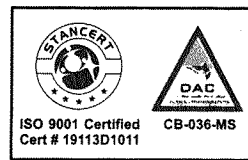


RUTTONSHA INTERNATIONAL RECTIFIER LIMITED

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



An ISO 9001: 2008 Company

RUTTONSHA

FACTORY : 338, International House, Baska, Halol, Dist. Panchmahals, Pin - 389 350. Gujarat (India)
Tel. : +91-2676 247185 / 247094 • Fax : +91-2676 247035 • E-mail : rirbsk@ruttonsha.com

Ref. RIR/SEC/13101/2017

4th September, 2017

The Bombay Stock Exchange Limited
Corporate Relationship Department,
1st Floor, Rotunda Building,
P. J. Towers, Dalal Street,
Mumbai-400001

KIND ATTN : Mr. Bhushan Mokashi (DCS-CRD)
Scrip Code : 517035

Subject .. Notice of 48th Annual General Meeting(AGM), Annual Report for the
financial year 2016-17, Book Closure and E-voting for AGM.

Dear Sir,

This is to inform you that 48th AGM of the members of the Company will be held on
Tuesday, 19th September, 2017 at 11.30 a.m. at Babasaheb Dahanukar Sabhagriha,
Maharashtra Chamber of Commerce Trust, Oricon House, 6th Floor, 12 K. Dubhash
Marg, Fort, Mumbai - 400001.

Please find enclosed herewith Notice of AGM alongwith copy of Annual Report for the
financial year 2016-17 for your information and record.


Pursuant to Section 91 of the Companies Act, 2013 read with Regulation 42 of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of
Members and Share Transfer books of the Company will remain closed from Saturday
16th September, 2017 to Tuesday 19th September, 2017 (both days inclusive) for the
purpose of 48th Annual General Meeting of the Company.

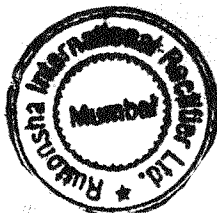
The e-Voting for the purpose of 48th Annual General Meeting shall begin on Saturday,
16th September, 2017 at 10.00 a.m. to Monday, 18th September, 2017 till 5.00 p.m.
The cut-off date for reckoning voting rights of shareholders for e-voting is Tuesday,
12th September, 2017.

Kindly take the same on record and acknowledge the receipt for the same.

Thanking you.

Yours faithfully,
For Ruttonsha International Rectifier Ltd.


Bhavin P Rambhia
Company Secretary



Encl : a/a



RUTTONSHA

INTERNATIONAL RECTIFIER LIMITED

48th ANNUAL REPORT 2016-17



**NEW DEVELOPMENT - 28V, 8100A IGBT BASED
(WATER COOLED) RECTIFIER SYSTEM FOR
ELECTROLYSIS PROCESS TO BE EXPORTED TO EGYPT.**


CORPORATE INFORMATION

BOARD OF DIRECTORS

Mrs. Bhavna H. Mehta
Mr. Hasmukh J. Shah
Mr. Manoj P. Mehta
Mr. Kisan R. Choksey
Mr. Pravin G. Shah
Mr. Venkitaraman Iyer

COMPANY SECRETARY

Mr. Bhavin P Rambhia

STATUTORY AUDITORS

Ajay Shobha & Co.
Chartered Accountants

INTERNAL AUDITORS

Bhandarkar & Kale
Chartered Accountants

REGD. /CORPORATE OFFICE

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

PROMOTERS & TECHNICAL ASSOCIATES

Dr. Harshad Mehta
Mrs. Bhavna H. Mehta

MANAGEMENT TEAM

Mr. R. G. Trasi
Mr. M. P. Doshi
Mr. E. K. Lalkaka

REGISTRAR & TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd.
19/20, Jaferbhoy Industrial Estate,
1st Floor, Makwana Road, Marol Naka,
Andheri (East), Mumbai – 400059
Tel. No.: +91-022-42270400
Email : info@adroitcorporate.com

BANKERS

State Bank of India

WORKS / FACTORY

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

CIN No.

L31109MH1969PLC014322

48th ANNUAL GENERAL MEETING

Date	:- 19 th September, 2017
Day	:- Tuesday
Time	:- 11.30 a.m.
Venue	:- Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce Trust, Oricon House, 6 th Floor, 12 K. Dubhash Marg, Fort, Mumbai - 400001.

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NOTICE

NOTICE is hereby given that the **Forty Eighth Annual General Meeting** of the members of **RUTTONSHA INTERNATIONAL RECTIFIER LIMITED** will be held on Tuesday, 19th September, 2017 at 11.30 a.m., at Babasaheb Dahanukar Sabhagriha, Maharashtra Chamber of Commerce Trust, Oricon House, 6th Floor, 12 K. Dubhash Marg, Fort, Mumbai - 400001, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Bhavna H. Mehta (DIN No. 00929249), who retires by rotation and being eligible offers herself for re-appointment.
3. To consider appointment of M/s. Ajmera Ajmera and Associates, Chartered Accountants (Firm Regn. No. 123989W) as Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution** :
“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s. Ajmera Ajmera and Associates, Chartered Accountants, (Firm Registration No. 123989W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of 48th Annual General Meeting upto the conclusion of 53rd Annual General Meeting (AGM) of the Company (subject to ratification by the members at every AGM held after this AGM) in place of retiring auditors M/s. Ajay Shobha & Co., Chartered Accountants (Firm Registration No. 317031E), who hold office upto the conclusion of 48th Annual General Meeting and the Board of Directors of the Company be and are hereby authorised to fix the remuneration and other terms as may be determined by the Audit Committee and finalised by the Board of Directors.”

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself /herself, and proxy so appointed need not be a member of the Company. The instrument appointing proxy should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting. Proxies submitted on behalf of Companies, Trusts etc. must be supported by an appropriate resolution/authority as applicable. A person shall not act as proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 16th September, 2017 to Tuesday 19th September, 2017 (both days inclusive) for the purpose of 48th Annual General Meeting (AGM).
3. Members holding shares in physical form are requested to notify/send, quoting their Folio No. about any change in their address/mandate/bank details to the Company's Registrar and Transfer Agents :- Adroit Corporate Services Pvt. Ltd., Unit: Ruttonsha International Rectifier Ltd., 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai - 400059.
4. Members holding shares in the electronic/dematized form are advised to inform changes in their address/bank mandate directly to their respective Depository Participants.
5. Members desirous of receiving notice of various Meetings/ Annual Reports and other documents/updates from the Company through e-mail may intimate their e-mail id and any changes therein from time to time to their Depository Participants (in case of shareholding in demat mode) and to the Registrar and Transfer Agents (in case of shareholding in physical share certificates) with a view to pledge their support towards Green Initiative to **Save Paper, Save Environment** campaign.
6. Members are requested to bring their Attendance slip and copy of the Annual Report at the meeting, as copies of the same will not be distributed at the meeting. Attendance slip should be submitted at the entrance of the AGM hall. For the convenience of members, a copy of attendance slip and proxy form are enclosed at the end of this report.
7. A route map showing directions to reach the venue of the 48th AGM is given alongwith this Annual Report as per the requirements of the Secretarial Standards – 2 on General Meetings.
8. Members desirous of asking any questions at the Annual General Meeting are requested to send their questions so as to reach the Company at least 10 days before the Annual General Meeting so that the same can be suitably replied, to the satisfaction of shareholder.
9. All documents referred to in the accompanying Notice will be open for inspection at the Registered Office of the Company during 10.00 am to 12.00 noon on all working days up to and including the date of the AGM.
10. Members holding shares in multiple folios in identical order of names are requested to send to the Company or its Registrar and Transfer Agents, the details of such folios together with the share certificates for consolidating their holdings into a single folio.
11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
12. Members holding shares in physical form may obtain Nomination Forms from the Company's Registrar and Transfer Agents. Members holding shares in electronic form may obtain the Nomination Forms from their respective Depository Participants.

NOTICE (Cont'd...)

13. Transfer of Unclaimed and/or Unpaid Amounts to Investor Education and Protection Fund (IEPF) :

- (i) In accordance with the provisions of Section 124, 125 and other applicable provisions, if any, of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to IEPF, maintained by the Central Government.
- (ii) Accordingly during the financial year 2017-18, the Company would be transferring unclaimed dividend amount for the financial year ended 31st March, 2010 on or before 29th October, 2017 and unclaimed dividend amount for the financial year ended 31st March, 2011 on or before 26th October, 2018 to IEPF.
- (iii) In accordance with Section 124(6) of the Companies Act, 2013 read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority. The Company has already sent notices to all such members and the said details are also available on the company's website. In case the Company receives no communication from the members, necessary steps will be initiated by the Company to transfer shares held by such members to the IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF.
- (iv) The shares transferred to the IEPF can be claimed back by the concerned members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are available on the Company's website (www.ruttonsha.com) and the Ministry of Corporate Affairs website (www.mca.gov.in).

14. Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 48th AGM. The business may be transacted through e-voting services provided by **Central Depository Services Limited (CDSL)**.

The facility for voting, either through electronic voting system or through ballot/polling paper shall also be made available at the venue of the 48th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mrs. Neetu Agrawal, Practising Company Secretary as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for members for voting electronically are as under :-

- (i) The remote e-voting period begins on Saturday, 16th September, 2017 (10.00 a.m.) and ends on Monday, 18th September, 2017 (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 12th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders / Members" tab to cast your votes.
- (iv) Now enter your User ID
 - a. For CDSL : 16 digits beneficiary ID
 - b. For NSDL : 8 character DP ID followed by 8 digits client ID
 - c. Members holding shares in physical form should enter folio number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below :

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.

NOTICE (Cont'd...)

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in the Notice.
- (xi) Click on EVSN of < RUTTONSHA INTERNATIONAL RECTIFIER LTD. > on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-Individual Shareholders and Custodians :
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com or contact CDSL e-voting toll free number.
 - After receiving the login details they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers for which they wish to vote.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or contact CDSL Evoting helpdesk at 18002005533.
- (xxi) The voting rights of the members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2017.
- (xxii) The scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 48 hours from the conclusion of the meeting, prepare a consolidated scrutinizer's report and submit the same to the Chairman. The results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company www.ruttonsha.com and on the website of CDSL. The results shall simultaneously be communicated to the Bombay Stock Exchange (BSE).
- (xxiii) As the voting of the members is through electronic means, the members who do not have access to remote e-voting may request a Physical Ballot form from the Registered Office of the Company. You are required to fill in the Ballot Form and enclose it in sealed envelope and send it to scrutinizer M/s. Neetu Agrawal & Co., 104, B-Wing, Adarsh Park Society, Behind Ajay Nagar, Shivaji Chowk, Bhiwandi, Thane - 421302 so as to reach the scrutinizer not later than 18th September, 2017 at 5.00 p.m. Ballot forms received after this date will be treated as invalid. The scrutinizer's decision on the validity of the forms will be final. A member can opt for voting either by way of remote e-voting or through Ballot voting. If a member casts votes by both the modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.

Place : Mumbai
Date : 12th August, 2017

Registered Office :
139/141, Solaris 1, B Wing, 1st Floor, Saki Vihar Road,
Powai, Andheri (East), Mumbai – 400072, Maharashtra
CIN : L31109MH1969PLC014322
Tel No. : +91-022-28471956 Fax : +91-022-28471959
E-mail : secretarial@ruttonsha.com
Website : www.ruttonsha.com

By Order of the Board of Directors

Bhavin P Rambhia
Company Secretary

DIRECTORS' REPORT TO THE SHAREHOLDERS

Dear Members,

Your Directors have pleasure in presenting the Forty Eighth Annual Report on the business and operations of the Company together with the Audited Accounts for the financial year ended 31st March, 2017.

FINANCIAL RESULTS AND OPERATIONS

(Amt. in ₹)

Particulars	Year ended 31.03.2017	Year ended 31.03.2016
Revenue from Operations (Net)	282,635,301	283,875,784
EBITDA	36,520,063	37,033,667
Less - (i) Finance Costs	12,933,374	13,692,746
(ii) Depreciation and Amortisation Expenses	11,373,067	11,346,392
Profit before Tax	12,213,622	11,994,529
Less - (i) Provision for Taxation	5,800,000	3,970,000
(ii) Deferred Tax Asset	(1,656,002)	(1,509,466)
Profit for the year	8,069,624	9,533,995
Add - Balance brought forward from previous year	66,844,478	57,310,483
Balance carried to Balance Sheet	74,914,102	66,844,478

FINANCIAL PERFORMANCE

During the financial year 2016-17, your Company reported a marginal decline of 0.43 % in topline. The revenue from Operations for the financial year was ₹ 282,635,301/- as against ₹ 283,875,784/- last year. Earnings before Interest, Tax and Depreciation and Amortisation (EBITDA) for the year declined by 1.39 % to ₹ 36,520,063/- as compared to ₹ 37,033,667/- last year on account of decline in export sales. Net Profit for the year also declined by 15.36% to ₹ 8,069,624/- as against ₹ 9,533,995/- last year on account of higher provisioning for tax.

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

DIVIDEND AND RESERVES

In order to plough back the accruals, your Directors do not recommend any dividend for the Financial Year ended 31st March, 2017. During the year under review, no amount from profits was transferred to General Reserve.

EQUITY SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2017 was ₹ 69,572,400/-. During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock options or sweat equity and does not have any scheme to fund its employees to purchase the shares of the Company.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

During the year under review, there is no change in the Board of Directors of the Company.

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

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

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

PUBLIC DEPOSITS

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

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The company has not made any investments, nor have given any loans or guarantees covered under the provisions of section 186 of the Companies Act, 2013.

AUDITORS

(a) Statutory Auditors :

The tenure of office of M/s. Ajay Shobha & Co., Chartered Accountants, as Statutory Auditors of the Company will expire with the conclusion of 48th AGM of your Company, M/s. Ajay Shobha & Co. have been the Statutory Auditors of your Company since the financial year 2005-06.

On the recommendation of the Audit Committee, the Board of Directors of the Company at its meeting held on 29th May, 2017 have appointed M/s. Ajmera Ajmera and Associates (Firm Regn. No.123989W), Chartered Accountants, Mumbai as Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of 48th Annual General Meeting till the conclusion of 53rd Annual General Meeting of the Company, subject to approval of shareholders in place of retiring auditors M/s. Ajay Shobha & Co., Chartered Accountants, Mumbai.

The Company has received written consent and a certificate that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 and if appointed, their appointment would be within the limits prescribed under Section 139 of the Companies Act, 2013. Further, the proposed Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI) as required under the Listing Regulations.

Your Directors recommend the appointment of M/s. Ajmera Ajmera and Associates, Chartered Accountants, Mumbai, as Statutory Auditors of the Company.

The Board also places on record its appreciation for the services rendered by M/s. Ajay Shobha & Co., Chartered Accountants, Mumbai.

(b) Secretarial Auditors :

Pursuant to the provisions of Section 204 of the Act and the rules made thereunder, the Board of Directors of the Company have appointed M/s. Neetu Agrawal & Co., a firm of Company Secretaries in Practice (C.P. No. 9272) to undertake the Secretarial Audit of the Company. The Secretarial Audit Report is annexed as Annexure B to the Directors' Report.

The Auditors' Report and the Secretarial Audit Report for the financial year ended 31st March, 2017 do not contain any qualification, reservation, adverse remark or disclaimer.

CREDIT RATING

ICRA Limited have reaffirmed their long term Credit rating of [ICRA]BB+ (pronounced ICRA double B plus) rating to the Company's Fund based limits and a short term rating of [ICRA]A4+ (pronounced ICRA A four plus) rating to the Company's Non fund based limits. The outlook on the long term rating has been maintained as Stable.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9, as required under the Act, is annexed as Annexure – A and forms an integral part of this report.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of the business and that the provisions of Section 188 of the Act and the Rules made thereunder are not attracted. Thus, disclosure in Form AOC – 2 in terms of Section 134 of the Act is not required. Further, there are no material related party transactions during the year under review with the Promoters, Directors or Key Managerial Personnel. The Company has developed a framework through Standard Operating Procedures for the purpose of identification and monitoring of such Related Party Transactions.

Details of the transactions with related parties are provided in the accompanying notes forming part of the financial statements.

RISK MANAGEMENT

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

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

INTERNAL CONTROL SYSTEMS AND ADEQUACY

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

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

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

REMUNERATION AND NOMINATION POLICY

A Committee of the Board named as "Nomination and Remuneration Committee" has been constituted to comply with the provisions of Section 178 of the Companies Act, 2013 and to recommend a policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters and to frame proper systems for identification, appointment of Directors & KMPs, payment of remuneration to them and evaluation of their performance and to recommend the same to the Board from time to time.

BOARD AND COMMITTEE MEETINGS

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

The Board has constituted an Audit Committee with Mr. Kisan R Choksey as Chairman and Mr. Venkitaraman Iyer and Mr. Manoj P Mehta as members. There has not been any instance during the year when recommendations of the Audit Committee were not accepted by the Board.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- i) in the preparation of the annual accounts for the financial year ended 31st March, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2017 and of the profit of the Company for the financial year ended 31st March, 2017;
- iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) the directors have prepared the annual accounts on a going concern basis;
- v) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- vi) the directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

ENVIRONMENT AND SAFETY

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

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

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

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

The information under Section 134 (3)(m) of the Act read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended 31st March, 2017 is given below and forms part of the Director's Report.

(a) Conservation of Energy :

- (i) Steps taken or impact on conservation of energy :

1. Adequate steps for energy conservation, power factor improvement have been taken wherever feasible.

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

2. For effective treatment of effluents the Company has constructed an effluent treatment plant. Waste water generated from manufacturing process is treated/recycled at Effluent Treatment Plant and used for internal consumption and plantation.
3. There is adequate provision for the treatment of fumes resulting from the use of Sulphuric, Nitric, Hydrofluoric and other acids required for production.
4. Replacement of the conventional light fittings with LED lighting resulting in lower power consumption for lighting.

(ii) Steps taken by the Company for utilizing alternative source of energy :

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

(iii) Capital Investment on energy conservation equipments :

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

(b) Technology Absorption

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

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

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

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

- (iii) Expenditure incurred on Research and Development : Nil

(c) Foreign Exchange Earnings and Outgo

- (i) Foreign Exchange earned during the year - ₹ 67,815,675/-

- (ii) Outgo of Foreign Exchange during the year - ₹ 73,506,105/-

PARTICULARS OF EMPLOYEES

In terms of Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company does not have any employee who is employed throughout the financial year and in receipt of remuneration of ₹ 60 Lacs or more, or employees who are employed for part of the year and in receipt of ₹ 5 Lacs or more per month.

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report forms an integral part of this report and gives details of the overall industry structure, economic developments, performance and state of affairs of your Company's businesses and other material developments during the financial year 2016-17.

CORPORATE GOVERNANCE REPORT

Since the paid up equity capital of the Company is less than ₹ 10 Crores and the networth of the Company is less than ₹ 25 Crores, the provisions of Regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation 2 of Regulation 46 and para C, D & E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to Corporate Governance are not applicable to the Company.

ACKNOWLEDGEMENTS

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

For and on behalf of the Board of Directors

ANNEXURE [A] TO THE DIRECTORS' REPORT
FORM No. MGT – 9
EXTRACT OF ANNUAL RETURN

 (As on the financial year ended on 31st March, 2017)

[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 :

1.	CIN	L31109MH1969PLC014322
2.	Registration Date	05/07/1969
3.	Name of the Company	Ruttonsha International Rectifier Limited
4.	Category/Sub-category of the Company	Public Company/ Limited By Shares
5.	Address of the Registered office & Contact details	139/141, Solaris 1, B-Wing, 1st Floor, Saki Vihar Road, Powai, Andheri (East), Mumbai – 400072 Tel No. : +91-022-28471956 Fax No. : +91-022-28471959 Email : secretarial@ruttonsha.com Website : www.ruttonsha.com
6.	Whether listed company	Yes
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (East), Mumbai – 400059 Tel No. : +91-022-42270400 Fax No. : +91-022-28503748 Email : info@adroitcorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

Sr. No.	Name and Description of main products / services	NIC Code of the products / services	% to total turnover of the company
1.	Semiconductor Devices	2610	83.65
2.	Power Equipments	2790	15.11

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : Nil

ANNEXURE [A] TO THE DIRECTORS' REPORT (Cont'd...)

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

i) Category-wise Share Holding :

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2016]				No. of Shares held at the end of the year [As on 31.03.2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	15000	-	15000	0.21	15000	-	15000	0.21	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Subtotal (A)(1) :	15000	-	15000	0.21	15000	-	15000	0.21	-
(2) Foreign									
a) NRI Individuals	5072958	-	5072958	72.92	5072958	-	5072958	72.92	-
b) Other Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Subtotal (A)(2) :	5072958	-	5072958	72.92	5072958	-	5072958	72.92	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	5087958	-	5087958	73.13	5087958	-	5087958	73.13	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	1400	1400	0.02	-	1400	1400	0.02	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

ANNEXURE [A] TO THE DIRECTORS' REPORT (Cont'd...)

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2016]				No. of Shares held at the end of the year [As on 31.03.2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1) :	-	1400	1400	0.02	-	1400	1400	0.02	-
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	8253	5220	13473	0.19	20051	5020	25071	0.36	0.17
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	751710	702115	1453825	20.90	750037	673935	1423972	20.47	(0.43)
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	180990	-	180990	2.60	202714	-	202714	2.91	0.31
c) Others (specify)									
i) Non Resident Indians	3610	1700	5310	0.08	2330	1700	4030	0.06	(0.02)
ii) Trusts	214184	-	214184	3.08	210684	-	210684	3.03	(0.05)
iii) Clearing Member	100	-	100	0.00	1411	-	1411	0.02	0.02
Sub-total (B)(2) :	1158847	709035	1867882	26.85	1187227	680655	1867882	26.85	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	1158847	710435	1869282	26.87	1187227	682055	1869282	26.87	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	6246805	710435	6957240	100.00	6275185	682055	6957240	100.00	-

ANNEXURE [A] TO THE DIRECTORS' REPORT (Cont'd...)

ii) Share Holding of Promoters :

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year [As on 01.04.2016]			Shareholding at the end of the year [As on 31.03.2017]			% change in shareholding 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.	Smt. Bhavna H. Mehta	4724583	67.91	-	4724583	67.91	-	-
2.	Shri. Jitendra Mehta	127875	1.84	-	127875	1.84	-	-
3.	Smt. Ila J. Mehta	127875	1.84	-	127875	1.84	-	-
4.	Shri. Utpal K. Mehta	46375	0.67	-	46375	0.67	-	-
5.	Smt. Vaishali U. Mehta	46250	0.66	-	46250	0.66	-	-
6.	Shri. Hasmukh J. Shah	8750	0.13	-	8750	0.13	-	-
7.	Shri. Bakulesh J. Shah	6250	0.08	-	6250	0.08	-	-
TOTAL		5087958	73.13	-	5087958	73.13	-	-

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

Particulars	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
At the beginning of the year	5087958	73.13	5087958	73.13
Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/ bonus/ sweat equity etc.)	No change during the year			
At the end of the year	5087958	73.13	5087958	73.13

ANNEXURE [A] TO THE DIRECTORS' REPORT (Cont'd...)

iv) **Share Holding Pattern of top ten Shareholders
(Other than Directors, Promoters and Holders of GDRs and ADRs) :**

Sr. No.	For Each of the Top 10 Shareholders		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.	Ruttonsha International Rectifier Ltd. – Equity Trust (through its Trustees Manoj P. Mehta and Hasmukh J. Shah)					
	At the beginning of the year		210,584	3.03	-	-
	Changes during the year					
	Date	Reason				
	13.01.2017	Sale	(3500)	(0.05)	207084	2.98
	At the end of the year		-	-	207084	2.98
2.	Kalpana Prakash Pandey					
	At the beginning of the year		-	-	-	-
	Changes during the year					
	Date	Reason				
	15.07.2016	Purchase	816	0.01	816	0.01
	22.07.2016	Purchase	3450	0.05	4266	0.06
	29.07.2016	Purchase	2575	0.04	6841	0.10
	05.08.2016	Purchase	1550	0.02	8391	0.12
	12.08.2016	Purchase	4165	0.06	12556	0.18
	19.08.2016	Purchase	1328	0.02	13884	0.20
	26.08.2016	Purchase	1471	0.02	15355	0.22
	02.09.2016	Purchase	1000	0.01	16355	0.24
	09.09.2016	Purchase	1650	0.02	18005	0.26
	03.02.2017	Purchase	2976	0.04	20981	0.30
	10.02.2017	Purchase	300	0.00	21281	0.31
	03.03.2017	Purchase	500	0.01	21781	0.31
	10.03.2017	Purchase	657	0.01	22438	0.32
	17.03.2017	Purchase	150	0.00	22588	0.32
	31.03.2017	Purchase	500	0.01	23088	0.33
	At the end of the year		-	-	23088	0.33
3.	Sandeep Rao					
	At the beginning of the year		17742	0.26	-	-
	Changes during the year					
	Date	Reason				
	29.04.2016	Purchase	322	0.00	18064	0.26
	06.05.2016	Purchase	35	0.00	18099	0.26
	15.07.2016	Purchase	96	0.00	18195	0.26
	29.07.2016	Purchase	150	0.00	18345	0.26
	05.08.2016	Purchase	1325	0.02	19670	0.28
	02.09.2016	Purchase	200	0.00	19870	0.29

ANNEXURE [A] TO THE DIRECTORS' REPORT (Cont'd...)

Sr. No.	For Each of the Top 10 Shareholders		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
	13.01.2017	Purchase	1000	0.01	20870	0.30
	27.01.2017	Purchase	829	0.01	21699	0.31
	At the end of the year		-	-	21699	0.31
4.	Amita Ashvin Shah					
	At the beginning of the year		12130	0.17	-	-
	Changes during the year					
	Date	Reason				
	23.12.2016	Purchase	2502	0.04	14632	0.21
	30.12.2016	Purchase	1464	0.02	16096	0.23
	13.01.2017	Purchase	1536	0.02	17632	0.25
	03.02.2017	Purchase	302	0.00	17934	0.26
	17.02.2017	Purchase	1235	0.02	19169	0.28
	At the end of the year		-	-	19169	0.28
5.	Mahendra Girdharilal					
	At the beginning of the year		15362	0.22	-	-
	Changes during the year		No change during the year			
	At the end of the year		-	-	15362	0.22
6.	Ashvin S. Shah					
	At the beginning of the year		10379	0.15	-	-
	Changes during the year					
	Date	Reason				
	30.12.2016	Purchase	1077	0.02	11456	0.16
	03.02.2017	Purchase	530	0.01	11986	0.17
	10.02.2017	Purchase	700	0.01	12686	0.18
	At the end of the year		-	-	12686	0.18
7.	Thakker Bhupendra					
	At the beginning of the year		10710	0.15	-	-
	Changes during the year		No change during the year			
	At the end of the year		-	-	10710	0.15

ANNEXURE [A] TO THE DIRECTORS' REPORT (Cont'd...)

Sr. No.	For Each of the Top 10 Shareholders		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
8.	Ramesh Gopal Trasi					
	At the beginning of the year		10000	0.14	-	-
	Changes during the year		No change during the year			
	At the end of the year		-	-	10000	0.14
9.	Taksh Patel					
	At the beginning of the year		2640	0.04	-	-
	Changes during the year					
	Date	Reason				
	22.04.2016	Purchase	1270	0.02	3910	0.06
	29.04.2016	Purchase	3185	0.05	7095	0.10
	13.05.2016	Purchase	200	0.00	7295	0.10
	20.05.2016	Purchase	1095	0.02	8390	0.12
	03.06.2016	Purchase	546	0.01	8936	0.13
	10.06.2016	Purchase	1000	0.01	9936	0.14
	At the end of the year		-	-	9936	0.14
10.	Vandana Bhat					
	At the beginning of the year		3898	0.06	-	-
	Changes during the year					
	Date	Reason				
	08.04.2016	Purchase	850	0.01	4748	0.07
	15.04.2016	Purchase	150	0.00	4898	0.07
	22.04.2016	Purchase	245	0.00	5143	0.07
	06.05.2016	Purchase	200	0.00	5343	0.08
	20.05.2016	Purchase	564	0.01	5907	0.08
	17.06.2016	Purchase	880	0.01	6787	0.10
	06.01.2017	Purchase	40	0.00	6827	0.10
	13.01.2017	Purchase	250	0.00	7077	0.10
	10.02.2017	Purchase	1205	0.02	8282	0.12
	10.03.2017	Purchase	50	0.00	8332	0.12
	24.03.2017	Purchase	1000	0.01	9332	0.13
	31.03.2017	Purchase	550	0.01	9882	0.14
	At the end of the year		-	-	9882	0.14

ANNEXURE [A] TO THE DIRECTORS' REPORT (Cont'd...)

v) Share Holding of Directors and Key Managerial Personnel :

Sr. No.	Name of the Directors/KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Smt. Bhavna H. Mehta	4724583	67.91	4724583	67.91
2.	Shri. Manoj P. Mehta	100000	1.43	100000	1.43
3.	Shri. Hasmukh J. Shah	8750	0.13	8750	0.13
4.	Shri. Kisan R. Choksey	4100	0.06	4100	0.06
5.	Shri. Pravin G. Shah	2500	0.04	2500	0.04
6.	Shri. Venkitaraman Iyer	10000	0.14	10000	0.14
7.	Shri. R. G. Trasi	10000	0.14	10000	0.14
8.	Shri. Bhavin P Rambhia	-	-	-	-

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (01/04/2016)				
i) Principal Amount	219,169	18,401,997	-	18,621,166
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	219,169	18,401,997	-	18,621,166
Change in Indebtedness during the financial year				
* Addition	805,742	-	-	805,742
* Reduction	219,169	-	-	219,169
Net Change	586,573	-	-	586,573
Indebtedness at the end of the financial year (31/03/2017)				
i) Principal Amount	805,742	18,401,997	-	19,207,739
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	805,742	18,401,997	-	19,207,739

ANNEXURE [A] TO THE DIRECTORS' REPORT (Cont'd...)

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A) Remuneration to Non Executive Directors :

(Amt. in ₹)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
1.	Independent Directors	Shri. Kisan R. Choksey	Shri. Pravin G. Shah	Shri. Venkitaraman Iyer	
	Fee for attending board/ committee meetings	25000	25000	20000	70000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	25000	25000	20000	70000
2.	Other Non-Executive Directors	Smt. Bhavna H. Mehta	Shri. Hasmukh J. Shah	Shri. Manoj P. Mehta	
	Fee for attending board committee meetings	5000	25000	25000	55000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	5000	25000	25000	55000
	Total Managerial Remuneration = (1+2)				125000

B) Remuneration to Key Managerial Personnel Other Than MD/MANAGER/WTD

(Amt. in ₹)

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		C.E.O. R. G. Trasi	Company Secretary Bhavin P Rambhia	
1.	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	8,56,400	6,57,504	15,13,904
	b) Value of perquisites u/s 17(2) 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	-	-	-
5.	Others, please specify	-	-	-
	Total	8,56,400	6,57,504	15,13,904

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

There were no penalties, punishment or compounding of offences levied under the Companies Act, 2013.

ANNEXURE [B] TO THE DIRECTORS' REPORT

FORM No. MR – 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2017

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

To,
The Members,

Ruttonsha International Rectifier Ltd.,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ruttonsha International Rectifier Ltd.** (hereinafter called the Company). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliance and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017, 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 31st March, 2017 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the Rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (not applicable to the Company during the Audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (not applicable to the Company during the Audit period);
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (not applicable to the Company during the Audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of 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 issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

ANNEXURE [B] TO THE DIRECTORS' REPORT (Cont'd...)

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above. As informed by the management, there are no laws that are specifically applicable to the Company based on their sector/industry.

I further report that:

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

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

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

I further report that there were no such specific events/actions in pursuance of the above referred laws, rules, regulations, etc. having a major bearing on the Company's affairs.

For **Neetu Agrawal & Co.**
Practising Company Secretary

Place : Mumbai
Date : 29th May, 2017

Neetu Vikas Agrawal
Proprietor
FCS No. 8347; C.P. No. 9272

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

Annexure I

To,
The Members,
Ruttonsha International Rectifier Ltd.,

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

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I had followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Neetu Agrawal & Co.**
Practising Company Secretary

Place : Mumbai
Date : 29th May, 2017

Neetu Vikas Agrawal
Proprietor
FCS No. 8347; C.P. No. 9272

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

INDUSTRY OVERVIEW

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

Renewed focus on 'Make in India' initiative by the Govt. of India and efforts to create an environment of 'Ease of Doing Business' is expected to bring in large investments in key sectors, viz. Defence, Railways, Infrastructure, etc. The introduction of GST and its smooth transition and other reforms has raised the confidence of global players in Indian markets. All these initiatives shall ultimately result in high industrial growth rate, which is slow in the current scenario, and which shall improve significantly in the coming years thereby benefitting the small businesses in the organised sector to show better results in near future. Special Incentive Package Scheme announced by the Govt. for Investments in Electronic Sector shall also give opportunities and help Electronic Industry to grow.

BUSINESS REVIEW

- (a) **Company Outlook** : Your Company's performance in 2016-17 was affected due to lack of growth in domestic demand and slow down in exports as well. As a result the Company could not post sequential improvement in top line. The renewed efforts by the Company in development of High Power niche products for overseas market shall provide significant boost to the Company's exports in the international market, boosting its outlook, as well as contributing value to the top and bottom line.

The Company has established itself as a major player in Power Electronics. As a strategy, the Company has focused to grow the business through innovations, design, technology, quality and deliveries. Thrust on quality adherence to international standards has resulted in breaking into the bastions of select few. The Company sees a lot of opportunities in developing modules for strategic Electronic Industry and catering to the requirements of Railways and other industries.

- (b) **Opportunities and Threats** : The Company has established a strong brand and leadership position in the products line it caters to. Venturing into high current Rectifier Equipments, Battery Chargers, Variac Controllers for Railways, Navy, Defence and other OEMs has helped it to enter into a different niche sector successfully and make its presence felt. Infrastructure growth and key growth in Sectors such as Electronic, Capital Goods and Chemical industry gives lot of opportunities to the Company. However, entry by big international players can pose some competitive threat to the Company.

SEGMENT WISE PERFORMANCE

The Company continues to operate in one segment i.e. Power Electronics thus segment-wise reporting as per Accounting Standard AS-17 is not applicable to the Company.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

FINANCIAL PERFORMANCE

- (i) **Profits and Earnings** : During the year, the Company's Revenue from Operations declined marginally by 0.43% to ₹ 282,635,301/- as compared to ₹ 283,875,784/- in 2015-16. Earnings before Interest, Tax and Depreciation and Amortisation (EBITDA) for the year also declined by 1.39 % to ₹ 36,520,063/- as compared to ₹ 37,033,667/- last year. Net Profit for the year also declined by 15.36 % to ₹ 8,069,624/- as against ₹ 9,533,995/- last year.
- (ii) **Capital Expenditure** : During the year under review, the Company has not spent any substantial amount on Capital Expenditure.
- (iii) **Finance Costs** : Ploughing back of funds from internal accruals, better financial management and reduction in borrowing costs has resulted in decline in finance costs by 5.54 % to ₹ 12,933,374/- as against ₹ 13,692,746/- last year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT (Cont'd...)

HUMAN RESOURCES

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

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

CAUTIONARY NOTE

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

For and on behalf of the Board of Directors

Place : Mumbai
Date : 29th May, 2017

Hasmukh J. Shah
Chairman

INDEPENDENT AUDITORS' REPORT

To the Members of Ruttonsha International Rectifier Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of Ruttonsha International Rectifier Ltd. ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Managements Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (the "Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit.
4. We have taken into account the provisions of the Act and the Rules made thereunder including, the accounting standards and matters which are required to be included in the audit report.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (ICAI). Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2017, its profits and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by 'The Companies (Auditors' Report) Order, 2016, issued by the Central Government of India in terms of Section 143(3) of the Act and on the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we give in the Annexure II, a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. 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 purpose 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.

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

- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of written representations received from the Directors as on 31st March, 2017 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2017, 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 I.
- (g) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us :
- i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The Company was not required to transfer any amounts to the Investor Education and Protection Fund during the year and accordingly, the question of delay does not arise.
 - iv. The Company has provided requisite disclosure in its financial statements as to holding as well as dealing in specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of accounts maintained by the Company and as produced to us by the management.

For AJAY SHOBHA & Co.
Chartered Accountants
(Registration No. 317031E)

Place : Mumbai
Date : 29th May, 2017

(AJAY GUPTA)
Partner
M. No.053071

ANNEXURE I TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 10(f) under "Report on Other Legal and Regulatory Requirements" section of our Report of even date)

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

We have audited the internal financial controls over financial reporting of Ruttonsha International Rectifier Limited ("the Company") as at 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The 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 Act.

Auditors' Responsibility

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

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

For AJAY SHOBHA & Co.
Chartered Accountants
(Registration No. 317031E)

Place : Mumbai
Date : 29th May, 2017

(AJAY GUPTA)
Partner
M. No.053071

ANNEXURE II TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in Paragraph 9 under "Report on Other Legal and Regulatory Requirements" section of our Report of even date)

1. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
(b) The fixed assets are physically verified by the Management according to a phased programme designed to cover all the items over a period, which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the fixed assets have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
(c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
2. The inventory, except goods-in-transit and stocks lying with third parties, have been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. For stocks lying with the third parties at the year end, written confirmations have been obtained. The discrepancies noticed on verification between the physical records and the book records were not material and have been appropriately dealt with in the books of accounts.
3. The Company has not granted any loans, secured or unsecured, to the companies, firms, LLPs or other parties covered in the Register maintained under Section 189 of the Act. Accordingly, paragraphs 3(iii)(a), 3(iii)(b) and 3(iii)(c) are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has not given any loans, made investments, given guarantees or provided security to parties covered under provisions of Section 185 and 186 of the Act. Thus paragraph 3(iv) is not applicable to the Company.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified.
6. In our opinion and according to the explanation given to us the maintenance of Cost records under Section 148(1) of the Act as prescribed by the Central Government are not applicable to the Company. Thus paragraph 3(vi) is not applicable to the Company.
7. (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company is generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of Provident fund, Employee's State Insurance, Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues were in arrears as at 31st March, 2017 for a period of more than six months from the date they became payable.
(b) According to the information and explanations given to us, there are no material dues of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty or Value Added Tax which are disputed and not deposited with the concerned authorities.
8. According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institution, banks and government. The Company did not have any outstanding debentures during the year.
9. During the period under review, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) and had applied the term loans for the purpose for which the loans were raised.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. The Company has not paid any managerial remuneration in terms of provisions of Section 197 read with Schedule V to the Act.
12. As the Company is not a Nidhi Company, the provisions relating to Nidhi Rules, 2014 are not applicable to it and the provisions of Clause 3(xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us, all transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. 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.
16. According to information and explanations given to us, the Company is not required to be registered under Section 451A of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For AJAY SHOBHA & Co.
Chartered Accountants
(Registration No. 317031E)

Place : Mumbai
Date : 29th May, 2017

(AJAY GUPTA)
Partner
M. No.053071

BALANCE SHEET AS AT 31ST MARCH, 2017

	NOTE NO.	(Amt. in ₹)	As at 31st March, 2017 (Amt. in ₹)	(Amt. in ₹)	As at 31st March, 2016 (Amt. in ₹)
I. EQUITY AND LIABILITIES					
1. SHAREHOLDERS' FUNDS					
(a) Share Capital	1	110,072,400		110,072,400	
(b) Reserves and Surplus	2	<u>81,993,994</u>		<u>74,012,910</u>	
			192,066,394		184,085,310
2. NON-CURRENT LIABILITIES					
(a) Long Term Borrowings	3	19,207,739		18,621,166	
(b) Deferred Tax Liability (net)	4	15,393,181		17,049,183	
(c) Other Long Term Liabilities	5	125,000		192,500	
(d) Long Term Provisions	6	<u>8,729,236</u>		<u>8,492,912</u>	
			43,455,156		44,355,761
3. CURRENT LIABILITIES					
(a) Short Term Borrowings	7	61,715,120		67,948,255	
(b) Trade Payable	8	43,738,393		61,550,397	
(c) Other Current Liabilities	9	6,055,846		6,457,971	
(d) Short Term Provisions	10	<u>5,280,938</u>		<u>3,585,427</u>	
			116,790,297		139,542,050
			352,311,847		367,983,121
II. ASSETS					
1. NON-CURRENT ASSETS					
(a) Fixed Assets	11				
(i) Tangible Assets		91,006,572		97,154,932	
(ii) Capital Work in Progress		-		482,778	
		<u>91,006,572</u>		<u>97,637,710</u>	
(b) Non Current Investment	12	833,577		847,665	
(c) Long term Loans and Advances	13	5,415,609		5,755,794	
(d) Other Non Current Assets	14	<u>647,427</u>		<u>1,739,455</u>	
			97,903,185		105,980,624
2. CURRENT ASSETS					
(a) Inventories	15	104,049,723		126,041,125	
(b) Trade Receivables	16	139,087,932		117,059,044	
(c) Cash and Bank Balances	17	7,345,321		9,546,022	
(d) Short Term Loans and Advances	18	<u>3,925,686</u>		<u>9,356,306</u>	
			254,408,662		262,002,497
			352,311,847		367,983,121

Significant Accounting Policies

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Other Disclosure Notes

27 to 41

Accompanying Notes are an integral part of the Financial Statements

As per our attached Report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For AJAY SHOBHA & Co.

Chartered Accountants

(Regn. No. 317031E)

(Hasmukh J. Shah)
Director(Manoj P. Mehta)
Director

(AJAY GUPTA)

Partner

M. No. 053071

(Pravin G. Shah)
Director(Kisan R. Choksey)
Director

Place : Mumbai

Date : 29th May, 2017(Venkitaraman Iyer)
Director(Bhavin P Rambhia)
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

	NOTE NO.	For the year ended 31 st March, 2017 (Amt. in ₹)	For the year ended 31 st March, 2016 (Amt. in ₹)
I. REVENUE FROM OPERATIONS			
(a) Sale of Products and Services (Gross)			
- Domestic		251,847,028	236,742,647
- Exports		67,815,675	78,756,883
		<u>319,662,703</u>	<u>315,499,530</u>
Less : Excise Duty / Service Tax		(30,233,515)	(25,101,891)
Less : VAT and CST		(6,793,887)	(6,521,855)
Sale of Products (Net)	19	<u>282,635,301</u>	<u>283,875,784</u>
(b) Other Income	20	<u>3,044,593</u>	<u>3,187,958</u>
TOTAL REVENUE		<u>285,679,894</u>	<u>287,063,742</u>
II. EXPENSES			
(a) Cost of Materials Consumed	21	173,440,774	190,695,057
(b) Changes in Inventories of Finished Goods and Work in Progress	22	9,177,938	(7,524,618)
(c) Employee Benefits Expenses	23	37,126,683	37,815,941
(d) Finance Costs	24	12,933,374	13,692,746
(e) Depreciation and Amortisation Expenses	11	11,373,067	11,346,392
(f) Other Expenses	25	<u>30,724,785</u>	<u>29,038,485</u>
TOTAL EXPENSES		<u>274,776,621</u>	<u>275,064,003</u>
III. PROFIT BEFORE EXTRAORDINARY ITEMS (I - II)		10,903,273	11,999,739
IV. Extraordinary Items			
Prior period adjustments (including excess provision for taxation written back)		<u>(1,310,349)</u>	<u>5,210</u>
V. PROFIT BEFORE TAX (III - IV)		<u>12,213,622</u>	<u>11,994,529</u>
VI. TAX EXPENSES			
(a) Current Tax		5,800,000	3,970,000
(b) Deferred Tax Asset		<u>(1,656,002)</u>	<u>(1,509,466)</u>
VII. PROFIT FOR THE YEAR (V - VI)		<u>8,069,624</u>	<u>9,533,995</u>
VIII. EARNINGS PER EQUITY SHARE			
(Face Value of ₹ 10/- each)	39		
Basic and Diluted (in ₹)		1.16	1.37
Significant Accounting Policies	26		
Other Disclosure Notes	27 to 41		
Accompanying Notes are an integral part of the Financial Statements			

As per our attached Report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For AJAY SHOBHA & Co.

Chartered Accountants
(Regn. No. 317031E)

(Hasmukh J. Shah)
Director

(Manoj P. Mehta)
Director

(AJAY GUPTA)
Partner
M. No. 053071

(Pravin G. Shah)
Director

(Kisan R. Choksey)
Director

Place : Mumbai
Date : 29th May, 2017

(Venkitaraman Iyer)
Director

(Bhavin P Rambhia)
Company Secretary

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

	For the year ended 31 st March, 2017		For the year ended 31 st March, 2016	
	(Amt. in ₹)	(Amt. in ₹)	(Amt. in ₹)	(Amt. in ₹)
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit before tax and extraordinary items		10,903,273		11,999,739
Adjusted for :				
Depreciation	11,461,607		11,346,392	
Extra Ordinary Items	1,310,349		(5,210)	
Interest Income	(1,382,178)		(1,439,748)	
Interest Expense	11,217,966		11,727,582	
Revaluation Reserve Written off	(88,540)		-	
Revaluation Adjustment	-		2,008	
		<u>22,519,204</u>		<u>21,631,024</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		33,422,477		33,630,763
Changes in Working Capital				
Trade Receivables	(22,028,888)		(25,147,991)	
Inventories	21,991,402		(12,360,916)	
Long Term Provisions	236,324		1,577,959	
Short Term Loans and Advances	5,430,620		(3,569,827)	
Other Current Liabilities	(402,125)		(159,622)	
Short Term Provisions	(1,806,695)		(2,091,777)	
Other Long Term Liabilities	(67,500)		-	
Long Term Loans and Advances	340,185		(376,025)	
Other Non Current Assets	1,092,028		(1,099,854)	
Trade Payables	(17,812,004)		22,005,515	
		<u>(13,026,653)</u>		<u>(21,222,538)</u>
Cash Used in Operating Activities		<u>20,395,824</u>		<u>12,408,225</u>
Direct Taxes paid (net)		<u>(2,297,794)</u>		<u>(1,446,531)</u>
CASH GENERATED FROM OPERATIONS		18,098,030		10,961,694
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Fixed Assets	(4,830,469)		(4,620,302)	
Sale of Fixed Asset	-		39,765	
Capital Work in Progress	-		(23,115)	
Interest Income	1,382,178		1,439,748	
Investment	14,088		-	
Revaluation Adjustment	-		(2,008)	
		<u>(3,434,203)</u>		<u>(3,165,912)</u>
C. CASH FLOW FROM FINANCIAL ACTIVITIES				
Long Term Borrowings	586,573		(277,237)	
Working Capital Borrowings	(6,233,135)		2,414,389	
Interest paid	(11,217,966)		(11,727,582)	
		<u>(16,864,528)</u>		<u>(9,590,430)</u>
Net Increase/(Decrease) in Cash and cash Equivalents (A+B+C)		<u>(2,200,701)</u>		<u>(1,794,648)</u>
Cash and Cash Equivalents as at 01-04-2016		<u>9,546,022</u>		<u>11,340,670</u>
Cash and Cash Equivalents as at 31-03-2017		<u><u>7,345,321</u></u>		<u><u>9,546,022</u></u>

Note : The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting Standard - 3 on Cash Flow Statement.

As per our attached Report of even date

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For AJAY SHOBHA & Co.

Chartered Accountants
(Regn. No. 317031E)

(Hasmukh J. Shah)
Director

(Manoj P. Mehta)
Director

(AJAY GUPTA)
Partner
M. No. 053071

(Pravin G. Shah)
Director

(Kisan R. Choksey)
Director

Place : Mumbai
Date : 29th May, 2017

(Venkitaraman Iyer)
Director

(Bhavin P Rambhia)
Company Secretary

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March, 2017 (Amt. in ₹)	As at 31st March, 2016 (Amt. in ₹)
NOTE 1 : SHARE CAPITAL		
AUTHORISED		
10,000,000 Equity Shares of ₹ 10/- each	100,000,000	100,000,000
4,050,000 2% Redeemable Optionally Convertible Cumulative Preference Shares of Rs.10/- each	<u>40,500,000</u>	<u>40,500,000</u>
	<u>140,500,000</u>	<u>140,500,000</u>
ISSUED, SUBSCRIBED AND FULLY PAID UP		
6,957,240 Equity Shares of Rs.10/- each	69,572,400	69,572,400
4,050,000 2% Redeemable Optionally Convertible Cumulative Preference shares of Rs.10/- each	<u>40,500,000</u>	<u>40,500,000</u>
TOTAL	<u>110,072,400</u>	<u>110,072,400</u>

1.1) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.**Equity Shares**

	As at 31st March, 2017		As at 31st March, 2016	
	Number	(Amt. in ₹)	Number	(Amt. in ₹)
At the beginning of the period	6957240	69,572,400	6957240	69,572,400
Add : issued during the period	-	-	-	-
Less : bought back during period	-	-	-	-
Outstanding at the end of the period	<u>6957240</u>	<u>69,572,400</u>	<u>6957240</u>	<u>69,572,400</u>

Preference Shares

	As at 31st March, 2017		As at 31st March, 2016	
	Number	(Amt. in ₹)	Number	(Amt. in ₹)
At the beginning of the period	4050000	40,500,000	4050000	40,500,000
Add : issued during the period	-	-	-	-
Less : bought back during period	-	-	-	-
Outstanding at the end of the period	<u>4050000</u>	<u>40,500,000</u>	<u>4050000</u>	<u>40,500,000</u>

1.2) Terms / rights attached to Equity Shares

The Company has only one class of equity share having par value of Rs.10/- per share. Each holder of equity share is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. During the year ended 31st March, 2017, the amount of dividend per share recognized as distribution to equity share holders was Nil (31st March, 2016 : Nil). In event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

There are no bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

1.3) Terms of redemption of Preference Shares

40,50,000 2% Redeemable Optionally Convertible Cumulative Preferences were issued to the erstwhile shareholders of Orient Semiconductors Pvt. Ltd. pursuant to the scheme of Amalgamation. Each preference share is entitled for cumulative preference dividend of 2% p.a. and redeemable on or before 21st September, 2024. In event of liquidation of the Company before redemption, the holder of preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

1.4) Shareholder's holding more than 5% Equity shares of the Company :

Name of the Shareholder	As at 31 st March, 2017		As at 31 st March, 2016	
	No. of shares	%	No. of shares	%
Mrs. Bhavna H. Mehta	4,724,583	67.91	4,724,583	67.91

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

	As at 31st March, 2017 (Amt. in ₹)	As at 31st March, 2016 (Amt. in ₹)
NOTE 2 : RESERVES AND SURPLUS		
(a) REVALUATION RESERVE		
As per Last Balance Sheet	88,540	90,548
Less: Utilised / Transferred during the year	<u>88,540</u>	<u>2,008</u>
Closing Balance	-	88,540
(b) CAPITAL RESERVE		
Balance at the beginning and end of the year	2,396,456	2,396,456
(c) CASH SUBSIDY RESERVE		
Balance at the beginning and end of the year	323,500	323,500
(d) AMALGAMATION RESERVE		
Balance at the beginning and end of the year	4,359,936	4,359,936
(e) SURPLUS IN STATEMENT OF PROFIT AND LOSS		
As per Last Balance Sheet	66,844,478	57,310,483
Add : Profit for the year	<u>8,069,624</u>	<u>9,533,995</u>
Closing Balance	<u>74,914,102</u>	<u>66,844,478</u>
TOTAL	<u><u>81,993,994</u></u>	<u><u>74,012,910</u></u>
NOTE 3 : LONG TERM BORROWINGS		
SECURED		
Vehicle Loan from Bank	805,742	219,169
UN-SECURED		
Loan from a Director	<u>18,401,997</u>	<u>18,401,997</u>
TOTAL	<u><u>19,207,739</u></u>	<u><u>18,621,166</u></u>
Vehicle Loan from State Bank of India is secured by hypothecation of Vehicle.		
NOTE 4 : DEFERRED TAX LIABILITY		
Deferred Tax Liability	15,393,181	17,049,183
TOTAL	<u><u>15,393,181</u></u>	<u><u>17,049,183</u></u>
NOTE 5 : OTHER LONG TERM LIABILITIES		
OTHER PAYABLES		
Trade / Security Deposit received	125,000	192,500
TOTAL	<u><u>125,000</u></u>	<u><u>192,500</u></u>

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

	As at 31st March, 2017 (Amt. in ₹)	As at 31st March, 2016 (Amt. in ₹)
NOTE 6 : LONG TERM PROVISIONS		
PROVISIONS FOR EMPLOYEE BENEFITS		
(a) Provision for Gratuity	8,023,625	7,784,674
(b) Provision for Compensated Absences	705,611	708,238
TOTAL	8,729,236	8,492,912

NOTE 7 : SHORT TERM BORROWINGS

SECURED

Cash Credit from a Bank	61,715,120	67,948,255
TOTAL	61,715,120	67,948,255

Cash credit from State Bank of India is secured by hypothecation of stocks and current assets as primary security and by first charge on Land and Building under Survey Nos. 338/P1, 338/P2, 338/P3 and 338/P4 situated at Baska, Taluka Halol, District Panchmahals and hypothecation of entire plant and machinery and other fixed assets both present and future, as collateral security to the bank. The said facility is further secured by lien on STDR of ₹ 55 Lacs kept with the bank.

NOTE 8 : TRADE PAYABLE

Others than Micro, Small and Medium Enterprises	43,738,393	61,550,397
TOTAL	43,738,393	61,550,397

NOTE 9 : OTHER CURRENT LIABILITIES

(a) Un-paid/ Unclaimed Dividends	729,578	741,483
(b) Other Payable	3,808,486	4,616,142
(c) Statutory Remittances	1,517,782	1,100,346
TOTAL	6,055,846	6,457,971

9.1) There are no amounts due and outstanding to be credited to Investor Education and Protection Fund as at 31st March, 2017. These amounts shall be credited to the Fund as and when they become due.

9.2) Statutory Remittances include amount due and payable to various Government and statutory authorities.

NOTE 10 : SHORT TERM PROVISIONS

(a) Provision for Employee Benefits	1,778,732	1,061,958
(b) Provision for Tax (net of Advance Tax)	3,502,206	2,523,469
TOTAL	5,280,938	3,585,427

Provision for employee benefits include provision for bonus and ex-gratia.

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

NOTE 11 : FIXED ASSETS

(Amt in ₹)

Sr. No.	Particulars	GROSS BLOCK (at cost)			DEPRECIATION				NET BLOCK		
		As at 01.04.2016	Additions during the year	Deductions during the year	As at 31.03.2017	As at 01.04.2016	Deductions during the year	For the year	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
1	FREEHOLD LAND	3,589,950	-	-	3,589,950	-	-	-	-	3,589,950	3,589,950
2	BUILDINGS	24,282,073	909,947	-	25,192,020	12,943,024	499,404	13,442,428	11,749,592	11,339,049	11,339,049
3	PLANT AND MACHINERY	185,902,625	2,263,579	-	188,166,204	109,625,195	9,354,907	118,980,102	69,186,102	76,277,430	76,277,430
4	DIES AND MOULDS	4,912,162	-	-	4,912,162	4,341,519	118,636	4,460,155	452,007	570,643	570,643
5	ELECTRICAL INSTALLATION AND FITTINGS	4,383,422	-	-	4,383,422	3,561,871	116,482	3,678,353	705,069	821,551	821,551
6	AIR CONDITIONERS AND WATER COOLERS	2,732,143	178,811	-	2,910,954	2,017,435	256,347	2,273,782	637,172	714,708	714,708
7	VEHICLES	3,155,827	957,697	-	4,113,524	2,297,388	360,458	2,657,846	1,455,678	858,439	858,439
8	OFFICE EQUIPMENTS	6,337,520	808,805	-	7,146,325	5,194,330	472,487	5,666,817	1,479,508	1,143,190	1,143,190
9	FURNITURE AND FIXTURES	7,195,935	194,408	-	7,390,343	5,355,963	282,886	5,638,849	1,751,494	1,839,972	1,839,972
	TOTAL	242,491,657	5,313,247	-	247,804,904	145,336,725	11,461,607	156,798,332	91,006,572	97,154,932	97,154,932
	PREVIOUS YEAR	237,911,120	4,620,302	39,765	242,491,657	134,022,675	11,348,400	145,336,725	-	482,778	482,778
	CAPITAL WORK IN PROGRESS										
	GRAND TOTAL								91,006,572	97,637,710	97,637,710

11.1) Gross Block of Fixed Assets includes Land, Building and Machinery which have been revalued on 30/05/1986 for ₹ 2,029,839/-

11.2) Depreciation on revalued assets has been adjusted against Revaluation reserve.

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

	As at 31st March, 2017 (Amt. in ₹)	As at 31st March, 2016 (Amt. in ₹)
NOTE 12 : NON CURRENT INVESTMENT		
(At Cost)		
2,07,084 (Previous Year 2,10,584) Equity Shares of ₹ 10/- each of the Company held in trust pursuant to the scheme of amalgamation of which Company is the sole beneficiary.		
TOTAL	<u><u>833,577</u></u>	<u><u>847,665</u></u>
NOTE 13 : LONG TERM LOANS AND ADVANCES		
Security Deposits (Un-secured, Considered Good)		
TOTAL	<u><u>5,415,609</u></u>	<u><u>5,755,794</u></u>
NOTE 14 : OTHER NON CURRENT ASSETS		
(a) Accruals (Unsecured considered good)		
Interest Accrued on deposits	397,427	1,489,455
(b) Others (Un-secured considered good)		
Compensation Receivable	250,000	250,000
TOTAL	<u><u>647,427</u></u>	<u><u>1,739,455</u></u>
NOTE 15 : INVENTORIES		
(For mode of valuation refer Note No. 26 [f])		
(a) Raw Materials	40,336,318	53,149,782
(b) Work-in-Progress	61,840,079	70,845,978
(c) Finished Goods	1,873,326	2,045,365
TOTAL	<u><u>104,049,723</u></u>	<u><u>126,041,125</u></u>
NOTE 16 : TRADE RECEIVABLES		
(a) Trade Receivables outstanding for a period exceeding six months from the date they are due for payment (Un-secured, considered good)	16,415,819	11,501,616
Less: Provision for doubtful trade receivables	<u>3,831,278</u>	<u>3,831,278</u>
	12,584,541	7,670,338
(b) Others	<u>126,503,391</u>	<u>109,388,706</u>
TOTAL	<u><u>139,087,932</u></u>	<u><u>117,059,044</u></u>
NOTE 17 : CASH AND BANK BALANCES		
Cash and Cash Equivalents		
(i) Cash on hand	68,693	54,628
(ii) Balances with Banks		
- In Current Accounts	247,050	987,041
- In Unpaid Dividend Accounts	729,578	741,483
- In Deposit Accounts	<u>6,300,000</u>	<u>7,762,870</u>
TOTAL	<u><u>7,345,321</u></u>	<u><u>9,546,022</u></u>
Fixed Deposits with the Bank have been kept as per the terms of sanction, as collateral security / margin money and a lien thereon has been marked by the said bank.		
NOTE 18 : SHORT TERM LOANS AND ADVANCES		
(unsecured, considered good unless otherwise stated)		
(a) Advance to Suppliers	900,462	1,379,410
(b) Advance to Employees	91,530	295,568
(c) Prepaid Expenses	663,258	587,946
(d) Balance with Government Authorities		
- CENVAT Credit receivable	1,518,440	4,454,397
- Service Tax receivable	205,064	1,492,812
- Advance Income Tax	<u>546,932</u>	<u>1,146,173</u>
TOTAL	<u><u>3,925,686</u></u>	<u><u>9,356,306</u></u>

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

	2016-17 (Amt. in ₹)	2015-16 (Amt. in ₹)
NOTE 19 : REVENUE FROM OPERATIONS		
(a) Semiconductor Devices	236,445,634	224,972,332
(b) Power Rectifier Assemblies	42,719,862	49,375,378
(c) Others	3,469,805	9,528,074
TOTAL	<u>282,635,301</u>	<u>283,875,784</u>
NOTE 20 : OTHER INCOME		
(a) Interest Income	1,382,178	1,439,748
(b) Labour Charges	174,337	361,832
(c) Liabilities/ Provisions (no longer required) written back	-	33,403
(d) Net gains on Foreign Currency Transactions	454,830	679,193
(e) Miscellaneous Receipts	1,033,248	673,782
TOTAL	<u>3,044,593</u>	<u>3,187,958</u>
NOTE 21 : COST OF RAW MATERIALS CONSUMED		
Opening Stock	53,149,782	48,313,484
Add : Purchases	160,627,310	195,531,355
	213,777,092	243,844,839
Less : Closing Stock	40,336,318	53,149,782
TOTAL	<u>173,440,774</u>	<u>190,695,057</u>
NOTE 22 : CHANGE IN INVENTORIES OF FINISHED GOODS AND WORK IN PROGRESS		
OPENING STOCK		
(a) Work in Progress	70,845,978	61,485,912
(b) Finished Goods	2,045,365	3,880,813
	<u>72,891,343</u>	<u>65,366,725</u>
CLOSING STOCK		
(a) Work in Progress	61,840,079	70,845,978
(b) Finished Goods	1,873,326	2,045,365
	<u>63,713,405</u>	<u>72,891,343</u>
	<u>9,177,938</u>	<u>(7,524,618)</u>
NOTE 23 : EMPLOYEE BENEFITS EXPENSES		
(a) Salaries, Wages and Bonus	32,686,592	32,270,624
(b) Contribution to Provident and other Funds	3,364,151	4,536,750
(c) Staff Welfare Expenses	1,075,940	1,008,567
TOTAL	<u>37,126,683</u>	<u>37,815,941</u>
NOTE 24 : FINANCE COST		
(a) Interest Expenses	11,217,966	11,727,582
(b) Other Borrowing Costs	1,715,408	1,965,164
TOTAL	<u>12,933,374</u>	<u>13,692,746</u>

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

	2016-17 (Amt. in ₹)	2015-16 (Amt. in ₹)
NOTE 25 : OTHER EXPENSES		
(I) OPERATING EXPENSES		
(a) Packing Materials	1,860,832	2,239,300
(b) Freight and Forwarding	3,277,604	2,493,913
(c) Power and Fuel	6,597,330	6,349,113
(d) Rent including Lease Rentals	1,093,432	1,102,668
(e) Repairs and Maintenance to :		
- Building	715,787	788,821
- Machinery	241,059	190,995
- Others	168,430	282,073
(f) Insurance	472,969	457,155
(g) Rates and Taxes	411,438	993,750
	<u>14,838,881</u>	<u>14,897,788</u>
(II) ADMINISTRATIVE & OTHER EXPENSES		
(a) Telephone Expenses	568,940	548,561
(b) Travelling and Conveyance	4,241,100	3,467,513
(c) Printing and Stationery	506,058	641,749
(d) Discount and Commission	97,210	824,809
(e) Advertisement and Sales Promotional Expenses	732,721	653,384
(f) Donation and Contributions	10,000	10,501
(g) Legal and Professional Charges	5,861,256	4,613,941
(h) Directors' Sitting Fees	125,000	90,000
(i) Auditors' Remuneration	80,000	80,000
(j) Miscellaneous Expenses	3,663,619	3,210,239
	<u>15,885,904</u>	<u>14,140,697</u>
TOTAL	<u><u>30,724,785</u></u>	<u><u>29,038,485</u></u>

NOTE 26 : SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation of Financial Statements :

The financial statements of the Company have been prepared and presented under the historical cost convention, on the accrual basis of accounting in accordance with the accounting principles generally accepted in India ('Indian GAAP') and comply with the Accounting standards prescribed in the Companies (Accounting Standards) Rules, 2006 which continue to apply under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Act. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalent, the Company has ascertained its operating cycle to be 12 months for the purpose of current and non-current classification of assets and liabilities.

(b) Use of Estimates :

The preparation of the financial statements in conformity with Indian GAAP requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosures of contingent liabilities at the end of reporting period. Differences between actual results and estimates are recognized in the period in which the results are known/materialized.

(c) Fixed Assets :

Fixed assets are stated at the cost of acquisition less accumulated depreciation and impairment loss, if any (except for Land, Building and Machinery which had been revalued on 30th May, 1986). Cost of fixed assets includes taxes (other than those subsequently recoverable from tax authorities), duties, freight and any other costs directly attributable for bringing the asset to its working condition and other indirect costs specifically attributable to the acquisition or construction of the respective assets.

(d) Depreciation :

Depreciation on Fixed Assets has been provided on straight line method with reference to the economic useful life of its fixed assets as prescribed in Schedule II to the Companies Act, 2013 except in case of Dies and Moulds where as per the management estimate the useful life is considered as 8 years. Depreciation on addition to assets or on sale/discardment of assets is calculated on pro-rata basis from the month of such addition or upto the month of such sale/discardment, as the case may be.

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

Assets costing less than ₹ 5,000/- are fully depreciated in the year of purchase. Depreciation method, useful life and residual value are reviewed periodically.

(e) Borrowing Costs :

Interest and other costs incurred in connection with the borrowing of funds are charged to revenue on accrual basis.

(f) Inventories :

Inventories of Raw Materials, Work in Progress and Finished Goods are stated at cost or net realizable value, whichever is lower. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including overheads incurred in bringing them to their respective present location and condition. Cost of Inventory is determined on First-in-First-out basis. The excise duty in respect of closing inventory of finished goods is included as part of finished goods.

(g) Revenue Recognition :

Revenue is recognized to the extent that is possible that the economic benefits will flow to the Company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized :

- (i) Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer on delivery of the goods. The Company collects sales taxes and value added taxes (VAT) on behalf of the Government and therefore, these are not economic benefits flowing to the Company. Hence, they are excluded from revenue. Excise duty deducted from revenue (gross) is the amount that is included in the revenue (gross) and not the entire amount of liability arising during the year.
- (ii) Export benefits under Duty Drawback Scheme is estimated and accounted for in the year of export.
- (iii) Revenue from services is recognised on rendering of services in accordance with the contractual arrangements.
- (iv) Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

(h) Employee Benefits :

- (i) Employee benefits such as salaries, allowances, non-monetary benefits and employee benefits under defined contribution plans such as provident fund and other funds, which fall due for payment within a period of twelve months after rendering service, are charged as expense to the Statement of Profit and Loss in the period in which the service is rendered.
- (ii) Employee benefits under defined benefit plans, such as compensated absences and gratuity which fall due for payment after a period of twelve months from rendering service or after completion of employment, are measured on the basis of actuarial valuation carried out by third party actuaries at each balance sheet date. The Company's obligations recognized in the balance sheet represent the present value of obligations as reduced by the fair value of plans assets, where applicable. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

(i) Foreign Currency Transactions :

(i) Initial Recognition :

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount, the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

(ii) Conversion :

Foreign currency monetary items are reported at the rate prevailing on the balance sheet date.

(iii) Exchange Differences :

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognized as income or expense in the period in which they arise.

(j) Taxation :

Current tax is measured at the amount expected to be paid to the revenue authorities, using the applicable tax rates and laws. Deferred tax for timing differences between the book and taxable Income for the year is accounted for using the tax rates and laws that have been enacted or substantively enacted as of the balance sheet date. Deferred Tax Assets arising from temporary timing differences are recognized to the extent there is reasonable certainty that the assets can be realized in future and the same is reviewed at each Balance Sheet date.

Minimum Alternate Tax (MAT) Credit is recognized 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. In the year in which the MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal Income Tax during the specified period.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS (Cont'd.....)
(k) Provisions, Contingent Liabilities and Contingent Assets :

Provisions are recognized when there is a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation and there is a reliable estimate of the amount of obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date and are not discounted to its present value.

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 or a reliable estimate of amount cannot be made.

Contingent assets are neither recognised nor disclosed in the financial statements.

(l) Segment Reporting :

The Company is considered to be a single segment Company engaged in manufacture of Power Electronics products. Consequently, the Company has in its primary segment only one reportable business segment as prescribed in Accounting Standard 17 (AS-17) "Segment Reporting" issued by ICAI.

(m) Impairment of Assets :

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of assets exceeds the recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior accounting periods is reversed if there has been change in the estimate of the recoverable amount.

(n) Investments :

Non current investments are stated at cost. Provision for diminution in the value of Non Current Investments is made only if such a decline is other than temporary.

(o) Cash and Cash Equivalents :

Cash and cash equivalents include cash and cheques in hand, bank balances and term/demand deposits with banks.

(p) Earnings Per Share :

The Basic and Diluted Earnings Per Share ("EPS") is computed by dividing the profit after tax for the year by weighted average number of equity shares outstanding during the year.

	As at 31st March, 2017 (Amt. in ₹)	As at 31st March, 2016 (Amt. in ₹)
OTHER DISCLOSURE NOTES : 27 to 41		
NOTE 27 : CONTINGENT LIABILITIES		
Contingent Liabilities not provided for in respect of :		
Performance Guarantee issued by Bank	1,693,855	1,260,914

NOTE 28 : EMPLOYEE BENEFITS

Disclosure as required by Accounting Standard 15

(a) The amount recognized in the Statement of Profit and Loss are as follows :

DEFINED BENEFIT PLAN

Gratuity	2016-17 (Amt. in ₹)	2015-16 (Amt. in ₹)
Current service cost	1,200,927	2,209,142
Leave Encashment	2016-17 (Amt. in ₹)	2015-16 (Amt. in ₹)
Current service cost	72,533	170,028
Provident Fund	2016-17 (Amt. in ₹)	2015-16 (Amt. in ₹)
Current service cost	1,279,031	1,324,894

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

(b) The amount recognized in the Balance Sheet are as follows :

Particulars	Gratuity (Amt. in ₹)	
	As at 31st March, 2017	As at 31st March, 2016
Opening defined benefits	7,784,674	6,276,251
Current service cost	1,200,927	2,209,142
Benefits paid during the year	961,976	700,719
Closing defined benefit obligation (as per actuarial valuation)	8,023,625	7,784,674

Particulars	Leave Encashment (Amt. in ₹)	
	As at 31st March, 2017	As at 31st March, 2016
Opening defined benefits	708,238	638,702
Current service cost	72,533	170,028
Benefits paid during the year	75,160	100,492
Closing defined benefit obligation (as per actuarial valuation)	705,611	708,238

During the year, the Company was not required to make any contribution under the Scheme of Group Gratuity with Life Insurance Corporation of India (LIC) as per the deferred plan of contribution sanctioned by LIC. The total fund requirements is worked out by LIC at ₹ 14,65,574/- to administer total Gratuity Liability of the Company.

NOTE 29 : RELATED PARTY TRANSACTIONS

Information on related party transactions as required by Accounting Standard 18

I. LIST OF RELATED PARTIES :

Key Managerial Personnel: Mrs. Bhavna H. Mehta

(Related party relationship is as identified by the Company and relied upon by the Auditors)

II. TRANSACTIONS WITH RELATED PARTIES :

	2016-17 (Amt. in ₹)	2015-16 (Amt. in ₹)
Expenses :		
Interest	2,300,256	2,300,256
Rent	720,000	720,000
Outstandings :		
Unsecured Loans (Payable)	18,401,997	18,401,997
Security Deposit (Receivable)	500,000	500,000

NOTE 30 : AUDITORS' REMUNERATION

Statutory Audit Fees	57,000	57,000
Tax Audit Fees	23,000	23,000
	<u>80,000</u>	<u>80,000</u>

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

	2016-17 (Amt. in ₹)	2015-16 (Amt. in ₹)
NOTE 31 : MATERIALS CONSUMED		
(i) Copper, Bases, Wires and Sheets etc.	42,473,460	43,410,526
(ii) Diodes, SCR parts and components, Ceramic Housings, Moly Discs, Tungsten and Silicon Diffused Chips, etc.	77,265,307	91,680,373
(iii) Power Equipments, Sub-assemblies, Transformers, Switches, etc.	21,633,295	24,224,321
(iv) Hardware Components, Bakelite and Fibre Sheet Rods and Boxes etc.	24,589,451	16,955,350
(v) Others	7,479,261	14,424,487
	<u>173,440,774</u>	<u>190,695,057</u>
NOTE 32 : STOCK OF GOODS PRODUCED		
OPENING STOCK		
Semiconductor Diodes/ Rectifiers	<u>2,045,365</u>	<u>3,880,813</u>
	<u>2,045,365</u>	<u>3,880,813</u>
CLOSING STOCK		
Semiconductor Diodes/ Rectifiers	<u>1,873,326</u>	<u>2,045,365</u>
	<u>1,873,326</u>	<u>2,045,365</u>
NOTE 33 : C.I.F. VALUE OF IMPORTS		
Raw Materials, Components and Spares	<u>73,506,105</u>	<u>86,414,026</u>
NOTE 34 : EXPENDITURE IN FOREIGN CURRENCY		
Foreign Bank and other Charges	<u>1,102,252</u>	<u>1,362,060</u>
NOTE 35 : EARNINGS IN FOREIGN CURRENCY		
F.O.B. value of Exports	<u>67,815,675</u>	<u>78,756,883</u>

NOTE 36 : DISCLOSURE UNDER THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

Based on the information available with the Company and further clarification sought from all the suppliers, none of the suppliers are registered / covered under the Micro, Small and Medium Enterprises Development Act, 2006.

NOTE 37 : INCOME TAX AND SALES TAX ASSESSMENTS

Income Tax assessments have been completed upto the Assessment Year 2013-14 and adjustments in the accounts have been made upto the said Assessment year.

Sales tax assessments have been completed upto 31st March, 2013.

NOTE 38 : UNPAID AND UNCLAIMED DIVIDENDS

Unclaimed dividends of ₹ 7,29,578/- are lying in Unpaid Dividend Account of the Company awaiting Dividend claims from the shareholders for the Financial Year 2009-10; 2010-11; 2011-12 and 2012-13. In terms of Section 124 of the Companies Act, 2013 read with the Companies (Declaration & Payment of Dividend) Rules, 2014, any dividend remaining unpaid/unclaimed for a period of seven years, needs to be transferred to the Investor Education and Protection Fund (IEPF). Shareholders who have not received Dividend for Financial Year 2009-10; 2010-11; 2011-12 and 2012-13 are hereby requested to ensure that they claim the dividend(s) from our Registrar and Transfer Agents – M/s Adroit Corporate Services Pvt. Ltd. before the said amount is transferred to the Investor Education and Protection Fund.

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

FINANCIAL YEAR	TYPE OF DIVIDEND	LAST DATE FOR CLAIMING UNPAID DIVIDEND
2009-10	FINAL DIVIDEND	22/08/2017
2010-11	FINAL DIVIDEND	26/09/2018
2011-12	FINAL DIVIDEND	24/09/2019
2012-13	FINAL DIVIDEND	12/08/2020

NOTE 39 : EARNINGS PER SHARE

PARTICULARS	2016-17	2015-16
Net Profit attributable to equity shareholders (Amt. in ₹)	80,69,624	95,33,995
Weighted average number of equity shares outstanding	6,957,240	6,957,240
Basic and diluted earnings per share (Amt. in ₹)	1.16	1.37
Face value per equity share (Amt. in ₹)	10	10

NOTE 40 :

Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November, 2016 to 30th December, 2016 as provided in the table below : (Amt. in ₹)

PARTICULARS	Specified Bank Notes (SBN)	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	830,500	226,042	1,056,542
(+) Permitted receipts	-	649,000	649,000
(-) Permitted payments	-	362,189	362,189
(-) Amount deposited in Banks	830,500	-	830,500
Closing cash in hand as on 30.12.2016	-	512,853	512,853

NOTE 41 :

The financial statements are prepared under Schedule III of the Companies Act, 2013. Accordingly, the previous year's figures have been re-grouped/ re-classified to conform to the current year's classification.

As per our attached Report of even date
SIGNATURES TO NOTES '1' to '41'

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

For AJAY SHOBHA & Co.
Chartered Accountants
(Regn. No. 317031E)

(Hasmukh J. Shah)
Director

(Manoj P. Mehta)
Director

(AJAY GUPTA)
Partner
M. No. 053071

(Pravin G. Shah)
Director

(Kisan R. Choksey)
Director

Place : Mumbai
Date : 29th May, 2017

(Venkitaraman Iyer)
Director

(Bhavin P Rambhia)
Company Secretary



160V, 1400A, 12 PULSE THYRISTOR BASED RECTIFIER SYSTEM FOR ELECTRO CHLORINATION PROCESS FOR SUPPLY TO MUNICIPAL CORPORATION.



RUTTONSHA

INTERNATIONAL RECTIFIER LIMITED

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