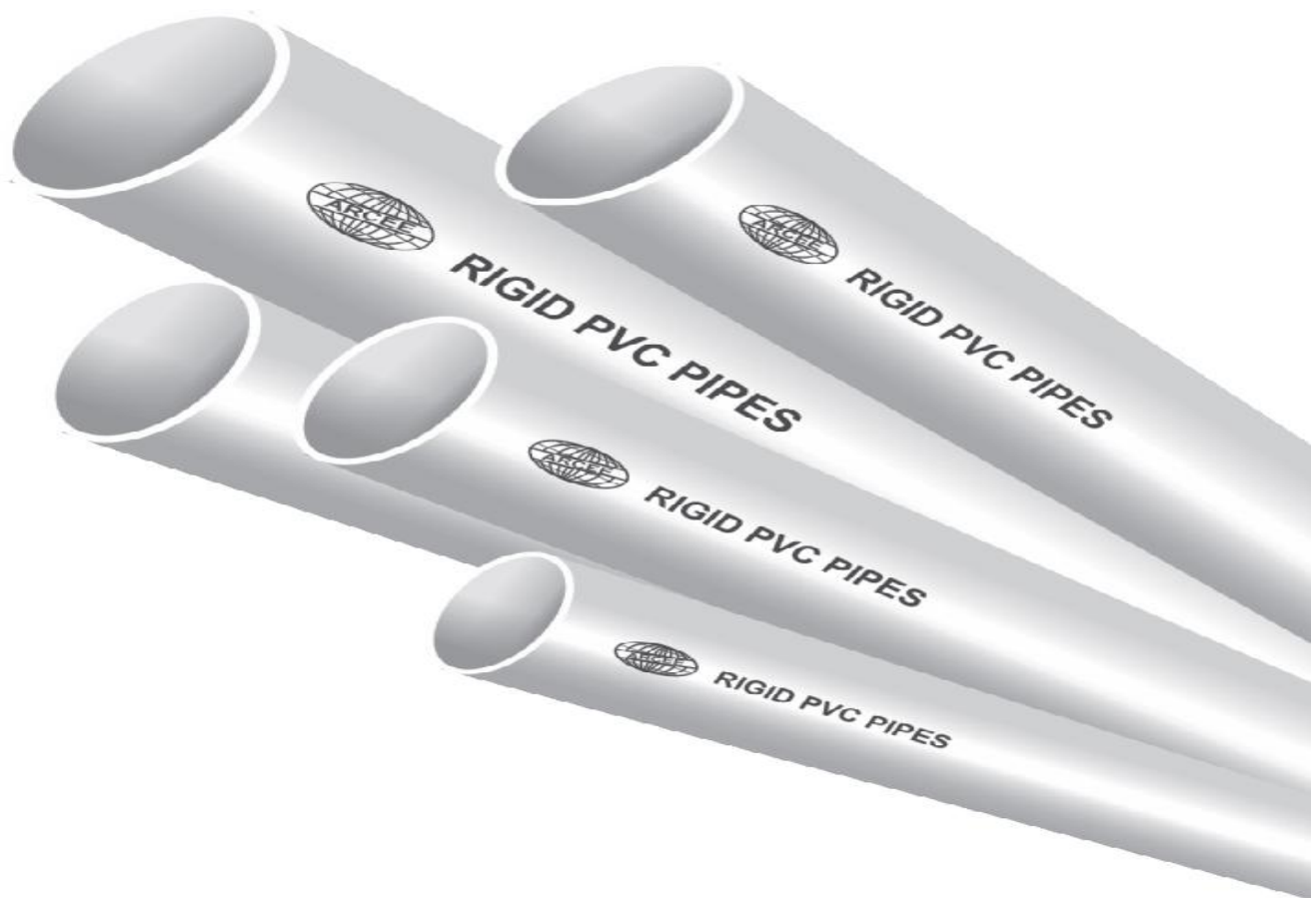


26th ANNUAL REPORT

2017-2018



ARCEE INDUSTRIES LIMITED

BOARD OF DIRECTORS

SH. RAMESH CHANDER GUPTA
SMT. KRISHNA GUPTA
SH. S. P. KANODIA
SH. MANOJ GOYAL
SH. PANKAJ AGARWAL
SH. OM PARKASH

CHAIRMAN & WHOLE TIME DIRECTOR (DIN – 00284823)
DIRECTOR (DIN – 00284849)
DIRECTOR (DIN – 00284918)
DIRECTOR (DIN – 00067155)
DIRECTOR (DIN – 00020220)
CHIEF FINANCIAL OFFICER

AUDITORS

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

REGD. OFFICE & WORKS

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

REGISTRAR & SHARE TRANSFER AGENT

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

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NOTICE

NOTICE is hereby given that the '**26th ANNUAL GENERAL MEETING**' of members of ARCEE INDUSTRIES LIMITED (CIN L29120HR1992PLC031681) will be held on Saturday, the 29th day of September, 2018 at 10.00 A.M. at the Registered office of the Company at 7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001 to transact the following business :-

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the year ended 31st March, 2018, together with the Report of the Directors and Auditors' thereon.
2. To appoint a director in place of Sh. Ramesh Chander Gupta (DIN - 00284823), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution :-

"RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of Sections 196, 197 and any other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Schedule V to the Act and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and subject to such other approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for the appointment of Mrs. Krishna Gupta (DIN-00284849), as Whole-time Director of the Company; being liable to retire by rotation; for a period of three years with effect from May 30, 2018 to May 29, 2021 on the terms and conditions as specified herein-below, as follows:

- a) Salary: Rs. 10,000/- per month.
- b) Perquisites : As per Statutory Laws.

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

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

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

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

RESOLVED FURTHER that Mr. Ramesh Chander Gupta, Director of the Company be and are hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution."

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

“RESOLVED that pursuant to section 196(3) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted for ratification of holding of office of Whole Time Director of the company by Sh. Ramesh Chander Gupta (DIN-00284823) even after attaining the age of 70 years and retired on 21.01.2018.”

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

BY ORDER OF THE BOARD

REGISTERED OFFICE

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

Date : 30th May, 2018

**Om Parkash
Chief Financial Officer**

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

NOTES :-

1. **A member entitled to attend and vote at the Annual General Meeting (the ‘Meeting’) is entitled to appoint a proxy to attend and vote on a poll, instead of her/him and the proxy need not be a Member of the Company. The instrument appointing proxy should, however, be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Meeting.**

A proxy form is sent herewith. Pursuant to the provision of section 105 of the Companies Act 2013, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10 (ten) percent of the total share capital of the Company. Provided that a member holding more than 10 (Ten) percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as proxy for any other member.

2. Members/Proxies should fill in the Attendance Slip for attending the Meeting and bring their Attendance Slips along with their copy of the Annual Report to the Meeting.
3. The Company's Register of Members and Transfer Books will remain closed from **Wednesday, September 19, 2018 to Saturday, September 29, 2018** (both days inclusive).
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.

6. Members who hold shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold share(s) in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting to facilitate identification of membership at the Meeting.
7. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days viz. Monday to Friday, between 11.00 A.M. and 1.00 P.M. from dispatch of notice till the date of the Meeting or any adjournment(s) thereof.
8. Appointment of Directors: At the ensuing Annual General Meeting, Sh. Ramesh Chander Gupta is retiring by rotation, being eligible, is offering himself for re appointment.
9. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be obtained from the Company's Registrar.
10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically.
11. Shareholders seeking any information or clarification on the accounts are requested to send written queries to the Company, at least 10 days before the date of the meeting, to enable the management to keep the required information available at the meeting.
12. The Notice of the AGM alongwith the Annual Report 2017-18 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
13. Instructions and other information relating to remote e-voting are as under:
 - I. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
 - II. The facility for voting through ballot paper system shall also be made available at the venue of the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through above voting system.
 - III. The members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
 - IV. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Agency to provide e-voting facility.
 - V. The Board of Directors has appointed Mr. Vishesh Kumar, Practising Chartered Accountant (Membership No. 091914), as Scrutinizer to scrutinize the remote e-voting and voting through ballot paper at the meeting in a fair and transparent manner.
 - VI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. September 22, 2018 only shall be entitled to avail the facility of remote e-voting or voting by ballot paper at the meeting.

- VII. You can also update your mobile number and e-mail addresses in the user profile details of the folio which may be used for sending future communication(s).
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. September 22, 2018.
- IX. Any person, who become a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 22, 2018 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or RTA.
- X. The remote e-voting period commences on September 26, 2018 (10:00 am) and ends on September 28, 2018 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 22, 2018 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- XI. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than two days of conclusion of the meeting, make a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith. The results declared along with the consolidated scrutinizer's report shall be placed on the website of NSDL <https://evoting.nsdl.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- XII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, i.e. September 29, 2018.
- XIII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and remote e-voting user manual for shareholders available at the download section of <https://www.evoting.nsdl.com> or call on toll free no.: 1800-222-990.
- XIV. The process and manner for remote e-voting are as under:

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

5. Your password details are given below:

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

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

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

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

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

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

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

Item: 3

Mr. Krishna Gupta aged about 62 years was inducted into the Board of Directors of the Company on 22.07.1998.

The Nomination and Remuneration Committee, in its meeting held on May 30, 2018 recommended and the Board of Directors, in its meeting held on May 30, 2018 approved the appointment of Mrs. Krishna Gupta (holding DIN 00284849), as Whole-time Director of the Company for a period of 3 years effective from May 30, 2018 to May 29, 2021 subject to approval of the Members of the Company and subject to such other approvals as may be necessary, on terms and conditions as set out in the resolution.

Mrs. Krishna Gupta is a Director in M/s. Arcee Ispat Udyoig Private Limited and does not hold membership of committees of the Company and any other Company.

Except Mrs. Krishna Gupta herself and Mr. Ramesh Chander Gupta as relative of Mrs. Krishna Gupta, none of the other Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution in Item No.3.

The resolution read with explanatory statement should be considered as written memorandum, as required under the provisions of Section 190 of the Companies Act, 2013 setting out the terms of employment of Mrs. Krishna Gupta as Whole-time Director of the Company. Further either party can rescind this resolution by giving a six months notice.

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

I. GENERAL INFORMATION:

1) Nature of Industry

Manufacturing of PVC Pipes.

Date or expected date of commencement of commercial production

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

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

Not applicable

3) Financial performance based on given indicators

(Rs. in Lacs)

	2017-2018	2016-2017
Revenue from Operation	0	3.59
Profit/(Loss) before depreciation, Interest & Taxes	3	(32)
Depreciation & Amortization Expenses	9	15
Finance Cost	-	1
Profit/(Loss) before Taxes	(6)	(48)
Provision of Tax/Tax Paid (Incl. Deferred Taxation)	-	-
Profit/(Loss) after Tax	(6)	(48)
Balance brought forward	(238)	(190)
Balance Carried to the Balance Sheet	(244)	(238)

4) Foreign investments or collaborators, if any

The Company has not any foreign investment or collaboration.

II. INFORMATION ABOUT THE APPOINTEE:

1) Background Details

Mrs. Krishna Gupta aged about 62 years is a Housewife.

2) Past Remuneration

Nil

3) Recognition or Awards

Nil

4) Job Profile and his Suitability

To look after the general affairs of the company.

5) Remuneration Proposed

The remuneration proposed is detailed in the resolution.

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

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

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

NIL

III. OTHER INFORMATION:

1) Reasons of loss or inadequate profits

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

2) Steps taken or proposed to be taken for improvement

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

3) Expected increase in productivity and profit in measurable terms

The company has squared up the working capital limits in October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank is not releasing the title deeds of property (Unit at 7th K M Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd. (Associate Concern of Arcee Industries Ltd) has been declared NPA. So the production has stopped since April 2016. We are trying to convince the PNB for releasing the title deeds of property so that we may avail working capital limits from any other bank and may resume production.

IV. DISCLOSURES:

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

Item: 4

The Shareholders of the Company at the 21st Annual General Meeting held on 30th September 2013 approved re-appointment of Sh. Ramesh Chander Gupta as an Whole Time Director of the Company for a period of five years effective from 22/01/2013 through an Ordinary Resolution under the relevant provisions of the Companies Act 1956 (then prevailing).

Sh. Ramesh Chander Gupta has attained the age of 70 on 01.05.2017 and continued as Whole Time Director till 21.01.2018.

The Company seeks consent of the members by way of special resolution for ratification of their holding of office as Whole Time Director after attaining the age of 70 years upto 21.01.2018, the date on which they retired. The Board therefore recommends the special resolutions for your approval.

Except Mr. Ramesh Chander Gupta himself and Mrs. Krishna Gupta as relative of Mr. Ramesh Chander Gupta, none of the other Directors and Key Managerial Personnel or their relatives are in any way concerned or interested in the Resolution in Item No.4.

BY ORDER OF THE BOARD

REGISTERED OFFICE

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

Date : 30th May, 2018

CIN : L29120HR1992PLC031681

Phone : 98120-2011, 98120-40111

Email : arceeind@rediffmail.com

**Om Parkash
Chief Financial Officer**

DIRECTORS' REPORT

To
The Members,

Your directors have pleasure in presenting the '26th ANNUAL REPORT' together with the Audited Accounts for the year ended 31st March, 2018.

FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

	2017-2018	2016-2017
Revenue from Operation	0	3.59
Profit/(Loss) before depreciation, Interest & Taxes	3	(32)
Depreciation & Amortization Expenses	9	15
Finance Cost	-	1
Profit/(Loss) before Taxes	(6)	(48)
Provision of Tax/Tax Paid (Incl. Deferred Taxation)	-	-
Profit/(Loss) after Tax	(6)	(48)
Balance brought forward	(238)	(190)
Balance Carried to the Balance Sheet	(244)	(238)

BUSINESS PERFORMANCE

During the year the company has suffered loss (after tax) of Rs. 6.04 Lacs. Your company has squared up the working capital limits in October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank is not releasing the title deeds of property (Unit at 7th K M Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd. (Associate Concern of Arcee Industries Ltd) has been declared NPA. So the production has stopped since April 2016. We are trying to convince the PNB for releasing the title deeds of property so that we may avail working capital limits from any other bank and may resume production.

DIVIDEND

The Board does not recommend any dividend for the financial year ended 31st March, 2018.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2018 was Rs.5,13,87,770/-. During the year under review the company has not issued any shares or any convertible instruments.

CREDIT FACILITIES

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

MANAGEMENT DISCUSSION & ANALYSIS

The production has stopped since April, 2016 due to non availability of working capital limits. Your company has squared up the working capital limits during October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank is not releasing the title deeds of property (Unit at 7th K. M. Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd (Associate Concern of Arcee Industries Ltd.) has been declared NPA. The management is trying to settle the account of Arcee Ispat Udyog

Limited with Bank and hopeful Title deed of property will be realized & production activation will resume soon. The company has instituted adequate internal control procedure commensurate with the nature of its business and the size of its operations. Internal Audit is conducted at regular intervals and covers the key areas of operations. All significant audit observations and follow-up actions thereon are reported to the Audit Committee.

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

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

CORPORATE SOCIAL RESPONSIBILITY

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

HUMAN RESOURCES

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

BUSINESS RISK MANAGEMENT

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

VIGIL MECHANISM / WHISTLE BLOWER POLICY

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

INTERNAL FINANCIAL CONTROLS

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

DIRECTORS & KMP

In accordance with the provisions of the Act and the Articles of Association of the Company, Sh. Ramesh Chander Gupta (DIN-00284823), Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Independent Directors are due for reappointment.

The tenure of 5 Years has been over on 21.01.2018 of Sh. R.C. Gupta as whole time director of the company. Now, Smt. Krishna Gupta has been appointed as Whole Time Director w.e.f. 30.05.2018 for a period of 3 years in its board meeting dated 30.05.2018.

BOARD EVALUATION

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

REMUNERATION POLICY

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

MEETINGS

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

AUDIT COMMITTEE

The company is having an audit committee comprising of the following directors:

1. Sh. Satya Prakash Kanodia, Chairman, Non Executive & Independent Director
2. Sh. Manoj Goyal, Member, Non Executive & Independent Director
3. Sh. Pankaj Agarwal, Member, Non Executive & Independent Director

NOMINATION AND REMUNERATION COMMITTEE

The company is having a Nomination and Remuneration Committee comprising of the following directors:

1. Sh. Satya Prakash Kanodia, Chairman, Non Executive & Independent Director
2. Sh. Manoj Goyal, Member, Non Executive & Independent Director
3. Sh. Pankaj Agarwal, Member, Non Executive & Independent Director

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a) in the preparation of the annual accounts for the year ended March 31, 2018 the applicable Indian accounting standards (IND-AS) read with requirements set out under Schedule III to the Act, have been followed and there are no material departures from the same;

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

RELATED PARTY TRANSACTIONS

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

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

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

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

MATERIAL CHANGES

The production has stopped since April, 2016 due to non availability of working capital limits. Your company has squared up the working capital limits during October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank is not releasing the title deeds of property (Unit at 7th K. M. Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd (Associate Concern of Arcee Industries Ltd.) has been declared NPA. The management is trying to settle the account of Arcee Ispat Udyog Limited with Bank and hopeful Title deed of property will be realized & production activation will resume soon.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

STATUTORY AUDITORS

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

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

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Anju Jain (CP No.: 2728, ACS No: 11056), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.

INTERNAL AUDITORS

M/s. Akanksha Chug & Associates, Chartered Accountants performs the duties of Internal Auditors of the Company and their report is reviewed by the Audit Committee from time to time.

AUDITORS OBSERVATIONS

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

FIXED DEPOSITS

The company has not accepted any fixed deposits from the public.

INSURANCE

The Company's properties have been adequately insured.

COMPLIANCE OF GUIDELINES OF SEBI/STOCK EXCHANGE

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

CORPORATE GOVERNANCE

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

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

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

EXTRACT OF ANNUAL RETURN

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

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loan or provided any guarantee or made any investment covered under section 186 of the Companies Act, 2013.

PARTICULARS OF EMPLOYEES

The Company has not appointed any employee(s) in receipt of remuneration exceeding the limits specified under Rule 5 (2) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

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

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

ACKNOWLEDGMENT

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

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

FOR AND ON BEHALF OF THE BOARD

REGISTERED OFFICE :

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

Date : 30th May, 2018

CIN : L29120HR1992PLC031681

Phone : 98120-20111, 98120-40111

Email : arceeind@rediffmail.com

Krishna Gupta
(Whole Time Director)
DIN – 00284849

Ramesh Chander Gupta
(Director)
DIN – 00284823

Form No. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31 MARCH, 2018

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

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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices **Arcee Industries Limited (L29120HR1992PLC031681)** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable to the Company during the Audit Period)**;
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**.

(vi) OTHER APPLICABLE ACTS;

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

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

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

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

MANAGEMENT RESPONSIBILITY

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit;
2. I have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion;
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. I have not examined any other specific laws except as mentioned above.
5. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulation and happening of events etc;
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis;
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company;

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further

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

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

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

Place : Hisar

Date : 30th May, 2018

A. CONSERVATION OF ENERGY

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

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

B. TECHNOLOGY ABSORPTION

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

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

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

Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the Financial Year ended on 31.03.2018 of Arcee Industries Limited [pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

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

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

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

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
1.	ARCEE ISPAT UDYLG LTD. 7 th K.M. Barwala Road, Talwandi Rana, Hisar	U27106HR1987PLC030006	Associate	-	2(6)
2.	APL FINCAP LIMITED 71-72, Priti Nagar, Hisar	U65921HR1995PLC032593	Associate	-	2(6)
3.	PHOENIX IRRIGATION LIMITED 71-72, Priti Nagar, Hisar	U51909HR1995PLC032741	Associate	44.38	2(6)

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

(i) Category-wise Share Holding

S. No.	Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
(A)	Promoters									
1	Indian									
(a)	Individuals/HUF	79002	10700	89702	1.75	79002	10700	89702	1.75	Nil
(b)	Central Govt.									
(c)	State Govt. (s)									
(d)	Bodies Corporate	690605	1600	692205	13.47	690605	1600	692205	13.47	Nil
(e)	Banks/FI									
(f)	Any Other (specify)									
	Sub-Total (A)(1)	769607	12300	781907	15.22	769607	12300	781907	15.22	Nil
2	Foreign									
(a)	NRIs-Individual									
(b)	Other Individual									
(c)	Bodies Corporate									
(d)	Banks/FI									
(e)	Any Other (specify)									
	Sub-Total (A)(2)	-	-	-	-	-	-	-	-	Nil
	Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	769607	12300	781907	15.22	769607	12300	781907	15.22	Nil
(B)	Public Shareholding									
1	Institutions									
(a)	Mutual Funds									
(b)	Banks/FI									
(c)	Central Govt.									
(d)	State Govt. (s)									
(e)	Venture Capital Funds									
(f)	Insurance Companies									
(g)	FIs									
(h)	Foreign Venture Capital Funds									
(h)	Any Other (specify)									
	Sub-Total (B)(1)	-	-	-	-	-	-	-	-	Nil
2	Non-institutions									
(a)	Bodies Corporate									
	i) Indian	115268	36800	152068	2.96	137832	36800	174632	3.40	+0.44
	ii) Overseas									
(b)	Individuals									
	i. Individual shareholders holding nominal share capital up to Rs.2.00 Lakh.	1327471	1398266	2725737	53.04	1294955	1389066	2684021	52.23	-0.81
	ii. Individual shareholders holding nominal share capital in excess of Rs.2.00 Lakh.	1346013	125000	1471013	28.63	1363091	125000	1488091	28.96	+0.33
(c)	Any Other (specify)									
	N.R.I.	4700	-	4700	0.09	4700	-	4700	0.09	-
	Clearing Members	3352	-	3352	0.06	5426	-	5426	0.10	+0.04
	Sub-Total (B)(2)	2796804	1560066	4356870	84.78	2806004	1550866	4356870	84.78	-
	Total Public Shareholding (B)=(B)(1)+(B)(2)	2796804	1560066	4356870	84.78	2806004	1550866	4356870	84.78	-
(C)	Shares held by Custodians for GDRs & ADRs	-	-	-	-	-	-	-	-	Nil
	Grand Total (A)+(B)+(C)	3566411	1572366	5138777	100.00	3575611	1563166	5138777	100.00	Nil

(ii) Shareholding of Promoters

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

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

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

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

S. No.	Top 10 Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Harsha Bihani	240000	4.67	240000	4.67
2	Ashok Kumar Mittal	220399	4.29	220399	4.29
3	Manmohan Kumar Goyal	200000	3.89	200000	3.89
4	Rahul Mittal	103040	2.01	103040	2.01
5	Narendra Kumar Gadia	95401	1.86	95401	1.86
6	Madan Goyal	70051	1.36	70051	1.36
7	Mohinder Kumar Bansal	50000	0.97	50000	0.97
8	Sunil Kumar	50000	0.97	50000	0.97
9	Sahil Kansal	38200	0.74	38200	0.74
10	Rahul Mittal	35591	0.69	35591	0.69
11	Sangeeta Agarwal	75597	1.47	1727	0.03
12	Kamlesh Aggarwal	53844	1.05	0	0

(v) Shareholding of Directors and Key Managerial Personnel

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

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

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

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

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

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

Remuneration to other Director

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

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

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

(VII) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			None		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			None		
Punishment					
Compounding					
C. OTHER OFFICER IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

Form No. AOC-2

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

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

The contracts or arrangement or transactions entered with the related parties during the financial year 2017-18 were not material and the same were disclosed in the notes to accounts forming part of the financial statements for the year ended 31st March 2018.

FOR AND ON BEHALF OF THE BOARD

Place : Hisar

Date : 30th May, 2018

**Krishna Gupta
(Whole Time Director)
DIN – 00284849**

**Ramesh Chander Gupta
(Director)
DIN – 00284823**

Corporate Governance Report for the Financial Year 2017-2018

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

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

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

Board of Directors

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

During the Financial Year 2017-2018, the Board of Directors met 6 times on: 03.05.2017, 30.05.2017, 14.08.2017, 14.11.2017, 13.02.2018 & 31.03.2018.

Constitution of the Board and related information

Name of Director	Category	No. of Board Meetings Attended	Last Annual General Meeting Attended	No. of Outside Directorship held	No. of membership/ chairmanship in other Board Committee
Sh. Ramesh Chander Gupta * DIN – 00284823	Promoter and Whole Time Director	6	Yes	2	Nil
Smt. Krishna Gupta * DIN - 00284849	Promoter and Non-Executive Director	6	Yes	2	Nil
Sh. Satya Prakash Kanodia DIN - 00284918	Non-Promoter, Non-Executive, Independent	6	Yes	3	Nil
Sh. Manoj Goyal DIN - 00067155	Non-Promoter, Non-Executive, Independent	6	Yes	2	Nil
Sh. Pankaj Agarwal DIN - 00020220	Non-Promoter, Non-Executive, Independent	6	Yes	4	Nil

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

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

The company has formulated a policy to familiarize the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

Shareholding of Non-Executive Director

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

Code of Conduct for Board members and Senior Management

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

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

Board Committees

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

Audit Committee

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

Statutory audit, internal audit, reporting and other aspects

- i. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process. The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- ii. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- iii. Reviewing the Management Discussion & Analysis of financial and operational performance.
- iv. Reviewing with the management, the quarterly financial statements and annual financial statements and auditor's report thereon before submission to the board for approval.
- v. Review the adequacy and effectiveness of the company's system and internal control.
- vi. Evaluation of internal financial controls and risk management systems.
- vii. To review the functioning of the Whistle Blower mechanism.

Audit & other duties

- i. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ii. Discussion with internal auditors of any significant findings and follow up there on.
- iii. Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.

- iv. To recommend to the Board the remuneration of the Statutory Auditors and internal auditors.
- v. To grant approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transactions subject to the approval of the Board.

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

During the Financial Year 2017-2018, the Audit Committee met 4 times on 30.05.2017, 14.08.2017, 14.11.2017 & 13.02.2018. The attendance of the members of the Committee is given below:

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

The Company Secretary acts as the Secretary of the Audit Committee.

Nomination and Remuneration Committee

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

The terms of reference of the committee are as follows:

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

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

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

Nomination and Remuneration Committee Meeting (Attendance) : The committee met Two times during the year on 14.11.2017 & 31.03.2018 and was attended by all the three members.

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

Remuneration paid to Sh. Ramesh Chander Gupta, Whole Time Director for the F.Y. 2017-2018

(Amount in Rs.)

Salary	Nil
Company's Contribution to PF	Nil

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

Sh. Ramesh Chander Gupta, Whole Time Director of the company, has foregone their remuneration w. e. f. 01/04/2016 due to financial constraints being faced by the company.

Stakeholders Relationship Committee

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

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

No complaints were received from the shareholders during the year.

The committee consists of the following Directors as its members:

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

The Committee met 4 times during the financial year ended 31st March, 2018, on 30.05.2017, 24.07.2017, 14.11.2017 & 13.02.2018. The attendance of the members of the Committee is given below:

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

Independent Directors Meeting

During the year under review, the Independent Directors met on 31.03.2018, inter alia to discuss :-

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

Performance Evaluation

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

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

Policy for Preservation of Documents

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

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

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

Archival Policy

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

Subsidiary Company

The Company does not have any subsidiary Company.

CEO/CFO Certification

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

Prevention of Insider Trading

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

Disclosures

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

It is confirmed that:

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

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

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

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

All the mandatory requirements have been duly complied with.

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

Compliance with Accounting Standards

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

Disclosure of Directors Inter-se Relationships

As on 31st March, 2018, Sh. Ramesh Chander Gupta & Smt. Krishna Gupta are related to each other, none of other Directors of the Company are related to each other.

General Body Meetings

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

Year	Location	Date	Time
2014-2015	7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001	Tuesday, 29.09.2015	10.00 A.M.
2015-2016	7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001	Friday, 30.09.2016	10.00 A.M.
2016-2017	7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001	Friday, 29.09.2017	10.00 A.M.

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

Sr. No.	Date of AGM	Item of Special Resolution
1	29.09.2015	None
2	30.09.2016	None
3	29.09.2017	None

No resolution was passed through postal ballot last year.

Means of Communication

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

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

SEBI Complaints Redressal System (Scores):

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

General Shareholder Information

26th Annual General Meeting

Day, Date & Time	:	Saturday, 29th September, 2018 at 10.00 A.M.
Venue	:	7 th K.M. Barwala Road, Talwandi Rana, Hisar (Haryana)
Financial Year	:	April 1 to March 31
Date of Book Closure	:	19 th September, 2018 to 29 th September, 2018 (Both days inclusive)
Listing on Stock Exchange	:	BSE Limited, Mumbai
Stock Code	:	520121
Demat ISIN in NSDL & CDSL	:	INE276D01012
Financial Calendar	:	The Board of Director of the Company approves audited/unaudited results for each quarter within such number of days as may be prescribed under Listing Agreement/ SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 from time to time.

Market Price Data : High, Low during each month in the financial year 2017-2018:

MONTHS	HIGH PRICE	LOW PRICE
APRIL, 2017	2.50	2.45
MAY, 2017	2.58	2.34
JUNE, 2017	2.57	2.57
JULY, 2017	2.45	2.45
AUGUST, 2017	2.45	2.33
SEPTEMBER, 2017	2.45	2.20
OCTOBER, 2017	2.20	2.20
NOVEMBER, 2017	2.09	1.90
DECEMBER, 2017	1.81	1.64
JANUARY, 2018	1.72	1.70
FEBRUARY, 2018	1.83	1.70
MARCH, 2018	2.01	1.73

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

Reconciliation of Share Capital Audit

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

Registrar & Transfer Agent (RTA)

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

MAS Services Limited
T-34, 2nd Floor, Okhla Industrial Area
Phase-II, New Delhi – 110 020
Tel. No. : 011- 26387281, 26387282
Email : info@masserv.com

Share Transfer System

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

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

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

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

Distribution of Shareholding as on 31.03.2018:

No. of equity shares held	Total Holders	% of share holder	No. of shares held	% of share holding
Upto 5000	5134	83.277	1046293	20.361
5001 to 10000	585	9.489	493983	9.613
10001 to 20000	246	3.990	377873	7.353
20001 to 30000	65	1.054	167210	3.254
30001 to 40000	33	0.535	117032	2.277
40001 to 50000	25	0.406	116663	2.270
50001 to 100000	29	0.470	218765	4.257
100001 and above	48	0.779	2600958	50.614
TOTAL	6165	100.000	51,38,777	100.00

Shareholding Pattern as on 31.03.2018:

Category	No. of Shares	% of Paid-up Capital
Indian Promoters	781907	15.22
Private Corporate Bodies	174632	3.40
Indian Public	4182238	81.38
TOTAL	51,38,777	100.00

Dematerialisation of Shares : As on 31st March, 2018, 28,82,370 shares (56.09%) in NSDL and 6,93,241 shares (13.49%) in CDSL and 15,63,166 shares (30.42%) are in Physical Form.

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

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

Compliance Officer : The name and designation of the Compliance Officer of the company is Mr. Om Parkash.

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

Details of Director seeking appointment/re-appointment/retiring by rotation

Director Name	Mr. Ramesh Chander Gupta
Date of Birth	01/05/1947
Qualification	B.E. (Mech.)
Date of Appointment	Since Incorporation
Directorship in other Companies as on 31.03.2018	1) Arcee Ispat Udyog Limited 2) APL Fincap Limited
Membership/Chairmanship of Committees of other public companies as on 31.03.2018	Nil
Shareholding in Arcee Industries Limited	21,600

FOR AND ON BEHALF OF THE BOARD

REGISTERED OFFICE

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

Date : 30th May, 2018

Krishna Gupta
(Whole Time Director)
DIN – 00284849

Ramesh Chander Gupta
(Director)
DIN – 00284823

CIN : L29120HR1992PLC031681

Phone : 98120-20111, 98120-40111

Email : arceeind@rediffmail.com

TO WHOMSOEVER IT MAY CONCERN

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

Place : Hisar

Dated : 30th May, 2018

Krishna Gupta
(Whole Time Director)
DIN – 00284849

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

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

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

We have reviewed the financial statements and the Cash Flow Statement for the year ended 31st March, 2018 and to the best of our knowledge and belief :

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. To the best of our knowledge and belief, no transactions entered into by the company during the year ended 31st March, 2018 which are fraudulent, illegal or violate of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control system of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the Auditors and the Audit Committee :
 - a) There have been no Significant changes in internal control over financial reporting system during the year.
 - b) There have been no significant changes in accounting policies during the year except for the changes disclosed in the notes to the financial statements, if any; and
 - c) There have been no instances of fraud, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

PLACE : HISAR

Date : 30th May, 2018

**Om Parkash
(Chief Financial Officer)**

**Krishna Gupta
(Whole Time Director)
DIN – 00284849**

**SECRETARIAL AUDITORS' CERTIFICATE OF COMPLIANCES WITH THE CORPORATE GOVERNANCE
REQUIREMENT UNDER PART-E OF SCHEDULE-V (Read with Regulations 34(3)
and 53(f) of SEBI (LODR) REGULATIONS, 2015**

To,
The Members of
Arcee Industries Limited

We have examined the compliance of Corporate Governance by Arcee Industries Limited for the year ended on 31st March, 2018 as stipulated under PART-E OF SCHEDULE-V (Read with Regulations 34(3) and 53(f) of SEBI (LODR) REGULATIONS, 2015 as per revised Listing Agreement of the said company with the Stock Exchange.

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

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

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

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

**Place : Hisar
Date : 30th May, 2018**

INDEPENDENT AUDITORS' REPORT

To
The Members of Arcee Industries Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **ARCEE INDUSTRIES LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation 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 Indian Accounting Standards (Ind AS) 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

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards 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.

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 auditor's 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. 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.

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

In our opinion and to the best of our information and according to the explanations given to us, the 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, 2018 and its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 'A' a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss 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 Indian Accounting Standards (Ins AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - (e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in Annexure 'B'.
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company 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 provisions relating to transferring any amounts to the Investor Education and Protection Fund is not applicable to the Company during the year.

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

Place : Hisar

Date : 30th May, 2018

Sanjeev Jain
Partner

ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of the Company for the year ended March 31, 2018:

- 1)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - (c) The title deeds of immovable properties are held in the name of the company.
- 2)
 - (a) The management has conducted the physical verification of inventory at reasonable intervals. In our opinion the frequency of verification and the nature of its business.
 - (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The company is maintaining proper records of inventory and no material discrepancies were noticed on verification of physical stock with the books of account.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (c) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) We have been informed that the maintenance of cost records has not been prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013.
- 7)
 - (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company is not regular in depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and other material statutory dues during the year with the appropriate authorities. VAT amounting to Rs.1,50,668/- is outstanding for more than six months from the date it becomes payable.
 - (b) According to the information and explanation given to us and the records of the company examined by us, no dues are outstanding of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax and cess as at 31st March, 2018 which have not been deposited on account of dispute and the forum where the disputes are pending.

- 8) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable Indian Accounting Standards (Ind AS).
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

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

Place : Hisar

Date : 30th May, 2018

Sanjeev Jain
Partner
Membership No. 500771

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Arcee Industries Limited Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls over financial reporting of Arcee Industries Ltd. (“the Company”) as of 31st March, 2018 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. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or

timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

Place : Hisar

Date : 30th May, 2018

**Sanjeev Jain
Partner
Membership No. 500771**

BALANCE SHEET AS AT 31ST MARCH, 2018

(Amount in Rs.)

PARTICULARS		NOTE NO.	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
I	ASSETS				
1	Non Current Assets				
a	Property Plant & Equipment	2	95,03,382	1,06,99,996	1,22,39,817
b	Capital Work in Progress		-	-	-
c	Intangible Assets	2	1	1	1
d	Financial Assets		-	-	-
e	Other Non Current Assets	3	31,50,638	42,08,129	44,33,530
f	Income Tax Assets (Deferred Tax Assets Net)	4	66,97,880	66,97,880	66,97,880
	Total Non-Current Assets		1,93,51,901	2,16,06,006	2,33,71,228
2	Current Assets				
a	Inventories	5	6,20,829	6,32,228	11,19,329
b	Financial Assets				
	i. Investments		-	-	-
	ii. Trade Receivable	6	47,75,443	47,75,443	77,71,857
	iii. Cash & Cash Equivents	7	58,46,401	50,97,452	50,02,640
	iv. Bank Balances other than(iii) above		-	-	-
c	Other Current Assets	8	1,88,70,981	1,88,12,428	1,88,07,781
	Total Current Assets		3,01,13,654	2,93,17,551	3,27,01,607
	TOTAL ASSETS		4,94,65,555	5,09,23,557	5,60,72,835
II	EQUITY & LIABILITIES				
1	Equity				
	i. Equity Share Capital	9	5,13,87,770	5,13,87,770	5,13,87,770
	ii. Other Equity	10	(41,37,182)	(35,33,405)	12,64,100
	Total Equity		4,72,50,588	4,78,54,365	5,26,51,870
2	LIABILITIES				
	Non Current Liabilities				
a	Financial Liabilities				
	i. Borrowings		-	-	-
	ii. Other Financial Liabilities		-	-	-
b	Provisions		-	-	-
c	Deferred Tax Liabilities (Net)		-	-	-
d	Other Non Current Liabilities		-	-	-
	Total Non Current Liabilities		-	-	-
	Current Liabilities				
a	Financial Liabilities				
	i. Borrowings	11	-	-	-
	ii. Trade Payable	12	12,95,796	14,91,380	14,98,707
	iii. Other Financial Liabilities		-	-	-
b	Other Current Liabilities	13	9,19,171	15,77,812	19,22,258
c	Provisions	14	-	-	-
	Total Current Liabilities		22,14,967	30,69,192	34,20,965
	TOTAL EQUITY & LIABILITIES		4,94,65,555	5,09,23,557	5,60,72,835

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

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

For and on behalf of Board of Director

**Sanjeev Jain
Partner
Membership No.500771
Hisar : 30th May, 2018**

**Om Parkash
(Chief Financial Officer)**

**Ramesh Chander Gupta
(Director)
DIN – 00284823**

**Krishna Gupta
(Whole Time Director)
DIN – 00284849**

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Rs.)

PARTICULARS		NOTE NO.	2017-2018	2016-2017
I	Revenue from Operation	15	-	3,59,184
II	Other Income	16	18,57,673	5,64,113
III	Total Income (I+II)		18,57,673	9,23,297
IV	Expenses :			
	Cost of Materials Consumed	17	-	3,17,708
	Purchases of Stock-in-trade		-	-
	Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-trade	18	-	1,38,655
	Excise Duty		-	-
	Employee Benefits Expenses	19	6,74,906	12,00,328
	Finance Cost	20	5,063	42,423
	Depreciation and amortization expenses	2	9,23,579	15,39,820
	Other Expenditure	21	8,57,902	24,81,868
	Total Expenses		24,61,450	57,20,802
V	Profit/(Loss) from Ordinary Activities before Exceptional items and tax (III-IV)		(6,03,777)	(47,97,505)
VI	Exceptional Items		-	-
VII	Profit/(Loss) from Ordinary Activities before tax (V-VI)		(6,03,777)	(47,97,505)
VIII	Tax Expenses			
	1. Current Tax		-	-
	2. Deferred Tax		-	-
IX	Net Profit/(Loss) for the period (VII-VIII)		(6,03,777)	(47,97,505)
X	Other comprehensive income, net of tax			
	1. Items that will not be reclassified to profit or loss		-	-
	2. Items that will be reclassified to profit or loss		-	-
XI	Total Comprehensive Income (IX+X)		(6,03,777)	(47,97,505)
XII	Earning per equity Share (Face Value Rs.10/-)			
	1. Basic		(0.12)	(0.93)
	2. Diluted		(0.12)	(0.93)

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

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

For and on behalf of Board of Director

Sanjeev Jain
Partner
Membership No.500771
Hisar : 30th May, 2018

Om Parkash
(Chief Financial Officer)

Ramesh Chander Gupta
(Director)
DIN – 00284823

Krishna Gupta
(Whole Time Director)
DIN – 00284849

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in Rs.)

	2017-2018	2016-2017
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net Profit/(Loss) before Tax	(6,03,777)	(47,97,505)
Adjustments for :		
Depreciation & Amortization	9,23,579	15,39,820
Financial Costs	5,063	42,423
(Profit)/Loss on sale of fixed assets	(6,83,632)	(3,21,740)
Dividend	-	(2,010)
Operating profit/(Loss) before working capital changes	(3,58,667)	(35,39,012)
Changes in Working Capital		
Trade and other receivables	-	29,96,414
Inventories	(11,399)	4,87,102
Short Term Loans & Advances	-	(4,647)
Long Term Loans & Advances	-	3,701
Trade payables, Current Liabilities & Other Provisions	(1,95,584)	(3,51,773)
Cash generated from operations	(5,65,650)	(4,08,216)
Income Tax	-	-
Net Cash from operating activities -----→ (A)	(5,65,650)	(4,08,216)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed assets	-	-
Proceeds from Sale of Fixed assets	6,83,632	5,43,440
Dividend	-	2,010
Net Cash used in investing activities -----→ (B)	1,17,982	5,45,450
C. CASH FLOW FROM FINANCING ACTIVITIES		
Financial Costs	5,063	(42,423)
Bank Borrowings - Working Capital	-	-
Repayment of Long Term Loan	-	-
Net Cash used in financing activities -----→ (C)	1,12,919	(42,423)
Net increase/(Decrease) in Cash and Cash equivalents -→ (A+B+C)	7,48,949	94,812
Cash and Cash equivalents (Opening Balance)	50,97,452	50,02,640
Cash and Cash equivalents (Closing Balance)	58,46,401	50,97,452

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

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

For and on behalf of Board of Director

Sanjeev Jain
 Partner
 Membership No.500771
 Hisar : 30th May, 2018

Om Parkash
 (Chief Financial Officer)

Ramesh Chander Gupta
 (Director)
 DIN – 00284823

Krishna Gupta
 (Whole Time Director)
 DIN – 00284849

NOTES FORMING PART OF FINANCIAL STATEMENTS

1. SIGNIFICANT ACCOUNTING POLICIES

BASIS OF ACCOUNTING AND PREPARATION OF FINANCIAL STATEMENTS

The financial statements are prepared under historical cost convention and on accrual basis and in accordance with the provisions of the Companies Act, 2013 and accounting principles generally accepted in India and comply with the Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014, provisions of the Companies Act, 2013 to the extent notified and guidelines issued by the Securities and Exchange Board of India. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

USE OF ESTIMATES

The preparation of financial statements are in conformity with generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognised in the period in which the results are known/materialized.

REVENUE RECOGNITION

- i. Revenue from the sale of goods is recognised in the statement of profit and loss when the significant risks and rewards of ownership have been transferred to the buyer. Revenue includes consideration received or receivable, excise duty but net of discounts and other sales related taxes.
- ii. Dividend Income is recognized when the company's right to receive dividend is established. Interest Income is recognized on a time proportion basis based on the amount outstanding and the rate applicable.
- iii. Other Incomes are generally accounted on accrual basis as they are earned.

FIXED ASSETS

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

DEPRECIATION AND AMORTIZATION

- i. Depreciation on all assets of the Company is charged on straight line method over the useful life of assets at the rates and in the manner provided in Schedule II of the Companies Act, 2013 for the proportionate period of use during the year.
- ii. Leasehold lands are amortized over the lease period.

NOTES FORMING PART OF FINANCIAL STATEMENTS

EMPLOYEE BENEFITS

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

INVESTMENTS

Current investments are carried at lower of cost and quoted/fair value. Long Term Investments are stated at cost. Provision for diminution in the value of long-term investments is made only if such a decline is other than temporary.

CASH AND CASH EQUIVALENTS

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

EXPENDITURE

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

TAXES ON INCOME

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

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

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

IMPAIRMENT OF ASSETS

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

BORROWING COSTS

Borrowing costs that are attributable to the acquisition, construction of qualifying assets are capitalized as part of the cost of such assets till such time the asset is ready for its intended use or sale. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the statement of profit and loss in the period in which they are incurred.

NOTES FORMING PART OF FINANCIAL STATEMENTS

FOREIGN CURRENCY TRANSACTION

There is no Foreign Currency Transaction during the year.

PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

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

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

Contingent Assets are neither recognized nor disclosed.

LEASES

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

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

EVENTS OCCURRING AFTER THE DATE OF BALANCE SHEET

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

CASH FLOW STATEMENT

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

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

EARNING PER SHARE

The company reports basic and diluted earnings per share in accordance with Accounting Standard (AS-20) – Earnings per Share. Basic earnings per equity share have been computed by dividing net profit/loss after tax attributable to equity share holders by the weighted average numbers of equity shares outstanding during the year. Diluted earnings during the year adjusted for the effects of all dilutive potential equity shares per share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.

SEGMENT INFORMATION

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

NOTES FORMING PART OF ACCOUNTS

NOTE - 2 PROPERTY PLANT & EQUIPMENTS

PARTICULARS	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK			
	Balance as at 01.04.2017	Additions/ Adjustments	Deduction/ Amortisation	Balance as at 31.03.2018	Balance as at 01.04.2017	For the Year	On Disposals	Balance as at 31.03.2018	Balance as at 31.03.2018	Balance as at 31.03.2017	Balance as at 31.03.2016	
TANGIBLE ASSETS												
Land (Freehold)	127,161	-	-	127,161	-	-	-	-	127,161	127,161	127,161	
Land (Leasehold)	701,111	-	-	701,111	151,738	7,081	-	158,819	542,292	549,373	556,454	
Shed & Building	5,054,596	-	-	5,054,596	3,822,832	148,427	-	3,971,259	1,083,337	1,231,764	1,381,405	
Plant & Equipments	42,686,517	-	-	42,686,517	34,361,064	729,454	-	35,090,518	7,595,999	8,325,453	9,219,684	
Office Equipments	136,677	-	-	136,677	129,843	-	-	129,843	6,834	6,834	6,834	
Lab. Equipments	642,176	-	-	642,176	623,290	-	-	623,290	18,886	18,886	18,886	
Furniture & Fixtures	560,530	-	-	560,530	550,075	-	-	550,075	10,455	10,455	21,214	
Other Assets	15,600	-	-	15,600	10,335	2,243	-	12,578	3,022	5,265	7,508	
Vehicles	3,156,855	-	660,515	2,496,340	2,732,329	36,374	387,480	2,381,223	115,117	424,526	900,392	
Computer	174,185	-	-	174,185	173,906	-	-	173,906	279	279	279	
TOTAL	53,255,408	-	660,515	52,594,893	42,555,412	923,579	387,480	43,091,511	9,503,382	10,699,996	12,239,817	
INTANGIBLE ASSETS												
Computer Software	24,500	-	-	24,500	24,499	-	-	24,499	1	1	1	
TOTAL	53,279,908	-	660,515	52,619,393	42,579,911	923,579	387,480	43,116,010	9,503,383	10,699,997	12,239,818	
Previous Years	53,279,908	-	-	53,279,908	41,040,091	1,539,820	-	42,579,911	10,699,997	12,239,818		

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
ASSETS			
NON-CURRENT ASSETS			
NOTE - 3 Other Non Current Assets			
Investments			
Long Term Investments - Unquoted			
Non Trade, At Cost : In Shares of Companies			
22,500 (Previous Year 22,500) Equity Shares of Phoenix Irrigation Ltd. of Rs.10/- each fully paid.	2,25,000	2,25,000	2,25,000
Sub Total (A)	2,25,000	2,25,000	2,25,000
Long Term Investments - Quoted			
Non Trade, At Cost : In Shares of Companies			
268 (Previous Year 268) Equity Shares of JSW Steel Ltd. of Rs.10/- each fully paid. (Market Value Rs.3,43,187/-, previous year Rs.2,43,250/-)	-	-	61,700
2400 (Previous Year 2400) Equity Shares of VLS Finance Limited of Rs.10/- each fully Paid. (Market Value Rs. 74,640/-, previous year Rs. 83,040/-)	-	-	1,60,000
Sub Total (B)	-	-	2,21,700
Long Term Investment in Immovable Properties Shops (At Cost)	8,92,223	11,35,556	11,35,556
Sub Total (C)	8,92,223	11,35,556	11,35,556
Long Term Loans and Advance (unsecured – Considered Goods)			
Security and Earnest Money Deposit	20,33,415	28,47,573	28,51,274
Sub Total (D)	20,33,415	28,47,573	28,51,274
Total (A+B+C+D)	31,50,638	42,08,129	44,33,530
NOTE - 4 Deferred Tax Assets (Net)			
Fixed Assets	66,97,880	66,97,880	66,97,880
Total	66,97,880	66,97,880	66,97,880

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
CURRENT ASSETS			
NOTE – 5 Inventories			
Raw Material	95,362	95,362	4,13,070
Finished Goods	3,61,175	3,61,175	4,99,830
Scrap & By Product	1,46,622	1,46,622	1,46,622
Store & Spares	10,720	10,720	13,900
Others	6,950	18,349	45,907
Total	6,20,829	6,32,228	11,19,329
Valuation Methodology			
i. Raw Materials are valued at cost comprising purchase price, freight and handling, non refundable taxes and duties and other directly attributable costs.			
ii. Finished Products are valued at lower of cost and net realizable value.			
iii. Scrap & By Products are valued at net realizable value.			
iv. Stores and Spares are valued at cost comprising of purchase price, freight and handling, non refundable taxes and duties and other directly attributable costs.			
NOTE – 6 Trade Receivables (Unsecured – Considered Goods)			
Trade Receivables outstanding for a period less than six Months from the date they are due for payment	-	-	16,85,613
Trade Receivables outstanding for a period exceeding six Months from the date they are due for payment	47,75,443	47,75,443	60,86,244
Total	47,75,443	47,75,443	77,71,857
NOTE – 7 Cash & Cash Equivalents			
Balance with Banks			
- In Current Accounts	58,27,260	50,20,548	15,31,920
Cash in Hand	19,141	76,904	34,70,720
Total	58,46,401	50,97,452	50,02,640

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
NOTE – 8 Other Current Assets (Unsecured – Considered Goods)			
Advance to Supplies	1,79,83,925	1,79,74,075	1,82,31,524
Cenvat	12,107	12,105	22,523
VAT/Sale Tax/Service Tax	13,703	6,171	-
Interest Receivable	5,31,318	5,31,318	4,90,919
Prepaid Expenses	-	4,233	43,095
TDS & Income Tax Refundable	74,928	23,977	17,402
Others	2,55,000	2,60,549	2,318
Total	1,88,70,981	1,88,12,428	1,88,07,781

Particulars	As at 31.03.2018		As at 31.03.2017		As at 31.03.2016	
	No. of Shares	Amount	No. of shares	Amount	No. of Shares	Amount
EQUITY & LIABILITIES						
EQUITY						
NOTE – 9 Equity Share Capital Authorised Capital						
Equity Shares of Rs.10/- each	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000	1,00,00,000	10,00,00,000
Issued, Subscribed & Paid-up						
Equity Shares of Rs.10/- each	51,38,777	5,13,87,770	51,38,777	5,13,87,770	51,38,777	5,13,87,770
Reconciliation of number of Shares outstanding at the beginning & at the end of year						
At the beginning of the year	51,38,777	5,13,87,770	51,38,777	5,13,87,770	51,38,777	5,13,87,770
Movement during the period	-	-	-	-	-	-
Outstanding at the end of the year	51,38,777	5,13,87,770	51,38,777	5,13,87,770	51,38,777	5,13,87,770

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

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

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

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

NOTES FORMING PART OF FINANCIAL STATEMENTS

Shareholders holding Equity Shares more than 5% :

Particulars	As at 31.03.2018		As at 31.03.2017		As at 31.03.2016	
	Shares held	% of Total Shares	Shares held	% of Total Shares	Shares held	% of Total Shares
APL FINCAP LIMITED	6,91,505	13.46	6,91,505	13.46	6,91,505	13.46

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

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

Particulars	As at 31.03.2018	As at 31.03.2017	As at 31.03.2016
NOTE - 10 Other Equity			
i. Capital Reserve	90,500	90,500	90,500
ii. General Reserve	2,02,18,013	2,02,18,013	2,02,18,013
iii. Surplus/(deficit) in the statement of Profit & Loss			
Opening Balance	(2,38,41,918)	(1,90,44,413)	(1,45,26,531)
Add : Profit/(Loss) for the current year	(6,03,777)	(47,97,505)	(45,17,882)
Sub Total	(2,44,45,695)	(2,38,41,918)	(1,90,44,413)
Total (i+ii+iii)	(41,37,182)	(35,33,405)	12,64,100
FINANCIAL LIABILITIES			
NOTE – 11 Borrowings	-	-	-
Total	-	-	-
NOTE - 12 Trade Payables			
- MSME	-	-	-
- Others	12,95,796	14,91,380	14,98,707
Total	12,95,796	14,91,380	14,98,707
NOTE - 13 Other Current Liabilities			
Expenses Payable	54,616	8,56,877	6,01,550
Advances from Customer	2,29,565	2,29,565	1,54,571
Salary, Bonus & PF Payable	4,78,484	3,32,608	3,60,194
Other Liabilities	1,56,506	1,58,762	8,05,943
Total	9,19,171	15,77,812	19,22,258
NOTE - 14 Provisions			
Provision	-	-	-
Total	-	-	-

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

	As at 31.03.2018	As at 31.03.2017
NOTE – 15 Revenue from Operation		
Sale of Product	-	4,12,009
Other Operative Revenue	-	-
	-	4,12,009
Less : Excise Duty	-	52,825
Total	-	3,59,184
NOTE – 16 Other Income		
Dividend Received	-	2,010
Profit on Sale of Assets	8,56,667	3,21,740
Misc. Income	7,50,133	1
Interest	2,50,873	2,40,362
Total	18,57,673	5,64,113
NOTE – 17 Cost of Material Consumed		
Raw Material		
Opening Stock	95,362	4,13,070
Add : Purchases	-	-
	95,362	4,13,070
Less : Closing Stock	95,362	95,362
Total	-	3,17,708
NOTE – 18 Increase/(Decrease) in Value of Stock		
Finished Goods		
Opening Stock	5,07,797	6,46,452
Closing Stock	5,07,797	5,07,797
Total	-	1,38,655

NOTES FORMING PART OF FINANCIAL STATEMENTS

(Amount in Rs.)

Particulars	As at 31.03.2018	As at 31.03.2017
NOTE – 19 Employee Benefit Expenses		
Salaries, Bonus & Allowances	5,96,731	8,79,406
Contribution to P.F. ESI and Gratuity Funds	52,700	96,628
Staff Welfare Expenses	25,475	2,24,294
Total	6,74,906	12,00,328
NOTE – 20 Finance Cost		
Interest	2,791	41,042
Bank Charges	2,272	1,381
Total	5,063	42,423
NOTE – 21 Other Expenditure		
Advertisement and Sales Promotions	41,859	33,613
Auditor's Remuneration	15,000	25,000
Bad Debts	-	3,44,590
Fee, Taxes & Subscription	3,67,829	3,72,959
Insurance	20,106	69,338
Lease Rent	900	900
Loss on sale of vehicle	1,73,035	-
Misc. Expenses	-	19,093
PF Admin. Expenses	4,718	7,934
Postage & Telephones	6,821	82,591
Power & Fuel	1,19,454	13,67,431
Printing & Stationery	22,300	29,943
Professional Charges	50,988	22,500
Rent	-	7,704
Repair to Machinery & Shed Building	34,300	28,506
Sale Tax/Service Tax/ED Paid	542	45,676
Store, Spares & Tools Consumed	-	3,180
Vehicle upkeep	50	20,910
Total	8,57,902	24,81,868

NOTES FORMING PART OF FINANCIAL STATEMENTS

22. ADDITIONAL INFORMATION TO THE FINANCIAL STATEMENTS

Deferred Tax

Deferred Taxation Assets and Deferred Taxation Liabilities have not been provided during the year because production has stopped since April, 2016 due to non availability of working capital limits. Company has squared up the working capital limits during October, 2015 as per instruction of Punjab National Bank. But Punjab National Bank is not releasing the title deeds of property (Unit at 7th K. M. Barwala Road, Talwandi Rana, Hisar-125001) mortgage to bank because account of Arcee Ispat Udyog Ltd (Associate Concern of Arcee Industries Ltd.) has been declared NPA during 2013-14.

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

Nil

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

Dues in respect, Micro and Small enterprises are being regularly met as per agreed terms and, as such, there remains no liability towards interest. Principal amount/s remaining payable in respect of such parties, as at 31st March, 2018, amount to Rs. NIL (Previous Year Rs. NIL).

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

Auditors Remuneration

(Amount in Rs.)

Particulars	2017-2018	2016-2017
Audit Fees & Certification	15,000	25,000

Related Parties Disclosures

Disclosures as required by the Accounting Standard (AS-18) - "Related Party Disclosures" are given below:

A) Associate Companies

(i) Arcee Ispat Udyog Limited (ii) APL Fincap Limited (iii) Phoenix Irrigation Limited

B) Key Management Personnel

(i) Sh. Ramesh Chander Gupta, Whole Time Director (ii) Smt. Krishna Gupta, Director
(iii) Sh. Satya Prakash Kanodia, Director (iv) Sh. Manoj Goyal, Director
(v) Sh. Pankaj Agarwal, Director (vi) Sh. Om Parkash, CFO

NOTES FORMING PART OF FINANCIAL STATEMENTS

Disclosure on related party transactions:

(Amount in Rs.)

Transactions for the year ended 31.03.2018	Key Management Personnel		Associate Concerns	
	2017-2018	2016-2017	2017-2018	2016-2017
Managerial Remuneration (Salary & Company's contribution to Provident Fund)	2,64,000	5,40,075	-	-
Outstanding as on 31.03.2018				
Due to	-	-	12,87,334	12,87,334
Due from	-	-	-	-

Inventory related Details

A. FINISHED GOODS

	2017-2018	2016-2017
	RUPEES	RUPEES
OPENING STOCK		
PIPES	3,61,175	4,99,830
SCRAP	1,46,622	1,46,622
TURNOVER		
PIPES	0	3,59,184
SCRAP	0	0
CLOSING STOCK		
PIPES	3,61,175	3,61,175
SCRAP	1,46,622	1,46,622

B. CONSUMPTION OF RAW MATERIALS

PVC Resin	0	0
Cal. Carbonate	0	1,12,439
Chemicals	0	2,05,269

C. CIF VALUE OF IMPORTS

CIF Value of Imports	NIL	NIL
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D. COMPOSITION

	2017-2018		2016-2017	
	%	RUPEES	%	RUPEES
RAW MATERIAL				
Imported	-	-	-	-
Indigenous	100	-	100	3,17,708
STORE & SPARES				
Imported	-	-	-	-
Indigenous	100	-	100	3,180

NOTES FORMING PART OF FINANCIAL STATEMENTS

Earning per Shares

(Amount in Rs.)

Particulars	2017-2018	2016-2017
Net Profit/(Loss) for the Year	(6,03,777)	(47,97,505)
Weighted Average Number of Equity Shares	51,38,777	51,38,777
Basic/Diluted EPS (Face Value Rs.10/- per Share)	(0.12)	(0.93)

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

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

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

As per our report of even date attached

For : JAIN MITTAL CHAUDHARY & ASSOCIATES

CHARTERED ACCOUNTANTS

Firm Registration No. 015140N

For and on behalf of Board of Director

Sanjeev Jain

Partner

Membership No.500771

Hisar : 30th May, 2018

Om Parkash
(Chief Financial Officer)

Ramesh Chander Gupta
(Director)

DIN – 00284823

Krishna Gupta
(Whole Time Director)

DIN – 00284849

ARCEE INDUSTRIES LIMITED

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

PH No. 98120-20111, 98120-40111

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

PROXY FORM

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

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

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

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

as my/our proxy to attend and vote for me/us on my/our behalf at the **26th Annual General Meeting** of the Company to be held on Saturday, the 29th day of September, 2018 at 10.00 A.M. at its Regd. Office at 7th K.M. Barwala Road, Talwandi Rana, Hisar - 125 001 and at any adjournment thereof in respect of such resolutions as indicated below:

Resolution No.	Description of Resolutions
	ORDINARY BUSINESS
1	Adoption of Financial Statements, Reports of the Board of Directors and Auditors.
2	Re-appointment of Sh. Ramesh Chander Gupta, who retires by rotation
	SPECIAL BUSINESS
3	Appointment of Smt. Krishna Gupta, as Whole Time Director
4	Ratification of holding of office of Whole Time Director of the company by Sh. Ramesh Chander Gupta (DIN-00284823) even after attaining the age of 70 years.

Signed this _____ Day of _____, 2018

AFFIX ONE
RUPEE
REVENUE
STAMP

Signature of the Shareholder

Notes:

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

ARCEE INDUSTRIES LIMITED

Regd. Office & Works: 7th K.M. Barwala Road, Talwandi Rana, Hisar – 125 001 (Haryana)
PH No. 98120-20111, 98120-40111
CIN – L29120HR1992PLC031681, E-mail Id: arceeind@rediffmail.com

ATTENDANCE SLIP

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

I/We, hereby record my/our presence at the 26th Annual General Meeting of the Company to be held on Saturday, September 29, 2018 at 10:00 A.M. at its registered office at 7th K.M. Barwala Road, Talwandi Rana, Hisar-125 001, (Haryana).

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

*(Strike out whichever is Not Applicable)

(Signature of the Shareholder/Proxy)