

RISHI LASER LIMITED



Registered Office : 612, Veena Killedar Industrial Estate, 10-14, Pais Street, Byculla (W), Mumbai - 400 011.
Tel. : +91 22 2307 5677, 2307 4585, 2307 4897 Fax : +91 22 2308 0022
Email : rlcl.mumbai@rishilaser.com Website : www.rishilaser.com
CIN : L99999MH1992PLC066412

The Dy. General Manager,

04.11.2020

Corporate Relations Department
Stock Exchange,
Mumbai

Script Code-526861
ISIN: INE988D01012

Sub: Notice of 28th Annual General Meeting of the Company and Annual Report

Dear Sir,

Further to our letter dated 28.10.2020 with regard to Intimation of 28th Annual General Meeting of the Company, Book Closure and Cut-off Date for E-Voting, please find attached herewith Annual Report for FY 2020 along with Notice of 28th Annual General Meeting forming part of it.

The Annual Report and Notice of 28th Annual General Meeting are also available on the Company's website i.e. www.rishilaser.com.

This is for your information and record. The disclosure is made pursuant to Regulation 34 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You

Yours faithfully

For Rishi Laser Limited

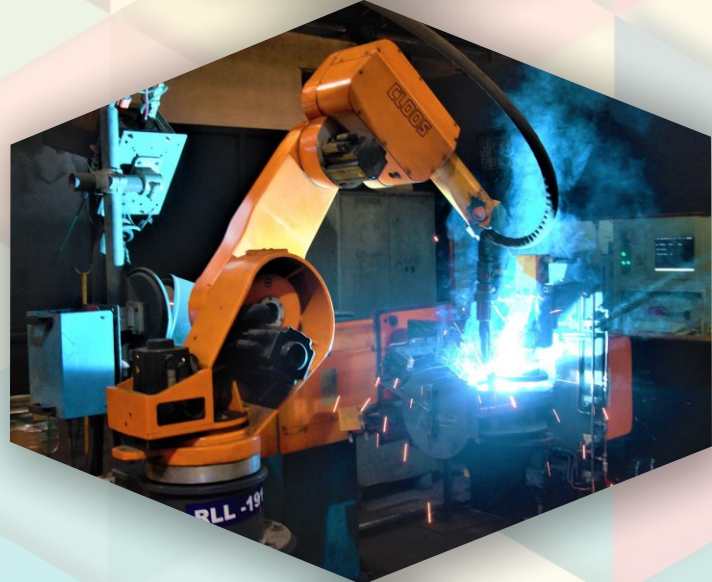
Harshad Patel
Managing Director
DIN: 00164228

RISHI LASER LIMITED



28th

**ANNUAL REPORT
2019-2020**



Rishi Laser Ltd.
Precision Metal Fabricators



BOARD OF DIRECTORS

Name of Directors	Designation	DIN
Mr. Harshad Patel	Managing Director	00164228
Mr. Vasant Goray	Non-executive Director	00176609
Mr. Dinesh Chandra Mehta	Independant Director	00509447
Ms. Sheela Ayyar	Independant Director	06656579

CHIEF FINANCIAL OFFICER

Mr. Ganesh Prasad Agrawal
(Appointed as Compliance Officer
of the Company w.e.f. 02.12.2019)

COMPANY SECRETARY

Ms. Supriya Joshi
(Company Secretary
of the Company upto 30.11.2019)

AUDITORS**Statutory Auditor**

M/s. Shah Mehta and Bakshi
2nd Floor, Prasanna House, Associated Society,
Opp. Radhakrishna Park, Near Akota Stadium,
Akota, Vadodara - 390020

Secretarial Auditor

Sudhanwa S. Kalamkar & Associates
B-1/12, Vijay Wadi Niwas CHS Ltd.
Lokmanya Tilak Road, Mulund East,
Mumbai - 400 081

Internal Auditor

Attar & Associates
216, Sai Vihar, Sai Park, Shivaji path,
Kalyan - 421 301, Dist - Thane, Maharashtra

Cost Auditor

P. K. Chatterjee & Associates,
115, Radhey Nagar Housing Society,
Surat, Gujarat.

BANKERS

HDFC Bank

REGISTRARS AND TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd.,
17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road,
Marol Naka, Andheri (E), Mumbai – 400059. Tel.: 022-4227 0400

REGISTERED OFFICE

612, Veena Killedar Industrial Estate, 10/14, Pais Street,
Byculla (W), Mumbai – 400 011. Tel No. 022-23075677/23074585
CIN:L99999MH1992PLC066412

Website: www.rishilaser.com Email: rlcl.mumbai@rishilaser.com, investors@rishilaser.com

MANUFACTURING UNITS

Pune Unit- I	Gat No. 1236/1+2+3, Alandi Markal Road, Village - Markal, Taluka - Khed, Dist - Pune - 412105
Pune Unit- II	Gat No. 229, Alandi Markal Road, Village - Markal, Taluka - Khed, Dist - Pune - 412105
Vadodara-Savli	Plot No 578 - 587, GIDC, Savli, Vadodara - 391770
Pithampur	Plot No. 661 - 663, Sector-3, Pithampur, Dist - Dhar (Madhya Pradesh)
Kundli	428, EPIP Industrial Estate, Kundli, Dist - Sonapat (Haryana)
Bangalore-Bommsandra Unit	Site No. 145-146, 4th Phase, Bommsandra Industrial Area, Tal-Anekal, Bangalore - 560099
Chennai	No. 68, Plot No. 1 to 8, Varadharajapuram, Chennai-Bangalore Highway, Nazerethpet, Poonamalle, Chennai - 600123



CONTENTS

	Page No.
Key Numbers at a Glance and Graphs	3
Notice of AGM	7
Directors' Report Alongwith Annexures	20
Management Discussion and Analysis	42
General Shareholders Information	48
Declaration of the Managing Director	53
STANDALONE ACCOUNTS	
• Independent Auditor's Report	54
• Balance Sheet	62
• Profit and Loss	63
• Cash Flow Statement	64
• Changes in Equity	66
• Notes to Financial Statements	67
CONSOLIDATED ACCOUNTS	
• Independent Auditor's Report	102
• Balance Sheet	106
• Profit and Loss	107
• Cash Flow Statement	108
• Changes in Equity	110
• Notes to Financial Statements	111
Form AOC-1: Statement containing salient features of the financial statement of subsidiaries	146

KEY NUMBERS AT A GLANCE (On Standalone basis)

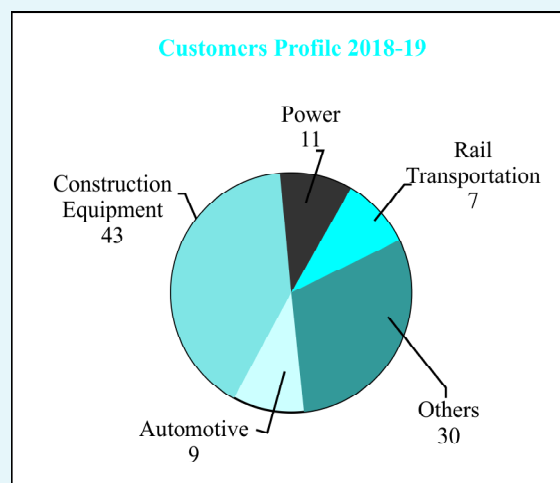
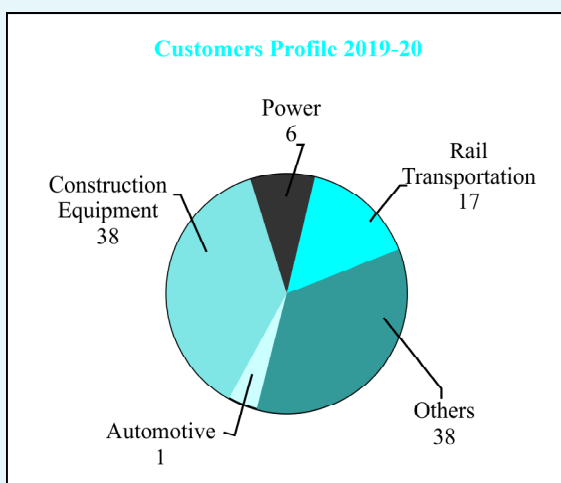
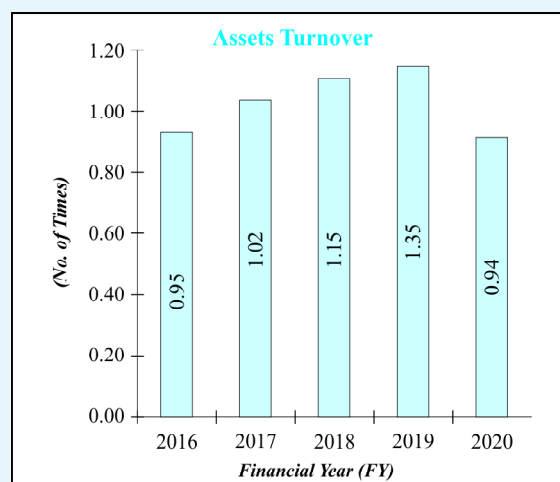
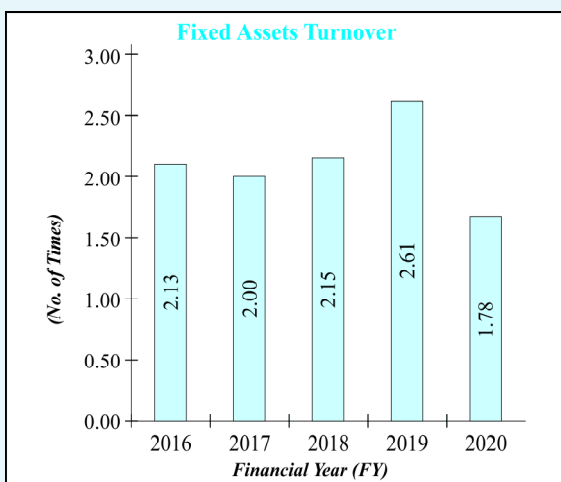
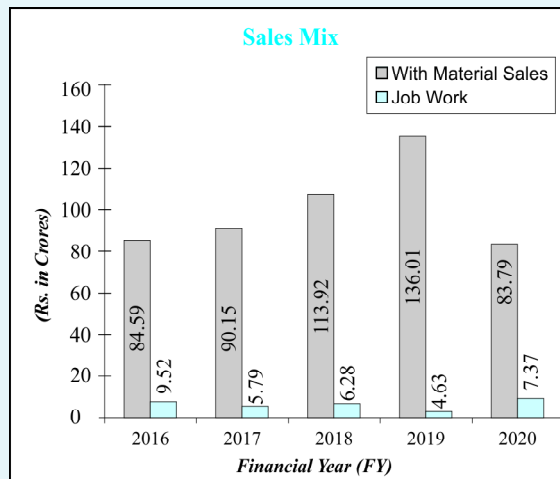
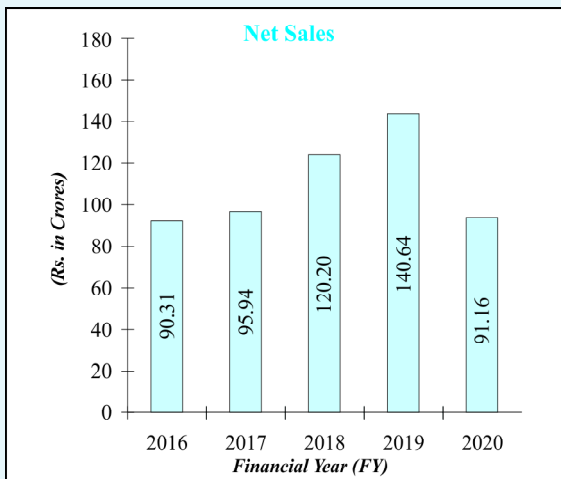
(Rs. in Crores - unless mentioned otherwise)					
Particulars	2016	2017*	2018*	2019*	2020*
Profit & Loss Account:					
Revenue (Net)	90.31	95.94	120.19	140.64	91.16
Total Income	90.37	98.72	122.91	143.28	93.29
EBIDTA (Excluding Other Income)	3.04	5.07	4.88	6.77	(2.97)
Profit/(Loss) Before Tax (PBT)	(8.07)	1.14	(0.77)	1.76	(2.89)
Profit/(Loss) After Tax (PAT)	(7.95)	1.05	(0.19)	3.43	(2.62)
Balance Sheet:					
Equity Capital	9.19	9.19	9.19	9.19	9.19
Reserve & Surplus	9.78	26.24	25.80	28.19	24.62
Net Worth	18.97	35.43	34.99	37.38	33.81
Loan Funds	38.96	25.55	18.75	10.14	7.60
Current Liabilities	25.11	38.13	45.49	53.72	42.23
Other Liabilities	1.48	5.06	5.18	3.44	5.27
Total Liabilities	84.52	104.17	104.41	104.68	88.91
Gross Block Including CWIP	108.01	126.94	127.44	125.76	122.18
Accumulated Depreciation	66.48	69.64	71.67	72.86	71.93
Net Block	41.53	57.30	55.77	52.90	50.25
Investments	1.16	2.09	2.23	1.51	0.84
Current Assets	40.45	40.25	41.84	45.90	31.66
Other Assets	1.38	4.53	4.57	4.37	6.16
Total Assets	84.52	104.17	104.41	104.68	88.91
Ratio Analysis:					
EBIDTA Margin (%) (Excluding Other Income)	3.37	5.28	4.06	4.81	(3.26)
PAT Margin (%)	(8.80)	1.09	(0.16)	2.44	(2.87)
Debt-Equity Ratio (In times)	2.05	0.72	0.54	0.27	0.22
Total Assets Turnover (In times)	0.95	1.02	1.15	1.35	0.94
Fixed Assets Turnover (In times)	2.13	2.50	3.13	2.61	1.78
ROCE (%)	(2.23)	4.09	3.66	6.21	(1.42)
Ratios-Per Share:					
Earnings Per Share (In Rs.)	(8.65)	1.15	(0.21)	3.73	(2.85)
Dividend Per Share (In Rs.)	0.00	0.00	0.00	0.00	0.00
Book Value Per Share (In Rs.)	20.63	38.54	38.06	40.67	36.78

* Note: Figures for the financial year 2016-17 to 2018-19 are as per IND AS financial statement.

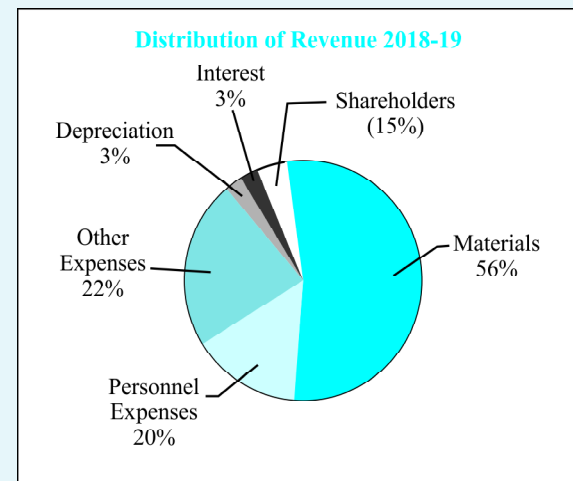
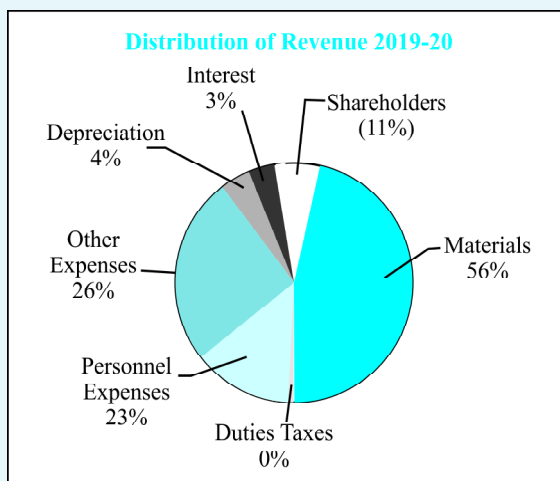
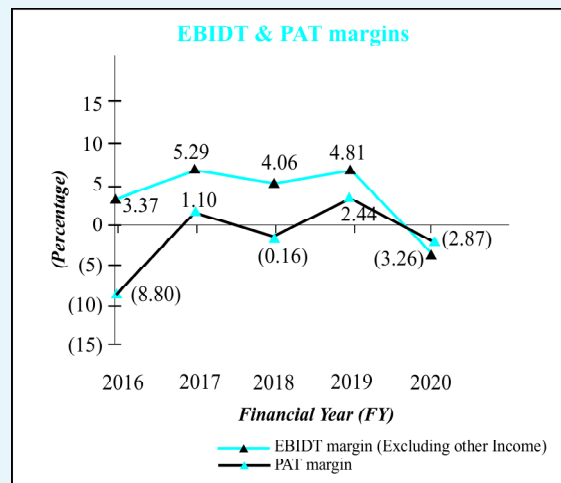
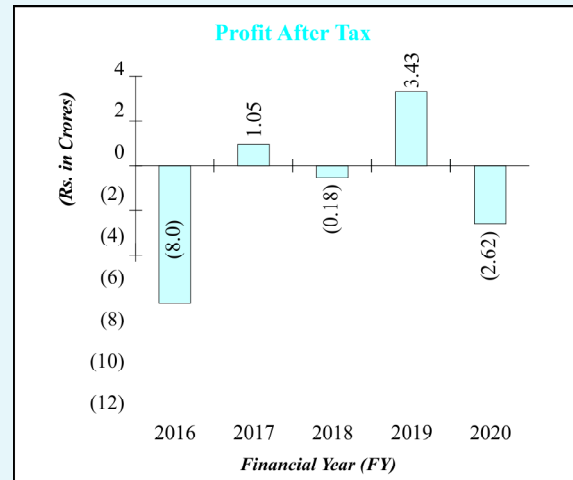
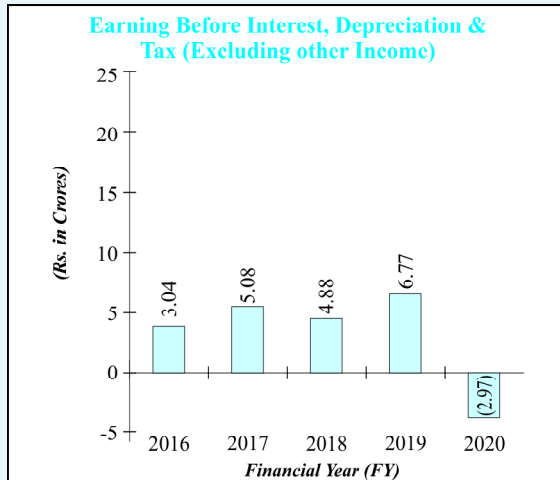


COMPANY'S PERFORMANCE TREND-LAST FIVE FISCALS

REVENUES

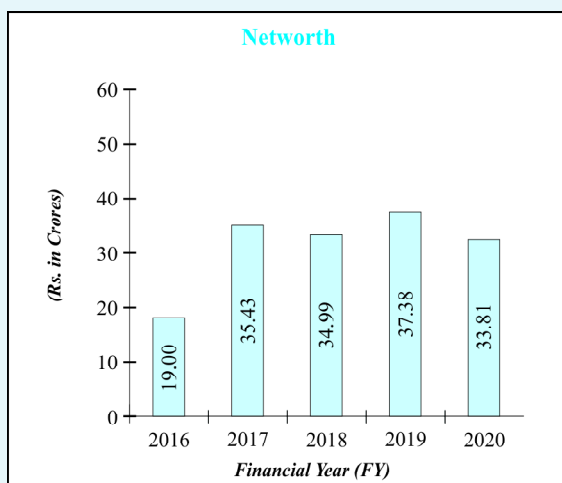


EARNINGS

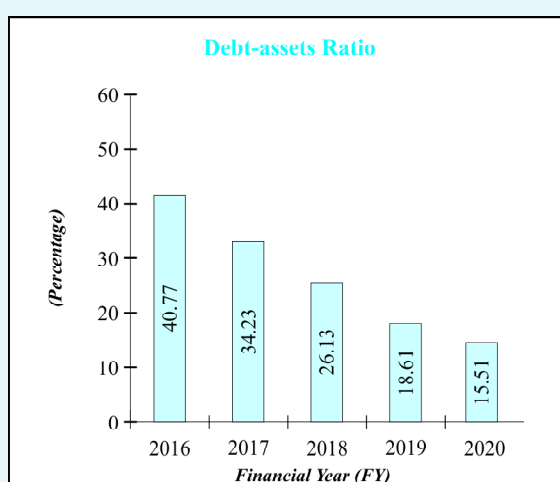
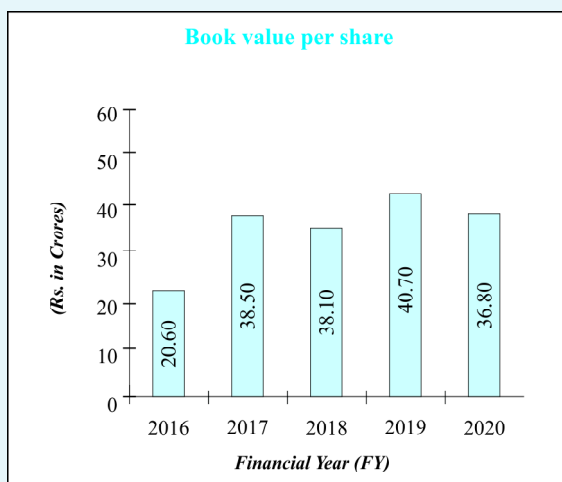
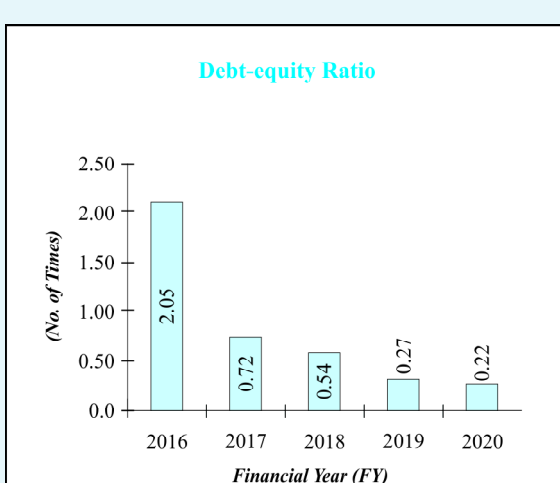
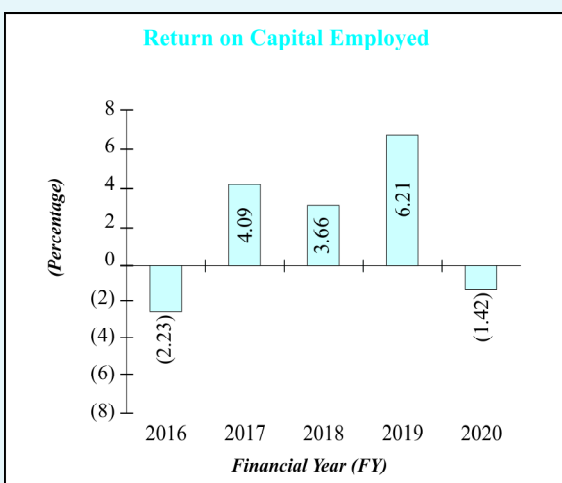
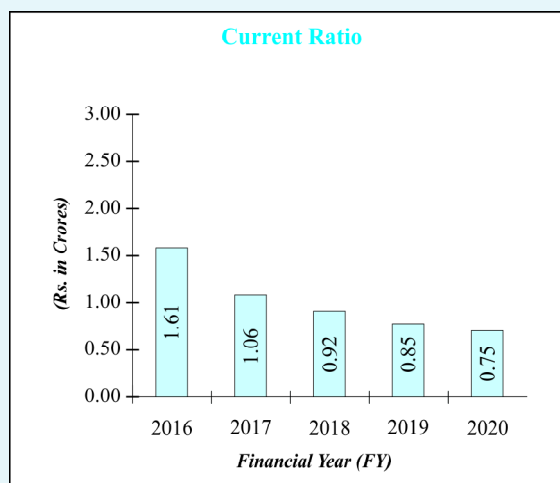




VALUE CREATION



LIQUIDITY & LEVERAGE



RISHILASER LIMITED**CIN : L99999MH1992PLC066412**

Regd. office: 612 Veena Killedar Indl. Estate, 10/14 Pais Street, Byculla (W), Mumbai 400 011.

Tel. No. 022 - 23075677 / 23074585 | Fax No. 022-23080022

E-mail: rcl.mumbai@rishilaser.com | Website: www.rishilaser.com

NOTICE

NOTICE is hereby given that the Twenty Eighth Annual General Meeting of the Members of Rishi Laser Limited will be held on Friday, 27th day of November, 2020 at 11.00 a.m. through Video Conferencing (VC) other Audio Visual Means (OAVM) to transact the following business:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended 31st March, 2020 and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vasant Goray (DIN 00176609), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS

3. To approve the remuneration of the Cost Auditors for financial year ending 31st March, 2021 and in this regard to consider and if thought fit, to pass with or without modifications the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 (3) and all other applicable provisions, if any, of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014 or any statutory modification or re-enactment thereof, **M/s P.K.Chatterjee & Associates, Cost Accountants** (Firm Registration No. 101833) appointed as the Cost Auditors by the Board of Directors of the Company for the financial year ending 31st March 2021 be paid a remuneration of Rs. 65,000/- (Rupees Sixty Five Thousand Only) as recommended by the Audit Committee

and approved by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds and things as may be necessary for the purpose of giving effect to this resolution.”

4. To approve re-appointment and remuneration of Mr. Harshad Patel (DIN: 00164228) as Managing Director of the Company and in this regards to consider and if thought fit, to pass with or without modifications the following Resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and Articles of Association of the Company and pursuant to recommendation of the Nomination and Remuneration Committee, and subject to approval of any other authorities that may be requires, the Company hereby approves, the re-appointment of Mr. Harshad Patel (DIN: 00164228), as the Managing Director of the Company for a period of three (3) years commencing from 01st April, 2020 till 31st March, 2023, at a minimum consolidated remuneration (including perquisites except those mentioned in Section IV of Part II of Schedule V) not exceeding Rs. 10 Lacs per month which from time to time with the approval of the Board or any Committee thereof may further be enhanced/altered/varied upto the maximum permissible limit as specified under Schedule V of Companies Act, 2013, and



on such other terms and conditions as laid down in the agreement entered into between the Company and Mr. Harshad Patel;

RESOLVED FURTHER THAT where in any financial year during the currency of tenure of Mr. Harshad Patel as Managing Director, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to Mr. Harshad Patel, the remuneration as set out in the Explanatory Statement, as a "minimum remuneration" subject

to the limits and conditions specified in Schedule V of the Companies Act, 2013 and rules made thereunder as amended from time to time;

RESOLVED FURTHER THAT the Board of Directors and / or Company Secretary and Compliance Officer and / or Chief Financial Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

Date: 11th September, 2020

Place: Mumbai

Registered Office: -
612, Veena Killedar Industrial estate,
10-14, Pais Street,
Byculla (W),
Mumbai 400011.

By Order of the Board
For Rishi Laser Limited

Ganesh Agrawal
CFO & Compliance Officer

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
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 pursuant to the MCA Circulars 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 and Attendance Slip are not annexed to this Notice.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 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 AGM/EGM. 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 EGM/AGM will be provided by CDSL.
4. 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.
5. The Members can join the EGM/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 EGM/ 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 EGM/AGM without restriction on account of first come first served basis.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to askus@kalamkarassociates.com
7. In case of the Joint holders attending the 28th AGM, only such joint holder who is higher in the order of names will be entitled to vote.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Adroit Corporate Services Private Limited for assistance in this regard.
9. 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 Adroit Corporate Services Private Limited in case the shares are held by them in physical form.



10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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., to their DPs in case the shares are held by them in electronic form and to Adroit Corporate Services Private Limited in case the shares are held by them in physical form.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Adroit Corporate Services Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
12. Statutory Registers and documents referred to, in the Notice and Explanatory statement are open for inspection by the Members at the Registered office of the Company on all days (excluding Saturdays and Sundays) between 11.00 a.m to 1.00 p.m upto the date of the 28th Annual General Meeting.
13. Pursuant to Section 124 (5) of the Companies Act, 2013 any dividend which is unpaid & unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of a company is required to be transferred to Investor Education and Protection Fund ("IEPF Authority") established under Section 125 (1) of the said Act.

Further pursuant to Section 124 (6) of the Companies Act, 2013 all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Authority.

Members may please note that in the event of transfer of shares and unclaimed dividend to IEPF Authority Member can claim the same from the said authority by filing online application in Form IEPF 5 available on the website www.iepf.gov.in and sending a physical copy of the same alongwith all enclosures duly signed to the Company.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 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 and Annual Report 2019-20 will also be available on the Company's website www.rishilaser.com, websites of the Stock Exchanges i.e. BSE Limited and at www.bseindia.com, and on the website of CDSL (Email ID)
15. Members can avail nomination facility in terms of extant legal provisions in this regard. On request, the necessary Form SH-13 can be obtained from the R & T Agents.
16. *Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.*
17. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.
18. The Register of Members and Share Transfer Books of the Company will remain closed from 21.11.2020 to 27.11.2020 (both days inclusive).
19. *At the Twenty Sixth AGM held on September 28, 2018 the Members approved appointment of M/s Shah Mehta and Bakshi, Chartered Accountants, Vadodara (Firm Registration No. 103824W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the Thirty First AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Twenty Eighth AGM*
20. Particulars required for appointment/Re-appointment of Director pursuant to sub-regulation (3) of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is as mentioned below:

Mr. Vasant Goray shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers himself for re-appointment. Mr. Vasant Goray, aged 70 years is a post graduate in Commerce and member of Institute of

Company secretaries of India and has over 36 years business experience in Secretarial, Finance and legal matters. He has been acting as Director since May, 2006. He retires by rotation and is eligible for reappointment.

Other information as prescribed in Regulation 36 of the Listing Regulations and as per Secretarial Standard-2 in respect of appointment or reappointment and/or fixation of Remuneration of Directors, is given at Annexure–A to this notice

21. Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date for remote E-voting i.e. Friday, 20th November, 2020 may follow the same instructions as mentioned below for E-voting.

22. Voting through electronic means (Remote E-Voting):

1. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and as per Regulation 44 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, the Company is pleased to provide its Members the facility to cast their vote by electronic means i.e. remote e-voting, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL") on all resolutions set forth in this Notice.
2. The voting period begins on Monday, November 23, 2020 at 9.00 a.m. and ends on Thursday, November 26, 2020 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of November 20, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
3. The Members who have not casted their vote by remote e voting prior to the Annual General Meeting ("AGM") can exercise their voting rights at the AGM. The Members who have already exercised their right to vote by remote e-voting may also attend/participate in the AGM through VC / OAVM but shall not be entitled to vote at the AGM.

4. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut off date November 20, 2020.
5. A person, whose name is recorded in Register of Members or in the Register of Beneficial Ownership maintained by the RTA/ Depositories, as the case may be, as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM. Any person who has ceased to be the member of the Company as on the cut-off date will not be entitled for remote e voting or voting at the AGM and should treat this Notice for information purpose only.
6. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
7. Sudhanwa S Kalamkar & Associates. (Membership No.18795, CP No.7692) has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
8. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, and make not later than 48 hours of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
9. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and on the website of CDSL www.cdslindia.com immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited.
10. The Procedure and Instructions for Remote e-voting are as under:
 - (i) Log on to the e-voting website www.evotingindia.com, during the voting period.
 - (ii) Click on "Shareholder Module" tab.
 - (iii) Now, select the "RISHI LASER LIMITED" from the drop down menu and click on "SUBMIT"



- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login – My easi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services,
- click on e-Voting option and proceed directly to cast your vote electronically.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	- Please enter the DOB or Dividend Bank Details in order to login. - If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank Details field as mentioned in the instruction 6 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Rishi Laser Limited> on which you choose to vote.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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
- (x) For Members holding shares in physical form, the details can be used

"CANCEL" and accordingly modify your vote.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

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

23. Instructions for shareholders attending the AGM through VC/OAVM are as under:

- a) Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) 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.
- e) 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 at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

24. Instructions for shareholders for E-voting during the AGM are as under:-

- a) The procedure for e-Voting on the AGM is same as the instructions mentioned above for Remote e-voting.



- b) 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.
 - c) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/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.
 - d) Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
25. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
26. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Date: 11th September, 2020

Place: Mumbai

Registered Office: -
612, Veena Killedar Industrial estate,
10-14, Pais Street,
Byculla (W),
Mumbai 400011.

By Order of the Board
For Rishi Laser Limited

Ganesh Agrawal
CFO & Compliance Officer

ANNEXURE

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT 2013

Item No. 3

The Board of Directors, on the recommendation of Audit Committee has approved the appointment and payment of remuneration of Rs. 65,000/- to the Cost Auditor M/s Pranab Chatterjee & Co. to conduct the audit of the cost records of the Company for financial year ending 31st March, 2021. The reduction in remuneration as compared to the last year of Rs. 1,25,000/- is due to financial constrained faced by the Company due to COVID 19.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March, 2021 by passing an Ordinary Resolution as set out at Item No. 3 of the Notice.

None of the Director or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in the said resolution.

The Board of Directors recommends an Ordinary Resolution set out in item no. 3 of the Notice for approval of the Members.

Item No. 4

Mr. Harshad Patel has been on the Board of the company from the inception. He has been acting as Managing Director of the Company since 2011. The Board of Directors in their meeting held on 12.02.2020 decided to re-appoint him as Managing Director of the Company for the further period of three years w.e.f. 1st April 2020 subject to the provisions of sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013.

Mr. Harshad Patel is 63 years of Age and is a Qualified Chartered and Cost Accountant. He has a decade of business experience. He has gone up manifold mainly on account of difficult financial position of the Company. He has over 29 years' experience in Business and Industry. At present he is the only Managerial Person looking after the operations of the Company. The Board felt that it is advisable to re-appoint him as Managing director of the Company who will manage the business efficiently and take it forward on a proper growth path. Further it is proposed to pay remuneration and Perquisites not exceeding the maximum limits specified in Schedule V and on such other terms and conditions and as set out in the Agreement entered into between the Company and Mr. Harshad Patel. The Agreement contains interalia, the following terms and conditions:

A) Period	1 st April, 2020 to 31 st March 2023 (3 Financial years)
B) Remuneration	Consolidated remuneration not exceeding Rs. 10 Lacs per month, which may from time to time be increased by such amount as the Board or Committee thereof may determine taking into consideration the performance of the Company. Provided that maximum consolidated remuneration payable anytime during the aforesaid tenure shall not exceed maximum amount of remuneration payable to the Managing Director as provided by the relevant provisions of the Cos Act 2013.
Breakup of Monthly Remuneration- payable w.e.f. April 01, 2020	
Basic Salary per month	Rs. 5.50 Lacs
House rent allowance up to 50% of salary. In case of rented accommodation, rent up to	Rs. 2.75 Lacs



50% of Salary will be paid to the Managerial Person.	
Other allowances including monetary value of following perquisites a) Premium for personal accident insurance policy b) Vehicle with Driver c) Club Membership Fees	Rs. 1.75 Lacs
The Company shall reimburse to the Managing Director entertainment, traveling and all other expenses incurred by him for the business of the Company. Any commission payable based on the net profit (as and when earned for any financial year during the currency of tenure) will be confined to such amount which shall not exceed maximum amount of remuneration payable provided by the relevant provisions of the Cos Act 2013. Monetary Value of following payments shall not be included while computing perquisites while computing the above limit set on the total remuneration payable to the Appointee:	
a) Contribution towards PF, Superannuation fund or annuity to the extent these either singly or taken together are not taxable under the Income Tax Act. b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and; c) Encashment of leave at the end of tenure.	

In case of absence or inadequacy of profits in any financial year, the remuneration stated above subject to limits specified in Schedule V will be paid as Minimum Remuneration to the Managing Director.

**STATEMENT CONTAINING THE INFORMATION AS REQUIRED UNDER SECTION-II OF
PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013**

I. GENERAL INFORMATION:			
1 Nature of industry	Rishi Laser Limited is mainly engaged in the business of fabrication of sheet metal components.		
2 Date or expected date of commencement of commercial production	Rishi Laser Ltd was incorporated on 20.04.1992		
3 In case of new Companies, expected date of commencement of activities as per project approved by Financial Institutions appearing in the prospectus	Not Applicable		
4 Financial performance based on given indicators	(Rs. In Lacs)		
	Particulars	FY 2019-2020	FY 2018-2019
	Share Capital	919.26	919.26
	Other Equity	257.75	614.73
	Total Revenue from Operations	9409.88	14378.02
	Total Expenses	10158.97	14194.83
	Profit/Loss before Tax	(749.09)	183.19
	Profit/Loss after Tax	(226.12)	350.34

5 Foreign investments or collaborators, if any	Foreign investors, mainly comprising NRIs and Foreign Nationals are investors in the Company on account of past issuance/secondary market purchase.
II. INFORMATION ABOUT THE APPOINTEE	
1 Background details	Mr. Harshad Patel has been on the Board of the company from the inception. He has been acting as Managing Director of the Company since 2011. The Board of Directors in their meeting held on 12.02.2020 decided to re-appoint him as Managing Director of the Company for the further period of three years w.e.f. 1st April 2020 subject to the provisions of sections 196,197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013. His expertise and experience has been very valuable and has been a guiding force for the Company.
2 Recognition or awards	NIL
3 Past Remuneration	Mr. Harshad Patel was paid 9.00 Lakhs pm as remuneration for the financial year ended 31st March, 2020. Detailed break-up of Remuneration is provided in Form No. MGT-9.
4 Job profile and his suitability	Mr. Harshad Patel devotes his full time and attention to the business of the Company and is responsible for the general conduct and management of the affairs of the Company, subject to the superintendence, control and supervision of the Board. Mr. Harshad Patel is a Qualified Chartered and Cost Accountant and has invaluable experience and expertise in the line of the business of the Company which is compatible with the organizational requirements and the Company would definitely benefit under his leadership and valuable guidance. He is also Member of Company's Audit Committee, Stakeholders' Relationship Committee and Finance Committee
5 Remuneration proposed	As mentioned above
6 Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case expatriates the relevant details would be w.r.t. the country of his origin)	The remuneration paid to Mr. Harshad Patel, Managing Director is purely based on merit. Further, the Nomination and Remuneration Committee constituted by the Board, perused the remuneration of managerial person in other Companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Harshad Patel before recommending the remuneration as proposed herein above
7 Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Besides remuneration proposed, Mr. Harshad Patel also holds 1266626 equity shares in the Company. No Director or Key Managerial Personnel or their relatives other than Mr. Harshad Patel is interested in the Resolution.



III. OTHER INFORMATION	
1 Reasons of loss or inadequate profits	The Company does not envisage any loss or inadequate profits. However changes in the taxation regime and challenging business environment may affect the profitability of the Company in future. The Company proposes to obtain approval of Members as an abundant caution in case the standalone profits are insufficient to pay the managerial remuneration as mentioned above.
2 Steps taken or proposed to be taken for improvement	The Company is always looking forward to take all such steps and measures including expansion, diversification, restructuring which are in the best interest of the company. Though, the prices of raw materials and products are influenced by external factors, the Company is making all possible efforts to improve the margins.
3 Expected increase in productivity and profits measurable terms	The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present situation and changes in the economy and with regulatory reforms to predict profits in measurable terms.

IV. DISCLOSURES

The Disclosures prescribed under Part II of section II of Schedule V and details as required pursuant to Regulation 36(3) of the Listing Regulations and the Secretarial Standards-2 on General Meetings, as applicable are provided as an Annexure to the Notice.

Mr. Harshad Patel satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196(3) of the Act for being eligible for re-appointment.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

A copy of the Agreement entered into between the Company and Mr. Harshad Patel is open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday, Sunday and Public Holidays upto and including the date of the Annual General Meeting.

The Board recommends the resolution set out at Item No. 4 of the Notice before the Members for their approval by way of Special Resolution.

ANNEXURE - A

Details of directors seeking appointment or re-appointment and /or fixation of their Remuneration at the ensuing Annual General Meeting (Pursuant to SEBI listing regulation and Secretarial Standard SS-2)

Name of Director	Mr. Harshad Patel - 00164228
Age	63 years
Date of First Appointment on the Board	Since Inception
Expertise in Specific functional areas	Industrialist
Qualifications	Qualified Chartered and Cost Accountant
Terms and condition of appointment / re-appointment	As per Item No. 4 of the explanatory Statement to the Notice'
Remuneration last drawn by such person, if applicable	Rs. 9.00 lakhs p.m.
List of Outside directorship held excluding alternate directorship	1. Xcel polymer products private limited 2. Krishak Saaj private limited 3. Rishi Vocational education private limited 4. Metal cutting and fabricators association of India 5. Agri nets manufacturers association
Chairman / Member of the Committees of the Board of Directors of the Company	Member of Audit Committee, Stakeholders Relationship Committee and Finance Committee
Chairman / Member of the Committees of the Board of Directors of other companies in which he/she is a director	NIL
No. of Equity shares held in the Company	1266626
No. of Board Meetings attended during FY 2019-20	5
Relationship with other Directors, Manager and other Key Managerial Persons of the Company	NIL

Date: 11th September, 2020
Place: Mumbai

Registered Office:

612 Veena Killedar Industrial Estate,
10/14, Pais St Byculla (W),
Mumbai-400011

**By order of the Board
For Rishi Laser Limited**

**Ganesh Agrawal
CFO & Compliance Officer**

**DIRECTORS' REPORT**

To,

The Members,

Your Directors have pleasure in presenting their 28th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2020.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

(Rs. In Lacs)

Sr. No.	Particulars	2019-20		2018-19	
		Standalone	Consolidated	Standalone	Consolidated
I.	Total Income	9328.51	9409.88	14328.42	14378.02
II.	Earnings before Interest, depreciation, tax & Exceptional Items (EBIDT)	(784.93)	(749.09)	941.81	951.67
III.	Profit/(Loss) before Tax	(289.83)	(253.99)	175.73	183.19
IV.	Provision for Tax	(28.16)	(27.87)	(167.55)	(167.15)
V.	Profit/(Loss) after Tax	(261.67)	(226.12)	343.28	350.34
VI.	Total comprehensive income for the period	(341.50)	(305.95)	239.38	246.44

DIVIDEND

To strengthen the cash flow of the Company, no dividend was considered and recommended for the financial year under review.

COMPANY'S WORKING DURING THE YEAR

Your Company continues to pursue the business of fabrication of sheet metal components. The total income earned for the year ended March 31, 2020 was Rs. 93.28 crores as compared to Rs. 143.28 crores in the previous year on standalone basis, Operations during the year have resulted in Earnings before Interest, Depreciation and Tax (EBIDT) of Rs. 84.93 crores compared to Rs. 9.42 crores in the previous year. Loss after tax during the year was at Rs.2.61 crores compared to net profit of Rs. 3.43 crores incurred in the previous year on standalone basis.

The Company has intended to sale GIDC leased open land situated at Village Manjusar, Taluka Savli, District Vadodara, Gujarat, accordingly Members approval was obtained through Postal ballot for the said transaction pursuant to the provisions of section 180 of the Companies Act 2013. Due to out break of pandemic caused by covid 19 virus, the transaction was delayed but the Company expects that the transaction of sale will be completed in this financial year. With the sale of land, it is expected that, the debt repayment position will improve.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

In March, the Government of India imposed complete lockdown due to the outbreak of COVID-19 pandemic across the country and ordered temporarily shutdown of all non-essential business resulting in temporarily suspension of operations across various locations. This resulted an impact on the Company's business during the second half of the month of March, 2020.

The novel coronavirus outbreak in the last quarter of fiscal year 2020 has significantly affected the industry across the globe. We at Rishi Laser Limited, have been working on a safety first principle, ensuring that our employees are safe, minimizing disruption of services for all our customers globally and taking all necessary precautions to control the spread of Coronavirus. In view of the lockdown in many of the States/Union Territories across India, operations in many of the Company's locations (manufacturing, warehouses, offices, etc.) had to be scaled down or shut down from the second half of March 2020 and are being operated as per the local guidelines complying with the required social distancing and high hygiene standards. While this has adversely impacted the sales

performance in various geographies, we continue to closely monitor the situation and take appropriate action, as necessary to scale up operations, in due compliance with the applicable regulations.

In the view of the management, there are no other material changes or commitments which may affect the financial position of the Company.

SIGNIFICANT AND MATERIAL ORDERS

There have been no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status and the Company's operations in future.

ADOPTION OF INDIAN ACCOUNTING STANDARD (IND AS)

As mandated by the notification of Ministry of Corporate Affairs, dated 16th February 2015 notifying the Companies (Indian Accounting Standard) Rules, 2015, Your Company has implemented Indian Accounting Standards ("IND AS") to record financial transactions pursuant to Notification from financial year 2017-2018. During the year 2019-2020; the Company has successfully implemented the Ind AS.

RESERVES

Reserves and Surplus on standalone basis as on March 31, 2020 were Rs. 2462.05Lacs including Rs.2204.30 Lacs towards revaluation reserve as compared to Rs. 2819.03 Lacs in the previous year including therein equivalent amount as a revaluation reserve.

SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

As on the date of Balance Sheet, the Company has one subsidiary viz. Rishi Vocational Education Private Limited. The Company has not entered into any joint venture arrangements and does not have any Associate Company.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of your Company for the financial year 2019-20 are prepared as per Indian Accounting Standards ("IND AS") and in compliance with applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder and the provisions of SEBI (Listing

Obligations and disclosure Requirements) Regulations, 2015. The consolidated financial statements have been prepared on the basis of audited financial statements of your Company and its Subsidiary.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

The detail of the financial position of the Subsidiary in Form AOC-1 is included in the Consolidated Financial Statement forming part of this Annual Report. Since your Company has adopted Indian Accounting Standard (IND AS) in preparation of financial statements, the financial statements of the Subsidiary are also prepared in accordance with IND AS.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

The Internal Auditor appointed by the Company, conducts an Internal Audit and monitors and evaluates the efficacy and adequacy of internal control system, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Internal Audit Findings and recommendations, areas for improvement are reviewed by the Audit Committee. Based on the report of internal auditor; management undertake corrective action in their respective areas and thereby strengthen the controls.

AUDIT OBSERVATIONS AND EXPLANATION OR COMMENT BY THE BOARD

There were no qualifications, reservations or adverse remarks made either by the Auditors or by the Practicing Company Secretary in their respective Reports. The observations made by the Auditors read with the relevant notes on accounts are self-explanatory.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

**DEPOSITS**

During the year under report, the Company has not accepted deposits from public under Chapter V of the Act.

STATUTORY AUDITORS

In the 26th Annual General Meeting; M/S. Shah Mehta and Bakshi, Chartered Accountants, Vadodara (FRN: 103824W) were appointed as the Statutory Auditors of the Company for a term of 5 financial years commencing from 2018-2019 to hold office till the conclusion of the 31st Annual General Meeting of the Company.

Your Company has obtained a declaration from the Statutory Auditors that they meet with the requisite criteria as provided under the provisions of the Companies Act 2013 read with applicable Rules and Advisories, to continue as the Statutory Auditors of the Company for the financial year 2020-2021.

AUDIT REPORT

As per the provisions of the Companies Act, 2013, the Auditors Report on Standalone and Consolidated Financial Statements for the year ended 31st March 2020 as issued by the Statutory Auditor; M/S Shah, Mehta and Bakshi, Chartered Accountants forms part of this Annual Report.

MAINTAINANCE OF COST RECORD AND COST AUDIT

The Company is mandated to maintain cost records pursuant to the provisions of Section 148 (1) of the Companies Act, 2013.

Pursuant to the provisions of Section 148 (2) of the Companies Act, 2013, the Board of Directors at its meeting held on 28th July 2020 appointed M/s P.K.Chatterjee & Associates, Cost Accountants (FRN. 101833), as the Cost Auditors for conducting the Cost Audit for the financial year 2020-2021. A resolution seeking members' ratification for the remuneration payable to Cost Auditor is included in the Notice convening the 28th Annual General Meeting of the Company.

The Cost Audit report for the financial year ended 31st March 2020; after being taken on record by the Board shall be filled with MCA within the stipulated time.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2020 was Rs. 919.26 Lacs. There was no change in the

Share Capital of the Company during the financial year under report.

As on March 31, 2020, following two directors are holding shares of the Company:

Mr. Harshad Patel
Mr. Dinesh Mehta

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return pursuant to the provisions of Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Form MGT-9 as **Annexure 'A'** to the Report.

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

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. CONSERVATION OF ENERGY

The Company has implemented energy conservation measures at all plants and offices. The Company is also increasing the awareness within the organization for energy saving.

B. TECHNOLOGY ABSORPTION

The Company is not carrying out any R&D Operations but is assisting its customers in prototyping and developing import substitute items.

TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

The Company has not imported any Technology.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The earning in foreign exchange amounts to Rs. 40.16 Lacs. The expenditure in foreign currency on account of components & spare parts amounts to Rs. 2.25 Lacs.

BOARD OF DIRECTORS:**Details of Board of Directors**

As on the date of Balance sheet; the Board of Directors of the Company consisted of Four Directors. As the Chairman of the Board is in Executive capacity pursuant to requirements of the SEBI (Listing Obligation and

Disclosure Requirements) Regulations 2015, its Board comprises of 50% of the Independent Directors.

Out of the Four Directors, One Director is categorized as Promoter- Director, two are Independent Directors appointed pursuant to provisions of section 149 of the Companies Act 2013 and one is Non-Executive Director. As on the date of Balance sheet, there is no Nominee Director on the Board of the Company.

No Director of the Company is either member of more than ten committees and/ or Chairman of more than five committees across all Companies in which he is Director and necessary disclosures to this effect has been received by the Company from all the Directors.

Change in Directors:

I. Mr. Vasant Goray (DIN 00176609) retires by rotation in this Annual General Meeting and offers himself for reappointment.

II. The approval of members of the Company is sought in ensuing AGM to approve the re-appointment and remuneration of Mr. Harshad Patel (DIN: 00164228) as Managing Director of the Company for a period of three (3) years commencing from 01st April, 2020 till

31st March, 2023, at a minimum consolidated remuneration (including perquisites except those mentioned in Section IV of Part II of Schedule V) not exceeding Rs. 10 Lacs per month which from time to time with the approval of the Board or any Committee thereof may further be enhanced/altered/varied upto the maximum permissible limit as specified under Schedule V of Companies Act, 2013, and on such other terms and conditions as laid down in the agreement entered into between the Company and Mr. Harshad Patel.

Details of the meetings of the Board of Directors

During the year, in all five Board Meetings were held on 30th May, 2019, 12th August, 2019, 25th September, 2019, 14th November, 2019 and 12th February, 2020. The time gap between any two meetings was not more than 120 days.

The details of Directors and their attendance record at Board Meetings held during the year, at last Annual General Meeting and number of other directorships and chairmanships/memberships of committees is given below:

Name	Category	Other Directorships in Public Cos.	Committee Membership/ Chairmanship # (incl. RLL)	Attendance At Board Meetings	Attendance at Last AGM	Shareholding of Non-Executive Directors (as on 31.03.2020)
Mr. Harshad Patel DIN 00164228	Promoter/ Executive	Nil	2	5	Yes	-
Mr. Vasant Goray DIN 00176609	Non-Promoter/ Non-executive	Nil	2	3	Yes	-
Mr. Dinesh Chandra Mehta DIN 00509447	Non-Promoter/ Independent	Nil	3	5	Yes	19500
Ms. Sheela Ayyar DIN 06656579	Non-Promoter/ Independent	1	2	5	Yes	-

While considering the memberships/chairmanships only Audit Committee and Shareholders and Investor Grievance Committee are considered.

Mr. Vasant Goray was appointed as Non-Executive Director of the Company w.e.f. 25th September, 2019.

Mrs. Sheela Ayyar was appointed as Independent Director of the Company w.e.f. 25th September, 2019.

Declaration by an Independent Director(s)

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure

Requirements) Regulations 2015 LODR, the Board has carried out evaluation of its own performance on the annual basis the Directors individually, as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board



and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department.

Code of Conduct

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which has been posted on the website of the Company www.rishilaser.com

All Board members and senior management personnel have affirmed compliance with the code for the year ended on March 31, 2020. Declaration to this effect signed by the Managing Director of the Company for the year ended on March 31, 2020 has been included elsewhere in this report.

Familiarization Programme for Independent Directors

Every Independent Director is issued a Letter Of Appointment setting out terms and conditions, duties and responsibilities of Director. They are also updated with the developments in the business of the Company at each Board Meeting. Independent Directors can meet and discuss with senior management of the Company and get access to any information relating to the Company. During the Financial Year ended 31st March, 2020 the Company Conducted a Familiarisation Programme for Independent Directors which was attended by all the Independent Directors of the Company.

KEY MANAGERIAL PERSONNELS (KMP)

As on March, 31, 2020, Mr. Harshad Patel, Managing Director, Mr. Ganesh Prasad Agrawal, Chief Financial Officer and Compliance Officer are the Key Managerial Personnels of your Company.

Changes in the Key Managerial Personnels (KMP) of the Company.

Ms. Supriya Joshi, Company Secretary and Compliance Officer of the Company has resigned with effect from the close of working hours on 30th November,

2019 and Mr. Ganesh Agrawal has been appointed as Compliance officer of the Company with effect from 2nd December, 2019.

The Board at its Meeting held on 12th February 2020 has passed a resolution for re-appointment of Mr. Harshad Patel as the Managing Director w.e.f. April 01, 2020.

COMMITTEES OF THE BOARD

The Board of Directors has constituted Committees of the Directors, as mandated by Law, Regulations to deal with specific areas and activities which require an independent expert review of subject matter. The Board Committees are formed with approval of the Board and function according to Terms of Reference and statutory provisions mandating such constitution. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company.

The Board currently has the following Committees:

1. Audit Committee

The Company has a Competent Audit Committee comprising of three Directors out of which two-third are independent directors. Mr. Dinesh Mehta is the Chairman of the Audit Committee has expertise in the field of finance and accounts. The other members of the Committee are Mr. Harshad Patel and Mrs. Sheela Ayyar. Mr. Vasant Goray ceased to be a member w.e.f. 24th September, 2019.

The main functions of the Audit Committee were:

- Reviewing Financial Statements before submission to the Board.
- Reviewing internal control system and recommending improvement.
- Recommending appointment of Statutory Auditors and fixing Audit fees.
- Discussing with statutory Auditors the scope of Audit, conducting post audit discussions to ascertain area of concern.

While reviewing the financial statements the committee focused on:

- changes in accounting policies and reasons thereon.
- compliance with accounting standards.
- compliance with listing and other regulations.
- related party transactions.

The Meetings were attended by all the Members of the Committee.

During the financial year 2019-20, the committee met on 30th May 2019, 12th August 2019, 10th September 2019, 25th September 2019, 14th November, 2019 and 12th February 2020.

2. **Nomination & Remuneration Committee:**

The Nomination & Remuneration committee consists of three Directors, Mrs. Sheela Ayyar, Mr. Vasant Goray and Mr. Dinesh Mehta. Mr. Dinesh Mehta is the chairman of the Committee.

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The same is posted on the website www.rishilaser.com. Nomination & Remuneration Committee approves the remuneration payable to the Managing Director and senior executives. The salient features of the said policy are as under:

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT

1. Appointment Criteria and Qualification

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the

explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

2. Term / Tenure

- a) Managing Director/Whole-time Director: The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
- b) Independent Director: An Independent Director shall hold office for a term up to five years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations there under, the Committee recommends, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior



Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/ SENIOR MANAGEMENT PERSONNEL:

1. Remuneration to Managing / Whole-time/ Executive / Managing Director, KMP and Senior Management Personnel: The Remuneration/ Compensation/ Commission etc. to be paid to Director / Managing Director etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
2. Remuneration to Non-Executive / Independent Director: The Non-Executive Independent Director may receive remuneration / compensation / commission as per the provisions of Companies Act, 2013. The amount of sitting fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force.

The terms of reference to the Committee broadly are as under:

The Board has formed the Nomination and Remuneration Committee which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The main functions of the Committee are as follows:

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing/Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;

- to recommend to the Board appointment/ reappointment 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 (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- 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 the Compliance Officer.

Details of remuneration package of the Managing Director: **(As prescribed by Schedule V of the Companies Act 2013)**

Period : Three years from 01.04.2017
 Salary : Rs. 5,00,000/-
 HRA : Rs. 2,50,000/- (upto 50% of Salary)
 Others : Rs. 1,50,000/-
 Besides the above the Managing Director is entitled to perquisites such as PF, Gratuity and LTA.

Actual remuneration received by the Managing Director for the year 2019-20:

Mr. Harshad Patel - Rs. 108 Lacs

Non - Executive Directors are paid Rs.2500/- per Board Meeting attended and Rs. 2500/- per Audit Committee Meeting attended.

During the year, One Nomination & Remuneration Committee Meeting was held on 12th August, 2019 and 2nd February, 2020.

3. **Shareholders/ Investors Grievance Committee:**
 The Committee consists of three Directors, Mr. Harshad Patel, Mr. Vasant Goray and Mr. Dinesh Mehta. Mr. Dinesh Mehta is the chairman of the Committee.

The Committee has been constituted to look into Redressal of Shareholders Complaints and

correspondence with SEBI and the Stock Exchange. The Committee also takes on record the requests received for transfer, transmission, dematerialization, rematerialization, issue of duplicate share certificates etc. requests received from shareholders and hold its Meetings at such duration as may be required. There are no complaints pending with the Company.

4. Compensation Committee:

The Company has a Compensation Committee of Directors comprising of three Directors viz. Mr. Harshad Patel, Mr. Vasant Goray and Mr. Dinesh Mehta for implementation of Employee Stock Option Scheme-2006.

5. Finance Committee:

The Company has a Finance Committee comprising of three Directors viz. Mr. Harshad Patel, Mr. Vasant Goray, and Mr. Dinesh Mehta for looking after the matters pertaining to expansion and finance of the Company.

During the year, two Finance Committee Meetings were held i.e. 12th July, 2019, 10th September, 2019.

Independent Directors' Meeting

During the year under review, the Independent Directors met on 10th October, 2019 inter alia, to discuss the evaluation of the performance of all independent directors and the Board of directors as whole. It also evaluates the timelines of flow of information between the Management and the Board that is necessary for the Board to perform its duties effectively.

RISK MANAGEMENT POLICY

The Company has formed a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company formulated **Whistle Blower Policy** as per the provisions of SEBI (LODR) Regulations 2015 to raise any complaint, query and to deal with instance

of fraud and mismanagement, if any. The details of the said policy are explained in the Corporate Governance Report and circulated to the employees internally.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has constituted Internal Complaint Committee (ICC) for all locations to the extent applicable pursuant to the provisions of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. The Company has taken adequate care and caution in line with the requirements of the Act. During the year 2019-2020 the Company has not received any sexual harassment complaint.

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

Pursuant to section 134 read with rule of the Companies (Accounts) Rules 2014, there are no transactions to be reported under section 188(1) of the Companies act, 2013. The related party policy as approved by the Board is available on the website of the Company.

The disclosure in Form AOC-2 as per the provisions of Section 188 of the Companies Act, 2013 and rules made there under is not required since there are no material contracts or arrangements entered into by the Company as per the Policy of Materiality framed forming part of Related Party Transaction policy of the Company.

Related Party Transactions as required under Accounting Standards are reported under the notes to the financial statements.

The policy for determining material subsidiary and policy for dealing with related party transaction is available on the website of the Company at www.rishilaser.com



PARTICULARS OF EMPLOYEES

During the year, there was no employee in receipt of remuneration prescribed in the Rule 5 (2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Statement containing particulars of employees as required and the ratio of remuneration of Managing Director to the median employees' remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as **Annexure 'B'**.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules"), there is no amount due which is required to transfer to IEPF.

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Sudhanwa S. Kalamkar & Associates, Company Secretary in practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as **Annexure 'C'**.

COMPLIANCE WITH SECRETARIAL STANDARDS

During the financial year, your Company has complied with applicable Secretarial Standards issued by Institute of Company Secretaries of India.

EMPLOYEE STOCK OPTION PLAN- 2006

The information in respect of the Employee Stock Option Plan- 2006 of the Company is not required as the Company has not made any changes in the scheme to make it in line with the provisions of the Companies Act 2013 and hence no further allotments are made under ESOP.

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR)

The provisions of section 135 of the Companies Act 2013 related to constitution of Corporate Social

Responsibility (CSR) Committee and mandate to spend amount as prescribed by statute is not applicable to Company for the financial year 2019-20 as the Company does not fulfill any criteria set by the provisions of section 135 (1) of the Act.

STATEMENT OF SALIENT FEATURES OF FINANCIAL STATEMENT

Statement on salient features of Financial Statement in Form AOC-3 is not required since Entire Annual Report is being sent to all the Shareholders in the manner specified by the regulations.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) and sub-section (5) of Section 134 of the Companies Act, 2013, shall state that—

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

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis on the operations of the Company is provided in a separate section and forms a part of the Annual Report.

CORPORATE GOVERNANCE REPORT

The Company has availed an exemption for the financial year 2019-2020 on the basis of Paid-Up Capital and Net Worth as on the last day of preceding financial year i.e. 31st March 2019 pursuant to Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended with regard to compliance of certain Corporate Governance requirements, submission of Corporate Governance Report pursuant to Regulation 27 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has complied with the mandatory corporate governance requirements as applicable under other statutes and laws and certain requirements have been voluntarily adopted as a good corporate governance practice.

The inclusion of separate section of Corporate Governance in the Annual Report is not mandatorily

required for the financial year under review. However, certain details are provided elsewhere in the report for the information of stakeholders.

CORPORATE GOVERNANCE CERTIFICATE

As referred in the earlier section of Corporate Governance Report, since the Company has availed an exemption under regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, it is not required to attach the Compliance certificate on Corporate Governance.

ACKNOWLEDGEMENTS

The Directors place on record their appreciation of the efficient and loyal services rendered by the Staff and workmen and also acknowledge the help, support and guidance from the various Statutory Bodies, Government and Semi- Government Organisations and ARC and thank our customers, suppliers, investors for their continuous support during the year.

Date: 28th July, 2020

Place: Mumbai

By Order of the Board
For Rishi Laser Limited

Harshad Patel
Chairman of the Board

**ANNEXURE-A****FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN****as on financial year ended on 31.03.2020****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.****I REGISTRATION & OTHER DETAILS:**

i	CIN	L99999MH1992PLC066412
ii	Registration Date	20.04.1992
iii	Name of the Company	RISHI LASER LIMITED
iv	Category/Sub-category of the Company	Public Limited Company
v	Address of the Registered office & contact details	612, Veena Killedar Industrial Estate, 10-14 Pais Street, Byculla (West), Mumbai- 400011 Tel No. 022-23075677/23074585
vi	Whether listed company	Listed
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Adroit Corporate Services Pvt. Ltd. 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai - 400059 Tel. No. 022-42270400

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No	Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacturing of fabricated metal products	25999	100%

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	RISHI VOCATIONAL EDUCATION PRIVATE LTD. 612, Veena Killedar Indl. Estate, 10-14 Pais Street, Byculla (West), Mumbai- 400011	U80902MH2007PTC175056	SUBSIDIARY	81.39	2(87)(ii)

Note: Data given in MGT 9 pertaining to Shareholding Pattern under Sr. No. IV is as provided by our Registrar and Transfer agent.

IV SHAREHOLDING PATTERN**(Equity Share Capital Breakup as Percentage of Total Equity)****(i) RISHI LASER LIMITED - Category-wise share holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Directors	1213529	0	1213529	13.20	1266626	0	1266626	13.78	0.58
g) Directors Relatives	125172	0	125172	1.36	125172	0	125172	1.36	0.00
Sub Total : A(1)	1338701	0	1338701	14.56	1391798	0	1391798	15.14	0.58
(2) Foreign									
a) NRI - Individuals	64005	0	64005	0.70	64005	0	64005	0.70	0.00
b) Other - Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total : A(2)	64005	0	64005	0.70	64005	0	64005	0.70	0.00
Total Shareholding of Promoters (A) = A(1) + A(2)	1402706	0	1402706	15.26	1455803	0	1455803	15.84	0.58
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non - Institutions									
a) Bodies Corporates									
i) Indian	594455	100	594555	6.47	467000	100	467100	5.08	(1.39)
ii) Overseas	220000	450000	670000	7.29	670000	0	670000	7.29	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lac	2244325	94636	2338961	25.44	2226778	88036	2314814	25.18	(0.26)
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lac	3814974	17800	3832774	41.69	3953672	17800	3971472	43.20	1.51



Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Any Others (Specify)									
c-1) Investor Education and Protection fund	27912	0	27912	0.30	27812	0	27812	0.30	0.00
c-2) Non Resident Indians (Individuals)	138631	142119	280750	3.05	142780	122119	264899	2.88	(0.17)
c-2) Directors	19500	0	19500	0.21	19500	0	19500	0.21	0.00
c-3) Clearing Member	25442	0	25442	0.28	1200	0	1200	0.01	(0.26)
Sub-total (B)(2)	7085239	704655	7789894	84.74	7508742	228055	7736797	84.16	(0.58)
Total Public Shareholding(B)=(B)(1)+(B)(2)	7085239	704655	7789894	84.74	7508742	228055	7736797	84.16	(0.58)
C. Shares held by Custodian for GDRs & ADRs.									
a) Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0
b) Public	0	0	0	0.00	0	0	0	0.00	0
Sub-total (C) (1)	0	0	0	0.00	0	0	0	0.00	0
Total Shareholding of Shares held by Custodian for GDRs & ADRs (C)=(C)(1)	0	0	0	0.00	0	0	0	0.00	0
Grand Total (A+B+C)	8487945	704655	9192600	100.00	8964545	228055	9192600	100.00	0

(ii) **Shareholding of Promoters**

SI No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	HARSHAD BHAVANBHAIR PATEL	1213529	13.20	69.95	1266626	13.78	67.02	0.58
2	SMITABEN H PATEL	106472	1.16	0.00	106472	1.16	0.00	0.00
3	AAKANKSHA H PATEL	2600	0.03	0.00	2600	0.03	0.00	0.00
4	ABHISHEK HARSHAD PATEL	16100	0.18	0.00	16100	0.18	0.00	0.00
5	KIRAN PATEL	64005	0.70	0.00	64005	0.70	0.00	0.00
	TOTAL	1402706	15.26	60.52	1455803	15.84	58.31	0.58

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

Sl. No.		Name of Promoter's	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	HARSHAD BHAVANBHAI PATEL	31/03/2019	1213529	13.20	1213529	13.20
	Date wise Increase / Decrease in Promoters Share holding during the year		06/09/2019	29000	0.32	1242529	13.52
			13/09/2019	15100	0.16	1257629	13.68
			18/09/2019	8997	0.10	1266626	13.78
	At the End of the year		31/03/2020	0	0.00	1266626	13.78
2	At the beginning of the year	ABHISHEK HARSHAD PATEL	31/03/2019	16100	0.18	16100	0.18
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2020	0	0.00	16100	0.18
3	At the beginning of the year	AAKANKSHA H PATEL	31/03/2019	2600	0.03	2600	0.03
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2020	0	0.00	2600	0.03
4	At the beginning of the year	KIRAN PATEL	31/03/2019	64005	0.70	64005	0.70
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2020	0	0.00	64005	0.70
5	At the beginning of the year	SMITABEN H PATEL	31/03/2019	106472	1.16	106472	1.16
	Date wise Increase / Decrease in Promoters Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2020	0	0.00	106472	1.16

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

Sl No	For Each of the Top 10 Shareholders	Name of Shareholders	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	NIKHIL JAISINH MERCHANT	31/03/2019	799317	8.70	799317	8.70
	Date wise Increase / Decrease in Share holding during the year			NIL	NIL		
	At the End of the year		31/03/2019	0	0.00	799317	8.70

34

SI No.	For Each of the Top 10 Shareholders	Name of Shareholders	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
9	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	SUNIL MANIKANT KOTHARI HUF	31/03/2019	118400	1.29	118400	1.29
			31/03/2020	NIL	NIL	118400	1.29
10	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	FOUJDAR AVINASH SUDHAKAR	31/03/2019	85016	0.92	85016	0.92
			05/04/2019	14984	0.16	100000	1.09
			08/11/2019	10000	0.11	110000	1.20
			13/12/2019	7000	0.08	117000	1.27
			31/03/2020	0	0.00	117000	1.27
11	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	AASISH CHUNILAL PATEL	31/03/2019	100000	1.09	100000	1.09
			31/03/2020	NIL	NIL	100000	1.09

(v) Shareholding of Directors and Key Managerial Personal

SI No.		Name of Directors & KMP	As On Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	DINESH CHANDRA MEHTA	31/03/2019	19500	0.21	19500	0.21
			31/03/2020	NIL	NIL	19500	0.21

V INDEBTEDNESS

(Rs. in Lacs)

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	963.21	50.46	-	1013.67
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	0.35	-	0.35
Total (i+ii+iii)	963.21	50.81	-	1014.02



	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Change in Indebtedness during the financial year				
Additions				
Reduction	207.68	46.29	-	253.97
Net Change	(207.68)	(46.29)	-	(253.97)
Indebtedness at the end of the financial year				
i) Principal Amount	755.53	4.17	-	759.70
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	755.53	4.17	-	759.70

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole time director and/or Manager: (Rs. in Lacs)

Sl.No	Particulars of Remuneration	Mr. Harshad B. Patel - MD
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961. (b) Value of perquisites u/s 17(2) of the Income tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	108.00
2	Stock option	
3	Sweat Equity	
4	Commission as % of profit others (specify) - HRA	
5	Providend Fund	7.20
	Total (A)	115.20
	Ceiling as per the Act	Remuneration is within the limits prescribed under Companies Act, 2013

B. Remuneration to other directors: (Rs. in Lacs)

S.No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors	Mr. Dinesh Mehta	Mr. Vasant Goray	Ms. Sheela Ayyar	
	(a) Fee for attending board committee meetings	0.28	0.10	0.15	0.53
	(b) Commission	-	-	-	-
	(c) Others, please specify	-	-	-	-
	Total (1)	0.28	0.10	0.15	0.53

S.No	Particulars of Remuneration	Name of the Directors			Total Amount
2	Other Non Executive Directors				
	(a) Fee for attending board committee meetings	-	0.02	0.05	0.07
	(b) Commission	-	-	-	-
	(c) Others, please specify.	-	-	-	-
	Total (2)		0.02	0.05	0.07
	Total (B)=(1+2)	0.28	0.12	0.20	0.60
	Total Managerial Remuneration	0.28	0.12	0.20	0.60
	Overall Ceiling as per the Act.	Remuneration is within the limits prescribed under Companies Act, 2013			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD (Rs. in Lacs)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		Total
1	Gross Salary	*Supriya Joshi Company Secretary	Ganesh Agrawal CFO*	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	10.01	30.90	40.91
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission as % of profit	-	-	-
	others, specify - Gratuity	-	-	-
5	Provident Fund	0.44	1.93	2.37
6	Bonus	-	-	-
	Total	10.45	32.83	43.28

* Ms Supriya Joshi has resigned from the post of Company Secretary of the Company with effect from the close of working hours on 30th November, 2019.

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL

**ANNEXURE - B**

Additional Information as per Section 197 of the Companies Act, 2013 Rule 5 (2) of Chapter XIII, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of Employee	Designation	Gross Rem. (subject to Income Tax)	Qualification	Age	Experience	Date of commencement of employment	Last employment and Designation
Mr. Harshad Patel	Managing Director	Rs.108 Lacs (excluding PF)	F.C.A., Grad. C.W.A.	63 yrs	More than 29 yrs	20.01.1993	Nil

Ratio of remuneration of Managing Director to the median employees' and other details in terms of Section 197 (12) of the Companies Act, 2013 Rule 5 (1) of Chapter XIII, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- The ratio of the remuneration of each director to the median employees' remuneration for the financial year:

Name	Designation	Ratio
Mr. Harshad Patel	Managing Director	45:1

For this purpose, sitting fees paid to non-executive directors have not been considered.

- The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

In the financial year under report, there was no change in the remuneration of Managing Director, Chief Financial Officer and Company Secretary.

- The percentage increase in the median remuneration of employees in the financial year:

The percentage increase in the median remuneration of employees in the financial year is 8.44%.

- The Number of permanent Employees on the rolls of the Company:

The numbers of on-rolls permanent employees are 270.

- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for increase in the managerial remuneration, if any:

In the financial year under report, the average percentile increase in the salaries of employees other than the managerial personnel is 11% on the other hand there was no change in the salary paid to the managerial personnel.

- Affirmation that the remuneration is as per the remuneration policy of the Company:

Yes

SECRETARIAL AUDIT REPORT IN ANNEXURE - C

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020

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

To,
The Members,
Rishi Laser Limited,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rishi Laser Limited (CIN: L99999MH1992PLC066412)** (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised 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, 2020** ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

- (i) The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

- a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 [**not applicable to the Company during the audit period**];
- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 [**Not applicable to the Company during the audit period**];
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [**Not applicable to the Company during the audit period**];
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 [**Not applicable to the Company during the audit period**]; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 [**Not applicable to the Company during the audit period**];

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

- (i) Secretarial Standards (SS) issued by The Institute of Company Secretaries of India (ICSI) and applicable to the Company for audit period;



- (ii) The Listing Agreements entered into by the Company with BSE Limited. I further report that:

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

- (1) Copy of Cost Audit Report, which the Company required to be submitted pursuant to provisions of section 148(6) of the Companies Act, 2013 read with rule 6(6) of the Companies (cost records and audit) Rules, 2014 in e-form CRA 4 has been filed as a belated document by the Company after the closure of Financial Year 2019-2020.
 - (2) Subsequent to resignation of Company Secretary of the Company with effect from close of working hours on November 30, 2019 the Company as not appointed any person a Company Secretary, which the Company is required to appoint pursuant to provisions of section 203(1) of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014.
 - (v) Further the Company has identified following other statutes as mentioned here below:
 - (a) Water (Prevention & Control of Pollution) Act, 1974;
 - (b) The Air (Prevention & Control of Pollution) Act, 1981

The provisions of which the Company has generally complied with during audit period.
- (a) the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
 - (b) adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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.
 - (c) decisions at the Board Meetings, as represented by the management, were taken unanimously.
- I further report that:
- (a) as per the explanations given to me and the representations made by the Management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines;
 - (b) during the audit period, there has been no significant event having material implication on the existing business of the Company, requiring approval of the Board.

Place: Mumbai

Date: 28/07/2020

**For Sudhanwa S Kalamkar & Associates,
Company Secretaries**

**Sudhanwa S Kalamkar
ACS: 18795 CoP: 7692**

'UDIN issued by the ICSI: A018795B000517744'

Note: This Report is to be read with our letter of even date which is annexed as Annexure A and Forms an integral part of this Report.

ANNEXURE TO THE SECRETARIAL AUDIT REPORT
(FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020)

To
The Members,
Rishi Laser Limited

Our report of even date is to be read along with this letter:

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process 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. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai

Date: 28-07-2020

**For Sudhanwa S Kalamkar & Associates,
Company Secretaries**

**Sudhanwa S Kalamkar
ACS: 18795 CoP: 7692**

UDIN issued by the ICSI: A018795B000517744'



MANAGEMENT DISCUSSION AND ANALYSIS

A. Global Economy

Global economy grew at 2.9 percent in 2019 as against growth forecast of 3.2 percent (Source-The world Economic Outlook, January 2020). Trade policy uncertainty, geopolitical tensions and stress in key emerging market economies continued to weigh on global economic activity – especially manufacturing and trade – in the second half of 2019. Adverse weather conditions like drought & bushfire in Australia, southern Africa and floods in eastern Africa checked the growth rate. Growth in the third quarter of 2019 across emerging market economies including India, Mexico & South Africa was weaker than expected due to country specific drop in demand. Weak demand for metals & energy adversely impacted its prices. Monetary policy and fiscal easing in some countries in the fourth quarter of 2019 helped bring much needed stabilization though at a sluggish pace.

Global growth rate is projected to increase to 3.3 percent in 2020 (Source-The world Economic Outlook, January 2020). The slower growth rate reflects negative surprises to economic activity in a few emerging market economies, notably Brazil, India, Mexico, Russia & Turkey. The effects of substantial monetary easing across advanced and emerging market economies in 2019 are expected to continue working their way through the global economy in 2020. The COVID-19 pandemic is inflicting high and rising human costs worldwide, and the necessary protection measures are severely impacting economic activity. As a result of the pandemic, the global economy is projected to contract sharply by -3 percent in 2020, much worse than during 2008-09 financial crisis. Across advanced economies, growth is projected to stabilize at 1.6 percent in 2020-21 while for emerging market and developing economy group, growth is expected to increase to 4.4 percent in 2020. There is extreme uncertainty around the global growth forecast. The immediate priority is to contain the fallout from the COVID-19 outbreak. Countries across need to work together to slow the spread of the virus and to develop a vaccine and therapies to counter the pandemic. Until such medical interventions become available, no country is safe

from the pandemic as long as transmission occurs elsewhere. Downside risks, however, remain prominent, including rising geopolitical tensions, intensifying social unrest, further worsening of relations between the United States and its trading partners and deepening economic frictions between other countries. A materialization of these risks could lead to rapidly deteriorating sentiment causing global growth to fall below the projected baseline.

B. Indian Economy

The Indian economy grew at 4.2 percent in 2019-20 compared to 6.1 percent in 2018-19 at constant (2011-12) prices (source-Provisional Estimate of Annual National Income 2019-20 by National Statistics Office, Ministry of Statistics and Programme Implementation, Government of India). Quarterly GDP growth during 2019-20 was 5.2, 4.4, 4.1 & 3.1 percent for Q1, Q2, Q3 and Q4 respectively. Indian economy started showing signs of slowdown in the second half of 2019-20. Barring agriculture sector which grew at 4 percent growth in all other major sectors either moderated or declined. High frequency indicators suggest that the private consumption has been hit the hardest, even as gross capital formation has been in contraction since Q2, 2019-20. Private sector investments in industrial capex and infrastructure continued to be muted.

India reported its first case of COVID-19 on January 30, 2020 and its economic impact in India has since been largely disruptive. Even before the coronavirus cases started to surge in India, the country's economy was struggling through a prolonged economic slowdown. The colossal damage to the migrant laborers will have enduring adverse impact on Indian industries. The nationwide lockdown as a measure to curb the spread of the coronavirus from March 25, 2020 crippled economic activities completely for almost couple of months. To overcome the slowdown various reforms were announced by Government in FY 2019-20 viz. reduction in corporate rate taxes, recapitalization of public sector banks, setting up of a Realty Fund for stalled housing projects etc.

The Government also announced National Infrastructure Pipeline (NIIP) of projects worth

more than Rupees Hundred Lac Crores up to FY 2025 with a focus on energy, road, railways, urban infrastructure and irrigation projects.

Turning to the outlook, apart from the continuing resilience of agriculture and allied activities, most other sectors of the economy will be adversely impacted by the pandemic, depending upon its intensity, spread and duration. If COVID-19 is prolonged and supply chain disruptions get accentuated, the global slowdown could deepen, with adverse implications for India. The slump in international crude prices could, however, provide some relief in the form of terms of trade gains. Downside risks to growth arise from the spread of COVID-19 and prolonged lockdowns. Upside growth impulses can only emanate from monetary, fiscal and other policy measures and the early containment of COVID-19. The growth outlook is highly uncertain and amid this uncertainty The IMF expects India's GDP to fall to 1.9 percent in FY 2020-21 from 4.2 percent in FY 2019-20.

C. Rishi Laser Limited-The year 2019-20 in brief

Your company posted a very subdued set of numbers both in terms of topline and bottom line for the financial year under review. Net sales for the year 2019-20 was Rs.91.16 crores compared to Rs.140.64 crores in the previous year recording a decline of 35%. In line with decline in India's GDP, sales of the company started dwindling from Q3, FY 2019-20. Focus on railways business helped increase revenue from this sector in the current year. Successful execution of some of the critical projects during the year has boosted our confidence and will help open new business avenues for us going forward. The four major verticals namely- Construction Equipment, Automotive, Power (Distribution) and Rail Transport, catered to by your company continued to be the major revenue generator for FY 2019-20. These four sectors put together accounted for Rs.58.03 crores out of net revenue from operations of Rs.91.16 crores. In percentage terms above mentioned four sectors jointly accounted for 63.65 percent of net revenue from operations compared to 69.76 percent in the previous year.

Infrastructure is a key driver for any economy. The sector is highly responsible for propelling India's

overall development and enjoys intense focus from Government. The Government's recent announcement of National Infrastructure Pipeline (NIIP) of projects worth more than Hundred Lacs Crore up to FY 2025 will present immense business opportunities for your company for next five years. Road transport, Railways, Urban infrastructure continues to be the major driver of infrastructure sector. Initiatives like "Housing for All" and "Smart City Mission" will direct the growth of the sector.

i) Construction Equipment

The Indian construction equipment industry faced numerous headwinds as a result of the economic slowdown and other factors impacting construction activities and witnessed a significant volume degrowth of 22 percent in FY 2019-20. This vertical continues to be the highest revenue generator for the company and we continue to be one of the preferred suppliers for some of the industry giants in this industry. Tough financing environment and liquidity strain in the market made it difficult for majority of the dealers to secure funding, which impacted sales adversely during FY 2019-20.

Revenue from this sector for the year under review recorded a degrowth of 42.81 percent i.e., from Rs.60.22 crores in FY 2018-19 to Rs.34.44 crores in FY 2019-20. This sector continued as the lead contributor to overall revenue of the Company accounting for 37.78 percent of the standalone revenue compared to 42.82 percent in the previous year.

Dealers and Original Equipment manufacturers (OEM) are saddled with significant inventory, which will negatively impact the carrying costs of the Industry in H1 FY 2020-21. The situation has been further exacerbated by the COVID-19 outbreak and the nationwide lockdown. Unforeseen headwinds would be many in the coming months.

ii) Automotive

The commercial vehicle market in India posted a drop of 29 percent year-on-year (YoY) in Total Industry Volumes, which was led by 20 percent drop in Light Commercial



Vehicles (LCV) and 42 percent drop in Medium and Heavy Commercial Vehicles (M&HCV). Demand for M&HCV was poor throughout FY 2019-20 on account of axle load norms and ambiguity around GST rate cut for automotive sector. Severe competition to bring down BS IV inventory and tightening of funds by NBFCs added fuel to fire. Commercial vehicles exports dropped by 39 percent over last year primarily driven by 63 percent drop in M&HCV Trucks.

Revenue from this vertical of business for the year under review was at Rs.1.15 crores compared to Rs.13.15 crores in the previous year resulting in a massive fall of 91.25 percent. In percentage terms this sector accounted for 1.27 percent of overall revenue of the company in FY 2019-20 compared to 9.35 percent in the previous year. The sharp fall in revenue in this vertical was on account of exiting business from a major customer due to erratic schedule and poor profitability. Business outlook from this vertical going forward looks pretty dim.

iii) **Power**

Power is among the most critical component of infrastructure, crucial for the economic growth and welfare of nations. Electricity production in FY 2019-20 witnessed growth of around 0.26 percent over the previous fiscal year. Electrification in the country is increasing with the support of schemes like Deen Dayal Upadhyay Gram Jyoti Yojana (DDUGJY) and integrated Power Development Scheme (IPDS). India has been on path to achieve 100 percent household electrification as envisaged under the Saubhagya scheme. We cater to both power generation as well as Transmission & Distribution (T&D) segment of the power sector.

This vertical contributed Rs.5.66 crores in FY 2019-20 as against Rs.14.79 crores in the previous year resulting in degrowth of 61.73 percent. This vertical is one of the major contributors to overall revenue of the Company constituting 6.21 percent of net revenue in FY 2019-20 compared to 10.52

percent in FY 2018-19. Major reason for the drop in revenue in this vertical was import substitution by some renewable energy producers on account of better pricing.

Renewable energy is fast emerging as a major source of power in India. The Government of India has set a target to achieve 175 GW installed capacity of renewable energy by F.Y. 2022 out of which wind energy is estimated to contribute 60 GW, followed by 100 GW from solar power and 15 GW from biomass and hydropower. India has a surplus power generation capacity but lacks adequate distribution infrastructure. 100 percent FDI is allowed under automatic route in the power segment and renewable energy. The union Government of India is preparing a 'rent a roof' policy for supporting its target of generating 40GW of power through solar rooftop projects by 2022. Growth in power sector looks bright in the backdrop of all these initiatives in power sector.

iv) **Rail Transport**

Railways continue to be one of the major focus areas of the government of India. The government is investing heavily in building rail infrastructure in the country. The railway network is also ideal for long distance travel and movement of bulk commodities, apart from being an energy efficient and economic mode of conveyance and transport. Train travel remains the preferred means of long distance travel for majority of Indians. Passenger traffic in the country grew at CAGR of 2.71 percent during FY 2007-2019. However, freight remains the major revenue earning segment for Railways, accounting for 65.1 percent of its total revenues in FY 2019-20 (till February 2020). This segment has been one of the major focus areas for your company as well, due to its immense business potential.

Revenue from this segment for F.Y. 2019-20 was Rs.16.77 crores compared to Rs.9.94 crores in the previous year. Though in absolute terms the revenue from this vertical during the year increased by 68.71 percent

over the previous year, in percentage terms it increased by 11.32 from 7.07 percent in last year to 18.39 percent of total revenue in current year. Besides supplying to metros we have started supplies to Indian railways. This sector holds a lot of promise in terms of business growth in coming years. Huge business potential in this sector also has increased competition severely.

Indian Railways aspires to add 1.5 percent of the country's GDP by building infrastructure to support 40 percent modal freight share of the economy. Two dedicated freight corridors (DFC), one on the western route (Jawaharlal Nehru Port to Dadri) and another on the eastern route (Ludhiana to Dankuni) have been fast tracked. Modernisation of railway stations under the Adarsh station scheme, investment in safety measures like electronic interlocking at all interlocked Broad Gauge Stations, vigilance control devices are some of the measures taken by government to modernize entire railways network. Metro rail projects are being envisaged across many cities over the next ten years. Government has increased the scope of PPP beyond providing maintenance and other such supporting roles. PPP is utilized in areas such as redevelopment of stations, building private freight terminals and private container train operations.

D. Outlook:

Multiple initiatives like National Infrastructure Pipeline (NIP) of projects worth more than one hundred lac crores up to FY 2025 with a focus on energy, road, railways, urban infrastructure and irrigation projects hold lot of promise for next five years. 'Housing for All', 'Smart City Mission', 'Electrification for All', will direct the growth of the infrastructure sector in the country. Increasing impetus to develop infrastructure in the country is attracting major global players. Fallout of COVID-19 pandemic on global economy including that of India is going to be severe in the next financial year. The pandemic and the nationwide lockdown that is triggered has dealt both demand and supply shocks to the economy, with wide ramifications on revenue and economic growth. Its spread and severity will decide how soon the economic activity

will be back on rail. Getting the migrant workers back to factories is going to be a daunting task. Credit off take, slowdown in auto industry, employment generation along with liquidity crisis will present challenges to India's growth story in FY 2021. First half of FY 2020-21 is likely to be washed-out in terms of overall demand and likely to stabilize in later half. It is likely to take quite some time for the consequent stress in the economy to be relieved and for growth to revive.

E. Opportunities & Threats

Opportunities:

We are direct beneficiaries of infrastructure development in the country and Government's increased emphasis on infrastructure development through a number of flagship programs. Various reform initiatives and their rigorous implementation by the government is expected to remove the bottlenecks, presently impeding the economic growth in India and thereby improve business environment.

F. Risks & Concerns:

Input Costs

We are operating in a raw material intensive industry. The main inputs used by the company are various types and grades of steel which constitute a substantial percentage of its overall cost. Unexpected rise and volatility in the steel prices can adversely affect profit margin or have a negative impact on the demand.

Exchange rates

High Volatility in the exchange rates could have adverse impact on import of steel, machines and spares.

Government Regulations

Government policies relating to import of steel, capital goods, stringent emission norms or other similar policies could have adverse impact on Company's business.

G. Internal Control System & its Adequacy

The Company has adequate systems of internal control and procedures covering all financial and operating functions commensurate with the size and nature of operations. The Company believes that a strong internal control framework is one of the important pillars of Corporate Governance.



Continuous efforts are being made to see that the controls are designed to provide a reasonable assurance with regard to maintaining of accounting controls and protecting assets from unauthorized use or losses. The audit committee looks into all aspects of internal control and advises corrective actions as and when required.

H. Discussion on financial performance with respect to operational performance (on a standalone basis):

Revenue:

Your Company's net revenue decreased by 35% i.e., from Rs.140.64 crores in FY 2018-19 to Rs. 91.16 crores in FY 2019-20 due to poor business by all major verticals except Railways.

The Company's major revenues continued to come from four major verticals namely Construction equipment, Automotive, Rail Transportation and Power (Transmission & Distribution). The four major verticals mentioned above cumulatively accounted for 63.65 percent (Rs.58.02 crores) and 69.76 percent (Rs. 98.11 crores) of net revenues in FY 2019-20 and FY 2018-19 respectively.

Construction equipment vertical with contribution of Rs.34.44 crores in FY 2019-20 (Rs.60.22 Crores in FY 2018-19) was the highest contributor to net revenue of the company.

Revenue from Automotive segment in FY 2019-20 was Rs.1.15 crores compared to Rs.13.15 crores in the previous year witnessing a sharp fall of 91.25 percent.

Power vertical contributed Rs.5.66 crores in FY 2019-20 compared to Rs.14.79 crores in FY 2018-19. Revenue from this vertical has sharp fall 61.74 percent compare to last year.

Revenue from Rail Transportation vertical increased to Rs.16.77 crores for the year under review compared to Rs.9.94 crores in the previous year posting a growth of 68.71 percent.

Businesses from all other verticals besides four major verticals mentioned above were clubbed under "others" category contributing Rs.33.13 crores for the year under review as against Rs.42.53 crores in the previous year.

Out of the company's net revenue of Rs.91.16 crores in FY 2019-20, share of revenue from Job work was Rs.7.37 crores as against Rs.4.63 crores in the previous year. Job work receipts as a percentage of net sales increased by 479 bps to 8.08 percent from 3.29 percent in FY 18-19.

Expenditure:

Raw material consumption for the current year was Rs.49.07 crores compared to Rs.78.31 crores in the previous year. Raw material consumption as a percentage of with material sales for the year under review has increased marginally by 98 bps to 58.56 percent from 57.58 percent in the previous year.

Personnel Cost in absolute terms for FY 2019-20 at Rs.21.19 crores was lower compared to Rs.24.13 crores in the previous year. In percentage terms it was increased by 608 bps to 23.24 percent in FY 2019-20 from 17.16 percent in the previous year.

Financial Expenses for the year under review amounted to Rs.2.99 crores in FY 2019-20 as against Rs.3.94 crores in FY 2018-19 translating to 3.28 percent and 2.80 percent of the total revenue respectively. This decrease in absolute value was on account of repayment of debts during the financial year under review.

Depreciation & Amortization Expenses at Rs.4.02 crores for the year under review was marginally higher than Rs.3.73 crores in the previous year.

Earnings:

Earnings before Interest, Depreciation and Tax (excluding other income) was a loss of Rs.2.97 crores in FY 2019-20 compared to profit of Rs.6.77 crores in FY 2018-19. EBITDA as a percentage of net revenue (excluding other income) decreased by 807 bps to -3.26 percent in FY 2019-20 as against 4.81 percent in the previous year. Decrease in EBITDA was primarily due to decrease in sales.

Loss after Tax of the Company for the year under review was Rs.2.62 crores compared to profit after tax of Rs.3.43 crores in FY 2018-19. Lower operating profit the year under review was responsible for lower PAT compared to previous year.

Return on Capital Employed for the current year was negative at -1.42 percent compared to positive ROCE of 6.21 percent in the previous year. Decrease in ROCE was due to lower EBIDTA.

Liquidity & Leverage:

Net Cash flow from operating activities decreased by Rs.0.54 crores to Rs.4.35 crores in FY 2019-20 from Rs.4.89 crores in FY 2018-19 mainly due to decrease in Trade payable and other current liabilities.

Gross Working Capital at Rs.31.66 crores in FY 2019-20 was lower by Rs.14.24 crores compared to Rs.45.90 crores in 2018-19 primarily due to decrease in trade receivables. Net customer receivables at the end of FY 2019-20 stood at Rs. 17.77 crores, representing 71 days of gross sales compared to 76 days in the previous year.

Net working capital (including current maturities of long term debt) for FY 2019-20 at Rs. -10.57 crores compared to Rs. -7.82 crores in the previous year shrunk by Rs.2.75 crores. The shrinkage was majorly on account of higher trade payables.

Debt-equity ratio improved to 0.22 times in FY 2019-20 from 0.27 times in FY 2018-19. Debts reduced to Rs.7.60 crores as at March 31, 2020 from Rs.10.14 crores as at March 31, 2019. The ratio has improved during the year due to the repayment of debts.

Value Creation:

Total Equity of the company decreased by Rs.3.57 crores to Rs.33.81 crores as at March 31, 2020

from Rs.37.38 crores as at March 31, 2019 due to loss during the year.

Book Value per Share declined to Rs.36.78 as at March 31, 2020 from Rs.40.67 as at March 31, 2019 due to loss profit during the year.

I. Human Resources

People are catalyst to the success and growth of any organization. We understand it and have put continuous efforts for people development. We have put efforts in building good work culture through various initiatives such as Organization restructuring, Talent acquisition and retention, Management and employee development programs and operational excellence programs. We treat people with respect and provide equal opportunity for professional growth in the company. Many seniors working with us today had joined at fairly junior position or had started their career with company. The Company endeavors to keep its workplace Employee friendly and safe

J. Cautionary Statement

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government Regulations, tax laws and other statutes and incidental factors.

**GENERAL SHAREHOLDER INFORMATION:**

- **GENERAL MEETINGS:**

- **Day, Time and Venue of Last Three Annual General Meetings:**

25 th AGM - Wednesday at 11.45 p.m. on 20.09.2017 at IMC, 2 nd Floor, Killachand Conference Room, Churchgate, Mumbai 400020.
26 th AGM - Friday at 3.30 p.m. on 28.09.2018 at IMC, 2 nd Floor, Killachand Conference Room, Churchgate, Mumbai 400020.
27 th AGM - Wednesday at 11.30 p.m. on 25.09.2019 at IMC, 2 nd Floor, Killachand Conference Room, Churchgate, Mumbai 400020.

- **Forthcoming General Meeting:**

28th Annual General Meeting: Through Vedio Conferencing (VC)/Other Audio Visual Means (OAVM).
Day : Friday
Date: 27.11.2020
Time: 11.00 a.m.

- **Book Closure date for 28th Annual General Meeting:**

21.11.2020 to 27.11.2020 (Both days inclusive).

- **Special Resolutions:**

During the three previous Annual General meetings following Special Resolutions were passed:

Particulars	Date of Meeting	Whether Special Resolution passed	Details of the Special Resolution
25 th AGM	20 th September 2017	Yes	Re-appointment and payment of remuneration to Mr. Harshad Patel (DIN 00164228) as Managing Director of the Company for a period of three years w.e.f. 01 st April 2017.
26 th AGM	28 th September 2018	No	-
27 th AGM	25 th September 2019	Yes	Re-appointment of Mr. Dinesh Chandra Mehta (DIN:00509447) as an Independent Director of the Company for second term.

- **Extra-Ordinary General Meeting:**

During the year no Extra-Ordinary General Meeting was held.

- **Postal Ballot:**

During the financial year ended March 31, 2020, 1 (one) Special Resolution was passed for approval of transfer by way of sale of Leasehold Land and Building of the Company situated at Plot No. 733-735, Manjusar GIDC, Village Manjusar, Taluka Savli, District Vadodara, Gujarat -391745, through Postal Ballot (including e-Voting) conducted in accordance with Sections 108 and 110 of the Act and Rules framed thereunder, revised Secretarial Standard 2 and the Listing Regulations.

The above Special Business as set out in the Postal Ballot Notice dated November 14, 2019 was deemed to be passed on December 26, 2019 (being the last date for e-Voting and receipt of Postal Ballot Forms) with requisite majority, the results of which were declared on December 27, 2019. Mr. Sudhanwa S. Kalamkar, Proprietor, M/s. Sudhanwa S. Kalamkar & Associates, Practicing Company Secretaries, was appointed for the purpose of scrutinizing the process of Postal Ballot (including e-Voting) in a fair and transparent manner.

Details of voting are as follows:

Resolutions	Percentage of number of valid votes cast in assent	Percentage of number of valid votes cast in dissent	Total Percentage of number of valid votes cast
Resolution No.1: Special Resolution: Transfer by way of sale of Leasehold Land and Building of the Company situated at Plot No. 733-735, Manjusar GIDC, Village Manjusar, Taluka Savli, District Vadodara, Gujarat -391745.	99.9829	0.0171	100.00

Mr. Harshad Patel, Managing Director and Compliance Officer of the Company, were authorised by the Board and were responsible for conducting the entire process of Postal Ballot and e-Voting under the provisions of the Act read together with the Rules made thereunder and the Listing Regulations. The Company had availed the services of Central Depository Services (India) Limited (CDSL) to provide e-Voting facility to all its Members. The voting rights of the Members were reckoned on the cut-off date, i.e., November 15, 2019. The Postal Ballot Notice was also placed on the website of the Company, i.e., www.rishilaser.com. The Members were requested to return the physical Postal Ballot Form duly completed and signed, in the self-addressed postage prepaid business reply envelope to the Scrutinizer not later than the close of business hours, i.e., 5:00 P.M. on Thursday, December 26, 2019.

The e-Voting period commenced on Wednesday, November 27, 2019 (9:00 A.M.) (IST) and ended on Thursday, December 26, 2019, (5:00 P.M.) (IST). Members who were entitled to vote could opt for only one mode of voting, i.e., either through Physical Postal Ballot Form or through e-Voting. Post the closure of voting at 5:00 P.M. on Thursday, December 26, 2019, the Scrutinizer prepared a consolidated Scrutinizer's Report and submitted the same to Mr. Harshad Patel, Managing Director of the Company, who was authorized by the Board to countersign the Results of voting by Postal Ballot (including e-Voting) and announce the same on his behalf.

The Results of voting by Postal Ballot (including e-Voting) were declared on Friday, December 27, 2019 at the Registered Office of the Company. The Company does not propose to conduct any Special Resolution through Postal Ballot under Section 110 of the Act and Rules framed thereunder on or before the forthcoming AGM.

• DISCLOSURES:

The Company is in compliance with all mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as far as it is applicable to the Company. Certain provisions which are exempted for the Company are complied to the extent they are applicable under different statute or law and certain provisions are voluntarily adopted as a good Corporate Governance practice.

During the year under review, besides the transactions mentioned elsewhere in the Annual Report, (Related party transactions) there are no transactions of material nature with the Promoters, the Directors or the



Management, their Subsidiaries or Relatives etc that had any potential conflict with the interest of the Company at large.

There were no cases of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or by any statutory authority, on any matter relating to Capital Market.

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the company has not adopted a treatment different from that prescribed in any Accounting Standard.

During the year the Company has not raised any money by issue of shares/GDRs/ADRs/Warrants.

The statement of uses/application of funds by major category were disclosed at the relative Audit Committee Meetings. There was no uses/application of funds for the purpose other than for which the same was prescribed.

There are no outstanding ADRs/GDRs

• **MEANS OF COMMUNICATION:**

The Company has been publishing the Unaudited Quarterly Results and Audited Annual Results in Business Standard and Navakaal.

The Company has been displaying the Quarterly and Half Yearly Results on the website of the Company viz. www.rishilaser.com.

The Company has not made any presentations to institutional investors or to the analysts.

• **FINANCIAL CALENDAR:**

➤ **Financial Year:**

The financial year of the Company is from April 1 to March 31, each year.

➤ **Publication of Unaudited/Audited Results:**

Quarter/Year Ending	Reporting date	Type of Result
June, 30 th 2019	Within 45 days from the end of quarter	Unaudited
September, 30 th 2019	Within 45 days from the end of quarter	Unaudited
December, 31 st 2019	Within 45 days from the end of quarter	Unaudited
March, 31 st 2020	Within 60 days from the end of quarter	Audited

*Published on 30th July, 2020 on account of extended time limit for compliance by reason of Covid 19 pandemic as permitted by SEBI vide circular Dated March 19, 2020, March 23, 2020 and June 24, 2020.

➤ **Book Closure Dates:**

21.11.2020 to 27.11.2020 (both days inclusive).

• **STOCK MARKET DETAILS:**

➤ **Listing on Stock Exchange:**

The shares of the Company are listed on the Mumbai Stock Exchange.

Stock Code:

Physical Segment 526861
 CDSL/NSDL ISIN NO INE988D01012

STOCK MARKET DATA FOR THE YEAR 2019-20

Month	Equity Share price of Rishi Laser Limited		BSE SENSEX	
	High	Low	High	Low
April 19	24.00	19.80	39487.45	38460.25
May 19	23.60	18.15	40124.96	36956.10
June 19	24.60	18.50	40312.07	38870.96
July 19	24.35	17.10	40032.41	37128.26
August 19	21.95	14.30	37807.55	36102.35
September 19	21.90	14.10	39441.12	35987.80
October 19	16.45	10.85	40392.22	37415.83
November 19	14.99	11.01	41163.79	40014.23
December 19	12.91	8.66	41809.96	40135.37
January 20	14.90	10.56	42273.87	40476.55
February 20	14.50	11.00	41709.30	38219.97
March 20	12.96	5.14	39083.17	25638.90

- COMMUNICATION DETAILS :**

- **Compliance Officer of the Company:**

Name: Ms. Supriya Joshi, Company Secretary and Compliance Officer of the Company has resigned from the close of working hours on November 30, 2019 and Mr. Ganesh Agrawal, Chief Financial Officer of the Company has been entrusted with the responsibility as Compliance Officer of the Company w.e.f. December 2, 2019 as interim measure.

Address: Rishi Laser Ltd., 612, Veena Killedar Industrial Estate, 10-14, Pais Street, Byculla (W), Mumbai 400011.

Tel No.: 022-23075677/23074585

Email: investors@rishilaser.com

- **Registrar and Transfer Agents (for Physical as well as for Electronic Transfers):**

Name: Adroit Corporate Services Private Limited,

Address: 17/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai 400059

Phone No.: 022-42270400/ 42270422/42270423 | Fax No. 022-28503748

Email id: sandeeps@adroitcorporate.com; prafuls@adroitcorporate.com; sandeeph@adroitcorporate.com

- SHARE TRANSFER SYSTEM:**

The Company's equity shares are compulsorily traded on in dematerialised form as per the SEBI guidelines.

During the financial year, physical shares transfers are registered and returned within a period of 15 days from the date of receipt if the documents are correct and valid in all respects.

From 1st April, 2019, the transfer of shares in physical mode is not permitted and shares can only be transferred after dematerialization of the same, although, the shareholders can continue to hold the shares in physical form.

Pursuant to Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 certificate on half yearly basis have been issued by a company secretary in practice for due compliance of share transfer formalities by the Company for the half year ended September 30, 2019 and March 31, 2020.



Certificates have also been received from a company secretary in practice for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company.

As on March 31, 2020; 8964545 Equity Shares representing 97.42% of the total paid-up capital of the Company are held in dematerialised form.

• **SHAREHOLDING PATTERN AS AT MARCH 31, 2020:**

Category	No. of Shares Held	% to paid up capital
Promoters	1455803	15.84
Bodies Corporate (Indian)	467100	5.08
Bodies Corporate (Overseas)	670000	7.29
Non Resident Indians (Individual)	264899	2.88
Public (Other than listed above)	6334798	68.91
Total	9192600	100.00

• **DISTRIBUTION OF SHAREHOLDING AS AT MARCH 31, 2020:**

No. of Shares	No. of Shareholders	% of Total	No. of Shares	% of Total
0-500	2637	72.34	455850	4.96
501-1000	417	11.44	350562	3.81
1001-2000	187	5.13	292004	3.18
2001-3000	102	2.80	271003	2.95
3001-4000	54	1.48	194864	2.12
4001-5000	37	1.02	176077	1.92
5001-10000	99	2.72	751195	8.17
10001 and above	112	3.08	6701045	72.09
	3645	100.00	9192600	100.00

• **PLANT LOCATIONS:**

Unit	Address
Pune Unit - I	Gat No.1236/1+2+3, Alandi Markal Road, Village - Markal, Taluka - Khed, Dist - Pune - 412105
Pune Unit - II	Gat No. 229, Alandi Markal Road, Village - Markal, Taluka - Khed, Dist-Pune - 412105
Vadodara - Savli	Plot No. 578 to 587, GIDC, Savli, Vadodara - 391770
Pithampur	Plot No. 661-663, Sector-3, Pithampur, Dist - Dhar (Madhya Pradesh)
Kundli	428, EPIP Industrial Estate, Kundli, Dist - Sonapat (Haryana)
Bangalore-Bommsandra Unit	Site No. 145 - 146, 4th Phase, Bommsandra Industrial Area, Tal - Anekal, Bangalore - 560099
Chennai	No. 68, Plot No.1 to 8, Varadharajapuram, Chennai-Bangalore Highway, Nazerethpet, Poonamalle, Chennai - 600123

DECLARATION OF THE MANAGING DIRECTOR

This is to certify that the Company has laid down Code of Conduct for all Board members and Senior Management of the Company and the same is uploaded on the website of the Company.

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended March 31, 2020.

By Order of the Board

Place: Mumbai
Date: 28th July, 2020

Harshad Patel
Managing Director



INDEPENDENT AUDITOR'S REPORT

To the Members of Rishi Laser Limited

Report on the Audit of Standalone Financial Statements

OPINION

We have audited the standalone financial statements of Rishi Laser Limited ("the Company"), which comprise the standalone balance sheet as at 31st March 2020, and the standalone statement of Profit and Loss (including Other Comprehensive Income), standalone statement of changes in equity and standalone 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. (hereinafter referred to as "the standalone financial statements").

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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the loss and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section

143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India 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 the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<u>Allowance for Credit Loss:</u> The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. We identified estimation of such impairment loss allowance on trade receivables as a key audit matter because the Company's management exercises significant judgments and estimates in calculating the said impairment loss allowance. (Refer Note No 10 & 40(i) of the Standalone Ind AS Financial Statement)	<u>Principal Audit Procedure:</u> Our audit procedures included, amongst others: • We assessed the design and tested the operating effectiveness of internal controls related to impairment loss allowance on trade receivables, completeness and accuracy used in estimation of such potential credit loss. • We also evaluated management's assessment of the assumptions used in the calculation of impairment loss allowance on trade receivables, including consideration of the current and estimated future uncertain economic conditions. • For sample customers, we tested past collection history, customer's credit assessment and probability of default assessment performed by the management. • We tested the mathematical accuracy and computation of the allowances.

OTHER INFORMATION

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the 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 other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S AND BOARD OF DIRECTOR'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's management and Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone 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.

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

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the 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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the 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 financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of



accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the 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

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

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), and the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) 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 section 197(16) 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 no pending litigations to be disclosed.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Shah Mehta & Bakshi
Chartered Accountant
Firm's Registration No.103824W

Prashant Upadhyay
Partner
Membership No. 121218

Vadodara, 28th July, 2020

UDIN: 20121218AAAABC6217



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31st March 2020, we report that:

- i. a) The Company has in general maintained proper records showing full, including quantitative details and situation of Property, Plant & Equipment.
- b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, fixed assets having substantial value were verified during the year as per the programme and According to the information and explanations given to us, no material discrepancy has been noticed. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets.
- c) According to the information and explanations given to us and on the basis of the records of the Company the title deeds of all the immovable properties of land and buildings which are freehold are held in the name of the Company as at balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as an assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii. According to the information and explanations given to us, the inventories were physically verified during the year by the Management at reasonable intervals and discrepancies if any, have been properly dealt with in Books of Accounts.
- iii. As informed to us, the Company has not granted any loan to companies, firms or other parties covered in the register maintained under section 189 of the Act Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- iv. As informed to us and in our opinion, the Company has complied with the provisions of Section 185 & 186 of the Act in respect of grant of loans, investments, Guarantees and securities, as applicable.
- v. In our opinion and according to information & explanations given to us, the company has not accepted deposits from public and as per information and explanations given to us the Company has complied Section 73 to 76 of the Act, along with rules framed there under.
- vi. Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same, and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us in respect of statutory dues;
 - The company is regular in depositing the amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Income Tax, Custom Duty, Employee State Insurance, Goods and Service Tax, Cess and any other statutory dues, as applicable, with the appropriate authorities.
 - There was no material amount payable in respect of undisputed statutory dues, including Provident Fund, Income Tax, Custom Duty, Employee State Insurance, Cess and other statutory dues in arrears as on 31st March 2020 for the period of more than six months from the date they become payable.
- viii. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of Loans or borrowings to financial institutions, bank & Government. The company has not issued any debentures. Further, in view of the extension/ moratorium of time granted vide DOR. No. BP. BC. 47/21.04.048/2019-20 dated March 27, 2020

by Reserve Bank of India for the payment of dues, the Company has deposited part of the dues of the last quarter which was falling due in moratorium period.

- ix. In our opinion and according to the information and explanations given to us, the company has not taken the term loan during the year. The company has not raised any money by way of initial public offer including debt instruments during the year. Hence this clause is not applicable.
- x. To the best of our knowledge and belief and according to the information and explanations given to us, no material fraud on or by the company has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examinations of the records of the company, the company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- xii. In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the company, transactions with related parties are in compliance with section 177 & 188 of the Act, wherever applicable. The details of such related party transactions have been disclosed in the standalone financial statements as required under Indian Accounting Standard 24, Related Party Disclosures specified under Section 133 of the Act.
- xiv. According to the information and explanations given to us and based on our examination the company has not made any preferential allotment / private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.
- xvi. In our opinion and according to the information and explanations given to us the company is not required to be registered u/s 45 IA of the Reserve bank of India Act 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For Shah Mehta & Bakshi
Chartered Accountant
 Firm's Registration No.103824W

Prashant Upadhyay
Partner
 Membership No. 121218

Vadodara, 28th July, 2020

UDIN: 20121218AAAABC6217



ANNEXURE B TO THE 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 Rishi Laser Limited ("the Company") as of 31st March, 2020 in conjunction with our audit of the standalone financial statements of the company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both 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 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 31st March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Shah Mehta & Bakshi
Chartered Accountant
Firm's Registration No.103824W

Prashant Upadhyay
Partner
Membership No. 121218

Vadodara, 28th July, 2020

UDIN: 20121218AAAABC6217


BALANCE SHEET AS AT 31ST MARCH, 2020
(Rs. in Lacs)

Particulars	Note No.	As at 31 st March 2020	As at 31 st March 2019
ASSETS			
Non-current assets			
a) Property, plant and equipment	4	4,972.25	5,246.29
b) Capital work-in-progress	4	45.64	37.00
c) Other Intangible Assets	4.1	7.49	7.14
d) Right-of-use Assets	5	178.99	--
e) Investment in Subsidiary	6	40.59	40.59
f) Financial assets			
i) Investments	6.1	42.72	109.92
ii) Other financial assets	7	122.40	92.49
g) Other non-current assets	8	314.77	344.90
Total Non-Current Assets		5,725.35	5,878.33
Current assets			
a) Inventories	9	1,046.39	1,363.47
b) Financial assets			
i) Investment	6.2	3.67	--
ii) Trade Receivables	10	1,777.32	2,911.42
iii) Cash and cash equivalents	11	155.36	21.98
iv) Bank Balances Other than (iii) above	12	1.62	0.62
v) Other financial assets	13	58.22	87.80
c) Current Tax Assets (net)	14	19.32	22.17
d) Other current assets	15	103.87	182.99
Total Current Assets		3,165.77	4,590.45
TOTAL ASSETS		8,891.12	10,468.78
EQUITY AND LIABILITIES			
Equity			
a) Equity Share capital	16	919.26	919.26
b) Other equity	17	2,462.05	2,819.03
Total Equity (a+b)		3,381.31	3,738.29
Liabilities			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	18	759.70	1,014.02
ii) Lease Liability	19	157.17	--
b) Provisions	20	208.13	154.26
c) Deferred tax liabilities (Net)	21	79.59	107.74
d) Other non-current liabilities	22	82.00	82.00
Total Non Current Liabilities		1,286.59	1,358.02
Current liabilities			
a) Financial liabilities			
i) Trade Payables	23		
- Total outstanding dues of Micro & Small Enterprise		242.66	411.42
- Total outstanding dues other than Micro & Small Enterprise		2,841.62	3,125.64
ii) Other financial liabilities	24	819.59	1,099.45
iii) Lease Liabilities	19	47.17	--
b) Other current liabilities	25	231.77	689.86
c) Provisions	26	38.51	44.20
d) Current Tax liabilities (net)	27	1.90	1.90
Total Current Liabilities		4,223.22	5,372.47
Total Liabilities		5,509.81	6,730.49
TOTAL EQUITY AND LIABILITIES		8,891.12	10,468.78

Significant accounting policies
2 & 3
Notes to Accounts form an integral part of financial statements

As per our attached report of even date

For Shah Mehta & Bakshi
Chartered Accountants

Firm Registration No.: 103824W

Prashant Upadhyay

Partner

Membership No.: 121218

For and on behalf of the Board of Directors
Harshad Patel
Managing Director

DIN 00164228

Ganesh Agrawal
CFO & Compliance Officer
Vasant D. Goray
Director

DIN 00176609

Mumbai, July 28, 2020

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2020

(Rs. in Lacs)

Particulars	Notes	For the year Ended 31 st March 2020	For the year Ended 31 st March 2019
Income			
I Revenue from operations	28	9,116.14	14,063.78
II Other income	29	212.37	264.64
III Total Income (I+II)		9,328.51	14,328.42
IV EXPENSES			
Cost of materials consumed	30	4,793.76	7,951.85
Changes in inventories of finished goods, stock-in-trade and work in progress	31	112.88	(120.71)
Employee benefits expense	32	2,119.45	2,412.51
Finance cost	33	298.55	393.50
Depreciation and amortization expense	4, 4.1,5,8	401.75	372.58
Other expenses	34	2,387.05	3,142.96
Total expenses (IV)		10,113.44	14,152.69
V Profit/ (loss) before tax (III-IV)		(784.93)	175.73
VI Exceptional items	37	495.10	-
VII Profit/ (loss) after exceptional items but before tax (V+VI)		(289.83)	175.73
VIII Tax expense			
a) Current tax		-	-
b) Deferred tax	43	(28.16)	(167.55)
c) Excess / Short Provision of tax		-	-
Total Tax Expense (VIII)		(28.16)	(167.55)
IX Profit/ (loss) for the period (VII-VIII)		(261.67)	343.28
X Other comprehensive income			
i) Items that will not be reclassified to profit or loss		(79.83)	(103.90)
ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Other comprehensive income, net of tax (X)		(79.83)	(103.90)
XI Total comprehensive income for the period (IX+X)		(341.50)	239.38
XII Earnings per equity share (FV of Rs. 10/-) (in Rs.)	45		
a) Basic		(2.85)	3.73
b) Diluted		(2.85)	3.73

Summary of significant accounting policies

2 & 3

Notes to Accounts form an integral part of financial statements

As per our attached report of even date

For Shah Mehta & Bakshi

Chartered Accountants

Firm Registration No.: 103824W

Prashant Upadhyay

Partner

Membership No.: 121218

For and on behalf of the Board of Directors

Harshad Patel
Managing Director

DIN 00164228

Ganesh Agrawal
CFO & Compliance Officer

Vasant D. Goray

Director

DIN 00176609

Mumbai, July 28, 2020



CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020

(Rs. in Lacs)

Particulars	For the year ended 31 st March 2020		For the year ended 31 st March 2019	
PROFIT BEFORE TAX		(289.83)		175.73
Adjusted for:				
Depreciation and amortisation expenses	401.75		372.58	
Finance Cost	106.45		141.52	
Interest Income	(16.60)		(6.40)	
Deferred Income	(192.17)		(252.22)	
Other Income, Fair Value Change in Financial Assets	(3.67)		(5.10)	
Net foreign exchange (gain) / loss	0.07		(0.92)	
Allowances for doubtful debts	121.98		25.61	
(Gain)/Loss on Disposal of Property, Plant & Equipments	(218.74)		-	
Provision for Gratuity	24.91		21.50	
Total		223.98		296.57
A. OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE		(65.85)		472.30
Adjusted for (Increase)/Decrease in operating Assets:				
Trade and other Receivable	1,012.12		(460.52)	
Inventories	317.08		(150.83)	
Other Financial Asset	29.58		(26.69)	
Current Tax Assets (net)	20.05		22.94	
Other current assets	79.12		(24.30)	
Other Non current assets	26.51		(6.14)	
Other Bank Balances	(1.00)		2.56	
Trade payables	(452.78)		444.15	
Non-current Provisions	41.24		13.12	
Other Non Current Financial Liabilities	-		(51.00)	
Other Current Financial Liabilities	(89.76)		109.06	
Other Current liabilities	(458.09)		163.93	
Current Provisions	(5.69)		2.36	
Total		518.38		38.64
CASH GENERATED FROM OPERATIONS		452.53		510.94
Less: Taxes Paid		17.20		22.16
Net Cash From Operating Activities		435.33		488.78
B. CASH FLOW FROM INVESTING ACTIVITIES:				
(Addition)/Disposal of acquire property, plant & equipment (including Capital Work in Progress & Intangible Assets)	136.19		(80.49)	
Purchase of Current Investments	(250.00)		--	

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020

(Rs. in Lacs)

Particulars	For the year ended 31 st March 2020		For the year ended 31 st March 2019	
Proceeds from Sale of Current Investments	247.76		--	
Interest Received	16.60		6.40	
Net foreign exchange gain / (loss)	(0.07)		0.92	
Other Financial Assets	(28.29)		27.24	
Net Cash (Used in) Investing Activities		122.19		(45.93)
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Proceeds from Borrowings (Net of Repayments)	(253.87)		(528.24)	
Interest and other finance charges	(104.45)		(141.52)	
Repayment of Principal portion of Lease Liability	(41.26)			
Repayment of Interest portion of Lease Liability	(24.56)			
Net Cash (Used in) From Financing Activities		(424.14)		(669.76)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		133.38		(226.91)
Cash and cash equivalents at the beginning of the financial year		21.98		248.89
Cash and cash equivalents at the end of the financial year		155.36		21.98

- 1) The above statement of cash flows has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows as notified under Companies (Indian Accounting Standards) Rules, 2015.
- 2) Figures in brackets represents deductions / outflows.
- 3) Previous year's figures have been regrouped wherever necessary.

Notes to Accounts form an integral part of financial statements

As per our attached report of even date

For Shah Mehta & Bakshi**Chartered Accountants**

Firm Registration No.: 103824W

Prashant Upadhyay

Partner

Membership No.: 121218

For and on behalf of the Board of Directors

Harshad Patel
Managing Director
DIN 00164228

Ganesh Agrawal
Chief Financial Officer
& Compliance Officer

Vasant D. Goray
Director
DIN 00176609

Mumbai, July 28, 2020

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2020****A. Equity share capital**

(Rs. In Lacs)

Particulars	Note	Amount
As at April 01, 2018		919.26
Changes in Equity share capital during the year		-
As at March 31, 2019		919.26
Changes in Equity share capital during the year		-
As at March 31, 2020	16	919.26

B. Other Equity

(Rs. In Lacs)

Particulars	Reserves & Surplus				Other Comprehensive Income	Total Other Equity
	Securities Premium Reserve	General Reserve	Retained Earnings	Revaluation Reserve*	FVTOCI Equity Instruments	
As at April 01, 2018	2,757.75	746.41	(3,267.32)	2,204.30	138.51	2,579.65
Profit for the year	-	-	343.28	-	-	343.28
Other comprehensive Income	-	-	(30.95)	-	(72.95)	(103.90)
Total Comprehensive Income for the year	-	-	312.33	-	(72.95)	239.38
As at March 31, 2019	2,757.75	746.41	(2,954.99)	2,204.30	65.56	2,819.03
Impact on adoption of Ind AS 116, net of Tax, if any	-	-	(15.48)	-	-	-
Profit for the year	-	-	(261.67)	-	-	(261.67)
Other comprehensive Income	-	-	(12.56)	-	(67.27)	(79.83)
Total Comprehensive Income for the year	-	-	(289.71)	-	(67.27)	(356.98)
As at March 31, 2020	2,757.75	746.41	(3,244.70)	2,204.30	(1.71)	2,462.05

Notes to Accounts form an integral part of financial statements

As per our attached report of even date

For Shah Mehta & Bakshi**Chartered Accountants**

Firm Registration No.: 103824W

Prashant Upadhyay

Partner

Membership No.: 121218

For and on behalf of the Board of Directors**Harshad Patel**
Managing Director
DIN 00164228**Ganesh Agrawal**
Chief Financial Officer
& Compliance Officer**Vasant D. Goray**
Director
DIN 00176609

Mumbai, July 28, 2020

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2020**1. CORPORATE INFORMATION**

Rishi Laser Limited ('the Company') is a public company domiciled in India and is incorporated under the Provisions of the Companies act 1956. Its shares are listed on the recognised stock exchanges, namely BSE Limited, in India. The registered office of the Company is located at Rishi Laser Limited, 612, V.K. Industrial Estate, 10-14, Pais Street, Byculla (West), Mumbai 400011.

The Company is engaged in manufacturing of Fabrication of sheet Metal components and machines.

The Company offers parts for excavating machines, and manufactures steel fabrications and assemblies for a range of engineering industries. It is engaged in four verticals: construction equipment, automotive, rail transportation and power (transmission and distribution). Its services include contract manufacturing, design and development, punching, sheet steel fabrication, bending, laser cutting, welding and surface treatment. It serves various industries, including textile and general engineering; telecommunications and instrumentations, and earthmoving machinery.

The financial statements are approved for issue by the Company's Board of Directors on July 28, 2020.

2. BASIS OF PREPARATION:

This note provides a list of the significant accounting policies adopted in the presentation of these standalone financial statements.

A. COMPLIANCE WITH IND AS:

This Financial Statements comply in all material respects with Indian Accounting Standard ('Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (Act) read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard

requires a change in the accounting policy hitherto in use.

As the year-end figures are taken from the source and rounded to the nearest digits, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

i. Historical cost convention:

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

- a) Certain financial assets and liabilities (including derivative instruments) that are measured at fair value
- b) Defined benefit plans: plan assets measured at fair value

ii. Rounding of Amounts:

The financial statements are presented in INR and all values are rounded to the nearest lakhs, except when otherwise indicated.

B. SIGNIFICANT ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The preparation of financial statements in conformity with Ind AS requires the management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the end of the financial statements and reported amounts of income and expense during the year.

The management believes that these estimates are prudent and reasonable and are based on management's best knowledge of current events and actions. Actual results could differ from these estimates and difference between actual results and estimates are recognised in the period in which results are known or materialised.

The Company uses the following critical accounting estimates in preparation of its financial statements.

**Estimation of uncertainties relating to the pandemic from COVID-19**

The Company has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues, and investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the Company, as at the date of approval of these financial statements has used internal and external sources of information. The Company has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered.

The impact of COVID-19 on the Company's financial statements may differ from that estimated as at the date of approval of these financial statements.

Revenue Recognition

The Company's contracts with customers could include promises to transfer multiple products and/or services to a customer. The Company assesses the products/services promised in a contract and identify distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

For determining the transaction price for the contract and to ascribe the transaction price to each distinct performance obligation, judgment is required. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted to the transaction price unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue

recognised will not occur and is reassessed at the end of each reporting period.

The Company exercises judgement in determining whether the performance obligation is satisfied at a *point in time* or *over a period of time*. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer.

Revenue for fixed-price contract is recognised using percentage-of-completion method. The Company uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Impairment of investments in subsidiaries

The Company reviews its carrying value of investments carried at cost (net of impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

Useful life of Property, Plant and Equipment

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Provision for income tax and deferred tax assets

The Company uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which

the deductible temporary differences and tax losses can be utilised. Accordingly, the Company exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The Company uses significant judgements to disclose 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. Contingent assets are neither recognised nor disclosed in the financial statements.

Allowances for Credit Losses on the Receivables

The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the company deals with and the countries where it operates. In calculating expected credit loss, the Company has also considered possible effects on the future recoverability of the receivables due to Covid-19.

Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The

Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option. In assessing whether the Company is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the Company to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The Company revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics which is best and reasonable as per management's estimate.

C. CURRENT & NON-CURRENT CLASSIFICATION

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

3. SIGNIFICANT ACCOUNTING POLICIES

PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment held for use in the production or supply of goods or services or for administration purpose are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any except, freehold land which is valued at Fair Value. Historical cost includes expenditure that is directly attributable to the acquisition of the items.



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

Spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment if they are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used during more than one period.

Property, plant and equipment which are not ready for intended use as on the reporting date are disclosed as 'Capital work-in-progress'. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

DEPRECIATION / AMORTIZATION ON PROPERTY, PLANT AND EQUIPMENT

Depreciation on property, plant and equipment is provided on the straight line method over the useful lives of assets as prescribed under para C of Schedule II of the Companies Act, 2013. Depreciation is calculated on a pro-rata basis from the date of acquisition/installation till the date, the assets are sold or disposed off. The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted if appropriate.

Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognized in profit or loss.

INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization or depletion. All costs, including finance cost till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange

rate variations attributable to the intangible assets are capitalized.

The useful life is assessed as either finite or indefinite. Intangible with finite lives are amortised on straight line basis over the useful lives of the assets and assessed for impairment. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

Intangible assets with infinite lives are amortized on a straight-line basis over the estimated useful economic life. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization expense on intangible assets is recognized in statement of profit and loss. Research cost if any, are expensed as incurred.

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT / INTANGIBLE ASSETS

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognized in the statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

DE-RECOGNITION OF PROPERTY, PLANT AND EQUIPMENT / INTANGIBLE ASSETS

The carrying amount of an item of property, plant and equipment/intangibles is derecognized on

disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising from the derecognition of an item of property, plant and equipment/intangibles is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the statement of profit and loss when the item is derecognized.

LEASES

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Company's lease asset classes primarily consist of leases for land and buildings. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an asset which is identifiable (ii) the Company has substantially all of the economic benefits from use of the asset through the term of the lease and (iii) the Company has the right to direct the use of such identifiable asset.

The Company as a Lessee:

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease agreements which is classify as a lease as per the recognition criteria as prescribed under Ind AS 116. The cost of the right-of-use asset measured at inception of the lease term shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are

determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate, to the best judgment of management, implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option.

Transition to Ind AS 116

Effective April 1, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method as described in Para C8(b)(i) and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the Company's incremental borrowing rate at the date of initial application.

Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the company has recognized Right to Use Asset (ROU Asset) amounting to Rs. 230.12 lakhs and lease liability amounting to Rs. 245.60 lakhs as on April 1, 2019 and difference thereof amounting to Rs. 15.48 lakhs has been debited/credited in Retained Earnings, net of taxes, if any as on April 1, 2019. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash in flows from



operating activities and an increase in cash outflows from financing activities on account of lease payments. The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is around 10%. On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

Company has elected for practical expedients on initial application of this standard. Such practical expedients are:

- a. Not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets

that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

- b. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with similar term.
- c. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- d. Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

MATRIX OF CHANGES CARRIED OUT ON TRANSITION TO IND AS 116:

• ROU Asset for the year ended on March 31, 2020:

Description	Value (Amount in Lakhs)
Balance as at April 1, 2019	-
Addition on account of adoption of Ind AS 116	230.12
Depreciation charged as an expense in Profit & Loss Account	51.13
Balance as at March 31, 2020	178.99

• Lease Liability for the year ended on March 31, 2020:

Description	Value (Amount in Lakhs)
Balance as at April 1, 2019	-
Addition on account of adoption of Ind AS 116	245.60
Finance Cost accrued thereon	24.56
Payment of Lease Liability	65.82
Balance as at March 31, 2020	204.34

• Break-up of current and non-current lease liabilities as at March 31, 2020

Classification	Value (Amount in Lakhs)
Current Lease Liability	47.17
Non-Current Lease Liability	157.17
Balance as at March 31, 2020	204.34

Rental expense recorded in Profit & Loss account for short-term leases/cancellable leases was 7.14 lakhs for the year ended March 31, 2020.

The leases that the Company has entered with lessors towards properties used as offices are long term in nature and no changes in terms of those leases are expected due to the COVID-19.

BORROWING

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit and loss over the period of borrowings using the Effective Interest Rate (EIR)

method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and consideration paid, including non-cash asset transferred or liabilities assumed, is recognised as profit or loss as other income/(expense).

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

BORROWING COSTS

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

FINANCIAL INSTRUMENTS:

FINANCIAL ASSETS

CLASSIFICATION

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

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

The classification depends on the business model of the entity for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Other Comprehensive Income or profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, method of recognition 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 or otherwise.

RECOGNITION AND MEASUREMENT

INITIAL RECOGNITION

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

SUBSEQUENT MEASUREMENT

Financial assets are classified into the following specified categories:

- i. Financial assets carried at amortized cost;
- ii. Financial assets at fair value through other comprehensive income;
- iii. Financial assets at fair value through profit and loss;

DEBT INSTRUMENTS

MEASURED AT AMORTISED COST

Financial Assets that are held for collection of contractual cash flow where those cash flows represent solely payment of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income using the Effective Interest Rate (EIR) method. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (OCI)

Financial assets that are held within a business model whose objective is achieved by both, selling



financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through Other Comprehensive Income (FVTOCI).

Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss.

On de-recognition, cumulative gain / (loss) previously recognised in OCI is reclassified from the equity to other income in the Statement of Profit and Loss.

MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

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

IMPAIRMENT OF FINANCIAL ASSET

The company assesses on a forward looking basis the expected credit losses (ECL) associated with its financial assets carried at amortised cost and FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade and lease receivable only, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected life time losses to be recognised from initial recognition of such receivables.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Company 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 EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument.

DE-RECOGNITION OF FINANCIAL ASSETS

A financial asset is de-recognised only when the Company,

- i) has transferred the rights to receive cash flows from the financial asset or
- ii) 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 derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

FINANCIAL LIABILITIES AT FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or losses on Financial liabilities held for trading are recognised in the Statement of Profit and Loss.

OTHER FINANCIAL LIABILITIES

- i. Classification as debt or equity:
Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.
- ii. Initial recognition and measurement:
Financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.

- iii. Subsequent measurement:
Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Statement of Profit and Loss.
- iv. De-recognition:
A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

OFF-SETTING 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.

EQUITY INSTRUMENTS

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

Dividends from such investments continue to be recognised in profit or loss as other income when the right to receive payment is established.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

INVESTMENTS IN SUBSIDIARY COMPANIES

Investment in subsidiary company is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

On disposal of investments in subsidiary company, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, net of outstanding bank overdraft as they are considered as an integral part of Company's cash management.

INVENTORIES

Raw materials, packing materials, purchased finished goods, work-in-progress, manufactured finished goods, fuel, stores and spares other than specific spares for machinery are valued at cost or net realizable value whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost is arrived at on weighted average basis. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition. Due allowances are made for slow moving and obsolete inventories based on estimates made by the Company.

The company could not take physical inventory of the stocks lying at various places including factories and godowns; however, basis the perpetual inventory system and accounting software, the company could ascertain finished stocks, work in progress, raw material and other items. The company believes that it will be able to continue to realise the prices currently charged [which are based on MRP]; accordingly, the company has continued to follow the practice of valuing the inventory of Finished Goods at cost or net realisable value whichever is lower. The other items of the inventory are valued on the same basis.



REVENUE RECOGNITION

The Company earns revenue from manufacturing and selling of Metal Sheet Component and Machines. Also company does Job Work ancillary to the metal sheet fabrication work.

Effective April 1, 2018, the Company has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative catch up transition method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The effect on adoption of Ind AS 115 was not significant.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those products or services.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met otherwise Revenue is recognized in time basis.

1. The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Group performs; or
2. The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The Company's performance does not create an asset with an alternative use to the Company and an entity has an enforceable right to payment for performance completed to date.

Revenue is measured based on a Transaction Price, which is the consideration, adjusted to price

concessions if any specified in the contract with the customer. Revenue excludes taxes collected from the customers. Revenue in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as contract liabilities.

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method and shown under interest income in statement of profit and loss. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Dividend Income

Dividend income from investment is recognised when the right to receive payment is established, which is generally when shareholders approve the dividend.

The Company has evaluated the impact of COVID – 19 resulting from (i) the possibility of constraints to render services/goods which may require revision of estimations of costs to complete the contract because of additional efforts; (ii) onerous obligations; (iii) penalties relating to breaches of service level agreements, and (iv) termination or deferment of contracts by customers.

The company has assessed such impact based on various industries, industries which are more prone to the immediate and severe impact of COVID-19 and industries which are not much affected by the pandemic as on the date of approval of this Financial Statement. The company believes that it has considered such impacts to the extent known and available as on the date of approval of Financial Statement. The Company has concluded that the impact of COVID – 19 is not material based on these estimates. Due to the nature of the pandemic, the Company will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

FOREIGN CURRENCY TRANSACTIONS

Items included in the Financial Statements of the Company are measured using the currency of the primary economic environment in which the Company operates ('functional currency'). The Financial Statements of the Company are

presented in Indian currency (INR), which is also the functional and presentation currency of the Company.

Transactions and Translation:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary items denominated in foreign currencies at the year-end are restated at closing rates. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain / (loss).

Foreign exchange gain / (loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Statement of Profit and Loss, within finance costs. All other foreign exchange gain / (loss) are presented in the Statement of Profit and Loss on a net basis within other income/(expense).

EMPLOYEE BENEFITS

Short-term employee benefits:

All employee benefits payable within 12 months of service such as salaries, wages, bonus, exgratia, medical benefits etc. are recognised in the year in which the employees render the related service and are presented as current employee benefit obligations within the Balance Sheet. Termination benefits are recognised as an expense as and when incurred.

Short-term leave encashment is provided at undiscounted amount during the accounting period based on service rendered by employees. Compensation payable under Voluntary Retirement Scheme is being charged to Statement of Profit and Loss in the year of settlement.

Long Term Employee Benefit

Defined contribution plans

The Company's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

Defined benefit plans

Gratuity liability is a defined benefit obligation and is computed on the basis present value of amount payable determined using actuarial valuation techniques as per projected unit credit method at the end of each financial year. It is recognized as an expense in the statement of profit & loss for the year in which the employee has rendered services.

Re-measurement cost of net defined benefit liability, which comprises of actuarial gain and losses, return on plan assets (excluding interest), and the effect of the asset ceiling (if any, excluding interest) are recognized in other comprehensive income in the period in which they occur.

INCOME TAX

Tax expense comprises of current and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax is recognized in the statement of profit and loss except to the extent that the tax relates to items recognized directly in other comprehensive income or directly in equity.

Deferred tax:

Deferred tax assets and liabilities are recognized using the balance sheet approach for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.



Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred Tax Asset has not been recognized on Brought Forward Losses and Fair Value Loss on Equity Instrument carried through Other Comprehensive Income (FVTOCI) as there is no reasonable certainty of Income against which such Deferred Tax Asset can be recognised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax

MAT paid in a year is charged to the Statement of profit and loss as current tax. MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The Company recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statement; however they are disclosed where the inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

EARNINGS PER SHARE

Earnings per share (EPS) is calculated by dividing the net profit or loss (excluding other comprehensive income) for the period attributable to Equity Shareholders by the weighted average number of Equity shares outstanding during the period. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period. The company did not have any potentially dilutive securities in any of the years presented here in financial statement.

3.1 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs (MCA) notifies new standards or amendments thereof. There is no such notification which would have been applicable from April 1, 2020.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH 2020

4. Property, Plant and Equipment*

Particulars	Property, Plant & Equipment								(Rs. In Lacs)		
	Freehold Land	Building	Plant & Equipments	Furniture & Fixtures	Vehicles	Office Equipments	Electrical installation	Tools & Dies	Computer	Total	Capital work-in-progress#
Gross carrying value, at cost											
Opening as on 1st April 2018	2,487.95	1,803.66	7,232.65	145.16	87.93	80.08	271.85	355.20	137.29	12,601.77	39.04
Revaluation of Land	-	-	-	-	-	-	-	-	-	-	-
Addition	-	57.17	35.62	1.02	13.22	3.12	1.39	21.35	1.67	134.56	37.00
Disposal	-	-	(281.92)	-	(14.02)	(0.04)	(1.53)	-	(3.21)	(300.72)	(39.04)
As at 31st March, 2019	2,487.95	1,860.83	6,986.35	146.18	87.13	83.16	271.71	376.55	135.75	12,435.61	37.00
Addition	-	-	179.23	0.59	-	1.78	-	9.86	1.15	192.61	8.64
Disposal	-	(168.15)	(182.46)	(21.29)	(1.79)	(35.85)	(25.17)	(11.59)	(89.97)	(536.27)	-
As at 31st March, 2020	2,487.95	1,692.68	6,983.12	125.48	85.34	49.09	246.54	374.82	46.93	12,091.95	45.64
Accumulated Depreciation/amortisation											
Opening as on 1st April 2018	-	623.11	5,618.77	105.78	58.43	65.46	236.20	232.73	131.29	7,071.77	-
Charge for the year	-	52.72	267.39	5.31	5.40	3.35	6.56	24.14	2.29	367.16	-
Disposal	-	-	(232.22)	-	(14.02)	(0.04)	(0.13)	-	(3.20)	(249.61)	-
As at 31st March, 2019	-	675.83	5,653.94	111.09	49.81	68.77	242.63	256.87	130.38	7,189.32	-
Charge for the year	-	49.37	250.72	4.54	6.73	3.27	3.49	24.54	2.40	345.06	-
Disposal	-	(63.21)	(171.54)	(11.10)	(1.64)	(34.33)	(24.85)	(18.61)	(89.90)	(415.18)	-
As at 31st Mar, 2020	-	661.99	5,733.12	104.53	54.90	37.71	221.27	262.80	42.88	7,119.20	-
Net Book Value											
As at 31st March 2018	2,487.95	1,180.55	1,613.88	39.38	29.50	14.62	35.65	122.47	6.00	5,530.00	39.04
As at 31st March 2019	2,487.95	1,185.00	1,332.41	35.09	37.32	14.39	29.08	119.68	5.37	5,246.29	37.00
As at 31st March 2020	2,487.95	1,030.69	1,250.00	20.95	30.44	11.38	25.27	112.02	4.05	4,972.75	45.64

*All items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any except, freehold land which is valued at fair value.

Disposal of Capital Work in Progress indicates capitalisation of Capital Work in Progress. Corresponding amount is clubbed as an addition in Property, Plant & Equipments.

@Refer Note No. 36 for Accounting Policy for revaluation of Freehold Land



4.1 INTANGIBLE ASSET

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Gross carrying value, at cost		
Opening Balance	103.58	103.23
Addition during the year	2.30	0.35
Deduction during the year	24.70	-
Closing Balance (A)	81.18	103.58
Amortisation		
Opening Balance	96.44	94.83
Amortisation Charged for the year	1.94	1.61
Deduction during the year	24.69	-
Closing Balance (B)	73.69	96.44
Net Carrying Amount (A-B)	7.49	7.14

5. RIGHT-OF-USE ASSETS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Opening balance	-	-
Addition on account of adoption of Ind AS 116	230.12	-
Less: Amortisation during the year	51.13	-
Closing Balance	178.99	-

Refer Significant Accounting Policy for Lease recognition.

6. INVESTMENT IN SUBSIDIARY

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Rishi Vocational Education Pvt. Ltd.		
Investment Carried at Cost - Unquoted		
404,900 (March 31, 2019 404,900) Equity Shares of Rs. 10/- each fully paid)	40.59	40.59
Total	40.59	40.59

6.1. NON CURRENT INVESTMENT

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Investments in Equity Instruments		
Investments at fair value through other comprehensive income		
Quoted		
Rishi Techtex Limited		
273,737 (March 31, 2019 : 273,737) Equity Shares of Rs.10/- each fully paid	39.15	106.35
Total (A)	39.15	106.35
Investments Carried at Cost		
a) Unquoted		
i) Total Schweisstechnik Private Limited	0.01	0.01
4,980 (March 31, 2019 : 4,980) Equity Shares of Rs.10/- each fully paid up		
ii) Centennial Finance Limited	3.53	3.53
11,500 (March 31, 2019 : 11,500) Equity Shares of Rs.10/- each fully paid up		
iii) Cosmos Co - Op. Bank Limited	0.03	0.03
25 (March 31, 2019 : 25) Equity Shares of Rs.100/- each fully paid up		
Total (B)	3.57	3.57
Total (A+B)	42.72	109.92

(Rs. In Lacs)

Aggregate amount of quoted investments and market value	39.15	106.35
Aggregate amount of unquoted investments	3.57	3.57
Total	42.72	109.92

6.2. CURRENT INVESTMENT

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Quoted - Investment in Mutual Funds at Fair Value through Profit or Loss:		
SBI Mutual Fund - Saving - Growth-Direct (No. of Units: 11,348.77) (PY: Nil)	3.67	-
Total	3.67	-

7. OTHER FINANCIAL ASSETS - NON CURRENT

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Unsecured & Considered Good, at Amortised Cost		
Security deposits for utilities and premises	122.40	92.49
Total	122.40	92.49

**8. OTHER NON-CURRENT ASSETS**

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Carrying value, at cost, Repayment of Lease Hold Land		
Opening balance	344.90	338.76
Add: Addition during the year	-	9.95
Less: Deduction during the year	26.51	-
Less: Amortisation During the Year	3.62	3.81
Closing Balance	314.77	344.90

9. INVENTORIES*

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
(a) Raw materials	395.25	593.25
(b) Work-in-progress	522.57	635.45
(c) Stores and spares	128.57	134.77
Total	1,046.39	1,363.47

* Refer note number 3 of accounting policies for method of valuation.

* Inventory has been hypothecated with Assets Care & reconstruction Enterprises against the Funds borrowed.

10. TRADE RECEIVABLES

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
i) Unsecured, considered good*	1,777.32	2,911.42
ii) Unsecured, credit impaired	121.98	-
Total	1,899.30	2,911.42
Less : Allowance for Credit Loss	(121.98)	-
Total	1,777.32	2,911.42

* Includes Receivable from Related Party amounting to Rs. 19.93 Lacs (PY Rs. 63.29 Lacs).

* Trade Receivable has been hypothecated with Assets Care & Reconstruction Enterprises against the Funds borrowed.

11. CASH AND CASH EQUIVALENTS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
(a) Balances with banks In current accounts	84.43	19.17
(b) Cash on hand	0.93	2.81
(c) Deposited with original maturity of less than 3 Months	70.00	--
Total	155.36	21.98

12. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Balances with banks to the extent held as margin money	1.62	0.62
Total	1.62	0.62

13. OTHER FINANCIAL ASSETS (CURRENT)

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Unsecured, considered good		
a) Security deposits*	28.20	31.45
b) Advances to related parties	0.10	26.43
c) Others, receivable on demand		
i) ICD With Lotus Polytwist Pvt. Ltd.	29.92	29.92
Total	58.22	87.80

* Includes Deposits to Related Party amounting to Rs. 0.00 Lacs (PY 8.95 Lacs).

14. CURRENT TAX ASSETS (NET)

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Income Tax Asset	19.32	22.17
Total	19.32	22.17

15. OTHER CURRENT ASSETS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
i) Advances other than capital advance		
Other Advances- Unsecured, considered good		
a) Advance recoverable in cash or kind or for value to be received	14.34	9.25
b) Prepaid expenses	24.84	16.84
c) Advance given to Creditors	8.94	44.94
d) Balance with government authorities		
i. Indirect Taxes recoverable	33.41	84.73
ii. Income Tax Refund receivable	10.60	12.50
iii. Balance with Custom & Excise	-	0.99
e) Other receivable		
i. Deferred Rent Expense	11.74	13.74
Total	103.87	182.99


16. EQUITY SHARE CAPITAL

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Authorised shares 1,50,00,000 (March 31, 2019 : 1,50,00,000) Equity shares of Rs.10/- Each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, Subscribed and fully Paid up shares 91,92,600 (March 31, 2019 : 91,92,600) Equity shares of Rs. 10/- Each (Refer note (a) below)	919.26	919.26
Balance at end of year	919.26	919.26

Rs. In Lacs, except no. of shares data

a) Reconciliation of Number of Shares (Equity)	2019-20		2018-19	
	No. of Shares	Amount	No. of Shares	Amount
Number of Shares outstanding as at the beginning of the year	9,192,600	919.26	9,192,600	919.26
Add: Number of Shares Issued during the Year	-	-	-	-
Number of Shares outstanding as at the end of the year	9,192,600	919.26	9,192,600	919.26

b) Rights, preferences, restrictions of equity shares

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

The equity shares are entitled to dividend proposed by Board of Directors subject to approval of the share holders in the Annual General Meeting except in case of interim dividend. In the event of liquidation of the Company, holder of equity shares are entitled to receive remaining assets of the Company, after distribution of all preferential amounts in proportion to their share holding.

c) Shareholders holding more than 5 per cent of total Equity Shares of company

Rs. In Lacs, except no. of shares data

Name of the Shareholders	As at 31 st March 2020		As at 31 st March 2019	
	No. of Shares	% held	No. of Shares	% held
Nikhil Jaysingh Merchant	799,317	8.70%	799,317	8.70%
Archway Holdings Limited	670,000	7.29%	670,000	7.29%
Harshad Bhavanbhai Patel	1,266,626	13.78%	1,213,529	13.20%

17. OTHER EQUITY

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Securities Premium		
Balance at the beginning of the year	2,757.75	2,757.75
Balance at the end of the year	2,757.75	2,757.75
General Reserve		
Balance at the beginning of the year	746.41	746.41
Transferred during the year	-	-
Balance at the end of the year	746.41	746.41
Revaluation Reserve		
Balance at the beginning of the year	2,204.30	2,204.30
Add: Revaluation During the year	-	-
Less: Impairment During the year	-	-
Balance at the end of the year	2,204.30	2,204.30
FVOCI Equity Instrument		
Balance at the beginning of the year	65.56	138.51
Add/(Less): Equity Investment through Other Comprehensive Income	(67.27)	(72.95)
Balance at the end of the year	(1.71)	65.56
Retained Earning		
Balance at the beginning of the year	(2,954.99)	(3,267.32)
Impact on adoption of Ind AS 116, net of Tax, if any	(15.48)	--
Add : Profit for the year	(261.67)	343.28
Other comprehensive Income	(12.56)	(30.95)
Balance at the end of the year	(3,244.70)	(2,954.99)
TOTAL	2,462.05	2,819.03

NATURE AND PURPOSE OF RESERVES**Security Premium**

The amount received in excess of face value of the equity shares is recognised in securities premium. Value of share is accounted as securities premium reserve. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013

General Reserve

General reserve are free reserves of the company which are kept aside out of company's profits to meet the future requirements as and when they arise. The Company had transferred a portion of the profit after tax (PAT) to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained Earning

Retained earnings are the accumulated profits earned by the Company till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.



Revaluation Reserve

This Reserve represent the Gain arises out of revaluation carried out on the immovavle Property i.e. Land in pursuant to the option granted at the time of transition to Ind AS from the Accounting Standard. This reserve has been created by valuing Land at its Market Value.

Equity instruments through other comprehensive income

This represents the cumulative gains and losses arising on fair valuation of equity instruments measured at fair value through other comprehensive income under an irrevocable option.

18. BORROWINGS - NON CURRENT

(Rs. In Lacs)

Particulars	As at 31 st March 2020		As at 31 st March 2019	
	Non Current Portion	Currnet Portion	Non Current Portion	Current Portion
Term loans				
i) From banks				
Secured				
1. Loan From State Bank of India Secured by Hypothecation of Vehicle (Repayment of Rs. 0.19 lacs per month from 27.05.2017 to 27.04.2020)	-	0.19	0.19	2.16
2. Loan From HDFC Bank Secured by Hypothecation of Vehicle (Repayment of Rs. 0.23 lacs per month from 07.02.2019 to 07.01.2024)	6.89	2.03	8.92	1.85
Total (A)	6.89	2.22	9.11	4.01
ii) From other parties				
Secured				
a) Loan from Assets Care and Reconstruction Enterprises Ltd.	748.64	460.00	954.10	480.00
Secured by mortgage over company's specific Land and Building and hypothication of Property Plant & Equipements, Inventory, Other Assets and Trade Receivables of the Company along with Personal Guarantee of Director (Repayment Starting from Dec-2015 to Sep-2020 as under: Dec -15 to March-16 Quarterly Rs.40 Lacs each. June -16 to March-17 Quarterly Rs.45 Lacs each. June -17 to March-18 Quarterly Rs.75 Lacs each. June -18 to March-19 Quarterly Rs.140 Lacs each. June -19 Quarterly Rs.150 Lacs each. Sep-19 and Dec-19 Quarterly Rs.60 Lacs each. March-20 Quarterly Rs.70 Lacs. June-20 Quarterly Rs.95 Lacs. Sep-20 Quarterly Rs.100 Lacs.				

Particulars	As at 31 st March 2020		As at 31 st March 2019	
	Non Current Portion	Currnet Portion	Non Current Portion	Current Portion
Dec-20 to Sept-21 Quarterly Rs.105 Lacs. Dec-21 to June-22 Quarterly Rs.155 Lacs Sep-22 Quarterly Rs.190 Lacs.				
b) Loan from Assets Care and Reconstruction Enterprises Ltd. Secured by mortgage over company's Land and Building and hypothecation of Property Plant & Equipments, Inventory, Other Assets and Trade Receivables of the Company along with Personal Guarantee of Director. (Repayment Starting from Sep-2017 to Sep-2019 as under: Sep-17 to Dec-17 Quarterly Rs.15 Lacs each and March-18 Rs.20 Lacs June-18 to March-19 Quarterly Rs.25 Lacs each. June-19 to Sep-19 Quarterly Rs.75 Lacs each.)	-	-	-	150.00
Total (B)	748.64	460.00	954.10	630.00
Inter Corporate Deposits Unsecured, considered good	4.17	110.75	41.92	113.42
Total (C)	4.17	110.75	41.92	113.42
Deffered Sales Tax Liability Unsecured, considered good	-	62.11	8.89	67.75
Total (D)	-	62.11	8.89	67.75
Loan From Related Party - Director Unsecured, considered good, Repayble on Demand	-	106.90	-	116.90
Total (E)	-	106.90	-	116.90
Total (A+B+C+D+E)	759.70	741.98	1,014.02	932.08

19. LEASE LIABILITY

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Non-Current :		
Lease Liabilities	157.17	-
Current :		
Lease Liabilities	47.17	-
Changes in liabilities arising from finanacing activities		
Transition impact on account of adoption of Ind AS 116 "Lease"	245.60	-
Payment of lease liabilities	(65.82)	-
Finance cost on Lease Liability	24.56	
Balance at the year end	204.34	-

Refer Significant Accounting Policy for Lease recognition.

**20. PROVISIONS-NON CURRENT**

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Provision for employee benefits:		
Provision for Privilege Leave	68.38	42.92
Provision for Gratuity	139.75	111.34
Total	208.13	154.26

21. DEFERRED TAX LIABILITIES (NET)

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Deferred Tax Liabilities		
Property, Plant & Equipment	108.62	131.10
Total (A)	108.62	131.10
Deferred Tax Assets		
Provision for Bonus	(2.69)	7.65
Provision for Gratuity	(1.96)	5.59
Provision for Leave Encashment	1.97	10.12
Expected Credit Loss	31.71	-
Total (B)	29.03	23.36
Total (A-B)	79.59	107.74

22. OTHER NON-CURRENT LIABILITIES

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Advance received against sale of Capital Asset	82.00	82.00
Total	82.00	82.00

23. TRADE PAYABLES

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Total outstanding dues of micro enterprises and small enterprises*	242.66	411.42
Total outstanding dues of creditors other than micro enterprises and small enterprises#	2,841.62	3,125.64
Total	3,084.28	3,537.06
Trade Payables against Bills acceptance & Others	3,064.02	3,520.68
Directors Sitting Fees Payable	0.60	0.68
Provision for Audit Fees	6.20	4.21
Creditor for capital expenditure	13.46	11.49
Total	3,084.28	3,537.06

Includes Trade Payable to Related Party amounting to Rs.14.59 Lacs (PY Rs.10.94 Lacs).

*Refer note no. 36 of notes to the financial statements for Micro, Small and Medium Enterprises disclosure.

24. OTHER FINANCIAL LIABILITIES - CURRENT

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Current Maturities of Long Term Debt*	741.98	932.08
Payable for expenses	77.61	167.37
Total	819.59	1,099.45

*Refer note no. 18 of notes to the financial for current maturity of Long Term Debt.

25. OTHER CURRENT LIABILITIES

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
i) Advances received from customers	58.53	162.28
ii) Other liabilities incl. Salaries & Wages	122.25	462.53
iii) Statutory dues	17.56	30.34
iv) Bonus Payable	33.43	34.71
Total	231.77	689.86

26. PROVISIONS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
(a) Provision for employee benefits:		
(i) Provision for Privilege Leave	3.41	3.75
(ii) Provision for gratuity	35.10	40.45
Total	38.51	44.20

27. CURRENT TAX LIABILITIES (NET)

(Rs. In Lacs)

Current tax Assets	As at 31 st March 2020	As at 31 st March 2019
Provision for Tax	6.90	6.90
Total (A)	6.90	6.90
Advance Tax	5.00	5.00
Total (B)	5.00	5.00
Total (A-B)	1.90	1.90


28. REVENUE FROM OPERATIONS

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Sale of Products (including excise duty in Previous Year)		
Export	40.16	30.16
Domestic	8,339.36	13,570.53
Job Charges	736.62	463.09
Total	9,116.14	14,063.78

29. OTHER INCOME

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
a) Interest income		
i) Interest from bank deposits	16.60	6.40
b) Net (gain)/loss on foreign currency transactions & translation	(0.07)	0.92
c) Other income	3.67	5.10
d) Deferred Rent Income	1.62	1.87
e) Deferred Interest	190.55	250.35
Total	212.37	264.64

30. COST OF RAW MATERIAL AND COMPONENTS CONSUMED

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Opening stock	593.25	566.25
Add: Purchases	4,595.76	7,978.85
	5,189.01	8,545.10
Less: Closing stock	395.25	593.25
Cost of material consumed	4,793.76	7,951.85

31. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE (Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Inventories at the Commencement		
Work in progress	635.45	514.74
Inventories at Close		
Work in progress	522.57	635.45
Net (increase) / decrease	112.88	(120.71)

32. EMPLOYEE BENEFITS EXPENSE

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Salaries and Wages	1,984.58	2,272.25
Contributions to provident and other funds	53.58	53.76
Gratuity expenses	24.91	21.50
Other Post Employment Funds	15.56	15.85
Staff welfare expenses	40.82	49.15
Total	2,119.45	2,412.51

33. FINANCE COST

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Interest	74.12	106.66
Bank charges and other financial expenses	7.77	34.86
Interest on Lease Liabilities	24.56	--
Interest on loan	192.10	251.98
Total	298.55	393.50

34. OTHER EXPENSES

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Consumption of Stores and Spares	411.62	528.02
Processing charges	924.18	1,423.43
Power and fuel	375.25	418.48
Factory Expenses	10.40	12.43
Gas Cylinder Rent	14.24	13.74
Repairs and maintenance - Plant & Machinery	54.43	55.97
Selling and Distribution Expense	127.49	194.98
Administrative & Other Expenses (Refer followed note)	469.44	495.91
Total	2,387.05	3,142.96


34.1 ADMINISTRATIVE & OTHER EXPENSES

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Rent, Rates & Taxes	24.31	92.42
Legal & Professional Charges	70.76	79.87
Insurance Expenses	7.14	5.54
Repairs & Maintenance - Building	1.69	3.89
Repairs & Maintenance - Others	24.43	22.13
Communication Cost	15.16	16.21
Printing & Stationery Exp.	8.20	13.10
Travelling Expenses	33.91	37.58
Loss on Sale on Fixed Asset	-	(0.81)
Director's Sitting Fees	0.60	0.68
Other administrative expense	155.94	192.42
Expected Credit Loss	121.98	25.61
Auditor Remuneration	5.32	7.27
Total	469.44	495.91

(Rs. In Lacs)

<u>Auditor Remuneration</u>		
Auditors Fees for Statutory Audit	3.00	3.00
Auditors Fees for Other Matters	2.19	3.47
Auditors Out of Pocket Expenses	0.13	0.80
Total	5.32	7.27

35. EMPLOYEE BENEFITS EXPENSE
A. DEFINED BENEFIT PLAN: GRATUITY

Group gratuity liability is recognised on the basis of gratuity report provided by Actuary.

The disclosures as required under the Indian Accounting Standard (Ind AS 19) in respect of gratuity, is as follows:-

(Rs. In Lacs)

I. Expenses recognized in the statement of profit and loss	31 st March 2020	31 st March 2019
1. Current Service Cost	13.08	12.01
2. Interest Cost [(Income)/Expense] (net)	11.83	9.49
3. Past Service cost	-	-
Total	24.91	21.50

(Rs. In Lacs)

II. Amount recognized in other comprehensive income (OCI)	31 st March 2020	31 st March 2019
Return on plan assets, excluding amount included in interest expense/(income)	0.07	0.06
Remeasurement during the period due to:		
Change in financial assumptions - (Gain)/Loss	12.56	30.89
Experience adjustments - (Gain)/Loss	-	-
Demographic Assumptions	-	-
Total	12.63	30.95

(Rs. In Lacs)

III. Reconciliation of Defined Benefit Obligation:	31 st March 2020	31 st March 2019
Opening Defined Benefit Obligation	154.24	123.19
Current service cost	13.08	12.02
Interest cost	12.02	9.67
Past Service cost	-	-
Actuarial loss/(gain) due to change in financial assumptions	13.80	0.78
Actuarial loss/ (gain) due to experience adjustments	(1.23)	30.11
Benefits paid	(12.71)	(21.53)
Closing Defined Benefit Obligation	179.20	154.24

(Rs. In Lacs)

IV. Reconciliation of Plan Assets:	31 st March 2020	31 st March 2019
Opening value of plan assets	2.44	2.32
Interest Income	0.19	0.18
Return on plan assets excluding amounts included in interest income	(0.07)	(0.06)
Employer Direct Benefit Payments	-	-
Benefit Payments from Employer	-	-
Assets Withdrawn	-	-
Closing value of plan assets	2.56	2.44

(Rs. In Lacs)

V. Net (Asset) / Liability recognised in the Balance Sheet as at 31 March	31 st March 2020	31 st March 2019
Present value of defined benefit obligation (DBO)	(179.20)	(154.24)
Fair Value of Plan Asset at the end of the period	2.56	2.44
Net (Asset) / Liability	(176.64)	(151.80)



VI. The significant actuarial assumptions were as follows:	31 st March 2020	31 st March 2019
Discount rate	6.86% p.a.	7.79% p.a.
Salary escalation rate	5% p.a.	5% p.a.

SENSITIVITY ANALYSIS

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

(Rs. In Lacs)

	31 st March 2020	31 st March 2019
Increase by 1% in discount rate	(14.76)	(12.12)
Decrease by 1% in discount rate	17.11	14.11
Increase by 1% in rate of salary increase	16.94	14.37
Decrease by 1% in rate of salary increase	(14.82)	(12.53)
Increase by —1% in rate of employee turnover	2.36	3.22
Decrease by —1% in rate of employee turnover	(2.66)	(3.63)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

Notes:

1. Gratuity is payable as per company's scheme as detailed in the report.
2. Actuarial gains/losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). All above reported figures of OCI are gross of taxation. Opening liability, assets and assumptions are taken from company's financials.
3. Salary escalation & attrition rate are considered as advised by the company; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.
4. Maturity Analysis of Benefit Payments is undiscounted cashflows considering future salary, attrition & death in respective year for members as mentioned above.
5. Average Expected Future Service represents Estimated Term of Post - Employment Benefit Obligation.
6. Value of asset provided by the client is considered as fair value of plan asset for the period of reporting as same is not evaluated by us.

36. REVALUATION OF FREEHOLD LAND

As per paragraph 34 of ind AS 16 "Property Plant and Equipment" The frequency of revaluations depends upon the changes in fair values of the items of property, plant and equipment being revalued. When the fair value of a revalued asset differs materially from its carrying amount, a further revaluation is required. Some items of property, plant and equipment experience significant and volatile changes in fair value, thus necessitating annual revaluation. Such frequent revaluations are unnecessary for items of property, plant and equipment with only insignificant changes in fair value. Instead, it may be necessary to revalue the item only every three or five years.

Here the management of the company is of opinion that the fair value of land does not differ materially from its carrying amount thus not necessitating revaluation every 3 years, however, management is planning for revaluation after 5 years from previous revaluation.

37. EXCEPTIONAL ITEMS

(Rs. in Lacs)

Particulars	31 st March 2020	31 st March 2019
Profit on Sale of Property, Plant & Equipments	223.63	-
Subsidy	276.37	-
Total Exceptional Income (A)	500.00	-
Loss on sale / discard of Asset	4.37	-
Loss on Sale of Capital Goods	0.53	-
Total Exceptional Expenses (B)	4.90	-
Exceptional Item (net) (A-B)	495.10	-

38. NOTE FOR COVID-19

The World Health Organization (WHO) declared coronavirus (COVID-19) as a pandemic on 11th March 2020. The outbreak of this COVID-19 pandemic, globally and in India, has caused significant disturbance and slowdown of economic activity. The Company has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption. Due to nationwide lockdown announce by the Indian government, the plant of company was remained shut down for 7 days during the month of March 2020. However, subsequently the company has obtained required permission to restart the plant on and accordingly started operations on various dates based on the permission received at various locations. The company has considered internal and external sources of information, economic forecast till the date of approval of financial statement in determining the possible effects that may results from the COVID-19 on its business operations including the carrying amount of inventory, trade receivables, advances, property plant and equipment etc. Based on this review by the company, it has concluded that there is no significant impact of COVID-19 on company's financial results for year ended on 31st March 2020. However, considering the nature of the pandemic, the company will continue to monitor any material changes to its COVID-19 impact assessment, resulting from future economic conditions and future uncertainty if any.

- 39.** The Company has adopted the the erstwhile tax regime of the Income Tax Act, 1961 and accordingly the deferred tax, provision for taxes, if any has been created using the erstwhile applicate rate of taxes i.e. tax rates before the introduction of Taxation Laws (Amendment) Ordinance, 2019 under Section 115BAA.


40. RELATED PARTY DISCLOSURES

A A related party is a person or entity that is related to the entity that is preparing its Financial Statements.

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rules 2015 (as amended from time to time), as disclosed below:-

Details of transactions between the Company and other related parties as disclosed below:

Related Parties	Key Management Personnel and their Relatives	Non Executive Directors & their Relationships
1. Rishi Vocational Education Pvt Ltd- Subsidiary company	Ms. Smita Patel- Wife of Mr. Harshad Patel	Mr. Vasant Goray - Non-Executive director
2. Total Schweissttechnik Pvt Limited (Company under same Management)	Mr. Harshad Patel (Managing Director) Mr. Ganesh Agrawal (Chief Financial Officer)	Ms. Sheela Ayyar - Independent Director Mr. Dinesh Mehta - Independent director
3. Krishak Saaj Private Limited (Company under same Management)	Ms. Supriya Joshi (Company Secretary) upto 30.11.2019 Mr. Abhishek Patel - Son of Mr. Harshad Patel	

Details relating to persons referred to in above items are as under:

(Rs. in Lacs)

Nature of transaction	31 st March 2020	31 st March 2019
Related Party		
<u>Company under Same Management</u>		
Sale of goods	-	2.12
Purchase of Capital Equipments	48.89	
Receivable/ (Payable) at Year End	19.93	72.24
<u>Related Party-Subsidiary</u>		
Receipt of Service	-	0.78
Receivable/ (Payable) at Year End	-	26.43
<u>KMP & their Relatives</u>		
Remuneration/ Reimbursement	152.00	171.34
Rent Payment	5.40	5.40
Receivable/ (Payable) at Year End	(140.16)	(125.86)
<u>Non-Executive Directors and their Relatives</u>		
Sitting Fees	0.60	0.68
Receivable/ (Payable) at Year End	(0.60)	(0.68)

All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year-end are unsecured.

There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31st March, 2020, the Company has recorded impairment of receivables of 8.95 Lakhs relating to amounts owed by related parties (2018-19: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

41. FINANCIAL INSTRUMENT AND RISK MANAGEMENT**i) FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES**

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

In the event of crisis caused due to external factors such as caused by recent pandemic "COVID-19", the management assesses the recoverability of its assets, maturity of its liabilities to factor it in cash flow forecast to ensure there is enough liquidity in these situations through internal and external source of funds. These forecast and assumptions are reviewed by board of directors.

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, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

INTEREST RATE RISK

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

INTEREST RATE SENSITIVITY

The borrowing of the Company includes vehicle loans which carries fixed coupon rate and hence the Company is not exposed to interest rate risk, defined under Ind AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of change in market risk.

CREDIT RISK AND LIQUIDITY RISK

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, deposits and loans given, investments and balances at bank. The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

(Rs. In Lacs)

Movement in allowance for credit loss during the year was as follows :	Mar-20	Mar-19
Balance at 1 st April	-	591.41
Add :- Provided during the year	121.98	25.61
Less :- Utilisation during the year	-	617.02
Balance at Year End	121.98	-



Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions.

(Rs. In Lacs)

As at 31 st March 2020	Less than 1 year	1-3 years	3-5 years	More than 5 years
Trade payable and other financial liabilities	3,903.87	-	-	-
Borrowing principal payments	-	759.70	-	-

(Rs. In Lacs)

As at 31 st March 2019	Less than 1 year	1-3 years	3-5 years	More than 5 years
Trade payable and other financial liabilities	4,469.14	-	-	-
Borrowing principal payments	-	1,014.02	-	-

ii) CAPITAL MANAGEMENT

The Company aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to ourshareholders.

The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company funds its operations through internal accruals and long term borrowings competitive rate.

FAIR VALUE MANagements

Categories of financial instruments and fair value thereof

(Rs. In Lacs)

Financial assets	31 st March 2020	31 st March 2019
Measured at amortised cost:-		
Trade Receivables	1,777.32	2,911.42
Cash and cash equivalents and bank balances	156.98	22.60
Other financial assets	180.62	180.29
Total	2,114.92	3,114.31
Financial Liabilities	31 st March 2020	31 st March 2019
Measured at amortised cost:-		
Borrowings	759.70	1,014.02
Lease Liability	204.34	-
Trade payables	3,084.28	3,537.06
Other financial liabilities	819.59	1,099.45
Total	4,867.91	5,650.53

The following table shows the Levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

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

Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3: unobservable inputs for the asset or liability.

(Rs. In Lacs)

Financial Assets:- carrying value/fair value	31 st March 2020	31 st March 2019
Measured at fair value through Other comprehensive Income:		
Investments	39.15	106.35
Measured at fair value through Profit & Loss		
SBI Mutual Funds	3.67	-
Measured at Cost		
Investment	44.16	44.16
Total	86.98	150.51

iii) FOREIGN CURRENCY RISK MANAGEMENT

The Functional Currency of the Company is Indian Rupees. The Company undertakes transactions denominated in Foreign Currencies, Consequently, exposure to Exchange Rate Fluctuations arise. Company has made Exports in Foreign Country which leads to exposure in foreign currency.

The Carrying amount of the Company's foreign currency denominated monetary items are restated at the end of each year. The same at the end of reporting period is as follows:

(Rs. in Lacs)

Particulars	31 st March 2020	31 st March 2019
Trade Receivable	3.06	3.16

iv) GEOGRAPHICAL INFORMATION

The Company operates in two geographical areas - India and Outside India. Details are listed below.

(Rs. in Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
In India	9,075.98	14,033.62
Outside India	40.16	30.16
Total	9,116.14	14,063.78

42. MICRO, SMALL AND MEDIUM ENTERPRISES

(Rs. In Lacs)

Particulars	31 st March 2020	31 st March 2019
a) Amount due to Vendor	242.66	411.42
b) Principal Amount Paid (Vendor) (Including Unpaid) beyond the appointed date	Nil	Nil
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
d) The amount of interest due and remaining unpaid at the end of each accounting year;	6.22	10.89
e) The amount of interest accrued and remaining unpaid	Nil	Nil

Note: Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of Information collected by the Management.


43. i. RECONCILIATION OF TAX EXPENSE

(Rs. In Lacs)

Particulars	Year ended 31 st March 2020	Year ended 31 st March 2019
(a) Income tax expenses :		
Current tax - In respect of the current year	-	-
Deferred tax - In respect of the current year	(28.16)	(167.55)
Total	(28.16)	(167.55)
Effective tax rate	26.00%	26.00%
(b) Income tax recognised in Other Comprehensive Income		
Re-measurements of the defined benefit plans	-	-
Total income tax expense recognised in the year (a + b)	(28.16)	(167.55)
Profit before tax	(289.83)	175.73
Statutory income tax	-	-
Tax effect on deductible expenses & difference in Carrying amount of PPE	(28.16)	(167.55)
Additional allowances for tax purposes	-	-
Tax effect for earlier years	-	-
Tax expense recognised in the statement of profit and loss	(28.16)	(167.55)

Note: In view of brought forward Losses, Provision for Income Tax has not been provided for.

ii. DEFERRED TAX RECOGNISED IN STATEMENT OF PROFIT AND LOSS

(Rs. in Lacs)

Particulars	Year ended 31 st March 2020	Year ended 31 st March 2019
(Increase)/ Decrease in Deferred Tax Liabilities		
Property, Plant & Equipments	(22.50)	(190.20)
	(22.50)	(190.20)
Increase/ (Decrease) in Deferred Tax Assets		
On Account of Expense allowable on Payment basis		
Provision for Bonus	10.34	(1.15)
Provision for Gratuity	7.55	25.83
Provision for Leave Encashment	8.15	(2.02)
Expected Credit Loss	(31.71)	-
	(5.67)	22.66
Net Deferred Tax (Benefit) / Expense	(28.17)	(167.55)

RECONCILIATION OF DEFERRED TAX ASSETS / (LIABILITIES)

(Rs. in Lacs)

Particulars	Year ended 31 st March 2020	Year ended 31 st March 2019
Opening balance	(107.74)	(275.29)
Deferred tax (charge)/credit recognised in:		
Statement of profit and loss	28.16	167.55
Recognised in retained earnings	-	-
Total	(79.58)	(107.74)

44. LEASES (UNDISCOUNTED)

a.	At the reporting date the company had outstanding commitments for future minimum lease payments under non-cancellable leases, which fall due as follows: (Rs. In Lacs)		
	Particulars	As at 31 st March 2020	As at 31 st March 2019
	Lease rental charges for the year	3.81	3.81
	Future Lease rental obligation payable (under non-cancellable lease)	-	-
	Not later than one year	3.81	3.81
	Later than one year but not later than five years	15.24	15.24
	Later than five years	295.72	325.86
b.	The total of future minimum sublease payment expected to be received under non – cancellable subleases at the end of reporting period is NIL.		

45. EARNING PER SHARE

(Rs. In Lacs)

Particulars	31 st March 2020	31 st March 2019
a) Profit after tax attributable to equity shareholders of the company	(261.67)	343.28
b) Weighted average number of equity shares (in numbers)	9,192,600	9,192,600
c) Basic and Diluted earning per share (a/b)	(2.85)	3.73
d) Nominal value of equity shares	10.00	10.00

46. The Previous Year's figures have been regrouped / reclassified where necessary to confirm to current year's classification.

As per our attached report of even date

For Shah Mehta & Bakshi

Chartered Accountants

Firm Registration No.: 103824W

Prashant Upadhyay

Partner

Membership No.: 121218

For and on behalf of the Board of Directors

Harshad Patel
Managing Director
DIN 00164228

Ganesh Agrawal
Chief Financial Officer
& Compliance Officer

Vasant D. Goray
Director
DIN 00176609

Mumbai, July 28, 2020



INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED ACCOUNTS

To,
The Members of Rishi Laser Limited
Report on the Consolidated Ind AS Financial Statements

OPINION

We have audited the consolidated financial statements of Rishi Laser Limited ("the holding Company"), and its subsidiary (Holding Company and its subsidiaries together referred to as "the Group") which comprise the consolidated balance sheet as at 31st March 2020, and the consolidated statement of Profit and Loss (including Other Comprehensive Income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information. (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 Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at March 31, 2020, the consolidated loss and total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated 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 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 the matter described below to be the key audit matter to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<u>Allowance for Credit Loss:</u> The Company determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Company considered current and anticipated future economic conditions relating to industries the Company deals with and the countries where it operates. We identified estimation of such impairment loss allowance on trade receivables as a key audit matter because the Company's management exercises significant judgments	<u>Principal Audit Procedure:</u> Our audit procedures included, amongst others: • We assessed the design and tested the operating effectiveness of internal controls related to impairment loss allowance on trade receivables, completeness and accuracy used in estimation of such potential credit loss. • We also evaluated management's assessment of the assumptions used in the calculation of impairment loss allowance on trade receivables, including consideration of the current and

and estimates in calculating the said impairment loss allowance. (Refer Note No 10 & 41(i) of the Consolidated Financial Statement)	estimated future uncertain economic conditions. • For sample customers, we tested past collection history, customer's credit assessment and probability of default assessment performed by the management. • We tested the mathematical accuracy and computation of the allowances.
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OTHER INFORMATION

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report, but does not include the 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 other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Holding 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, including consolidated other comprehensive income, consolidated changes in equity and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian 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 each Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting

policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group'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 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 is responsible for over seeing the financial reporting process of each company.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

- Identify and assess the risks of material misstatement of the consolidated financial



statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group'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 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 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 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

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 group so far as it appears from our examination of those books.
- c) The Consolidated Balance Sheet, the consolidated Statement of Profit and Loss (including consolidated Other Comprehensive Income), and the consolidated Cash Flow Statement and consolidated statement of changes in equity dealt with by this Report are in agreement with the books of account maintained

- for the purpose of preparation of Consolidated Financial Statement.
- 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 Group as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, considering that subsidiary incorporated in India is exempt from the provisions of section 143(3)(i) of the Act and accordingly it is not possible to report upon. In respect of Holding Company our report on adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls may be referred to Annexure B in the Independent Auditor's Report on the Standalone Financial Statement.
- g) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the holding Company to its directors during the year is in accordance with the provisions of section 197(16) 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 group has no pending litigations to be disclosed.
 - ii. The group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Group.

For Shah Mehta & Bakshi
Chartered Accountant
 Firm's Registration No.103824W

Prashant Upadhyay
Partner
 Membership No. 121218

Vadodara, 28th July, 2020

UDIN: 20121218AAAABB6130



CONSOLIDATED BALANCE SHEET AS AT 31st MARCH, 2020

(Rs. in Lacs)

Particulars	Notes No.	As at 31 st March 2020	As at 31 st March 2019
ASSETS			
Non-current assets			
a) Property, plant and equipment	4	4,981.03	5,256.34
b) Capital work-in-progress	4	45.64	37.00
c) Other Intangible Assets	4.1	7.49	7.14
d) Right-to-use Assets	5	192.04	-
e) Financial Assets			
i) Investments	6	42.81	110.01
ii) Other financial assets	7	124.82	94.22
f) Other non-current assets	8	314.77	344.90
g) Deferred tax assets	21.1	1.32	1.61
Total Non-Current Assets		5,709.92	5,851.22
Current assets			
a) Inventories	9	1,046.39	1,363.47
b) Financial assets			
i) Investment	6.1	3.67	-
ii) Trade Receivables	10	1,819.51	2,939.81
iii) Cash and cash equivalents	11	160.73	25.62
iv) Bank Balances Other than (iii) above	12	6.66	3.12
v) Other financial assets	13	58.22	61.37
c) Current Tax Assets (net)	14	25.52	24.39
d) Other current assets	15	103.87	183.14
Total Current Assets		3,224.57	4,600.92
TOTAL ASSETS		8,934.49	10,452.14
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share capital	16	919.26	919.26
b) Other equity	17	2,446.21	2,776.74
Non controlling interest		5.63	(0.41)
Total Equity (a+b)		3,371.10	3,695.59
LIABILITIES			
Non-current liabilities			
a) Financial liabilities			
i) Borrowings	18	759.70	1,014.02
ii) Lease Liability	19	168.56	--
b) Provisions	20	208.13	154.26
c) Deferred tax liabilities (Net)	21	79.59	107.74
d) Other non-current liabilities	22	82.00	82.00
Total Non Current Liabilities		1,297.98	1,358.02
Current liabilities			
a) Financial liabilities			
i) Trade Payables	23		
- Total outstanding dues of Micro & Small Enterprises		242.66	411.42
- Total outstanding dues other Micro & Small Enterprises		2,849.24	3,130.45
ii) Other financial liabilities	24	834.09	1,113.95
iii) Lease Liabilities	19	52.55	--
b) Other current liabilities	25	246.46	696.61
c) Provisions	26	38.51	44.20
d) Current Tax liabilities (net)	27	1.90	1.90
Total Current Liabilities		4,265.41	5,398.53
Total Liabilities		5,563.39	6,756.55
TOTAL EQUITY AND LIABILITIES		8,934.49	10,452.14

Significant accounting policies

2 & 3

Notes to Accounts form an integral part of consolidated financial statements

As per our attached report of even date

For Shah Mehta & Bakshi

Chartered Accountants

Firm Registration No.: 103824W

Prashant Upadhyay

Partner

Membership No.: 121218

For and on behalf of the Board of Directors

Harshad Patel

Managing Director

DIN 00164228

Ganesh Agrawal

CFO & Compliance Officer

Vasant D. Goray

Director

DIN 00176609

Mumbai, July 28, 2020

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2020
(Rs. in Lacs)

Particulars	Notes No.	For the year Ended 31 st March 2020	For the year Ended 31 st March 2019
Income			
I Revenue from operations	28	9,197.13	14,113.23
II Other income	29	212.75	264.79
III Total Income (I+II)		9,409.88	14,378.02
IV EXPENSES			
Cost of materials consumed	30	4,795.10	7,953.51
Changes in inventories of finished goods, stock-in-trade and work in progress	31	112.88	(120.71)
Employee benefits expense	32	2,129.64	2,421.57
Finance cost	33	300.88	393.63
Depreciation and amortization expense	4, 4.1, 5, 8	408.23	374.85
Other expenses	34	2,412.24	3,171.98
Total expenses (IV)		10,158.97	14,194.83
V Profit/(loss) before tax (III-IV)		(749.09)	183.19
VI Exceptional items	37	495.10	-
VII Profit/(loss) after exceptional items but before tax (V+VI)		(253.99)	183.19
VIII Tax expense			
a) Current tax		-	-
b) Deferred tax	43	(27.87)	(167.15)
c) Excess / Short Provision of tax		-	-
Total Tax Expense (VIII)		(27.87)	(167.15)
IX Profit/(loss) for the period (VII-VIII)		(226.12)	350.34
X Other comprehensive income			
i) Items that will not be reclassified to profit or loss		(79.83)	(103.90)
ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Other comprehensive income, net of tax (X)		(79.83)	(103.90)
XI Total comprehensive income for the period (IX+X)		(305.95)	246.44
Profit/(Loss) for the year attributable to:			
Owners of the Parent		(232.73)	349.03
Non-controlling interests		6.61	1.31
		(226.12)	350.34
Other comprehensive income attributable to:			
Owners of the Parent		(79.83)	(103.90)
Non-controlling interests		-	-
		(79.83)	(103.90)
Total Comprehensive Income is attributable to:			
Owners of the Parent		(312.56)	245.13
Non-controlling interests		6.61	1.31
		(305.95)	246.44
XII Earnings per equity share (FV of Rs. 10/-) (In Rs.)	45		
a) Basic		(2.46)	3.81
b) Diluted		(2.46)	3.81

Significant accounting policies

2 & 3

Notes to Accounts form an integral part of consolidated financial statements

As per our attached report of even date

For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No.: 103824W

For and on behalf of the Board of Directors
Harshad Patel
Managing Director
DIN 00164228

Ganesh Agrawal
CFO & Compliance Officer

Prashant Upadhyay
Partner
Membership No.: 121218

Mumbai, July 28, 2020

Vasant D. Goray
Director
DIN 00176609


CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020
(Rs. in Lacs)

Particulars	For the year ended 31 st March 2020		For the year ended 31 st March 2019	
PROFIT/(LOSS) BEFORE TAX		(253.99)		183.19
Adjusted for:				
Depreciation and amortisation expenses	408.23		374.85	
Finance Cost	108.51		141.52	
Interest Income	(16.98)		(6.55)	
Deferred Income	(192.17)		(252.22)	
Other Income	(3.67)		(5.10)	
Net foreign exchange (gain) / loss	0.07		(0.92)	
Allowance for doubtful debts	121.98		25.61	
(Gain)/Loss on Disposal of Property, Plant & Equipments	(218.73)		-	
Provision for Gratuity	24.91		21.50	
Total		232.15	-	298.69
A. OPERATING PROFIT BEFORE WORKING CAPITAL CHANGE		(21.84)		481.88
Adjusted for (Increase)/Decrease in operating Assets:				
Trade and other Receivable	998.32		(464.87)	
Inventories	317.08		(150.83)	
Other Financial Asset	3.15		(53.12)	
Current Tax Assets (Net)	20.38		22.94	
Other current assets	79.27		(24.08)	
Other Non current assets	26.51		(6.14)	
Other Bank Balances	(3.54)		0.06	
Trade payables	(449.97)		445.32	
Non-Current Provisions	41.24		13.12	
Other Non Current Financial Liabilities	-		(51.00)	
Other Current Financial Liabilities	(89.76)		109.06	
Other Current Liabilities	(450.15)		192.10	
Current Provisions	(5.69)		2.36	
Total		486.84		34.92
CASH GENERATED FROM OPERATIONS		465.00		516.80
Less: Taxes Paid		21.51		24.21
Net Cash From Operating Activities		443.49		492.59
B. CASH FLOW FROM INVESTING ACTIVITIES:				
(Addition)/Disposal of acquire property, plant and equipment (including Capital Work in Progress)	136.06		(81.03)	
Purchase of Current Investments	(250.00)		-	
Proceeds from Sale of current Investments	247.76		-	
Interest Received	16.98		6.55	

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2020

(Rs. in Lacs)

Particulars	For the year ended 31 st March 2019		For the year ended 31 st March 2018	
Net foreign exchange gain / (loss)	(0.07)		0.92	
Other Financial Assets	(28.98)		25.71	
Net Cash (Used in) Investing Activities		121.75		(47.85)
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Proceeds from Borrowings (Net of Repayments)	(253.87)		(528.24)	
Interest and other finance charges	(104.44)		(141.52)	
Repayment of Principal portion of Lease Liability	(45.19)		-	
Repayment of Interest portion of Lease Liability	(26.63)		-	
Net Cash (Used in) From Financing Activities		(430.13)		(669.76)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		135.11		(225.02)
Cash and cash equivalents at the beginning of the financial year		25.62		250.64
Cash and cash equivalents at the end of the financial year		160.73		25.62

1. The above consolidated statement of cash flows has been prepared under the "Indirect Method" as set out in the Ind AS7 on Statement of Cash Flows as notified under Companies (Indian Accounting Standards) Rules, 2015.
2. Figures in brackets represents deduction / outflows.
3. Previous year's figures have been regrouped wherever necessary.

Notes to Accounts form an integral part of consolidated financial statements

As per our attached report of even date

For Shah Mehta & Bakshi**Chartered Accountants**

Firm Registration No.: 103824W

Prashant Upadhyay

Partner

Membership No.: 121218

For and on behalf of the Board of Directors

Harshad Patel
Managing Director
DIN 00164228

Ganesh Agrawal
CFO & Compliance Officer

Vasant D. Goray
Director
DIN 00176609

Mumbai, July 28, 2020

**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019****A. EQUITY SHARE CAPITAL**

(Rs. In Lacs)

Particulars	Note	Amount
As at April 01, 2018		919.26
Changes in Equity share capital during the year		-
As at March 31, 2019		919.26
Changes in Equity share capital during the year		-
As at March 31, 2020	16	919.26

B. OTHER EQUITY

(Rs. In Lacs)

Particulars	Reserves & surplus				Other Comprehensive Income	Non Controlling Interest	Total Other Equity
	Securities Premium Reserve	General Reserve	Retained Earnings	Revaluation Reserve*	FVTOCI Equity Instruments*		
As at April 01, 2018	2,757.75	746.41	(3,315.39)	2,204.35	138.51	(1.72)	2,529.91
Profit for the year	-	-	349.03	(0.02)	-	1.31	350.32
Other comprehensive Income	-	-	(30.95)	-	(72.95)	-	(103.90)
Total Comprehensive Income for the year	-	-	318.08	(0.02)	(72.95)	1.31	246.42
As at March 31, 2019	2,757.75	746.41	(2,997.31)	2,204.33	65.56	(0.41)	2,776.33
Impact of adoption of Ind AS 116, net of tax, if any	-	-	(17.97)	-	-	(0.57)	(18.54)
Profit for the year	-	-	(232.73)	-	-	6.61	(226.12)
Other comprehensive Income	-	-	(12.56)	-	(67.27)	-	(79.83)
Total Comprehensive Income for the year	-	-	(263.26)	-	(67.27)	6.04	(324.49)
As at March 31, 2020	2,757.75	746.41	(3,260.57)	2,204.33	(1.71)	5.63	2,451.84

*In Previous Year, it was forming part of Retained Earning. Now segregated from it for better presentation of the Other Equity.

Notes to Accounts form an integral part of Consolidated financial statements

As per our attached report of even date

For Shah Mehta & Bakshi
Chartered Accountants
 Firm Registration No.: 103824W

Prashant Upadhyay
 Partner
 Membership No.: 121218

For and on behalf of the Board of Directors
Harshad Patel
Managing Director
 DIN 00164228

Ganesh Agrawal
CFO & Compliance Officer

Vasant D. Goray
Director
 DIN 00176609

Mumbai, July 28, 2020

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020**1. CORPORATE INFORMATION**

Rishi Laser Limited ('the Company') is a public company domiciled in India and is incorporated under the Provisions of the Companies act 1956. Its shares are listed on the recognised stock exchanges, namely BSE Limited, in India. The registered office of the Company is located at Rishi Laser Limited., 612, V.K.Industrial Estate, 10-14, Pais Street, Byculla (West), Mumbai 400011.

The Company is engaged in manufacturing of Fabrication of sheet Metal components and machines.

The Company offers parts for excavating machines, and manufactures steel fabrications

and assemblies for a range of engineering industries. It is engaged in four verticals: construction equipment, automotive, rail transportation and power (transmission and distribution). Its services include contract manufacturing, design and development, punching, sheet steel fabrication, bending, laser cutting, welding and surface treatment. It serves various industries, including textile and general engineering; telecommunications and instrumentations, and earthmoving machinery.

The Company and its subsidiary (jointly referred to as the 'Group' herein under) considered in these consolidated financial statements are:

Name of the Company	Country of Incorporation	Principal Activity	Proportion (%) of Equity Interest	
			31 st March, 2020	31 st March, 2019
Rishi Vocational Education Pvt. Ltd.	India	Providing technical services to engineering industry and Imparting technical knowledge	81.39%	81.39%

2. BASIS OF PREPARATION:

This note provides a list of the significant accounting policies adopted in the presentation of these consolidated financial statements. The Company consolidates all entities which is controlled by it. Control exists when the parent has power over the entity, is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Power is demonstrated through existing rights that give the ability to direct relevant activities, those which significantly affect the entity's returns. Subsidiaries are consolidated from the date control commences until the date control ceases.

A. COMPLIANCE WITH IND AS:

This Consolidated Financial Statements comply in all material respects with Indian Accounting Standard ('Ind AS') as notified by the Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 (Act) read with Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The accounting policies are applied consistently to all the periods presented in the Consolidated Financial Statement.

i. Historical cost convention:

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

- Certain financial assets and liabilities (including derivative instruments) that are measured at fair value
- Defined benefit plans: plan assets measured at fair value

ii. Rounding of Amounts:

The consolidated financial statements are presented in INR and all values are rounded to the nearest lakhs, except when otherwise indicated.

B. PRINCIPLES OF CONSOLIDATION AND EQUITY ACCOUNTING:**i. Subsidiary Companies:**

Subsidiary companies are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary companies are fully consolidated



from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the Financial Statements of the parent and its subsidiary companies line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized 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 subsidiary companies have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the results and equity of subsidiary companies are shown separately in the Consolidated Statement of Profit and Loss, Consolidated Statement of changes in equity and Consolidated Balance Sheet respectively

ii. Equity Method:

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognised share of the Group in post-acquisition profit/loss and Other Comprehensive Income of the entity. Dividends received or receivable from associate company and joint venture company are recognised as a reduction in the carrying amount of the investment. When the Group share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred legal or constructive obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associate company and joint venture company are eliminated to the extent of the Group interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described below.

C. SIGNIFICANT ESTIMATES, JUDGEMENTS AND ASSUMPTIONS

The preparation of consolidated financial statements in conformity with Ind AS requires the management to make estimates, assumptions and exercise judgment in applying the accounting policies that affect the reported amount of assets, liabilities and disclosure of contingent liabilities at the end of the consolidated financial statements and reported amounts of income and expense during the year.

The management believes that these estimates are prudent and reasonable and are based on management's best knowledge of current events and actions. Actual results could differ from these estimates and difference between actual results and estimates are recognised in the period in which results are known or materialised.

The Group uses the following critical accounting estimates in preparation of its financial statements.

Estimation of uncertainties relating to the pandemic from COVID-19

The group has considered the possible effects that may result from the pandemic relating to COVID-19 on the carrying amounts of receivables, unbilled revenues, and investment in subsidiaries. In developing the assumptions relating to the possible future uncertainties in the global economic conditions because of this pandemic, the group, as at the date of approval of these consolidated financial statements has used internal and external sources of information. The group has performed sensitivity analysis on the assumptions used and based on current estimates expects the carrying amount of these assets will be recovered.

The impact of COVID-19 on the Group's consolidated financial statements may differ from that estimated as at the date of approval of these financial statements.

Revenue Recognition

The Group's contracts with customers could include promises to transfer multiple

products and/or services to a customer. The Group assesses the products/services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

For determining the transaction price for the contract and to ascribe the transaction price to each distinct performance obligation, judgment is required. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted to the transaction price unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.

The Group exercises judgement in determining whether the performance obligation is satisfied at a *point in time* or *over a period of time*. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer.

Revenue for fixed-price contract is recognised using percentage-of-completion method. The Group uses judgement to estimate the future cost-to-completion of the contracts which is used to determine the degree of completion of the performance obligation.

Impairment of investments in subsidiaries

The Group reviews its carrying value of investments carried at cost (net of

impairment, if any) annually, or more frequently when there is indication for impairment. If the recoverable amount is less than its carrying amount, the impairment loss is accounted for in the statement of profit and loss.

Useful life of Property, Plant and Equipment

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

Provision for income tax and deferred tax assets

The Group uses estimates and judgements based on the relevant rulings in the areas of allocation of revenue, costs, allowances and disallowances which is exercised while determining the provision for income tax. A deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilised. Accordingly, the Group exercises its judgement to reassess the carrying amount of deferred tax assets at the end of each reporting period.

Provisions and contingent liabilities

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting period and are adjusted to reflect the current best estimates.

The group uses significant judgements to disclose 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. Contingent assets are neither recognised nor disclosed in the financial statements.

Allowances for Credit Losses on the Receivables

The Group determines the allowance for credit losses based on historical loss experience adjusted to reflect current and estimated future economic conditions. The Group considered current and anticipated future economic conditions relating to industries the group deals with and the countries where it operates. In calculating expected credit loss, the group has also considered possible effects on the future recoverability of the receivables due to Covid-19.

Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Group uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate.

The Group determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Group is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Group is reasonably certain not to exercise that option. In assessing whether the Group is reasonably certain to exercise an option to extend a lease, or not to exercise an option to terminate a lease, it considers all relevant facts and circumstances that create an economic incentive for the group to exercise the option to extend the lease, or not to exercise the option to terminate the lease. The group revises the lease term if there is a change in the non-cancellable period of a lease.

The discount rate is generally based on the incremental borrowing rate specific to the lease being evaluated or for a portfolio of leases with similar characteristics which is best and reasonable as per management's estimate.

D. CURRENT & NON-CURRENT CLASSIFICATION

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

3. SIGNIFICANT ACCOUNTING POLICIES

PROPERTY, PLANT AND EQUIPMENT

All items of property, plant and equipment held for use in the production or supply of goods or services or for administration purpose are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any except, freehold land which is valued at Fair Value. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Spare parts, stand-by equipment and servicing equipment are recognised as property, plant and equipment if they are held for use in the production or supply of goods or services, for rental to others, or for administrative purposes and are expected to be used during more than one period.

Property, plant and equipment which are not ready for intended use as on the reporting date are disclosed as 'Capital work-in-progress'. Depreciation is not recorded on capital work-in-progress until construction and installation is complete and the asset is ready for its intended use.

DEPRECIATION / AMORTIZATION ON PROPERTY, PLANT AND EQUIPMENT

Depreciation on property, plant and equipment is provided on the straight line method over the useful lives of assets as prescribed under para C of Schedule II of the Companies Act, 2013.

Depreciation is calculated on a pro-rata basis from the date of acquisition/installation till the date,

the assets are sold or disposed off. The residual values and useful lives of property, plant and equipment are reviewed at each financial year end and adjusted if appropriate.

Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the assets and is recognised in profit or loss.

INTANGIBLE ASSETS

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization or depletion. All costs, including finance cost till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

The useful life is assessed as either finite or indefinite. Intangible with finite lives are amortised on straight line basis over the useful lives of the assets and assessed for impairment. The amortization expense on intangible assets with finite lives is recognized in the statement of profit and loss.

Intangible assets with infinite lives are amortized on a straightline basis over the estimated useful economic life. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization expense on intangible assets is recognized in statement of profit and loss.

IMPAIRMENT OF PROPERTY, PLANT AND EQUIPMENT/INTANGIBLE ASSETS

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the consolidated statement of profit and loss.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life. The impairment loss recognized in prior accounting periods is reversed by crediting the statement of profit and loss if there has been a change in the estimate of recoverable amount.

DE-RECOGNITION OF PROPERTY, PLANT AND EQUIPMENT /INTANGIBLE ASSETS

The carrying amount of an item of property, plant and equipment/intangibles is derecognized on disposal or when no future economic benefits are expected from its use or disposal.

The gain or loss arising from the derecognition of an item of property, plant and equipment/intangibles is measured as the difference between the net disposal in proceeds and the carrying amount of the item and is recognised in the statement of profit and loss when the item is derecognized.

LEASES

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The Group's lease asset classes primarily consist of leases for land and buildings. To assess whether a contract conveys the right to control the use of an identified asset, the group assesses whether: (i) the contract involves the use of an asset which is identifiable (ii) the group has substantially all of the economic benefits from use of the asset through the term of the lease and (iii) the group has the right to direct the use of such identifiable asset.

The Group as a Lessee:

At the date of commencement of the lease, the group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease agreements which is classified as a lease as per the recognition criteria as prescribed under Ind AS 116. The cost of the right-of-use asset



measured at inception of the lease term shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate, to the best judgement of management, implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liabilities are remeasured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option.

Transition to Ind AS 116

Effective April 1, 2019, the Group adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 1, 2019 using the modified retrospective method as described in Para C8(b)(i) and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the Group recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right of use asset at its carrying amount as if the standard had been

applied since the commencement date of the lease, but discounted at the Group's incremental borrowing rate at the date of initial application.

Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

On transition, the group has recognized Right to Use Asset (ROU Asset) amounting to Rs. 247.77 lakhs and lease liability amounting to Rs. 266.30 lakhs as on April 1, 2019 and difference thereof amounting to Rs.18.53 lakhs has been debited/credited in Retained Earnings, net of taxes, if any as on April 1, 2019. The effect of this adoption is insignificant on the profit before tax, profit for the period and earnings per share. Ind AS 116 will result in an increase in cash inflows from operating activities and an increase in cash outflows from financing activities on account of lease payments. The weighted average incremental borrowing rate applied to lease liabilities as at April 1, 2019 is around 10%. On application of Ind AS 116, the nature of expenses has changed from lease rent in previous periods to depreciation cost for the right-to-use asset, and finance cost for interest accrued on lease liability.

Group has elected for practical expedients on initial application of this standard. Such practical expedients are:

- a. Not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.
- b. Applied a single discount rate to a portfolio of leases of similar assets in similar economic environment with similar term.
- c. Excluded the initial direct costs from the measurement of the right-of-use asset at the date of initial application.
- d. Ind AS 116 is applied only to contracts that were previously identified as leases under Ind AS 17.

MATRIX OF CHANGES CARRIED OUT ON TRANSITION TO IND AS 116:• **ROU Asset for the year ended on March 31, 2020:**

Description	Value (Amount in Lakhs)
Balance as at April 1, 2019	-
Reclassified on account of adoption of Ind AS 116	247.77
Depreciation charged as an expense in Profit & Loss Account	55.73
Balance as at March 31, 2020	192.04

• **Lease Liability for the year ended on March 31, 2020:**

Description	Value (Amount in Lakhs)
Balance as at April 1, 2019	-
Reclassified on account of adoption of Ind AS 116	266.30
Finance Cost accrued thereon	26.63
Payment of Lease Liability	71.82
Balance as at March 31, 2020	221.11

• **Break-up of current and non-current lease liabilities as at March 31, 2020**

Classification	Value (Amount in Lakhs)
Current Lease Liability	52.55
Non-Current Lease Liability	168.56
Balance as at March 31, 2020	221.11

Rental expense recorded in Profit & Loss account for short-term leases/cancellable leases was 7.14 lakhs for the year ended March 31, 2020.

The leases that the Group has entered with lessors towards properties used as offices are long term in nature and no changes in terms of those leases are expected due to the COVID-19.

BORROWING

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit and loss over the period of borrowings using the Effective Interest Rate (EIR) method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all the facility will be drawn down. In this case, the fee is deferred until the draw down occurs.

Borrowings are removed from the balance sheet when the obligation specified in the contract is

discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and consideration paid, including non-cash asset transferred or liabilities assumed, is recognised as profit or loss as other income/ (expense).

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

BORROWING COSTS

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



qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

FINANCIAL INSTRUMENTS:

FINANCIAL ASSETS

CLASSIFICATION

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

- i. Those to be measured subsequently at fair value (either through Other Comprehensive Income, or through profit or loss).
- ii. Those measured at amortised cost.
The classification depends on the business model of the group for managing financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in Other Comprehensive Income or profit or loss. For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, method of recognition 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 or otherwise.

RECOGNITION AND MEASUREMENT

INITIAL RECOGNITION

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

SUBSEQUENT MEASUREMENT

Financial assets are classified into the following specified categories:

- i. Financial assets carried at amortized cost;
- ii. Financial assets at fair value through other comprehensive income;
- iii. Financial assets at fair value through profit and loss;

DEBT INSTRUMENTS

MEASURED AT AMORTISED COST

Financial Assets that are held for collection of contractual cash flow where those cash flows represent solely payment of principal and interest are measured at amortised cost. Interest income from these financial assets is included in interest income using the Effective Interest Rate (EIR) method. The amortisation of EIR and loss arising from impairment, if any is recognised in the Consolidated Statement of Profit and Loss.

MEASURED AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (OCI)

Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through Other Comprehensive Income (FVTOCI). Fair value movements are recognised in the OCI. Interest income measured using the EIR method and impairment losses, if any are recognised in the Consolidated Statement of Profit and Loss.

On de-recognition, cumulative gain | (loss) previously recognised in OCI is reclassified from the equity to other income in the Consolidated Statement of Profit and Loss.

MEASURED AT FAIR VALUE THROUGH PROFIT OR LOSS

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

IMPAIRMENT OF FINANCIAL ASSET

The Group assesses on a forward looking basis the expected credit losses (ECL) associated with its financial assets carried at amortised cost and

FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade and lease receivable only, the group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected life time losses to be recognised from initial recognition of such receivables.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the group expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, a group is required to consider all contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument.

DE-RECOGNITION OF FINANCIAL ASSETS

A financial asset is de-recognised only when the Group,

- i) has transferred the rights to receive cash flows from the financial asset or
- ii) 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 group 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 derecognised.

Where the group has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not de-recognised.

Where the group has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised 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.

FINANCIAL LIABILITIES AT FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or losses on Financial liabilities held for trading are recognised in the Consolidated Statement of Profit and Loss.

OTHER FINANCIAL LIABILITIES

- i. Classification as debt or equity:
Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.
- ii. Initial recognition and measurement:
Financial liabilities are recognised when the Group becomes a party to the contractual provisions of the instrument. Financial liabilities are initially measured at the fair value.
- iii. Subsequent measurement:
Financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Financial liabilities carried at fair value through profit or loss are measured at fair value with all changes in fair value recognized in the Consolidated Statement of Profit and Loss.
- iv. De-recognition:
A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expires.

OFF-SETTING FINANCIAL INSTRUMENTS

Financial assets and liabilities are offset and the net amount is reported in the Consolidated 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.

**EQUITY INSTRUMENTS**

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

Dividends from such investments continue to be recognised in consolidated profit or loss as other income when the right to receive payment is established.

Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

INVESTMENTS IN SUBSIDIARY COMPANIES

Investment in subsidiary company is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount.

On disposal of investments in subsidiary company, the difference between net disposal proceeds and the carrying amounts are recognised in the Statement of Profit and Loss.

CASH AND CASH EQUIVALENTS

Cash and cash equivalents in the consolidated balance sheet comprise cash at bank and in hand and short-term deposit with original maturity upto three months, which are subject to insignificant risk of changes in value.

For the purpose of presentation in the statement of cash flows, cash and cash equivalents consists of cash and short-term deposit, as defined above, net of outstanding bank overdraft as they are considered as an integral part of group's cash management.

INVENTORIES

Raw materials, packing materials, purchased finished goods, work-in-progress, manufactured finished goods, fuel, stores and spares other than specific spares for machinery are valued at cost

or net realizable value whichever is lower. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Cost is arrived at on weighted average basis. Cost comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventory to the present location and condition. Due allowances are made for slow moving and obsolete inventories based on estimates made by the group.

The group could not take physical inventory of the stocks lying at various places including factories and godowns; however, basis the perpetual inventory system and accounting software, the group could ascertain finished stocks, work in progress, raw material and other items. The group believes that it will be able to continue to realise the prices currently charged [which are based on MRP]; accordingly, the group has continued to follow the practice of valuing the inventory of Finished Goods at cost or net realisable value whichever is lower. The other items of the inventory are valued on the same basis.

REVENUE RECOGNITION

The Company earns revenue from manufacturing and selling of Metal Sheet Component and Machines. Also company does Job Work ancillary to the metal sheet fabrication work. Its subsidiary earns revenue from providing technical services to engineering industry, imparting to knowledge and skills.

Effective April 1, 2018, the group has applied Ind AS 115 which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Group has adopted Ind AS 115 using the cumulative catch up transition method. The effect of initially applying this standard is recognised at the date of initial application (i.e. April 1, 2018). The standard is applied retrospectively only to contracts that are not completed as at the date of initial application and the comparative information in the statement of profit and loss is not restated – i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The effect on adoption of Ind AS 115 was not significant.

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the group expects to receive in exchange for those products or services.

The group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

The group satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met otherwise Revenue is recognized in time basis.

1. The customer simultaneously receives and consumes the benefits provided by the group's performance as the Group performs; or
2. The group's performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or
3. The group's performance does not create an asset with an alternative use to the group and an group has an enforceable right to payment for performance completed to date.

Revenue is measured based on a Transaction Price, which is the consideration, adjusted to price concessions if any specified in the contract with the customer. Revenue excludes taxes collected from the customers. Revenue in excess of invoicing are classified as contract asset while invoicing in excess of revenues are classified as contract liabilities.

Interest Income

Interest income from debt instruments is recognised using the effective interest rate method and shown under interest income in statement of profit and loss. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset.

Dividend Income

Dividend income from investment is recognised when the right to receive payment is established,

which is generally when shareholders approve the dividend.

The Group has evaluated the impact of COVID – 19 resulting from (i) the possibility of constraints to render services/goods which may require revision of estimations of costs to complete the contract because of additional efforts; (ii) onerous obligations; (iii) penalties relating to breaches of service level agreements, and (iv) termination or deferment of contracts by customers.

The Group has assessed such impact based on various industries, industries which are more prone to the immediate and severe impact of COVID-19 and industries which are not much affected by the pandemic as on the date of approval of this Financial Statement. The Group believes that it has considered such impacts to the extent known and available as on the date of approval of Financial Statement. The Group has concluded that the impact of COVID – 19 is not material based on these estimates. Due to the nature of the pandemic, the Group will continue to monitor developments to identify significant uncertainties relating to revenue in future periods.

FOREIGN CURRENCY TRANSACTIONS

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

Transactions and Translation:

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Monetary items denominated in foreign currencies at the year-end are restated at closing rates. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain/ (loss).

Foreign exchange gain/(loss) resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in consolidated profit or loss.



Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the Consolidated Statement of Profit and Loss, within finance costs. All other foreign exchange gain | (loss) are presented in the Consolidated Statement of Profit and Loss on a net basis within other income/(expense).

EMPLOYEE BENEFITS

Short-term employee benefits:

All employee benefits payable within 12 months of service such as salaries, wages, bonus, ex-gratia, medical benefits etc. are recognised in the year in which the employees render the related service and are presented as current employee benefit obligations within the Consolidated Balance Sheet. Termination benefits are recognised as an expense as and when incurred.

Short-term leave encashment is provided at undiscounted amount during the accounting period based on service rendered by employees. Compensation payable under Voluntary Retirement Scheme is being charged to Consolidated Statement of Profit and Loss in the year of settlement.

Long Term Employee Benefit

Defined contribution plans

The Group's contribution to provident fund and superannuation fund are considered as defined contribution plans and are charged as an expense as they fall due based on the amount of contribution required to be made.

Defined benefit plans

Gratuity liability is a defined benefit obligation and is computed on the basis present value of amount payable determined using actuarial valuation techniques as per projected unit credit method at the end of each financial year. It is recognized as an expense in the consolidated statement of profit & loss for the year in which the employee has rendered services.

Re-measurement cost of net defined benefit liability, which comprises of actuarial gain and losses, return on plan assets (excluding interest), and the effect of the asset ceiling (if any, excluding interest) are recognized in other comprehensive income in the period in which they occur.

INCOME TAX

Tax expense comprises of current and deferred tax.

Current tax:

Current tax is the amount of income taxes payable in respect of taxable profit for a period. Current tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate. Current tax is recognized in the consolidated statement of profit and loss except to the extent that the tax relates to items recognized directly in other comprehensive income or directly in equity.

Deferred tax:

Deferred tax assets and liabilities are recognized using the balance sheet approach for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date and are expected to apply to taxable income in the year in which those temporary differences are expected to be recovered or settled.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered. Deferred Tax Asset has not been recognized on Brought Forward Losses and Fair Value Loss on Equity Instrument carried through Other Comprehensive Income (FVTOCI) as there is no reasonable certainty of Income against which such Deferred Tax Asset can be recognised.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax

MAT paid in a year is charged to the Statement of profit and loss as current tax. MAT credit entitlement is recognised as an asset only when and to the extent there is convincing evidence that the group will pay normal income tax during the specified period, which is the period for which MAT credit is allowed to be carried forward. Such asset is reviewed at each balance sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the group will pay normal income tax during the specified period.

PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

The group recognizes provisions when a present obligation (legal or constructive) as a result of a past event exists and it is probable that an outflow

of resources embodying economic benefits will be required to settle such obligation and the amount of such obligation can be reliably estimated.

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not require an outflow of resources embodying economic benefits or the amount of such obligation cannot be measured reliably. When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

Contingent assets are not recognised in the consolidated financial statements, however they are disclosed where the inflow of economic benefits is probable. When the realization of income is virtually certain, then the related asset is no longer a contingent asset and is recognised as an asset.

Provisions and contingencies are reviewed at each balance sheet date and adjusted to reflect the correct management estimates.

EARNINGS PER SHARE

Earnings per share (EPS) is calculated by dividing the net profit or loss (excluding other comprehensive income) for the period attributable to Equity Shareholders by the weighted average number of Equity shares outstanding during the period. Earnings considered in ascertaining the EPS is the net profit for the period and any attributable tax thereto for the period. The group did not have any potentially dilutive securities in any of the years presented here in consolidated financial statement.

3.1 Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs (MCA) notifies new standards or amendments thereof. There is no such notification which would have been applicable from April 1, 2020.



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2020

4. Property, Plant and Equipment*

Particulars	Property, Plant & Equipment										(Rs. In Lacs)	
	Freehold Land	Building	Plant & Equipments	Furniture & Fixtures	Vehicles	Office equipment	Electrical installation	Tools & dies	Computer	Total	Capital work-in-progress	
Gross carrying value, at cost												
Opening as on 1st April 2018	2,487.95	1,803.66	7,248.25	149.72	88.68	84.01	271.85	355.20	150.58	12,639.90	39.04	
Revaluation of Land	-	-	-	-	-	-	-	-	-	-	-	
Addition	-	57.17	35.93	1.25	13.22	3.12	1.39	21.35	1.67	135.10	37.00	
Disposal	-	-	(281.92)	-	(14.02)	(0.04)	(1.53)	-	(3.21)	(300.72)	(39.04)	
As at 31st Mar, 2019	2,487.95	1,860.83	7,002.26	150.97	87.88	87.09	271.71	376.55	149.04	12,474.28	37.00	
Addition	-	-	179.23	0.59	-	1.89	-	9.86	1.15	192.72	8.64	
Disposal	-	(168.15)	(182.46)	(21.29)	(1.79)	(35.85)	(25.17)	(11.59)	(89.97)	(536.27)	-	
As at 31st Mar, 2020	2,487.95	1,692.68	6,999.03	130.27	86.09	53.13	246.54	374.82	60.22	12,130.73	45.64	
Accumulated Depreciation /amortisation												
Opening as on 1st April 2018	-	623.11	5,625.88	109.28	58.79	68.16	236.20	232.73	143.97	7098.12	-	
Charge for the year	-	52.72	268.39	5.76	5.47	4.10	6.56	24.14	2.29	369.43	-	
Disposal	-	-	(232.22)	-	(14.02)	(0.04)	(0.13)	-	(3.20)	(249.61)	-	
As at 31st Mar, 2019	-	675.83	5,662.05	115.04	50.24	72.22	242.63	256.87	143.06	7,217.94	-	
Charge for the year	-	49.37	251.73	5.00	6.80	3.61	3.49	24.54	2.40	346.94	-	
Disposal	-	(63.21)	(171.54)	(11.10)	(1.64)	(34.33)	(24.85)	(18.61)	(89.90)	(415.18)	-	
As at 31st Mar, 2020	-	661.99	5,742.24	108.94	55.40	41.50	221.27	262.80	55.56	7,149.70	-	
Net Book Value												
As at 31st March 2018	2,487.95	1,180.55	1,622.37	40.44	29.89	15.85	35.65	122.47	6.61	5,541.78	39.04	
As at 31st March 2019	2,487.95	1,185.00	1,340.22	35.93	37.64	14.87	29.07	119.68	5.98	5,256.34	37.00	
As at 31st Mar, 2020	2,487.95	1,030.69	1,256.79	21.33	30.69	11.63	25.27	112.02	4.66	4,981.03	45.64	

*All items of property, plant and equipment are stated at acquisition cost net of accumulated depreciation and accumulated impairment losses, if any except, freehold land which is valued at fair value.

Disposal of Capital Work in Progress indicates capitalisation of Capital Work in Progress. Corresponding amount is clubbed as an addition in Property, Plant & Equipments.

@ Refer Note No 36 for Accounting Policy for revaluation of Freehold Land

4.1 INTANGIBLE ASSETS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Gross carrying value, at cost		
Opening Balance	103.58	103.23
Addition during the year	2.30	0.35
Deduction during the year	24.70	--
Closing Balance (A)	81.18	103.58
Amortisation		
Opening Balance	96.44	94.83
Amortisation Charged for the year	1.94	1.61
Deduction during the year	24.69	--
Closing Balance (B)	73.69	96.44
Net Carrying Amount (A-B)	7.49	7.14

5. RIGHT-OF-USE-ASSETS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Opening Balance	--	--
Addition on account of adoption of Ind AS 116	247.77	--
Less: Amortisation during the year	55.73	--
Closing Balance	192.04	--

Refer Significant Accounting Policy for Lease recognition

6. NON CURRENT INVESTMENT

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Investments in Equity Instruments		
Investments at fair value through other comprehensive income		
Quoted		
Rishi Techtex Limited		
273,737 (March 31, 2019 : 273,373) Equity Shares of Rs.10/- each fully paid	39.15	106.35
Total (A)	39.15	106.35
Investments Carried at Cost		
a) Unquoted		
i) Total Schweisstechnik Private Limited	0.10	0.10
4,980 (March 31, 2019 : 4,980) Equity Shares of Rs.10/- each fully paid up		
ii) Centennial Finance Limited	3.53	3.53
11,500 (March 31, 2019 : 11,500) Equity Shares of Rs.10/- each fully paid up		
iii) Cosmos Co - Op. Bank Limited	0.03	0.03
25 (March 31, 2019 : 25) Equity Shares of Rs.100/- each fully paid up		
Total (B)	3.66	3.66
Total (A+B)	42.81	110.01



(Rs. In Lacs)

Aggregate amount of quoted investments and market value	39.15	106.35
Aggregate amount of unquoted investments	3.66	3.66
Total	42.81	110.01

6.1. CURRENT INVESTMENT

(Rs. In Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Quoted - Investment in Mutual Funds at Fair Value through Profit or Loss: SBI Mutual Fund - Saving - Growth- Direct (No of Units: 11,348.77) (PY : NIL)	3.67	--
Total	3.67	--

7. OTHER FINANCIAL ASSETS - NON CURRENT

(Rs. In Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Unsecured & considered good, At Amortized Cost Security deposits for utilities and premises	124.82	94.22
Total	124.82	94.22

8. OTHER NON-CURRENT ASSETS

(Rs. In Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
Carrying value, at cost, Prepayment of Lease Hold Land		
Opening balance	344.90	338.76
Add: Addition during the year	--	9.95
Less: Deduction during the year	26.51	--
Less: Amortisation during the year	3.62	3.81
Closing Balance	314.77	344.90

9. INVENTORIES*

(Rs. In Lacs)

Particulars	As at 31st March 2020	As at 31st March 2019
(a) Raw materials	395.25	593.25
(b) Work-in-progress	522.57	635.45
(c) Stores and spares	128.57	134.77
Total	1,046.39	1,363.47

* Refer note number 3 of accounting policies for method of valuation.

* Inventory has been hypothecated with Assets Care & Reconstruction Enterprises against the Fund borrowed.

10. TRADE RECEIVABLES

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
i) Unsecured, considered good*	1,891.51	2,939.81
ii) Unsecured, credit impaired	121.98	--
Total	1,941.49	2,939.81
Less : Allowance for credit loss	(121.98)	--
Total	1,819.51	2,939.81

* Includes Receivable from Related Party amounting to Rs. 19.93 Lacs (PY 63.29 Lacs).

* Trade Receivables has been hypothecated with Assets Care & Reconstruction Enterprises against the Funds borrowed.

11. CASH AND CASH EQUIVALENTS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
(a) Balances with banks In current accounts	89.24	22.57
(b) Cash on hand	1.49	3.05
(c) Deposits with original maturity of less than 3 Months	70.00	--
Total	160.73	25.62

12. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Balances with banks to the extent held as margin money	6.66	3.12
Total	6.66	3.12

13. OTHER FINANCIAL ASSETS (CURRENT)

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Unsecured, considered good		
a) Security deposits*	28.20	31.45
b) Advances to related parties	0.10	--
c) Others, receivable on demand		
i) ICD with Lotus Polytwist Pvt. Ltd.	29.92	29.92
Total	58.22	61.37

* includes Deposit to Related party amounting to Rs. 0.00 Lacs (PY 8.95 Lacs)


14. CURRENT TAX ASSETS (NET)

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Income Tax Asset	25.52	24.39
Total	25.52	24.39

15. OTHER CURRENT ASSETS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
i) Advances other than capital advance		
Other Advances - Unsecured, considered good		
(a) Advance recoverable in cash or kind or for value to be received	14.34	9.25
(b) Prepaid expenses	24.84	16.84
(c) Advance given to Creditors	8.94	44.94
(d) Balance with government authorities		
i) Indirect Taxes Recoverable	33.41	84.88
ii) Income Tax Refund Receivable	10.60	12.50
iii) Balance with Custom & Excise	--	0.99
(e) Other receivable		
i. Deferred Rent Expense	11.74	13.74
Total	103.87	183.14

16. EQUITY SHARE CAPITAL

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Authorised shares		
1,50,00,000 (March 31, 2019 : 1,50,00,000) Equity shares of Rs.10/- each	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, Subscribed and fully Paid up shares		
91,92,600 (March 31, 2019 : 91,92,600) equity shares of Rs. 10/- each (Refer note (a) below)	919.26	919.26
Balance at end of year	919.26	919.26

Rs. In Lacs, except no. of shares data

a) Reconciliation of Number of Shares (Equity)	2019-20		2018-19	
	No. of Shares	Amount	No. of Shares	Amount
Number of Shares outstanding as at the beginning of the year	9,192,600	919.26	9,192,600	919.26
Add: Number of Shares Issued during the Year	-	-	-	-
Number of Shares outstanding as at the end of the year	9,192,600	919.26	9,192,600	919.26

b) Rights, preferences, restrictions of equity shares

The Group has only one class of equity shares having a face value of Rs. 10/- per share. Each holder of equity share is entitled to one vote per share.

The equity shares are entitled to dividend proposed by Board of Directors subject to approval of the share holders in the Annual General Meeting except in case of interim dividend. In the event of liquidation of the group, holder of equity shares are entitled to receive remaining assets of the Group, after distribution of all preferential amounts in proportion to their share holding.

c) Shareholders holding more than 5 per cent of total Equity Shares of company

Rs. In Lacs, except no. of shares data

Name of the Shareholders	As at 31 st March 2020		As at 31 st March 2019	
	No. of Shares	% held	No. of Shares	% held
Nikhil Jaysingh Merchant	799,317	8.70%	799,317	8.70%
Archway Holdings Limited	670,000	7.29%	670,000	7.29%
Harshad Bhavanbhai Patel	12,66,626	13.78%	12,13,529	13.20%

17. OTHER EQUITY

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Securities Premium Reserve		
Balance at the beginning of year	2,757.75	2,757.75
Balance at the end of the year	2,757.75	2,757.75
General Reserve		
Balance at the beginning of the year	746.41	746.41
Transferred during the year		
Balance at the end of the year	746.41	746.41
Revaluation Reserve		
Balance at the beginning of the year	2,204.33	2,237.35
Add: Revaluation During the year	-	-
Less: Impairment During the year	-	(0.02)
Balance at the end of the year	2,204.33	2,204.33
FVOCI Equity Instruments		
Balance at the Beginning of the year	65.66	138.51
Add/(Less): Equity Investment through Other Comprehensive Income	(67.27)	(72.95)
Balance at the end of the year	(1.71)	65.56
Retained Earning		
Balance at the beginning of year	(2,997.31)	(3,315.39)
Impact on adoption of Ind AS 116, net of Tax, if any	(17.97)	-
Add : Profit for the year	(232.73)	349.03
Other Comprehensive Income	(12.56)	(30.95)
Balance at end of the year	(3,260.57)	(2,997.31)
TOTAL	2,446.21	2,776.74



NATURE AND PURPOSE OF RESERVES

Security Premium

The amount received in excess of face value of the equity shares is recognised in securities premium. value of share is accounted as securities premium reserve. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

General Reserve

General reserve are free reserves of the group which are kept aside out of group's profits to meet the future requirements as and when they arise. The Group had transferred a portion of the profit after tax (PAT) to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained Earning

Retained earnings are the accumulated profits earned by the Group till date, less transfer to general reserves, dividend (including dividend distribution tax) and other distributions made to the shareholders.

Revaluation Reserve

This Reserve represent the Gain arises out of revaluation carried out on the Immovable Property i.e. Land in pursuant to the option granted at the time of transition to Ind AS from the Accounting Standard. This reserve has been created by valuing Land at its Market Value.

Equity instruments through other comprehensive income

This represents the cumulative gains and losses arising on fair valuation of equity instruments measured at fair value through other comprehensive income under an irrevocable option.

18. BORROWINGS - NON CURRENT

(Rs. In Lacs)

Particulars	As at 31st March 2020		As at 31st March 2019	
	Non Current Portion	Current Portion	Non Current Portion	Current Portion
Term loans				
i) From banks				
Secured				
1. Loan From State Bank of India	-	0.19	0.19	2.16
Secured by Hypothecation of Vehicle (Repayment of Rs. 0.19 lacs per month from 27.05.2017 to 27.04.2020)				
2. Loan From HDFC Bank	6.89	2.03	8.92	1.85
Secured by Hypothecation of Vehicle (Repayment of Rs. 0.23 lacs per month from 07.02.2019 to 07.01.2024)				
Total (A)	6.89	2.22	9.11	4.01
ii) From other parties				
Secured				
a) Loan from Assets Care and Reconstruction Enterprises Ltd.	748.64	460.00	954.10	480.00
Secured by mortgage over company's Land and Building and hypothication of Property, Plant & Equipments, Inventory Other Assets and				

Particulars	As at 31 st March 2020		As at 31 st March 2019	
	Non Current Portion	Current Portion	Non Current Portion	Current Portion
Trade Receivables of the Company Along with Personal Guarantee of Director (Repayment Starting from Dec-15 to Sep. 20 as under: Dec -15 to March-16 Quarterly Rs.40 Lakhs each. June -16 to March-17 Quarterly Rs.45 Lakhs each. June -17 to March-18 Quarterly Rs.75 Lakhs each. June -18 to March-19 Quarterly Rs.140 Lakhs each. June -19 Quarterly Rs.150 Lakhs Sep - 19 and Dec - 19 Quarterly Rs. 60 Lakhs each March - 20 Quarterly Rs. 70 Lakhs June - 20 Quarterly Rs. 95 Lakhs Sep - 20 Quarterly Rs. 100 Lakhs Dec - 20 to Sept - 21 Quarterly Rs. 105 Lakhs Dec - 21 to June - 22 Quarterly Rs. 155 Lakhs Sep - 22 Quarterly Rs. 190 Lakhs				
b) Loan from Assets Care and Reconstruction Enterprises Ltd. Secured by mortgage over company's Land and Building and hypothecation of Property Plant & Equipements, Inventory, Other Assets and Trade Receivables of the Company along with Personal Guarantee of Director (Repayment Starting from Sep-17 to Sep 19 as under: Sep -17 to Dec-17 Quarterly Rs.15 Lakhs each and March 18 Rs. 20 Lakhs June -18 to March-19 Quarterly Rs.25 Lakhs each. June -19 to Sep-19 Quarterly Rs.75 Lakhs each)	-	-	-	150.00
Total (B)	748.64	460.00	954.10	630.00
Inter Corporate Deposits Unsecured, considered good	4.17	111.00	41.92	113.67
Total (C)	4.17	111.00	41.92	113.67
Deferred Sales Tax Liability Unsecured, considered good	-	62.11	8.89	67.75
Total (D)	-	62.11	8.89	67.75
Loan From Related Party - Director Unsecured, considered good, Repayable on Demand	-	121.15	-	131.15
Total (E)	-	121.15	-	131.15
Total (A+B+C+D+E)	759.70	756.48	1,014.02	946.58


19. LEASE LIABILITY

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Non-Current:		
Lease Liabilities	168.56	--
Current:		
Lease Liabilities	52.55	--
Changes in liabilities arising from financing activities		
Transition impact on account of adoption of Ind AS 116 "Lease	266.30	--
Payment of lease liabilities	(71.82)	--
Finance cost on Lease Liability	26.63	--
Total	221.11	--

Refer Significant Accounting Policy for Lease recognition

20. PROVISIONS-NON CURRENT

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Provision for employee benefits:		
- Provision for Privilege Leave	68.38	42.92
- Provision for Gratuity	139.75	111.34
Total	208.13	154.26

21. DEFERRED TAX LIABILITIES (NET)

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Deferred Tax Liabilities		
Property, Plant & Equipment	108.62	131.10
Total (A)	108.62	131.10
Deferred Tax Assets		
Provision for Bonus	(2.69)	7.65
Provision for Gratuity	(1.96)	5.59
Provision for Leave Encashment	1.97	10.12
Expected Credit Loss	31.71	--
Total (B)	29.03	23.36
Total (A-B)	79.59	107.74

21.1 DEFERRED TAX ASSETS (NET)

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Deferred Tax Assets		
Changes in carrying value of PPE	1.32	1.61
Total	1.32	1.61

22. OTHER NON-CURRENT LIABILITIES

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Advance received against sale of Capital Asset	82.00	82.00
Total	82.00	82.00

23. TRADE PAYABLES

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Total outstanding dues of micro enterprises and small enterprises*	242.66	411.42
Total outstanding dues of creditors other than micro enterprises and small enterprises#	2,894.24	3,130.45
Total	3,091.90	3,541.87
Trade Payable against bills acceptance & Others	3,071.64	3,525.49
Directors Sitting Fees Payable	0.60	0.68
Provision for Audit Fees	6.20	4.21
Creditor for capital expenditure	13.46	11.49
Total	3,091.90	3,541.87

Includes Trade Payable to related Party amounting to Rs. 14.59 Lacs (PY Rs. 10.94 Lacs)

*Refer note no. 36 of notes to the financial statements for Micro, Small and Medium Enterprises disclosure.

24. OTHER FINANCIAL LIABILITIES - CURRENT

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
Current Maturities of Long Term Debt*	756.48	946.58
Payable for expenses	77.61	167.37
Total	834.09	1,113.95

*Refer note no. 18 of notes to the financial statements for current maturity of Long Term Debt.

**25. OTHER CURRENT LIABILITIES**

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
i) Advances received from customers	58.53	162.28
ii) Other liabilities incl Salaries & Wages	128.16	467.83
iii) Statutory dues	23.29	31.79
iv) Bonus Payable	33.43	34.71
v) Provision for Expenses	3.05	-
Total	246.46	696.61

26. PROVISIONS

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
(a) Provision for employee benefits:		
(i) Provision for Privilege Leave	3.41	3.75
(ii) Provision for Gratuity	35.10	40.45
Total	38.51	44.20

27. CURRENT TAX LIABILITIES (NET)

(Rs. In Lacs)

Current tax Assets	As at 31 st March 2020	As at 31 st March 2019
Provision for Tax	6.90	6.90
Total (A)	6.90	6.90
Advance Tax	5.00	5.00
Total (B)	5.00	5.00
Total (A-B)	1.90	1.90

28. REVENUE FROM OPERATIONS

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Sale of Products (including excise duty in Previous year)		
Export	40.16	30.16
Domestic	8,339.36	13,570.53
Value of Services	67.85	37.10
Job Charges	736.62	463.09
Other operating revenue	13.14	12.35
Total	9,197.13	14,113.23

29. OTHER INCOME

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
a) Interest income		
i) Interest from bank deposits	16.98	6.55
b) Net (gain)/loss on foreign currency transactions & translation	(0.07)	0.92
c) Other income	3.67	5.10
d) Deferred Rent Income	1.62	1.87
e) Deferred Interest	190.55	250.35
Total	212.75	264.79

30. COST OF RAW MATERIAL AND COMPONENTS CONSUMED

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Opening stock	593.25	566.25
Add: Purchases	4,597.10	7,980.51
	5,190.35	8,546.76
Less: Closing stock	395.25	593.25
Cost of material consumed	4,795.10	7,953.51

31. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE (Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Inventories at the Commencement		
Work in progress	635.45	514.74
Inventories at Close		
Work in progress	522.57	635.45
Net (increase) / decrease	112.88	(120.71)

32. EMPLOYEE BENEFITS EXPENSE

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Salaries and Wages	1,994.00	2,280.50
Contributions to provident and other funds	53.58	53.76
Gratuity expenses	24.91	21.50
Other Post Employment Funds	15.56	15.85
Staff welfare expenses	41.59	49.96
Total	2,129.64	2,421.57

**33. FINANCE COST**

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Interest	74.12	106.66
Bank charges and other financial expenses	7.92	34.97
Interest on Lease Liabilities	26.63	
Interest on loan	192.21	252.00
Total	300.88	393.63

34. OTHER EXPENSES

(Rs. In Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Consumption of Stores and Spares	412.24	528.86
Processing charges	924.18	1,423.43
Power and fuel	376.86	420.10
Factory Expenses	10.40	12.43
Gas Cylinder Rent	14.24	13.74
Repairs and maintenance - Plant & Machinery	56.13	55.97
Selling and distribution expense	129.05	196.82
Administrative & Other Expenses (Refer followed note)	489.14	520.83
Total	2,412.24	3,171.98

34.1 ADMINISTRATIVE & OTHER EXPENSES

(Rs. in Lacs)

Particulars	For the year ended 31 st March 2020	For the year ended 31 st March 2019
Rent , Rates & Taxes	25.15	99.71
Legal & Professional Charges	76.88	85.65
Insurance Expenses	7.14	5.54
Repairs & Maintenance - Building	1.69	3.89
Repairs & Maintenance - Others	24.43	22.84
Communication Cost	15.16	16.87
Printing & Stationery Exp.	8.50	13.79
Travelling Expenses	35.22	40.41
Loss on Sale on Fixed Asset	-	(0.81)
Director's Sitting Fees	0.60	0.68
Other administrative expense	167.02	199.33
Expected Credit Loss	121.98	25.61
Auditor Remuneration	5.37	7.32
Total	489.14	520.83
Auditor Remuneration		
Auditors Fees for Statutory Audit	3.05	3.05
Auditors Fees for Other Matters	2.19	3.47
Auditors Out of Pocket Expenses	0.13	0.80
Total	5.37	7.32

35. EMPLOYEE BENEFITS EXPENSE**A. DEFINED BENEFIT PLAN: GRATUITY**

Group gratuity liability is recognised on the basis of gratuity report provided by Actuary.

The disclosures as required under the Indian Accounting Standard (Ind AS 19) in respect of gratuity, is as follows:-

(Rs. in Lacs)

I. Expenses recognized in the statement of Profit and Loss	31st March 2020	31st March 2019
1 Current Service Cost	13.08	12.01
2 Interest Cost [(Income)/Expense] (net)	11.83	9.49
3 Past Service cost	-	-
Total	24.91	21.50

(Rs. in Lacs)

II. Amount recognized in other comprehensive income (OCI)	31st March 2020	31st March 2019
Return on plan assets, excluding amount included in interest expense /(income)	0.07	0.06
<u>Remeasurement during the period due to:</u>		
Change in financial assumptions - (Gain)/Loss	12.56	30.89
Experience adjustments - (Gain)/Loss	-	-
Demographic Assumptions	-	-
Total	12.63	30.95

(Rs. in Lacs)

III. Reconciliation of Defined Benefit Obligation:	31st March 2020	31st March 2019
Opening Defined Benefit Obligation	154.24	123.19
Current service cost	13.08	12.02
Interest cost	12.02	9.67
Past Service cost	-	-
Actuarial loss/(gain) due to change in financial assumptions	13.80	0.78
Actuarial loss/ (gain) due to experience adjustments	(1.23)	30.11
Benefits paid	(12.71)	(21.53)
Closing Defined Benefit Obligation	179.20	154.24

(Rs. in Lacs)

IV. Reconciliation of Plan Assets:	31st March 2020	31st March 2019
Opening value of plan assets	2.44	2.32
Interest Income	0.19	0.18
Return on plan assets excluding amounts included in interest income	(0.07)	(0.06)
Employer Direct Benefit Payments	-	-
Benefit Payments from Employer	-	-
Assets Withdrawn	-	-
Closing value of Plan Assets	2.56	2.44



(Rs. in Lacs)

V. Net (Asset) / Liability recognised in the Balance Sheet as at 31 March	31 st March 2020	31 st March 2019
Present value of defined benefit obligation (DBO)	(179.20)	(154.24)
Fair Value of Plan Asset at the end of the period	2.56	2.44
Net (Asset) / Liability	(176.64)	(151.80)

VI. The significant Actuarial Assumptions were as follows:	31 st March 2020	31 st March 2019
Discount rate	6.86% p.a.	7.79% p.a.
Salary escalation rate	5% p.a.	5% p.a.

SENSITIVITY ANALYSIS

Below is the sensitivity analysis determined for significant actuarial assumption for determination of defined benefit obligation and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period.

(Rs. in Lacs)

	31 st March 2020	31 st March 2019
Increase by 1% in discount rate	(14.76)	(12.12)
Decrease by 1% in discount rate	17.11	14.11
Increase by 1% in rate of salary increase	16.94	14.37
Decrease by 1% in rate of salary increase	(14.82)	(12.53)
Increase by —1% in rate of employee turnover	2.36	3.22
Decrease by —1% in rate of employee turnover	(2.66)	(3.63)

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

NOTES:

1. Gratuity is payable as per group's scheme as detailed in the report.
2. Actuarial gains/losses are recognized in the period of occurrence under Other Comprehensive Income (OCI). All above reported figures of OCI are gross of taxation. Opening liability, assets and assumptions are taken from group's financials
3. Salary escalation & attrition rate are considered as advised by the group; they appear to be in line with the industry practice considering promotion and demand & supply of the employees.
4. Maturity Analysis of Benefit Payments is undiscounted cashflows considering future salary, attrition & death in respective year for members as mentioned above.

5. Average Expected Future Service represents Estimated Term of Post - Employment Benefit Obligation.
6. Value of asset provided by the client is considered as fair value of plan asset for the period of reporting as same is not evaluated by us.

36. REVALUATION OF FREEHOLD LAND

As per paragraph 34 of ind AS 16 "Property Plant and Equipment" The frequency of revaluations depends upon the changes in fair values of the items of property, plant and equipment being revalued. When the fair value of a revalued asset differs materially from its carrying amount, a further revaluation is required. Some items of property, plant and equipment experience significant and volatile changes in fair value, thus necessitating annual revaluation. Such frequent revaluations are unnecessary for items of property, plant and equipment with only insignificant changes in fair value. Instead, it may be necessary to revalue the item only every three or five years.

Here the management of the group is of opinion that the fair value of land does not differ materially from its carrying amount thus not necessitating revaluation every 3 years, however, management is planning for revaluation after 5 years from previous revaluation.

37. EXCEPTIONAL ITEMS

(Rs. in Lacs)

Particulars	31 st March 2020	31 st March 2019
Profit on Sale of Property, Plant & Equipments	223.63	-
Subsidy	276.37	-
Total Exceptional Income (A)	500.00	-
Loss on sale /discard of Asset	4.37	-
Loss on Sale of Capital Goods	0.53	-
Total Exceptional Expenses (B)	4.90	-
Exceptional Item (net) (A-B)	495.10	-

38. NOTE FOR COVID-19

The World Health Organization (WHO) declared coronavirus (COVID-19) as a pandemic on 11th March 2020. The outbreak of this COVID-19 pandemic, globally and in India, has caused significant disturbance and slowdown of economic activity. The group has adopted measures to curb the spread of infection in order to protect the health of its employees and ensure business continuity with minimal disruption. Due to nationwide lockdown announce by the Indian government, the plant of group was remained shut down for 7 days during the month of March 2020. However, subsequently the group has obtained required permission to restart the plant on and accordingly started operations on various dates based on the permission received at various locations. The group has considered internal and external sources of information, economic forecast till the date of approval of financial statement in determining the possible effects that may results from the COVID-19 on its business operations including the carrying amount of inventory, trade receivables, advances, property plant and equipment etc. Based on this review by the group, it has concluded that there is no significant impact of COVID-19 on group's financial results for year ended on 31st March 2020. However, considering the nature of the pandemic, the group will continue to monitor any material changes to its COVID-19 impact assessment, resulting from future economic conditions and future uncertainty if any.

39. The Group has adopted the erstwhile tax regime of the Income Tax Act, 1961 and accordingly the deferred tax, provision for taxes, if any has been created using the erstwhile applicate rate of taxes i.e. tax rates before the introduction of Taxation Laws (Amendment) Ordinance, 2019 under Section 115BAA.

**40. RELATED PARTY DISCLOSURES**

A A related party is a person or entity that is related to the entity that is preparing its Financial Statements.

The related parties as per the terms of Ind AS-24, "Related Party Disclosures", (under the section 133 of the Companies Act 2013 (the Act) read with Companies (Indian Accounting Standards) Rules 2015 (as amended from time to time), as disclosed below:-

Details of transactions between the Group and other related parties as disclosed below :

Related Parties	Key Management personnel and their relatives	Non Executive directors & their relationships
1. Total Schweissttechnik Pvt Limited (Company under same Management of Holding Co.)	Ms. Smita Patel - Wife of Mr. Harshad Patel Mr. Harshad Patel (Managing Director)	Mr. Vasant Goray - Non-Executive director
2. Krishak Saaj Private Limited (Company under same Management of Holding Co.)	Mr. Ganesh Agrawal (Chief Financial Officer) Mr. Abhishek Patel - Son of Mr. Harshad Patel Ms. Supriya Joshi (Company Secretary) upto 30-11-2019 Mr. Jagdish Dokwal - Director of Rishi Vocational Education Pvt. Ltd. Mr. Vishal Desai - Director of Rishi Vocational Education Pvt. Ltd.	Mr. Dinesh Chendra Mehta - Independent director Ms. Sheela Ayyar - Independent director

Details relating to parties/persons referred to in above items are as under:

(Rs. In Lacs)

Nature of transaction	31 st March 2020	31 st March 2019
Related Party		
<u>Company under same management of Holding Co.</u>		
Sale of goods	--	2.12
Purchase of Capital Equipments	48.89	--
Receivable / (Payable) at Year End	19.93	72.24
<u>Related Party - Subsidiary</u>		
Receipt of Service	--	0.78
Receivable / (Payable) at Year End	--	26.43
<u>KMP & their Relatives</u>		
Remuneration/Reimbursement	152.00	171.34
Rent Payment	5.40	5.40
Receivable / (Payable) at Year End	(154.41)	(150.11)
<u>Non-executive directors and their relatives</u>		
Sitting fees	0.60	0.68
Receivable / (Payable) at Year End	(0.60)	(0.68)

All Related Party Transactions entered during the year were in ordinary course of the business and on arm's length basis. Outstanding balances at the year-end are unsecured.

There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31st March, 2020, the Group has recorded impairment of receivables of 8.95 Lakhs relating to amounts owed by related parties (2018-19: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

41. FINANCIAL INSTRUMENT AND RISK MANAGEMENT**i) FINANCIAL RISK MANAGEMENT OBJECTIVE AND POLICIES**

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

In the event of crisis caused due to external factors such as caused by recent pandemic "COVID-19", the management assesses the recoverability of its assets, maturity of its liabilities to factor it in cash flow forecast to ensure there is enough liquidity in these situations through internal and external source of funds. These forecast and assumptions are reviewed by board of directors.

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, foreign currency risk and other price risk such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, other financial instruments.

INTEREST RATE RISK

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

INTEREST RATE SENSITIVITY

The borrowing of the Group includes vehicle loans which carries fixed coupon rate and hence the Group is not exposed to interest rate risk, defined under Ind AS 107, since neither the carrying amount nor the future cash flow will fluctuate because of change in market risk.

CREDIT RISK & LIQUIDITY RISK

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers, deposits and loans given, investments and balances at bank. The Group measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Expected Credit Loss is based on actual credit loss experienced and past trends based on the historical data.

(Rs. In Lacs)

Movement in allowance for credit loss during the year was as follows :	31st March 2020	31st March 2019
Balance at 1 st April	--	591.41
Add :- Provided during the year	121.98	25.61
Less : Utilisation during the year	--	617.02
Balance at year end	121.98	591.41

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions.

(Rs. In Lacs)

As at 31 March 2020	Less than 1 year	1-3 years	3-5 years	More than 5 years
Trade payable and other financial liabilities	3,925.99	-	-	-
Borrowing principal payments	-	759.70	-	-



(Rs. In Lacs)

As at 31 March 2019	Less than 1 year	1-3 years	3-5 years	More than 5 years
Trade payable and other financial liabilities	4,655.82	-	-	-
Borrowing principal payments	-	1,014.02	-	-

ii) Capital Management

The Group aim to manages its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to our shareholders.

The capital structure of the Group is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Group funds its operations through internal accruals and long term borrowings competitive rate.

FAIR VALUE MEASUREMENTS
Categories of financial instruments and fair value thereof

(Rs. In Lacs)

Financial assets	31 st March 2020	31 st March 2019
Measured at amortised cost:-		
Trade receivables	1,819.51	2,939.81
Cash and cash equivalents and bank balances	167.39	28.74
Other financial assets	183.04	155.59
Total	2,169.94	3,124.14
Financial Liabilities	31 st March 2020	31 st March 2019
Measured at amortised cost:-		
Borrowings	759.70	1,014.02
Lease Liability	221.11	--
Trade payables	3,091.90	3,541.87
Other financial liabilities	834.09	1,113.95
Total	4,906.80	5,669.84

The following table shows the Levels within the hierarchy of financial assets and liabilities measured at fair value on a recurring basis:

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

Level 2 : Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 : Unobservable inputs for the asset or liability.

(Rs. In Lacs)

Financial assets:- carrying value/fair value	31 st March 2020	31 st March 2019
Measured at fair value through Other comprehensive Income:		
Investments	39.15	106.35
Measured at fair value through Profit & Loss		
SBI Mutual Funds	3.67	-
Measured at cost		
Investments	3.66	3.66
Total	46.48	110.01

iii) FOREIGN CURRENCY RISK MANAGEMENT

The Functional Currency of the Group is Indian Rupees. The Group undertakes transactions denominated in Foreign Currencies, Consequently, exposure to Exchange Rate Fluctuations arise. Group has made Exports in Foreign Country which leads to exposure in foreign currency.

The Carrying amount of the Group's foreign currency denominated monetary items are restated at the end of each year. The same at the end of reporting period is as follows.

(Rs. In Lacs)

Particulars	31 st March 2020	31 st March 2019
Trade Receivable	3.06	3.16

iv) GEOGRAPHICAL INFORMATION

The Group operates in two geographical areas - India and Outside India. Details are listed below.

(Rs. In Lacs)

Particulars	For the Year ended on 31 st March 2020	For the Year ended on 31 st March 2019
In India	9,156.97	14,083.07
Outside India	40.16	30.16
Total	9,197.13	14,113.23

42. MICRO, SMALL AND MEDIUM ENTERPRISES

(Rs. In Lacs)

Particulars	As at 31 st March 2020	As at 31 st March 2019
a) Amount due to Vendor	242.66	411.42
b) Principal Amount Paid (Vendor) (Including Unpaid) beyond the appointed date	Nil	Nil
c) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	Nil	Nil
d) The amount of interest due and remaining unpaid at the end of each accounting year;	6.22	10.89
e) The amount of interest accrued and remaining unpaid	Nil	Nil

Note: Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of Information collected by the Management.


43. i. RECONCILIATION OF TAX EXPENSE

(Rs. In Lacs)

Particulars	Year ended 31 st March 2020	Year ended 31 st March 2019
(a) Income tax expenses :		
Current tax- In respect of the current year	-	-
Deferred tax- In respect of the current year	(27.87)	(167.15)
Total	(27.87)	(167.15)
Effective tax rate	26%	26%
(b) Income tax recognised in Other Comprehensive Income		
Re-measurements of the defined benefit plans	-	-
Total income tax expense recognised in the year (a + b)	(27.87)	(167.15)
Profit before tax	(253.99)	183.19
Statutory income tax	-	-
Tax effect on deductible expenses & difference in Carrying amount of PPE	(27.87)	(167.15)
Additional allowances for tax purposes	-	-
Tax effect for earlier years	-	-
Tax expense recognised in the statement of profit and loss	(27.87)	(167.15)

Note: In View of Brought Forward Losses, Provision for Income Tax has not been provided for.

ii. DEFERRED TAX RECONGNISED IN STATEMENT OF PROFIT AND LOSS

(Rs. In Lacs)

Particulars	Year ended 31 st March 2020	Year ended 31 st March 2019
(Increase)/Decrease in Deferred Tax Liabilities		
Property, Plant & Equipments	(22.50)	(189.82)
	(22.50)	(189.82)
Increase/(Decrease) in Deferred Tax Assets		
On Account of Expenses allowable on Payment basis		
Provision for Bonus	10.34	(1.15)
Provision for Gratuity	7.55	25.84
Provision for Leave Encashment	8.15	(2.01)
Expected Credit Loss	(31.71)	--
	(5.67)	22.68
Net Deferred Tax (Benefit)/ Expense	(28.17)	(167.15)

RECONCILIATION OF DEFERRED TAX ASSETS / (LIABILITIES)

(Rs. In Lacs)

Particulars	Year ended 31 st March 2020	Year ended 31 st March 2019
Opening balance	(106.13)	(273.28)
Deferred tax (charge)/credit recognised in:		
Statement of profit and loss	27.87	167.15
Recognised in retained earnings	--	--
Deferred Tax Assets	(1.32)	(1.61)
Deferred Tax Liabilities	79.59	107.74
Total	(78.26)	(106.13)

44. LEASES (UNDISCOUNTED)

a.	At the reporting date the Group had outstanding commitments for future minimum lease payments under non-cancellable leases, which fall due as follows:		
			(Rs. In Lacs)
	Particulars	As at 31 st March 2020	As at 31 st March 2019
	Lease rental charges for the year	3.81	3.81
	Future Lease rental obligation payable (under non-cancellable lease)	-	-
	Not later than one year	3.81	3.81
	Later than one year but not later than five years	15.24	15.24
	Later than five years	295.72	325.86
b.	The total of future minimum sublease payment expected to be received under non – cancellable subleases at the end of reporting period is NIL		

Impact of COVID-19

The group does not foresee any large-scale contraction in demand which could result in significant down-sizing of its employee base rendering the physical infrastructure redundant. The leases that the group has entered with lessors towards properties used as depots / sales offices are long term in nature and no changes in terms of those leases are expected due to the COVID-19.

45. EARNING PER SHARE

(Rs. In Lacs)

Particulars	31 st March 2020	31 st March 2019
a) Profit after tax attributable to equity shareholders of the Group	(226.12)	350.34
b) Weighted average number of equity shares (in numbers)	9,192,600	9,192,600
c) Basic and Diluted earning per share (a/b)	(2.46)	3.81
d) Nominal value of equity shares	10.00	10.00

46. The Previous Year's figures have been regrouped/reclassified, where necessary to confirm to current year's classification.

Notes to Accounts form an integral part of financial statements

As per our attached report of even date

For Shah Mehta & Bakshi

Chartered Accountants

Firm Registration No.: 103824W

Prashant Upadhyay

Partner

Membership No.: 121218

For and on behalf of the Board of Directors

Harshad Patel
Managing Director
DIN 00164228

Ganesh Agrawal
CFO & Compliance Officer

Vasant D. Goray
Director
DIN 00176609

Mumbai, July 28, 2020

**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/associate companies/joint ventures

PART "A": SUBSIDIARIES

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Rishi Vocational Education Pvt. Ltd.
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2020
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	4975000
5.	Reserves & surplus	-
6.	Total assets	-
7.	Total Liabilities	-
8.	Investments	-
9.	Turnover (Gross)	-
10.	Profit / (Loss) before taxation	-
11.	Provision for taxation	-
12.	Profit after taxation	-
13.	Proposed Dividend	-
14.	% of shareholding	-

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

- Names of subsidiaries which are yet to commence operations NIL
- Names of subsidiaries which have been liquidated or sold during the year. NIL

PART "B": ASSOCIATES AND JOINT VENTURES

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

There are no Associate or Joint Venture Companies.

- Names of associates or joint ventures which are yet to commence operations. NIL
- Names of associates or joint ventures which have been liquidated or sold during the year. NIL

For Shah Mehta & Bakshi
Chartered Accountants
Firm Registration No.: 103824W

Prashant Upadhyay
Partner
Membership No.: 121218

For and on behalf of the Board of Directors
Harshad Patel
Managing Director
DIN 00164228
Ganesh Agrawal
CFO & Compliance Officer
Vasant D. Goray
Director
DIN 00176609

Mumbai, July 28, 2020

UPDATION OF EMAIL ID

Kindly ensure to update your fresh Email ID with the Company/Depository, in case if you have not updated or changed the same.

UPDATION OF PAN AND BANK MANDATE

Kindly ensure to update your PAN and Bank mandate with the Company/Depository.

COMPULSORY DEMATERIALISATION OF PHYSICAL SHARES

Kindly take the necessary steps to convert physical equity shares of the Company held by you; in demat mode, pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 08th June, 2018. As per the said notification physical shares will not be permitted for transfer after 05th December, 2018. ISIN of Company is given in the Corporate Governance Section of the Annual Report for your ready reference.

GREEN INITIATIVE

As a Green Initiative, you are requested to opt for receipt of Annual Report in Electronic Mode.



If undelivered, please return to:

RISHI LASER LTD.

CIN : L99999MH1992PLC066412

Regd. Office:

612 Veena Killedar Indl. Estate,

10/14 Pais Street, Byculla (W), Mumbai 400 011.

Tel. No. 022 - 23075677 / 23074585 | Fax No. 022-23080022

E-mail: rlcl.mumbai@rishilaser.com | Website: www.rishilaser.com

