

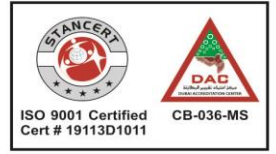


# RIR POWER ELECTRONICS LIMITED

(Formerly RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)

REGD. / CORPORATE OFFICE : 139/141, Solaris 1, B-Wing, 1st Floor, Saki Vihar Road, Powai, Andheri (East), Mumbai - 400 072. Maharashtra • Tel. : +91-22 28471956, 57, 58 • Fax : +91-22 28471959  
E-mail : admin@ruttonsha.com • Website: www.ruttonsha.com • CIN : L31109MH1969PLC014322

FACTORY : 338, International House, Baska, Halol, Dist. Panchmahals, Pin - 389 350. Gujarat (India)  
Tel. : +91-02676352000 • E-mail : adminbsk@ruttonsha.com



An ISO 9001:2015 Company

Ref.RIR/SEC/13523/2023

6<sup>th</sup> September, 2023

## The Bombay Stock Exchange Limited

Corporate Relationship Department,  
1<sup>st</sup> Floor, Rotunda Building,  
P. J. Towers, Dalal Street,  
Mumbai-400001

Scrip Code : 517035

**Subject : Submission of soft copy of 54<sup>th</sup> Annual Report for the Financial Year 2022-23  
alongwith Notice of the 54<sup>th</sup> Annual General Meeting**

**Ref: Pursuant to Reg. 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

With reference to the captioned subject and in terms of the provisions of Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 54<sup>th</sup> Annual Report of **RIR Power Electronics Limited** for the financial year 2022-23 alongwith the copy of Notice of the 54<sup>th</sup> Annual General Meeting (AGM) is enclosed herewith. The **54<sup>th</sup> AGM** will be held on **Friday, 29<sup>th</sup> September, 2023 at 4.30 p.m. (IST)**, by way of Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”).

The copy of Annual Report alongwith the Notice is uploaded on the Company’s website under the following link i.e.

[https://investors-ruttonsha.tantra-gyan.com/financial\\_result\\_and\\_report\\_pdfs/IhYinTvfN8VzVPpbwiNKceObQgSGN07ueekZRuz/RIR-ANNUAL-REPORT---2022-23-.pdf](https://investors-ruttonsha.tantra-gyan.com/financial_result_and_report_pdfs/IhYinTvfN8VzVPpbwiNKceObQgSGN07ueekZRuz/RIR-ANNUAL-REPORT---2022-23-.pdf)

The notice convening the 54<sup>th</sup> AGM alongwith copy of Annual Report, is being sent to all the members by email whose email addresses are registered with the Company/ Depository participant(s).

This is for your information and records.

Thanking you.

Yours faithfully,

For **RIR POWER ELECTRONICS LIMITED**  
(Formerly Ruttonsha International Rectifier Limited)

BHAVIN P RAMBHIA  
COMPANY SECRETARY

Encls : 54<sup>th</sup> Annual Report

[www.ruttonsha.com](http://www.ruttonsha.com)

Manufacturers of SEMICONDUCTOR DEVICES • BATTERY CHARGERS • POWER RECTIFIERS

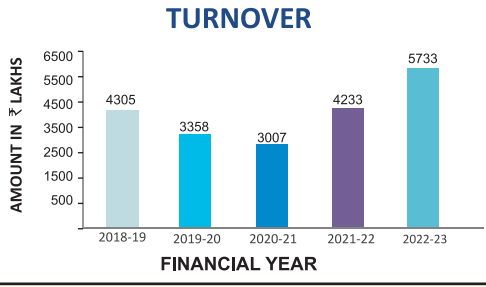


**RIR**  
**POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



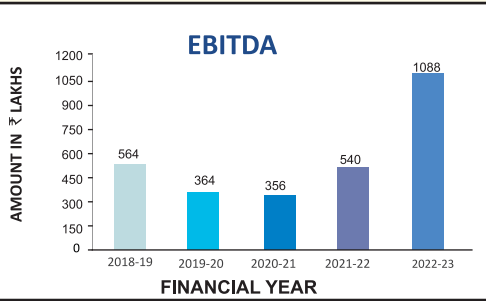
**DESIGNED AND MANUFACTURED 176V, 8900A (12 PULSE)  
SCR BASED WATER COOLED RECTIFIER FOR NUCLEAR POWER CORPORATION (NPCIL) PROJECT**

## FINANCIAL HIGHLIGHTS 2022-23



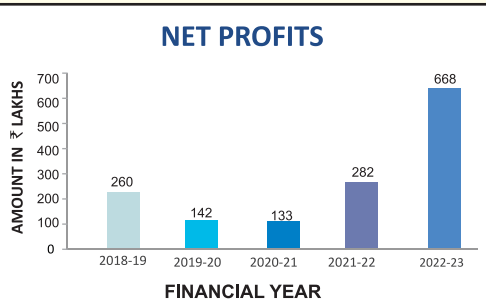
₹ **6724** Gross Turnover  
Lakhs up by 35%

₹ **1123** Export Sales  
Lakhs up by 74%



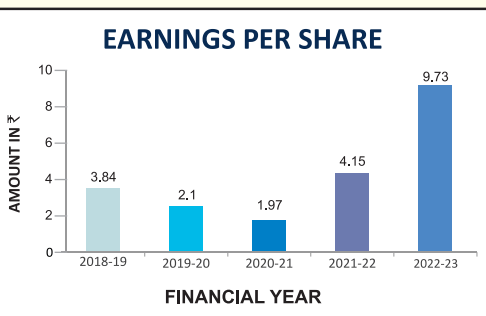
₹ **5733** Net Turnover  
Lakhs up by 35%

₹ **668** Net Profit  
Lakhs up by 137%



₹ **1088** EBITDA  
Lakhs up by 101%

₹ **787** Net Cash  
Lakhs Accruals

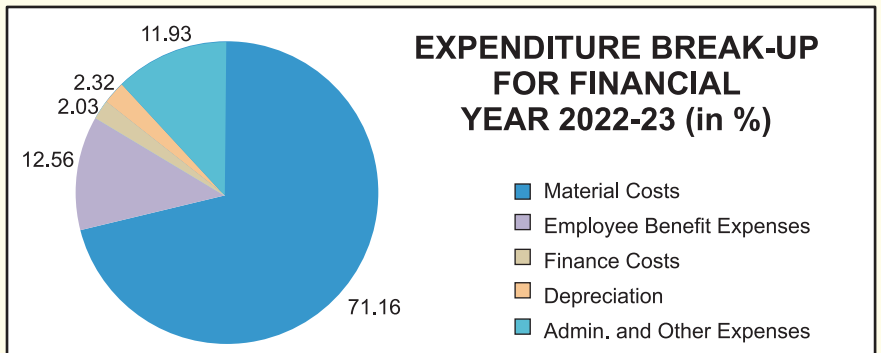
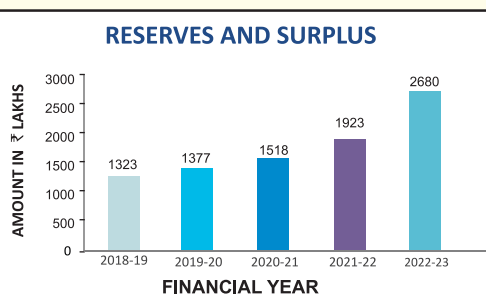


₹ **2903** Net Worth  
Lakhs

₹ **48.50** Book value  
per share

₹ **9.73** EPS  
per share

₹ **1.50** Equity  
Dividend per share



- Material Costs
- Employee Benefit Expenses
- Finance Costs
- Depreciation
- Admin. and Other Expenses

## FIVE YEAR FINANCIAL HIGHLIGHTS

Sr. No.	Particulars		2022-23	2021-22	2020-21	2019-20	2018-19
<b>PROFIT AND LOSS FIGURES</b>							
1.	Turnover / Net Revenue	(₹ in Lakhs)	5733.43	4232.88	3007.24	3358.03	4304.53
2.	EBITDA	(₹ in Lakhs)	1088.15	540.18	355.56	363.80	563.57
3.	Profit before Tax (PBT)	(₹ in Lakhs)	864.72	369.72	185.56	166.78	356.41
4.	Net Profits / Profit after Tax	(₹ in Lakhs)	668.15	281.51	133.07	142.19	259.98

<b>BALANCE SHEET FIGURES</b>							
5.	Reserves And Surplus/Other Equity	(₹ in Lakhs)	2680.17	1923.30	1517.58	1376.75	1323.72
6.	Net Worth	(₹ in Lakhs)	2903.33	2146.46	2145.74	2004.91	1951.88
7.	Total Borrowings (Short Term + Long Term)	(₹ in Lakhs)	965.38	657.32	328.67	548.17	763.45
8.	Trade Receivables	(₹ in Lakhs)	1645.12	1043.84	1127.41	1007.75	1419.97
9.	Inventories	(₹ in Lakhs)	1828.09	1627.59	1295.22	1335.27	1268.35

<b>EQUITY SHARE BASED DATA</b>							
10.	Earnings per Equity Share	(₹)	9.73	4.15	1.97	2.10	3.84
11.	Dividend per Equity Share	(₹)	1.50	1.00	-	-	1.00
12.	Book Value per Equity Share	(₹)	48.50	37.57	31.71	29.68	28.92
13.	Share Price on BSE a) High	(₹)	429.90	568.65	63.55	52.40	56.90
	b) Low	(₹)	163.00	45.30	26.30	28.05	32.50

<b>KEY FINANCIAL RATIOS</b>							
14.	EBIDTA Margins	(%)	18.98	12.76	11.82	10.82	13.09
15.	Net Profit Margins	(%)	11.65	6.65	4.42	4.23	6.04
16.	Interest Coverage Ratio	Times	10.17	10.56	10.53	4.32	5.66
17.	Debt : Equity Ratio	: 1	0.29:1	0.26 :1	0.15 :1	0.26 :1	0.38 :1
18.	Current Ratio	: 1	2.42:1	2.19 :1	3.68 :1	3.55 :1	2.74 :1
19.	Capital Gearing Ratio	%	22.22	20.09	12.96	20.82	27.47
20.	Return on Capital Employed (ROCE)	%	19.20	15.34	8.69	8.18	18.94



**RIR RENOVATED MAIN FACTORY BUILDING AT BASKA, HALOL, GUJARAT**





**RIR EMPLOYEES GROUP PHOTOGRAPHS**





**CLASS 10000 CLEAN ROOM FACILITY IN VISICON POWER ELECTRONICS PRIVATE LTD.**







**FRONT IMAGE - EPITAXIAL REACTOR INSTALLED IN VISICON POWER ELECTRONICS PRIVATE LTD.**



**BACK IMAGE - EPITAXIAL REACTOR INSTALLED IN VISICON POWER ELECTRONICS PRIVATE LTD.**

> RIR - Trusted and Respected Brand in Power Electronics for over 54 years



Established in **1969 RIR Power Electronics Ltd.** (Formerly known as Ruttonsha International Rectifier Limited) is a global landmark in Semiconductors.

More than 2.5 decades of technical collaboration with **International Rectifier Corp., U.S.A.** for manufacturing of Power Semiconductors with ascendancy of IR (International Rectifier) technology.

Access to development and technological expertise of **Silicon Power Corporation, U.S.A.** – a leading American corporation providing high power semiconductor devices through continuous R&D efforts.

> State of the art Infrastructure and Testing Facilities

DIFFUSION

ALLOYING

DIE FABRICATION

SOLDERING

ENCAPSULATION

TESTING



### MANUFACTURING

A state of art manufacturing facility spread over 87,000 Sq. Ft. in Halol, near **Vadodara, Gujarat.**

Utilities include RO Plant, Nitrogen Gas Plant, Compressors, Air Dryer, DG Sets, Bore Wells & ETP Plant.

### TESTING & QA

Equipment include FVD & PIV Testers, Surge Current Tester, Oscilloscopes, Burn-in Tester, Dynamic Tester, Temperature Endurance Tester and various other meters & gauges.



Machinery in the plant include Dicing Saw, Wafer Plating, Diffusion Furnaces, Vacuum Aluminum Evaporators, Alloying Furnaces, Projection Welders, Cold Welding Machines and Electroplating Baths.

## > RIR Product Portfolio Overview

### LOW POWER DEVICES



- Thyristor upto 500A @ 1600V
- Diode upto 800A @ 4300V
- Module upto 1000A @ 4400V

Application:

- Welding
- Elevators
- Drives
- Battery Charger
- Railways
- Printing Machines
- Medical equipments
- Test equipments

### HIGH POWER DEVICES



- Capsule Device upto 6000A @ 8000V
- High Power Modules

Application:

- Renewables
- Furnace
- APFC
- DC Rectifiers
- Railways
- Defense

### IGBT MODULES



- IGBT Modules 50A – 1000A Upto 1700V

Application:

- Welding Inverters
- VFD (Variable Frequency Drives)
- Solar Inverters
- Medical Equipments
- Online UPS/Inverters
- Induction Furnace

### EQUIPMENT



- High Current Rectifier
- SCR / Diode Stack

Application:

- Hydrogenation
- Electro Chlorination
- Electro Plating
- Electro Cleaning
- Plasma Heating
- Induction Furnace
- Defense
- Railways
- Cathodic Protection

## > Product Portfolio continued

### BATTERY CHARGERS



- **Upto 220 Volts, 2000 AH.**
- Higher range as per customer's requirement.
- Battery Charger range includes:
  - Conventional Chargers.
  - Float Chargers.
  - Boost Chargers.
  - Float cum Boost Chargers.
  - Float and Boost Chargers
  - Traction Chargers.
  - With DCDB & ACDB

### POWER RECTIFIERS



- **Upto 2000 KW.**
- Higher capacity rectifier supplied as per customer's specifications.

### RAILWAY EQUIPMENT



- DC Traction substation 750- 1500 V, 3 MW.
- Electric Loco Rectifiers.
- Rectifiers for EMUs & DMUs.

### DC DRIVE RECTIFIERS



- **200 Amps. to 8000 Amps.**
- Upto 1000 VDC.

### OTHER CUSTOMIZED PRODUCTS

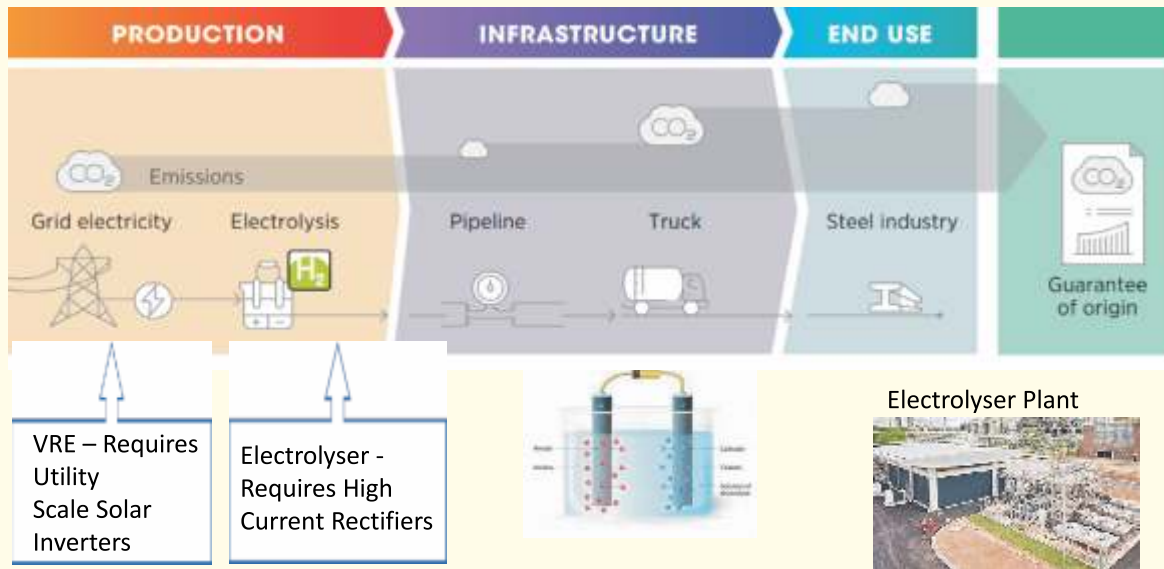
- 200V, 400A – IGBT based Rectifier
- 60V, 10KA – SCR Controlled Water cooled Unit

## Green Hydrogen - Where does RIR come in

a) High Current Rectifiers and Semi Conductor Devices  
(For both – Solar to the Grid and Electrolyser)



b) Power Conditioning Equipment



**Case for RIR Manufactured Rectifiers :** RIR Rectifiers are electrical devices used to convert alternating current (AC) into direct current (DC) by allowing current to flow in one direction only. They are commonly used in various industrial processes, including electrolysis.

In the context of an electrolyzer, which is a device used to perform electrolysis and produce gases like hydrogen and oxygen from water or other electrolytes, RIR rectifiers play a crucial role in providing the appropriate electrical conditions for the electrolysis process. Here's how RIR rectifiers are used in an electrolyzer:

1. **DC Power Supply:** Electrolyzers require a direct current (DC) power supply to drive the electrolysis reaction. However, the typical power supply from the grid is alternating current (AC). RIR rectifier is used to convert the incoming AC voltage to a controlled and steady DC voltage that is suitable for the electrolyzer.
2. **Voltage Control :** Electrolysis reactions have optimal voltage ranges for efficient and safe operation. The rectifier allows for precise control of the voltage applied to the electrolyzer's electrodes. This control ensures that the electrolysis process operates within the desired voltage range, leading to consistent and predictable outcomes.

3. **Efficiency:** The use of RIR rectifier contributes to the efficiency of the electrolyzer. A steady DC voltage results in a more stable and efficient electrolysis process compared to using fluctuating AC voltage. This efficiency is important for producing gases like hydrogen in a cost-effective manner.
4. **Gas Purity:** In electrolysis, the composition and purity of the gases produced (e.g., hydrogen and oxygen) are influenced by factors such as voltage and current density. The controlled DC voltage from the RIR rectifier helps maintain the desired current density and minimizes the risk of unintended reactions that could affect the purity of the generated gases.
5. **Safety:** Safety is a critical consideration in electrolysis processes. RIR rectifier ensures that a controlled and safe DC voltage is provided to the electrolyzer, reducing the risk of electrical hazards and improving the overall safety of the operation.
6. **Scalability:** Electrolyzers can vary in size and capacity, from small laboratory-scale units to large industrial installations. Regardless of the scale, RIR rectifiers can be designed and configured to meet the specific power requirements of the electrolyzer, making it a versatile component in electrolysis setups.
7. **Renewable Energy Integration:** Many electrolysis processes aim to use renewable energy sources like solar or wind to power the electrolyzers. In these cases, the output from renewable sources is often variable. RIR Rectifiers can help stabilize the input voltage and current, ensuring that the electrolysis process remains steady even when the renewable energy source experiences fluctuations.

**Types of Electrolysis Processes:** There are various types of electrolysis processes, including water electrolysis, metal electroplating, and electrorefining. Let's take water electrolysis as an example:

- **Water Electrolysis:** In water electrolysis, water ( $H_2O$ ) is split into hydrogen ( $H_2$ ) and oxygen ( $O_2$ ) gases. This process requires direct current to be passed through water, causing the water molecules to dissociate into their constituent ions. The hydrogen ions ( $H^+$ ) are attracted to the cathode (negative electrode), where they are reduced to form hydrogen gas, while the oxygen ions ( $O^{2-}$ ) are attracted to the anode (positive electrode), where they are oxidized to form oxygen gas.

**RIR Rectifier Configuration:** RIR rectifier used in an electrolysis process is typically a high-power rectifier capable of handling the required current for the specific electrolysis reaction. This rectifier is connected to the electrodes in the electrolysis cell. The cathode is connected to the negative terminal of the rectifier, while the anode is connected to the positive terminal.

In summary, RIR rectifiers are essential components in electrolysis processes, as they convert alternating current from the power grid into the direct current required for driving non-spontaneous chemical reactions. They play a key role in enabling various industrial applications, such as water electrolysis for hydrogen production, electroplating of metals, and more.

## RIR RECTIFIERS SUPPLIED IN GREEN HYDROGEN PROJECT





# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



## CORPORATE INFORMATION



### BOARD OF DIRECTORS

Mrs. Bhavna H. Mehta  
Mr. Kisan R. Choksey  
Mr. Pravin G. Shah  
Mr. Piyush K. Shah  
Mr. Kaushal M. Mehta  
Dr. Madhav Manjrekar  
(Appointed w.e.f. 07-02-2023)

### PROMOTERS & TECHNICAL ASSOCIATES

Dr. Harshad Mehta  
Mrs. Bhavna H. Mehta

### MANAGEMENT TEAM

Mr. R. G. Trasi  
Mr. E. K. Lalkaka

### COMPANY SECRETARY

Mr. Bhavin P Rambhia

### STATUTORY AUDITORS

Kirtane & Pandit LLP  
Chartered Accountants

### INTERNAL AUDITORS

Bhandarkar & Kale  
Chartered Accountants

### REGD. / CORPORATE OFFICE

139/141, Solaris - 1, 'B' Wing,  
1<sup>st</sup> Floor, Saki Vihar Road,  
Powai, Andheri (East), Mumbai – 400072  
Tel. No.: +91-022-28471956  
Fax No.: +91-022-28471959  
E-mail : secretarial@ruttonsha.com  
Website : www.ruttonsha.com

### REGISTRAR & TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd.  
17-20, Jaferbhoy Industrial Estate,  
1<sup>st</sup> Floor, Makwana Road, Marol Naka,  
Andheri (East), Mumbai - 400 059  
Tel. No.: +91 - 022 - 4227 0400  
Email : info@adroitcorporate.com

### BANKERS

State Bank of India

### WORKS / FACTORY

International House,  
Plot No. 338, Baska,  
Taluka: Halol, Dist.: Panchmahals,  
GUJARAT - 389350

### CIN No.

L31109MH1969PLC014322

## 54<sup>th</sup> ANNUAL GENERAL MEETING

**Date :-** 29<sup>th</sup> September, 2023

**Day :-** Friday

**Time :-** 4.30 p.m.

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**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



**NOTICE**

**NOTICE** is hereby given that the 54<sup>th</sup> Annual General Meeting (AGM) of the members of RIR POWER ELECTRONICS LIMITED (Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED) will be held on Friday, 29<sup>th</sup> September, 2023 at 4.30 p.m.(IST), through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business :

**ORDINARY BUSINESS :**

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.
- To declare a dividend of ₹ 1.50/- per equity share for the financial year ended 31<sup>st</sup> March, 2023.
- To appoint a Director in place of Mrs. Bhavna H. Mehta (DIN No.00929249), who retires by rotation and being eligible offers herself for re-appointment.

**SPECIAL BUSINESS :**

- To consider reclassification of the Authorised Share Capital of the Company and consequent Alteration of Memorandum of Association.

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 4,13,43,61,64 and all other applicable provisions, if any, under the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the members be and is hereby accorded to reclassify the existing Authorised Share Capital of the Company of ₹14,05,00,000/- (Rupees Fourteen Crores Five Lakhs only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹10/- (Rupees Ten) each and 40,50,000 (Forty Lakhs Fifty Thousand) 2% Redeemable Optionally Convertible Cumulative Preference Shares of ₹10/- (Rupees Ten) each into ₹14,05,00,000/- (Rupees Fourteen Crores Five Lakhs only) divided into 1,40,50,000 (One Crore Forty Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten) each."

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under :

V. The Authorised Share Capital of the Company is ₹14,05,00,000/- (Rupees Fourteen Crores Five Lakhs only) divided into 1,40,50,000 (One Crore Forty Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten) each."

**"RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorised to sign and submit required e-forms with the Ministry of Corporate Affairs and to do all acts, deeds, matters and things as deem necessary, proper or desirable as to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

- To consider change in the Authorised Share Capital and consequent alteration of the Capital Clause in the Articles of Association of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 5, 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Members of the Company be and is hereby accorded for alteration of Article 3 of the Articles of Association of the Company by substituting the existing Article 3 thereof by the following new Article 3 as under :

3. The Authorised Share Capital of the Company shall be as per Clause V. of the Memorandum of Association of the Company, with all rights, privileges and conditions attached thereto as per the relevant provisions contained in that behalf in these presents and with the power to the Board to increase, reduce, reclassify or modify the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be permissible by law and as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, or conditions in such manner as may be permitted by the Act or provided by the Articles of Association of the Company.

**"RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorised to sign and submit required e-forms with the Ministry of Corporate Affairs and to do all acts, deeds, matters and things as deem necessary, proper or desirable as to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution."

- To consider the appointment of Dr. Madhav Manjrekar (Din No.10051366) as an Independent Director of the Company for a term of five consecutive years, in terms of Section 149 of the Companies Act, 2013 :

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 160 and all other applicable provisions of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing





**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



**NOTICE (Cont'd...)**

Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the appointment of Dr. Madhav Manjrekar (Din No. 10051366), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Act, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 07.02.2023 to 06.02.2028.”

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

**By Order of the Board of Directors**

**Place : Mumbai**  
**Date : 11<sup>th</sup> August, 2023**

**Bhavin P Rambhia**  
**Company Secretary**

**Registered Office :**  
139/141, Solaris 1, B Wing, 1st Floor, Saki Vihar Road,  
Powai, Andheri (East), Mumbai - 400072, Maharashtra

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos.20/2020 and 10/2022 dated 5th May, 2020 and 28th December, 2022 respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGMs through Video Conferencing / Other Audio-Visual Means (“VC/OAVM”) facility. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Companies Act, 2013 (“the Act”) and the Listing Regulations, the 54th AGM of the Company is being conducted through VC/OAVM facility, which does not require physical presence of the members at a Common venue. The deemed venue for the 54th AGM shall be the Registered Office of the Company.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, AGM Route Map and Attendance Slip are not annexed to this notice.
3. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Institutional/ Corporate members (i.e. other than individuals/HUF, NRI, etc.) are required to send scanned copy of its Board or governing body Resolution/Authorisation etc., authorizing its representatives to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the scrutinizer by email through its registered email address to neetugoe1802@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/ Power of Attorney /Authority Letter etc. by clicking on “Upload Board Resolution /Authority Letter” displayed under “e-Voting” tab in their login.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 23rd September, 2023 to Friday 29th September, 2023 (both days inclusive) for the purpose 54th AGM and for determining the entitlement of members to final dividend for the financial year ended 31st March, 2023, if approved at the AGM.
6. The dividend of ₹ 1.50/- per equity share of ₹10/- each (15%), if declared at the AGM, will be paid subject to deduction of tax at source (‘TDS’) within 30 days from the date of AGM to :
  - a) All the beneficial owners as at the end of the day on Friday, 22nd September, 2023, as per the list of beneficial owners to be furnished by the NSDL and CDSL in respect of the shares held in electronic form; and
  - b) All the members in respect of shares held in physical form after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company as on the close of business hours on Friday, 22nd September, 2023.Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers’ cheque/ demand draft to such members.
7. According to the Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. 1st April, 2020, and the Company is required to deduct tax at source (TDS) from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 (“the Act”). In general, to enable compliance with TDS requirements, members are requested to complete and/or update their Residential Status, PAN, and Category as per the IT Act with their Depository Participants (‘DPs’) or in case shares are held in physical form, with the Company by sending documents by Friday, 15th September, 2023, to enable the Company to determine the appropriate TDS / withholding tax rate applicable.



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8. Further to receive the dividend on time, Members holding shares in physical form who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Service or any other means are requested to send the following documents to our Registrar and Transfer Agents – M/s. Adroit Corporate Services Pvt. Ltd. latest by Friday, 15th September, 2023 :
- Form No.ISR-1 duly filled and signed by the holders stating their name, folio number, complete address with pin code, and following details relating to the bank account in which the dividend is to be received :
    - Name of Bank and Bank Branch
    - Bank Account Number & Type allocated by your bank after implementation of Core Banking Solutions; and
    - 11-digit IFSC Code.
    - 9 digit MICR Code.
  - Original copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly:
  - Self-attested copy of the Pan Card; and
  - Self-attested copy of any document (such as Aadhar Card, Driving License, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in Demat form are requested to update their Electronic Bank Mandate with their respective DPs.

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applied to the dividend paid on shares held in electronic form.

9. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), in respect of the Special business under item no.4, 5 and 6 set above, and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Directors seeking appointment/re-appointment at this Annual General Meeting is annexed hereto.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.:
- For shares held in electronic form: to their Depository Participants (DPs)
  - For shares held in physical form : to the Company/ RTA in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities on or before October 01, 2023, and linking of PAN with Aadhaar vide its circular dated March 16, 2023. In the absence of any of the required documents/details in a folio, on or after October 01, 2023, the folio shall be frozen by the RTA. The formats of Form ISR-1 and other forms are available on the website of the Company's RTA, Adroit Corporate Services Pvt. Ltd. at <https://www.adroitcorporate.com/RandTServices.aspx>. If the securities continue to remain frozen as on December 31, 2025, the RTA/ Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
- Physical shareholders are requested to register the specimen signature for their corresponding folio numbers. To register/update the specimen signature, the Members are requested to make service requests by submitting a duly filled and signed Form ISR – 2.
- The formats of applicable forms are available on the website of the Company's RTA, Adroit Corporate Services Pvt. Ltd. at <https://www.adroitcorporate.com/RandTServices.aspx>.
12. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or its RTA- Adroit Corporate Services Pvt. Ltd. for assistance in this regard.
13. In compliance with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and applicable SEBI Circulars alongwith other relevant notifications and circulars issued in this regard, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of AGM and the Annual Report for the Financial Year 2022-23 will be available on the Company's website [www.ruttonsha.com](http://www.ruttonsha.com), and on the website of the Stock Exchange where the Equity Shares of the Company are listed, i.e. BSE Limited (at [www.bseindia.com](http://www.bseindia.com)).
- To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with company's Registrar and Transfer Agent - Adroit Corporate Services Pvt. Ltd. in case the shares are held by them in physical form.
14. Members are encouraged to submit their questions in advance concerning the financial statements or any other matter to be placed at the AGM, from their registered email address, mentioning their name, DP ID and Client ID number/ folio number, and



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mobile number, to reach the Company's email address at least 7 days before the Annual General Meeting so that the same can be suitably replied, to the satisfaction of shareholder. Queries that remain unanswered at the AGM will be appropriately responded to by the Company at the earliest, post the conclusion of the AGM.

15. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email address mentioning their names, DP ID and Client ID/ Folio No., PAN, and Mobile Number at [secretarial@ruttonsha.com](mailto:secretarial@ruttonsha.com) at least 7 days before the Annual General Meeting. Only those members who have pre-registered themselves as speaker on the dedicated email id [secretarial@ruttonsha.com](mailto:secretarial@ruttonsha.com) will be allowed to express their views/ask questions during the AGM.

When a pre-registered speaker is invited to speak at the meeting but he/she doesnot respond, the next speaker will be invited to speak. Accordingly all the speakers are requested to get connected to a device with a video/camera alongwith good internet speed.

The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

16. Members holding shares in physical form, in identical order of names, in more than one folio are requested to apply for consolidation of such holdings into a single folio by sending their relevant share certificates to Adroit Corporate Services Pvt. Ltd., for doing the needful.
17. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. SEBI has also emphasized the need to make payment of dividend through e-payment and made it mandatory to print Bank Account details on Dividend Warrant. In view of the same, members holding shares in electronic form are requested to submit their PAN and Bank Account details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN and Bank Details/Cancelled Cheque to the Company's Registrar and Transfer Agent.
18. As per the provisions of Section 72 of the Act and relevant SEBI Circulars issued from time to time, the facility for making a nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nominations are requested to register the same by submitting Form No.SH-13. If a member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14. Members who are either not desiring to register Nomination or would want to opt out, are requested to fill and submit Form No.ISR-3. These forms can be downloaded from the website of the Company's RTA, Adroit Corporate Services Pvt. Ltd. at <https://www.adroitcorporate.com/RandTServices.aspx>. Members holding shares in Demat form are requested to submit the said form to their DP in case the shares are held in electronic form and to the Registrar and Transfer Agent in case the shares are held in physical form.

19. Pursuant to provisions of Section 124 and 125 of the Act, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government.

Shareholders who have not encashed the dividend warrant(s) so far for the financial year 2018-19 and 2021-22, are requested to make their claims to the Company's Registrar and Transfer Agents. It may be noted that once the unclaimed dividend is transferred, on expiry of seven years, to the Investor Education and Protection Fund, as stated here-in, no claim with the Company shall lie in respect thereof.

Further, pursuant to the provisions of Section 124 of the Act and IEPF Rules, all the shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to IEPF Authority. Detailed procedure and the required documentation for claiming the shares/dividend refund can be accessed at [iepf.gov.in/IEPFA/refund.html](http://iepf.gov.in/IEPFA/refund.html). The members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form IEPF-5 as available on the website [www.iepf.gov.in](http://www.iepf.gov.in).

Members who have not so far encashed their dividend warrants for the years 2018-19 and 2021-22 may approach Adroit, for payment thereof, to avoid transfer as per the dates mentioned below :

Dividend for the year	Cut-off Date for Transfer to IEPF
2018-19	30th October, 2026
2021-22	30th October, 2029

## 20. GENERAL INSTRUCTIONS FOR E-VOTING

Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 54th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.



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Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 54th AGM has been uploaded on the website of the Company at [www.ruttonsha.com](http://www.ruttonsha.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

Process for those shareholders whose email ids are not registered: The shareholders who have not registered their email ids are requested to get the same registered by following the process stated in note above.

(vii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

(viii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09 December, 2020, Login method for e-Voting and joining virtual meetings for Individual Shareholders holding securities in Demat mode is given below :

The instructions for E-voting are as under:

- **Remote e-voting timeline:**

**Commencement of e-voting :** 09:00 a.m. (IST) on Tuesday, 26th September, 2023

**Conclusion of e-voting :** 05:00 p.m. (IST) on Thursday, 28th September, 2023

During this period, Members of the Company, holding shares either in physical form or in dematerialised form, as on Cut-off date i.e. Friday, 22nd September, 2023 may cast their votes electronically. The E-voting module shall be disabled by CDSL for voting thereafter.

- In terms of SEBI circular on E-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access the E-voting facility.
- Once the Shareholder has exercised the vote, whether partially or otherwise, the Shareholder shall not be allowed to change it subsequently or cast the vote again.
- The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 22nd September, 2023.

**THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING, E-VOTING PROCESS DURING THE AGM AND JOINING VIRTUAL AGM THROUGH VC/OAVM ARE AS UNDER :-**

- The Company has enabled e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the CDSL (E-Voting Service Provider – ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below :

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



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	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**(iv) Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or Contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or Call at toll free no.: 1800 1020 990 and 1800 22 44 30

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders/Members".
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
DIVIDEND BANK DETAILS or DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter member id/folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions



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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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [neetugoel1802@gmail.com](mailto:neetugoel1802@gmail.com) and [secretarial@ruttonsha.com](mailto:secretarial@ruttonsha.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING AREAS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for a better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@ruttonsha.com](mailto:secretarial@ruttonsha.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@ruttonsha.com](mailto:secretarial@ruttonsha.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not



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participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ID/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secretarial@ruttonsha.com](mailto:secretarial@ruttonsha.com) / [info@adroitcorporate.com](mailto:info@adroitcorporate.com).
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ('the Act')**

**Item No: 4 and 5 :**

Reclassification of Authorised Share Capital and consequent Alteration of Memorandum of Association and Articles of Association.

The present Authorised Share Capital of the Company is ₹14,05,00,000/- (Rupees Fourteen Crores Five Lakhs only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹10/- (Rupees Ten) each and 40,50,000 (Forty Lakhs Fifty Thousand) 2% Redeemable Optionally Convertible Cumulative Preference Shares of ₹10/- (Rupees Ten) each.

The preference capital component of the authorised share capital is sought to be reclassified into equity shares and it is proposed that the existing Authorised Share Capital of the Company be reclassified into ₹14,05,00,000/- (Rupees Fourteen Crores Five Lakhs only) divided into 1,40,50,000 (One Crore Forty Lakhs Fifty Thousand) Equity Shares of ₹10/- (Rupees Ten) each.

In order to meet further fund requirements, the Company proposes to raise funds through issue of Equity Share Capital and therefore it is deemed appropriate to reclassify the existing preference share capital into equity share capital of the Company.

As per the provisions of Sections 4, 5, 13, 14, 43, 61, 64 of the Act and other applicable provisions, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders.

On reclassification of the authorised share capital, it would be necessary to amend Clause V. of the Memorandum of Association and Article 3 of the Articles of Association. The resolution set out in Item No. 4 and 5 seeks to obtain approval of members to reclassify the share capital and to amend the said clauses.

The set of Memorandum of Association and Articles of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 2.00 pm on all working days of the Company (except Sundays and Public Holiday).

The Board of Directors recommends the passing of the Special Resolutions set out at Item No. 4&5 of the Notice of the Meeting. None of the Directors/ key managerial persons of the Company or their relatives is interested, financially or otherwise, in the aforesaid resolution.

**Item No.6 :**

Appointment of Dr. Madhav Manjrekar (Din No.10051366) as an Independent Director of the Company.

In accordance with the provisions of Section 149 read with schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors has proposed that Dr. Madhav Manjrekar (Din No.10051366) be appointed as Non-Executive Independent Director on the Board for a term of five consecutive years, in terms of Section 149 of the Act., whose office is not liable to retire by rotation.

The appointment of Dr. Madhav Manjrekar shall be effective upon approval by the members in the meeting.

The Company has received notices in writing from member under Section 160 of the Act proposing the candidature of Dr. Madhav Manjrekar for the office of Director of the Company. The Company has received individual declaration from Dr. Madhav Manjrekar stating that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act.

Dr. Madhav Manjrekar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given individual consent to act as a Director.

The Board of Directors on the recommendation of Nomination and Remuneration Committee appointed Dr. Madhav Manjrekar (Din No.10051366) as an Additional Director of the Company w.e.f. 07.02.2023.

Dr. Madhav Manjrekar aged 50 years has completed his B.E. degree from Government College of Engineering, Pune, India, M.Tech. from Indian Institute of Science, Bangalore, India, M.S. from Montana State University, Bozeman, Montana, and Ph.D. from University of Wisconsin, Madison, Wisconsin.

**Brief Resume of Dr. Madhav Manjrekar**

Dr. Madhav Manjrekar, Senior Member of IEEE, is a tenured Associate Professor at the University of North Carolina in Charlotte. He also serves as an Assistant Director of the Energy Production & Infrastructure Center (EPIC), a research center founded by industry champions such as Duke Energy, EPRI, Siemens, and Westinghouse at the university.



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Named as an e4 Carolinas Emerging Leader in Energy, Dr. Manjrekar has led technology and innovation teams in the areas of energy and power systems for more than 25 years. Prior to joining academia, he worked as the Vice President of Global Research and Innovation at Vestas, and previously has held various leadership and management positions at Siemens, Eaton and ABB.

Dr. Manjrekar continues his engagement with the corporate world as Technology Evangelist and Member of Technical Advisory Boards at QM Power (a KCK portfolio company), Marel Power, and Next Power 360, and manages Vaidyut LLC (a consulting and holding LLC) and The Nacre Foundation (a non-profit corporation).

Dr. Manjrekar holds over 10 US and international patents, has published over 100 journal and conference papers and has received multiple IEEE prize paper awards. He has also served on various policy forums and task forces, including High Mega-Watt Leadership Team of National Institute of Standards and Technology, the Smart Grid Task Force of North American Electric Reliability Corporation, IEEE Standards P2800 and P2030, and review panels for ARPA-E, US Department of Energy, and the National Science Foundation.

Dr. Manjrekar's expertise has been sought by governments of USA and India, and industries interested in evaluating and developing next generation technologies, exploring further applications, and identifying new value streams in following areas:

- Grid-following/forming power electronic converters for renewable energy and energy storage
- Electric vehicle, aircraft, and ship propulsion systems with electric motors & drives
- Vehicle charging infrastructure with on/off board power conversion and utility power interface
- Ultra-high frequency, high efficiency, small footprint power supplies (Watts-MW rated) for military, medical, industrial, commercial, residential, and transportation applications.
- Next generation protection and control involving variety of solutions such as solid-state circuit breakers with WBG power devices, HIL simulations and digital twins, interoperability frameworks such as Open FMB, and scalability means via Microsoft Azure and AWS.
- Trusted hardware and secure communications for grid-tied inverters and balance of system components that integrate distributed energy resources with the utility power grid.

Dr. Madhav Manjrekar received his B.E. degree from Government College of Engineering, Pune, India, his M.Tech. from Indian Institute of Science, Bangalore, India, M.S. from Montana State University, Bozeman, Montana, and Ph.D. from University of Wisconsin, Madison, Wisconsin, in 1993, 1995, 1997, and 1999 respectively. He is currently enrolled in the Chief Technology Officer (CTO) Program at The Wharton School, University of Pennsylvania, Philadelphia, Pennsylvania, in the cohort of 2023.

He does not hold any equity shares of the Company as on date and is not disqualified from being appointed as Director in terms of Section 141 of the Act and has given his consent in writing to act as a Director of the Company.

Dr. Madhav Manjrekar is a person of integrity and possesses appropriate skills, experience, knowledge in semiconductors and power electronics with demonstrated ability to succeed in variety of roles, proven leadership abilities and strong interpersonal and management skills which will be of great value to the Company.

In the opinion of the Board Dr. Madhav Manjrekar fulfills the conditions for his appointment as an Independent Director whose office will not be liable to retire by rotation.

The Board recommends this resolution for your approval.

**Directorships / Memberships, Shareholding; and relationship with Directors inter-se of Dr. Madhav Manjrekar.**

Dr. Madhav Manjrekar is not related to any of the Directors of the Company. Dr. Madhav Manjrekar does not hold any shares in the equity share capital of the Company. Dr. Madhav Manjrekar does not hold independent directorship or committee membership in any other Company.

The Board of Directors recommend the resolution set out at Item No.6 in relation to the appointment of Dr. Madhav Manjrekar as Independent Director of the Company for the approval of the shareholders of the Company.

Except Dr. Madhav Manjrekar, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise in the resolutions set out at item no.6 respectively.

**By Order of the Board of Directors**

**Place : Mumbai**  
**Date : 11<sup>th</sup> August, 2023**

**Bhavin P Rambhia**  
**Company Secretary**

**Registered Office :**  
139/141, Solaris 1, B Wing, 1st Floor, Saki Vihar Road,  
Powai, Andheri (East), Mumbai - 400072, Maharashtra





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**NOTICE (Cont'd...)**

**ANNEXURE A**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE 54<sup>TH</sup> ANNUAL GENERAL MEETING**

As per SEBI Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings

<b>Name of the Director</b>	Mrs. Bhavna H. Mehta	Dr. Madhav M. Manjrekar
<b>Date of Birth</b>	14.09.1956	12.07.1972
<b>Nationality</b>	U.S.A.	Indian
<b>Date of Appointment on the Board</b>	18/06/2005	07/02/2023
<b>Qualifications</b>	Arts Graduate	B.E.; M.Tech.; M.S.; Phd.
<b>Experience (including expertise in specific functional area) / Brief Resume</b>	<p>Mrs. Bhavna H. Mehta is a Chief Promoter &amp; Managing Director of the Company. She is an Arts Graduate having rich and varied experience of over two decades in the field of Business Management and HRD. She has been instrumental and guiding force in turnaround and revival of Ruttonsha since 2005-06. Her functions include envisioning the Company's growth, strategizing the operations of the Company and overseeing the Administrative and HR functions of the Company.</p>	<p>Dr. Madhav Manjrekar, Senior Member of IEEE, is a tenured Associate Professor at the University of North Carolina in Charlotte. He also serves as an Assistant Director of the Energy Production &amp; Infrastructure Center (EPIC), a research center founded by industry champions such as Duke Energy, EPRI, Siemens, and Westinghouse at the university.</p> <p>Named as an e4 Carolinas Emerging Leader in Energy, Dr. Manjrekar has led technology and innovation teams in the areas of energy and power systems for more than 25 years. Prior to joining academia, he worked as the Vice President of Global Research and Innovation at Vestas, and previously has held various leadership and management positions at Siemens, Eaton and ABB.</p>
<b>No. of Shares held in the Company</b>	47,24,583	NIL
<b>Directorship held in other public companies (excluding foreign companies)</b>	NIL	NIL
<b>Memberships/ Chairmanships of Committee of other public companies</b>	NIL	NIL
<b>Remuneration details</b>	NIL	NIL
<b>Relationship with other Directors inter-se / Key Managerial Personnel</b>	Other than Piyush K. Shah being brother-in-law, there is no family relationship among other Directors and KMP	Dr. Madhav M. Manjrekar is not related to any of the Directors of the Company
<b>Terms and Conditions of Appointment / Re-appointment</b>	As provided in the resolution no.3 of Notice of 54th AGM. She shall be liable to retire by rotation.	As provided in the resolution no.6 of Notice of 54th AGM. He shall not be liable to retire by rotation.



# RIR POWER ELECTRONICS LIMITED

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## DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Members,

Your Directors have pleasure in presenting the 54<sup>th</sup> Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended 31<sup>st</sup> March, 2023.

### FINANCIAL RESULTS AND OPERATIONS

(Amt. in ₹ Lakhs)

Particulars	STANDALONE		CONSOLIDATED	
	Year ended 31.03.2023	Year ended 31.03.2022	Year ended 31.03.2023	Year ended 31.03.2022
<b>Total Revenue (Net)</b>	<b>6001.74</b>	4395.90	<b>5943.12</b>	4395.89
<b>EBITDA</b>	<b>1088.15</b>	540.18	<b>1017.28</b>	539.82
Less - (i) Finance Costs	<b>104.47</b>	63.53	<b>104.50</b>	63.59
(ii) Depreciation and Amortisation Expenses	<b>118.96</b>	106.93	<b>119.08</b>	106.93
<b>Profit before Tax</b>	<b>864.72</b>	369.72	<b>793.70</b>	369.30
Less - (i) Provision for Taxation	<b>250.00</b>	140.00	<b>250.00</b>	140.00
(ii) Deferred Tax Asset	<b>(27.87)</b>	(54.45)	<b>(27.87)</b>	(54.45)
(iii) Prior Period Tax Expenses	<b>(25.56)</b>	2.66	<b>(25.56)</b>	2.66
<b>Profit for the year</b>	<b>668.15</b>	281.51	<b>597.12</b>	281.09
Add/Less - Other Comprehensive Income for the year	<b>(22.75)</b>	(20.28)	<b>(22.75)</b>	(20.28)
<b>Total Comprehensive Income</b>	<b>645.40</b>	261.23	<b>574.37</b>	260.81

### FINANCIAL PERFORMANCE

#### STANDALONE

During the financial year 2022-23, your Company reported total revenue of ₹ 6001.74 Lakhs as against ₹ 4395.90 Lakhs last year thereby reporting a growth of 36.53% on yearly basis. Earnings before Interest, Tax and Depreciation and Amortization (EBITDA) for the year doubled at ₹ 1088.15 Lakhs as compared to ₹ 540.18 Lakhs last year. Net Profits of the Company increased by 2.37 times during the year at ₹ 668.15 Lakhs as against ₹ 281.51 Lakhs last year.

#### CONSOLIDATED

During the financial year 2022-23, your Company reported total revenue of ₹ 5943.12 Lakhs as against ₹ 4395.89 Lakhs last year thereby reporting a growth of 35.20% on yearly basis. Earnings before Interest, Tax and Depreciation and Amortisation (EBITDA) for the year increased by 88.45 % at ₹ 1017.28 Lakhs as compared to ₹ 539.82 Lakhs last year. Net Profits of the Company doubled during the year at ₹ 597.12 Lakhs as against ₹ 281.09 Lakhs last year.

According to Section 129(3) of the Act, the consolidated financial statements of the Company and its subsidiary are prepared in accordance with the relevant Indian Accounting Standards specified under the Act and the rules framed thereunder forming part of this Annual Report. A statement containing the salient features of the financial statements of the Company's subsidiary in Form AOC-1 is given in this Annual Report.

There are no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of the report.

#### BRIEF HIGHLIGHTS OF BUSINESSES OF SUBSIDIARY COMPANY

##### VISICON POWER ELECTRONICS PRIVATE LIMITED

Visicon Power Electronics Private Limited is into the business of manufacturing Silicon Carbide (SiC) wafers through Epitaxial process. It is in the process of setting up its plant near Baska, Halol, Gujarat. The installation of Epitaxy Reactor is completed and trial runs are going on. The project is expected to start the commercial production from Q4 of F.Y. 2023-24 onwards.

The total revenue of Visicon Power Electronics Private Limited for the Financial year was ₹3.97 Lakhs and the Company incurred Net Loss of ₹33.86 Lakhs during the said period.

#### DIVIDEND

Your Directors are pleased to recommend a Dividend of ₹1.50/- per equity share (10%) having face value of ₹10/- per equity share for the financial year ended 31<sup>st</sup> March, 2023.



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**DIRECTORS' REPORT TO THE SHAREHOLDERS (Cont'd...)**



The said dividend on equity shares is subject to the approval of the shareholders at the ensuing Annual General Meeting of the Company. If approved, the total dividend payout would result in cash outflow of ₹104.36 Lakhs for the financial year 2022-23.

#### **TRANSFER TO RESERVES**

During the year under review, no amount of profits was transferred to General Reserve.

#### **EQUITY SHARE CAPITAL**

The paid up Equity Share Capital as on 31<sup>st</sup> March, 2023 was ₹ 69,572,400/-. During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity and does not have any scheme to fund its employees to purchase the shares of the Company.

#### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of Section 152 of the Companies Act 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Articles of Association of the Company, Mrs. Bhavna H. Mehta, Director of the Company, will retire by rotation and being eligible, offers herself for re-appointment. The Board recommends her re-appointment for the consideration of the members of the Company at the ensuing Annual General Meeting.

The Board at its meeting held on 7<sup>th</sup> February, 2023, appointed Dr. Madhav M. Manjrekar (DIN: 10051366) as an Additional Director of the Company pursuant to Section 161 of the Act and Article 147 of the Articles of Association of the Company.

Dr. Madhav M. Manjrekar (DIN: 10051366) was appointed as an Additional Director under the category of Non-Executive, Independent Director, subject to the approval of members. Dr. Madhav M. Manjrekar holds office as an Additional Director, till the conclusion of the ensuing 54<sup>th</sup> Annual General Meeting of the Company. A notice under Section 160 of the Act, has been received from a member nominating the candidature of Dr. Madhav M. Manjrekar for appointment as Non-Executive Independent Director of the Company. The nomination and remuneration committee and the Board have considered and recommended to the members for appointment of Dr. Madhav M. Manjrekar as Non-Executive, Independent Director and a resolution seeking shareholder's approval for his appointment forms part of the Notice of the ensuing 54<sup>th</sup> AGM.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under the Act read with the Schedules and Rules issued thereunder as well as Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Bhavna H. Mehta – Managing Director, Mr. R. G. Trasi – C.E.O. and Mr. Bhavin P Rambhia – Company Secretary are the Key Managerial Personnel of your Company in accordance with the provisions of Section 2(51), 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

The Company has devised a policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors which includes criteria for performance evaluation of Independent and Non Independent Directors. The board expressed their satisfaction with the evaluation process.

#### **PUBLIC DEPOSITS**

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 and 74 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

During the period under review, your Company has given a loan of ₹ 336.70 Lakhs to Visicon Power Electronics Private Limited, a wholly owned subsidiary company. Your Company has not granted any guarantee.

The Company has invested an amount of ₹ 210.38 Lakhs in the equity capital of Visicon. The particulars of loans and investments covered under the provisions of Section 186 of the Act have been disclosed in the financial statements.

#### **AUDITORS**

##### **(1) Statutory Auditors :**

M/s. Kirtane & Pandit LLP Chartered Accountants, Mumbai (Firm Regn. No. 105215W/W100057) have been appointed as the Statutory Auditors of the Company at the 50<sup>th</sup> Annual General Meeting (AGM) of the Shareholders of the Company held on Tuesday, 24<sup>th</sup> September, 2019, pursuant to Sections 139 to 144 of the Act, and Rules 3 to 6 of the Companies (Audit and Auditors) Rules, 2014, for a term of 5 (five) years, to hold office from the conclusion of the 50<sup>th</sup> AGM, till the conclusion of the 55<sup>th</sup> AGM. Pursuant to the amendments made to Section 139 of the Act, by the Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of the Members for the appointment of the Statutory Auditors was withdrawn from Companies Act, 2013. Therefore, the approval of the Members for continuance of their appointment at this AGM is not being sought.

##### **(2) Secretarial Auditors :**

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel)



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## DIRECTORS' REPORT TO THE SHAREHOLDERS (Cont'd...)



Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had appointed M/s. Neetu Agrawal & Co., a firm of Company Secretaries in Practice (C.P. No. 9272) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as Annexure II to the Directors Report.

The Auditors Report and the Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2023 do not contain any qualification, reservation, adverse remark or disclaimer.

### CHANGE OF NAME OF THE COMPANY

The Company is presently engaged in manufacturing of Semiconductor devices and high power equipments. In order to reflect more accurately the true nature of the Company's products and business activities, the management had proposed to give a new name and identity that reflected the genesis of the business, therefore name of the Company was changed from Ruttonsha International Rectifier Limited to RIR Power Electronics Limited.

The Registrar of Companies, Mumbai had approved the change of name of the Company from "RUTTONSHA INTERNATIONAL RECTIFIER LIMITED" to "RIR POWER ELECTRONICS LIMITED" with effect from 17<sup>th</sup> November, 2022.

### ANNUAL RETURN

In accordance with Section 92(3) of the Act, and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the company's website at [https://investors-ruttonsha.tantragan.com/financial\\_result\\_and\\_report\\_pdfs/RZuWGmnYL8hKyALUlyuhOfNToumsgDLBB64cN7eV/Form\\_MGT\\_7-2022-23.pdf](https://investors-ruttonsha.tantragan.com/financial_result_and_report_pdfs/RZuWGmnYL8hKyALUlyuhOfNToumsgDLBB64cN7eV/Form_MGT_7-2022-23.pdf)

### RELATED PARTY TRANSACTIONS

Pursuant to the provisions of Section 134 of the Act, read with Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of all contracts or arrangements entered into by the Company with related parties have been done on arm's length basis and in the ordinary course of the business. Hence, disclosure in Form AOC – 2 in terms of Section 134 of the Act is not required. Related party disclosures as per the Indian Accounting Standard 24 (Ind AS 24) have been provided in Note No.36 of the Notes forming part of the financial statements.

None of the related party transactions entered into by the Company, were materially significant, warranting member's approval under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including amendments thereunder.

### RISK MANAGEMENT

The Company has in place adequate risk management system which takes care of risk identification, assessment and mitigation. Your Company has adopted a Risk Management Policy which establishes various levels of accountability and overview within the Company, while vesting identified managers with responsibility for each significant risk. The risk management framework defines the risk management approach of the Company and includes periodic review of such risks and also documentation, mitigating controls and reporting mechanism of such risks.

There are no risks which in the opinion of the Board threatens the existence of your Company. However, some of the risks which may pose challenges are set out in the Management Discussion and Analysis which forms part of this report.

### INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened with new/revised standard operating procedures. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal and operational audit is entrusted to M/s. Bhandarkar & Kale, Chartered Accountants. The main thrust of internal audit is to test and review controls, appraisals of risks and business processes, besides benchmarking controls with best practices in the industry.

The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Audit Committee of the Board, Statutory Auditors and the Business Heads are periodically appraised of the internal audit findings and corrective action taken. Audit plays a key role in providing assurance to the Board of Directors. Significant audit observations and corrective actions taken by the management are presented to the Audit Committee of the Board.

### REMUNERATION AND NOMINATION POLICY

A Committee of the Board named as "Nomination and Remuneration Committee" has been constituted to comply with the provisions of Section 178 of the Act, and to recommend a policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters and to frame proper systems for identification, appointment of Directors & KMPs, payment of remuneration to them and evaluation of their performance and to recommend the same to the Board from time to time.

### BOARD AND COMMITTEE MEETINGS

Four meetings of the board were convened and held during the year.

The Board has constituted an Audit Committee with Mr. Kisan R. Choksey as Chairman; Mr. Pravin G. Shah; Mr. Piyush K. Shah and Mr. Kaushal M. Mehta as members.



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There has not been any instance during the year when recommendations of the Audit Committee were not accepted by the Board.

**DIRECTORS' RESPONSIBILITY STATEMENT**

In terms of Section 134 (5) of the Act, the directors of your Company confirm that :

- i) in the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2023 and of the profit of the Company for the financial year ended 31<sup>st</sup> March, 2023;
- iii) the directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- iv) the directors have prepared the annual accounts on a going concern basis;
- v) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

**ENVIRONMENT AND SAFETY**

The Company is conscious of the importance of environmentally clean and safe operations. The Company's policy requires conduct of operations in such a manner, so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

As required by the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated and implemented a policy on prevention of sexual harassment at workplace with a mechanism of lodging complaints. The Policy aims to provide protection to female employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. The Company has also constituted an Internal Complaints Committee to inquire into complaints of sexual harassment and recommend appropriate action.

During the year under review, no complaints were reported to the Board.

**VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Company has adopted a Whistle Blower Policy, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism and also provides for direct access to the Chairman of the Audit Committee. It is affirmed that no personnel of the Company has been denied access to the Audit Committee.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

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

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

The information under Section 134 (3)(m) of the Act read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended 31<sup>st</sup> March, 2023 is given below and forms part of the Director's Report.

**(a) Conservation of Energy :**

- (i) Steps taken or impact on conservation of energy :
  1. Adequate steps for energy conservation, power factor improvement have been taken wherever feasible.
  2. For effective treatment of effluents the Company has constructed an effluent treatment plant. Waste water generated from manufacturing process is treated/recycled at Effluent Treatment Plant and used for internal consumption and plantation.
  3. There is adequate provision for the treatment of fumes resulting from the use of Sulphuric, Nitric, Hydrofluoric and other acids required for production.
  4. Replacement of the conventional light fittings with LED lighting has resulted in lower power consumption for lighting.
- (ii) Steps taken by the Company for utilizing alternative source of energy :

The Company has installed 10Kva three phase Roof Top Solar Panels at Baska Factory alongwith with online Inverter based system as an alternate means of power and to encourage energy conservation. This solar power plant is based on SPV (Solar Photovoltaic Cells) connected to grid.



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**DIRECTORS' REPORT TO THE SHAREHOLDERS (Cont'd...)**



(iii) Capital Investment on energy conservation equipments :

The Company continuously makes investments in its facility for better maintenance and safety of the operations. The Company has undertaken efforts to rectify the shortfalls in the existing facilities in order to reduce the energy consumption by setting up efficient facilities.

**(b) Technology Absorption**

(i) Efforts made towards technology absorption and benefits derived like product improvement, cost reduction, product development or import substitution :

The Company has received complete technical know how for Silicon Rectifiers and Silicon Controlled Rectifiers upto 30 mm devices from M/s. International Rectifier Corporation, California, U.S.A. The erstwhile Orient Semiconductors Pvt. Ltd., now amalgamated with the Company, received technical know how from Silicon Power Corporation, U.S.A. (an ex. General Electric facility) for manufacturing semiconductor devices upto 125 mm.

Efforts towards technology absorption include continued efforts for process improvements and improved product types/designs in order to improve the efficiency, productivity and profitability of the Company.

(ii) Information regarding technology imported, during last 3 years : Nil

(iii) Expenditure incurred on Research and Development : Nil

**(c) Foreign Exchange Earnings and Outgo**

(i) Foreign Exchange earned during the year – ₹ 1122.57 Lakhs

(ii) Outgo of Foreign Exchange during the year – ₹ 2540.89 Lakhs

**PARTICULARS OF EMPLOYEES**

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company does not have any employee who is employed throughout the financial year and in receipt of remuneration of ₹ 120 Lakhs or more, or employees who are employed for part of the year and in receipt of ₹ 8.50 Lakhs or more per month.

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the Company up to the date of forthcoming Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report forms an integral part of this report and gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's businesses and other material developments during the financial year 2022-23.

**CORPORATE GOVERNANCE REPORT**

The Company has complied with the corporate governance requirements under the Companies Act, 2013 and the SEBI Listing Regulations 2015. A separate section on corporate governance, along with a certificate from the statutory auditors confirming compliance is annexed and forms part of this Report.

**ACKNOWLEDGEMENTS**

The Board wishes to place on record its sincere appreciation for assistance and co-operation received from customers, bankers, regulatory and government authorities during the year. The Directors express their gratitude to the shareholders for reposing their faith and confidence in the Company. The directors also acknowledge the contribution made by the Company's employees at all levels. Our consistent growth was made possible by their hard work, solidarity and support.

**For and on behalf of the Board of Directors**

Place : **Mumbai**  
Date : **26<sup>th</sup> May, 2023**

**Bhavna H. Mehta**  
**Chairperson**



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



**ANNEXURE I TO THE DIRECTORS' REPORT**

**FORM AOC – 1**

(Pursuant to first proviso to sub-Section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of  
Subsidiaries or associate companies or Joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in ₹ Lakhs)

Sr. No.	Particulars	Details
1.	Name of the subsidiary	Visicon Power Electronics Private Limited
2.	The date since when subsidiary was acquired	01/01/2022
3.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	N.A.
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	N.A.
5.	Share capital	210.38
6.	Reserves & surplus	(108.34)
7.	Total assets	3189.03
8.	Total Liabilities	3086.99
9.	Investments	NIL
10.	Turnover	NIL
11.	Profit/(Loss) before taxation	(33.86)
12.	Provision for taxation	NIL
13.	Profit/(Loss) after taxation	(33.86)
14.	Proposed Dividend	NIL
15.	% of shareholding by the Company	100%

**Notes : The following information shall be furnished at the end of the statement :**

- Names of subsidiaries which are yet to commence operations :** Visicon Power Electronics Private Limited
- Name of subsidiaries which have been liquidated or sold during the year :** NIL

**Part "B": Associates and Joint Ventures : NIL**

**For and on behalf of the Board of Directors**

Place : **Mumbai**  
Date : **26<sup>th</sup> May, 2023**

**Bhavna H. Mehta**  
**Chairperson**



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



**ANNEXURE II TO THE DIRECTORS' REPORT**

FORM No. MR – 3

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

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

To,  
The Members,

**RIR Power Electronics Limited**

(Formerly Ruttonsha International Rectifier Limited)

139/141, Solaris 1, B-Wing, Saki Vihar Road,  
Opp. L& T Gate No.6, Powai, Andheri (East),  
Mumbai - 400072.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **RIR Power Electronics Limited** (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 my opinion thereon.

Based on my verification of Company's books, papers, minutes book, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (**Not Applicable to the Company during the period under Audit**);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are as follows: -
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time (**Not Applicable to the Company during the Audit period**);
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not Applicable to the Company during the Audit period**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (**Not Applicable to the Company during the Audit period**);
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client; (**Not Applicable to the Company during the Audit period**);
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable as the Company has not delisted or proposed to delist its Equity Shares from Stock Exchange during the financial year under review**); and
  - (h) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998; (**Not Applicable to the Company during the period under Audit as the Company has not bought back or proposed to buy back any of its securities during the financial year under review**).

I have also examined compliance with the applicable Clauses / Regulations of the following:

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of the Companies Act, 2013.
- (b) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with stock exchange.

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

I have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, Rules and Regulations to the Company.

**I further report that:**

- i) 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 year under review are carried out in compliance with the provisions of the Act.





**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



**ANNEXURE II TO THE DIRECTORS' REPORT (Cont'd...)**

- ii) Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii) All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

Based on the representations given by the Officers of the Company and the information provided to me regarding the compliance system followed by the Company, I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Based on the representations from the Company and its officers, I further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

I further report that, the compliance by the Company of applicable financial laws such as Direct and Indirect Tax laws and maintenance of financial records and books of accounts have not been reviewed in this Audit since the same has been subject to review by Statutory Auditors, Internal Auditors and other designated professionals.

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

**For Neetu Agrawal & Co.**  
Company Secretaries

**Neetu Vikas Agrawal**  
Proprietor

M. No. : FCS 8347  
C.P. No.: 9272

Peer Review No. 2845/2022  
UDIN : F008347E000394238

**Place : Thane**  
**Date : 26<sup>th</sup> May, 2023**

**ANNEXURE A**

To,  
The Members,  
**RIR Power Electronics Limited**  
(Formerly Ruttonsha International Rectifier Limited)  
139/141, Solaris 1, B-Wing, Saki Vihar Road,  
Opp. L& T Gate No.6, Powai, Andheri (East),  
Mumbai - 400072.

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

- 1) Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I have followed provided a reasonable basis for my opinion.
- 3) Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 4) The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
- 5) The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Neetu Agrawal & Co.**  
Company Secretaries

**Neetu Vikas Agrawal**  
Proprietor

M. No. : FCS 8347  
C.P. No.: 9272

Peer Review No. 2845/2022  
UDIN : F008347E000394238

**Place : Thane**  
**Date : 26<sup>th</sup> May, 2023**



# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT



### INDUSTRY OVERVIEW

RIR Power Electronics Limited (Formerly known as Ruttonsha International Rectifier Ltd.,) operating since last five decades has identified its core strength in niche Power Electronics Industry with focus on two segments i.e. manufacturing low and high power semiconductor devices like diodes, thyristors modules and bridge rectifiers by processing chips from 28mm to 125 mm diameter in the state of the art facility and also manufacturing of Power Equipments like Rectifiers, Battery Chargers, High Power Stacks, Rectifier Panels used in diverse industrial sectors.

With global demand shift from conventional fuels to alternative energy such as EV's and other ecofriendly electric applications, has resulted in new demand for semiconductors which forms a core for all electric run applications. Your company continues to monitor these positive shifts in demand and technology and is constantly working towards exploring new business avenues in this sector. Various government policies such as Atma Nirbhar Bharat, launching of Semiconductor policy, PLI schemes and curb on imports; are all positive developments would benefit the small businesses in the organized sector to grow & show better performance in the near future

### BUSINESS REVIEW

(a) **Company Outlook:** During the year 2022-23, your Company experienced improved demand in all the three segments i.e. Semiconductor Devices, High Power Equipments and Exports, all of which grew at a steady pace thereby contributing to overall growth of the Company.

The Company continues to focus on High Power Semiconductor devices business and foresees ample opportunities for growth in Export Markets. Our vision of creating worldwide recognition for our products would be achieved by our thrust on exports in coming years. During the year 2022-23, our exports grew by 74% to ₹ 1123 Lakhs. The Company has further expanded its reach abroad and hopes to maintain the same momentum in the near future

(b) **Opportunities and Threats:** Our focus lies in developing new product range viz. Modules and Capsule Devices to expand our market share thereby achieving higher margins. The Company's development of IGBT based rectifiers, Battery Chargers, AC/DC damping panels, thyristor controlled transformer rectifiers has started showing steady flow of orders.

The Company also purchased on 1<sup>st</sup> Jan 2022, 100% share capital of Visicon Power Electronics Pvt. Ltd with the intention of making a foray into Silicon Carbide devices. The Company has so far invested ₹ 210.38 lakhs as equity capital & further ₹ 568.10 Lakhs by way of loans & advances to this 100% Subsidiary Company. The Subsidiary's Epitaxy Reactor has been installed and Commercial Production is expected from Q4 of FY 2023-24.

The existence of geopolitical instability arising due to Russian invasion of Ukraine, China-Taiwan tensions, have created adverse impact on global economy. The unprecedented shortage of raw materials, rising energy prices, supply and logistic issues impact our import costs. However, the Company was successful in passing on such costs to its customers, thereby securing a better performance. The Company has also adopted tighter cost controls and also made changes in products mix in order to improve its EBIDTA margins. The weakening of Indian Rupee coupled with increase in export sales have both contributed to better operational and financial performance of the company. As a combine result of the above, our EBIDTA margins has improved from 12.76% in F.Y. 2021-22 to 18.98% in F.Y. 2022-23. The Company is confident on improving its margins in the years to come.

### SEGMENTWISE PERFORMANCE

The Company continues to operate in one segment i.e. Power Electronics thus segment-wise reporting as per the requirements of Ind AS 108 is not applicable to the Company.

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an adequate system of internal controls to ensure that the transactions are properly authorised, recorded and reported, apart from safeguarding its assets. The internal control system is supplemented by well-documented policies, guidelines and procedures and reviews carried out by the Company's internal audit function. The Company continues to obtain the services of M/s. Bhandarkar & Kale, Chartered Accountants, to oversee and carry out internal audit of the company's activities and submit their reports periodically to the Management and the Audit Committee of the Board.

The Audit Committee, Statutory Auditors and the business heads are periodically apprised of the Internal audit findings and corrective actions taken.

### FINANCIAL PERFORMANCE

(i) **Profits and Earnings:** During the year, the Company's Total Revenue increased by 36.53% to ₹ 6001.74 Lakhs as compared to ₹ 4395.90 Lakhs in 2021-22. Earnings before Interest, Tax and Depreciation and Amortisation (EBITDA) for the year increased by 101.45 % to ₹ 1088.15 Lakhs as compared to ₹ 540.18 Lakhs in the previous year. Net Profits of the Company increased by 2.37 times during the year to ₹ 668.15 Lakhs as against ₹ 281.51 Lakhs last year.



**RIR POWER ELECTRONICS LIMITED**  
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**MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Cont'd...)**



- (ii) **Capital Expenditure:** During the year under review, the Company has not spent any substantial amount on Capital Expenditure.
- (iii) **Finance Costs:** Due to rise in borrowing cost, on account of increase in Repo rates by RBI and higher utilization of working capital on account of increase in turnover, the finance costs has increased by 64.44% to ₹104.47 Lakhs during the year as against ₹63.53 Lakhs last year.

#### **HUMAN RESOURCES**

During the year, there has been no material development in Human Resources / Industrial relations. Your Company has a favourable work environment that motivates performance, customer focus and innovation while adhering to the highest degree of quality and integrity.

Your Company takes pride in the commitment, competence and dedication shown by its employees in all areas of business. Various HR initiatives are taken to align the HR policies to the growing requirements of the business.

#### **CAUTIONARY NOTE**

The statement in the Management Discussion and Analysis describing the Company's objectives, projections and estimates may be forward looking within the meaning of applicable laws and regulations. Actual results may differ from those expressed. Important factors affecting the Company's operation include global and domestic supply and demand conditions, input availability and production costs, currency fluctuations, changes in Government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.



# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



## REPORT ON CORPORATE GOVERNANCE

### 1. COMPANY PHILOSOPHY AND CORPORATE GOVERNANCE :

At RIR we firmly believe that the fundamental objective of Corporate Governance is enhancing the interest of all shareholders/ stakeholders. The Company's Corporate Governance practices emanates from its commitment towards discipline, accountability, transparency and fairness. The main elements of Corporate Governance are timely and adequate disclosures, compliance of strict internal control systems and procedures, high standard of accountability, fidelity, product and service quality.

The Company also believes that sound Corporate Governance is a pre-requisite for attaining sustainable growth in this competitive corporate world. The governance practices followed by your Company have played a vital role in its journey of continued success. All the procedures, policies and practices followed by your Company are based on sound governance principles. Comprehensive disclosures, structured accountability in exercise of powers, adhering to industry standards and commitment in compliance with regulations and statutes, in letter as well as in spirit have enabled your Company to enhance shareholders value.

This report contains the details of implementation of the Corporate Governance by the Company which is in line with the requirements under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

### 2. BOARD OF DIRECTORS

#### (a) Composition of the Board

The Board comprises of six Directors consisting of professionals selected from diverse fields such as doctorate, engineering, finance and chartered accountants and all of them being non-executive directors out of which four are Independent Directors. The Board members possess all the skills, expertise and experience necessary to guide the Company. The day to day management of the Company is done by key management team of executives and professionals subject to the supervision and control of the Board of Directors.

#### (b) Details of Composition, Meetings and Attendance of the Board

The Board meets frequently to discuss and decide on business policy and finalise strategy, among other routine agenda items. All the meetings are conducted as per well designed and structured agenda complying with the provisions of Secretarial Standard-1 on "Meetings of the Board of Directors", issued by the Institute of Company Secretaries of India (ICSI). All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which are circulated during the meetings) to enable the Board to take informed decisions. Agenda also include minutes of the previous Board and Committee meetings for the information of the Board. Agenda papers are circulated seven days before the Board Meetings. In case of any business exigencies, meetings are called and convened at shorter notice or the resolutions are passed by circulation and later placed in the subsequent Board Meeting.

The Company has a robust and effective framework for monitoring compliances with applicable laws within the organization and to provide updates to senior management and the Board on a periodic basis. The Audit Committee and the Board periodically review the status of the compliances with the applicable laws.

The Board generally meets 4 times during a financial year. Additional board meetings are held when necessary. The directors are also given option of attending the board meetings through Video Conferencing, whenever they request for the same. During the financial year 2022-23, the Board of Directors duly met 4 times on the following dates namely 27<sup>th</sup> May, 2022; 13<sup>th</sup> August, 2022; 7<sup>th</sup> November, 2022; and 7<sup>th</sup> February, 2023 and the gap between the two board meetings did not exceed 120 days.

The Company Secretary attends all the Board / Committee meetings and ensures compliance of all the statutory laws, rules and regulations. The draft minutes of the proceedings of the meetings of the Board/Committees are noted and circulated among the members of the Board/Committees for inviting their inputs/comments if any, and incorporating the same for preparation and finalization of minutes, in consultation with the Chairman.

None of the Directors on the Board are members of more than ten Committees or Chairman of more than five Committees across all the Companies in which they are Directors. Necessary disclosures regarding Committee positions in other public companies as on 31<sup>st</sup> March, 2023 have been made by the Directors.

The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and number of Directorships and Committee Chairmanships/Memberships held by them in other companies are given herein below:

Name of Director	Category of Director (Whether Promoter/ Executive/ Non Executive/ Independent)	No. of Board meetings held during the year	No. of Board Meetings attended during the year	Attendance at last AGM held on 28.09.2022	Chairman/ Committee Membership in other Public Ltd. Cos.
Mrs. Bhavna H. Mehta	Non-Executive Director (Promoter)	4	1*	No	-
Mr. Piyush K. Shah	Non-Executive Director (Non-Independent)	4	4	Yes	-
Mr. Kisan R. Choksey	Non-Executive Director (Independent)	4	4	Yes	-
Mr. Pravin G. Shah	Non-Executive Director (Independent)	4	4	Yes	-
Mr. Kaushal M. Mehta	Non-Executive Director (Independent)	4	4*	Yes	-
Dr. Madhav M Manjrekar	Non-Executive Director (Independent)	1	1*	Not Applicable	-

\* Attended through Video Conferencing



# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



## REPORT ON CORPORATE GOVERNANCE (Cont'd...)

(c) Details of Directorships including the category of directorships in listed entities as on 31st March, 2023 :

Sr. No.	Name of Directors	Name of Listed Entity	Category of Directorship
1.	Bhavna Harshad Mehta	RIR Power Electronics Limited	Chairperson And Managing Director
2.	Piyush Kantilal Shah	RIR Power Electronics Limited	Non-Independent, Non – Executive Director
3.	Pravin Gambhirchand Shah	RIR Power Electronics Limited	Independent, Non – Executive Director
4.	Kisan Ratilal Choksey	RIR Power Electronics Limited	Independent, Non – Executive Director
5.	Kaushal Mahendra Mehta	RIR Power Electronics Limited	Independent, Non – Executive Director
6.	Madhav Devidas Manjrekar	RIR Power Electronics Limited	Independent, Non – Executive Director

(d) **Profile of Directors :**

All the directors are professionals with erudition and experience in their respective areas and fields and Corporate management practices. The brief profile of the directors is given below:

- Mrs. Bhavna Harshad Mehta (Din : 00929249) aged 66 is a Chief Promoter & Managing Director of the Company. She is an Arts Graduate and NRI settled in U.S.A. having rich and varied experience of over two and half decades in the field of Business Management and HRD. She joined Ruttonsha in June, 2005. She has been instrumental and guiding force in turnaround and revival of Ruttonsha since 2005-06. Her functions include envisioning the Company's HR and Administrative functions.
- Mr. Piyush Kantilal Shah (Din : 09032257) aged 71 years is Non Executive Director of the Company. He is a Commerce Graduate from N.M. College, Mumbai. He has sound business acumen with over 45 years of experience in the field of Industrial Electrical items. He is also associated with reputed social organisations as an active member.
- Mr. Pravin Gambhirchand Shah (Din : 00179771) aged 77 years is Independent Director of the Company. He is a Science Graduate and has done his Masters in Chemical Engineering. He has sound business acumen with over 50 years experience in the field of Chemical Industry, Trade and Commerce. He is associated with various philanthropic institutions.
- Mr. Kisan Ratilal Choksey (Din : 00190931) aged 85 years is Independent Director of the Company. He is Commerce graduate having valuable experience in Financial Sector and Capital markets. He is renowned Stock Market Expert and Chairman of leading brokerage house KR Choksey Share & Securities. He is a member of Bombay Stock Exchange since 1974. He was appointed as Director and Treasurer of Bombay Stock Exchange. He was Vice President of the Bombay Stock Exchange in the year 1992-93.
- Mr. Kaushal Mahendra Mehta (Din : 09664953) aged 42 years is Independent Director of the Company. He is a Qualified Chartered Accountant and a member of ICAI. He has more than 17 years of cross border experience of working with the Big 4 consulting firms in Statutory Audits and handling Mergers & Acquisitions and risk consulting. His niche area of interest is in implementing enhanced levels of corporate governance standards balanced with business goals. Mr. Kaushal Mehta has led statutory audit engagements and commercial due diligence engagements in India and Dubai for large conglomerates and Multinational Companies.
- Dr. Madhav Devidas Manjrekar (Din : 10051366) aged 51 years is Independent Director of the Company. He has done his B.E. from Government College of Engineering, Pune, India, his M.Tech. from Indian Institute of Science, Bangalore, India, M.S. from Montana State University, Bozeman, Montana, and Ph.D. from University of Wisconsin, Madison, Wisconsin, in 1993, 1995, 1997, and 1999 respectively. He is currently enrolled in the Chief Technology Officer (CTO) Program at The Wharton School, University of Pennsylvania, Philadelphia, Pennsylvania, in the cohort of 2023. Dr. Madhav Manjrekar, Senior Member of IEEE, is a tenured Associate Professor at the University of North Carolina in Charlotte. He also serves as an Assistant Director of the Energy Production & Infrastructure Center (EPIC), a research center founded by industry champions such as Duke Energy, EPRI, Siemens, and Westinghouse at the university. Named as an e4 Carolinas Emerging Leader in Energy, Dr. Manjrekar has led technology and innovation teams in the areas of energy and power systems for more than 25 years. Prior to joining academia, he worked as the Vice President of Global Research and Innovation at Vestas, and previously has held various leadership and management positions at Siemens, Eaton and ABB.

(e) Separate Meeting of Independent Directors

As stipulated under the Code of Independent Directors under Schedule IV of the Act and Regulation 25 of the Listing Regulations, a separate meeting of the Independent Directors of the Company was held on 7th February, 2023 without the presence of Non-Independent Directors and members of the management to consider the following:

- To Review the performance of Non-Independent Directors and the Board as a whole,
- To Review the performance of the Chairman of the Company, taking into account the views of Non Executive Directors; and
- To Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.



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**REPORT ON CORPORATE GOVERNANCE (Cont'd...)**



**(f) Performance Evaluation of the Board Members**

During the year, the Board has carried out an annual evaluation of its own performance, performance of the Directors, as well as the evaluation of the working of its Committees. The Nomination and Remuneration Committee has defined the evaluation criteria, procedure, time schedule and performance evaluation process for the Board, its Committees and Directors. The criteria for Board evaluation includes - degree of fulfillment of key responsibilities, Board structure and composition, establishment and delineation of responsibilities to various Committees, effectiveness of Board processes, information and functioning.

Criteria for evaluation of individual Directors include aspects such as attendance and contribution at Board/ Committee Meetings and guidance/ support to the management outside Board/ Committee Meetings. In addition, the Chairman was also evaluated on key aspects of his role, including setting the strategic agenda of the Board and encouraging active engagement by all Board members. Criteria for evaluation of the Committees of the Board includes degree of fulfillment of key responsibilities, adequacy of Committee composition and effectiveness of meetings. The Directors expressed their satisfaction with the evaluation process.

**(g) Familiarization program for Independent Directors**

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, SEBI Listing Regulations and other relevant regulations and necessary affirmations are obtained with respect to the same. The Board Members also have discussion with the newly appointed Director to familiarize him with the Company's operations. Further the Company has put in place a system to familiarize the Independent Directors about the Company, its products, business and the on-going events relating to the Company.

**(h) Key Board Qualifications, Expertise and Attributes**

RIR Board comprises of qualified members who bring in the required skills, competence and expertise that allow them to make effective contributions to the Board and its committees. The Board members are committed to ensure that RIR Board is in compliance with the highest standards of corporate governance.

The table below summarizes the key qualification, skills and attributes which are taken into consideration while nominating candidates to serve on the Board:

**Gender, Ethics, National, or Other Diversity :** Representation of gender, ethics, geographic, cultural, or other perspective that expand the Board's understanding of the needs and viewpoints of our customers, partners, employees, governments, and other stakeholders worldwide.

**Financial :** Leadership in management of finance function of an enterprise, resulting in proficiency in complex financial management, capital allocation, and financial reporting process, or experience in actively supervising accountant, auditor or person performing financial functions.

**Global Business :** Experience in driving business success in markets around the world, with an understanding of diverse business environments, economic conditions, cultures, and regulatory frameworks, and board perspective on global market opportunities.

**Technology :** Significant background in technology, resulting in knowledge of how to anticipate technological trends, generates disruptive innovation, and extends or create new business model.

**Leadership :** Extended leadership experience for a significant enterprise, resulting in a practical understanding of organizations, processes, strategic planning, and risk management. Strengths in developing talent, planning succession, and driving change and long-term growth.

**Board Services and Governance :** Service on a public company board to develop insights about maintaining board and management accountability, protecting shareholder interests, and observing appropriate governance practices.

**Sales and Marketing :** Experience in developing strategies to grow sales and market share, build brand awareness and equity and enhance enterprise reputation.

- (i) Confirmation by the Board : The Board of Directors of the Company confirms that the Independent Directors of the Company fulfils the conditions specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent of the management.
- (j) Detailed reasons for the resignation of Independent Director: During the financial year 2022-23, no Independent Director resigned from the Board of Directors of the Company.
- (k) Code of Conduct: The Board of Directors has laid down a Code of Conduct for the Board of Directors (including independent directors) and senior management ("the Code") of the Company. The Code covers Company's commitment to honest and ethical personal conduct, fair competition, corporate social responsibility, sustainable environment, health and safety, transparency and compliance of laws and regulations etc. All the Board members and senior management personnel have confirmed compliance with the Code. A declaration by Mr. Piyush K. Shah, Director of the Company affirming the compliance of the same during the financial year 2022-23 by the members of the Board and senior management personnel, as applicable to them, forms part of this report.
- (l) Prevention of Insider Trading Code: As per the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. All the directors, designated persons and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this Code. The trading window was closed during the time of declaration of results and occurrence of any material events as per the applicable regulations. Mr. Bhavin P Rambhia, Company Secretary of the Company, is the Compliance Officer under the Code and is responsible for setting forth procedures and implementation of the Code for trading in Company's securities.



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**3. BOARD COMMITTEES**

The Board has constituted 3 Committees namely:- I) Audit Committee, II) Nomination and Remuneration Committee and III) Stakeholders Relationship Committee. The Board is responsible for constituting, assigning and co-opting the members of the Committees.

**I) Audit Committee**

Pursuant to the provisions of Section 177 of the Act and Regulation 18 of the Listing Regulations, the Board of Directors have duly constituted an independent Audit committee which plays an important role in reporting of financial performance and review of internal control procedures. All the members of the Audit Committee are financially literate and have sound accounting knowledge and financial management expertise.

The Audit Committee of the Company reviews the financial statements to be submitted with the Board of Directors with respect to auditing and accounting matters, reviews reports of the Statutory and Internal Auditors. It also supervises the Company's internal control and financial reporting process.

The Audit Committee comprises of Four Non- Executive Directors namely :- Mr. Kisan R. Choksey – Chairman, (Independent Director) having Audit, Financial and Accounting knowledge, Mr. Pravin G. Shah – Member (Independent Director) having Audit, Financial and Accounting knowledge, Mr. Kaushal M. Mehta, Chartered Accountant (Independent Director) and Mr. Piyush K. Shah having Audit, Financial and Accounting knowledge as members. The Chairman of the Audit Committee was present at 53rd AGM of the Company held on 28th September, 2022.

Mr. Bhavin P Rambhia, Company Secretary acts as the Compliance Officer to the committee.

Brief description of terms of reference: The terms of reference of the Audit Committee broadly includes : (i) review of financial reporting processes; (ii) review of risk management, internal financial controls and governance processes; (iii) discussions on quarterly, half yearly and annual financial statements; (iv) interaction with Statutory and Internal Auditors; (v) recommendation for appointment, remuneration and terms of appointment of Auditors; and (vi) risk management framework concerning the critical operations of the Company.

**The Audit Committee also reviews the following:**

- Matters to be included in the Directors' Responsibility Statement;
- Changes, if any, in the accounting policies;
- Major accounting entries involving estimates and significant adjustments in financial statements;
- Compliance with listing and other legal requirements concerning financial statements;
- Disclosures in financial statements including related party transactions;
- Management's Discussions and Analysis of Company's operations;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Periodical review of Internal Audit Reports;
- Findings of any special investigations carried out by the Internal Auditors;
- Findings of Statutory Auditors to management on internal control weakness, if any;
- Major non routine transactions recorded in the financial statements involving exercise of judgment by the management;
- Recommend to the Board the appointment, re-appointment and, if required the replacement or removal of Auditors considering their independence and effectiveness and recommend the audit fees; and
- Review the functioning of the vigil mechanism.

In addition to the above, the role of the Audit Committee is as laid down under Regulation 18(3) read with Schedule II Part C of the Listing Regulations read with Section 177 of the Act.

Attendance of each member at the Audit Committee meetings held during the year.

During the financial year 2022-23, four Audit Committee meetings were held on the following dates – 27th May, 2022, 13th August, 2022, 7th November, 2022 and 7th February, 2023 and the gap between two committee meetings did not exceed one hundred and twenty days. The attendance of the members at the Committee meeting was as follows:-

Sr. No.	Name of the Committee member	Category	Status	No. of Committee meetings	
				Held	Attended
1.	Mr. Kisan R. Choksey	Independent, Non – Executive Director	Chairman	4	4
2.	Mr. Pravin G. Shah	Independent, Non – Executive Director	Member	4	4
3.	Mr. Kaushal M. Mehta	Independent, Non – Executive Director	Member	4	4*
4.	Mr. Piyush K. Shah	Non-Independent, Non – Executive Director	Member	4	4

\* Attended through Video Conferencing



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## REPORT ON CORPORATE GOVERNANCE (Cont'd...)

### II) Nomination and Remuneration Committee

The remuneration policy of the Company is to remain competitive in the industry, to attract and retain the best talent and appropriately reward employees for their individual performances and valuable contributions made to the Company. The Nomination and Remuneration Committee, inter alia, recommends the appointment / re-appointment of executive directors and senior management personnel of the Company and remuneration payable to them. The Nomination and Remuneration Committee comprises of the following members :

Sr. No.	Name of the Committee member	Category	Status	No. of Committee meetings	
				Held	Attended
1.	Mr. Pravin G. Shah	Independent, Non – Executive Director	Chairman	1	1
2.	Mrs. Bhavna H. Mehta	Non – Executive Director	Member	1	1*
3.	Mr. Kaushal M. Mehta	Independent, Non – Executive Director	Member	1	1*

\* Attended through Video Conferencing

The Company Secretary acts as the Compliance Officer to the committee.

The Composition of Nomination and Remuneration Committee is pursuant to the provisions of Section 178 of the Act and Regulation 19 of the Listing Regulations. During the year under review one meeting of the Committee was held on 13/08/2022 and attended by all the members.

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

- Formulate criteria for determining qualifications, positive attributes and independence of directors and evaluating the performance of Independent Directors and the Board of Directors
- Evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required for every appointment of an independent director and the person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description
- Identify and access potential individuals with respect to their expertise, skills, attributes, personal and professional standing for appointment and re-appointment as directors / Independent Directors on the Board and as Key Managerial Personnel
- Reviewing the overall compensation policy, service agreements and other employment conditions of Directors and Senior Management;
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/re-appointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and Independence of Directors;
- to recommend to the Board remuneration payable to the Directors;
- to create an evaluation framework for independent directors and the Board;
- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- delegation of any of its powers to any member of the Committee or to the Compliance Officer.

In addition to the above, the role of the Nomination and Remuneration Committee is as laid down under Regulation 19(4) read with Schedule II Part D Para A of the Listing Regulations read with Section 178 of the Act.

### Remuneration Policy

The Company's philosophy for remuneration of Directors, key managerial personnel and all other employees is based on the commitment of fostering a culture of leadership with trust. The Company has adopted a Policy for remuneration of Directors, Key Managerial Personnel and other employees, which is aligned with this philosophy.

Remuneration for Independent Directors and Non-Independent Directors

The Company has not appointed any Executive Director. The Company is managed by professional and experienced executives under the guidance and supervision of the Board of Directors.

The details of the remuneration paid to the Non Executive Directors during the financial year 2022-23 are as follows:

The Non-Executive Directors Mr. Piyush K. Shah, Mr. Kisan R. Choksey, Mr. Pravin G. Shah, Mr. Kaushal M. Mehta and Dr. Madhav Manjrekar were paid sitting fees of ₹ 10,000/- for each Board meeting attended by them during the year.

### III) Stakeholders Relationship Committee

- (a) Pursuant to the provisions of Section 178 of the Act and Regulation 20 of the Listing Regulations, the Board of Directors has duly constituted the Stakeholders' Relationship Committee. The Committee is empowered to oversee the redressal of investors' complaints including complaints related to share transfer / transmission / demat / remat of shares, non-receipt of annual reports, dividend payments, issue of duplicate share certificates, and other miscellaneous complaints. The committee also monitors and reviews the performance and service standards of the Registrar and Transfer Agents of the Company. This Committee is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the





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quality of investor services.

In addition to the above, the role of the Stakeholders' Relationship Committee is as laid down under Regulation 20(4) read with Schedule II Part D Para B of the Listing Regulations read with Section 178 of the Act.

- (b) The Secretarial Department of the Company and the Registrar and Transfer Agents – Adroit Corporate Services Pvt. Ltd. attend to all grievances of the shareholders received directly or through other agencies such as SEBI, Stock Exchange, Ministry of Corporate Affairs, Registrar of Companies, etc. The minutes of the Stakeholders Relationship Committee Meetings are circulated to the Board and noted by the Board of Directors at the Board Meetings. Continuous efforts are being made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the Investors. Shareholders are requested to furnish their telephone numbers and e-mail addresses to facilitate prompt action.
- (c) Mr. Pravin G Shah, Non-executive and Independent Director, is the Chairman of the Stakeholders Relationship Committee; Mr. Kisan R. Choksey and Mr. Piyush K. Shah are the other member of the Committee. Mr. Bhavin P Rambhia, Company Secretary acts as the Compliance Officer to the Committee.
- (d) During the Financial Year 2022-23, 7 meetings of Stakeholders Relationship Committee were held on the following dates which were attended by all the members:- 05.08.2022; 03.10.2022; 22.11.2022; 30.12.2022; 16.01.2023; 10.03.2023 and 23.03.2023 respectively.

**(e) Investor Grievance Redressal**

Number of complaints received and resolved during the year 2022-23 and their break-up are as under :

Sr. No.	Nature of Complaints	Number of Complaints	
		Received	Resolved
1.	Non-Receipt of Annual Reports	NIL	NIL
2.	Non-Receipt of Dividend Warrants	NIL	NIL
3.	Non-Receipt of Share Certificates	NIL	NIL
4.	Grievance Received through SCORES - SEBI/ Stock Exchange	NIL	NIL

There were no investor complaints pending as on March 31, 2023.

- (f) In order to expedite redressal of the investor grievances and complaints, the Company has developed a designated e-mail id. All investors can send their queries and complaints to : [secretarial@ruttonsha.com](mailto:secretarial@ruttonsha.com).
- (g) All requests received for transmission/issue of duplicate share certificates were registered in favour of transferee and certificates despatched within 15 days, wherever the documents received were in order.
- (h) The Company has acted upon all valid requests received during the year ended 31.03.2023 and no such transfer is pending.

**IV) Corporate Social Responsibility Committee**

During the financial year 2022-23, the Company was not required to constitute Corporate Social Responsibility (CSR) Committee. The provisions of CSR became applicable to the Company during the year. Since the amount required to be spent on CSR doesnot exceed Rs.50 Lacs, hence the functions of such committee are being performed by the Board of Directors of the Company.

The Board identifies the areas of CSR activities, decides the amount of expenditure to be incurred on the identified CSR activities, formulates, reviews and approves a CSR annual action plan.

**V) Risk Management Committee**

During the financial year 2022-23, the Company was not required to constitute Risk Management Committee under Regulation 21 of the Listing Regulations.

**4. GENERAL BODY MEETINGS**

The details of Last Three Annual General Meetings (AGM) of the Company are as follows:

Sr. No.	AGM	Venue/ Location	Date and Time	Details of Special Resolutions Passed
2021-22	53rd AGM	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	28th September, 2022 at 4.00 p.m.	1) Appointment of Mr. Kaushal M. Mehta as an Independent Director of the Company.  2) Change of name of the Company to RIR Power Electronics Limited



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## REPORT ON CORPORATE GOVERNANCE (Cont'd...)

Sr. No.	AGM	Venue/ Location	Date and Time	Details of Special Resolutions Passed
2020-21	52nd AGM	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	30th September, 2021 at 4.00 p.m.	1) Appointment of Mr. Piyush K. Shah as a Non-Executive Director of the Company.
2019-20	51st AGM	through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")	30th September, 2020 at 4.00 p.m.	Nil

All the resolutions moved at the last Annual General Meeting were duly passed by the shareholders.

No Extra-Ordinary General Meeting of the shareholders was held during the year.

Postal Ballot : During the year under review, no resolution was put through by Postal Ballot.

### 5. DISCLOSURES

- The equity shares of the Company are listed on the Bombay Stock Exchange Limited and the Company has complied with all applicable requirements of the listing regulations as well as the regulations and guidelines issued by SEBI. There were no penalties or strictures imposed on the Company by Stock Exchange, SEBI or any other statutory authority, on any matter relating to capital markets, during the last three years.
- Whistle Blower Policy/Vigil Mechanism - Pursuant to Section 177(9) and (10) of the Act and Regulation 22 of the SEBI Listing Regulations, 2015, the Company has adopted a Whistle Blower Policy/Vigil Mechanism for Directors and Employees to report to the management about the unethical behaviour, fraud and violation of the Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in exceptional cases. We affirm that during the financial year 2022-23, no person of the Company was denied access to the Audit Committee.
- Disclosures in Relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 - In accordance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has framed a policy for prevention of sexual harassment at workplace and adopted the same. The objective of the policy is to provide its women employees, a workplace free from harassment / discrimination and every employee is treated with dignity and respect. Pursuant to the provisions of Section 4 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted Internal Committee. No complain was received during the financial year 2022-23 and there was no complaint pending at the beginning or end of the financial year.
- Reconciliation of Share Capital Audit Report - Independent Chartered Accountants have carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued capital and listed capital. As per records, as on 31st March 2023, the Reconciliation of Share Capital Audit Report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.
- All transactions entered into with the related parties as defined under the Companies Act, 2013 and SEBI Listing Regulations during the financial year were in the ordinary course of business and on arm's length basis. Related party transactions have been disclosed under the Note no. 36 of the Notes forming part of Financial Statements in this Annual Report. The Board has approved a policy for related party transactions. None of the transactions with related parties were in conflict with the interest of the Company.

### 6. CODE OF CONDUCT

Your Company has adopted a Code of Conduct for the Board members and senior management personnel of the Company. The Code of Conduct has also been posted on the Company's website.

The Board has also approved a Code of Conduct for the Non-Executive Directors of the Company, which incorporates the duties of Independent Directors. All the Board members and the senior management personnel have affirmed their compliance with the said Code of Conduct for the financial year ended 31st March, 2023. The declaration to this effect is signed by Mr. Piyush K. Shah, Director of the Company forming part of this report.

### 7. MEANS OF COMMUNICATIONS

**(a) Quarterly Results:-** The Unaudited quarterly/half yearly results are announced within forty-five days of the close of the relevant quarter. The audited annual results are announced within sixty days from the closure of the financial year as per the requirement of the Listing Agreement with the Stock Exchanges.

The approved financial results of the Company are forthwith sent to the stock exchange, posted on the Company's website: [www.ruttonsha.com](http://www.ruttonsha.com) and are published in The Financial Express (English Language) and Pratahkaal (Marathi Language) newspapers within forty-eight hours of approval thereof. As the results of the Company are published in newspapers, intimated to the Stock Exchanges and posted on the Company's website, hence quarterly/half-yearly reports are not sent to each shareholder.

**(b) Annual Reports:-** Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Corporate Governance, Auditors' Report and other important information are circulated to the members and others entitled thereto. Management Discussion and Analysis Report forming part of this Annual Report is also sent to the shareholders of the Company.



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- (c) The Company has not made any presentation to the institutional investors or to the analysts.
- (d) The 'Investor Centre' section on the Company's website gives information relating to financial results, annual reports, shareholding pattern, quarterly compliances with stock exchange and other relevant information of Interest to the Investors/public. Information about unclaimed dividends is also available on the Company's website under the head 'Investor Centre' section.

**8. GENERAL SHAREHOLDERS INFORMATION**

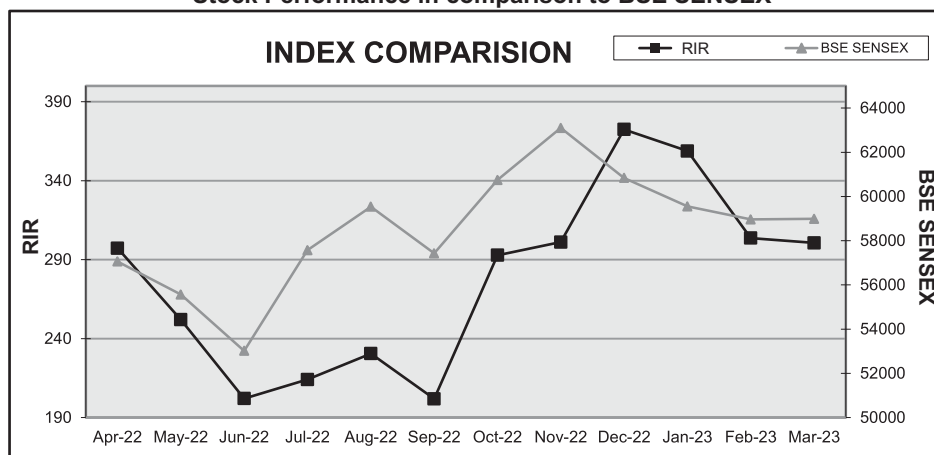
- (i) 54th Annual General Meeting  
Date : Friday, 29th September, 2023  
Time : 4.30 p.m.  
Venue : through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM")
- (ii) Financial Year : 1st April, 2022 to 31st March, 2023.
- (iii) Dividend Payment : ₹1.50/- per Equity Share of ₹10/- each
- (iv) Date of Book closure : Saturday 23rd September, 2023 to Friday 29th September, 2023 (Both days inclusive)
- (v) Cut-off Date for Remote E-voting : The remote e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date i.e. Friday, 22nd September, 2023. Remote e-voting shall remain open from Tuesday, 26th September, 2023 (9:00 A.M.) till Thursday, 28th September, 2023 (5:00 P.M.).
- (vi) Listing on Stock Exchange : The shares of the Company are listed on The Bombay Stock Exchange Ltd. (BSE). The Company has paid the listing fees for the financial year 2022-23 to Bombay Stock Exchange (BSE) where the Company's shares are listed. The Company has also paid annual custodial fees for the year 2022-23 to NSDL and CDSL. The International Security Identification Number (ISIN) allocated to the Company by NSDL and CDSL is INE302D01016.
- (vii) Stock Code : Bombay Stock Exchange (BSE) Scrip Code: 517035
- (viii) CIN No. : L31109MH1969PLC014322
- (ix) Dates for approval of Quarterly Results for 2023-24 : 1st Quarter: 2nd week of August 2023\*  
2nd Quarter: 2nd week of November 2023\*  
3rd Quarter: 2nd week of February 2024\*  
(\* indicates tentative dates) : 4th Quarter/Annual Results : 4th week of May 2024\*
- (x) Trading of Securities : The securities of the Company were not suspended from trading during the financial year 2022-23.

Market Price Data – (High/Low during each month of the Financial year 2022-23)

Company's Share Price at BSE

Month	High (₹)	Low (₹)	Month	High (₹)	Low (₹)
April, 2022	359.90	250.05	October, 2022	292.80	199.00
May, 2022	319.05	215.40	November, 2022	350.00	265.10
June, 2022	261.95	163.00	December, 2022	429.90	285.65
July, 2022	231.80	192.60	January, 2023	391.00	336.25
August, 2022	264.50	207.00	February, 2023	384.80	300.00
September, 2022	245.00	198.00	March, 2023	346.80	268.95

**Stock Performance in comparison to BSE SENSEX**





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## REPORT ON CORPORATE GOVERNANCE (Cont'd...)

(xi) Share Transfer System: Share transmission/duplicate share certificate requests received in physical form are registered and returned within 15 days from date of receipt in case the documents are complete in all respects.

(xii) Registrar and Transfer Agents: Adroit Corporate Services Pvt. Ltd.  
17-19, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road,  
Marol Naka, Andheri (East), Mumbai – 400059, Maharashtra  
Tel. No.: 022 42270400 Fax No:- 022 28503748 Email :- info@adroitcorporate.com

(xiii) Share Transfer System :

In terms of Regulation 40(1) of the Listing Regulations, as amended from time to time, securities of the Company can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of transmission or transposition of securities. Further, the SEBI had fixed 31st March, 2021 as the cut-off date for re- lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in Demat mode. Members holding shares in physical form are requested to consider converting their holdings into dematerialized form. Transfers of equity shares in electronic form are affected through the depositories with no involvement of the Company.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25th January, 2022 as an on-going measure to enhance ease of dealing in securities markets by investors, mandated the issue of the securities in dematerialized form only while processing various service request(s) such as issue of duplicate share certificate(s), claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission, transposition. Upon receipt of any service request(s) from the securities holder / claimant, the Registrar and Share Transfer Agent of the Company ("RTA") viz. Adroit Corporate Services Private Limited shall verify and process the said request(s) and thereafter issue a 'Letter of Confirmation' in lieu of physical securities certificate(s) to the securities holder / claimant, within 30 days of the receipt of such request, if documents are found in order. In case of any queries or issue(s) regarding process of the service request(s), securities holder / claimant can contact RTA (Contact Number: 022-42270400) or can write an e-mail at info@adroitcorporate.com

(xiv) Distribution of Shareholding :

The shareholding distribution of the equity shares as on 31st March, 2023 is given below:  
(Nominal value of each share ₹ 10/-)

No of Shareholding	No. of shareholders	% to total	Total Number of shares	Amount (₹)	% to total capital
Upto 100	5597	65.94	157508	1575080.00	2.26
101 to 500	2406	28.34	663000	6630000.00	9.53
501 to 1000	295	3.48	225089	2250890.00	3.23
1001 to 2000	104	1.23	157887	1578870.00	2.27
2001 to 3000	28	0.33	71014	710140.00	1.02
3001 to 4000	15	0.18	53080	530800.00	0.76
4001 to 5000	8	0.09	36655	366550.00	0.53
5001 to 10000	18	0.21	125336	1253360.00	1.80
10001 to 20000	5	0.06	67200	672000.00	0.97
20001 to 50000	6	0.07	193113	1931130.00	2.78
50001 & Above	6	0.07	5207358	52073580.00	74.85
<b>TOTAL</b>	<b>8488</b>	<b>100%</b>	<b>6957240</b>	<b>69572400.00</b>	<b>100%</b>

(xv) Category of shareholders as on 31st March, 2023

Sr. No.	Category of shareholders	No. of shares held	% of Shareholding
1	Promoters	4991296	71.74%
2	Banks	1400	0.02%
3	Trusts	45148	0.65%
4	Bodies Corporate	15643	0.22%
5	Non-Resident shareholders	26789	0.39%
6	Resident shareholders	1832651	26.34%
7	Others	44313	0.64%
	<b>TOTAL</b>	<b>6957240</b>	<b>100 %</b>



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**REPORT ON CORPORATE GOVERNANCE (Cont'd...)**



(xvi) **Dematerialization of Shares and Liquidity :**

The process of conversion of shares from physical form into electronic form is known as dematerialization. For dematerializing the shares, the shareholders should open a Demat account with a Depository Participant ("DP"). The shareholder is required to fill in a Demat Request Form and submit the same along with the original share certificates to his / her DP. The DP will allocate a Demat Request Number and shall forward the request physically and electronically through NSDL / CDSL to Registrar and Share Transfer Agent. On receipt of the demat request both physically and electronically and after verification, the shares are dematerialised and an electronic credit of the shares is given in the account of the shareholder. As on 31st March, 2023, about 92.51% of the Company's Equity Shares were held in dematerialized form.

(xvii) **Outstanding GDR's/ADR's/Warrants/Convertible Instruments and their impact on equity :** The Company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments as on date.

(xviii) **Commodity Price Risk or Foreign Exchange Risk :** The Company is exposed to the risk of price fluctuations while exporting its products and importing materials, which is proactively managed. The Company has a robust framework in place to protect its interests from risks arising out of market volatility. Based on continuous monitoring and market intelligence, the sales and procurement teams take appropriate strategy to deal with the market volatility. The Company operates in various geographies and is exposed to foreign exchange risk on its various currency exposures. Volatility in currency exchange movements can have an impact on the Company's operations. The Company has natural hedge to manage these risks.

(xix) **Plant Location :** 338, International House, Baska, Taluka: Halol, Dist. - Panchmahals, Pin-389350, Gujarat.

(xx) **Address for Investor Correspondence :** The Company Secretary, RIR Power Electronics Ltd., 139/141, Solaris 1, 'B' Wing, First Floor, Saki Vihar Road, Powai, Opp. L&T Gate No.6, Andheri (East), Mumbai – 400072 ; Tel. No. 022 28471956 ; Fax No. 022 28471959 ; E-mail –\_secretarial@ruttonsha.com

(xxi) **Credit Rating :** The Company has not mobilized any funds, either in India or abroad, through issue of any debt instruments or any fixed deposit programme or any scheme during the financial year 2022-23, hence was not required to take any Credit Rating for such instruments or deposits.

(xxii) **Non Mandatory / Discretionary requirements under Regulation 27 read with Part E of Schedule II of the Listing Regulations :**

The Company has complied with all mandatory requirements under Regulation 27 and Schedule V of the Listing Regulations. The status of compliance with non-mandatory recommendations under Regulation 27 read with Part E of Schedule II of the Listing Regulations is provided below:

- **Separate posts of Chairman and Chief Executive Officer:** The Company has separate Chairman and Chief Executive Officer.
  - **Modified opinion in Audit Report:** There are no modified opinions in the audit report.
  - **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee - In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed Internal Auditors who report to the Audit Committee. The Internal Auditors are invitees to the Audit Committee meetings of the Company. The internal audit report is placed on a quarterly basis before the Audit Committee. The Internal Auditors may, if necessary, report directly to the Audit Committee.
- (xxiii) **Policy for determining material subsidiaries :** The Company has a wholly owned subsidiary company namely Visicon Power Electronics Private Limited which was acquired on 1st January, 2022, However, the said wholly owned subsidiary does not fall under the norms prescribed in Regulation 16 (1)(c) of the Listing Regulations for material subsidiary.
- (xxiv) **Details of utilization of funds raised through preferential allotment or qualified institutions placement:** The Company has not raised any funds through preferential allotment or qualified institutions placement as specified under Regulation 32(7A) of the Listing Regulations.
- (xxv) **Recommendations by the committees :** The Board has accepted all recommendations made by its committees during the financial year 2022-23.
- (xxvi) **Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditors and all entities in the network firm / network entity of which the Statutory Auditor is a part, given below:**

Nature of Payments	Amount (₹ in Lakhs) excluding Tax
Statutory Audit	5.25
Tax Audit	-
Other Services including Reimbursement of Expenses	0.04
<b>TOTAL</b>	<b>5.29</b>

(xxvii) **Disclosures in relation to the Sexual Harassment of Women at Workplace**

(Prevention, Prohibition and Redressal) Act, 2013: During the financial year there were no complaints filed and pending as on 31st March, 2023.



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**REPORT ON CORPORATE GOVERNANCE (Cont'd...)**



- (xxviii) **Disclosures by the Company and its subsidiaries of 'Loans and advances in the nature of loans to firms / companies in which directors are interested by name and amount:** During the financial year 2022-23, the Company has not given any loan or advance to any firms / companies in which directors are interested.
- (xxix) **Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries:** During the financial year 2023-23, the Company did not have any material subsidiary.
- (xxx) **Compliance of the requirement of Corporate Governance Report:** During the financial year 2022-23, the Company has complied with the requirements of Corporate Governance Report of sub-para (2) to (10) of Point C of Schedule V of the Listing Regulations.
- (xxxi) **Disclosure of the compliance with Corporate Governance :** The Company has complied with the Regulations 17-20, 22 to 27 and clauses (b) to (i) and (t) of sub regulation (2) of Regulation 46 of the Listing Regulations during the financial year 2022-23. Regulation 21 of the Listing Regulations was not applicable to the Company during the financial year 2022-23.
- (xxxii) **Disclosure of Accounting Treatment :** In the preparation of financial statements, the Company has followed the Indian Accounting Standards (Ind-AS) as prescribed by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rule, 2015 and provisions of the Act to the extent notified and applicable.
- (xxxiii) **Auditors Certificate on Corporate Governance :** The Company has obtained a certificate from the Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of the Listing Regulations and forms part of this report.
- (xxxiv) **Unclaimed Dividend / Shares :** Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of Section 125 of the Companies Act, 2013.

MANDATORY TRANSFER OF SHARES TO DEMAT ACCOUNT OF INVESTORS EDUCATION AND PROTECTION FUND AUTHORITY (IEPFA) IN CASE OF UNPAID / UNCLAIMED DIVIDEND ON SHARES FOR A CONSECUTIVE PERIOD OF SEVEN YEARS - In terms of Section 124(6) of the Companies Act, 2013 read with Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer, and Refund) Rules, 2016, as amended from time to time, shares on which the dividend has not been paid or claimed by a shareholder for a period of seven consecutive years or more shall be credited to the Demat Account of Investor Education and Protection Fund Authority (IEPFA) within a period of thirty days of such shares becoming due to be so transferred. Upon transfer of such shares, all benefits (like a bonus, etc.), if any, accruing on such shares shall also be credited to such Demat Account and the voting rights on such shares shall remain frozen till the rightful owner claims the shares. Shares that are transferred to the Demat Account of IEPFA can be claimed back by the shareholders from IEPFA by following the procedure prescribed under the IEPF Rules.

- (xxxv) **DISCLOSURE RELATING TO UNCLAIMED SUSPENSE ACCOUNT -** In accordance with the requirement of Regulation 34 (3) and Part F of the Schedule V of SEBI Listing Regulations 2015, the Company reports the following details in respect of equity shares lying in the suspense account :

Particulars	Number of Shareholders	Number of Equity Shares
The aggregate number of shareholders and outstanding shares in the suspense account at the beginning of the financial year 2022-23	Nil	Nil
Less: Number of shareholders who approached the Company for transfer of shares and shares transferred from suspense account during the financial year 2022-23	Nil	Nil
Less: Number of shares transferred to Investor Education and Protection Fund (IEPF) during the financial year 2022-23	Nil	Nil
The aggregate number of shareholders and outstanding shares in the suspense account at the end of the financial year 2022-23	Nil	Nil

- (xxxvi) **Other information for shareholders –**

**NORMS FOR FURNISHING OF PAN, KYC, BANK DETAILS, AND NOMINATION :**

Pursuant to Circular no SEBI/HO/MIRSD/MIRSDPoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI has mandated all the listed companies to record PAN, Nomination, Contact details, Bank A/c details and specimen signature for their corresponding folio numbers of holders of physical securities.

The folios wherein any one of the cited documents/details is not available on or after October 1, 2023, shall be frozen by the RTA.



**RIR POWER ELECTRONICS LIMITED**  
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**REPORT ON CORPORATE GOVERNANCE (Cont'd...)**



The securities in the frozen folios shall be eligible:

- (i) To lodge any grievance or avail of any service, only after furnishing the complete documents/details as mentioned above;
- (ii) To receive any payment including dividend, interest or redemption amount (which would be only through electronic mode) only after they comply with the above-stated requirements.

The forms for updation of PAN, KYC Bank details, and Nomination viz., Forms ISR-1, ISR-2, ISR-3, SH-13, etc. are available on the Company's website <https://www.ruttonsha.com> under Investors Section. In view of the above, we urge Members holding shares in physical form to submit the required forms along with the supporting documents at the earliest.

**DECLARATION REGARDING COMPLIANCE OF CODE OF CONDUCT**

As per Regulation 17 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Piyush K. Shah, Director of the Company do hereby declare that the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company during the financial year ended 31st March, 2023.

**For RIR Power Electronics Limited**  
(Formerly Ruttonsha International Rectifier Limited)

**Piyush K. Shah**  
Director  
Din No.09032257

Place : Mumbai  
Date : 26<sup>th</sup> May, 2023

**CEO AND CFO CERTIFICATE**

To,  
The Board of Directors  
**RIR Power Electronics Limited**  
(Formerly Ruttonsha International Rectifier Limited)

I, Mr. R.G. Trasi – CEO and CFO of the Company, hereby certify that:

- (a) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2023 and that to the best of my knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with the Indian Accounting Standards, applicable laws and regulations.
- (b) To the best of my knowledge and belief, no transaction entered into by the Company during the year ended 31st March, 2023 are fraudulent, illegal or violative of the Company's Code of Conduct.
- (c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which I am aware have been disclosed to the Auditors and the Audit Committee and the steps have been taken to rectify these deficiencies.
- (d) I have indicated to the Auditors and the Audit Committee :
  - (i) That there has not been any significant change in internal controls over financial reporting during the year;
  - (ii) That there has not been any significant change in the accounting policies during the year requiring disclosure in the notes to the Financial statements; and
  - (iii) That there is no instances of significant fraud of which I have been aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For RIR Power Electronics Limited**  
(Formerly Ruttonsha International Rectifier Limited)

Place : Mumbai  
Date : 26<sup>th</sup> May, 2023

**R. G. Trasi**  
C.E.O. and C.F.O.



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**



To,  
The Members,  
**RIR Power Electronics Limited**  
(Formerly Ruttonsha International Rectifier Limited)

We, Kirtane & Pandit LLP, Chartered Accountants, Statutory Auditors of RIR Power Electronics Limited (formerly known as Ruttonsha International Rectifier Limited), have examined the compliance of conditions of Corporate Governance for the year ended on 31st March, 2023, as stipulated under Regulation 15 (2) read with Schedule V Part E of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Management Responsibility :**

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI Listing Regulations.

**Auditor's Responsibility :**

We have examined the books of account and the other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirement by the Company. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ("the ICAI"), the Standards on Auditing specified under Section 143 (10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control for Firms that Perform Audits and Review Historical Financial Information, and Other Assurance and Related Services Engagements.

**Opinion :**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, in our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations.

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

**Restriction of Use :**

The certificate is issued solely for the purpose of complying with the aforesaid SEBI Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

**For Kirtane & Pandit LLP,**  
Chartered Accountants  
Firm's Registration No.105215W/W100057

**Aditya A. Kanetkar**  
Partner  
M. No. 149037  
UDIN: 23149037BGUGMQ6794

Place: **Mumbai**  
Date : **11<sup>th</sup> August, 2023**





**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**INDEPENDENT AUDITORS' REPORT**



**To the Members of RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)

**Report on the Audit of the Standalone Financial Statements**

**Opinion**

We have audited the Standalone Financial Statements of **RIR Power Electronics Limited** (Formerly, Ruttonsha International Rectifier Limited) ("the Company"), which comprise the balance sheet as at March 31, 2023, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its profit, changes in equity and its cash flows for the year ended on that date.

**Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SA's) specified under Section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements Section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the 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 that there are no significant reportable Key Audit Matters to be communicated in the Report.

**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 Board's Report including Annexures to the Board's Report and but does not include Standalone Financial Statements and our auditor's report thereon.

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

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

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

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**INDEPENDENT AUDITORS' REPORT (Cont'd...)**



**Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Standalone 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 Standalone Financial Statements.

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

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

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

**Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss, the Standalone Statement of Changes in Equity and the Standalone Cash Flow Statement dealt with by this Report are in agreement with the books of account
  - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**INDEPENDENT AUDITORS' REPORT (Cont'd...)**



- (g) With the respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197 (16) of the Act, as amended:
- In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of the Section 197 of the Act.
- (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:
- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements – Refer Note 37 to the Standalone Financial Statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, other than disclosed in the notes, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The Management has represented, that, to the best of its knowledge and belief, other than disclosed in the notes to accounts, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The Company has declared dividend of ₹ 1.50/- per share during the financial year 2022-23.
  - vi. Requirement of mandatory audit trail in company accounting software is postponed to financial years commencing on or after the 1st April, 2023 specified in notification No. F. No.1/19/2013-CL-V Part III dated 1st April, 2021 read along with notification No. G.S.R. 235(E) dated 31st March, 2022 issued by the Ministry of Corporate Affairs. Accordingly, reporting for the same is not applicable.
2. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of Sub-Section (11) of Section 143 of the Act, we give in the "Annexure B", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

**For Kirtane & Pandit LLP,**  
Chartered Accountants  
Firm's Registration No.105215W/W100057

**Aditya A. Kanetkar**  
Partner  
M. No. 149037  
UDIN: 23149037BGUGJL3448

Place : **Mumbai**  
Date : **26<sup>th</sup> May, 2023**



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT**



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

We have audited the internal financial controls over financial reporting of **RIR Power Electronics Limited** (Formerly, Ruttonsha International Rectifier Limited) ("the Company") as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone 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 Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Standalone Financial Statements.

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

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Kirtane & Pandit LLP,**  
Chartered Accountants  
Firm's Registration No.105215W/W100057

**Aditya A. Kanetkar**  
Partner  
M. No. 149037  
UDIN: 23149037BGUGJL3448

Place: **Mumbai**  
Date : **26<sup>th</sup> May, 2023**



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT**



**Annexure B referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date to the members of RIR Power Electronics Limited (Formerly, Ruttonsha International Rectifier Ltd.) on the accounts of the company for the year ended March 31, 2023.**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- (i) (a) (1) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment;
- (2) There are no intangible assets in the held by the company;
- (b) As explained to us, Property, Plant & Equipment have been physically verified by the management at regular intervals; as informed to us, no material discrepancies were noticed on such verification;
- (c) According to the information and explanation given to us and on the basis of examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) during the year;
- (e) According to the information and explanation given to us and on the basis of examination of the records of the Company, there are no Proceedings are initiated or no pending cases against the company for holding Benami Property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder;
- (ii) (a) The Management has conducted physical verification of the inventories at reasonable intervals, and as per our opinion, the coverage and procedure of such verification by the management is appropriate; no discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification, all immaterial discrepancies have been properly dealt with books of accounts.
- (b) During the year, the company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets; the quarterly returns or statements filed by the company with such banks or financial institutions are in agreement with the books of account of the Company except minor discrepancies on account of fluctuation in foreign exchange, entries were passed in the books of accounts after Statements having submitted to the bank.
- (iii) According to the information and explanation given to us and on the basis of examination of books and record by us :
- (a) During the year, the Company has granted loan to its wholly owned subsidiary,
- (A) The aggregate amount during the year and balance outstanding at the Balance Sheet date with respect of such loans or advances in the nature of loans to its wholly owned subsidiary,
- | Loan to Wholly Owned Subsidiary                  | Amount (₹ in lakhs) |
|--|---------------------|
| Aggregate amount of loan granted during the year | 336.70              |
| Balance Outstanding as on March 31, 2023         | 568.10              |
- (B) The Company has not granted any loans or provided advances in the nature of loans or stood guarantee or provided security to parties other than its wholly owned subsidiary. Hence, reporting under clause 3(iii)(a)(B) of the order is not applicable.
- (b) The terms and conditions of the grant of loans, as referred in clause 3(iii)(A) above are not prima facie prejudicial to the interest of the company.
- (c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and interest has been stipulated, as per the schedule, principal and interest will be repayable after the period of 3 years from the commencement of commercial production.
- (d) There are no such amounts which are overdue for more than 90 days which includes principal and interest, as per the conditions of the agreement.
- (e) No loans or advances in the nature of loans granted by the Company that have fallen due during the year, have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.
- (f) The company has not granted any loan or advances in the nature of loans which are repayable on demand or without specifying any terms or period of repayment.
- (iv) In respect of loans, investments, guarantees, and security, provisions of Section 185 & Section 186 of the Act, have been complied with.
- (v) The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Act. Accordingly, reporting under clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanation given to us, the maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Act, for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (Cont'd...)**



- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including GST, PF, ESI, Income tax, custom duty, cess and any other statutory dues to the appropriate authorities and there are no arrears of outstanding statutory dues, except amount disclosed in Point (b), as on the last day of the FY concerned for a period of more than 6 months from the date they became payable.
- (b) According to the information and explanation given to us and based on the records of the Company examined by us, details of statutory dues referred to in sub-clause (a) above which have not been deposited on account of any dispute as on March 31, 2023 are as under :

Name of the Statute	Nature of the Dues	Forum where Dispute is pending	Period for which Amount relates	Amount (₹ in lakhs)
Income Tax Act, 1961	Income Tax	Appeal filed with ITAT	Assessment Year 2014-2015	5.99

- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income, during the year, in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) The company has not defaulted in repayment of loans or other borrowings or in the payments of interest thereon to any lender.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and on the basis of our audit procedures, the Company has not taken any Term Loans, Hence, reporting under clause (viii) (c) of the Order is not applicable to the Company;
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the company, we report that no funds raised on short term basis have been used for long term purposes by the company.
- (e) According to the information and explanations given to us, and the procedures performed by us, Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary.
- (f) The Company has not raised loans during the year on the pledge of securities held by its subsidiary.
- (x) (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the company or on the company has been noticed or reported during the year.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) According to the information and explanations given to us, and the procedures performed by us, there are no whistle-blower complaints received by the Company during the year (and upto the date of this Report)
- (xii) The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion, and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Act, with respect to applicable 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 accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion and according to the information and explanations given to us, the Company, during the year, has not entered into any non-cash transactions with its directors or persons connected with its directors. and hence, provisions of Section 192 of the Act, are not applicable to the Company.
- (xvi) (a) In our opinion and according to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (Cont'd...)**



- (b) In our opinion and according to the information and explanations given to us, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date;
- We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) Provisions of Section 135 of the Act, pertaining to Corporate Social Responsibility are not applicable to company. Hence, reporting under clause 3(xx)(a) & (b) of the Order is not applicable for the year.

**For Kirtane & Pandit LLP,**  
Chartered Accountants  
Firm's Registration No.105215W/W100057

**Aditya A. Kanetkar**  
Partner  
M. No. 149037  
UDIN: 23149037BGUGJL3448

Place: **Mumbai**  
Date : **26<sup>th</sup> May, 2023**



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2023**



	Note No.	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>I. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3	623.63	747.06
(b) Capital work - in - progress	3	4.46	0.10
(c) Right of Use Assets	4	22.12	29.50
(d) Financial Assets			
(i) Investments	5	210.38	210.38
(ii) Other Non-Current Financial Assets	6	29.18	40.35
		<u>889.78</u>	<u>1027.39</u>
<b>2. CURRENT ASSETS</b>			
(a) Inventories	7	1828.09	1627.59
(b) Financial Assets			
(i) Trade Receivables	8	1645.12	1043.84
(ii) Cash and Cash Equivalents	9	1.33	0.32
(iii) Bank balances other than above	10	98.39	76.39
(iv) Loans	11	568.10	167.85
(c) Current Tax Assets (Net)	12	-	10.65
(d) Other Current Assets	13	276.34	221.46
		<u>4417.37</u>	<u>3148.10</u>
<b>TOTAL ASSETS</b>		<u><u>5307.14</u></u>	<u><u>4175.49</u></u>
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
(a) Equity Share Capital	14	693.91	690.26
(b) Other Equity	15	2680.17	1923.30
		<u>3374.08</u>	<u>2613.56</u>
<b>2. NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Lease liabilities	16	20.89	22.59
(ii) Other Financial Liabilities	17	13.25	13.25
(b) Provisions	18	14.82	10.30
(c) Deferred Tax Liabilities (Net)	19	56.11	81.08
		<u>105.07</u>	<u>127.22</u>
<b>3. CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	20	965.38	657.32
(ii) Lease liabilities	16	1.70	6.50
(iii) Trade Payables	21	-	-
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		660.59	612.95
(b) Other Financial Liabilities	22	99.69	100.71
(c) Other Current Liabilities	23	55.10	38.93
(d) Provisions	24	20.20	18.30
(e) Current Tax Liabilities (Net)	25	25.34	-
		<u>1828.00</u>	<u>1434.71</u>
		<u>1933.07</u>	<u>1561.93</u>
<b>TOTAL EQUITY AND LIABILITIES</b>		<u><u>5307.14</u></u>	<u><u>4175.49</u></u>

Significant Accounting Policies

2

Accompanying Notes are an integral part of the Financial Statements

As per our attached report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**For KIRTANE & PANDIT LLP,  
CHARTERED ACCOUNTANTS**

Firm's Registration No: 105215W/W100057

**PIYUSH K SHAH**  
DIRECTOR  
(DIN: 09032257)

**PRAVIN G SHAH**  
DIRECTOR  
(DIN: 00179771)

**ADITYA A. KANETKAR**  
PARTNER  
M. No: 149037

**KISAN R CHOKSEY**  
DIRECTOR  
(DIN: 00190931)

**BHAVIN P RAMBHIA**  
COMPANY SECRETARY

Place : Mumbai

Date : 26<sup>th</sup> May, 2023





# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



STANDALONE STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

	Note No.	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
<b>I. REVENUE</b>			
(a) Revenue From Operations	26	5733.43	4232.88
(b) Other Income	27	268.31	163.02
<b>TOTAL INCOME</b>		<b>6001.74</b>	<b>4395.90</b>
<b>II. Expenses</b>			
(a) Cost of Materials Consumed	28	2807.16	2662.02
(b) Purchases of Stock -In-Trade	29	797.85	258.18
(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	30	50.75	(91.60)
(d) Employee Benefit Expenses	31	645.16	507.55
(e) Finance Costs	32	104.47	63.53
(f) Depreciation and Amortization Expenses	33	118.96	106.93
(g) Other Expenses	34	612.68	410.20
<b>TOTAL EXPENSES</b>		<b>5137.02</b>	<b>3916.81</b>
<b>III. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (I-II)</b>		<b>864.72</b>	<b>479.09</b>
<b>IV. EXTRAORDINARY ITEMS</b>	38		
Balance of Unwinding of Discount on redemption of Pref. Shares		-	109.37
<b>V. PROFIT BEFORE TAX (III-IV)</b>		<b>864.72</b>	<b>369.72</b>
<b>VI. TAX EXPENSE</b>			
(a) Current Tax		250.00	140.00
(b) Deferred Tax		(27.87)	(54.45)
(c) Prior Period Tax Expenses		(25.56)	2.66
<b>VII. PROFIT FOR THE PERIOD (V-VI)</b>		<b>668.15</b>	<b>281.51</b>
<b>VIII. OTHER COMPREHENSIVE INCOME (NET)</b>			
Items that will not be reclassified to profit or loss			
- Remeasurement of (net) Defined Benefit Liability obligations and Income Tax effect		(22.75)	(20.28)
<b>IX. TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (VII+VIII)</b>		<b>645.40</b>	<b>261.23</b>
<b>X. EARNINGS PER SHARE</b>	35		
(a) Basic		9.73	4.15
(b) Diluted		9.73	4.15

Significant Accounting Policies

2

Accompanying Notes are an integral part of the Financial Statements

As per our attached report of even date  
For KIRTANE & PANDIT LLP,  
CHARTERED ACCOUNTANTS  
Firm's Registration No: 105215W/W100057

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

ADITYA A. KANETKAR  
PARTNER  
M. No: 149037

PIYUSH K SHAH  
DIRECTOR  
(DIN: 09032257)

PRAVIN G SHAH  
DIRECTOR  
(DIN: 00179771)

Place: Mumbai  
Date : 26<sup>th</sup> May, 2023

KISAN R CHOKSEY  
DIRECTOR  
(DIN: 00190931)

BHAVIN P RAMBHIA  
COMPANY SECRETARY



# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



## STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	864.72	369.72
Adjustments for :		
Interest Expenses	104.47	63.53
Depreciation and Amortisation Expense	118.96	106.93
Interest Income	(3.61)	(3.53)
	<u>219.81</u>	<u>166.93</u>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>1084.54</b>	<b>536.65</b>
Adjustments for :		
(Increase)/Decrease in Inventories	(200.50)	(332.37)
(Increase)/Decrease in Trade Receivables	(601.28)	83.58
(Increase)/Decrease in Other Current Financial Assets	(22.00)	(12.83)
(Increase)/Decrease in Other Current Assets	(455.13)	(219.66)
(Increase)/Decrease in Other Non Current Financial Assets	11.17	19.73
Increase/(Decrease) in Trade Payables	47.64	77.31
Increase/(Decrease) in Other Current Financial Liabilities	(5.83)	31.06
Increase/(Decrease) in Other Non Current Financial Liabilities	(1.70)	22.59
Increase/(Decrease) in Other Current Liabilities	16.18	20.21
Increase/(Decrease) in Short Term Provisions	6.42	(31.06)
	<u>(1205.03)</u>	<u>(341.44)</u>
<b>CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>(120.49)</b>	<b>195.20</b>
Taxes Paid (Net)	(188.45)	(40.33)
<b>NET CASH GENERATED FROM OPERATING ACTIVITIES</b>	<b>(308.94)</b>	<b>154.87</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Expenditure on Property, Plant & Equipments (net)	7.48	(218.96)
Investment in Equity Shares	-	(210.38)
Gain on Fair Valuation of Deposits	0.32	0.35
Interest Income	3.29	3.18
Dividend Paid	(69.57)	-
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(58.48)</b>	<b>(425.81)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Sale of treasury shares	184.69	-
Increase in Long Term Borrowing	-	(283.73)
Disbursement/(Repayment) of Short Term Borrowings	308.06	612.38
Unwinding Discounts on 2% Redeemable Optionally Convertible Cumulative Preference Shares	-	(121.27)
Interest Expenses	(104.47)	63.53
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>388.29</b>	<b>270.91</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>20.86</b>	<b>(0.03)</b>
Cash and Cash Equivalents at the beginning of the year	0.32	0.35
<b>Cash and Cash Equivalents at the end of the year</b>	<b>1.33</b>	<b>0.32</b>

As per our attached report of even date

For KIRTANE & PANDIT LLP,  
CHARTERED ACCOUNTANTS

Firm's Registration No: 105215W/W100057

ADITYA A. KANETKAR  
PARTNER  
M. No: 149037

Place: Mumbai  
Date : 26<sup>th</sup> May, 2023

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PIYUSH K SHAH  
DIRECTOR  
(DIN: 09032257)

KISAN R CHOKSEY  
DIRECTOR  
(DIN: 00190931)

PRAVIN G SHAH  
DIRECTOR  
(DIN: 00179771)

BHAVIN P RAMBHIA  
COMPANY SECRETARY



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**STATEMENT OF THE CHANGES IN EQUITY**



(A) Equity Share Capital	(₹ in Lakhs)
Balance as at 1 <sup>st</sup> April, 2021	688.27
Changes in Equity Share Capital during the year	1.99
<b>Balance as at 31<sup>st</sup> March, 2022</b>	<b>690.26</b>
Changes in Equity Share Capital during the year	3.65
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>693.91</b>

(B) Other Equity	Reserves & Surplus						Retained Earnings	Total
	Particulars	Capital Reserve	Cash Subsidy Reserve	Amalgamation Reserve	Gain on sale of Treasury shares	Capital Redemption Reserve		
<b>Balance as at 1st April, 2021</b>	23.96	3.24	43.60	15.66	-	-	1431.12	1517.58
Other Comprehensive Income for the year	-	-	-	-	-	-	(20.27)	(20.27)
Transfer to retained earnings	-	-	-	-	-	-	281.51	281.51
Other Changes	-	(3.24)	-	144.49	-	405.00	(401.77)	144.49
<b>Balance as at 31st March, 2022</b>	<b>23.96</b>	<b>-</b>	<b>43.60</b>	<b>160.15</b>	<b>405.00</b>	<b>-</b>	<b>1290.59</b>	<b>1923.30</b>
Other Comprehensive Income for the year	-	-	-	-	-	-	(22.75)	(22.75)
Dividend Payment	-	-	-	-	-	-	(69.57)	(69.57)
Transfer to retained earnings	-	-	-	-	-	-	668.15	668.15
Other Changes	-	-	-	181.04	-	-	-	181.04
<b>Balance as at 31st March, 2023</b>	<b>23.96</b>	<b>-</b>	<b>43.60</b>	<b>341.19</b>	<b>405.00</b>	<b>-</b>	<b>1866.41</b>	<b>2680.17</b>

As per our attached report of even date

**For KIRTANE & PANDIT LLP**  
**CHARTERED ACCOUNTANTS**

Firm's Registration No: 105215W/W/100057

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**ADITYA A. KANETKAR**  
PARTNER  
M. No: 149037

**PIYUSH K SHAH**  
DIRECTOR  
(DIN: 09032257)

**PRAVIN G SHAH**  
DIRECTOR  
(DIN: 00179771)

**Place : Mumbai**  
**Date : 26<sup>th</sup> May, 2023**

**KISAN R CHOKSEY**  
DIRECTOR  
(DIN: 00190931)

**BHAVIN P RAMBHIA**  
COMPANY SECRETARY



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**



**NOTE 1 : GENERAL INFORMATION**

RIR POWER ELECTRONICS LTD. (Formerly known as Ruttonsha International Rectifier Limited) ("the Company") (CIN : L31109MH1969PLC014322) is a Public Limited Company incorporated and domiciled in India. The address of the registered office and principal office is at 139/141, Solaris-1, 'B' Wing, 1st Floor, Saki Vihar Road, Powai, Andheri-(East), Mumbai-400072. The Company is in the business of Manufacturing industry. The Company's manufacturing facilities are located in Baska, Halol, Gujarat and has its registered office in Mumbai. The equity shares of the Company are listed on the Bombay Stock Exchange (BSE).

Company engaged in the manufacturing of Semiconductor devices like Diodes, Thyristors, Power Modules, Bridge Rectifiers and High Power Equipments like High Current Rectifiers, Battery Chargers, Rectifier Panels, High Power Stacks and Assembly. The Company's products are used for Industrial applications in diverse sectors such as Railways, Induction Furnace, Electricity and Power Generation, Engineering, Water Treatment, Metals, Defence, Automobiles, Oil and Gas plants, Welding Equipments, Aviation etc.

The Registrar of Companies, Mumbai has approved the change of name of the Company from "RUTTONSHA INTERNATIONAL RECTIFIER LIMITED" to "RIR POWER ELECTRONICS LIMITED" with effect from 17th November, 2022. Accordingly the name of the Company has been changed to RIR POWER ELECTRONICS LIMITED.

**NOTE 2 : SIGNIFICANT ACCOUNTING POLICIES**

**A. Basis of presentation of Financial Statements**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended). These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (Act) (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements are presented in INR, the functional currency of the Company.

**B. Use of Estimates**

The preparation of financial statements requires the 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 judgement 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. 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. Critical accounting judgements and key source of estimation uncertainty**

The Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions
- (b) Estimation of current tax expenses and payable

**D. Property, plant and equipment**

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is de-recognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. Depreciation methods, estimated useful lives and residual value are as follows :

Asset Category	Factory Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment
No. of Years	30	15	10	8	5

Depreciation for the year ended March 31, 2023 has been provided on the basis of useful lives as prescribed in the Schedule II of the Companies Act, 2013. Depreciation on Property, Plant and Equipments purchased / sold during the year is provided for pro-rata basis, for period during which the assets are put to use. Where there is a revision of the estimated useful life of an asset, the unamortized depreciable amount is charged over the revised remaining useful life of the said asset. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included 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 working-progress".



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**E. Intangible assets**

Costs associated with maintaining software programs are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognised as intangible assets when the following criteria are met :

- (i) it is technically feasible to complete the software so that it will be available for use
- (ii) management intends to complete the software and use or sell it
- (iii) there is an ability to use or sell the software
- (iv) it can be demonstrated how the software will generate probable future economic benefits
- (v) adequate technical, financial and other resources to complete the development and to use or sell the software are available, and
- (vi) the expenditure attributable to the software during its development can be reliably measured. Directly attributable costs that are capitalised as part of the software cost includes employee costs and an appropriate portion of relevant overheads. Intangible Assets are stated at cost less accumulated amortisation and impairment loss, if any. Computer Software is amortised over a period of ten years, as per revised useful lives prescribed in the Schedule II.

**F. Impairment of Assets**

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

**G. Leases**

The company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, company's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following: –

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The company presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

Short-term leases and leases of low-value assets.

An underlying asset can be of low value only if

- The company can benefit from use of the underlying asset on its own or together with other resources that are readily available to the lessee; and
- the underlying asset is not highly dependent on, or highly interrelated with, other assets



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



The company has elected not to recognise right-of use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

**H. Inventory**

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a FIFO basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

**I. Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**J. Financial Instruments**

**(i) Classification of Financial Assets**

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), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the 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. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

**(ii) Measurement**

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**(iii) Debt Instruments**

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

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is de-recognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair Value through Other Comprehensive Income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is de-recognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair Value through Profit or Loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**(iv) Equity Instruments**

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) 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.

**(v) Impairment of Financial Assets**

The Company recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.

The Company's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Company does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Company uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Company recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Company reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

The Company assesses on a forward looking basis the expected credit losses associated with its 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 receivables only, the Company applies the simplified approach permitted by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**(vi) De-recognition of financial assets**

A financial asset is de-recognised only when:

- The Company has transferred the rights to receive cash flows from the financial asset 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 entity 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 de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised 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.

**(vii) Income recognition**

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 assets 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 but does not consider the expected credit losses.

**K. Financial Liabilities**

**(i) Initial recognition and measurement**

Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

**(ii) 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.

**(iii) De-recognition**

A financial liability is de-recognised when the obligation specified in the contract is discharged, cancelled or expires.

**(iv) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**L. Fair Value Measurement**

Fair Value Hierarchy - The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of following three levels:



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**Level 1:** Inputs are quoted prices in active markets for identical assets or liabilities.

**Level 2:** Inputs are other than quoted prices included within Level 1 that are observable asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** Inputs are unobservable inputs for the asset or liability.

**M. Borrowing Cost**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets 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. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**N. Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of allowances, incentives, service taxes and amounts collected on behalf of third parties. The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below. Revenue is recognised in the period when the service is provided as per arrangements/agreements with the customers.

**Sale of Goods**

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The performance obligation in case of sale of goods is satisfied at the point of time i.e. when the material is shift to the customer on delivery to the customer as may be specified in the contract.

**Rendering of Services**

Revenue from services rendered are generally recognized in proportion to the stage of completion of the transaction at reporting date. The stage of the completion of the contract is determined based on the actual service provided as a proportion to the total service provided. Revenue from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

**Export Incentives**

Duty Drawback, MEIS benefits are recognized at the time and exports and benefits in respect of licenses received by the company against exports made by it are recognized as and when goods are imported against them.

**Dividend and Interest**

Dividend are recognized as Income when shareholder's right to receive payment has been established

Interest Income is recognised on accrued basis on proportion basis taking into account the amount outstanding and the interest rate applicable and based on effective interest rate method.

**O. Employee Benefits**

**(i) Gratuity Obligations**

The Company has maintained a Group Gratuity Cum Life Assurance Scheme with the Life Insurance Corporation of India (LIC) towards which it annually contributes a sum determined by LIC. 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 defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income; and
- Re-measurement - The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Re-measurement 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.

**(ii) Defined Contribution Plans**

**Provident fund and Family Pension Fund**

The Company contributes towards Provident Fund and Family Pension Fund. Liability in respect thereof is determined on the basis of contribution as required under the Statute/ Rules.





**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**Compensated Absences**

The Company does not have a policy of encashing unavailed leave for its employees. The provision is based on an independent external actuarial valuation at the balance sheet date, which includes assumptions about demographics, early retirement, salary increases and interest rates.

**P. Foreign Currency Transactions:**

**Initial Recognition**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

**Measurement of Foreign Currency Items at the Balance Sheet Date**

Foreign currency monetary items of the Company are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

**Q. Income Taxes**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Income tax provision is made based on the estimated tax liability as computed after taking credit for allowances and exemptions in accordance with the Income Tax Laws prevalent at the time of the relevant assessment year. Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

**R. Provisions**

Provisions for legal claims and discounts / incentives 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. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

**S. Contingent Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which 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 or a present obligation that arises 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 cannot be made.

**T. Treasury Shares**

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit & loss on purchase, sale, issue or cancellation of the Company's own shares. Any difference in between the carrying amount and the consideration is shown separately as part of Other equity.

**U. Segmental Information**

The Company is engaged in the business of Power Electronics which is considered as the primary reportable business segment as per IndAS 108 "Segment Reporting" issued by the Institute of Chartered Accountants of India.

**V. Earnings per share**

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. There is no dilution to basic EPS as there are no outstanding dilutive potential equity shares.



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**NOTE 3 : PROPERTY, PLANT & EQUIPMENTS**  
(₹ in Lakhs)

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 1st April 22	Additions/ (Disposals)	Adjustments	As at 31st March 23	As at 1st April 22	Charge for the year	Adjustments	As at 31st March 23	As at 31st March 23	As at 31st March 22
<b>PROPERTY, PLANT &amp; EQUIPMENTS</b>										
<b>FREEHOLD LAND</b>	35.90	-	-	35.90	-	-	-	-	35.90	35.90
<b>BUILDINGS</b>	160.19	-	-	160.19	30.74	5.21	-	35.95	124.24	129.45
<b>PLANT AND EQUIPMENT</b>	1069.02	30.51	217.55	881.97	549.08	94.61	172.44	471.24	410.73	519.94
<b>VEHICLES</b>	45.71	-	9.79	35.92	18.40	3.55	9.57	12.38	23.55	27.31
<b>OFFICE EQUIPMENT</b>	53.36	2.28	-	55.63	33.06	5.99	-	39.05	16.58	20.30
<b>FURNITURE AND FIXTURES</b>	31.15	0.70	-	31.84	16.99	2.22	-	19.21	12.63	14.16
<b>TOTAL</b>	<b>1395.33</b>	<b>33.48</b>	<b>227.34</b>	<b>1201.46</b>	<b>648.27</b>	<b>111.58</b>	<b>182.02</b>	<b>577.83</b>	<b>623.63</b>	<b>747.06</b>
<b>PREVIOUS YEAR</b>	1176.36	218.96	-	1395.32	548.71	99.55	-	648.27	747.06	627.65
<b>CAPITAL WORK-IN-PROGRESS</b>	0.10	4.37	-	4.46	-	-	-	-	4.46	0.10

Refer Note No. 39 for the Capital Work in Progress ageing schedule.



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 4 : LEASE</b>		
Following are the changes in the carrying value of right of use assets for the Twelve Months Ended March 31, 2023 :		
Classified on account of adoption of IND AS 116 as on April 1, 2022	29.50	36.87
Less: Depreciation for the year	7.37	7.37
<b>Balance as on March 31, 2023</b>	<b>22.12</b>	<b>29.50</b>
<b>The following is the movement in lease liabilities during the Twelve Months Ended March 31, 2023 :</b>		
<b>Balance as on April 1, 2022</b>	29.50	36.87
Add: Finance cost accrued during the year	1.90	2.14
Less: Payment of lease liabilities	8.40	8.40
<b>Balance as on March 31, 2023</b>	<b>22.99</b>	<b>30.61</b>
The Company has entered into new rent agreement from April 01, 2021.		
<b>NOTE 5 : INVESTMENTS</b>		
Investments in Equity Instruments of Subsidiary Company 21,03,834 (PY : 21,03,834) Equity shares of Visicon Power Electronics Pvt. Ltd. of the face value of ₹ 10/- each, fully subscribed and paid up		
<b>TOTAL</b>	<b>210.38</b>	<b>210.38</b>
Aggregate amount of unquoted investments	210.38	210.38
<b>NOTE 6 : OTHER NON-CURRENT FINANCIAL ASSETS</b>		
(a) Security Deposits	27.78	31.29
Less : Provision for Doubtful Debts	-	(2.00)
	27.78	29.29
(b) Accrued Interest on Deposit	1.40	1.82
(c) Gratuity Fund	-	9.25
<b>TOTAL</b>	<b>29.18</b>	<b>40.35</b>
<b>NOTE 7 : INVENTORIES</b>		
(a) Raw Materials	1497.39	1246.14
(b) Work-in-Progress	78.11	86.49
(c) Finished Goods	199.04	248.27
(d) Stock-in-Trade	53.56	46.69
<b>TOTAL</b>	<b>1828.09</b>	<b>1627.59</b>
<b>NOTE 8 : TRADE RECEIVABLES</b>		
(a) Trade Receivables considered good - Unsecured	1645.12	1043.84
(b) Trade Receivables considered good - Unsecured, Doubtful	79.99	119.71
Less: Provision for doubtful debts	(79.99)	(119.71)
<b>TOTAL</b>	<b>1645.12</b>	<b>1043.84</b>

**TRADE RECEIVABLES AGEING SCHEDULE**

(₹ in Lakhs)

Particulars	Outstanding for following periods					As at 31st March, 2023
	Less than 6 months	6 months - 1 year	1-2 years	2 -3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1637.28	1.01	6.10	0.73	-	1645.12
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**TRADE RECEIVABLES AGEING SCHEDULE**

(₹ in Lakhs)

Particulars	Outstanding for following periods					As at 31st March, 2022
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1032.82	4.19	0.18	2.97	3.67	1043.84
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-

**As at 31st  
March, 2023  
(₹ in Lakhs)**

**As at 31st  
March, 2022  
(₹ in Lakhs)**

**NOTE 9 : CASH AND CASH EQUIVALENTS**

(a) Balances with Banks	1.15	0.07
(b) Cash on hand	0.18	0.25
<b>TOTAL</b>	<b>1.33</b>	<b>0.32</b>

**NOTE 10 : BANK BALANCES OTHER THAN ABOVE**

(a) Fixed Deposit	90.71	72.22
(b) Margin Money	0.07	0.47
(c) Unclaimed Dividend Account	7.62	3.70
<b>TOTAL</b>	<b>98.39</b>	<b>76.39</b>

**NOTE 11 : LOANS**

**Loans to related parties**

(a) Loans Receivables considered good - Unsecured	568.10	167.85
(b) Provision for doubtful debts	-	-
<b>TOTAL</b>	<b>568.10</b>	<b>167.85</b>

**NOTE 12 : CURRENT TAX ASSETS (NET)**

Advance Payment of Income Tax (Including TDS Receivable)	-	150.65
Less : Provision for Tax	-	(140.00)
<b>TOTAL</b>	<b>-</b>	<b>10.65</b>

**NOTE 13 : OTHER CURRENT ASSETS**

(a) Advance to Suppliers	238.45	113.28
(b) Advance to Employees	3.45	2.01
(c) Prepaid Expenses	17.15	22.08
(d) Balance with Government Authorities	8.47	13.98
(e) Prior Period Taxes	6.35	11.77
(f) Other receivables	2.47	58.34
<b>TOTAL</b>	<b>276.34</b>	<b>221.46</b>



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 14 : EQUITY SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
10,000,000 Equity shares of ₹ 10/- each	1,000.00	1,000.00
4,050,000 Redeemable Optionally Convertible Cumulative Preference shares of ₹ 10/- each	405.00	405.00
<b>TOTAL</b>	<b>1,405.00</b>	<b>1,405.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
6,957,240 Equity Shares of ₹ 10/- each fully paid-up	695.72	695.72
Less: Shares held under Trust - 45,048 (Previous Yr. 135,782) Treasury Shares	(1.81)	(5.46)
<b>TOTAL</b>	<b>693.91</b>	<b>690.26</b>

**14.1 Reconciliation of number of shares outstanding at the beginning and at the end of the year :**

	As at 31st March, 2023	As at 31st March, 2022
Number of shares at the beginning of the year	6,957,240	6,957,240
Add: Issued during the year	-	-
Number of shares at the closing of the year	<u>6,957,240</u>	<u>6,957,240</u>

**14.2 Details of equity shareholders holding more than 5% shares in the company :**

Name of the Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares	%	No. of shares	%
Bhavna H. Mehta	4,724,583	67.91	4,724,583	67.91

14.3 The company has only one class of shares referred to as equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share.

14.4 The company declares and pays dividend in Indian Rupees. The Company has declared dividend of ₹ 1.50/- per share during the year ended March 31, 2023.

**14.5 Details of shareholding of Promoters and Promoter Group**

Shares held by Promoters and Promoter Group at the end of the year			% Change during the year
Name	No. of shares	% of total shares	
Bhavna H. Mehta	4724583	67.91	NIL
Bakulesh J. Shah	6250	0.09	NIL
Saryu H. Shah	5050	0.07	(6.03)
Jitendra U. Mehta	127875	1.84	NIL
Ila J. Mehta	127538	1.83	(0.26)
<b>TOTAL</b>	<b>4991296</b>	<b>71.74</b>	



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 15 : OTHER EQUITY</b>		
<b>(a) CAPITAL RESERVE</b>		
Balance at the beginning of the year	23.96	23.96
Additions/(Deletions) during the year	-	-
Balance at the end of the year	<u>23.96</u>	<u>23.96</u>
<b>(b) AMALGAMATION RESERVE</b>		
Balance at the beginning of the year	43.60	43.60
Additions/(Deletions) during the year	-	-
Balance at the end of the year	<u>43.60</u>	<u>43.60</u>
<b>(c) GAIN ON SALE OF TREASURY SHARES</b>		
Balance at the beginning of the year	160.15	15.66
Additions/(Deletions) during the year	181.04	144.49
Balance at the end of the year	<u>341.19</u>	<u>160.15</u>
<b>(d) CASH SUBSIDY RESERVE</b>		
Balance at the beginning of the year	-	3.24
Additions/(Deletions) during the year	-	(3.24)
Balance at the end of the year	<u>-</u>	<u>-</u>
<b>(e) CAPITAL REDEMPTION RESERVE</b>		
Balance at the beginning of the year	405.00	-
Additions/(Deletions) during the year	-	405.00
Balance at the end of the year	<u>405.00</u>	<u>405.00</u>
<b>(f) RETAINED EARNINGS</b>		
Balance at the beginning of the year	1290.59	1431.12
Profit/ (Loss) during the year	668.15	281.51
Transferred to Capital Redemption Reserve	-	(401.77)
Dividend paid	(69.57)	-
Tax paid on Dividend	-	-
Other Comprehensive Income	(22.75)	(20.27)
Transferred during the period	-	-
Balance at the end of the year	<u>1866.41</u>	<u>1290.59</u>
<b>TOTAL</b>	<u>2680.17</u>	<u>1923.30</u>
<b>NOTE 16 : LEASE OBLIGATIONS</b>		
(a) Non current lease liabilities	20.89	22.59
(b) Current lease liabilities	1.70	6.50
<b>TOTAL</b>	<u>22.59</u>	<u>29.09</u>
<b>NOTE 17 : OTHER FINANCIAL LIABILITIES</b>		
(a) Deposits From Customers	1.25	1.25
(b) Deposit From Rental Premises	12.00	12.00
<b>TOTAL</b>	<u>13.25</u>	<u>13.25</u>
<b>NOTE 18 : PROVISIONS</b>		
(a) Provision for Employee Benefits Gratuity	3.44	-
(b) Provision for Leave Encashment	11.38	10.30
<b>TOTAL</b>	<u>14.82</u>	<u>10.30</u>
<b>NOTE 19 : DEFERRED TAX LIABILITIES (NET)</b>		
Opening Balance	81.08	146.63
Deferred Tax Charge/(Credit) to Profit & Loss Account	(27.87)	(54.45)
Deferred Tax Charge/ (Credit) to OCI	2.90	(11.10)
Closing Balance	<u>56.11</u>	<u>81.08</u>



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 20 : BORROWINGS</b>		
Loans payable on demand - From Banks	965.38	657.32
<b>TOTAL</b>	<b>965.38</b>	<b>657.32</b>

<b>NOTE 21 : TRADE PAYABLES</b>		
(a) Due to Micro and Small Enterprises		-
(b) Other than Micro and Small Enterprises	660.59	612.95
<b>TOTAL</b>	<b>660.59</b>	<b>612.95</b>

**TRADE PAYABLES AGEING SCHEDULE**

(₹ in Lakhs)

Particulars	Outstanding for following periods				As at 31st March, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	660.59	-	-	-	660.59
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

(₹ in Lakhs)

Particulars	Outstanding for following periods				As at 31st March, 2022
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	612.95	-	-	-	612.95
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

**NOTE 22 : OTHER FINANCIAL LIABILITIES**

(a) Unpaid dividends	7.62	3.70
(b) Others	92.07	97.01
<b>TOTAL</b>	<b>99.69</b>	<b>100.71</b>

**NOTE 23 : OTHER CURRENT LIABILITIES**

(a) Revenue received in advance	36.87	36.25
(b) Statutory Payables	18.24	2.68
<b>TOTAL</b>	<b>55.10</b>	<b>38.93</b>

**NOTE 24 : PROVISION**

**Provision for Employee Benefits**

(a) Provision for Leave Encashment	1.00	-
(b) Provision for Bonus	19.21	18.30
<b>TOTAL</b>	<b>20.20</b>	<b>18.30</b>

**NOTE 25 : CURRENT TAX LIABILITIES (NET)**

Provision for Tax	250.00	-
Less : Advance Payment of Income Tax (Including TDS Receivable)	(224.66)	-
<b>TOTAL</b>	<b>25.34</b>	<b>-</b>



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
<b>NOTE 26 : REVENUE FROM OPERATIONS</b>		
Sale of Products	5733.43	4232.88
<b>TOTAL</b>	<b>5733.43</b>	<b>4232.88</b>
<b>SALE OF PRODUCTS</b>		
<b>Sale of Manufactured Goods</b>		
(a) Semiconductor Devices	2538.17	2009.61
(b) Power Rectifier Assemblies	1167.36	1291.55
(c) Others	1069.36	598.29
	4774.88	3899.45
<b>Sale of Traded Goods</b>	958.55	333.43
<b>TOTAL</b>	<b>5733.43</b>	<b>4232.88</b>
<b>NOTE 27 : OTHER INCOME</b>		
(a) Interest Income	43.73	14.46
(b) Other Non-Operating Income	224.58	148.56
<b>TOTAL</b>	<b>268.31</b>	<b>163.02</b>
<b>NOTE 28 : COST OF MATERIALS CONSUMED</b>		
(a) Opening Stock	1246.14	1005.37
(b) Add : Purchases/Freight Cost	3058.41	2902.79
Total Stock	4304.55	3908.16
Less : Closing Stock	1497.39	1246.14
<b>TOTAL</b>	<b>2807.16</b>	<b>2662.02</b>
<b>DETAILS OF CLOSING INVENTORY - RAW MATERIALS</b>		
(a) Low Power Division	768.98	594.30
(b) Equipment Division	193.63	179.06
(c) High Power Division	515.31	458.75
(d) Others	19.47	14.03
<b>TOTAL</b>	<b>1497.39</b>	<b>1246.14</b>
<b>NOTE 29 : PURCHASES OF STOCK -IN-TRADE</b>		
Purchases	797.85	258.18
<b>TOTAL</b>	<b>797.85</b>	<b>258.18</b>
<b>NOTE 30 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
<b>Inventories at the end of the year</b>		
- Finished Goods	199.04	248.27
- Work In Progress	78.11	86.49
- Stock-in-Trade	53.56	46.69
<b>TOTAL (A)</b>	<b>330.70</b>	<b>381.45</b>
<b>Inventories at the beginning of the year</b>		
- Finished Goods	248.27	203.60
- Work In Progress	86.49	34.50
- Stock-in-Trade	46.69	51.75
<b>TOTAL (B)</b>	<b>381.45</b>	<b>289.85</b>
<b>Net Increase/(Decrease) [B-A]</b>	<b>50.75</b>	<b>(91.60)</b>
<b>DETAILS OF CLOSING INVENTORY</b>		
<b>Work In Progress</b>		
- Low Power Division	5.09	6.94
- Equipment Division	36.61	50.19
- High Power Division	36.41	29.36
<b>TOTAL</b>	<b>78.11</b>	<b>86.49</b>
<b>Finished Goods</b>		
- Low Power Division	106.66	101.80
- Equipment Division	41.95	116.91
- High Power Division	50.42	29.56
- Stock-in-Trade	53.56	46.69
<b>TOTAL</b>	<b>252.60</b>	<b>294.96</b>





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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
<b>NOTE 31 : EMPLOYEE BENEFIT EXPENSES</b>		
(a) Salaries, wages and bonus	601.25	466.48
(b) Contributions to Provident Fund & other funds	32.84	30.66
(c) Staff welfare expenses	11.07	10.41
<b>TOTAL</b>	<b>645.16</b>	<b>507.55</b>
<b>NOTE 32 : FINANCE COSTS</b>		
(a) Interest Expenses	81.19	36.55
(b) Other Borrowing Costs	23.27	15.09
(c) Unwinding of Discounts on Financial Liabilities	-	11.89
<b>TOTAL</b>	<b>104.47</b>	<b>63.53</b>
<b>NOTE 33 : DEPRECIATION AND AMORTIZATION EXPENSES</b>		
(a) Depreciation on property, plant and equipment	111.58	99.55
(b) Amortisation of intangible assets	7.37	7.37
<b>TOTAL</b>	<b>118.96</b>	<b>106.93</b>
<b>NOTE 34 : OTHER EXPENSES</b>		
(a) Packing Material	40.58	41.18
(b) Freight & Forwarding Charges	92.37	67.56
(c) Power & Fuel	65.21	53.35
(d) Audit Fees (exclusive of taxes)	5.00	5.00
(e) Rent*	5.98	5.92
(f) Insurance	10.81	9.60
(g) Repairs & Maintenance		
- Building	10.96	9.83
- Machinery	7.30	2.75
- Others	3.33	3.62
(h) Legal and Professional Charges	174.77	99.47
(i) Director Sitting Fees	1.60	1.60
(j) Office Expenses	90.32	57.14
(k) ROC Fees Expenses	0.40	0.08
(l) Miscellaneous Expenses	104.04	53.10
<b>TOTAL</b>	<b>612.68</b>	<b>410.20</b>
* Represents Lease Expenses for Short Term Lease for the Current Financial Year.		
<b>AUDITORS' REMUNERATION</b>		
(a) Audit Fees	1.70	1.70
(b) Fees for Limited Review	3.30	3.30
<b>TOTAL</b>	<b>5.00</b>	<b>5.00</b>
<b>NOTE 35 : EARNINGS PER SHARE</b>		
Profit for the year attributable to Equity Shareholders	668.15	281.51
Weighted Average Number of Equity Shares Outstanding During The Year (Nos.)	68.70	67.74
<b>Basic / Diluted Earnings Per Share (₹)</b>	<b>9.73</b>	<b>4.15</b>
Nominal Value of Equity Share (₹)	10	10

Note : There is no dilution to basic EPS as there are no outstanding dilutive potential equity shares.



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**NOTE 36 : RELATED PARTY DISCLOSURES**

**36.1 DETAILS OF RELATED PARTIES**

Sr. No.	Names of related parties where control exists and description of relationships	Country of Incorporation / Designation	Proportion of ownership interest for the year ended	
			31st March, 2023	31st March, 2022
<b>A. Subsidiaries</b> Visicon Power Electronics Pvt. Ltd. (w.e.f. January 01, 2022)		India	100.00%	100.00%
<b>B. Key Managerial Personnel</b> Bhavna H. Mehta Kisan R. Choksey Pravin G. Shah Piyush K Shah Kaushal M Mehta Ramesh G. Trasi Bhavin P Rambhia		Director and Promoter Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Director Chief Executive Officer & CFO Company Secretary		

(Note: Related parties have been identified by the management)

**36.2 DETAILS OF TRANSACTIONS WITH RELATED PARTIES**

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Subsidiaries	Key Managerial Person / Relative of KMP	Total
<b>1</b>	<b>Payment of Rent</b> Bhavna H. Mehta		8.40 <i>8.40</i>	8.40 <i>8.40</i>
<b>2</b>	<b>Director Sitting Fees</b> Kisan R Choksey		0.40 <i>0.50</i>	0.40 <i>0.50</i>
<b>3</b>	Piyush K Shah		0.40 <i>0.50</i>	0.40 <i>0.50</i>
<b>4</b>	Pravin G Shah		0.40 <i>0.50</i>	0.40 <i>0.50</i>
<b>5</b>	Kaushal M Mehta		0.40	0.40
<b>6</b>	<b>Consultancy Charges</b> Ramesh G. Trasi		36.00 <i>22.70</i>	36.00 <i>22.70</i>
<b>7</b>	<b>Salary</b> Bhavin Rambhia		18.30 <i>16.30</i>	18.30 <i>16.30</i>
<b>8</b>	<b>Visicon Power Electronics Private Limited</b> Investment in Equity Shares	-		-
		<i>210.38</i>		<i>210.38</i>
<b>9</b>	<b>Loan given</b> Visicon Power Electronics Pvt Ltd	336.70 <i>947.50</i>		336.70 <i>947.50</i>
<b>10</b>	<b>Loan repaid</b> Visicon Power Electronics Pvt Ltd	-		-
		<i>780.00</i>		<i>780.00</i>
<b>11</b>	<b>Interest Income</b> Visicon Power Electronics Pvt Ltd	37.75 <i>10.31</i>		37.75 <i>10.31</i>
<b>12</b>	<b>Rent Income</b> Visicon Power Electronics Pvt Ltd	24.00 <i>24.00</i>		24.00 <i>24.00</i>
<b>13</b>	<b>Reimbursement of Expenses</b> Visicon Power Electronics Pvt Ltd	-		-
		<i>9.40</i>		<i>9.40</i>

(Figures in *Italics* represents Previous Year's amounts.)



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**36.3 DETAILS OF BALANCES WITH RELATED PARTIES AT THE YEAR END**

(₹ in Lakhs)

Sr. No.	Related Party Transaction Summary	Subsidiaries	Key Managerial Person / Relative of KMP	Total
1	<b>Bhavna H Mehta</b> Security Deposit (Receivable)	-	5.00	5.00
		-	5.00	5.00
2	<b>Visicon Power Electronics Private Limited</b> Security Deposit (Payable)	12.00	-	12.00
		12.00	-	12.00
3	<b>Visicon Power Electronics Private Limited</b> Loan Receivable	568.10	-	568.10
		167.85	-	167.85
4	<b>Visicon Power Electronics Private Limited</b> Investment in Equity Shares	210.38		210.38
		210.38		210.38

(Figures in *Italics* represents Previous Year's amounts.)

**NOTE 37 : CONTINGENT LIABILITIES**

Claims against the company not acknowledged as debt

	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
(a) Bank Guarantees (Performance Guarantees issued Banks)	85.06	96.97
(b) Disputed Income Tax Liability	5.99	5.94
<b>TOTAL</b>	<b>91.05</b>	<b>102.91</b>

The company's pending litigations comprise of claims against the Company and proceedings pending with tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.

**NOTE 38 : EXTRAORDINARY ITEMS**

Unwinding of Discounts on Financial Liabilities	-	109.37
<b>TOTAL</b>	-	<b>109.37</b>

Note: In 2021-22, the Board of Directors approved redemption of 2% Redeemable Optionally Convertible Cumulative Preference Shares in the meeting held August 13, 2021. The remaining balance of unwinding of discount of Interest is treated as Extraordinary item and disclosed separately in the Profit & Loss Account.

**NOTE 39 : CAPITAL WORK-IN-PROGRESS**

**(A) CWIP AGEING SCHEDULE**

(₹ in Lakhs)

CWIP	Amount in CWIP for a period of				As at 31st March, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4.37	0.10	-	-	4.46
Projects temporarily suspended	-	-	-	-	-

**(B) CWIP COMPLETION SCHEDULE**

CWIP	To be Completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project1	June, 2023	-	-	-



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 40 : DISCLOSURE AS PER INDAS 19 'EMPLOYEE BENEFITS'</b>		
<b>A. GRATUITY</b>		
<b>Changes in present value of obligations</b>		
Present Value of Obligations at beginning of the year	105.34	93.78
Service Cost	4.91	4.62
Interest Cost	7.16	6.33
Actuarial Loss / (Gain)	19.31	31.79
Benefits Paid	<u>(4.33)</u>	<u>(31.18)</u>
<b>Defined benefit obligations at end of the year (a)</b>	<b>132.39</b>	<b>105.34</b>
<b>Changes in fair value of plan assets</b>		
Fair Value of Plan Assets as at beginning of the year	114.59	101.94
Interest Income	7.79	6.88
Expected Return on Plan Assets	(0.54)	0.42
Contributions by Employer	11.45	36.53
Actuarial Gain / (Loss)	-	-
Benefits Paid	<u>(4.33)</u>	<u>(31.18)</u>
<b>Fair value of Plan Assets at end of the year (b)</b>	<b>128.96</b>	<b>114.59</b>
<b>Present Value of Funded Obligations (a-b)</b>	<b>3.44</b>	<b>(9.25)</b>
The net amount recognized in the statement of Profit and Loss for the year ended 31st March, 2023 is as follows:		
Current Service Cost	4.91	4.62
Interest Cost	7.16	6.33
Expected Return on Plan Assets	0.54	(0.42)
Net Actuarial Loss / (Gain) Recognized	<u>19.31</u>	<u>31.79</u>
<b>Net Amount Recognized</b>	<b>19.85</b>	<b>31.38</b>
Actual Return on Plan Assets		
The principal actuarial assumptions used as at 31st March, 2023 are as follows:		
Discount Rate	7.38%	6.80%
<b>Expected Rate of Return on Plan Assets</b>		
Withdrawal Rate	1.00%	1.00%
<b>B. LEAVE ENCASHMENT</b>		
<b>Changes in present value of obligations</b>		
Present Value of Obligations at beginning of the year	10.30	10.07
Service Cost	1.85	1.89
Interest Cost	0.70	0.68
Actuarial Loss / (Gain)	(0.18)	(0.97)
Benefits Paid	<u>(0.29)</u>	<u>(1.36)</u>
<b>Defined benefit obligations at end of the year (a)</b>	<b>12.38</b>	<b>10.30</b>
<b>Changes in fair value of plan assets</b>		
Fair Value of Plan Assets as at beginning of the year	-	-
Expected Return on Plan Assets	-	-
Contributions by Employer	-	-
Actuarial Gain / (Loss)	-	-
Benefits Paid	-	-
<b>Fair value of Plan Assets at end of the year (b)</b>	<b>-</b>	<b>-</b>
<b>Present Value of Funded Obligations (a-b)</b>	<b>12.38</b>	<b>10.30</b>
The net amount recognized in the statement of Profit and Loss for the year ended 31st March, 2023 is as follows:		
Current Service Cost	1.85	1.89
Interest Cost	0.70	0.68
Expected Return on Plan Assets	-	-
Net Actuarial Loss / (Gain) Recognized	<u>(0.18)</u>	<u>(0.97)</u>
<b>Net Amount Recognized</b>	<b>0.52</b>	<b>(0.29)</b>



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
Actual Return on Plan Assets		
The principal actuarial assumptions used as at 31st March, 2023 are as follows:		
Discount Rate	7.38%	6.80%
<b>Expected Rate of Return on Plan Assets</b>		
Withdrawal Rate	1.00%	1.00%

**NOTE 41 : SEGMENT REPORTING**

The Company's Board of Directors together with the Chief Executive Officer has been identified as the Chief Operating Decision Maker (CODM) as defined under IND AS 108 : 'Operating Segments'. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance parameters. The Company is primarily engaged in only one business segment i.e business of manufacturing components for 'Power Electronics'. The Company has accordingly identified this as Operating Segments in accordance with requirements of IND AS 108 : Operating Segments.

**NOTE 42 : CORPORATE SOCIAL RESPONSIBILITY**

The company is not required to spend any amount during the year on CSR expenditure as per Section 135 of the Companies Act, 2013 read with schedule III.

**NOTE 43 : FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT :**

The fair values of the financial assets and liabilities are included 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 :

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from bank and financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly fair value of such instruments is not materially different from their carrying amounts.

**ACCOUNTING CLASSIFICATION AND FAIR VALUES:**

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

31st March, 2023	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Other Financial Assets	-	-	29.18	29.18	-	-	29.18	29.18
Trade receivables	-	-	1645.12	1645.12	-	-	1645.12	1645.12
Cash and cash equivalents	-	-	1.33	1.33	-	-	1.33	1.33
Bank Balances other than Cash and cash equivalents	-	-	98.39	98.39	-	-	98.39	98.39
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>1774.01</b>	<b>1774.01</b>	<b>-</b>	<b>-</b>	<b>1774.01</b>	<b>1774.01</b>
<b>Financial Liabilities</b>								
Long Term Borrowings	-	-	-	-	-	-	-	-
Long Term Lease liabilities	-	-	20.89	20.89	-	-	20.89	20.89
Other Financial Liabilities	-	-	13.25	13.25	-	-	13.25	13.25
Short Term Borrowings	-	-	965.38	965.38	-	-	965.38	965.38
Short Tem Lease liabilities	-	-	1.70	1.70	-	-	1.70	1.70
Trade Payables	-	-	660.59	660.59	-	-	660.59	660.59
Other Financial Liabilities	-	-	99.69	99.69	-	-	99.69	99.69
<b>TOTAL</b>	<b>-</b>	<b>-</b>	<b>1761.49</b>	<b>1761.49</b>	<b>-</b>	<b>-</b>	<b>1761.49</b>	<b>1761.49</b>



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



(₹ in Lakhs)

31st March, 2022	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Other Financial Assets	-	-	40.35	40.35	-	-	40.35	40.35
Trade receivables	-	-	1043.84	1043.84	-	-	1043.84	1043.84
Cash and cash equivalents	-	-	0.32	0.32	-	-	0.32	0.32
Bank Balances other than Cash and cash equivalents	-	-	76.39	76.39	-	-	76.39	76.39
<b>TOTAL</b>	-	-	<b>1160.90</b>	<b>1160.90</b>	-	-	<b>1160.90</b>	<b>1160.90</b>

(₹ in Lakhs)

31st March, 2022	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Liabilities</b>								
Long Term Borrowings	-	-	-	-	-	-	-	-
Long Term Lease liabilities	-	-	22.59	22.59	-	-	22.59	22.59
Other Financial Liabilities	-	-	13.25	13.25	-	-	13.25	13.25
Short Term Borrowings	-	-	657.32	657.32	-	-	657.32	657.32
Short Term Lease liabilities	-	-	6.50	6.50	-	-	6.50	6.50
Trade Payables	-	-	612.95	612.95	-	-	612.95	612.95
Other Financial Liabilities	-	-	100.71	100.71	-	-	100.71	100.71
<b>TOTAL</b>	-	-	<b>1413.32</b>	<b>1413.32</b>	-	-	<b>1413.32</b>	<b>1413.32</b>

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as under:

**Level 1**

This Level hierarchy includes financial instruments measured using quoted prices. This includes quoted equity instruments. The fair value of all the equity instruments which are treated in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2**

The fair value of derivatives and investment in unquoted equity and unquoted mutual funds instruments is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. The mutual funds are valued using the closing NAV.

**Level 3**

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**NOTE 44 : FINANCIAL RISK MANAGEMENT:**

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit Risk. The Board of Directors reviews and agrees policies for managing each of these risks which are summarised as below :

The Company's activity exposes it to Market Risk, Liquidity Risk, Interest Risk and Credit Risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

**(A) LIQUIDITY RISK:**

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity Risk Management implies maintaining sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



Liquidity Risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity Risk may result from an inability to sell a financial asset quickly at close to its fair value.

Prudent Liquidity Risk Management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying business, the Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

**(i) FINANCING ARRANGEMENTS**

The company has access to the following undrawn borrowing facilities as at the end of the reporting period :

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured Working Capital Credit Facility from Bank	300.11	143.55

**(ii) The following is the contractual maturities of the financial liabilities :**

(₹ in Lakhs)

Particulars	Carrying Amount	1-12 months	More than 12 months
<b>As at 31st March, 2023</b>			
<b>Non Derivative Liabilities</b>			
Long Term Borrowings	-		-
Long Term Lease Liabilities	20.89	-	20.89
Other Financial Liabilities	13.25	-	13.25
Short Term Borrowings	965.38	965.38	-
Short Term Lease Liabilities	1.70	1.70	-
Trade Payables	660.59	660.59	-
Other Financial Liabilities	99.69	99.69	-
<b>TOTAL</b>	<b>1761.49</b>	<b>1727.36</b>	<b>34.14</b>

Particulars	Carrying Amount	1-12 months	More than 12 months
<b>As at 31st March, 2022</b>			
<b>Non Derivative Liabilities</b>			
Long Term Borrowings	-	-	-
Long Term Lease Liabilities	22.59	-	22.59
Other Financial Liabilities	13.25	-	13.25
Short Term Borrowings	657.32	657.32	-
Short Term Lease Liabilities	6.50	6.50	-
Trade Payables	612.95	612.95	-
Other Financial Liabilities	100.71	100.71	-
<b>TOTAL</b>	<b>1413.32</b>	<b>1377.48</b>	<b>35.84</b>

**(B) MARKET RISK:**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investments, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market Risk, which evaluates and exercises independent control over the entire process of market risk management.

**(i) Foreign Currency Exposure**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**Unhedged Foreign Currency Exposure**

Particulars	Payables		Receivables	
	In Foreign Currency	(₹ in Lakhs)	In Foreign Currency	(₹ in Lakhs)
<b>As at March 31, 2023</b>				
- USD	1.01	215.81	220.52	221.02
- EURO	0.38	35.77	-	-
- GBP	-	-	5.73	5.91
<b>Advances</b>				
- USD	(1.00)	(236.79)	-	-
- GBP	-	-	-	-
- EURO	-	-	-	-
		<b>14.79</b>		<b>226.93</b>

Particulars	Payables		Receivables	
	In Foreign Currency	(₹ in Lakhs)	In Foreign Currency	(₹ in Lakhs)
<b>As at March 31, 2022</b>				
- USD	1.83	138.66	1.81	136.89
- EURO	0.88	74.29	-	-
- GBP	-	-	0.02	1.68
<b>Advances</b>				
- USD	(1.33)	(100.73)	(0.01)	(0.64)
- JPY	-	-	(0.003)	(0.32)
- EURO	(0.13)	(10.81)	-	-
		<b>101.42</b>		<b>137.61</b>

**FOREIGN CURRENCY RISK SENSITIVITY**

A change of 5% in foreign currency exchange rates would have the following impact in Profits before Taxes (₹ in Lakhs)

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	5% increase	5% decrease	5% increase	5% decrease
Payables-Profit/(Loss)	(0.74)	0.74	(5.07)	5.07
Receivables-Profit/(Loss)	11.35	(11.35)	6.88	(6.88)
	<b>10.61</b>	<b>(10.61)</b>	<b>1.81</b>	<b>(1.81)</b>

**(ii) INTEREST 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. Since the Company has no borrowings, exposure to risk of change in market interest rate is Nil.

**(C) CREDIT RISK**

Credit risk is the risk of financial loss to the Company if a customer or counter party fails to meet its contractual obligations. The company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments. Credit Risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

(₹ in Lakhs)

Exposure to the Credit Risks	As at 31st March, 2023	As at 31st March, 2022
Financial Assets for which loss allowance is measured using Life Time Expected Credit Losses (ECL) - Trade Receivables	<b>79.99</b>	119.71





**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**(i) TRADE RECEIVABLES**

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change (increase) in credit risk, the Company compares the risk of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It consider the reasonable and supportive forward looking information such as :

- a. Actual or expected significant adverse changes in the business
- b. Actual or expected significant adverse changes in the operating results of the counter-party
- c. Financial or economic conditions that are expected to cause a significant change to the counter-party's ability to meet its obligations
- d. Significant increase in credit risk on other financial instruments of same counter party.

**NOTE 45 : DISCLOSURES OF RATIOS**

Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.

Ratio	Numerator	Denometer	As at 31st March, 2023	As at 31st March, 2022	Variance in %
(a) Current Ratio	Total Current Assets	Total Current Liabilities	2.42	2.19	0.22
(b) Debt-Equity Ratio	Debt	Total Equity	0.29	0.26	0.03
(c) Debt Service Coverage Ratio	Earning available for Debt Service	Debt Service	10.17	10.56	(0.39)
(d) Return on Equity Ratio	Profit after Taxes for the year less Preference Dividend	Average total equity	0.22	0.12	0.11
(e) Inventory Turnover Ratio	COGS	Average Inventories	2.12	1.94	0.18
(f) Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	4.26	3.90	0.37
(g) Trade Payables Turnover Ratio	Purchases	Average Trade Payables	6.06	5.50	0.55
(h) Net Capital Turnover Ratio	Revenue from Operations	Net Working Capital	2.67	2.34	0.32
(i) Net Profit Ratio	Profit after Taxes for the year	Revenue From Operations	0.12	0.07	0.05
(j) Return on Capital Employed	Profit before Taxes & Finance Costs	Capital Employed = Networth + Lease Liabilities + Deferred Tax Liabilities	0.28	0.16	0.12
(k) Return on Investment	Income generated from Investments	Average Investments	0.04	0.05	(0.01)

**Notes for Ratio:**

- a There is substantial Increase in Sales due to which profit is also increased which has impact on Ratios.
- b The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- c The Company has availed Cash Credit Limits of limit of ₹ 12 Crs. The differences arising between the Quarterly filed Statements with the Bank and books of accounts is due to recognition of gain/loss of foreign exchange fluctuation on receivables/payables in books of accounts after submitting Statements to the Bank.
- d The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- e The Company has not been declared as a willful defaulter by any lender who has powers to declare a Group as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- f The Company does not have any transactions with struck-off companies.



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



- g The Company has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (intermediaries) with the understanding that intermediary shall : i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or ii. Provide any guarantee, security or the like on behalf of Ultimate Beneficiaries.
- h The Company have not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding that Company shall: i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or ii. Provide any guarantee, security or the like on behalf of Ultimate Beneficiaries.
- i The Company have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- j The Company does not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).

**NOTE 46 : CAPITAL RISK MANAGEMENT**

The Company's objective when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure and to sustain future development and growth of the business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Total Equity	3374.08	2613.56
Net Debt (Total borrowings less cash and cash equivalents)	964.05	657.00
Total Capital (Borrowed and Equity)	4338.12	3270.56
Gearing Ratio (in %)	22.22%	20.09%

**NOTE 47 :** Prior year comparatives have been regrouped and reclassified wherever necessary to conform to the current year's presentation. Amounts and other disclosures for the prior year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**NOTE 48 :** All amounts as shown in the various tables and paragraphs included in these Financial Statements and Annual Report have been rounded off or truncated to the nearest Lakhs as per the requirements of Schedule III, unless otherwise stated.

As per our attached report of even date

**For KIRTANE & PANDIT LLP,**  
**CHARTERED ACCOUNTANTS**

Firm's Registration No: 105215W/W100057

**ADITYA A. KANETKAR**  
PARTNER  
M. No: 149037

**Place : Mumbai**  
**Date : 26<sup>th</sup> May, 2023**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**PIYUSH K SHAH**  
DIRECTOR  
(DIN: 09032257)

**KISAN R CHOKSEY**  
DIRECTOR  
(DIN: 00190931)

**PRAVIN G SHAH**  
DIRECTOR  
(DIN: 00179771)

**BHAVIN P RAMBHIA**  
COMPANY SECRETARY



# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



## INDEPENDENT AUDITORS' REPORT

To the Members of RIR Power Electronics Ltd

(Formerly, Ruttonsha International Rectifier Limited)

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of **RIR Power Electronics Limited** (Formerly, Ruttonsha International Rectifier Limited) (hereinafter referred to as the "Holding Company" and its subsidiaries together referred to as "the Group") which comprise the consolidated Balance Sheet as at March 31, 2023, and the consolidated statement of Profit and Loss including, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2023, of consolidated profit including consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

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

#### Key Audit Matters

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

We have determined that there are no significant probable Key Audit Matters to be communicated in the Report.

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

The respective Company's Board of Directors are responsible for the Other Information. The other information comprises the information included in the Board's Report including Annexures to the Board's Report thereon, Management and Discussion Analysis but does not include Consolidated Financial Statements and our auditor's report thereon.

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

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

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

#### Responsibilities of Management and those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 Group or to cease operations, or has no realistic alternative but to do so.

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

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

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from



# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



## INDEPENDENT AUDITORS' REPORT (Cont'd...)

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 Consolidated Financial Statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of The Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls 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 ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated 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 consolidated financial statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated Financial Statements.
  - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes in Equity and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
  - (d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of the Group companies is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



**INDEPENDENT AUDITORS' REPORT (Cont'd...)**

- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group – Refer Note 36 to the Consolidated Financial Statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There were no sums required to be transferred to the Investor Education and Protection Fund.
  - iv. (a) The respective Management of the Company and its subsidiaries which are companies incorporated in India, whose Financial Statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of its companies incorporated in India to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of its subsidiary companies incorporated in India ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The respective Management of the Company and its subsidiaries which are companies incorporated in India, whose Financial Statements have been audited under the Act, have represented to us that, to the best of its knowledge and belief, other than disclosed in the notes to accounts, no funds have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of its subsidiary companies incorporated in India shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (c) Based on such audit procedures that have been considered reasonable and appropriate in the circumstances performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. The final dividend for the year 2021-2022 paid by the Holding Company during the year is in accordance with the provisions of Section 123 of the Act.
2. With respect to the matters specified in paragraphs 3(xxi) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us for the Company and its subsidiaries included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports

**For Kirtane & Pandit LLP,**  
Chartered Accountants  
Firm's Registration No.105215W/W100057

**Aditya A. Kanetkar**  
Partner  
M. No. 149037  
UDIN: 23149037BGUGJL3448

Place: **Mumbai**  
Date : **26<sup>th</sup> May, 2023**



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**



**Report on the Internal Financial Controls Over Financial Reporting Under Clause Financial Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("The Act")**

(Referred to in paragraph 9(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

In conjunction with our audit of the Consolidated Financial Statements of the Holding Company as of and for the year ended March 31, 2023, we have audited the internal financial controls over financial reporting of RIR Power Electronics Limited (Formerly, Ruttonsha International Rectifier Limited) (hereinafter referred to as "the Holding Company") and its subsidiaries (together referred to as "the Group") incorporated in India, as of that date.

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

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

**Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of The Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Group'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 consolidated 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 consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Group's assets that could have a material effect on the consolidated financial statements.

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

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

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary, which are incorporated in India, have, 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, 2023, based on the internal control over financial reporting criteria established by these entities considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Kirtane & Pandit LLP,**  
Chartered Accountants  
Firm's Registration No.105215W/W100057

**Aditya A. Kanetkar**  
Partner  
M. No. 149037  
UDIN: 23149037BGUGJL3448

Place: **Mumbai**  
Date : **26<sup>th</sup> May, 2023**



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2023**



	Note No.	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>I. ASSETS</b>			
<b>1. NON-CURRENT ASSETS</b>			
(a) Property, Plant and Equipment	3	624.26	747.06
(b) Intangible Assets		74.06	74.06
(c) Capital work - in - progress	3	2436.75	2037.90
(d) Right of Use Assets	4	22.12	29.50
(e) Financial Assets			
(i) Investments		-	-
(ii) Other Non-Current Financial Assets	5	30.01	40.58
		<u>3187.21</u>	<u>2929.10</u>
<b>2. CURRENT ASSETS</b>			
(a) Inventories	6	1829.99	1627.59
(b) Financial Assets			
(i) Trade Receivables	7	1645.12	1043.84
(ii) Cash and Cash Equivalents	8	1.77	0.72
(iii) Bank balances other than above	9	109.19	87.19
(iv) Loans			
(c) Current Tax Assets (Net)	10	-	10.65
(d) Other Current Assets	11	950.03	954.38
		<u>4536.10</u>	<u>3724.37</u>
		<u>7723.31</u>	<u>6653.47</u>
<b>TOTAL ASSETS</b>			
<b>II. EQUITY AND LIABILITIES</b>			
<b>1. EQUITY</b>			
(a) Equity Share Capital	12	693.91	690.26
(b) Other Equity	13	2608.72	1922.88
		<u>3302.63</u>	<u>2613.14</u>
<b>2. NON-CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	14	2225.81	886.42
(ii) Lease Liabilities	15	20.89	22.59
(iii) Other Financial Liabilities	16	1.25	1.25
(b) Provisions	17	14.82	10.30
(c) Deferred Tax Liabilities (Net)	18	56.11	81.08
		<u>2318.87</u>	<u>801.64</u>
<b>3. CURRENT LIABILITIES</b>			
(a) Financial Liabilities			
(i) Borrowings	19	965.38	2204.19
(ii) Lease Liabilities	15	1.70	6.50
(iii) Trade Payables	20		
(a) total outstanding dues of micro enterprises and small enterprises		-	-
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		931.16	866.01
(b) Other Financial Liabilities	21	101.97	104.21
(c) Other Current Liabilities	22	56.05	39.48
(d) Provisions	23	20.20	18.30
(e) Current Tax Liabilities (Net)	24	25.34	-
		<u>2101.81</u>	<u>3238.69</u>
		<u>4420.68</u>	<u>4040.33</u>
		<u>7723.31</u>	<u>6653.47</u>
<b>TOTAL EQUITY AND LIABILITIES</b>			

Significant Accounting Policies

2

Accompanying Notes are an integral part of the Financial Statements

As per our attached report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For KIRTANE & PANDIT LLP,  
CHARTERED ACCOUNTANTS

Firm's Registration No: 105215W/W100057

PIYUSH K SHAH  
DIRECTOR  
(DIN: 09032257)

PRAVIN G SHAH  
DIRECTOR  
(DIN: 00179771)

ADITYA A. KANETKAR  
PARTNER  
M. No: 149037

KISAN R CHOKSEY  
DIRECTOR  
(DIN: 00190931)

BHAVIN P RAMBHIA  
COMPANY SECRETARY

Place: Mumbai

Date : 26<sup>th</sup> May, 2023



# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



**CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2023**

	Note No.	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
<b>I. REVENUE</b>			
(a) Revenue From Operations	25	5733.43	4232.88
(b) Other Income	26	209.69	163.01
<b>TOTAL INCOME</b>		<b>5943.12</b>	<b>4395.89</b>
<b>II. EXPENSES</b>			
(a) Cost of Materials Consumed	27	2807.31	2662.02
(b) Purchases of Stock -In-Trade	28	797.85	258.18
(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	29	50.75	(91.60)
(d) Employee Benefit Expenses	30	645.16	507.55
(e) Finance Costs	31	104.50	63.59
(f) Depreciation and Amortization Expenses	32	119.08	106.93
(g) Other Expenses	33	624.77	410.54
<b>TOTAL EXPENSES</b>		<b>5149.42</b>	<b>3917.22</b>
<b>III. PROFIT BEFORE EXTRAORDINARY ITEMS AND TAX (I-II)</b>		<b>793.70</b>	<b>478.67</b>
<b>IV. EXTRAORDINARY ITEMS</b>	<b>38</b>		
Balance of Unwinding of Discount on redemption of Pref. Shares		-	109.37
<b>V. PROFIT BEFORE TAX (III-IV)</b>		<b>793.70</b>	<b>369.30</b>
<b>VI. TAX EXPENSE</b>			
(a) Current Tax		250.00	140.00
(b) Deferred Tax		(27.87)	(54.45)
(c) Prior Period Tax Expenses		(25.56)	2.66
<b>VII. PROFIT FOR THE PERIOD (V-VI)</b>		<b>597.12</b>	<b>281.09</b>
<b>VIII. OTHER COMPREHENSIVE INCOME</b>			
Items that will not be reclassified to profit or loss			
- Remeasurements of (net) Defined Benefit Liability obligations and Income tax effect		(22.75)	(20.28)
<b>IX. TOTAL COMPREHENSIVE INCOME FOR THE PERIOD (VII+VIII)</b>		<b>574.37</b>	<b>260.81</b>
<b>X. EARNINGS PER SHARE</b>	<b>34</b>		
(a) Basic		8.69	4.09
(b) Diluted		8.69	4.09

Significant Accounting Policies

2

Accompanying Notes are an integral part of the Financial Statements

As per our attached report of even date

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**For KIRTANE & PANDIT LLP,  
CHARTERED ACCOUNTANTS**

Firm's Registration No: 105215W/W100057

**PIYUSH K SHAH**  
DIRECTOR  
(DIN: 09032257)

**PRAVING SHAH**  
DIRECTOR  
(DIN: 00179771)

**ADITYA A. KANETKAR**  
PARTNER  
M. No: 149037

**KISAN R CHOKSEY**  
DIRECTOR  
(DIN: 00190931)

**BHAVIN P RAMBHIA**  
COMPANY SECRETARY

Place: Mumbai  
Date : 26<sup>th</sup> May, 2023





# RIR POWER ELECTRONICS LIMITED

(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023

	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit Before Tax	793.70	369.30
Adjustments for :		
Interest Expenses	104.50	63.59
Depreciation and Amortisation Expense	119.08	106.93
Interest Income	(3.61)	(3.53)
	<u>219.97</u>	<u>166.99</u>
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>1013.67</b>	<b>536.29</b>
ADJUSTMENTS FOR :		
(Increase)/Decrease in Inventories	(202.40)	(332.37)
(Increase)/Decrease in Trade Receivables	(601.28)	83.58
(Increase)/Decrease in Other Current Financial Assets	(22.00)	(23.63)
(Increase)/Decrease in Other Current Assets	4.34	(784.72)
(Increase)/Decrease in Other Non Current Financial Assets	10.57	19.50
Increase/(Decrease) in Trade Payables	65.14	330.38
Increase/(Decrease) in Other Current Financial Liabilities	(7.04)	34.55
Increase/(Decrease) in Other Non Current Financial Liabilities	(1.70)	10.59
Increase/(Decrease) in Other Current Liabilities	16.57	20.77
Increase/(Decrease) in Short Term Provisions	(13.43)	(31.06)
	<u>(751.22)</u>	<u>(672.42)</u>
<b>CASH (USED IN) / GENERATED FROM OPERATING ACTIVITIES</b>	<b>262.45</b>	<b>(136.13)</b>
Taxes Paid (Net)	(188.45)	(40.33)
<b>NET CASH (USED IN) / GENERATED FROM OPERATING ACTIVITIES</b>	<b>74.00</b>	<b>(176.47)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Expenditure on Property, Plant & Equipments (net)	(387.76)	(2330.92)
Expenditure on Capital WIP	-	-
Gain on Fair Valuation of Deposits	0.32	0.35
Interest Income	3.29	3.18
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(384.14)</b>	<b>(2327.39)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Sale of Treasury shares	184.69	-
Increase in Long Term Borrowing	1539.39	402.69
Disbursement/(Repayment) of Short Term Borrowings	(1238.81)	2159.23
Unwinding Discounts on 2% Redeemable Optionally Convertible Cumulative Preference Shares	-	(121.27)
Interest Expenses	(104.50)	63.59
Dividend Paid	(69.57)	-
<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>311.20</b>	<b>2504.24</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)</b>	<b>1.05</b>	<b>0.38</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>0.72</b>	<b>0.35</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>1.77</b>	<b>0.72</b>

As per our attached report of even date

For KIRTANE & PANDIT LLP,  
CHARTERED ACCOUNTANTS

Firm's Registration No: 105215W/W100057

ADITYA A. KANETKAR  
PARTNER  
M. No: 149037

Place: Mumbai  
Date: 26<sup>th</sup> May, 2023

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PIYUSH K SHAH  
DIRECTOR  
(DIN: 09032257)

KISAN R CHOKSEY  
DIRECTOR  
(DIN: 00190931)

PRAVING SHAH  
DIRECTOR  
(DIN: 00179771)

BHAVIN P RAMBHIA  
COMPANY SECRETARY



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**STATEMENT OF THE CHANGES IN EQUITY**



(A) Equity Share Capital	(₹ in Lakhs)
Balance as at 1 <sup>st</sup> April, 2021	688.27
Changes in Equity Share Capital during the year	1.99
<b>Balance as at 31<sup>st</sup> March, 2022</b>	<b>690.26</b>
Changes in Equity Share Capital during the year	3.65
<b>Balance as at 31<sup>st</sup> March, 2023</b>	<b>693.91</b>

(B) Other Equity	Reserves & Surplus						Total
	Capital Reserve	Cash Subsidy Reserve	Amalgamation Reserve	Gain on sale of Treasury shares	Capital Redemption Reserve	Retained Earnings	
<b>Balance as at 1st April, 2021</b>	23.96	3.24	43.60	15.66	-	1431.12	1517.58
Other Comprehensive Income for the year	-	-	-	-	-	(20.27)	(20.27)
Transfer to retained earnings	-	-	-	-	-	281.09	281.09
Other Changes	-	(3.24)	-	144.49	405.00	(401.77)	144.49
<b>Balance as at 31st March, 2022</b>	<b>23.96</b>	<b>-</b>	<b>43.60</b>	<b>160.15</b>	<b>405.00</b>	<b>1290.17</b>	<b>1922.88</b>
Other Comprehensive Income for the year	-	-	-	-	-	(22.75)	(22.75)
Dividend Payment	-	-	-	-	-	(69.57)	(69.57)
Transfer to retained earnings	-	-	-	-	-	597.12	597.12
Other Changes	-	-	-	181.04	-	-	181.04
<b>Balance as at 31st March, 2023</b>	<b>23.96</b>	<b>-</b>	<b>43.60</b>	<b>341.19</b>	<b>405.00</b>	<b>1794.97</b>	<b>2608.72</b>

As per our attached report of even date

**For KIRTANE & PANDIT LLP,**  
**CHARTERED ACCOUNTANTS**

Firm's Registration No: 105215W/W100057

**ADITYA A. KANETKAR**  
PARTNER  
M. No : 149037

Place : Mumbai  
Date : 26<sup>th</sup> May, 2023

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**PIYUSH K SHAH**  
DIRECTOR  
(DIN: 09032257)

**PRAVING SHAH**  
DIRECTOR  
(DIN: 00179771)

**KISAN R CHOKSEY**  
DIRECTOR  
(DIN: 00190931)

**BHAVIN P RAMBHIA**  
COMPANY SECRETARY



**RIR POWER ELECTRONICS LIMITED**  
(Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)  
**NOTES FORMING PART OF THE FINANCIAL STATEMENTS**



**NOTE 1 : GENERAL INFORMATION**

The Consolidated Financial Statements comprise financial statements of “RIR POWER ELECTRONICS LIMITED (Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED)” (“the Holding Company” or “The Company”) (CIN : L31109MH1969PLC014322) is a Public Limited Company incorporated and domiciled in India and its subsidiary Visicon Power Electronics Private Limited (CIN: U31100MH2020FTC342522) (collectively referred to as “the Group”) for the year ended 31st March, 2023. The address of the registered and principal office of the holding company is at 139/141, Solaris-1, 'B' Wing, 1st Floor, Saki Vihar Road, Powai, Andheri (East), Mumbai-400072. The Group is engaged in the manufacturing of Semiconductor devices like Diodes, Thyristors, Power Modules, Bridge Rectifiers and High Power Equipments like High Current Rectifiers, Battery Chargers, Rectifier Panels, High Power Stacks and Assembly. The Group's products are used for Industrial applications in diverse sectors such as Railways, Induction Furnace, Electricity and Power Generation, Engineering, Water Treatment, Metals, Defence, Automobiles, Oil and Gas plants, Welding Equipments, Aviation etc.

**NOTE 2 : SIGNIFICANT ACCOUNTING POLICIES**

**A. BASIS OF PRESENTATION OF CONSOLIDATED FINANCIAL STATEMENTS**

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended). These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 (Act) (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements are presented in INR, the functional currency of the Group.

**B. PRINCIPLES OF CONSOLIDATION**

The consolidated financial statements have been prepared in accordance with Ind AS 110 Consolidated Financial Statements. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group. The Subsidiary Companies considered in the presentation of consolidated financial statements are as follows:

Name of the Company	Country of Incorporation	% of Voting Power
Visicon Power Electronics Pvt. Ltd.	India	100% (w.e.f. January 01, 2022)

**C. USE OF ESTIMATES**

The preparation of financial statements requires the 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 judgement 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.

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 Group and that are believed to be reasonable under the circumstances.

**D. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCE OF ESTIMATION UNCERTAINTY**

The Group is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The estimates and underlying assumptions are reviewed on an on-going basis.

- (a) Recognition and measurement of defined benefit obligations, key actuarial assumptions
- (b) Estimation of current tax expenses and payable

**E. PROPERTY, PLANT AND EQUIPMENT**

Property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Asset Category	Factory Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment
No. of Years	30	15	10	8	5



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



Depreciation for the year ended March 31, 2023 has been provided on the basis of useful lives as prescribed in the Schedule II of the Companies Act, 2013. Depreciation on Property, Plant and Equipments purchased / sold during the year is provided for pro-rata basis, for period during which the assets are put to use. Where there is a revision of the estimated useful life of an asset, the unamortized depreciable amount is charged over the revised remaining useful life of the said asset. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included 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 working-progress".

**F. INTANGIBLE ASSETS**

Costs associated with maintaining software programs are recognised as an expense as incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Group are recognised as intangible assets when the following criteria are met: (i.) it is technically feasible to complete the software so that it will be available for use (ii.) management intends to complete the software and use or sell it (iii.) there is an ability to use or sell the software (iv.) it can be demonstrated how the software will generate probable future economic benefits (v.) adequate technical, financial and other resources to complete the development and to use or sell the software are available, and (vi.) the expenditure attributable to the software during its development can be reliably measured. Directly attributable costs that are capitalised as part of the software cost includes employee costs and an appropriate portion of relevant overheads. Intangible Assets are stated at cost less accumulated amortisation and impairment loss, if any. Computer Software is amortised over a period of ten years, as per revised useful lives prescribed in the Schedule II.

**G. IMPAIRMENT OF ASSETS**

Intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life. Net selling price is the amount obtainable from sale of the asset in an arm's length transaction between knowledgeable, willing parties, less the costs of disposal.

**H. LEASES**

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, Group's incremental borrowing rate. Generally, the company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following: –

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the company's estimate of the amount expected to be payable under a residual value guarantee, or if company changes its assessment of whether it will exercise a purchase, extension or termination option.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in 'property, plant and equipment' and lease liabilities in 'loans and borrowings' in the statement of financial position.

**Short-term leases and leases of low-value assets.**

An underlying asset can be of low value only if

- The Group can benefit from use of the underlying asset on its own or together with other resources that are readily available to the lessee; and
- The underlying asset is not highly dependent on, or highly interrelated with, other assets



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- The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases of real estate properties that have a lease term of 12 months. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

**I. INVENTORY**

Inventories are valued at the lower of cost and net realisable value. Cost is computed on a FIFO basis. Cost of finished goods and work-in-progress include all costs of purchases, conversion costs and other costs incurred in bringing the inventories to their present location and condition. The net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and estimated costs necessary to make the sale.

**J. CASH AND CASH EQUIVALENTS**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**K. FINANCIAL INSTRUMENTS**

**(i) Classification of Financial Assets**

The Group 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), and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the 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 Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Group reclassifies debt investments when and only when its business model for managing those assets changes.

**(ii) Measurement**

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

**(iii) Debt Instruments**

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments:

- **Amortised Cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is de-recognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.
- **Fair Value through Other Comprehensive Income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is de-recognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.
- **Fair Value through Profit or Loss (FVTPL):** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

**(iv) Equity Instruments**

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) 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.

**(v) Impairment of Financial Assets**

The Group recognises a loss allowance for Expected Credit Losses (ECL) on financial assets that are measured at amortised cost and at FVOCI. The credit loss is difference between all contractual cash flows that are due to an entity in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all cash shortfalls), discounted at the original effective interest rate. This is assessed on an individual or collective basis after considering all reasonable and supportable including that which is forward looking.



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The Group's trade receivables or contract revenue receivables do not contain significant financing component and loss allowance on trade receivables is measured at an amount equal to life time expected losses i.e. expected cash shortfall, being simplified approach for recognition of impairment loss allowance.

Under simplified approach, the Group does not track changes in credit risk. Rather it recognizes impairment loss allowance based on the lifetime ECL at each reporting date right from its initial recognition. The Group uses a provision matrix to determine impairment loss allowance on the portfolio of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

For financial assets other than trade receivables, the Group recognises 12-months expected credit losses for all originated or acquired financial assets if at the reporting date the credit risk of the financial asset has not increased significantly since its initial recognition. The expected credit losses are measured as lifetime expected credit losses if the credit risk on financial asset increases significantly since its initial recognition. If, in a subsequent period, credit quality of the instrument improves such that there is no longer significant increase in credit risks since initial recognition, then the Group reverts to recognizing impairment loss allowance based on 12 months ECL. The impairment losses and reversals are recognised in Statement of Profit and Loss. For equity instruments and financial assets measured at FVTPL, there is no requirement of impairment testing.

The Group assesses on a forward looking basis the expected credit losses associated with its 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 receivables only, the Group applies the simplified approach permitted by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

**(vi) De-recognition of financial assets**

A financial asset is de-recognised only when:

- The Group has transferred the rights to receive cash flows from the financial asset 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 entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is de-recognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is de-recognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

**(vii) Income recognition**

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 assets to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

**L. Financial Liabilities**

**(i) Initial recognition and measurement**

Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the amortised cost unless at initial recognition, they are classified as fair value through profit and loss.

**(ii) 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.

**(iii) De-recognition**

A financial liability is de-recognised when the obligation specified in the contract is discharged, cancelled or expires.

**(iv) Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counter party.

**M. Fair Value Measurement**

Fair Value Hierarchy

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consist of following three levels:

**Level 1:** Inputs are quoted prices in active markets for identical assets or liabilities.

**Level 2:** Inputs are other than quoted prices included within Level 1 that are observable asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

**Level 3:** Inputs are unobservable inputs for the asset or liability.



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**N. Borrowing Cost**

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as a part of Cost of that assets, during the period till all the activities necessary to prepare the Qualifying assets for its intended use or sale are complete during the period of time that is required to complete and prepare the assets 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. Other borrowing costs are recognized as an expense in the period in which they are incurred.

**O. Revenue Recognition**

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of allowances, incentives, service taxes and amounts collected on behalf of third parties. The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. Revenue is recognised in the period when the service is provided as per arrangements/agreements with the customers.

**Sale of Goods**

Revenue from sale of goods is recognised when all the significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, there is no continuing managerial involvement with the goods and the amount of revenue can be measured reliably. The performance obligation in case of sale of goods is satisfied at the point of time i.e. when the material is shift to the customer on delivery to the customer as may be specified in the contract.

**Rendering of Services**

Revenue from services rendered are generally recognized in proportion to the stage of completion of the transaction at reporting date. The stage of the completion of the contract is determined based on the actual service provided as a proportion to the total service provided. Revenue from contracts priced on a time and material basis are recognised when services are rendered and related costs are incurred.

**Export Incentives**

Duty Drawback, MEIS benefits are recognized at the time and exports and benefits in respect of licenses received by the Group against exports made by it are recognized as and when goods are imported against them.

**Dividend and Interest**

Dividend are recognized as Income when shareholder's right to receive payment has been established.

Interest Income is recognised on accrued basis on proportion basis taking into account the amount outstanding and the interest rate applicable and based on Effective interest rate method.

**P. Employee Benefits**

**(i) Gratuity Obligations**

The Group has maintained a Group Gratuity Cum Life Assurance Scheme with the Life Insurance Corporation of India (LIC) towards which it annually contributes a sum determined by LIC. 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 defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements);
- Net interest expense or income ;and
- Re-measurement.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Re-measurement 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.

**(ii) Defined Contribution Plans**

**Provident fund and Family Pension Fund**

The Group contributes towards Provident Fund and Family Pension Fund. Liability in respect thereof is determined on the basis of contribution as required under the Statute/ Rules.

**Compensated Absences**

The Group does not have a policy of encashing unavailed leave for its employees. The provision is based on an independent external actuarial valuation at the balance sheet date, which includes assumptions about demographics, early retirement, salary increases and interest rates.

**Q. Foreign Currency Transactions:**

**Initial Recognition**

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences



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arising on foreign exchange transactions settled during the year are recognized in the Statement of Profit and Loss of the year.

**Measurement of Foreign Currency Items at the Balance Sheet Date**

Foreign currency monetary items of the Group are restated at the closing exchange rates. Non monetary items are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising out of these transactions are charged to the Statement of Profit and Loss.

**R. Income Taxes**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Income tax provision is made based on the estimated tax liability as computed after taking credit for allowances and exemptions in accordance with the Income Tax Laws prevalent at the time of the relevant assessment year. Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

**S. Provisions**

Provisions for legal claims and discounts / incentives are recognised when the Group 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. Provisions are not recognised for future operating losses. Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. These are reviewed at each balance sheet date and adjusted to reflect the current management estimates.

**T. Contingent Liabilities**

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises 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 cannot be made.

**U. Treasury Shares**

Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from Equity. No gain or loss is recognised in profit & loss on purchase, sale, issue or cancellation of the Group's own shares. Any difference in between the carrying amount and the consideration is shown separately as part of Other equity.

**V. Segmental Information**

The Group is engaged in the business of Power Electronics which is considered as the primary reportable business segment as per IndAS 108 "Segment Reporting" issued by the Institute of Chartered Accountants of India.

**W. Business Combinations**

Business Combinations are accounted for using the acquisition method of accounting, except for common control transactions which are accounted using the pooling of interest method that is accounted at carrying values. The cost of an acquisition is measured at the fair value of the assets transferred, equity instruments issued and liabilities assumed at their acquisition date i.e. the date on which control is acquired. Contingent consideration to be transferred is recognised at fair value and included as part of cost of acquisition. Transaction related costs are expensed in the period in which the costs are incurred. Goodwill arising on business combination is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the fair value of net identifiable assets acquired and liabilities assumed. After initial recognition, Goodwill is tested for impairment annually and measured at cost less any accumulated impairment losses if any.

**X. Earnings per share**

Earnings per share is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. There is no dilution to basic EPS as there are no outstanding dilutive potential equity shares.





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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**NOTE 3 : PROPERTY, PLANT & EQUIPMENTS**

Particulars	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	As at 1st April 22	Additions/ (Disposals)	Adjustments	As at 1st April 22	Charge for the year	Adjustments	As at 31st March 23	As at 31st March 22
<b>PROPERTY, PLANT &amp; EQUIPMENTS</b>								
<b>FREEHOLD LAND</b>	35.90	-	-	-	-	-	-	35.90
<b>BUILDINGS</b>	160.19	-	-	30.74	5.21	-	35.95	129.45
<b>PLANT AND EQUIPMENT</b>	1069.02	30.51	217.55	549.08	94.61	172.44	471.24	519.94
<b>VEHICLES</b>	45.71	-	9.79	18.40	3.55	9.57	12.38	27.32
<b>OFFICE EQUIPMENT</b>	54.11	2.28	-	33.06	6.11	-	39.17	20.30
<b>FURNITURE AND FIXTURES</b>	31.15	0.70	-	16.99	2.22	-	19.21	14.16
<b>TOTAL</b>	<b>1396.07</b>	<b>33.48</b>	<b>227.34</b>	<b>648.27</b>	<b>111.70</b>	<b>182.02</b>	<b>577.95</b>	<b>747.06</b>
<b>PREVIOUS YEAR</b>	<b>1176.36</b>	<b>218.96</b>	<b>-</b>	<b>548.71</b>	<b>99.55</b>	<b>-</b>	<b>648.27</b>	<b>627.65</b>
<b>CAPITAL WORK-IN-PROGRESS</b>	2037.15	437.35	-	-	-	-	-	2436.75
								2037.90

Refer Note No. 39 for the Capital Work in Progress ageing schedule.



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	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 4 : LEASE</b>		
<b>Following are the changes in the carrying value of right of use assets for the Twelve Months Ended March 31, 2023:</b>		
<b>Classified on account of adoption of IND AS 116 as on April 1, 2022</b>	<b>29.50</b>	36.87
Less: Depreciation for the year	<u>7.37</u>	<u>7.37</u>
<b>Balance as on March 31, 2023</b>	<u><b>22.12</b></u>	<u>29.50</u>

**NOTE 5 : OTHER NON-CURRENT FINANCIAL ASSETS**

(a) Security Deposits	27.78	31.29
Less : Provision for Doubtful Debts	-	(2.00)
	<u>27.78</u>	<u>29.29</u>
(b) Accrued Interest on Deposit	2.24	2.05
(c) Gratuity Fund	-	9.24
<b>TOTAL</b>	<u><b>30.01</b></u>	<u>40.58</u>

**NOTE 6 : INVENTORIES**

(a) Raw Materials	1499.29	1246.14
(b) Work-in-Progress	78.11	86.49
(c) Finished Goods	199.04	248.27
(d) Stock-in-Trade	53.56	46.69
<b>TOTAL</b>	<u><b>1829.99</b></u>	<u>1627.59</u>

**NOTE 7 : TRADE RECEIVABLES**

(a) Trade Receivables considered good - Unsecured	1645.12	1043.84
(b) Trade Receivables considered good - Unsecured, Doubtful	79.99	119.71
Less: Provision for doubtful debts	(79.99)	(119.71)
<b>TOTAL</b>	<u><b>1645.12</b></u>	<u>1043.84</u>

**TRADE RECEIVABLES AGEING SCHEDULE**

(₹ in Lakhs)

Particulars	Outstanding for following periods					As at 31st March, 2023
	Less than 6 months	6 months - 1 year	1-2 years	2 -3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	1637.28	1.01	6.10	0.73	-	1645.12
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**TRADE RECEIVABLES AGEING SCHEDULE**

Particulars	Outstanding for following periods					As at 31st March, 2022
	Less than 6 months	6 months - 1 year	1-2 years	2 -3 years	More than 3 years	(₹ in Lakhs)
(i) Undisputed Trade receivables - considered good	1032.82	4.19	0.18	2.97	3.68	1043.84
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
(iv) Disputed Trade receivables - considered good	-	-	-	-	-	-
(v) Disputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed Trade receivables - credit impaired	-	-	-	-	-	-

	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 8 : CASH AND CASH EQUIVALENTS</b>		
(a) Balances with Banks	1.60	0.47
(b) Cash on hand	0.18	0.25
<b>TOTAL</b>	<b>1.77</b>	<b>0.72</b>

<b>NOTE 9 : BANK BALANCES OTHER THAN ABOVE</b>		
(a) Fixed Deposit	101.51	83.02
(b) Margin Money	0.07	0.47
(c) Unclaimed Dividend Account	7.62	3.70
<b>TOTAL</b>	<b>109.19</b>	<b>87.19</b>

<b>NOTE 10 : CURRENT TAX ASSETS (NET)</b>		
Advance Payment of Income Tax (Including TDS Receivable)	-	150.65
Less : Provision for Tax	-	(140.00)
<b>TOTAL</b>	<b>-</b>	<b>10.65</b>

<b>NOTE 11 : OTHER CURRENT ASSETS</b>		
(a) Advance to Suppliers	502.39	486.87
(b) Advance to Employees	3.45	2.01
(c) Other receivables	-	56.70
(d) Prepaid Expenses	17.23	22.17
(e) Balance with Government Authorities	420.60	374.86
(f) Prior Period Taxes	6.35	11.77
<b>TOTAL</b>	<b>950.03</b>	<b>954.38</b>



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 12 : EQUITY SHARE CAPITAL</b>		
<b>AUTHORISED</b>		
10,000,000 Equity shares of ₹ 10/- each	1,000.00	1,000.00
4,050,000 Redeemable Optionally Convertible Cumulative Preference shares of ₹ 10/- each	405.00	405.00
<b>TOTAL</b>	<b>1,405.00</b>	<b>1,405.00</b>
<b>ISSUED, SUBSCRIBED AND PAID UP</b>		
6,957,240 Equity Shares of ₹ 10/- each fully paid-up	695.72	695.72
Less: Shares held under Trust - 45,048 (Previous Yr. 135,782) Treasury Shares	(1.81)	(5.46)
<b>TOTAL</b>	<b>693.91</b>	<b>690.26</b>

**12.1 Reconciliation of number of shares outstanding at the beginning and at the end of the year :**

	As at 31st March, 2023	As at 31st March, 2022
Number of shares at the beginning of the year	6957240	6957240
Add: Issued during the year	-	-
Number of shares at the closing of the year	<b>6957240</b>	<b>6957240</b>

**12.2 Details of equity shareholders holding more than 5% shares in the company :**

Name of the Shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares	%	No. of shares	%
Bhavna H. Mehta	4,724,583	67.91	4,724,583	67.91

12.3 The company has only one class of shares referred to as equity shares having a par value of ₹ 10/- each. Each holder of equity shares is entitled to one vote per share.

12.4 The company declares and pays dividend in Indian Rupees. The Company has declared dividend of ₹ 1.50/- per share during the year ended March 31, 2023.

**12.5 Details of shareholding of Promoters and Promoter Group**

Shares held by Promoters and Promoter Group at the end of the year			% Change during the year
Name	No. of shares	% of total shares	
Bhavna H. Mehta	4724583	67.91	NIL
Bakulesh J. Shah	6250	0.09	NIL
Saryu H. Shah	5050	0.07	(6.03)
Jitendra U. Mehta	127875	1.84	NIL
Ila J. Mehta	127538	1.83	(0.26)
	<b>4991296</b>	<b>71.74</b>	



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 13 : OTHER EQUITY</b>		
<b>(a) CAPITAL RESERVE</b>		
Balance at the beginning of the year	23.96	23.96
Additions/ (Deletions) during the year	-	-
Balance at the end of the year	<u>23.96</u>	<u>23.96</u>
<b>(b) AMALGAMATION RESERVE</b>		
Balance at the beginning of the year	43.60	43.60
Additions/ (Deletions) during the year	-	-
Balance at the end of the year	<u>43.60</u>	<u>43.60</u>
<b>(c) GAIN ON SALE OF TREASURY SHARES</b>		
Balance at the beginning of the year	160.15	15.66
Additions/ (Deletions) during the year	181.04	144.49
Balance at the end of the year	<u>341.19</u>	<u>160.15</u>
<b>(d) CASH SUBSIDY RESERVE</b>		
Balance at the beginning of the year	-	3.24
Additions/ (Deletions) during the year	-	(3.24)
Balance at the end of the year	<u>-</u>	<u>-</u>
<b>(e) CAPITAL REDEMPTION RESERVE</b>		
Balance at the beginning of the year	405.00	-
Additions/ (Deletions) during the year	-	405.00
Balance at the end of the year	<u>405.00</u>	<u>405.00</u>
<b>(f) RETAINED EARNINGS</b>		
Balance at the beginning of the year	1290.17	1431.12
Profit during the year	597.12	281.09
Transferred to Capital Redemption Reserve	-	(401.77)
Dividend paid	(69.57)	-
Other Comprehensive Income	(22.75)	(20.27)
Transferred during the period	-	-
Balance at the end of the year	<u>1794.97</u>	<u>1290.17</u>
<b>TOTAL</b>	<u><u>2608.72</u></u>	<u><u>1922.88</u></u>
<b>NOTE 14 : BORROWINGS</b>		
<b>UN-SECURED</b>		
<b>TERM LOANS:</b>		
(i) From Banks	1546.87	-
- Other Loans and Advances	678.94	686.42
<b>TOTAL</b>	<u><u>2225.81</u></u>	<u><u>686.42</u></u>
<b>NOTE 15 : LEASE OBLIGATIONS</b>		
(a) Non current lease liabilities	20.89	22.59
(b) Current lease liabilities	1.70	6.50
<b>TOTAL</b>	<u><u>22.59</u></u>	<u><u>29.09</u></u>
<b>NOTE 16 : OTHER FINANCIAL LIABILITIES</b>		
Deposits From Customers	1.25	1.25
<b>TOTAL</b>	<u><u>1.25</u></u>	<u><u>1.25</u></u>
<b>NOTE 17 : PROVISIONS</b>		
(a) Provision for Employee Benefits Gratuity	3.44	-
(b) Provision for Leave Encashment	11.38	10.30
<b>TOTAL</b>	<u><u>14.82</u></u>	<u><u>10.30</u></u>



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 18 : DEFERRED TAX LIABILITIES (NET)</b>		
Opening Balance	81.08	146.63
Deferred Tax Charge/(Credit) to Profit & Loss Account	(27.87)	(54.45)
Deferred Tax Charge/ (Credit) to OCI	2.90	(11.10)
Closing Balance	56.11	81.08
<b>NOTE 19 : BORROWINGS</b>		
Loans payable on demand - From Banks	965.38	2204.19
<b>TOTAL</b>	<b>965.38</b>	<b>2204.19</b>
<b>NOTE 20 : TRADE PAYABLES</b>		
(a) Due to Micro and Small Enterprises	-	-
(b) Other than Micro and Small Enterprises	931.16	866.01
<b>TOTAL</b>	<b>931.16</b>	<b>866.01</b>

**TRADE PAYABLES AGEING SCHEDULE**

(₹ in Lakhs)

Particulars	Outstanding for following periods				As at 31st March, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	689.03	242.14	-	-	931.16
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

Particulars	Outstanding for following periods				As at 31st March, 2022
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	-	-	-	-	-
Others	866.01	-	-	-	866.01
Disputed Dues - MSME	-	-	-	-	-
Disputed Dues - Others	-	-	-	-	-

**NOTE 21 : OTHER FINANCIAL LIABILITIES**

(a) Unpaid dividends	7.62	3.70
(b) Others	94.36	100.51
<b>TOTAL</b>	<b>101.97</b>	<b>104.21</b>

**NOTE 22 : OTHER CURRENT LIABILITIES**

(a) Revenue received in advance	36.87	36.24
(b) Statutory Payables	19.19	3.24
<b>TOTAL</b>	<b>56.05</b>	<b>39.48</b>

**NOTE 23 : PROVISION**

**Provision for Employee Benefits**

(a) Provision for Leave Encashment	1.00	-
(b) Provision for Bonus	19.21	18.30
<b>TOTAL</b>	<b>20.20</b>	<b>18.30</b>

**NOTE 24 : CURRENT TAX LIABILITIES (NET)**

Provision for Tax	250.00	-
Less : Advance Payment of Income Tax (Including TDS Receivable)	(224.66)	-
<b>TOTAL</b>	<b>25.34</b>	<b>-</b>



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
<b>NOTE 25 : REVENUE FROM OPERATIONS</b>		
Sale of Products	5733.43	4232.88
<b>TOTAL</b>	<b>5733.43</b>	<b>4232.88</b>
<b>SALE OF PRODUCTS</b>		
<b>Sale of Manufactured Goods</b>		
(a) Semiconductor Devices	2538.17	2009.61
(b) Power Rectifier Assemblies	1167.36	1291.55
(c) Others	1069.36	598.29
	4774.88	3899.45
<b>Sale of Traded Goods</b>	958.55	333.43
<b>TOTAL</b>	<b>5733.43</b>	<b>4232.88</b>
<b>NOTE 26 : OTHER INCOME</b>		
(a) Interest Income	6.58	14.69
(b) Other Non-Operating Income	203.11	148.32
<b>TOTAL</b>	<b>209.69</b>	<b>163.01</b>
<b>NOTE 27 : COST OF MATERIALS CONSUMED</b>		
Opening Stock	1246.14	1005.37
Add : Purchases/Freight Cost	3060.46	2902.79
Total Stock	4306.60	3908.16
Less : Closing Stock	1499.29	1246.14
<b>TOTAL</b>	<b>2807.31</b>	<b>2662.02</b>
<b>DETAILS OF CLOSING INVENTORY - RAW MATERIALS</b>		
(a) Low Power Division	768.98	594.30
(b) Equipment Division	193.63	179.06
(c) High Power Division	515.31	458.75
(d) Others	21.36	14.03
<b>TOTAL</b>	<b>1499.29</b>	<b>1246.14</b>
<b>NOTE 28 : PURCHASES OF STOCK -IN-TRADE</b>		
Purchases	797.85	258.18
<b>TOTAL</b>	<b>797.85</b>	<b>258.18</b>
<b>NOTE 29 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
<b>Inventories at the end of the year</b>		
- Finished Goods	199.04	248.27
- Work In Progress	78.11	86.49
- Stock-in-Trade	53.56	46.69
<b>TOTAL (A)</b>	<b>330.70</b>	<b>381.45</b>
<b>Inventories at the beginning of the year</b>		
- Finished Goods	248.27	203.60
- Work In Progress	86.49	34.50
- Stock-in-Trade	46.69	51.75
<b>TOTAL (B)</b>	<b>381.45</b>	<b>289.85</b>
<b>Net Increase/(Decrease) [B-A]</b>	<b>50.75</b>	<b>(91.60)</b>
<b>DETAILS OF CLOSING INVENTORY</b>		
<b>Work In Progress</b>		
- Low Power Division	5.09	6.94
- Equipment Division	36.61	50.19
- High Power Division	36.41	29.36
<b>TOTAL</b>	<b>78.11</b>	<b>86.49</b>
<b>Finished Goods</b>		
- Low Power Division	106.66	101.80
- Equipment Division	41.95	116.91
- High Power Division	50.42	29.56
- Stock-in-Trade	53.56	46.69
<b>TOTAL</b>	<b>252.60</b>	<b>294.96</b>



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	Year Ended 31st March, 2023 (₹ in Lakhs)	Year Ended 31st March, 2022 (₹ in Lakhs)
<b>NOTE 30 : EMPLOYEE BENEFIT EXPENSES</b>		
(a) Salaries, wages and bonus	601.25	466.48
(b) Contributions to Provident Fund & other funds	32.84	30.66
(c) Staff welfare expenses	11.07	10.41
<b>TOTAL</b>	<b>645.16</b>	<b>507.55</b>
<b>NOTE 31 : FINANCE COSTS</b>		
(a) Interest Expenses	81.19	36.55
(b) Other Borrowing Costs	23.31	15.15
(c) Unwinding of Discounts on Financial Liabilities	-	11.89
<b>TOTAL</b>	<b>104.50</b>	<b>63.59</b>
<b>NOTE 32 : DEPRECIATION AND AMORTIZATION EXPENSES</b>		
(a) Depreciation on property, plant and equipment	111.70	99.55
(b) Amortisation of intangible assets	7.37	7.38
<b>TOTAL</b>	<b>119.08</b>	<b>106.93</b>
<b>NOTE 33 : OTHER EXPENSES</b>		
(a) Packing Material	40.58	41.18
(b) Freight & Forwarding Charges	92.37	67.56
(c) Power & Fuel	65.21	53.35
(d) Audit Fees (exclusive of taxes)	5.25	5.09
(e) Rent*	5.98	5.92
(f) Insurance	10.81	9.60
(g) Repairs & Maintenance		
- Building	10.96	9.83
- Machinery	7.30	2.75
- Others	3.33	3.62
(h) Legal and Professional Charges	174.77	99.58
(I) Director Sitting Fees	1.60	1.60
(j) Office Expenses	90.70	57.27
(k) ROC Fees Expenses	0.67	0.09
(l) Miscellaneous Expenses	115.25	53.10
<b>TOTAL</b>	<b>624.77</b>	<b>410.54</b>
* Represents Lease Expenses for Short Term Lease for the Current Financial Year.		
<b>AUDITORS' REMUNERATION</b>		
(a) Audit Fees	1.95	1.79
(b) Fees for Limited Review	3.30	3.30
<b>TOTAL</b>	<b>5.25</b>	<b>5.09</b>
<b>NOTE 34 : EARNINGS PER SHARE</b>		
Profit for the year attributable to Equity Shareholders	597.12	281.09
Weighted Average Number of Equity Shares Outstanding During The Year (Nos.)	68.70	68.80
<b>Basic / Diluted Earnings Per Share (₹)</b>	<b>8.69</b>	<b>4.09</b>
Nominal Value of Equity Share (₹)	10	10

Note : There is no dilution to basic EPS as there are no outstanding dilutive potential equity shares.

**NOTE 35 : RELATED PARTY DISCLOSURES**

**35.1 DETAILS OF RELATED PARTIES**

Sr. No.	Names of related parties where control exists and description of relationships	Country of Incorporation / Designation
<b>A</b>	<b>Key Managerial Personnel</b> Bhavna H. Mehta Kisan R. Choksey Pravin G. Shah Piyush K. Shah Kaushal M. Mehta Ramesh G. Trasi Bhavin P Rambhia	Director and Promoter Non-Executive Director Non-Executive Director Non-Executive Director Non-Executive Director Chief Executive Officer & CFO Company Secretary
<b>B</b>	<b>Enterprise in which Relatives of directors have Interest</b> Sicamore Semiconductor INC.; Silicon Power Corporation USA	

(Note: Related parties have been identified by the management)





**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**35.2 DETAILS OF TRANSACTIONS WITH RELATED PARTIES**

(₹ in Lakhs)

Sr. No.	Nature of Transactions	Key Managerial Person / Relative of KMP	Total	
1	<b>Payment of Rent</b> Bhavna H. Mehta	8.40	8.40	
		<i>8.40</i>	<i>8.40</i>	
2	<b>Director Sitting Fees</b> i Kisan R Choksey	0.40	0.40	
		<i>0.50</i>	<i>0.50</i>	
		ii Piyush K Shah	0.40	0.40
		<i>0.50</i>	<i>0.50</i>	
iii Pravin G Shah	0.40	0.40		
<i>0.50</i>	<i>0.50</i>			
iv Kaushal M Mehta	0.40	0.40		
-	-			
3	<b>Consultancy Charges</b> Ramesh G. Trasi	36.00	-	
		<i>22.70</i>	<i>36.00</i>	
4	<b>Salary</b> Bhavin P Rambhia	18.30	-	
		<i>16.30</i>	<i>18.30</i>	

(Figures in *Italics* represents Previous Year's amounts.)

**35.3 DETAILS OF BALANCES WITH RELATED PARTIES AT THE YEAR END**

(₹ in Lakhs)

Sr. No.	Related Party Transaction Summary	Entities in which relatives of directors are interested	Key Managerial Person / Relative of KMP	Total
1	<b>Bhavna H Mehta</b> Security Deposit (Receivable)	-	5.00	5.00
		-	<i>5.00</i>	<i>5.00</i>
2	<b>Sicamore Semiconductor INC</b> Receivable	263.19		263.19
		<i>263.19</i>		<i>263.19</i>
3	<b>Silicon Power Corporation USA</b> Payable	312.91		312.91
		<i>(320.39)</i>		<i>(320.39)</i>

(Figures in *Italics* represents Previous Year's amounts.)

**NOTE 36 : CONTINGENT LIABILITIES**

Claims against the company not acknowledged as debt

- (a) Bank Guarantees (Performance Guarantees issued Banks)  
(b) Disputed Income Tax Liability

**TOTAL**

**As at 31st  
March, 2023  
(₹ in Lakhs)**

**As at 31st  
March, 2022  
(₹ in Lakhs)**

**85.06**  
**6.00**  

---

**91.06**

96.97  
5.94  

---

**102.91**

The company's pending litigations comprise of claims against the Company and proceedings pending with tax and other authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, wherever required and disclosed the contingent liabilities, wherever applicable, in its financial statements. The Company does not reasonably expect the outcome of these proceedings to have a material impact on its financial statements.



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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 37 : CAPITAL COMMITMENTS</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for	267.19	2037.80
<b>TOTAL</b>	<b>267.19</b>	<b>2037.80</b>
<b>NOTE 38 : EXTRAORDINARY ITEMS</b>		
Unwinding of Discounts on Financial Liabilities	-	109.37
<b>TOTAL</b>	<b>-</b>	<b>109.37</b>

Note: In 2021-22, the Board of Directors approved redemption of 2% Redeemable Optionally Convertible Cumulative Preference Shares in the meeting held August 13, 2021. The remaining balance of unwinding of discount of Interest is treated as Extraordinary item and disclosed separately in the Profit & Loss Account.

**NOTE 39 : CAPITAL WORK-IN-PROGRESS**

**(A) CWIP AGEING SCHEDULE** (₹ in Lakhs)

CWIP	Amount in CWIP for a period of				As at 31st March, 2023
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	398.85	2037.90	-	-	2436.75
Projects temporarily suspended	-	-	-	-	-

**(B) CWIP COMPLETION SCHEDULE**

CWIP	To be Completed in			
	Less than 1 year	1-2 years	2-3 years	More than 3 years
Project1	March, 2024	-	-	-

	As at 31st March, 2023 (₹ in Lakhs)	As at 31st March, 2022 (₹ in Lakhs)
<b>NOTE 40 : DISCLOSURE AS PER INDAS 19 'EMPLOYEE BENEFITS'</b>		
<b>A. GRATUITY</b>		
<b>Changes in present value of obligations</b>		
Present Value of Obligations at beginning of the year	105.34	93.78
Service Cost	4.91	4.62
Interest Cost	7.16	6.33
Actuarial Loss / (Gain)	19.31	31.79
Benefits Paid	(4.33)	(31.18)
<b>Defined benefit obligations at end of the year (a)</b>	<b>132.39</b>	<b>105.34</b>
<b>Changes in fair value of plan assets</b>		
Fair Value of Plan Assets as at beginning of the year	114.59	101.94
Interest Income	7.79	6.88
Expected Return on Plan Assets	(0.54)	0.42
Contributions by Employer	11.45	36.53
Actuarial Gain / (Loss)	-	-
Benefits Paid	(4.33)	(31.18)
<b>Fair value of Plan Assets at end of the year (b)</b>	<b>128.96</b>	<b>114.59</b>
<b>Present Value of Funded Obligations (a-b)</b>	<b>3.44</b>	<b>(9.25)</b>



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



	<b>As at 31st March, 2023</b>	<b>As at 31st March, 2022</b>
	<b>(₹ in Lakhs)</b>	<b>(₹ in Lakhs)</b>
The net amount recognized in the statement of Profit and Loss for the year ended 31st March, 2023 is as follows:		
Current Service Cost	4.91	4.62
Interest Cost	7.16	6.33
Expected Return on Plan Assets	0.54	(0.42)
Net Actuarial Loss / (Gain) Recognized	19.31	31.79
<b>Net Amount Recognized</b>	<b>19.85</b>	<b>37.31</b>
Actual Return on Plan Assets		
The principal actuarial assumptions used as at 31st March, 2023 are as follows:		
Discount Rate	7.38%	6.80%
<b>Expected Rate of Return on Plan Assets</b>		
Withdrawal Rate	1.00%	1.00%
<b>B. LEAVE ENCASHMENT</b>		
<b>Changes in present value of obligations</b>		
Present Value of Obligations at beginning of the year	10.30	10.07
Service Cost	1.85	1.89
Interest Cost	0.70	0.68
Actuarial Loss / (Gain)	(0.18)	(0.97)
Benefits Paid	(0.29)	(1.36)
<b>Defined benefit obligations at end of the year (a)</b>	<b>12.38</b>	<b>10.30</b>
<b>Changes in fair value of plan assets</b>		
Fair Value of Plan Assets as at beginning of the year	-	-
Expected Return on Plan Assets	-	-
Contributions by Employer	-	-
Actuarial Gain / (Loss)	-	-
Benefits Paid	-	-
<b>Fair value of Plan Assets at end of the year (b)</b>	<b>-</b>	<b>-</b>
<b>Present Value of Funded Obligations (a-b)</b>	<b>12.38</b>	<b>10.30</b>
The net amount recognized in the statement of Profit and Loss for the year ended 31st March, 2023 is as follows:		
Current Service Cost	1.85	1.89
Interest Cost	0.70	0.68
Expected Return on Plan Assets	-	-
Net Actuarial Loss / (Gain) Recognized	(0.18)	(0.97)
<b>Net Amount Recognized</b>	<b>0.52</b>	<b>(0.29)</b>
Actual Return on Plan Assets		
The principal actuarial assumptions used as at 31st March, 2023 are as follows:		
Discount Rate	7.38%	6.80%
<b>Expected Rate of Return on Plan Assets</b>		
Withdrawal Rate	1.00%	1.00%

**NOTE 41 : SEGMENT REPORTING**

The Holding Company's Board of Directors together with the Chief Executive Officer has been identified as the Chief Operating Decision Maker (CODM) as defined under IND AS 108 : 'Operating Segments'. The CODM evaluates the Group's performance and allocates resources based on an analysis of various performance parameters. The Group is primarily engaged in only one business segment i.e business of manufacturing components for 'Power Electronics'. The Group has accordingly identified this as Operating Segments in accordance with requirements of IND AS 108 : Operating Segments.



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**NOTE 42 : FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT :**

The fair values of the financial assets and liabilities are included 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 :

1. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities, short term loans from bank and financial institutions approximate their carrying amounts largely due to short term maturities of these instruments.
2. Financial instruments with fixed and variable interest rates are evaluated by the Company based on parameters such as interest rates and individual credit worthiness of the counterparty. Based on this evaluation, allowances are taken to account for expected losses of these receivables. Accordingly fair value of such instruments is not materially different from their carrying amounts :

**Accounting classification and fair values:**

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

(₹ in Lakhs)

31st March, 2023	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Other Financial Assets	-	-	30.01	30.01	-	-	30.01	30.01
Trade receivables	-	-	1645.12	1645.12	-	-	1645.12	1645.12
Cash and cash equivalents	-	-	1.77	1.77	-	-	1.77	1.77
Bank Balances other than Cash and cash equivalents	-	-	109.19	109.19	-	-	109.19	109.19
<b>TOTAL</b>	-	-	<b>1786.09</b>	<b>1786.09</b>	-	-	<b>1786.09</b>	<b>1786.09</b>

<b>Financial Liabilities</b>								
Long Term Borrowings	-	-	2225.81	2225.81	-	-	2225.81	2225.81
Long Term Lease liabilities	-	-	20.89	20.89	-	-	20.89	20.89
Other Financial Liabilities	-	-	1.25	1.25	-	-	1.25	1.25
Short Term Borrowings	-	-	965.38	965.38	-	-	965.38	965.38
Short Term Lease liabilities	-	-	1.70	1.70	-	-	1.70	1.70
Trade Payables	-	-	931.16	931.16	-	-	931.16	931.16
Other Financial Liabilities	-	-	101.97	101.97	-	-	101.97	101.97
<b>TOTAL</b>	-	-	<b>4248.16</b>	<b>4248.16</b>	-	-	<b>4248.16</b>	<b>4248.16</b>

(₹ in Lakhs)

31st March, 2022	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Assets</b>								
Other Financial Assets	-	-	40.58	40.58	-	-	40.58	40.58
Trade receivables	-	-	1043.84	1043.84	-	-	1043.84	1043.84
Cash and cash equivalents	-	-	0.72	0.72	-	-	0.72	0.72
Bank Balances other than Cash and cash equivalents	-	-	87.19	87.19	-	-	87.19	87.19
<b>TOTAL</b>	-	-	<b>1172.33</b>	<b>1172.33</b>	-	-	<b>1172.33</b>	<b>1172.33</b>



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



(₹ in Lakhs)

31st March, 2022	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial Liabilities</b>								
Long Term Borrowings	-	-	686.42	686.42	-	-	686.42	686.42
Long Term Lease liabilities	-	-	22.59	22.59			22.59	22.59
Other Financial Liabilities	-	-	1.25	1.25	-	-	1.25	1.25
Short Term Borrowings	-	-	2204.19	2204.19	-	-	2204.19	2204.19
Short Term Lease liabilities	-	-	6.50	6.50	-	-	6.50	6.50
Trade Payables	-	-	866.01	866.01			866.01	866.01
Other Financial Liabilities	-	-	104.21	104.21	-	-	104.21	104.21
<b>TOTAL</b>	-	-	<b>3891.17</b>	<b>3891.17</b>	-	-	<b>3891.17</b>	<b>3891.17</b>

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy based on the lowest level input that is significant to the fair value measurement as a whole. The fair value hierarchy is described as under:

**Level 1**

This Level hierarchy includes financial instruments measured using quoted prices. This includes quoted equity instruments. The fair value of all the equity instruments which are treated in the stock exchanges is valued using the closing price as at the reporting period.

**Level 2**

The fair value of derivatives and investment in unquoted equity and unquoted mutual funds instruments is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2. The mutual funds are valued using the closing NAV.

**Level 3**

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

**NOTE 43 : FINANCIAL RISK MANAGEMENT:**

The Company's principal financial liabilities comprise loans and borrowings, advances and trade and other payables. The purpose of these financial liabilities is to finance the company's operations and to provide to support its operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that derive directly from its operations.

The Company's activities exposes it to Liquidity Risk, Market Risk and Credit Risk. The Board of Directors reviews and agrees policies for managing each of these risks which are summarised as below :

The Company's activity exposes it to Market Risk, Liquidity Risk, Interest Risk and Credit Risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk.

**(A) LIQUIDITY RISK:**

The risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity Risk Management implies maintaining sufficient cash including availability of funding through an adequate amount of committed credit facilities to meet the obligations as and when due.

Liquidity Risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset. Liquidity Risk may result from an inability to sell a financial asset quickly at close to its fair value.

Prudent Liquidity Risk Management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying business, the Company's treasury maintains flexibility in funding by maintaining availability under committed credit lines.

**(i) FINANCING ARRANGEMENTS**

The company has access to the following undrawn borrowing facilities as at the end of the reporting period :

(₹ in Lakhs)

Particulars	As at 31st March, 2023	As at 31st March, 2022
Secured Working Capital Credit Facility from Bank	300.11	143.55



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



(ii) The following is the contractual maturities of the financial liabilities : (₹ in Lakhs)

Particulars	Carrying Amount	1-12 months	More than 12 months
<b>As at 31st March, 2023</b>			
<b>Non Derivative Liabilities</b>			
Long Term Borrowings	2225.81	-	2225.81
Long Term Lease Liabilities	20.89	-	20.89
Other Financial Liabilities	1.25	1.25	-
Short Term Borrowings	965.38	965.38	-
Short Term Lease Liabilities	1.70	1.70	-
Trade Payables	931.16	931.16	-
Other Financial Liabilities	101.97	101.97	-
<b>TOTAL</b>	<b>4248.16</b>	<b>2001.46</b>	<b>2246.69</b>

Particulars	Carrying Amount	1-12 months	More than 12 months
<b>As at 31st March, 2022</b>			
<b>Non Derivative Liabilities</b>			
Long Term Borrowings	686.42	-	686.42
Long Term Lease Liabilities	22.59	-	22.59
Other Financial Liabilities	1.25	1.25	-
Short Term Borrowings	2204.19	2204.19	-
Short Term Lease Liabilities	6.50	6.50	-
Trade Payables	866.01	866.01	-
Other Financial Liabilities	104.21	104.21	-
<b>TOTAL</b>	<b>3891.17</b>	<b>3182.16</b>	<b>709.01</b>

**(B) MARKET RISK:**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk : interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk includes investments, deposits, foreign currency receivables and payables. The Company's treasury team manages the Market Risk, which evaluates and exercises independent control over the entire process of market risk management.

**(i) Foreign Currency Exposure**

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The company has foreign currency trade payables and receivables and is therefore exposed to foreign exchange risk. The exchange rates have been volatile in the recent years and may continue to be volatile in the future. Hence the operating results and financials of the Company may be impacted due to volatility of the rupee against foreign currencies.

**Unhedged Foreign Currency Exposure**

Particulars	Payables		Receivables	
	In Foreign Currency	(₹ in Lakhs)	In Foreign Currency	(₹ in Lakhs)
<b>As at March 31, 2023</b>				
- USD	1.01	215.81	0.85	221.02
- EURO	3.07	276.98	-	-
- GBP	-	-	0.01	5.91
<b>ADVANCES</b>				
- USD	(1.00)	(236.79)	-	-
- GBP	-	-	-	-
- EURO	-	-	-	-
		<b>256.00</b>		<b>226.93</b>



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



Particulars	Payables		Receivables	
	In Foreign Currency	(₹ in Lakhs)	In Foreign Currency	(₹ in Lakhs)
<b>As at March 31, 2022</b>				
- USD	1.83	138.66	1.81	136.89
- EURO	3.57	302.19	-	-
- GBP	-	-	0.02	1.69
<b>Advances</b>				
- USD	(6.23)	(472.28)	(0.01)	(0.64)
- JPY	-	-	(0.003)	(0.32)
- EURO	(0.13)	(10.81)		
		<b>(42.24)</b>		<b>137.61</b>

**FOREIGN CURRENCY RISK SENSITIVITY**

A change of 5% in foreign currency exchange rates would have the following impact in Profits before Taxes (₹ in Lakhs)

Particulars	For the year ended March 31,2023		For the year ended March 31,2022	
	5% increase	5% decrease	5% increase	5% decrease
Payables-Profit/(Loss)	(12.80)	12.80	2.11	(2.11)
Receivables-Profit/(Loss)	11.35	(11.35)	6.88	(6.88)
	<b>(1.45)</b>	<b>1.45</b>	<b>8.99</b>	<b>(8.99)</b>

**(ii) INTEREST 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. Since the Company has no borrowings, exposure to risk of change in market interest rate is Nil.

**(C) CREDIT RISK**

Credit risk is the risk of financial loss to the Company if a customer or counter party fails to meet its contractual obligations. The company is exposed to credit risks from its operating activities, primarily trade receivables, cash and cash equivalents, deposits with banks and other financial instruments. Credit Risk is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

(₹ in Lakhs)

Exposure to the Credit Risks	As at 31st March, 2023	As at 31st March, 2022
Financial Assets for which loss allowance is measured using Life Time Expected Credit Losses (ECL) -Trade Receivables	<b>79.99</b>	119.71

**(i) TRADE RECEIVABLES**

The Company considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risks on an ongoing basis throughout each reporting period.

To assess whether there is a significant change (increase) in credit risk, the Company compares the risk of default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. It consider the reasonable and supportive forward looking information such as :

- a. Actual or expected significant adverse changes in the business
- b. Actual or expected significant adverse changes in the operating results of the counter-party
- c. Financial or economic conditions that are expected to cause a significant change to the counter-party's ability to meet its obligations
- d. Significant increase in credit risk on other financial instruments of same counterparty.



**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**NOTE 44 : DISCLOSURES OF RATIOS**

Additional Regulatory Information pursuant to Clause 6L of General Instructions for preparation of Balance Sheet as given in Part I of Division II of Schedule III to the Companies Act, 2013, are given hereunder to the extent relevant and other than those given elsewhere in any other notes to the Financial Statements.

Ratio	Numerator	Denometer	As at 31st March, 2023	As at 31st March, 2022	Variance in %
(a) Current Ratio	Total Current Assets	Total Current Liabilities	2.16	1.15	1.01
(b) Debt-Equity Ratio	Debt	Total Equity	0.97	1.12	(0.14)
(c) Debt Service Coverage Ratio	Earning available for Debt Service	Debt Service	9.36	10.55	(1.19)
(d) Return on Equity Ratio	Profit after Taxes for the year less Preference Dividend	Average total equity	0.20	0.12	0.09
(e) Inventory Turnover Ratio	COGS	Average Inventories	2.11	1.94	0.18
(f) Trade Receivables Turnover Ratio	Revenue from Operations	Average Trade Receivables	4.26	3.90	0.37
(g) Trade Payables Turnover Ratio	Purchases	Average Trade Payables	4.29	4.51	(0.22)
(h) Net Capital Turnover Ratio	Revenue from Operations	Net Working Capital	3.93	3.55	0.38
(i) Net Profit Ratio	Profit after Taxes for the year	Revenue From Operations	0.10	0.07	0.04
(j) Return on Capital Employed	Profit before Taxes & Finance Costs	Capital Employed = Networth + Lease Liabilities + Deferred Tax Liabilities	0.27	0.16	0.11
(k) Return on Investment	Income generated from Investments	Average Investments	0.04	0.04	0.00

**Notes for Ratio:**

- a There is substantial increase in Sales due to which profit is also increased which has impact on Ratios.
- b The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- c The Holding Company has availed Cash Credit Limits of limit of ₹ 12 Crs. The differences arising between the Quarterly filed Statements with the Bank and books of accounts is due to recognition of gain/loss of foreign exchange fluctuation on receivables/payables in books of accounts after submitting Statements to the Bank.
- d The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- e The Group has not been declared as a willful defaulter by any lender who has powers to declare a Group as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved.
- f The Group does not have any transactions with struck-off companies
- g The Group has not advanced or loaned or invested funds to any other persons or entities, including foreign entities (intermediaries) with the understanding that intermediary shall : i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or ii. Provide any guarantee, security or the like on behalf of Ultimate Beneficiaries.
- h The Group have not received any fund from any persons or entities, including foreign entities (Funding Party) with the understanding that Company shall: i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or ii. Provide any guarantee, security or the like on behalf of Ultimate Beneficiaries.
- i The Group have not traded or invested in Crypto currency or Virtual Currency during the financial year.
- j The Group do not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).





**RIR POWER ELECTRONICS LIMITED**  
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**NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd...)**



**NOTE 45 : CAPITAL RISK MANAGEMENT**

The Company's objective when managing capital are to :

- (i) safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- (ii) maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Company may issue new shares, adjust the amount of dividends paid to shareholders etc. The Company's policy is to maintain a stable and strong capital structure and to sustain future development and growth of the business. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure.

The Company monitors capital using a gearing ratio being a ratio of net debt as a percentage of total capital.

Particulars	(₹ in Lakhs)	
	As at 31st March, 2023	As at 31st March, 2022
Total Equity	3302.63	2613.14
Net Debt (Total borrowings less cash and cash equivalents)	3189.41	2889.88
Total Capital (Borrowed and Equity)	6492.04	5503.02
Gearing Ratio (in %)	49.13%	52.51%

**NOTE 46 :** Pursuant to the approval of the Board of Directors on August 13, 2021, the Company has entered into Business Transfer Agreement on January 01, 2022, to acquire the Semi Conductor Business undertaking Visicon Power Electronics Pvt Ltd to enhance the Company's Semi Conductor Business for a Consideration of 2.10 Crs (based on Independent Valuation). The Company has consummated the above transfer of Business on January 01, 2022. The above transaction has been recorded in the books of accounts of the Company in accordance with Appendix C - 'Business Combinations of the entities under common control' of Ind AS 103 - 'Business Combinations', using the pooling of Interest Method. Accordingly, assets and liabilities transferred has been accounted at carrying amounts as reflected in the books of Visicon Power Electronics Pvt. Ltd. as at December 31, 2021 and no adjustments have been made to reflect the fair values. Details of Transfer of Business are as under:

Particulars	(₹ in Lakhs)
Property, Plant & Equipment (Including WIP)	1988.12
Net Working Capital	381.49
Long Term Financial Liabilities	2233.28
<b>Total Net Assets Transferred</b>	<b>136.33</b>
Purchase Consideration	210.38
<b>Goodwill</b>	<b>74.06</b>

**NOTE 47 :** Prior year comparatives have been regrouped and reclassified wherever necessary to conform to the current year's presentation. Amounts and other disclosures for the prior year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**NOTE 48 :** All amounts as shown in the various tables and paragraphs included in these Financial Statements and Annual Report have been rounded off or truncated to the nearest Lakhs as per the requirements of Schedule III, unless otherwise stated.

As per our attached report of even date  
**For KIRTANE & PANDIT LLP,**  
**CHARTERED ACCOUNTANTS**  
Firm's Registration No: 105215W/W100057

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

**ADITYA A. KANETKAR**  
PARTNER  
M. No: 149037

**PIYUSH K SHAH**  
DIRECTOR  
(DIN: 09032257)

**PRAVIN G SHAH**  
DIRECTOR  
(DIN: 00179771)

**Place: Mumbai**  
**Date : 26<sup>th</sup> May, 2023**

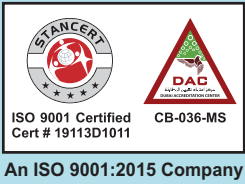
**KISAN R CHOKSEY**  
DIRECTOR  
(DIN: 00190931)

**BHAVIN P RAMBHIA**  
COMPANY SECRETARY



PARTICIPATION IN SEMICONINDIA 2023 EXHIBITION AT GANDHINAGAR, GUJARAT





# RIR

## POWER ELECTRONICS LIMITED

[Formerly, RUTTONSHA INTERNATIONAL RECTIFIER LIMITED]

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E-mail : [secretarial@ruttonsha.com](mailto:secretarial@ruttonsha.com) ● Website: [www.ruttonsha.com](http://www.ruttonsha.com)

**FACTORY :** 338, International House, Baska, Halol, Dist. Panchmahals,  
Pin - 389 350. Gujarat (India) ● E-mail : [adminbsk@ruttonsha.com](mailto:adminbsk@ruttonsha.com)