31-Mar-18	0	Transfer	0	0.00
			15-Jun-18	-996549	Transfer	0	0.00
		0	30-Mar-19	0	Transfer	0	0.00
3.	NOORMOHMAD ABDULBHAI MEMON		31-Mar-18		Transfer	0	0.00
			22-Jun-18	777382	Transfer	777,382	1.09
			29-Jun-18	144785	Transfer	922,167	6.15
			29-Jun-18	-876059	Reduction	46,108	0.31
		46108	30-Mar-19	0	Transfer	46,108	0.31
4.	CHETAN M MAV	829,669	31-Mar-18	0	Transfer	829,669	1.17
			27-Apr-18	-125000	Transfer	704,669	0.99
			29-Jun-18	-669436	Reduction	35,233	0.24
		35,233	30-Mar-19	0	Transfer	35,233	0.24
5.	PRABHUDAS LILLADHER ADVISORY SERVICES PRIVATE LIMITED	785,000	31-Mar-18	0	Transfer	785,000	1.11
			29-Jun-18	-745750	Reduction	39,250	0.26



Sr. No.	Name	No. of Shares at the beginning / End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
6.	SATISH SOMCHAND SHAH	10,008	31-Mar-18	0	Transfer	10,008	0.01
			13-Apr-18	249651	Transfer	259,659	0.37
			27-Apr-18	102186	Transfer	361,845	0.51
			30-Apr-18	-361845	Transfer	0	0.00
			4-May-18	501804	Transfer	501,804	0.71
			11-May-18	29970	Transfer	531,774	0.75
			18-May-18	28011	Transfer	559,785	0.79
			25-May-18	67002	Transfer	626,787	0.88
			15-Jun-18	81072	Transfer	707,859	1.00
			29-Jun-18	-672467	Reduction	35,392	0.24
		35,392	30-Mar-19	0	Transfer	35,392	0.24
7.	SHAUNAK JAGDISH SHAH	500,011	31-Mar-18	0	Transfer	500,011	0.70
			6-Apr-18	126235	Transfer	626,246	0.88
			13-Apr-18	100000	Transfer	726,246	1.02
			22-Jun-18	-726164	Transfer	82	0.00
			29-Jun-18	-82	Transfer	0	0.00
		0	30-Mar-19	0	Transfer	0	0.00
8.	CHETNA KETAN RAMBHIA	493,799	31-Mar-18	0	Transfer	493,799	0.70
			20-Apr-18	6201	Transfer	500,000	0.70
			29-Jun-18	-475000	Reduction	25,000	0.17
		25,000	30-Mar-19	0	Transfer	25,000	0.17
9.	REENA SANJAY SHAH	450,731	31-Mar-18	0	Transfer	450,731	0.63
			29-Jun-18	-428195	Reduction	22,536	0.15
		22,536	30-Mar-19	0	Transfer	22,536	0.15
10.	JAGRUTI SHAUNAK SHAH	0	31-Mar-18		Transfer	0	0.00
			13-Apr-18	200000	Transfer	200,000	0.28
			30-Apr-18	-200000	Transfer	0	0.00
			1-Jun-18	256016	Transfer	256,016	0.36
			8-Jun-18	69000	Transfer	325,016	0.46
			15-Jun-18	79972	Transfer	404,988	0.57
			22-Jun-18	33000	Transfer	437,988	0.62
			29-Jun-18	12	Transfer	438,000	2.92
			29-Jun-18	-416100	Reduction	21,900	0.15
		21,900	30-Mar-19	0	Transfer	21,900	0.15
11.	HIMMAT LILADHAR KATARMAL	422,790	31-Mar-18	0	Transfer	422,790	0.60
			6-Apr-18	-422790	Transfer	0	0.00



Sr. No.	Name	No. of Shares at the beginning / End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
		0	30-Mar-19	0	Transfer	0	0.00
12.	BHUMIKA CONSULTANCY PVT LTD	387,534					
		0	31-Mar-18	387,534	0.55		
			13-Apr-18	2000	Transfer	389,534	0.55
			27-Apr-18	1500	Transfer	391,034	0.55
			4-May-18	1501	Transfer	392,535	0.55
			11-May-18	65000	Transfer	457,535	0.64
			18-May-18	92500	Transfer	550,035	0.77
			25-May-18	283600	Transfer	833,635	1.17
			31-May-18	83529	Transfer	917,164	1.29
			8-Jun-18	26000	Transfer	943,164	1.33
			22-Jun-18	-832611	Transfer	110,553	0.16
			29-Jun-18	-105026	Reduction	5,527	0.04
		5,527	30-Mar-19	0	Transfer	5,527	0.04
13.	SHIVAPRASAD GINKA	349,426	31-Mar-18	0	Transfer	349,426	0.49
			29-Jun-18	-331955	Reduction	17,471	0.12
		17,471	30-Mar-19	0	Transfer	17,471	0.12
14.	KARVY STOCK BROKING LIMITED-CLIENT ACCOUNT-BSE CM	267,686	31-Mar-18	0	Transfer	267,686	0.38
			6-Apr-18	1900	Transfer	269,586	0.38
			13-Apr-18	-62	Transfer	269,524	0.38
			20-Apr-18	-50	Transfer	269,474	0.38
			27-Apr-18	10279	Transfer	279,753	0.39
			30-Apr-18	-279753	Transfer	0	0.00
			4-May-18	282703	Transfer	282,703	0.40
			11-May-18	-1250	Transfer	281,453	0.40
			18-May-18	49950	Transfer	331,403	0.47
			25-May-18	528	Transfer	331,931	0.47
			31-May-18	-331931	Transfer	0	0.00
			1-Jun-18	332926	Transfer	332,926	0.47
			8-Jun-18	-295	Transfer	332,631	0.47
			15-Jun-18	4000	Transfer	336,631	0.47
			22-Jun-18	-416	Transfer	336,215	0.47
			29-Jun-18	-49	Transfer	336,166	2.24
			29-Jun-18	-319358	Reduction	16,808	0.11
		16,808	30-Mar-19	0	Transfer	16,808	0.11



Sr. No.	Name	No. of Shares at the beginning / End of the year	Date	Increase/ Decrease in share-holding	Reason	Number of Shares	Percentage of total shares of the company
15.	RAMCHANDRA GOYINDRAM PODDAR	318,728	31-Mar-18	0	Transfer	318,728	0.45
			29-Jun-18	-302792	Reduction	15,936	0.11
		15,936	30-Mar-19		Transfer	15,936	0.11

VIII. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No	Name	Shareholding at the Beginning of the Year		Change in Shareholding			Shareholding at the end of the year	
		No. of Shares	% of total Share	Increase	Decrease	Reason	No. of Shares	% of total Share
1.	Mr. Atikurraheman Daudbhai Mukhi	2075	0.00	Nil	1972	Reduction	103	0.00

IX. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rupees In Lakh)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	9280.08	3065.39	655.15	13000.62
i) Principal Amount	9280.08	3065.39	551.09	12896.56
ii) Interest due but not paid	NIL	NIL	104.06	104.06
iii) Interest accrued but not Due	NIL	NIL	NIL	NIL
Total (i+ii+iii)	9280.08	3065.39	655.15	13000.62
				8780.9
Indebtedness at the end of the financial year				
i) Principal Amount	2200	1535.67	484.05	4219.72
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)				

X. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. REMUNERATION OF MANAGING DIRECTORS, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Parvez Shafee Ahmed Shaikh	Sufyan Abdul Razak Maknoja	
1.	Gross salary	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			



Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Parvez Shafee Ahmed Shaikh	Sufyan Abdul Razak Maknoja	
	(c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961			
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
	Commission			
	- as % of profit			
4.	- Others, specify...	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
6.	Total (A)	Nil	Nil	Nil
7.	Ceiling as per the Act	Nil	Nil	Nil

B. Remuneration to other Directors:

Sr. No.	Particulars of Remuneration	Name of Director		Total Amount
		Abdulqadir Shafatali Chaudhary	Bohman Jamshed Irani	
1.	Independent Directors	Nil	Nil	Nil
	Fee for attending Board/ Committee meetings	Nil	Nil	Nil
	Commission	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil
2.	Other Non-Executive Directors committee meetings	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil
	Total Managerial Remuneration	Nil	Nil	Nil
	Overall Ceiling as per the Act	Nil	Nil	Nil

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

(Rs. in Lakhs)

Sr. No.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL		Total
		Sanjay Kumar Samantaray Samantaray (CFO)	Ankit Kumar Jain Company Secretary	
1.	Gross salary	35.20	1.76	36.96
	(a) Salary as per Provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL



Sr. No.	Particulars of Remuneration	KEY MANAGERIAL PERSONNEL		Total
		Sanjay Kumar Samantaray Samantaray (CFO)	Ankit Kumar Jain Company Secretary	
4.	Commission	NIL	NIL	NIL
	- as % of profit			
	- Others, specify...			
5.	Others, please specify	NIL	NIL	NIL
6.	Total	35.20	1.76	36.96

D. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

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

As mentioned earlier that the Company was in the Corporate Insolvency Process and the New Promoter has took over the Charge the of Management of the Company from 04th May, 2018. NSE, BSE and ROC have imposed various fines and penalties on the Company for various non compliances for the period before the date on which Charge of Management of the Company taken over by New Management. With respect to these fines and penalties Company has filed a miscellaneous Application with Hon'ble National Company Law Tribunal and the matter is sub-judice.

For and on behalf of the Board of Director

**Sd/-
Parvez Shafee Ahmed Shaikh
Chairman**

Mumbai, 04th September, 2019



MANAGEMENT DISCUSSION AND ANALYSIS FORWARD-LOOKING STATEMENT

CAUTIONARY STATEMENT:

This Management Discussion and Analysis statements of Annual Report has been included in adherence to the spirit enunciated in the code of corporate Governance approved by the Securities and Exchange Board of India, Statement in the Management Discussion and Analysis describing the Company's objectives, projections estimates expectation may be "Forward-Looking Statement" within the meaning of applicable securities laws and regulation. These statements are subject to certain risks and uncertainties. Actual result may differ materially from those either expressed or implied in the statement depending on circumstances. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the Government policies, economic development, political factors and such other factors beyond the control of the Company.

ECONOMIC OVERVIEW

India's Gross Domestic Product (GDP) grew by 6.8% in 2018-19, as per the data released by the Central Statistics Office (CSO). The growth is at a 5-year low after 2013-14 when the economy grew by 6.4%. However, India still continues to be the world's fastest growing major economy.

The World Bank projects India's GDP to grow by an average of 7.5% in 2019-20 and 2020-21, with investment picking up and consumption remaining strong.

INDUSTRY STRUCTURE, DEVELOPMENTS AND INDUSTRIAL OUTLOOK:

Global Scenario

The global edible oil market is segmented into palm, soya bean, sunflower, olive, corn and canola oils, as well as specialty blended oils and others. The global edible oils market is expected to register a CAGR of 5.1% through the forecast period to reach the value of US\$ 130.3 billion at the end of 2024. The global edible oils market is segmented on the basis of region, into North America, Europe, Asia Pacific, Latin America and Middle-East and Africa (MEA). Asia Pacific is projected to dominate the global market, accounting for 41.29% share in 2015, and is expected to account for 42.40% at the end of 2024.

India Scenario

Edible oil constitutes an important component of food expenditure in Indian households. The edible oil industry is one of the most important within the agriculture sector in India, the world's largest importer from Indonesia and Malaysia and the third largest consumer. India is also the fifth largest oil seed-producing country in the world after USA, China and Brazil. In all, nine types of oilseeds are produced in India of the nine, soya bean, ground nut, and mustard are the major oilseeds produced in the country. Consumption of vegetable oils have increased due to a rise in overall household income, surging retail sector, increasing health awareness, growing population and increasing demand. The growth of edible oil consumption and increasing population coupled with limited availability of oil seeds and shifting of acreage to other crops have resulted in continuous demand-supply gaps for edible oil, which is being met by imports.

India is a USD 2.8 trillion economy with a population of over 1.3 Billion people. Edible Oil is an important component of the household food basket. The total production of edible oil in the country is around 10.06 Million MT, while the domestic requirement is around 25 Million MT. Since domestic production of edible oils is unable to meet demand, import of edible oils has been resorted to for more than two decades to make this item of mass consumption easily available to consumers at reasonable prices. It is the world's largest edible oil importer, with oil and oil seed turnover of USD 25 Billion and import-export turnover of around USD 13 Billion. India is importing around 15.028 Million tonnes of edible oil per annum at the cost of approximately USD 11 Billion per annum.

Indian Edible Oil Industry at a Glance

Edible oils and Fats are essential ingredients for a wholesome and balanced diet and are vital items of mass consumption. There are two sources of oils viz. primary source and secondary source. The primary sources of oil are nine principal



oilseeds viz. groundnut, rapeseed/mustard, soyabean, sunflower, sesame, niger, safflower, castor and linseeds. Edible oils obtained through secondary sources include coconut, cottonseed, palm, rice bran and oilseed cakes.

As per the 2nd Advance Estimates of Ministry of Agriculture released on 28.02.2019 for 2018-19, estimated Oilseeds production is about 3.15 Million MT and estimated production of oils from these oilseeds in 2018-19 comes to about 0.72 Million MT. The total availability of edible oils from primary as well as secondary sources is estimated at 1.63 Million MT.

India is fortunate in having a wide range of oilseeds crops grown in its different agro climatic zones. Groundnut, mustard, rapeseed, sesame, safflower, linseed, nigerseed, castor are the major traditionally cultivated oilseeds. Soyabean and sunflower have also assumed importance in recent years. Coconut is most important amongst the plantation crops. Efforts are being made to grow oil palm in Andhra Pradesh, Karnataka, Tamil Nadu and North- Eastern parts of the country in addition to Kerala and Andaman & Nicobar Islands. Among the non-conventional oils, rice bran oil and cottonseed oil are the most important. In addition, oilseeds of tree and forest origin, which grow mostly in tribal inhabited areas, are also a significant source of oils. Figures pertaining to estimated production of major cultivated oilseeds, availability of edible oils from all domestic sources (from Domestic and Import Sources) during the last ten years are as under:

(Qty in million MT)

Year	Production of oil seeds	Domestic Availability	Imports	Total Availability / Consumption
2013-14	32.75	10.19	10.97	21.16
2014-15	27.51	9.20	13.85	23.05
2015-16	25.25	8.63	14.85	23.48
2016-17	31.27	10.09	15.85	25.41
2017-18	31.30	10.38	14.59	24.97
2017-18	31.50	1.06		

Source: Ministry of Consumer Affairs, Food & Public Distribution

Per capita consumption of edible oils in the country as compared to world per capita consumption of edible oils since last five years has been as under:-

(KG. Per Year)

Year	2013-14	2014-15	2015-16	2016-17	2017-18
India	16.2	17	19	18.9	19.5
World	27	30	30.5	28	29.3

Source: Ministry of Consumer Affairs, Food & Public Distribution

KEY GROWTH DRIVERS

Population Growth:

During 2018 -19, Indian population has increased by 14 Million people and reach 1.36 Billion. In India, the population is booming in scores of small cities across the country. About 40% of India's population will be living in urban areas by 2025, and these city dwellers will account for more than 60% of consumption. This growth is directly related with the growth in the FMCG sector. India will have 68 cities with population of more than 1 million by 2030, up from the current 42 cities. Rural consumption has increased, led by a combination of increasing incomes and higher aspiration levels; there is an increased demand for branded products in rural India. The rural FMCG market in India is expected to grow to US\$ 220 billion by 2025 from US\$ 23.6 billion in FY18.

Higher Incomes Aid Growth In Urban And Rural Markets:

Incomes have risen at a brisk pace in India and will continue rising given the country's strong economic growth prospects. An important consequence of rising incomes is growing appetite for premium products, primarily in the urban segment. As the proportion of 'working age population' in total population increases, per capita income and GDP are expected to surge.



Modern Retail:

The Retail market in India is estimated to reach US\$ 1.1 trillion by 2020 from US\$ 840 billion in 2017, with modern trade expected to grow at 20 per cent - 25 per cent per annum, which is likely to boost revenues of FMCG companies. Revenues of FMCG sector reached US\$ 52.75 billion in FY18 and are estimated to reach US\$ 103.7 billion in 2020. The sector witnessed growth of 16.5 % in value terms between July-September 2018; supported by moderate inflation, increase in private consumption and rural income.

E-Commerce:

The huge potential of online shopping has caught the attention of top fast-moving consumer goods (FMCG) companies. It is estimated that 40 per cent of all FMCG purchases in India will be online by 2020, thereby making it a huge business opportunity.

Sourcing Base:

Indian and multinational FMCG players can leverage India as a strategic sourcing hub for cost competitive product development and manufacturing to cater to international markets.

Brand Consciousness:

The spending patterns of Indians have witnessed a shift towards branded products owing to a rise in disposable incomes. A vast majority of people no longer wish to compromise quality just to save some extra money.

COMPANY OVERVIEW

The Raj Oil Mills Limited is engaged in the business of manufacturing and trading of edible oils since its inception.

During the year Hon'ble National Company Law Tribunal, Mumbai Bench, Mumbai (Hon'ble NCLT) vide its Order dated 19th April, 2018 approved the Resolution Plan under section 31 of the Insolvency and Bankruptcy Code, 2016. Pursuant to the Order of Hon'ble NCLT the management of the Company takeover by the new promoters i.e. M/s. Mukhi Industries Limited and M/s. Rubberwala Housing and Infrastructure Limited.

The new promoters of the Company are well established groups having proven track record in its respective fields. Since the new promoter has taken over the management, the Company has focused on the expansion of the business by adopting new techniques and implementation of new ideas.

The turnover of the Company has increased by 19.5% during the financial year and is expected to grow substantially in the subsequent year.

Company is working in single segment i.e. manufacturing and trading of edible oil. The Company has a strong portfolio of brands viz. Guinea, Cocoraj, Tilraj, and Mustraj enjoys reputed market presence. The Company believes in offering consistent purity and taste in its products.

Company has launched new product by the name Divya Shakti, Divya Shakti is specially designed and developed for using in Lamps and Dias.

The Company has strived for its commitment and promise to the entire shareholder and have valued their effort for making it a renowned brand, thereby increasing shareholder value. The new management of the company has always been believe in taking all the developmental and social initiatives for its stakeholders including employees, customers, society, investors, promoters, vendors and government bodies.

The company's affairs are being managed by highly qualified/experienced professionals and the Company is promoted by well-established group of promoters having a proven track record.

INFORMATION TECHNOLOGY

Information Technology is one of the key drivers for any business for furthering the key strategies of the origination. The Company applies technology to create more efficient relationship with our stakeholders including employees, suppliers



& customer. Recently company has developed software based application named msell which provides the real time information of the sales and productivity of the sale person.

INTERNAL CONTROLS

The Company has proper and adequate system of internal controls which ensures that all assets are safeguarded against loss from unauthorized use or disposition and all the transaction are authorized, recorded and reported correctly. Regular internal audits and checks are carried out to provide assurance that the responsibilities at various levels are discharged effectively and that adequate systems are in existence. The management continuously reviews the internal control systems and procedure for efficient conduct of business. The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

M/s. Kailsah Chand Jain & Co. Chartered Accountants are the Internal Auditors of the Company. The reports and findings of the internal auditors and the internal control system are periodically reviewed by the Audit Committee. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitor and evaluate the efficacy and adequacy of internal control systems in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

HUMAN RESOURCES

The Company recognizes the importance and contribution of its human resources for its growth and development and is committed to the development of its people.

Raj Oil Mills Limited, equal importance is given to the development of the company's human resource. Company has always recruited the best talent available in the industry – people with years of expertise and experience behind them. The Company considers its employees to be the most valuable asset and is committed to provide a conducive work environment to enable each individual to fully realize his or her potential. The human resource programmes focus on strengthening key areas of Enhancing individual and organization readiness for future challenges. Management is investing in enhancing technical and managerial skills of employees for building competencies needed for growth plans. Our business review & performance improvement process continues to put focus on performance and periodic review of each of our businesses and individuals.

The Company has cordial relations with employees and staff. There are no industrial relations problems during the year and the Company does not anticipate any material problems on this count in the current year.

RISK MANAGEMENT AND MITIGATION:

Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/ Micro factors. Also Commodities are increasingly becoming asset classes. Prices of the Raw materials and finished products manufactured by your Company fluctuate widely due to a host of local and international factors.

Key risks for the edible oils sector include risks from change in import-export regulations; change in the minimum support price (MSP) on oilseeds offered by the government; high dependence on monsoons and finally, the risk arising out of exchange rate fluctuations. Procurement of material at the right price and quantity, optimum utilization of processing units, their strategic location, a strong brand name and diversification of product offerings are likely to be the key success determinants for players.

Increase in the number of competing brands in the market place, counter campaigning and aggressive pricing by competitors have the potential to create a disruption.

Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimize its impact on profitability. Also, your Company has initiated setting-up of a framework to upgrade itself to a robust risk management system.



CORPORATE GOVERNANCE REPORT

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company strongly believes that establishing good corporate governance practices in each and every function of the organization leads to achieve sustainable growth and enhances long term value for all the stakeholders. The Company always endeavors to carry its business operations in a fair, transparent and ethical manner and also holds itself accountable and responsible to the society it belongs. The Company considers it imperative to abide by the laws and regulations of the land in letter and spirit and is committed to the highest standards of corporate behaviors. The company always strives to improve performance at all levels by adhering to corporate governance practices, such as managing its affairs with diligence, transparency, responsibility and accountability. We have, therefore, designed our systems and action plans to enhance performance and stakeholder's value in the long run. To create a culture of good governance, your Company has adopted practices that comprise of performance accountability, effective management control, constitution of Board Committees as a part of the internal control system, fair representation of non-executive and independent Directors on the Board, adequate and timely compliance, disclosure of information on performance, ownership and governance of the Company and payment of statutory dues.

The Company has complied with norms of Corporate Governance as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company understands that compliances of applicable legislations and timely disclosures enhance the image of the Company as a good corporate citizen in the Country

2. BOARD OF DIRECTORS

i. COMPOSITION:

As on 31st March, 2019, the Board of Directors of the Company has Four (4) Directors Comprising of Two (2) Executive Directors and Two (2) Independent Directors which are as follows:

Name of the Director	Category	No. of Position held in Other Listed Company		
		Board	Committee	
			Membership	Chairmanship
Parvez Shafee Ahmed Shaikh	Chairman & Whole Time Director	Nil	Nil	Nil
Sufyan Abdul Razak Maknojia	Managing Director	Nil	Nil	Nil
Abdulqadir Shafatali Chaudhary	Non Executive – Independent Directors	Nil	Nil	Nil
Bohman Jamshed Irani*	Non Executive – Independent Directors	Nil	Nil	Nil

*On 3rd April, 2019 Mr. Bohman Jamshed Irani, Independent Director resigned from the Board of the Company.

ii. CHANGE IN COMPOSITION OF BOARD ON AND AFTER MARCH 31, 2019

The Board of Directors of the Company has optimum mix of Executive and Non-Executive Directors with half of the Board of Directors of the Company comprising Independent Directors. At present, the Company has total 8 (Eight) Directors which are as follows:

Sr. No.	Name of Director	DIN	Designation
1)	Parvez Shafee Ahmed Shaikh	00254202	Chairman & Whole Time Director
2)	Sufyan Abdul Razak Maknojia	08003749	Managing Director



Sr. No.	Name of Director	DIN	Designation
3)	Tabrez Shafiahmed Shaikh (w.e.f. 03rd April, 2019)	00255132	Whole Time Director
4)	Atikurraheman Daudbhai Mukhi (w.e.f. 03rd April, 2019)	05191543	Whole Time Director
5)	Abdulqadir Shafatali Chaudhary	00339696	Independent Director
6)	Huzefa Dawood Ghadiali (w.e.f. 03rd April, 2019)	06882025	Independent Director
7)	Lucky Kulkarni (w.e.f. 03rd April, 2019)	07612040	Independent Director
8)	Siraj Umar Furniturewala (w.e.f. 03rd April, 2019)	00177667	Independent Director

At present the composition of the Board is in compliance with the requirements of the Companies Act, 2013 (Act) and Regulation 17 of the Listing Regulations. The profile of the Directors can be viewed on the Company's website i.e. www.rajoilmillsLtd.com .

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity and independence. The Board provides leadership, strategic guidance, an objective and independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency and disclosure. The Board periodically evaluates the need for change in its composition and size.

Notes:

1. Mr. Parvez Shaikh, Chairman and Mr. Tabrez Shaikh, Whole-time Director are brothers by relation.
2. There are no inter se relationships between the Board members except as disclosed in point no. 1.
3. None of the Directors hold any directorship in other listed companies. Further, none of the independent Director (ID) of the Company serves as an ID in any other listed companies.
4. None of the Directors hold directorship in more than 20 Indian companies, with not more than 10 public limited companies.
5. None of the Directors is a member of more than 10 committees or chairperson of more than 5 committees across all the public limited companies in which he/she is a Director. As per Listing Regulations, only memberships of Audit Committee and Stakeholders Relationship Committee have been taken into consideration for the purpose of ascertaining the limit.
6. All IDs of the Company have been appointed as per the provisions of the Act and Listing Regulations. Formal letters of appointment have been issued to the IDs. In the opinion of the Board, the IDs are independent of the management.
7. The Chairman of the Company is a Executive Director (ED) and Promoter of the Company.

iii. BOARD MEETINGS

During the Financial Year 2018-19 the Board met Eight (8) times on,

04th May, 2018	11th May, 2018	16th May, 2018	19th June, 2018
13th August, 2018	05th November, 2018	28th November, 2018	14th, February, 2019

Details of attendance of Directors in the Board meeting during the financial year 2018-19 are as under:



S r . No.	Name Of Director	No. of Board Meeting held	No. of Board Meeting Attended	Whether attended Last AGM
1.	Parvez Shafee Ahmed Shaikh	8	8	No
2.	Sufyan Abdul Razak Maknojia	8	8	Yes
3.	Bohman Jamshed Irani	8	4	No
4.	Abdulqadir Shafatali Chaudhary	8	6	No

iv. RERESOLUTION BY CIRCULATION

During the year under review, two resolutions were passed by means of circulation on 23rd November, 2018 the details of are as follows:

Resolution No.	Brief Particulars
1.	Appointment of M/s. Amit R Dadheech & Co. as Secretarial Auditor of the Company for the year 2016-17
2.	Appointment of Ajit K Sharma & Associates as Secretarial Auditor of the Company for the year 2017-18

Both the above resolution was passed with requisite majority and the same were placed in the next Meeting of the Board held on 28th November, 2018.

v. INFORMATION PROVIDED TO THE BOARD

The Board has unrestricted access to all Company-related information. At Board/Committee meetings, departmental heads and representatives who can provide additional insights into the items being discussed are invited. The Company provides the following information inter alia to the Board, which is given either as part of the agenda or by way of presentations during the meetings, as deemed appropriate:

- a) Annual operating plans and budgets, capital budgets and other updates.
- b) Quarterly, half-yearly and annual financial results of the Company.
- c) Detailed presentations on business strategy, future outlook, capital budget of the Company.
- d) Minutes of meetings of committees of the Board.
- e) The information on recruitment and removal and remuneration of senior officers just below the Board level, including Chief Financial Officer and Company Secretary.
- f) Material show cause, demand, prosecution notices and penalty notices, if any;
- g) Fatal or serious accidents, dangerous occurrences, any material effluent or pollution problems, if any;
- h) Any material default in financial obligations to and by the Company.
- i) Any issue which involves possible public or product liability claims of substantial nature, if any;
- j) Status of compliance of any regulatory, statutory nature or listing requirements and shareholders service;
- k) All proposals requiring strategic decisions;
- l) Regular business updates.

vi. CODE OF CONDUCT:

The Board of Directors of the Company has adopted Code of Business Conduct & Ethics. This Code is based on three fundamental principles, viz. good corporate governance, good corporate citizenship and exemplary conduct and is applicable to all the Directors and senior management personnel.

In terms of the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Code of Business Conduct & Ethics, as approved by the Board of Directors, has been displayed at the website of the company, All the members of the Board and senior management personnel have affirmed compliance with the Code for the year ended 31st March, 2019 and a declaration to that effect signed by the CEO and Managing Director is attached and forms part of this report.

**vii. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING:**

The Company has a Code of Conduct for Prevention of Insider Trading in the shares and securities of the Company as required under SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct to Regulate, Monitor and Report Trading By Insiders and Code of Practices and Procedures For Fair Disclosure of Unpublished Price Sensitive Information. All Directors, insiders and designated persons who could have access to the Unpublished Price Sensitive Information of the Company are governed by the Code.

viii. COMMITTEES OF THE BOARD

The Board Committees play a crucial role in the governance structure of the Company and have been constituted to deal with specific areas / activities as mandated by applicable regulation; which concern the Company and need a closer review. The Board has established the following Committees:-

a) AUDIT COMMITTEE

The Company has duly constituted Audit Committee, the scope of which is quite comprehensive and is in conformity with the provisions of the Companies Act, 2013 and Listing Regulations:

COMPOSITION OF AUDIT COMMITTEE:

The Composition of Audit Committee as on March 31, 2019

Sr. No.	Name	Designation
1.	Bohman Jamshed Irani*	Chairman
2.	Abdulqadir Shafatali Chaudhary	Member
3.	Sufyan Abdul Razak Maknojia	Member

*On 3rd April, 2019 Mr. Bohman Jamshed Irani, Independent Director resigned from the Board of the Company.

During the Year under review, the committee met only once i.e. on 14th February, 2019. All the members of the Committee were present in the Meeting.

CHANGE IN COMPOSITION OF AUDIT COMMITTEE:

The Board of Directors of the Company in its meeting held on 03rd April, 2019, re-constituted the Audit Committee to comply with the provisions of SEBI (LODR) and other applicable laws. At present, the Audit Committee consists of 4 (Four) members; 3 (Three) Independent Director and 1 (One) Whole-time Director, the details of which are as follows:

Sr. No.	Name	Designation
1.	Huzefa Dawood Ghadiali (w.e.f. 03rd April, 2019)	Chairman
2.	Lucky Kulkarni (w.e.f. 03rd April, 2019)	Member
3.	Siraj Umar Furniturewala (w.e.f. 03rd April, 2019)	Member
4.	Sufyan Abdul Razak Maknojia	Member

All the Members of the Committee have relevant experience in financial matters. The Company Secretary of the Company, i.e. Mr. Ankit Kumar Jain acts as a Secretary to this Committee.



Terms of reference:

The Audit Committee assists the Board in its responsibility of overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The purpose of this Committee is to oversee the accounting and financial process of the Company, the audits of the Company's financial statements, the appointment, independence, performance and remuneration of the statutory auditors including the Cost auditors, the performance of internal auditors and the Company's risk management policies. The terms of reference of Audit Committee cover the areas mentioned under Part C of Schedule II of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 as well as Section 177 of the Companies Act, 2013.

b) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has formed an investors grievance redressal Committee named as Stakeholders' Relationship Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 and Rules made thereunder to specifically look into the redressal of investors complaint like transfer of shares, non receipt of balance sheet or non receipt of credit of shares into the Demat account etc. The Committee also approves issue of duplicate share certificate(s) and other related matters and oversees and reviews all matters connected with the share transfer, transmission etc. The Committee is consisting of following Directors as on March 31, 2019:

Sr. No.	Name	Designation
1.	Abdulqadir Shafatali Chaudhary	Chairman
2.	Bohman Jamshed Irani*	Member
3.	Parvez Shafee Ahmed Shaikh	Member

*On 3rd April, 2019 Mr. Bohman Jamshed Irani, Independent Director resigned from the Board of the Company.

During the Year under review, the committee met only once i.e. on 14th February, 2019. All the members of the Committee were present in the Meeting.

The Company Secretary of the Company, i.e. Mr. Ankit Kumar Jain acts as a Secretary to this Committee.

CHANGE IN COMPOSITION OF STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Board of Directors of the Company in its meeting held on 03rd April, 2019 re-constituted the Stakeholders' Relationship Committee. At present, the Committee consists 4 (Four) members; 3 (Three) Independent Director and 1 (One) Whole- time Director, the details of which are as follows:

Sr. No.	Name	Designation
1.	Siraj Umar Furniturewala (w.e.f. 03rd April, 2019)	Chairman
2.	Lucky Kulkarni (w.e.f. 03rd April, 2019)	Member
3.	Abdulqadir Chaudhary	Member
4.	Mr. Parvez Shafee Ahmed Shaikh	Member

Terms of Reference:

The terms of reference and the ambit of powers of Stakeholders Relationship Committee are as per the governing provisions of the Companies Act, 2013 (section 178) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (specified in Part D of Schedule II). The Committee considers



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

Status of Investors/shareholders Complaints during the period under review

Complaints	Numbers
Pending at the beginning of the Year	0
Received during the Year	40
Disposed off during the Year	40
Un resolved at the end of the Year	0

c) NOMINATION AND REMUNERATION COMMITTEE:

The Company has not constituted Nomination and Remuneration Committee during the FY 2018-19, as the Company had only 2 (Two) Non-executive Directors and the provisions of Section 178 of the Companies Act, 2013 lays down the criteria of minimum 3 (Three) members, all non-executive, as valid composition of the Nomination and Remuneration Committee.

However, at the meeting of the Board of Directors held on 03rd April, 2019, the Company reconstituted the Nomination and Remuneration Committee to bring it in lines with the provisions of Companies Act, 2013 and SEBI (Listing Obligation Requirements) Regulations, 2015. Thus, at present, the Committee consists of 4 (Four) members; all of whom are non executive independent directors, the details of which are as follows:

Sr. No.	Name	Designation
1.	Mrs. Lucky Kulkarni (w.e.f. 03rd April, 2019)	Chairman
2.	Mr. Siraj Umar Furniturewala (w.e.f. 03rd April, 2019)	Member
3.	Mr. Abdulqadir Chaudhary	Member
4.	Mr. Huzefa Dawood Ghadiali (w.e.f. 03rd April, 2019)	Member

Terms of Reference:

The Nomination and Remuneration Committee assist the Board in overseeing the method, criteria and quantum of compensation for directors and senior management based on their performance and defined assessment criteria. The Committee formulates the criteria for evaluation of the performance of Independent Directors & the Board of Directors; identifying the persons who are qualified to become directors, and who may be appointed in senior management and recommend to the Board their appointment and removal. The terms of the reference of Nomination and Remuneration Committee covers the areas mentioned under Part D of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 as well as section 178 of the Companies Act, 2013. The objectives of constituting of Nomination and Remuneration Committee are as follow:

1. The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
2. The Nomination and Remuneration Committee shall, while formulating the above policy shall ensure that—
 - a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;



- b) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- c) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Remuneration to Executive Directors:

The Whole Time Directors of the Company are not being paid any remuneration for the year under review. The appointment and terms of employment are governed by the, terms and condition entered in the appointment letter, Articles of Association of the Company and Resolution passed by the Shareholder of the Company.

Remuneration to Non-Executive Directors:

The Non-Executive Directors of the Company do not draw any remuneration from the Company.

Remuneration of All Directors:

The details of the remuneration paid by the Company to its Directors for the year ended March 31, 2019 alongwith their relationships with each other are as under:

Sr. No.	Name	Relationship with other	Sitting Fee	Salary Allowances	Profit Commission	Total
1.	Parvez Shafee Ahmed Shaikh	None	N.A.	Nil	Nil	Nil
2.	Sufyan Abdul Razak Maknojia	None	N.A.	Nil	Nil	Nil
3.	Bohman Jamshed Irani	None	Nil	N.A.	N.A.	Nil
4.	Abdulqadir Shafatali Chaudhary	None	Nil	N.A.	N.A.	Nil

3. DISCLOSURE AND COMPLIANCE

i. RELATED PARTY TRANSACTIONS

All related party transactions entered into during the financial year 2018-19 were on an arm's length basis and in the ordinary course of the business of the Company and do not attract provisions of Section 188 of the Companies Act, 2013. There were no significant transactions with the related parties during the financial year which were in conflict with the interest of Company. Necessary disclosures as required under the Accounting Standards have been made in the Financial Statements.

ii. COMPLIANCE WITH THE CAPITAL MARKET LAWS

- There has not been any material non- compliance on part of the Company on any matter related to Capital Markets or any laws framed thereunder during the year ended March 31, 2019.
- The company has followed accounting treatment as prescribed in Accounting Standards applicable to the Company.

iii. OTHER DISCLOSURES:

- The Company has already put in place a system for employees to report to the management about concerns relating to unethical behavior, any fraud or violation of Company's Code of Conduct and the access has been provided upto the higher level of supervision including the Audit Committee.



- In the preparation of financial statements the Company follows Accounting Standards as prescribed under related section of the Companies Act, 2013.
- The Company has complied with all the mandatory requirements and has disclosed information relating to extend of compliance with non-mandatory requirements.
- During the year under review, the Company did not raise any proceeds through a public issue, right issue and / or preferential issue.
- The details in respect of Directors seeking appointment/re-appointment as the case may be are provided in Notice convening the ensuing Annual General Meeting.

iv. DISCLOSURE AS TO PUBLIC / RIGHTS /PREFERENTIAL ISSUES/BONUS ISSUE / SUBDIVISION ETC.

During the Year under review, as per the Order of Hon'ble National Company Law Tribunal, Mumbai Bench, the paid-up share capital of the Company reduced by 95% as result of which paid-up share capital of the Company reduced from Rs. 74,94,34,380/- divided into 7,49,43,438 equity share of Rs. 10/- each to 3,74,71,710/- divided into 37,47,171 equity shares of Rs. 10/- each.

During the year, the Company has also allotted 1,12,41,513 shares of Rs. 10/- each to the Successful Resolution Applicant (i.e. M/s. Rubberwala Housing & Infrastructure Limited and M/s. Mukhi Industries Limited) pursuant to the Order of the Hon'ble National Company Law Tribunal on 19th April, 2018

Except for the said reduction and allotment of shares, the Company has not issued any equity shares with differential voting rights or granted stock options or issued sweat equity or purchased its own shares and there was no other changes in the share capital of the Company by way of Public/ Rights/ Bonus/ buy back etc.

v. GENERAL BODY MEETING

The details of three last three Annual General Meeting:

Year	Date	Venue	Special Resolution Passed
31st March, 2018	Saturday, 04th May, 2019 at 02:30 p.m.	7th Floor, Raga Hall, Hotel Krishna Palace, Nana Chowk, Mumbai -400 007	There was no any special resolution passed in the meeting.
31st March, 2017	Saturday, 04th May, 2019 at 01:30 p.m.		There was no any special resolution passed in the meeting.
31st March, 2016	Saturday, 04th May, 2019 at 11:00 a.m.		There was no any special resolution passed in the meeting.

There was no Resolution passed through Postal Ballot during the period under review.

vi. CEO/CFO CERTIFICATION:

The Managing Director (MD) and Chief Financial Officer (CFO) have certified to the Board, inter-alia, the accuracy of Financial Statements and adequacy of Internal Controls for the financial reporting purpose as required under SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, for the year ended 31st March, 2019.

vii. MEANS OF COMMUNICATION:

The Company communicates with the shareholders through its Annual Reports, Publication of quarterly Results, press releases and reports and returns filed with Stock Exchange (BSE) and Registrar of Companies etc. The financial results are normally published in Free Press Journal and Nav Shakti. All information including business



updates, product, process, financials such as Annual Reports, Quarterly results, Shareholding Pattern, different codes are also available on the Company's Website i.e. www.rajoilmillsLtd.com and information about it is also given in the Annual Reports and publications made by the Company. The Investor Complaints are processed in a centralized web based complaints redressal system on www.scores.gov.in, a website maintained by SEBI (Securities and Exchange Board of India). The main feature of this system is central database of all complaints, online upload of action taken reports (ATR s) by the concerned companies and online view by investors of action taken on complaints and its current status. The Company had disposed of all the pending complaints filed through scores.

4. GENERAL SHAREHOLDERS INFORMATION

i. 17TH ANNUAL GENERAL MEETING

Date : 30th September, 2019
 Day : Monday
 Time : 04:00 P.M.
 Venue : Hotel Krishna Palace, Plot no 96, 98, Sleater Road, Nana Chowk, Mumbai, Maharashtra 400007.

ii. CALANDER FOR THE FINANCIAL YEAR 2019-2020

Sr. No.	Particulars	Due Dates
1.	1st Quarterly Financial Result	Announced on 02nd August 2019
2.	2nd Quarterly Financial Result	On or before 14th November 2019
3.	3rd Quarterly Financial Result	On or before 14th February 2020
4.	4th Quarterly/Annual Financial Result	On or before 30th May 2020

iii. DATE OF BOOK CLOSURE:

Book Closure Dates : 24th September, 2019 to 30th September (Both Days Inclusive)
 Cut Off Date : 23rd September, 2019

iv. DIVIDEND

The Company did not declared any dividend during the period under review

v. LISTING

Name	The BSE Limited	The National Stock Exchange of India
Address	P.J. Towers, Dalal Street Mumbai – 400023	Limited Exchange Palza, Plot No. C- 1, 'G' Block, Bandra – Kurla Complex, Bandra (East), Mumbai – 400051
Script Code	533093	RAOIL
ISIN	INE294G01018	
Face Value	Rs. 10/- Per share	

vi. MARKET PRICE DATA:

The Monthly High and Low prices of Equity Shares of the Company on the BSE and NSE are as follows:



Month	The BSE Limited		National Stock Exchange of India Limited	
	Monthly High Price	Monthly Low Price	Monthly High Price	Monthly Low Price
April, 2018	2.83	2.25		
May, 2018	2.40	1.43		
June, 2018	2.05	1.41		

Share Price Performance in comparison to broad based indices- for the Financial Year 2018-19

As on	Closing Share Price on BSE	BSE Sensex	Closing Share Price on NSE	NSE Nifty
01.04.2018	Note: Trading of the Shares of the Company is suspended due to procedural reasons so this data is not available.			
31.03.2019	1.60	32968.68	1.30	6452.15

vii. REGISTERED OFFICE OF THE COMPANY:

Raj Oil Mills Limited

224-230, Bellasis Road, Mumbai- 400008

Telephone No. 91-022-2302 1996-98

Fax No. 91-022-2301 5605

Email: contact@rajoilmillsltd.com

Website: www.rajoilmillsltd.com

Plant Locations:

Ten Village, Manor

Palghar, Thane - 401 404

viii. REGISTRAR AND SHARE TRANSFER AGENT:

The Company has appointed M/s. Bigshare Services Private Limited as its Registrar and Share Transfer Agent. The Shareholders are advised to approach Bigshare Services Private Limited on the following address for any share and demat related queries and problems:

BIGSHARE SERVICES PRIVATE LIMITED

E-2/3, Ansa Industrial Estate, Sakivihar Road,

Saki Naka, Andheri (East), Mumbai (Maharashtra) - 400 072

Tel no.: +91 - 22 - 4043 0200

Fax no.: +91 - 22 - 2847 5207

Email: info@bigshareonline.com

Website: www.bigshareonline.com

ix. SHARE TRANSFER SYSTEM:

M/s. Bigshare Services Private Limited handles all physical share transfers. The transferee is required to furnish the transfer deed duly completed in all respects together with the share certificates to Bigshare Services Private Limited at the above address in order to enable Bigshare Services Private Limited to process the transfer.

As regards transfers of dematerialized shares, the same can be affected through the Demat Accounts of the Transferor/s and Transferee/s maintained with recognized Depository Participants.

Distribution of shareholding by ownership as of March 31, 2019



Category	March 31, 2019		March 31, 2018	
	Shares held	% of Holding	Shares held	% of Holding
Promoters Holding				
Promoters	1,12,41,513	75	1,28,100	0.18
Institutional Investors	250	0.00	5,000	0.01
Others	-	-	-	-
Private Corporate Bodies	2,54,288	1.70	45,14,455	6.36
Individual Shareholders	34,14,309	22.78	6,47,55,557	91.19
Others	78324	2.17	16,06,996	0.5
Total	1,49,88,684	100.00	74943438	100.00

Please refer Note given in point no. IV of Annexure -4

Distribution of Shareholding by Size as on March 31, 2019

Range	Total Holders	% of Total Holder	Share	% of Total Share
1 to 500	22872	95.55	1316827	8.74
501 to 1000	491	2.05	362653	2.43
1001 to 2000	310	1.29	438245	2.92
2001 to 3000	104	0.43	259582	1.73
3001 to 4000	55	0.24	193895	1.30
4001 to 5000	28	0.12	132675	0.89
5001 to 10000	47	0.19	320151	2.14
10001 to 9999999999	30	0.12	11964656	79.84
TOTAL	23937	100	14988684	100

Shares Held in Physical and Dematerialized Form:

Break up of shares held in physical and dematerialized form:

Mode	31st March, 2019		31st March, 2018	
	No. of Share	% of Total Share	No. of Share	% of Total Share
Demat	3351691	22.3	70966555	99.93
Physical	11636993	76.6	43553	0.07
Total	14988684	100	71010108	701010108

Note:

- The Board of Directors at their meeting held on May 5, 2014 had allotted 39,33,330 Shares to Non-Promoters Person Acting in Concert upon conversion of 39,33,330 warrants and the remaining amount in regards to the pending warrants were forfeited due to non – payment of call money. The Company has filed Listing Application to the BSE Limited & National Stock Exchange Limited and the same is under process. Once the Company obtains Listing approval from the Stock Exchange the shares shall be credited to the respective allottees demat account.
- Further Hon'ble NCLT has passed an Order under section 31 of the IBC on April 19, 2018 wherein the equity share capital of the Company has been restructured as follows:
 - Reduction of existing Equity Share Capital by 95% i.e. the shareholder holding 20 shares will reduced to one share of Rs. 10/- each. Further if the shareholders holding less than 20 shares will be offered coupons in the ratio of fractional share. Consolidation of 20 coupons will be offered one share.



- ii. Allotment of 1,13,41,513 Equity Share of Rs. 10/- each to the Successful Resolution Applicant (i.e. /s. Rubberwala Housing & Infrastructure Limited and M/s. Mukhi Industries Limited)

x. ADDRESSES FOR CORRESPONDENCE:

a) INVESTOR CORRESPONDENCE

i. FOR SHARE HELD IN PHYSICAL FORM

BIGSHARE SERVICES PRIVATE LIMITED
E-2/3, Ansa Industrial Estate, Sakivihar Road,
Saki Naka, Andheri (East), Mumbai (Maharashtra) - 400 072
Tel no.: +91 - 22 - 4043 0200
Fax no.: +91 - 22 - 2847 5207
Email: info@bigshareonline.com
Website: www.bigshareonline.com

ii. FOR SHARES HELD IN DEMAT FORM

Investors concerned Depository Participant / Bigshare Services Private Limited

b) FOR ANY QUERY

Ankit Kumar Jain
Company Secretary & Compliance Officer
224-230, Bellasis Road, Mumbai – 400 008
Designated Email ID: cs@rajoilmillsltd.com

For and on behalf of the Board of Director

**Sd/-
Parvez Shafee Ahmed Shaikh
Chairman**

Mumbai, 04th September, 2019



CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
RAJ OIL MILLS LIMITED

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the compliance of conditions of Corporate Governance by RAJ OIL MILLS LIMITED, for the Financial Year ended 31st March, 2019, as stipulated in regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and paragraph C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") with Stock Exchanges in India.

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 in the above mentioned SEBI, (Listing Obligations and disclosure Requirements) Regulations, 2015.

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

For Kailash Chand Jain & Co.
Chartered Accountant
FRN: 112318W

Sd/-
Saurabh Chouhan
Partner
Membership No.: 167453
UDIN : 19167453AAAAFG8320
Mumbai, 04th Sept, 2019



Chief Executive Officer (CEO) and Chief Financial Officer (CFO) Certification as per Regulation 17(8) and 33(2) (a) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

To,
The Board of Directors,
Raj Oil Mills Limited,
224-230, Bellasis Road,
Mumbai – 400008

1. We, Sufyan Abdul Razak Maknoja, Managing Director (MD) and Sanjay Samantaray, Chief financial Officer (CFO), have reviewed the financial statement and cash flow statement of RAJ OIL MILLS LIMITED for the year ended March 31st, 2019 and to the best of our knowledge and belief:
 - a) These Financial Results do not contain any materially untrue statement or omit any material fact or contain any statement that might be misleading;
 - b) These true and fair view of the Company's affairs and are in compliance with existing accounting standard and applicable law and regulations.
2. There is, to the best of our knowledge and belief, no transaction entered into by the listed entity during the year which is fraudulent, illegal or violative of the listed entity's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems of the Company pertaining to financial reporting and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps taken or propose to taken to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a) That there are no significant change in internal control over financial reporting during the quarter;
 - b) That there are no significant changes in accounting policies during the quarter; and that the same have been disclosed in the notes to the financial results; and
 - c) That no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Sd/-
Sufyan Abdul Razak Maknoja
Managing Director
DIN: 08003749

Sd/-
Sanjay Samantaray
Chief Financial Officer

Mumbai, 24th May, 2019



DECLARATION BY THE MD UNDER SCHEDULE V CLAUSE (D) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015 REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Schedule V Clause C of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, the Stock Exchange, I hereby confirm that, all the All the Directors and the Senior Management personnel of the Company have affirmed their compliance with the Codes of Conduct as applicable to them for Financial Year ended March 31, 2019.

Sd/-
Sufyan Abdul Razak Maknojia
Managing Director
DIN: 08003749

Mumbai, 04th Sept, 2019

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INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF RAJ OIL MILLS LIMITED REPORT ON STANDALONE FINANCIAL STATEMENTS

Opinion

We have audited the accompanying Standalone financial statements of **M/s. Raj Oil Mills Limited ("the Company")** which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, statement of Changes in Equity and Statement of Cash Flows for the year ended on that date, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

Basis of Qualified Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SA's) specified under Section 143(10) of the Companies Act ('the Act'). Our responsibilities under those Standards are further described in the Auditor's responsibility for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to the audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, 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 standalone financial statements except for the matters stated hereunder:

- 1) *A petition has been filed against Dipti Veg Oil Limited for recovery of INR 1.75 crore before National Company Law Tribunal, Mumbai Bench and the same is disclosed under 'Trade Receivables' in the books of accounts of the Company. In this regard, no provision has been made in the books of accounts of the Company.*
- 2) *As per section 148 of the Companies Act, 2013, read with Rule 3 (B)-20 - "Non-Regulated Sector –Edible Oil" and Rule 5 – of Companies (Cost Records and Audit) Rules, 2014, the company is required to maintain the cost record for the manufacturing process. However, the Company is in the process of maintaining records of cost of materials consumed on actual consumption basis. Further, as per Rule 6 of Companies (Cost Records and Audit) Rules, 2014, no cost audit has been carried out by the company during the year under audit.*
- 3) *We planned our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement except for the impact on the aforementioned qualifications in the Ind AS Financial Statement of the Company.*

Qualified opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in our audit of standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone



financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

No	Key Audit Matters
1	<p><u>Implementation of Approved Resolution Plan passed by the Hon'ble NCLT</u></p> <p>The Hon'ble NCLT, Mumbai Bench vide its order dated April 19, 2018 had approved the Resolution Plan submitted by the New Promoters, i.e. Rubberwala Housing and Infrastructure Limited and Mukhi Industries Limited in-charge and taken over the Management from May 04, 2018. The Ind AS financial statements have been prepared considering the settlement payments stated under the Approved Resolution Plan.</p> <p><u>Auditors Response:</u></p> <p>As at March 31, 2019, the effect of adjustments taking into account the settlement payments to the secured and unsecured financial liabilities, loans amounting to INR 81.00 crores and INR 71.19 crores by way of reduction in Equity Share Capital and the same has been recognised under 'Other Equity'. Further, the impact of adjustments on account of settlement payments to operational creditors/trade payables, workmen dues, statutory liabilities have been recognised under 'Statement of Profit and Loss' amounting to INR 28.57 crores(net)</p> <p>Refer Note 2A of the standalone Ind AS financial statement for the financial impact of the said NCLT order.</p>
2	<p><u>Recoverability of uncertain trade receivables and Long-Term Loans</u></p> <p>The Company has trade receivables (considered doubtful and more than 3 years) amounting to INR 8.83 crores and receivables by way of loan amounting to INR 52.45 crores, total aggregating to INR 61.28 crores.</p> <p><u>Auditors Response:</u></p> <p>As at March 31, 2019, the Company has made a provision in the books of accounts basis the information available, considering the nature of the amounts recoverable, sustainability and the likelihood of the recovery from the such receivables.</p>

Information other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we will 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 identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

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

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for



ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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.

Auditor's Responsibility for the Audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SA's 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 control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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



of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
- 2) As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and except for the possible effect of the matter described in the Basis of Qualified Opinion paragraph above, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) Except for the possible effect of the matter described in the Basis of Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of accounts.
 - d) Except for the possible effect of the matter described in the Basis of Qualified Opinion paragraph above, in our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) The matters described in the 'Basis of Qualified Opinion' paragraphs above, in our opinion may have an adverse effect on the functioning of the Company;
 - f) The erstwhile Board of Directors has been suspended as on the balance sheet date 31st March, 2019, as regard to Section 17(1) (b) of "The Insolvency and Bankruptcy Code, 2016". The Hon'ble NCLT vide its order dated April 19, 2018 appointed Mr Sufyan Abdul Razak Maknojia as the Managing Director of the Company authorising him to reconstitute the Board of Directors. On the basis of the written representations received from the Management as on 31st March, 2019 taken on record by the reconstituted Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**".



- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
1. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.
 2. The Company does not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses; and
 3. There are no amounts required to be transferred to the Investor Education and Protection Fund by the Company.

For **Kailash Chand Jain & Co.**
Chartered Accountants
Firm Registration No.: 112318W

Saurabh Chouhan
Partner
Membership No.: 167453
Place: Mumbai
Date: May 24, 2019



Annexure - A to the Independent Auditors' Report to the members of the company on the financial statements for the year ended March 31, 2019.

Referred to in Paragraph 1 under 'Report on other legal and regulatory requirements' Section of our report of even date.

- (i) (a) The Company has maintained records showing full particular including quantitative detail and situation of Fixed Assets.
- (b) The Company has program of verification to cover all the items 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 have been 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 and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) As explained to us, the inventories were physically verified during the year by the Management and the discrepancies noticed on physical verification have been properly dealt with in the books of accounts.
- (iii) In our opinion and according to the information and explanations given by the management, the Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.
- (iv) The Company has not granted any loans or made any investments, or provided any guarantees or security to the parties covered under Section 185 and 186. Therefore, the provisions of Clause 3(iv) of the said Order are not applicable to the Company.
- (v) During the year, the National Company Law Tribunal ('NCLT') vide its order dated April 19, 2018, had approved the Resolution Plan ('NCLT Order') submitted by the Resolution Professional in accordance with the Insolvency and Bankruptcy Code, 2016. In view of the NCLT order, liability with respect to the Public Fixed Deposit Holders which are in the books of the Company, verified and accepted, will be settled and paid at 100% of the principal amount not exceeding INR 5.36 Crore. The said amount shall be paid in eight quarterly instalments and the Company is complying with the same as provided in the NCLT order.

Further, the Company during the year has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.

- (vi) The Central Government has prescribed the maintenance of cost records under Section 148 (1) of the Act. However, as per information and explanation given by the management, the prescribed accounts and records have not been made and maintained by the company.
- (vii) According to the information & explanation given to us, in respect of statutory dues:
 - a) The Company has generally been regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Goods and Services Tax, Customs duty, Cess and any other material statutory dues as applicable to it with the appropriate authorities though there has been a slight delay in a few cases.

Further, in accordance with the NCLT order, the statutory liabilities (i.e. income tax and Sales/VAT and employees related dues) will be settled at the amounts crystallised in the table below:



Nature of dues	Amounts settled
(INR in crores)	
Income Tax, Tax Deducted at Source	2.58
Sales tax/VAT/Service Tax	0.89
Employee related dues (including Provident Fund, Employee State Insurance, Profession Tax)	0.51
Total	3.98

Accordingly, the un-disputed amounts payable as on date in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable have been provided in the books and the payments are been settled as stated in the table above as prescribed under the aforementioned Order of the NCLT.

- b) According to the information and explanations given to us by the management, the detail of statutory dues of sales tax / VAT and income tax which have not been deposited on account of dispute is as under:

Name of the statute	Nature of dues	Amount (INR in Crores)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	VAT & CST	2.70	F.Y. 2005-06	Sales Tax Appeal
Sales Tax	VAT & CST	7.15	F.Y. 2008-09	Sales Tax Appeal
Sales Tax	VAT & CST	8.29	F.Y. 2006-07	Sales Tax Appeal
Sales Tax	VAT & CST	15.85	F.Y. 2009-10	Sales Tax Appeal
Sales Tax	VAT & CST	11.89	F.Y. 2007-08	Sales Tax Appeal
Sales Tax	VAT & CST	10.48	F.Y. 2010-11	Sales Tax Appeal
Sales Tax	VAT & CST	32.26	F.Y. 2011-12	Order dated 04.10.2017 received on 31.10.2017. Appeal is yet to be filed.
Sales Tax	VAT & CST	11.93	F.Y. 2012-13	Order dated 22.02.2018 received on 28.02.2018. Appeal is yet to be filed.
Sales Tax	VAT & CST	5.57	F.Y. 2013-14	Order dated 16.02.2018 received on 28.02.2018. Appeal is yet to be filed.
Income Tax Act, 1961	Income Tax	0.05	F.Y. 2004-05	CIT Appeal
Income Tax Act, 1961	Income Tax	76.90	F.Y. 2007-08	CIT Appeal
Income Tax Act, 1961	Income Tax	49.73	F.Y. 2008-09	CIT Appeal
Income Tax Act, 1961	Income Tax	85.94	F.Y. 2009-10	CIT Appeal
Income Tax Act, 1961	Income Tax	1.77	F.Y. 2005-06	ITAT
Income Tax Act, 1961	Income Tax	10.82	F.Y. 2006-07	ITAT
Income Tax Act, 1961	Income Tax	8.86	F.Y. 2010-11	ITAT



The above Income tax and Sales Tax/VAT dues will be settled for a settlement amount of 1% of the crystallised demand for a maximum of INR 2.58 crores in case of Income Tax and INR 0.89 crores in case of Sales Tax/VAT which shall be paid in four quarterly equal installments in accordance with the Approved NCLT Order.

- (viii) The Company has defaulted in repayment of loans and borrowings to the banks and financial institutions. Pursuant to the continuing defaults of the Company with respect to the loans and borrowings to banks and financial institutions, a Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 was initiated against the Company on July 10, 2017. The NCLT vide its order dated April 19, 2018 approved the Resolution Plan and crystallized the settlement payments to be made to the said banks and financial institutions pursuant to which debts owed by the Company as at that date have been partially settled through repayments and the balance amounts has subsequently been waived off. Accordingly, the table below provides the relevant information in respect of such debts:

Sr. No.	Particulars	Amount Outstanding as on March 31, 2019 (INR Crores)
Name of the lenders: Fund Based		
1	SVC Bank	13.00
2	Edelweiss Assets Reconstruction Co. Ltd.	9.00
3	Public Deposits (inclusive of interest)	4.83
4	Inter-Corporate Deposit	0.05
5	Citi Bank Equity Home Loan	-
6	L & T Home Finance Mortgage Loan	-
Name of the lenders: Non-Fund Based		
1	SICOM (Bill Discounting)	0.54
2	SIDBI (Bill Discounting)	0.13
3	IFCI Factors (Bill Discounting)	0.54

- (ix) 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 CARO 2016 Order is not applicable.
- (x) According to the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers and employees has been noticed or reported during the year. We have reported one instance under the Independent Auditors Report Point 1 as stated under the Emphasis of Matter.
- (xi) According to the information and explanations given by the management, the company does not pay any managerial remuneration during the year and therefore the provisions of clause 3(xi) of the order are not applicable to the company.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanation given to us, the Company is in compliance with section 177 and 188 of Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial Statements as required by the applicable Ind AS.



- (xiv) According to the information and explanation given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence reporting under the provisions of Clause 3(iv) of the Order are not applicable to the Company. However, as per the NCLT Order, the Company has issued 1,12,41,513 shares of INR 10/- each amounting to INR 11,24,15,130/-
- (xv) According to the information and explanations given to us, the Company has not entered into any non cash transactions with its directors or persons connected with the directors and hence, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Kailash Chand Jain & Co.**
Chartered Accountants
Firm Registration No.: 112318W

Saurabh Chouhan
Partner
Membership No.: 167453
Place: Mumbai
Date: May 24, 2019



Annexure - B to the Independent Auditors' Report

Referred to in Paragraph 1(g) under Report on Other Legal and Regulatory Requirement's section of our report to the Members of Raj Oils Mills Limited of even date

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

We have audited the internal financial controls over financial reporting of **Raj Oil Mills Limited** ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Director 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 ('Guidance Note') issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note issued by ICAI 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, both applicable to an audit of Internal Financial Controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects except which stated in Audit Report.

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 except which stated in Audit Report to provide a basis for audit opinion on the company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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



accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion and 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 ICAI.

Referred to in our report of even date

For **Kailash Chand Jain & Co.**
Chartered Accountants
Firm Registration No.: 112318W

Saurabh Chouhan
Partner
Membership No.: 167453
Place: Mumbai
Date: May 24, 2019


Balance sheet as at March 31, 2019

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant & Equipment	3A	19,48,66,748	26,58,76,819
(b) Capital work-in-progress	3B	-	-
(c) Intangible Assets	3C	1,43,75,000	-
(e) Financial Assets			
(i) Investments	4A	2,25,000	2,25,000
(ii) Other Financial Assets	4B	12,99,348	29,17,780
(f) Other Non-current Assets	5	9,48,400	-
(g) Deferred Tax Asset (Net)	6	1,11,91,828	-
Total non-current assets		22,29,06,324	26,90,19,599
(2) Current Assets			
(a) Inventories	7	2,42,53,858	1,65,99,596
(b) Financial Assets			
(i) Trade Receivables	8A	4,44,13,975	12,54,58,015
(ii) Cash and Cash Equivalents	8B	31,73,312	67,60,606
(iii) Bank balances other than Cash and Cash equivalents	8C	20,36,456	19,47,207
(iv) Loans	8D	95,398	52,50,32,808
(v) Other Financial Assets	8E	-	1,08,680
(c) Current Tax Assets	9	83,033	63,194
(d) Other Current Assets	10	3,43,242	41,535
Total current assets		7,43,99,274	67,60,11,640
TOTAL ASSETS		29,73,05,598	94,50,31,238
II. EQUITY AND LIABILITIES			
(1) EQUITY			
(a) Equity Share Capital	11	14,98,86,840	74,94,34,380
(b) Other Equity	12	-32,66,16,519	-1,54,12,95,814
Total Equity		-17,67,29,679	-79,18,61,434
(2) LIABILITIES			
(A) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	23,21,56,327	1,11,07,53,355
(b) Provisions	14	22,47,137	22,77,624
(c) Deferred Tax Liabilities (Net)		-	51,29,833
Total non-current liabilities		23,44,03,464	1,11,81,60,811
(B) Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	15A	14,14,10,508	8,64,61,059
(ii) Trade Payables	15B	1,25,70,759	20,50,52,706
(ii) Other Financial Liabilities	15C	4,84,05,482	6,84,57,483
(b) Other Current Liabilities	16	1,29,56,479	14,33,18,971
(c) Provisions	17	10,81,586	5,32,112
(c) Current Tax liabilities (Net)	18	2,32,07,000	11,49,09,530
Total current liabilities		23,96,31,814	61,87,31,861
Total liabilities		47,40,35,278	1,73,68,92,672
TOTAL EQUITY AND LIABILITIES		29,73,05,598	94,50,31,238

Corporate Information & Significant Accounting Policies 1&2
The accompanying Notes form an integral part of Financial Statements

As per our report of even date attached
For Kailash Chand Jain & Co.
Chartered Accountants
Firm Reg. No. 112318W

For and on Behalf of the Board of Raj Oil Mills Limited

Sufyan A.R Maknoja
Managing Director

Tabrez Shaikh
Whole Time Director

Saurabh Chouhan
Partner
Membership no.167453
Place: Mumbai
Dated: May 24, 2019

Sanjay Samantaray
(Chief Financial Officer)

Ankit Jain
(Company Secretary)



Statement of Profit & Loss for the Year Ended March 31, 2019

Particulars	Note No.	For the Year Ended March 31, 2019	For the Year Ended March 31, 2018
Income from Continuing operations			
I Revenue from Operations	19	71,39,03,470	59,71,51,219
II. Other Incomes	20	4,25,529	5,38,353
III. Total Revenue (I + II)		71,43,28,999	59,76,89,572
IV. Expenses:			
Cost of Materials Consumed	21	53,92,87,444	46,04,34,158
Changes in Inventory of Finished goods	22	(50,26,702)	(5,47,821)
Employee Benefit Expenses	23	7,07,74,059	5,85,74,191
Other Expenses	24	67,01,98,350	4,26,30,414
Finance Costs	25	1,78,404	3,26,230
Depreciation	3	1,29,13,016	2,12,19,882
Total Expenses		1,28,83,24,570	58,26,37,054
V. Profit/(Loss) before Exceptional Items and Tax (III - IV)		(57,39,95,570)	1,50,52,518
VI. Less: Exceptional Item	26	22,58,57,227	(43,26,91,340)
Profit/(Loss) before Tax		(34,81,38,344)	(41,76,38,822)
VII. Tax Expenses:			
(i) Current tax		-	-
(ii) Deferred Tax Liabilities/ (Asset)		(1,60,68,363)	(6,33,48,364)
VIII Profit/ (Loss) After Tax		(33,20,69,981)	(35,42,90,458)
IX Other Comprehensive Income			
(a) Items that will be reclassified to profit or loss			
(b) Items that will not be reclassified to profit or loss			
i) Gain/(loss) on Revaluation of Intangible assets		1,43,75,000	-
ii) Remeasurement of the defined benefit plans gain/(Loss)		(9,74,224)	(12,78,702)
iii) Income tax relating to items that will not be reclassified to profit or loss		2,53,298	3,32,463
Total other Comprehensive Income		1,36,54,074	(9,46,239)
X Total Comprehensive Income for the year (VIII-IX)		(31,84,15,907)	(35,52,36,697)
XI Earnings Per Equity Share :			
Basic EPS		(14.84)	(4.74)
Diluted EPS		(14.84)	(4.74)
Corporate Information & Significant Accounting Policies	1&2		

The accompanying Notes form an integral part of Financial Statements

**As per our report of even date attached
For Kailash Chand Jain & Co.**

Chartered Accountants
Firm Reg. No. 112318W

Saurabh Chouhan

Partner
Membership no. 167453
Place: Mumbai
Dated: May 24, 2019

For and on Behalf of the Board of Raj Oil Mills Limited

Sufyan A.R Maknoja
Managing Director

Tabrez Shaikh
Whole Time Director

Sanjay Samantaray
(Chief Financial Officer)

Ankit Jain
(Company Secretary)


Cash Flow Statement for the Year Ended March 31, 2019

Particulars	For the Year Ended	Year Ended
(A) Cash Flow from Operating Activities		
Net Profit Before Tax and extra-ordinary items	-34,81,37,344	1,50,52,518
Adjustments for:		
Depreciation	1,29,13,016	2,12,19,882
Loss on Impairment of Fixed Asset	5,98,21,432	-
Profit on Sale of Fixed Assets	-2,19,222	-
Financial Costs	1,78,404	3,26,230
Dividend Income	-	-
Provision for doubtful debts	61,28,54,830	-
Bad Debts	1,37,60,898	-
Interest Income	-2,06,307	-1,32,923
Operating Profit before working capital changes	35,09,65,707	3,64,65,707
Adjustments for:-		
(Increase)/Decrease in Inventories	-76,54,262	-1,14,36,007
(Increase)/Decrease in Trade & other Receivables	-2,10,55,880	-1,30,23,804
(Increase)/Decrease in Other Non Current Assets	-9,48,400	-
(Increase)/Decrease in Other Financial Assets-Non current	16,18,432	42,500
(Increase)/Decrease in Current Tax Assets	-19,839	-63,000
(Increase)/Decrease in Other Current Assets	-3,01,707	44,060
Increase/(Decrease) in Short Term Borrowing	5,49,49,449	-22,00,777
Increase/(Decrease) in Trade Payables	-19,24,81,947	-1,03,23,236
Increase/(Decrease) in Financial Liabilities	-2,00,52,001	17,76,447
(Increase)/Decrease in Other Current Assets	4,21,602	-
(Increase)/Decrease in Other Financial Assets-current	1,08,680	-
Increase/(Decrease) in Provisions-Current	5,49,474	-1,63,578
Increase/(Decrease) Salary remeasurement Benefit	-9,74,224	-
Increase/(Decrease) Income Tax Liabilities	-9,17,02,530	-
Increase/(Decrease) in Other Current Liabilities	-13,03,62,992	36,88,071
Cash Generated from Operations	-5,69,40,438	48,06,383
Taxes (paid)/Refund	-	-
Net Cash from Operating Activities	(A) <u>-5,69,40,438</u>	<u>48,06,383</u>
(B) Cash Flow from Investing Activities		
Purchase/Sale of Fixed Assets/WIP	-15,05,156	-83,394
Dividend Received	-	-
Income tax assets	-	-
Interest Income	2,06,307	1,32,923
Net Cash used in Investing Activities	(B) <u>-12,98,849</u>	<u>49,529</u>
C Cash Flow from Financing Activities		
Proceeds/repayment of Long Term Borrowing	-87,85,97,028	-15,78,461
Increase/(Decrease) in Provision for Gratuity	-30,487	15,05,528
Finance Charges Paid	-1,78,404	-3,26,230
Retained Earnings	82,11,32,031	-
Issue/reduction of Share capital	11,24,15,130	-
Net Cash Used from Financing Activities	(C) <u>5,47,41,243</u>	<u>-3,99,163</u>
Net Increase in Cash and Cash Equivalents(A+B+C)	-34,98,045	44,56,812
Cash and Cash equivalents at the beginning of the year	87,07,812	42,51,000
Cash and Cash equivalents at the end of the year	<u>52,09,768</u>	<u>87,07,812</u>
	<u>-34,98,045</u>	<u>44,56,812</u>

Note
1 Statement of Cash Flow has been prepared under the indirect method as set out in Indian Accounting Standard: (Ind AS 7) - "Statement of Cash Flow".

**As per our report of even date attached
For Kailash Chand Jain & Co.**
Chartered Accountants
Firm Reg. No. 112318W

For and on Behalf of the Board of Raj Oil Mills Limited

Sufyan A.R Maknoja
Managing Director

Tabrez Shaikh
Whole Time Director

Saurabh Chouhan
Partner
Membership no.167453
Place: Mumbai
Dated: May 24, 2019

Sanjay Samantaray
(Chief Financial Officer)

Ankit Jain
(Company Secretary)



Statement of Changes in Equity for the year ended 31 March, 2019

A) Equity Share Capital

Particulars	As at March 31, 2019		As at March 31, 2018	
	Nos.	In Rs	Nos.	In Rs
Balance at the beginning of the reporting year	7,49,43,438	74,94,34,380	7,49,43,438	74,94,34,380
Changes in equity share capital during the year	(5,99,54,754)	(59,95,47,540)	-	-
Balance at the end of the reporting period	1,49,88,684	14,98,86,840	7,49,43,438	74,94,34,380

B) Other Equity

Particulars	Share application money pending allotment	Reserves & Surplus			Items of Other Comprehensive Income		Total other equity
		Securities premium account	Capital reserve	Retained earnings	Remeasurements of the net defined benefit Plans	Revaluation Reserve	
Balance as on 1 April 2017	-	1,25,49,03,406	4,06,66,700	-2,48,16,29,722	-	-	-1,18,60,59,116
Net profit for the year	-	-	-	-35,42,90,458	-	-	-35,42,90,458
Other Comprehensive Income	-	-	-	-	-9,46,239	-	-9,46,239
Balance as at 1 April 2018	-	1,25,49,03,406	4,06,66,700	-2,83,59,19,180	-9,46,239	-	-1,54,12,95,313
Net profit for the year	-	-	-	-33,20,69,981	-	-	-33,20,69,981
Other Comprehensive Income	-	-	-	-	-7,20,926	1,43,75,000	1,36,54,074
Capital Reduction Reserve	-	-	-	71,19,62,670	-	-	71,19,62,670
Other adjustments (Refer Note 2A)	-	-	-	82,11,32,031	-	-	82,11,32,031
Balance as at 31 March 2019	-	1,25,49,03,406	4,06,66,700	-1,63,48,94,460	-16,67,165	1,43,75,000	-32,66,16,519

**As per our report of even date attached
For Kailash Chand Jain & Co.**

Chartered Accountants
Firm Reg. No. 112318W

Saurabh Chouhan

Partner
Membership no.167453
Place: Mumbai
Dated: May 24, 2019

For and on Behalf of the Board of Raj Oil Mills Limited

Sufyan A.R Maknojia
Managing Director

Tabrez Shaikh
Whole Time Director

Sanjay Samantaray
(Chief Financial Officer)

Ankit Jain
(Company Secretary)

**NOTES TO THE FINANCIAL STATEMENTS****Standalone financial statements of Raj Oil Mills Limited for the year ended 31 March 2019.****Note 1: Background and Company overview**

Raj Oil Mills Ltd (the 'Company' or 'ROML') is a public limited company incorporated and domiciled in India with its registered office at 224-230, Bellasis Road, Mumbai- 400 008, Maharashtra, India. The Company is listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

Note 2: Significant Accounting policies

This Note provides a list of the significant Accounting Policies adopted by the Company in preparation of these Financial Statements. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

a) Basis of preparation

- i) Compliance with Ind AS: The Financial Statements comply in all material respects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

- ii) Historical cost convention:

The Financial Statements have been prepared on a historical cost convention on accrual basis except for the following:

- a) Certain financial instruments that are required to be carried at fair values by IndAS;
- b) Defined benefit plans: plan assets measured at fair value;

b) Use of estimates and judgements

Preparation of the Financial Statements require use of accounting estimates which, by definition, will seldom equal the actual results. This Note provides an overview of the areas that involved a higher degree of judgements or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

The areas involving critical estimates or judgements are:

- i) Estimation of useful life of property, plant and equipment: Note 2(g)
- ii) Estimation of defined benefit obligation: Note 27
- iii) Fair value measurements: Note 29
- iv) Probable outcome of matters included under Contingent Liabilities: Note 31

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

c) Foreign currency transactions:**(i) Functional and presentation currency:**

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates (functional currency). The Financial Statements of the Company are presented in Indian currency (INR), which is also the functional and presentation currency of the Company.



NOTES TO THE FINANCIAL STATEMENTS

(ii) Transactions and balances:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions.

Foreign exchange gain I (loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the Statement of Profit and Loss except that they are deferred in equity if they relate to qualifying cash flow hedges. Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gain I(loss) are presented in the Statement of Profit and Loss on a net basis within other income I (expense).

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in Other Comprehensive Income or Statement of Profit and Loss are also recognised in Other Comprehensive Income or Statement of Profit and Loss, respectively).

Appendix B to Ind AS 21 'Foreign currency transactions and advance consideration': On March 28, 2018, the Ministry of Corporate Affairs (the MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2018 containing Appendix B to Ind AS 21, Foreign currency transactions and advance consideration which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when an entity has received or paid advance consideration in a foreign currency. The amendment is effective from April 01, 2018. The Company has evaluated the effect of this on the Financial Statements and the impact is insignificant.

d) Revenue Recognition:

(i) Timing of recognition:

On March 28, 2018, the MCA notified the Ind AS 115. The core principle of the new standard is that an entity will recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Further, the new standard requires enhanced disclosures about the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers of the Company.

The standard permits two possible methods of transaction:

- a) Retrospective approach – Under this approach the standard will be applied retrospectively to each prior reporting period presented in accordance with Ind AS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors'.
- b) Retrospectively with cumulative effect of initially applying the standard recognised at the date of initial application (Cumulative catch-up approach)

Effective April 01, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers". The effect on adoption of Ind AS 115 is insignificant.

Sale of goods-

Revenue from sale of goods is recognized when control of goods are transferred to the customer which is generally on delivery for domestic sales and on dispatch/ delivery for export sales in accordance with the terms of the contract. The Company recognizes revenues on the sale of products, net of returns, discounts (sales incentives/

**NOTES TO THE FINANCIAL STATEMENTS**

rebates), and taxes and duties collected on behalf of government which are levied on sales (such as goods and services tax) and payments or other consideration given to the customer that has impacted the pricing of the transaction.

Revenue is recognised only to the extent that it is highly probable that a significant reversal will not occur. No element of financing is deemed present as the sales are made with normal credit days consistent with market practice. A liability is recognised where payments are received from customers before transferring control of the goods being sold.

Rendering of services –

Revenue from services (including those embedded in contract for sale of goods namely freight and insurance services mainly in case of export sales), is recognised upon completion of services.

Interest income –

Interest income from debt instruments, is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options), but does not consider the expected credit losses.

Dividend -

Dividends are recognised in the Statement of Profit and Loss only when the right to receive payment is established; it is probable that the dividend will flow to the Company and the amount of the dividend can be measured reliably.

Other income -

- Eligible export incentives are recognised in the year in which the conditions precedents are met and there is no significant uncertainty about the collectability.
- Lease rental income is recognised on accrual basis.
- Earnest money forfeited from customer is accounted for in the year of forfeiture.

(ii) Measurement of Revenue:

Revenue is measured at the fair value of the consideration received or receivable, after the 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, value added tax, etc.

Discounts given include rebates, price reductions and other incentives given to customers. Accumulated experience is used to estimate and provide for the discounts and returns. The volume discounts are assessed based on anticipated annual purchases.

The Company recognises provision for sales return, based on the historical results, measured on net basis of the margin of the sale. Therefore, a refund liability, included in other current liabilities, is recognized for the products expected to be returned.

e) Income Taxes

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



NOTES TO THE FINANCIAL STATEMENTS

(i) Current Tax

Current tax comprises the expected tax payable or recoverable on the taxable profit or loss for the year and any adjustment to the tax payable or recoverable in respect of previous years. It is measured using tax rates enacted or substantively enacted by the end of the reporting period. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretations and establishes provisions where appropriate.

Current tax assets are offset against current tax liabilities if, and only if, a legally enforceable right exists to set off the recognised amounts and there is an intention either to settle on a net basis, or to realise the asset and settle the liability simultaneously

(ii) Deferred Tax

Deferred income tax is recognised in respect of temporary difference between the carrying amount of assets and liabilities for financial reporting purpose and the amount considered for tax purpose.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow the benefit of part or all of that deferred tax asset to be utilised such reductions are reversed when it becomes probable that sufficient taxable profits will be available.

Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority on the same taxable entity.

Minimum Alternate Tax ('MAT') under the provisions of the Income Tax Act, 1961 is recognised as current tax in the Statement of Profit and Loss. The credit available under the Act in respect of MAT paid will be recognised as deferred tax asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the period for which the MAT credit can be carried forward for set off against the normal tax liability. Such an asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

f) Leases:

As a lessee:

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

As a lessor:

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

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nature. Leases of property, plant and equipment where the Company as a lessor has substantially transferred all the risks and rewards are classified as finance lease. Finance leases are capitalised at the inception of the lease at the fair value of the leased property or, if lower, the present value of the minimum lease payments. The corresponding rent receivables, net of interest income, are included in other financial assets. Each lease receipt is allocated between the asset and interest income. The interest income is recognised in the Statement of Profit and Loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the asset for each period. Under combined lease agreements, land and building are assessed individually. Lease rental attributable to the operating lease are charged to the Statement of Profit and Loss as lease income whereas lease income attributable to finance lease is recognised as finance lease receivable and recognised on the basis of effective interest rate.

Refer Note 2(v) below.

g) Property Plant and Equipment:

An item of property, plant and equipment is recognised as an asset if it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably.

Freehold land is carried at cost. All other items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the carrying amount of asset or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance expenses are charged to the Statement of Profit and Loss during the period in which they are incurred. Gains or losses arising on retirement or disposal of assets are recognised in the Statement of Profit and Loss.

Property, plant and equipment which are not ready for intended use as on the date of Balance sheet are disclosed as 'Capital work in progress'.

Depreciation methods, useful life and residual value:

Depreciation is provided on the straight-line method to allocate the cost of assets, net of their residual values, over their estimated useful lives. Depreciation is calculated on a pro-rata basis from the date of acquisition / installation till the date the assets are sold or disposed of:

Asset category	Estimated Useful life
Factory building	30 years
Non Factory building	60 years
Plant and machinery	15 years
Vehicles	8-10 years
Office equipment	5 years
Furniture and fixtures	10 years

The residual values are not more than 5% of the original cost of the asset. The residual values, useful lives and method of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Depreciation on additions / deletions is calculated pro-rata from the month of such addition / deletion, as the case maybe. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.



NOTES TO THE FINANCIAL STATEMENTS

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

h) Intangible assets:

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any amortisation and accumulated impairment losses, if any.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is recognised in Statement of profit or loss. The estimated useful lives for current and comparative periods for TradeMark is 10 years.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

i) Investment properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

j) Impairment of Non-Financial assets:

The carrying amount of assets are reviewed at each Balance Sheet date to assess if there is any indication of impairment based on internal | external factors. An impairment loss on such assessment is recognised wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount of the assets is net selling price or value in use, whichever is higher. While assessing value in use, the estimated future cash flows are discounted to the present value by using weighted average cost of capital. A previously recognised impairment loss is further provided or reversed depending on changes in the circumstances and to the extent that carrying amount of the assets does not exceed the carrying amount that will be determined if no impairment loss had previously been recognised.

k) Cash and Cash equivalents:

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

For the purpose of the statement of cash flows, cash and cash equivalents as defined above is net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

l) Inventories:

Inventories are stated at cost or net realisable value, whichever is lower. Cost is determined on moving weighted average basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition. Due allowances are made for slow moving and obsolete inventories based on estimates made by the Company. Items such as spare parts, stand-by equipment and servicing equipment which are not plant and machinery get classified as inventory.

**NOTES TO THE FINANCIAL STATEMENTS****m) Investments and other financial assets:****Financial Assets:****(i) Classification:**

The Company classifies its financial assets in the following measurement categories:

- Those to be measured subsequently at fair value (either through Other Comprehensive Income, or through profit or loss)
- Those measured at amortised cost

The classification depends on business model of the Company for managing financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or Other Comprehensive Income.

For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through Other Comprehensive Income.

(ii) Initial recognition and measurement:

Financial asset is recognised when the Company becomes a party to the contractual provisions of the instrument. Financial asset is recognised initially at fair value plus, in the case of financial asset not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs of financial asset carried at fair value through profit or loss are expensed in the Statement of Profit and Loss.

(iii) Subsequent measurement:

After initial recognition, financial asset is measured at:

- fair value (either through Other Comprehensive Income (FVOCI) or through profit or loss (FVPL)); or
- amortised cost.

(iv) Debt instruments:

Subsequent measurement of debt instruments depends on the business model of the Company for managing the asset and the cash flow characteristics of the asset. There are 3 measurement categories into which the Company classifies its debt instruments:

Measured at amortised cost: Financial assets that are held within a business model whose objective is to hold financial assets in order to collect contractual cash flows that are solely payments of principal and interest, are subsequently measured at amortised cost using the EIR method less impairment, if any, the amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

Measured at fair value through Other Comprehensive Income (OCI): Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through OCI. Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain I (loss) previously recognised in OCI is reclassified from the equity to other income in the Statement of Profit and Loss.

Measured at fair value through profit or loss: A financial asset not classified as either amortised cost or FVOCI, is classified as FVPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as other income in the Statement of Profit and Loss.



NOTES TO THE FINANCIAL STATEMENTS

(v) Equity instruments:

The Company subsequently measures all investments in equity instruments other than subsidiary companies, associate company and joint venture company at fair value. The Management of the Company has elected to present fair value gains and losses on such equity investments in Other Comprehensive Income, and there is no subsequent reclassification of these fair value gains and losses to the Statement of Profit and Loss.

Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payment is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

(vi) Impairment of financial assets:

The Company assesses on a forward-looking basis the expected credit losses associated with its financial assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade and lease receivable only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of such receivables

(vii) Derecognition:

A financial asset is derecognised only when the Company has transferred the rights to receive cash flows from the financial asset, the asset expire or retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients. Where the Company has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised through Statement of Profit and Loss or Other Comprehensive Income as applicable. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the Company has neither transferred a financial asset nor retained substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Financial liabilities:

- (i) Classification as debt or equity - Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.
- (ii) Initial recognition and measurement -Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are classified at initial recognition as financial liabilities at fair value. All financial liabilities are recognised at fair value and in case of loans and borrowings and payables, net of directly attributable and incremental transaction cost. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.
- (iii) Subsequent measurement -Financial liabilities are subsequently measured -at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognised in the Statement of Profit and Loss.
- (iv) Derecognition -A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is

**NOTES TO THE FINANCIAL STATEMENTS**

treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

n) Offsetting financial instruments:

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

o) Borrowings:

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

p) Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

q) Provisions and contingent liabilities:

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. These are reviewed at each year end to reflect the best current estimate. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

Contingent liability is disclosed for:

- Possible obligations that arise from past events but their existence is confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or
- Present obligations arising from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. Contingent assets are not recognised till the realization of the income is virtually certain. However, the same are disclosed in the financial statements where inflow of economic benefits is probable.



NOTES TO THE FINANCIAL STATEMENTS

r) Employees Benefit:

(i) Defined Benefit Plan:

Gratuity –

Gratuity liability is a defined benefit obligation and is computed on the basis of an actuarial valuation by an actuary appointed for the purpose as per 'Projected Unit Credit Method' at the end of each financial year. The Company has created a trust and has taken group gratuity policy with Life Insurance Corporation of India for future payments of retiring gratuities.

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows with reference to market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate at the beginning of the period to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur directly in Other Comprehensive Income. They are included in retained earnings in the Statement of changes in equity and in the Balance Sheet.

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

(ii) Defined Contribution Plan:

Contributions to defined contribution schemes such as contribution to Provident Fund, Superannuation Fund, Employees' State Insurance Corporation, National Pension Scheme and Labours Welfare Fund are charged as an expense to the Statement of Profit and Loss based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further defined obligations beyond the monthly contributions.

(iii) Short-term employee benefits:

All employee benefits payable within 12 months of service such as salaries, wages, bonus, ex-gratia, medical benefits etc. are recognised in the year in which the employees render the related service and are presented as current employee benefit obligations. Termination benefits are recognised as an expense as and when incurred. Short-term employee benefits are provided at undiscounted amount during the accounting period based on service rendered by employees. Compensation payable under Voluntary Retirement Scheme is being charged to the Statement of Profit and Loss in the year of settlement.

(iv) Other long-term employee benefits:

The liabilities for earned leave and sick leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the 'Projected Unit Credit Method'. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as

**NOTES TO THE FINANCIAL STATEMENTS**

a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss. The obligations are presented as current liabilities in the Balance Sheet if the Company does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur.

s) Earnings per share (EPS):**Basic earnings per share**

Basic earnings per share is calculated by dividing:

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

Diluted earnings per share

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

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

t) Non Current assets held for sale:

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use and a sale is considered highly probable. They are measured at the lower of their carrying amount and fair value less costs to sell, except for assets such as deferred tax assets, assets arising from employee benefits, financial assets and contractual rights under insurance contracts, which are specifically exempt from this requirement. Non-current assets are not depreciated or amortised while they are classified as held for sale

u) Exceptional Items:

When items of income and expense within Statement of Profit and Loss from ordinary activities are of such size, nature or incidence that their disclosure is relevant to explain the performance of the enterprise for the period, the nature and amount of such material items are disclosed separately as exceptional items.

v) Recent accounting pronouncements:**Ind AS 116: Leases**

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1st April, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize right of use assets and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.



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Ind AS 12 Income Taxes:

Appendix C – Uncertainty over Income Tax Treatments

This interpretation, which will be effective from April 01, 2019, clarifies how entities should evaluate and reflect uncertainties over income tax treatments, in particular when assessing the outcome a tax authority might reach with full knowledge and information if it were to make an examination. This amendment is not expected to have a significant impact on the Company's financial statements based on current available information.

Note 2A - Corporate Insolvency Resolution Process (“CIRP Process”)

The Board of Directors of the Company at their meeting held on June 06, 2014 referred the Company to the Board of Industrial and Financial Reconstruction ('BIFR') by submission of an application to the BIFR Board on June 09, 2014. The case was accepted and registered by BIFR Board u/s 15(1) of Sick Companies (Special Provisions) Act, 1985 ('SICA') on January 12, 2015. However, due to the repeal of the SICA, BIFR was dissolved resulting into the implementation of the Insolvency and Bankruptcy Code 2016 ('IBC/Code'), whereby all the pending cases were transferred to the National Company Law Tribunal ('NCLT').

In accordance with the applicable provisions of the IBC/Code, the CIRP Process of the Company was initiated by the NCLT and the case was admitted by the Hon'ble NCLT whereby the Company received an order dated July 10, 2017 ('Insolvency Commencement Date'). Pursuant to the said order, Mr. U V G Nayak was appointed as the Interim Resolution Professional ('IRP') to manage the affairs of the Company. Thereafter, Mr. Rajendra M. Ganatra was confirmed as the Resolution Professional ('RP') by the Committee of Creditors ('CoC'). On appointment of the IRP/RP, the powers of the Board of Directors of the Company were suspended. Thereafter, the RP invited expressions of interest and submission of a resolution plan in accordance with the provisions of the Code. Of the various resolution plans submitted, the CoC approved the resolution plan submitted by Rubberwala Housing and Infrastructure Limited, jointly with Mukhi Industries Limited ('Successful Resolution Applicants / New Promoters').

The RP submitted the CoC approved resolution plan to the Hon'ble NCLT for its approval of the final order. The NCLT, Mumbai bench, vide its order dated April 19, 2018 ('NCLT order') approved the resolution plan ('Approved Resolution Plan') submitted by the Successful Resolution Applicants in accordance with the IBC. In view of the NCLT order, a new Board was constituted in the current financial year and a new management was put into place.

However, consequent to receipt of the NCLT order, the Approved Resolution Plan was subjected to stay proceedings vide the National Company Law Appellate Tribunal order ('NCLAT order') dated July 02, 2018 on account of the appeal filed by the Department against the said NCLT order. The appeals were subsequently disposed of by the NCLAT, Delhi vide their order dated March 20, 2019. Consequently, the Approved Resolution Plan has now come into effect post the removal of the stay proceedings vide the said order. In accordance with the provisions of the Code and the NCLT order, the Approved Resolution Plan is binding on the Company and its employees, members, creditors, guarantors and other stakeholders involved.

Pursuant to such Approval of the Resolution Plan, the financial statements for the year ended March 31, 2019 have been prepared on a going-concern basis taking into consideration the settlement payments crystallised under the 'Debt Restructuring Scheme' prescribed under the Approved Resolution Plan. Detailed information about each of these items and its impact is stated hereunder and included in relevant notes together with information about the basis of calculation for each affected line item in the Financial Statements.

(INR in Crores)

No	Nature	Amount Claimed	Settlement %	Amount Payable	Explanatory notes	Reference to Ind AS financial statements
1	Equity share capital	-	-	-	Note i	Note 12
2	Secured Financial Creditors	178.78	-	47.91	Note ii	Note 12, Note 13 and Note 15(A)


NOTES TO THE FINANCIAL STATEMENTS

No	Nature	Amount Claimed	Settlement %	Amount Payable	Explanatory notes	Reference to Ind AS financial statements
3	Unsecured Financial Creditors	64.45	5%	2.49	Note ii	Note 12, Note 13 and Note 15(A)
4	Unsecured Operational Creditors	24.40	5%	1.22	Note iii	Note 16 and Note 26
5	Intercorporate deposits	0.06	5%	0.06	Note iv	Note 12, Note 15 (A) and Note 15 (C)
6	Public Deposits	5.37	100%	5.37	Note v	Refer Note 12 and Note 15(C)
7	Statutory liabilities	346	1%	3.47	Note vi	Note 12, Note 18 and Note 26
8	Workmen & employees dues	2.42	100%	0.85	Note vii	Note 26

i) Equity Share Capital

- Reduction in paid-up capital

In accordance with the Approved Resolution Plan, the paid-up share capital of the Company has been reduced pursuant to which the existing equity share capital stands reduced to 95%. In view of the said reduction:

- The shareholders holding 20 equity shares have been reduced to 1 equity share of INR 10 each; and-
- The shareholders holding less than 20 equity shares are offered coupons(3662*10) in the ratio of number of fractional shares. Further, consolidation of 20 coupons are offered 1 equity share.

In view of the above, the current subscribed and paid-up capital have been disclosed below:

Number of shares (Nos)	Face value (INR)	Value of equity shares	Remarks
7,49,43,438	10	74,94,34,380	Existing share capital
37,47,171	10	3,74,71,710	Current share capital (Post reduction)
7,11,96,267	10	71,19,62,670	Reduction in share capital

The aforesaid reduction in equity share capital have been disclosed as 'Capital Reduction Reserve' under Reserves and Surplus in 'Other Equity'. Refer Note 12 to the Ind AS financial statements.

- Issue of fresh equity shares at par to New Promoters

In accordance with the Approved Resolution Plan, the new promoters are allotted 1,12,41,513 shares of INR 10/- each at par. In view of the above reduction and in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and issue of equity share capital, the new promoter holding is 75% of the paid-up equity share capital of the Company with a minimum public equity share holding of 25% of total paid up share capital.

- Revised shareholding pattern and capital structure

The revised shareholding pattern in accordance with the Approved Resolution Plan is as under:-

Shareholders	Percentage	Number of shares (Nos)	Value of equity shares
Promoters	75%	1,12,41,513	11,24,15,130
Public	25%	37,47,171	3,74,71,710
Total	100%	1,49,88,684	14,98,86,840



NOTES TO THE FINANCIAL STATEMENTS

The revised capital structure in accordance with the Approved Resolution Plan is as under:

Particulars	Number of shares (Nos)	Value of equity shares
Authorized Capital - face value of INR 10/- each	16,00,00,000	160,00,00,000
Issued, Subscribed and Paid up Capital – face value INR 10/- each	1,49,88,684	14,98,86,840

ii) Financial Creditors –

In accordance with the Approved Resolution Plan, the Secured & Unsecured Financial creditors have been settled given the settlement payments stated in the table below. The amounts appearing in the books of accounts post giving effect of the aforesaid amount due have been written back and disclosed under the 'Reserves & Surplus' in 'Other Equity'. Refer Note 12, Note 13 and Note 15(A) to the Ind AS financial statements.

(INR in Crores)

Secured Financial Creditors	Amount payable as per Approved Resolution Plan
Edelweiss Assets Reconstruction Co. Ltd.	27.00
SVC Co-operative Bank Limited	20.50
Citibank Equity Mortgage Loan	0.36
Bank of Baroda	0.05
Total (A)	47.91
Unsecured Financial Creditors	
L & T Home Finance Loan	0.03
SICOM Limited	1.07
SIDBI	0.28
IFCI Factors Limited	1.10
Directors Loan:	
-Shaukat S. Tharadra	-
-Abdullah K. Musla	-
-Azamkhan F. Lohani	-
-Mohammedi Singaporewala	0.01
Total (B)	2.50
Total (A+B)	50.41

iii) Unsecured Operational Creditors –

As per the Approved Resolution Plan, the operational creditors are paid the settlement amount of 5% of the outstanding debt. The amounts appearing in the books of accounts post giving effect of the aforesaid amount due have been written back and disclosed under 'Exceptional items' in the Statement of Profit or Loss. Refer Note 16 and Note 26 to the Ind AS financial statements.

(INR in Crores)

Type	Amount payable as per Approved Resolution Plan
Creditors for Goods	0.83
Creditors for Packing Material	0.08
Creditors for Expenses	0.31
Total	1.22



NOTES TO THE FINANCIAL STATEMENTS

iv) Intercorporate Deposits –

As per the Approved Resolution Plan, the inter-corporate deposits are paid the settlement amount of 5% of the outstanding debt. The amounts appearing in the books of accounts post giving effect of the aforesaid amount due have been written back and disclosed under 'Other Equity' in 'Reserves & Surplus' and under 'Exceptional items' in the Statement of Profit or Loss. For details, refer Note 12, Note 15 (A) and Note 15 (C) to the IndAS financial statements.

(INR in Crores)

and	Amount payable as per Approved Resolution Plan
Astra Capital	0.00
Fairtex International	0.01
Harilal H Shah	0.02
Vijaykumar S Ganeriwala	0.02
Deposit from Distributors	0.01
Total	0.06

v) Public Deposits –

In accordance with the Approved Resolution Plan, the liability with respect to Public deposits has been settled at 100% of the amount due as stated in the Approved Resolution Plan, i.e. INR 5.37 crores. The amounts appearing in the books of accounts post giving effect of the aforesaid amount due have been written back and disclosed under the 'Reserves & Surplus' in 'Other Equity'. Refer Note 12 and Note 15(C) to the Ind AS financial statements.

(INR in Crores)

Nature of dues	Amount payable as per Approved Resolution Plan
Public Fixed Deposits	5.37
Total	5.37

vi) Statutory Liabilities –

In accordance with the Approved Resolution Plan, the liability with respect to income tax and VAT/Sales tax dues has been settled at a settlement amount of 1% of the crystallised demand having maximum amounts as given in the table below. The amounts appearing in the books of accounts post giving effect of the aforesaid amount due have been written back and disclosed under 'Other Equity' in 'Reserves & Surplus' and under 'Exceptional items' in the Statement of Profit or Loss. Refer Note 12, Note 18 and Note 26 to the Ind AS financial statements.

(INR in Crores)

Nature of dues	Amount payable as per Approved Resolution Plan
Income Tax	2.58
Sales tax/VAT	0.89
Total	3.47

vii) Workmen and employees' dues –

The claims of the employees have been settled at 100% of the liability amount. The amounts appearing in the books of accounts post giving effect of the aforesaid amount due have been written back and disclosed under 'Exceptional items' in the Statement of Profit or Loss. Refer Note 26 to the Ind AS financial statements.

(INR in Crores)

Nature of dues	Amount payable as per Approved Resolution Plan
Workmen and employee dues	0.85
Total	0.85

Notes to financial statements for the year ended March 31, 2019

3A Property, Plant and Equipment

Particulars	Plant & Machinery	Furniture & Fixture	Office equipment	Office Building/ Flat	Factory Building Refinery	Freehold Land	Vehicles	Total
Gross carrying amount								
As at March 31, 2017	40,31,51,183	1,82,64,764	1,93,42,059	52,62,960	31,62,40,813	26,62,010	96,19,906	77,45,43,695
Additions	-	-	-	-	-	-	-	-
Disposals and transfers	-	-	-	-	-	-	-	-
Other adjustments	-16,71,41,565	-18,12,141	-1,96,825	72,65,729	-14,98,66,234	7,78,05,990	8,53,464	-23,30,91,582
As at March 31, 2018	23,60,09,618	1,64,52,623	1,91,45,234	1,25,28,689	16,63,74,579	8,04,68,000	1,04,73,370	54,14,52,113
Additions	11,88,816		5,35,563					17,24,378
Disposals and transfers							1,91,238	1,91,238
Other adjustments	1,08,17,701	1,18,410	1,37,789	25,81,238	4,57,93,321		3,72,973	5,98,21,432
As at March 31, 2019	22,63,80,733	1,63,34,213	1,95,43,008	99,47,451	12,05,81,258	8,04,68,000	99,09,159	48,31,63,821
Accumulated Depreciation and Amortisation								
As at March 31, 2017	13,10,35,053	1,61,76,570	1,89,48,193	11,23,437	7,75,43,789	-	95,28,370	25,43,55,412
For the year	1,61,43,285	93,375	49,564	1,32,119	47,37,119		64,419	2,12,19,882
Disposals and adjustments								-
As at March 31, 2018	14,71,78,338	1,62,69,945	1,89,97,757	12,55,556	8,22,80,908	-	95,92,789	27,55,75,294
For the year	1,00,07,338	57,099	1,02,134	4,24,579	18,70,883		4,50,983	1,29,13,016
Disposals and adjustments							1,91,238	1,91,238
As at March 31, 2019	15,71,85,676	1,63,27,044	1,90,99,891	16,80,135	8,41,51,791	-	98,52,534	28,82,97,072
Net carrying amount								
As at March 31, 2019	6,91,95,057	7,169	4,43,117	82,67,316	3,64,29,467	8,04,68,000	56,625	19,48,66,748
As at March 31, 2018	8,88,31,280	1,82,678	1,47,477	1,12,73,133	8,40,93,671	8,04,68,000	8,80,581	26,58,76,819
As at March 31, 2017	27,21,16,130	20,88,194	3,93,866	41,39,523	23,86,97,024	26,62,010	91,536	52,01,88,283



Notes to financial statements for the year ended March 31, 2019

3B Capital Work in Progress

Particulars	As at 31st March,2019	As at 31st March,2018
Opening Balance	-	19,95,99,758
Additions During the year	-	-
Revaluation of CWIP	-	-19,95,99,758
Capitalisation/Written off During the year	-	-
Closing Balance	-	-

Summary of Impairment loss

Particulars	As at 31st March,2019	As at 31st March,2018
Impairment of Property, Plant and Equipment	5,98,21,432	23,30,91,582
Impairment of Capital Work in Progress	-	19,95,99,758
Total	5,98,21,432	43,26,91,340

Notes:

- 1 During the year, the Company has recognised an impairment loss against property, plant & equipment aggregating to INR 5,98,21,432/- (P.Y 43,26,91,340/- including capital work in progress)
- 2 Refer Note 13 for details of property, plant and equipments pledged against borrowings.

3C Intangible Assets

Particulars	Trade Mark	Total
Gross carrying amount		
As at March 31, 2017	-	-
Additions / Revaluation	-	-
Disposals and transfers	-	-
Other adjustments	-	-
As at March 31, 2018	-	-
Additions / Revaluation	1,43,75,000	1,43,75,000
Disposals and transfers	-	-
Other adjustments	-	-
As at March 31, 2019	1,43,75,000	1,43,75,000
Accumulated amortisation		-
As at March 31, 2017	-	-
Amortisation for the year	-	-
Disposals and transfers	-	-
As at March 31, 2018	-	-
Amortisation for the year	-	-



Notes to financial statements for the year ended March 31, 2019

Particulars	Trade Mark	Total
Disposals and transfers	-	-
As at March 31, 2019	-	-
Net carrying amount		
As at March 31, 2019	1,43,75,000	1,43,75,000
As at March 31, 2018	-	-
As at March 31, 2017	-	-

Note:

The Company has recognised a revaluation gain with respect to Trademarks against valuation of intangible assets aggregating to Rs 1,43,75,000/-.

Note -4 Non current Financial assets**Note -4(A) Investments**

Particulars	As at March 31, 2019	As at March 31, 2018
Non-Current Investments		
Investment (Unquoted)		
Investments in Equity shares of :		
(i) The Shamrao Vithal Co-Op. Bank Ltd. (At amortised cost)	1,00,000	1,00,000
4,000 (4,000) Shares of Rs. 25/- each (Note : Out of above shares worth Rs. 1.00 lakhs (Rs. 1.00 lakhs) have been lien marked by the Bank against credit facilities)		
(ii) The Saraswat Co-Op. Bank Ltd. (At amortised cost)	25,000	25,000
2,500 (2,500) Shares of Rs. 10/- each		
(iii) The Kalyan Janta Sahakari Bank Ltd. (At amortised cost)	1,00,000	1,00,000
1,000 (1,000) Shares of Rs. 100/- each		
Total Aggregate amount of unquoted Investment (INR)	2,25,000	2,25,000

Note - 4(B) Other Financial Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Security Deposit	12,99,348	29,17,780
Total	12,99,348	29,17,780

Note - 5 Other Non Current Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Deposits with Regulatory Authorities	9,48,400	-
Total	9,48,400	-

Note - 6 Defferd Tax Asset (Net)

Particulars	As at March 31, 2019	As at March 31, 2018
Defferd tax asset	1,11,91,828	-
Total	1,11,91,828	-


Notes to financial statements for the year ended March 31, 2019
Note 7 - Inventories
Particulars

	As at March 31, 2019	As at March 31, 2018
Raw Materials	1,05,32,125	1,09,97,015
Packing Material	79,48,755	48,56,304
Finished Goods	57,72,979	7,46,277
Total	2,42,53,858	1,65,99,596

Notes

1) Refer Note 13 for inventories pledged as security for current borrowings

Note - 8 Current Financial Assets
Note - 8(A) Trade receivables
Particulars
Unsecured
Considered Good

Related parties

Other parties

Considered doubtful

Related parties

Other parties

Total

Less: Allowance for Doubtful Debts

Trade receivables which have significant increase in credit risk

Trade receivables - credit impaired

Total

	As at March 31, 2019	As at March 31, 2018
	-	-
	4,44,13,975	2,39,55,269
	-	-
	8,83,39,022	10,15,02,746
Total	13,27,52,997	12,54,58,015
	-8,83,39,022	-
	-	-
	-	-
Total	4,44,13,975	12,54,58,015
	14,65,13,895	12,54,58,015

Note

- There are no outstanding receivable debts due from directors or other officers of the Company.
- The Company has filed petition before National Company Law Tribunal (NCLT) against Dipti Veg Oils Limited on account of certain irregular nature of transactions in the form of cash outgo considered as receivables amounting to INR 1,67,02,563/-

Note - 8(B) Cash and cash equivalents
Particulars

Cash on Hand

Balance with Banks

- In Current Accounts

Total

	As at March 31, 2019	As at March 31, 2018
	1,14,716	97,457
	30,58,596	66,63,149
Total	31,73,312	67,60,606

Note - 8(C) Bank balances other than Cash and Cash equivalents
Particulars

Term deposits with original maturity of more than 3 months but less than 12 months (includes Interest component)

Total

	As at March 31, 2019	As at March 31, 2018
	20,36,456	19,47,207
Total	20,36,456	19,47,207



Notes to financial statements for the year ended March 31, 2019

Note

Short-term deposits are made for varying periods between three to twelve months, depending on the immediate cash requirements of the company, and earned interest at the respective short term deposit rates.

Note - 8(D) Loans

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good Loans		
To Related Party	-	-
To others	52,46,11,206	52,50,32,808
Total	52,46,11,206	52,50,32,808
Less: Allowance for doubtful loans	-52,45,15,808	-
Total	95,398	52,50,32,808

Note - 8(E) Other Financial Assets

Particulars	As at March 31, 2019	As at March 31, 2018
Interest accrued on deposits	-	1,08,680
Total	-	1,08,680

Note - 9 Current Tax Assets

Particulars	As at March 31, 2019	As at 31st March, 2018
TDS Receivable	83,033	63,194
Total	83,033	63,194

Note - 10 Other Current Assets

Particulars	As at March 31, 2019	As at 31st March, 2018
Advances to employees	6,250	16,500
Prepaid Expenses	3,36,992	25,035
Total	3,43,242	41,535

Note 11: EQUITY SHARE CAPITAL

Particulars	As at March 31, 2019		As at March 31, 2018	
	Nos	In INR	Nos	In INR
Authorised:				
Equity Shares of INR 10 each	16,00,00,000	1,60,00,00,000	16,00,00,000	1,60,00,00,000
Total	16,00,00,000	1,60,00,00,000	16,00,00,000	1,60,00,00,000
Issued, Subscribed and Fully Paid Up:				
Equity Shares of INR 10 Each	1,49,88,684	14,98,86,840	7,49,43,438	74,94,34,380
Total	1,49,88,684	14,98,86,840	7,49,43,438	74,94,34,380


Notes to financial statements for the year ended March 31, 2019
Note:

1) Reconciliation of number of shares outstanding and the amount of share capital:

Equity Shares	As at March 31, 2019		As at March 31, 2018	
	Nos.	In INR	Nos.	In INR
At the beginning of the year	7,49,43,438	74,94,34,380	7,49,43,438	74,94,34,380
Issued during the year	1,12,41,513	11,24,15,130	-	-
Reduction during the year	(7,11,96,267)	(71,19,62,670)	-	-
Outstanding at the end of the year	1,49,88,684	14,98,86,840	7,49,43,438	74,94,34,380

2) Rights, preferences and restrictions attached to equity shares

The Company has only one class of issued, subscribed and paid-up equity shares having a par value of INR 10 each per share. Each holder of equity shares is entitled to one vote per share. The share capital has been reduced in accordance with the Approved Resolution Plan as approved by the Hon'ble NCLT, Mumbai bench vide order dated March 20, 2019. For details, Refer Note 2A.

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

3) Details of shareholders holding more than 5% of Equity shares in the company

Name of Shareholder	As at 31st March, 2019		As at 31st March, 2018	
	Nos.	% of Share	Nos.	% of Share
Mukhi Industries Limited	56,20,756	37.50%	-	-
Rubberwala Housing & Infrastructure Limited	56,20,756	37.50%	-	-

In accordance with the Approved Resolution Plan as approved by the Hon'ble NCLT, Mumbai bench vide order dated March 20, 2019, there has been a change in the shareholding pattern of the Company. For details, Refer Note 2A.

Note 12: OTHER EQUITY

Particulars	As at 31st March, 2019	As at 31st March, 2018
Retained earnings		
At the beginning of the year	-2,83,68,65,920	-2,48,16,29,722
Add: Profit during the year	-33,20,69,981	-35,52,36,697
Add: Other comprehensive income for the year	1,36,54,074	
Add: Reduction in share capital	71,19,62,670	-
Add: Other adjustments (Refer Note 2A)	82,11,32,031	-
At the end of the year (A)	-1,62,21,86,625	-2,83,68,65,920
Securities premium		
At the beginning of the year	1,25,49,03,406	1,25,49,03,406
Add: Premium received on equity shares issued during the year	-	-
At the end of the year (B)	1,25,49,03,406	1,25,49,03,406



Notes to financial statements for the year ended March 31, 2019

Particulars

Capital reserve

At the beginning of the year

Add: Additions during the year

At the end of year (C)

Total (A+B+C)

As at 31st March, 2019	As at 31st March,2018
4,06,66,700	4,06,66,700
-	-
<u>4,06,66,700</u>	<u>4,06,66,700</u>
-32,66,16,519	-1,54,12,96,313

Retained earnings

Retained earnings are created from the profit/loss of the Company, as adjusted for distributions to owners transfers to other reserves, etc.

Capital Reserve

Capital Reserve is utilised in accordance with the provisions of the Act

Securities premium

Securities premium reserve is created due to premium on issue of shares. This reserve is utilised in accordance with the provision of the Act

Note - 13 Non Current Borrowings

Particulars

(A) Term Loans

Secured

1) SVC Bank

[**Nature of Security** : Term Loan from bank are Secured by hypothecation of Plant & Machinery, Electric Equipments & Miscellaneous Assets.]

[**Terms of Repayment** : Term Loan from bank are repayable in 60 monthly installments with interest rate of P.L.R. - 0.5% P.A.]

2) Edelweiss Assets Reconstruction Co. Ltd.

[Loan from financial Institution are primarily secured against Pari Passu Charge on Current Assets with SVC bank and Collaterally Secured against land and building, Plant & Machinery at Manor, District Thane belonging to the company and personally guaranteed by all the four directors of the company.]

Total(A)

(B) Other Loans:

(i)Secured

(1) Citi Bank Mortgage Loan

[**Nature of Security** : Loan from bank are Secured against Flat No.6 ,Avval Co-Op.Hsg.Soc. belonging to the Company.]

[**Terms of Repayments** : Loan from bank are repayable with Interest rate of 13% p.a.]

(2) L & T Home Finance Mortgage Loan

As at March 31, 2019	As at 31st March,2018
13,00,00,000	39,89,723
9,00,00,000	63,81,83,785
<u>22,00,00,000</u>	<u>64,21,73,508</u>
-	36,05,092
-	68,65,562



Notes to financial statements for the year ended March 31, 2019

[Nature of Security : Loan from bank are Secured against Flat No. 3& 4, 2nd Avval Chambers,61 Morland Road, Mumbai Central. and these flat belongs to Mr Azamkhan Lohani & Mr Ismail R Sulia] Terms of Repayments : Loan are repayable in 180 Monthly installments beg. From 5/07/2009 with rate of interest of 13% p.a.]

3) Shamrao Vithal Co-op Bank Ltd

[Loan from bank are primarily secured against Pari Passu Charge on Current Assets with KVB and Collaterally Secured against Factory land belonging to the Company at Village 10, Taluka Palghar, District Thane alongwith structure standing thereon and personally guaranteed by all the four directors of the Company.]

(ii) Unsecured Loan

SICOM

[Secured by way of pledge of shares of 55,50,500 nos of directors which has been sold due to default committed by the company.The amount realised was appropriated towards interest dues]

SIDBI

[Secured by way of Bills of Exchange accepted by the company,2 irrevocable and unconditional Personal Guarantee of Mr Shaukat Tharadra,Mr Rashid Ismail Tharadra,Mr Azamkhan Fatehkhan Lohani and Mr Abdulla Kalukhan Musla]

IFCI Factors

[Secured by way of Personal Guarantee dated 08.08.2011 executed by Mr Shaukat Tharadra and Agreement for pledge of shares dated 08.08.2011 and Repayment of Shares]

Total(B)

Total(A+B)

C) Less: Current maturities shown under other financial liabilities

Total(A+B-C)

-	22,78,69,613
54,04,840	11,10,03,393
13,21,227	2,40,24,622
As at March 31, 2019	As at 31st March,2018
54,30,260	9,91,84,844
1,21,56,327	47,25,53,126
23,21,56,327	1,11,47,26,634
0	3973279
23,21,56,327	1,11,07,53,355

Note - 14 Provisions (Non current)

Particulars

Provision for Employee Benefits (Refer Note 27)

- Gratuity

Total

As at March 31, 2019	As at 31st March,2018
22,47,137	22,77,624
22,47,137	22,77,624


Notes to financial statements for the year ended March 31, 2019
Note - 15(A) Borrowings
Particulars
Secured
a) Working capital loans repayable on demand

Bank of Baroda (CC/OD A/c)

[Loan from Bank is secured against Fixed Deposit belonging to the Company]

Particulars
Unsecured
(i) Loans and advances

- M. Singaporewala

(ii) Inter Corporate Deposit

- Astra Capital

- Fairtex International

- Harilal H Shah

- Vijay Kumar Ganeriwala

(iii) Loans repayable on demand

From related parties -

- Shaukat S. Tharadra

- Abdullah K. Musla

- Azamkhan F. Lohani

- Mukhi Industries Limited

- Rubberwala Housing & Infra Ltd

Total

	As at March 31, 2019	As at 31st March,2018
	-	5,44,632
	As at March 31, 2019	As at 31st March,2018
	1,18,600	23,72,000
	40,000	8,00,000
	91,727	12,00,000
	As at March 31, 2019	As at 31st March,2018
	1,93,485	21,00,000
	1,66,826	15,00,000
	-	6,30,82,073
	-	1,40,62,354
	-	8,00,000
	7,31,57,435	-
	6,76,42,435	-
Total	14,14,10,508	8,64,61,059

Note - 15(B) Trade Payables
Particulars

Dues of micro and small enterprises

Dues of creditors other than micro and small enterprises

Total

	As at March 31, 2019	As at 31st March,2018
	-	-
	1,25,70,761	20,50,52,706
Total	1,25,70,761	20,50,52,706

Note

The disclosure as per The Micro, Small and Medium Enterprises Development Act, 2006, (MSMED Act).


Notes to financial statements for the year ended March 31, 2019

Particulars	As at March 31, 2019	As at 31st March,2018
a) (i) Delayed payments due - Principal amount	-	-
(ii) Interest due on the above.	-	-
b) Total interest paid on all delayed payments during the year under the provision of the Act	-	-
c) Interest due on principal amounts paid beyond the due date during the year but without the interest amounts under this Act	-	-
d) Interest accrued but not due	-	-
e) Total interest due but not paid	-	-

Details of dues to micro and small enterprises as defined under the MSMED Act, 2006. According to the records available with the Company, there are no amounts due to entities that are classified as Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006. Further no interest has been paid or was payable to such parties under the said Act. Dues to Micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management

Note - 15(C) Other Financial Liabilities

Particulars	As at March 31, 2019	As at 31st March,2018
Current maturities of long-term borrowings	-	39,73,279
Public Fixed Deposits (Refer Note 2A)	4,82,86,000	6,20,94,567
Deposit from Distributors	1,19,482	23,89,637
Total	4,84,05,482	6,84,57,483

Note - 16 Other Current Liabilities

Particulars	As at March 31, 2019	As at 31st March,2018
Advance from debtors	-	16,39,308
Statutory dues payable	83,07,086	13,01,43,255
Other payables	46,49,393	1,15,36,408
Total	1,29,56,479	14,33,18,971

Note - 17 Provisions (Current)

Particulars	As at March 31, 2019	As at 31st March,2018
Provision for Gratuity	10,81,586	5,32,112
Total	10,81,586	5,32,112

Note - 18 Current tax liabilities

Particulars	As at March 31, 2019	As at 31st March,2018
Income tax payable	2,32,07,000	11,49,09,530
Total	2,32,07,000	11,49,09,530



Notes to financial statements for the year ended March 31, 2019

Note- 19 Revenue From Operations**Particulars****Indigenous Sales**

Manufactured/Traded Goods

Total

For the year ended March 31, 2019	For the year ended March 31, 2018
71,39,03,470	59,71,51,219
71,39,03,470	59,71,51,219

Note- 20 Other Incomes**Particulars**

Interest Income from Banks & Others

Rent income

Sundry balance written back

Profit on sale of motor car

Total

For the year ended March 31, 2019	For the year ended March 31, 2018
2,06,307	1,32,923
-	4,00,000
-	-395
2,19,222	5,825
4,25,529	5,38,353

Note - 21 Material consumed**Particulars**

Opening Stock

Purchases

Less: Closing Stock

Total Material consumed

For the year ended March 31, 2019	For the year ended March 31, 2018
1,58,53,319	49,65,133
54,19,15,004	47,13,22,344
55,77,68,323	47,62,87,477
1,84,80,879	1,58,53,319
53,92,87,444	46,04,34,158

Note - 22 Changes in Inventory of finished goods**Particulars**

Opening stock of finished goods

Less: Closing stock of finished goods

(Increase)/Decrease in inventories

For the year ended March 31, 2019	For the year ended March 31, 2018
7,46,277	1,98,456
57,72,979	7,46,277
-50,26,702	-5,47,821

Note - 23 Employee benefit expenses**Particulars**

Salary, Bonus and Allowances

Workmen & Staff welfare

Contribution to PF & Others

Total

For the year ended March 31, 2019	For the year ended March 31, 2018
6,61,33,011	5,46,22,450
5,16,619	5,61,530
41,24,429	33,90,211
7,07,74,059	5,85,74,191



Notes to financial statements for the year ended March 31, 2019

Note - 24 Other Expenses

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Labour, jobworks & factory charges	30,86,902	32,86,634
Power, Fuel, Water & Refinery expenses	43,84,858	44,29,016
Freight and Octroi	90,46,202	69,49,017
Travelling & Conveyance	62,77,484	43,69,167
Postage & Communication	72,932	2,54,313
Insurance	1,09,578	2,65,557
Printing & Stationery	4,27,297	2,78,319
Rent, Rates & Taxes	12,27,080	7,67,929
Professional & Legal	90,69,735	1,32,29,920
Repair & Maintenance		
Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
- Buildings	40,000	1,14,900
- Others	10,58,426	8,54,980
Motor Car expenses	1,60,846	5,13,858
Computer expenses (Web Development Charges)	4,75,078	2,71,421
Telephone & Mobile expenses	12,57,996	12,85,810
Selling and Distribution	54,43,525	47,94,109
Auditors' Remuneration (Refer Note 24.1 below)	10,00,000	6,05,000
Bad debts written off	1,37,60,898	-
Provision for Doubtful Debts	61,28,54,830	-
Other Expenses	4,44,686	3,60,463
Total	67,01,98,350	4,26,30,414

Note 24.1 - Auditor's Remuneration breakup

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
"(i) Payments to the auditors comprises (net of GST input tax credit, where applicable):"		
As Statutory Auditor	7,50,000	5,00,000
As Tax Auditor & other Tax related matters	2,00,000	75,000
Other services	50,000	30,000
Total	10,00,000	6,05,000



Notes to financial statements for the year ended March 31, 2019

Note - 25 Finance Cost

Particulars

Interest on bank and Public deposits

Bank charges

Total

	For the year ended March 31, 2019	For the year ended March 31, 2018
Interest on bank and Public deposits	1,25,908	3,26,102
Bank charges	52,496	128
Total	1,78,404	3,26,230

Note - 26 Exceptional Items

Particulars

Sundry creditors written back (Refer Note 2A)

Impairment of PPE including CWIP (Refer Note 3)

Total

	For the year ended March 31, 2019	For the year ended March 31, 2018
Sundry creditors written back (Refer Note 2A)	28,56,78,659	-
Impairment of PPE including CWIP (Refer Note 3)	-5,98,21,432	-43,26,91,340
Total	22,58,57,227	-43,26,91,340

Note 27: Employee Benefits

(i) Defined Contribution Plan

The Company has recognized the following amounts in the Statement of Profit and Loss during the year:

Sr No	Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
1	Provident Fund	27,05,264	15,16,160
2	Employee State Insurance Fund	13,70,781	14,21,286
3	Labour Welfare fund	48,384	7,524
	Total	41,24,429	29,44,970

(ii) Defined Benefit Plan-Gratuity

The Company has a defined benefit for gratuity. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The Company provides for the liability in its books of accounts based on the actuarial valuation. The following tables summarize the components of net benefit expense recognized in the statement of profit and loss and the funded status and amounts recognized in the balance sheet for the respective plans.

a) The principal assumptions used in determining gratuity benefit obligations for the Company's plan are shown below:

Particulars	March 31, 2019	March 31, 2018
Discount rate (in %)	7.55% p.a.	7.55% p.a.
Rate of return of plan assets (in %)	7.55% p.a.	7.55% p.a.
Salary escalation rate (in %)	6% p.a.	6% p.a.
Withdrawal rates (in %)	5% p.a. at younger ages reducing to 1% p.a. at older age	5% p.a. at younger ages reducing to 1% p.a. at older age
Retirement age	60 years	60 years



Notes to financial statements for the year ended March 31, 2019

Particulars	March 31, 2019	March 31, 2018
Mortality table	Indian Assured lives Mortality (2006-08)	Indian Assured lives Mortality (2006-08)

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yield available on the Government bonds at the accounting date with a term that matches that of the liabilities and the salary growth rate takes account of inflation, seniority, promotion and other relevant factors on long term basis.

b) Changes in the present value of the defined benefit obligation are as follows:

	For the year ended March 31, 2019	For the year ended March 31, 2018
Opening defined benefit obligation	36,91,774	47,16,419
Obligation transferred (in/out)	-	-
Current service cost	9,06,546	6,95,690
Interest cost	2,73,608	3,21,191
Benefits paid	-8,49,750	-32,15,334
Actuarial (gain) / loss on obligations	9,30,633	11,73,808
Closing defined benefit obligation	49,52,811	36,91,774
Balance Sheet		
Present value of defined benefit obligation	49,52,811	36,91,774
Fair value of plan assets	-16,24,088	-8,82,038
Plan asset / (liability)	33,28,723	28,09,736
Expenses recognised in Statement of profit and loss		
Interest cost	2,73,608	3,21,191
Current service cost	9,06,546	6,95,690
Net benefit expense	11,80,154	10,16,881
Expenses recognised in Statement of other comprehensive income		
Actuarial (gain) / loss		
-Due to change in financial assumptions	-	-1,63,977
-Due to change in experience adjustments	9,30,633	13,37,785
-Return on Plan assets excluding amounts included in interest income	43,591	1,04,894
Total expense recognised in Statement of other comprehensive income	9,74,224	12,78,702

Changes in the fair value of plan assets are, as follows:

	As at March 31, 2019	As at March 31, 2018
Opening value of plan assets	8,82,038	32,48,633
Contributions by employer	15,53,831	7,11,958
Benefits paid	-8,49,750	-32,15,334
Interest income	81,560	2,41,675
Return on Plan assets excluding amounts included in interest income	-43,591	-1,04,894
Closing value of plan assets	16,24,088	8,82,038



Notes to financial statements for the year ended March 31, 2019

Break up of fair value of plan assets

	As at March 31, 2019	As at March 31, 2018
Policies of Insurance (100%)	16,24,088	8,82,038
Total	16,24,088	8,82,038

c) A quantitative sensitivity analysis for significant assumption as at March 31, 2019 is as shown below:

	Discount rate	
Sensitivity Level	0.50% increase	0.50% decrease
Increase/ (decrease) in defined benefit obligation	4710239	5214381

	Salary growth rate	
Sensitivity Level	0.50% increase	0.50% decrease
Increase/ (decrease) in defined benefit obligation	5214383	4705961

	Withdrawal rate	
Sensitivity Level	10% increase	10% decrease
Increase/ (decrease) in defined benefit obligation	4960287	4944762

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the method (Projected Unit Credit Method) used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period."

Sensitivity due to mortality is not material hence impact of change due to these is not calculated. Sensitivities as to rate of increase of pensions in payment, rate of increase of pensions before retirement and life expectancy are not applicable

The average duration of the defined benefit plan obligation at the end of the reporting period is 10.72 years (P.Y. March 31, 2018: 10.57 years)

d) Description of Risk Exposures:

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such company is exposed to various risks as follows:

- a) Salary Increases- Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
- b) Mortality & disability – Actual deaths & disability cases proving lower or higher than assumed in the valuation can impact the liabilities.
- c) Withdrawals – Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability


Notes to financial statements for the year ended March 31, 2019
Note 28: Related Party disclosures
A. List of related parties: (where transactions have taken place)

Sr No	Name of Related Party	Nature of relationship
1	Key-management personnel / Individual Having substantial interest	
	Abdulqadir Shafatali Chaudhary (w.e.f. May 04, 2018)	Independent Non-executive Director
	Bohman Jamshed Irani (w.e.f. May 04, 2018)	Independent Non-executive Director
	Parvez Shafee Ahmed Shaikh (w.e.f. May 04, 2018)	Whole Time Director
	Sufyan Abdul Razak Maknojia (w.e.f. May 04, 2018)	Whole Time Director
	Sanjay Kumar Samantaray (w.e.f. May 11, 2018)	Chief Financial Officer
	Ankit Kumar Jain (w.e.f. November 05, 2018)	Company Secretary
	Mukhi Industries Limited	Associate Company
Rubberwala Housing & Infrastructure Limited	Associate Company	

B. Transaction with Related Parties

Sr No	Particulars	Key management personnel / Individual Having significant interest		Associate Company	
		For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2019	For the year ended March 31, 2018
1	EXPENDITURE				
a)	Salaries & Other Benefits				
i)	<u>Short term employee benefits</u>				
	Sanjay Kumar Samantaray	33,57,200	-	-	-
	Ankit Kumar Jain	1,68,963	-	-	-
		35,26,163	-	-	-
ii)	<u>Post employee benefits (Provident Fund)</u>				
	Sanjay Kumar Samantaray	2,17,800	-	-	-
	Ankit Kumar Jain	7,962	-	-	-
		2,25,762	-	-	-
2	OTHERS				
a)	Borrowings obtained				
	Mukhi Industries Limited	-	-	14,75,07,435	-
	Rubberwala Housing & Infrastructure Limited	-	-	8,76,42,435	-
		-	-	23,51,49,870	-
b)	Borrowings repaid				
	Mukhi Industries Limited	-	-	7,43,50,000	-
	Rubberwala Housing & Infrastructure Limited	-	-	2,00,00,000	-
		-	-	9,43,50,000	-
c)	Issue of Share capital				
	Mukhi Industries Limited	-	-	5,62,07,565	-
	Rubberwala Housing & Infrastructure Limited	-	-	5,62,07,565	-


Notes to financial statements for the year ended March 31, 2019

Sr No	Particulars	Key management personnel / Individual Having significant interest		Associate Company	
		For the year ended March 31, 2019	For the year ended March 31, 2018	For the year ended March 31, 2019	For the year ended March 31, 2018
		-	-	11,24,15,130	-
3	OUTSTANDINGS				
	Shaukat S. Tharadra	-	6,30,82,073	-	-
	Abdullah K. Musla	-	1,40,62,354	-	-
	Azamkhan F. Lohani	-	8,00,000	-	-
	Mukhi Industries Limited	-	-	7,31,57,435	-
	Rubberwala Housing & Infrastructure Limited	-	-	6,76,42,435	-
		-	7,79,44,427	14,07,99,870	-

Notes

- 1 Related parties are identified by the Management and relied upon by the Auditors
- 2 Borrowings of the Company are guaranteed by the personal guarantee of the directors
- 3 As the liabilities for the defined benefit plans (post employment benefits) are provided on actuarial basis for the Company as a whole, the amount pertaining to Key Managerial personnel are not included.
- 4 Terms and conditions of transactions with related parties -
 - i) All related party transactions entered during the year were in ordinary course of the business and are on arm's length basis.
 - ii) For the year ended March 31, 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (P.Y- Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates

Note 29: Financial Instruments : Accounting classifications and fair value measurements
(i) Accounting classifications

The fair values of the financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The following methods and assumptions were used to estimate the fair values:

The carrying amounts of trade receivables, cash and cash equivalents, bank balances, short term deposits, trade payables, payables for acquisition of property, plant and equipment, short term loans from banks, financial institutions and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

(ii) Fair value measurements

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table presents carrying value and fair value of financial instruments by categories and also fair value hierarchy of assets and liabilities measured at fair value :



Notes to financial statements for the year ended March 31, 2019

31 March 2019

Particulars	Note	Non-Current	Current	Carrying Value -Total	Classification			Fair Value			
					FVTPL	FVTOCI	Amortised Cost	Level-1	Level-2	Level-3	
Financial Assets											
Investments In Unlisted Shares	4A	2,25,000	-	2,25,000	-	-	2,25,000	-	-	-	2,25,000
Security Deposits	4B	12,99,348	-	12,99,348	-	-	12,99,348	-	-	-	12,99,348
Trade receivables	8A	-	4,44,13,975	4,44,13,975	-	-	4,44,13,975	-	-	-	4,44,13,975
Cash and cash equivalents	8B	-	31,73,312	31,73,312	-	-	31,73,312	-	-	-	31,73,312
Bank Balances	8C	-	20,36,456	20,36,456	-	-	20,36,456	-	-	-	20,36,456
Loans	8D	-	95,398	95,398	-	-	95,398	-	-	-	95,398
Total		15,24,348	4,97,19,140	5,12,43,488	-	-	5,12,43,488	-	-	-	5,12,43,488
Financial Liabilities											
Long term Borrowings	13	23,21,56,327	-	23,21,56,327	-	-	23,21,56,327	-	-	-	23,21,56,327
Short term Borrowings	15A	-	14,14,10,508	14,14,10,508	-	-	14,14,10,508	-	-	-	14,14,10,508
Trade payables	15B	-	1,25,70,759	1,25,70,759	-	-	1,25,70,759	-	-	-	1,25,70,759
Other Financial Liabilities	15C	-	4,84,05,482	4,84,05,482	-	-	4,84,05,482	-	-	-	4,84,05,482
Total		23,21,56,327	20,23,86,749	43,45,43,076	-	-	43,45,43,076	-	-	-	43,45,43,076

31 March 2018

Particulars	Note	Non-Current	Current	Carrying Value -Total	Classification			Fair Value			
					FVTPL	FVTOCI	Amortised Cost	Level-1	Level-2	Level-3	
Financial Assets											
Investments In Unlisted Shares	4A	2,25,000	-	2,25,000	-	-	2,25,000	-	-	-	2,25,000
Security Deposits	4B	29,17,780	-	29,17,780	-	-	29,17,780	-	-	-	29,17,780
Trade receivables	8A	-	12,54,58,015	12,54,58,015	-	-	12,54,58,015	-	-	-	12,54,58,015
Cash and cash equivalents	8B	-	67,60,606	67,60,606	-	-	67,60,606	-	-	-	67,60,606
Bank Balances	8C	-	19,47,207	19,47,207	-	-	19,47,207	-	-	-	19,47,207
Loans	8D	-	52,50,32,808	52,50,32,808	-	-	52,50,32,808	-	-	-	52,50,32,808
Total		31,42,780	65,91,98,635	66,23,41,415	-	-	66,23,41,415	-	-	-	66,23,41,415
Financial Liabilities											
Long term Borrowings	13	1,11,07,53,355	-	1,11,07,53,355	-	-	1,11,07,53,355	-	-	-	1,11,07,53,355
Short term Borrowings	15A	-	8,64,61,059	8,64,61,059	-	-	8,64,61,059	-	-	-	8,64,61,059
Trade payables	15B	-	20,50,52,706	20,50,52,706	-	-	20,50,52,706	-	-	-	20,50,52,706
Other Financial Liabilities	15C	-	6,84,57,483	6,84,57,483	-	-	6,84,57,483	-	-	-	6,84,57,483
Total		1,11,07,53,355	35,99,71,248	1,47,07,24,603	-	-	1,47,07,24,603	-	-	-	1,47,07,24,603



Notes to financial statements for the year ended March 31, 2019

Financial Risk Management

The Company is exposed to financial risks arising from its operations and the use of financial instruments. The Company has identified financial risks and categorised them in three parts viz.

- (i) Credit Risk,
- (ii) Liquidity Risk and
- (iii) Market Risk.

Risk management framework

The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The board of directors are responsible for developing and monitoring the Company's risk management. The Company's risk management framework, are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations. "

(i) Credit Risk

Credit risk refers to the possibility of a customer and other counterparties not meeting their obligations and terms and conditions which would result into financial losses. Such risk arises mainly from trade receivables, other receivables, loans and investments.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss. The Company establishes an allowance for doubtful debts and impairment that represents its estimate of incurred losses in respect of trade and other receivables, loans and advances. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount."

a) Trade Receivables

- i) As at March 31, 2019, the ageing of trade receivables that were not impaired was as follows:

**Notes to financial statements for the year ended March 31, 2019**

Particulars	As at March 31, 2019	As at March 31, 2018
Not due	1,33,49,559	2,47,35,257
0-3 months	57,52,158	1,04,80,134
3-6 months	5,77,000	Nil
6-12 months	Nil (-)	Nil
Beyond 12 months	2,47,35,257	Nil
Total	44413974.75	2,39,55,269

Note -

The Management believes that the unimpaired amounts which are past due are fully collectible. Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

ii) The movement in Provision for Doubtful Debts is as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Opening provision	-	-
Add: Provision made during the year	8,83,39,022	-
Less: Provision written back	-	-
Less: Provision reversed	-	-
Closing provision	8,83,39,022	-

ii) Bad debts:

Particulars	As at March 31, 2019	As at March 31, 2018
Bad-debts recognised in statement of Profit and Loss a/c	1,37,60,898	-
Total	1,37,60,898	-

Note -

Financial Assets are written off when there is no reasonable expectation of recovery, such as a debtor declaring bankruptcy or a litigation decided against the Company. The Company continues to engage with parties whose balances are written off and attempts to enforce repayment. Recoveries made are recognised in Statement of Profit and Loss.

b) Investments

The Company invests its funds in unlisted equity shares of Banks which carry (no/low/high risk) for (short/long) duration and therefore (does/does not) expose the company to Credit risk. Such investment are made after reviewing creditworthiness and therefore (does/does not) expose the company to credit risk. Such investment are monitored on a regular basis.

c) Loans and other financial assets

Loans and other financial assets includes other receivables, loans given and esecurity deposits to customers. These loans and deposits were made in continuation of business related activities and are made after review as per companies policy.



Notes to financial statements for the year ended March 31, 2019

d) Cash and cash equivalents

The cash and cash equivalents are held with banks with good credit ratings. Also, the Company invests its funds in bank fixed deposits and shares, which carry (no / low) market risks for short duration and therefore, does not expose the Company to credit risk.

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the Company operates.

a) Financing arrangements

The Company has an adequate fund. The borrowing facilities at the end of the reporting period to which the Company had access is NIL.

b) Maturities of financial liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows

As at March 31, 2019

Particulars	Less than 1 year	1 - 5 years	More than 5 year	Gross carrying amount (INR)
Long term borrowings	-	9,00,00,000		9,00,00,000
Short term borrowings	14,14,10,508			14,14,10,508
Current maturities of long term borrowings	14,21,56,327			14,21,56,327
Trade and other payables	1,25,70,761			1,25,70,761
Other financial liabilities	1,21,19,482	3,62,86,000		4,84,05,482
Total	30,82,57,078	12,62,86,000	-	43,45,43,078

As at March 31, 2018

Particulars	Less than 1 year	1 - 5 years	More than 5 year	Gross carrying amount (INR)
Long term borrowings	-	1,11,07,53,355	-	1,11,07,53,355
Short term borrowings	8,64,61,059	-	-	8,64,61,059
Current maturities of long term borrowings	39,73,279	-	-	39,73,279
Trade and other payables	20,50,52,706	-	-	20,50,52,706
Other financial liabilities	6,44,84,204	-	-	6,44,84,204
Total	35,99,71,248	1,11,07,53,355	-	1,47,07,24,603

**Notes to financial statements for the year ended March 31, 2019****(iii) Market Risk**

The risk that the fair value or future cash flows of financial instruments will fluctuate because of changes in market price. Market risk further comprises of

- (a) Currency risk;
- (b) Interest rate risk; and
- (c) Commodity risk.

a) Currency risk

The Company is not exposed to any currency risk as the Company does not have any import payables, short term payables, short term borrowings and export receivables in foreign currency.

b) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

The Management is responsible for the monitoring of the Company's interest rate position. Various variables are considered by the Management in structuring the Company's borrowings to achieve a reasonable, competitive, cost of funding.

- Exposure to interest rate risk

The Company's interest rate risk arises from borrowings. The interest rate profile of the Company's interest bearing financial instruments as reported to the Management of the Company is as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Fixed rate borrowings	-	36,05,092
Variable rate borrowings	23,21,56,327	1,11,11,21,542
Total	23,21,56,327	1,11,47,26,634

- Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

- Fair value sensitivity analysis for variable-rate instruments

Particulars	As at March 31, 2019	As at March 31, 2018
Interest sensitivity		
Interest rate increase by 50 basis points	-11,60,782	-55,55,608
Interest rate decrease by 50 basis points	11,60,782	55,55,608



Notes to financial statements for the year ended March 31, 2019

b) Commodity risk

- Raw Material Risk

Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/ Micro factors. Also Commodities are increasingly becoming asset classes. Prices of the Raw materials and finished products manufactured by your Company fluctuate widely due to a host of local and international factors.

Key risks for the edible oils sector include risks from change in import-export regulations; change in the minimum support price (MSP) on oilseeds offered by the government; high dependence on monsoons and finally, the risk arising out of exchange rate fluctuations. Procurement of material at the right price and quantity, optimum utilization of processing units, their strategic location, a strong brand name and diversification of product offerings are likely to be the key success determinants for players.

- Capital Management

The Company's capital management objectives are:

- a) to ensure the Company's ability to continue as a going concern
- b) to provide an adequate return to shareholders

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

The Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

a) Debt Equity Ratio

The Company monitors capital using debt equity ratio. The Company's debt to equity ratios are as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Long term borrowings	23,21,56,327	1110753355
Short term borrowings	14,14,10,508	86461059.27
Add: Current maturities of long term borrowings	-	3973279
Add: Public Deposit	4,82,86,000	6,20,94,567
Total Borrowing	42,18,52,835	1,26,32,82,260
Less: Cash and cash equivalents	(31,73,312)	(67,60,606)
Net Debt	41,86,79,523	1,25,65,21,654
Total Equity	(17,67,29,679)	(79,18,61,434)
Debt to Equity Ratio	-2.37	-1.59



Notes to financial statements for the year ended March 31, 2019

b) Dividends

Dividends paid during the year

Particulars		As at March 31, 2019	As at March 31, 2018
- Interim Dividend	Rate per Share	NIL	NIL
	Amount in INR	NIL	NIL
- Final Dividend	Rate per Share	NIL	NIL
	Amount in INR	NIL	NIL

Note 31: Contingent liabilities

a) Income Tax

Name of the statute	Nature of dues	INR (in Crores)	Period to which the amount relates	Forum where dispute is pending
Income Tax	Income Tax	0.05	F.Y 04-05	CIT Appeal
Income Tax	Income Tax	76.94	F.Y 07-08	CIT Appeal
Income Tax	Income Tax	49.73	F.Y 08-09	CIT Appeal
Income Tax	Income Tax	85.94	F.Y 09-10	CIT Appeal
Income Tax	Income Tax	1.77	F.Y 05-06	ITAT
Income Tax	Income Tax	10.82	F.Y 06-07	ITAT
Income Tax	Income Tax	8.86	F.Y 10-11	ITAT

b) Sales tax

Name of the statute	Nature of dues	INR (in Crores)	Period to which the amount relates	Forum where dispute is pending
Sales Tax	VAT & CST	2.7	F.Y. 05-06	Sales Tax Appeal
Sales Tax	VAT & CST	7.15	F.Y. 08-09	Sales Tax Appeal
Sales Tax	VAT & CST	8.29	F.Y. 06-07	Sales Tax Appeal
Sales Tax	VAT & CST	15.85	F.Y. 09-10	Sales Tax Appeal
Sales Tax	VAT & CST	11.89	F.Y. 07-08	Sales Tax Appeal
Sales Tax	VAT & CST	10.48	F.Y. 10-11	Sales Tax Appeal
Sales Tax	VAT & CST	32.26	F.Y. 11-12	Order dated 04.10.2017 received on 31.10.2017. Appeal to yet be filed.
Sales Tax	VAT & CST	11.93	FY 12-13	Order dated 22.02.2018 received on 28.08.2018. Appeal is yet to be filed.
Sales Tax	VAT & CST	5.57	FY 13-14	Order dated 16.02.2018 received on 28.02.2018. Appeal is yet to be filed.

Note:

Pursuant to the Approved Resolution Plan passed by the Hon'ble NCLT vide their order dated March 20, 2019, the liability with respect to income tax and VAT/Sales tax dues has been settled for a settlement amount of 1% of the crystallised



Notes to financial statements for the year ended March 31, 2019

demand. Refer Note 2A

Note 32: Earning per share

Particulars	March 31, 2019	March 31, 2018
Net Profit after tax	-33,20,69,980.76	-35,42,90,457.91
Weighted Average Number of Shares Considered	2,23,80,366.00	7,49,43,438.00
Basic EPS	-14.84	-4.74
Diluted EPS	-14.84	-4.74

Computation of Weighted Average Number of Shares Considered for the Financial year 2018-2019

Particulars	Date	No of Shares	No of Shares outstanding	Weighted Average number of share outstanding
Opening Equity Shares	April 1, 2018	7,49,43,438	365	7,49,43,438
Issue of Equity Shares	May 16, 2018	1,12,41,513	320	98,55,573
Reduction in Shares	May 16, 2018	-7,11,96,267	320	-6,24,18,645
			Total	2,23,80,366

Note 33: Subsequent events

There are no significant subsequent events that would require adjustment or disclosure in the financial statements as on balance sheet date

Note 34: Segment Reporting

As the Company's business activity falls within a single primary business segment "Edible Oil & Cakes" the disclosure requirement of IndAS 108 "Operating Segment" are not applicable.

Note 35: General notes

- The previous year figures have been regrouped/reclassified wherever necessary to confirm the current year presentation
- All amounts disclosed in the financial statements and notes have been rounded off to the nearest (lakhs/crores) as per the requirement of Schedule III, unless other wise stated

As per our report of even date attached For Kailash Chand Jain & Co.

Chartered Accountants
Firm Reg. No. 112318W

Saurabh Chouhan

Partner
Membership no.167453
Place: Mumbai
Dated: May 24, 2019

For and on Behalf of the Board of Raj Oil Mills Limited

Sufyan A.R Maknojia
Managing Director

Tabrez Shaikh
Whole Time Director

Sanjay Samantaray
(Chief Financial Officer)

Ankit Jain
(Company Secretary)

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RAJ OIL MILLS LIMITED

Registered Office: 224-230, Bellasis Road, Mumbai 400 008

CIN: L15142MH2001PLC133714, **Web:** www.rajoilmillsLtd.com, **email id:** cs@rajoilmillsLtd.com

Attendance Slip of 17th Annual General Meeting

(To be handed over at the Registration Counter)

Registered Folio/ DP ID & Client ID	
No. of shares	
Name and Address of the Shareholder(s)	
Joint Holder(s):	

- Applicable for investors holding shares in electronic form**

I/ We hereby record my presence at the 17th Annual General Meeting of the Company to be held on Monday September 30, 2019 at 04:00 p.m. at Hotel Krishna Palace, Plot no 96, 98, Sleater Road, Nana Chowk, Mumbai, Maharashtra 400007.

Signature of Member/ Proxy

Note:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.



RAJ OIL MILLS LIMITED

Registered Office: 224-230, Bellasis Road, Mumbai 400 008

CIN: L15142MH2001PLC133714, **Web:** www.rajoilmillsLtd.com, **email id:** cs@rajoilmillsLtd.com

PROXY FORM FORM MGT-11

[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 Members		E-mail Id:	
Registered address		Folio No. Client Id/DP Id	

Applicable for investors holding shares in electronic form

I/We, being the members of Raj Oil Mills Ltd holding _____ shares, hereby appoint:

Name of the Members		E-mail Id:	
Registered address		Folio No. Client Id/DP Id	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17th Annual General Meeting of the Company, to be held on Monday, 30th September, 2019 at 04:00 P.M. at 'Hotel Krishna Palace, Plot no 96, 98, Sleater Road, Nana Chowk, Mumbai, Maharashtra 400007.

' and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote (Optional see Note 3)		
		No. of Share	For	Against
Ordinary Business				
1.	Adoption of Standalone Audited Financial Statements of the Company for the Financial Year ended 31st March, 2019 together with the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) who retires by rotation and being eligible, to offers himself for re-appointment.			
Special Business				
3.	Appointment of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) as Whole-time Director of the Company.			
4.	Appointment of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) as Whole-time Director of the Company.			
5.	Appointment of Mr. Huzefa Dawood Ghadiali (DIN: 06882025) as Non Executive Independent Director.			
6.	Appointment of Mr. Siraj Umar Furniturewala (DIN: 00177667) as Non Executive Independent Director.			
7.	Appointment of Mrs. Lucky Kulkarni (DIN: 07612040) as Non Executive Independent Director.			
8.	To approve the remuneration of Mr. Parvez Shafee Ahmed Shaikh (DIN: 00254202) Chairman and Whole-time Director.			



9.	To approve the remuneration of Mr. Sufyan Abdul Razak Manojia (DIN: 08003749) Managing Director.			
10.	To approve the remuneration of Mr. Tabrez Shafiahmed Shaikh (DIN: 00255132) Whole-time Director of the Company			
11.	To approve the remuneration of Mr. Atikurraheman Daudbhai Mukhi (DIN: 05191543) Whole-time Director of the Company.			
12.	Approval for entering in to Lease Agreement for revival of refinery of the Company.			

Signature of Shareholder _____, Signature of Proxy _____

Date: _____

Affix Rs.1
Revenue
Stamp

Notes:

1. The proxy to be effective should be deposited at the registered office of the Company not less than 48 hours before the commencement of the AGM. A proxy need not be a Member of the Company.
2. In case of Joint holders, the vote of the senior who tenders a vote, whether in person or proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the Order in which the names stand in the register of Members.
3. A Member may vote either for or against the each resolution.



RAJ OIL MILLS LTD.
Purity. Since 1943

Regd. Off.: 224, Bellasis Road, Mumbai 400 008 | Tel.: 022 2302 1996 / 98 | Fax: 022 2301 5605

Factory: Ten Village (Manor), Dist: Palghar 401 404 (Maharashtra)

Email: contact@rajoilmillsltd.com | www.rajoilmillsltd.com