

SIL/CS/2019-20/29

18<sup>th</sup> July, 2019

To,  
Listing Manager,  
Department of Corporate Services  
Bombay Stock Exchange  
P. J. Towers, Dalal Street,  
Mumbai – 400001

**Scrip Code: 532841**

**Sub:** Annual Report for the financial year 2018-19

Dear Sirs/Ma'am,

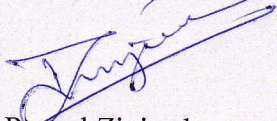
Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Report of the Company for the financial year 2018-19 which is being dispatched / sent to the members of the Company by permitted mode(s).

Kindly take the same on your record.

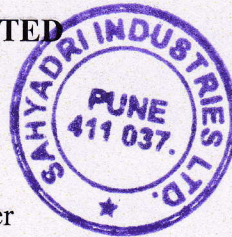
Thanking you,

Yours faithfully,

**FOR SAHYADRI INDUSTRIES LIMITED**



Prasad Zinjurde  
Company Secretary & Compliance Officer



# CONSTRUCTING A GREENER PLANET

The most Versatile, Sustainable building solutions that cater to the Industrial, Commercial and Housing development needs of Rural and Urban India.



Indian. Innovative. Iconic.

ANNUAL REPORT 2019

## EcoPro offers incredible versatility in mass application.

Years of research.  
Years of testing against all conditions.  
Years of creating amazing innovation and flexibility.

And finally, the Sahyadri Solutions and Innovation Lab is ready for a new launch.

**Probably the most versatile building material known to man.**

**Introducing EcoPro multi-use cement sheets from SSIL.**

And here's the proof!

**Durability? Proof Hai!**  
Termite Resistant.  
Water Resistant.  
Fire Resistant.  
Soundproof.  
High Load Bearing Capacity.

**Enhances Aesthetics? Proof Hai!**  
Conceals ducts, vents, wiring, plumbing and pipes.  
CNC cut sheets specially designed for aesthetic appeal.

**Cost effective and Economical? Proof Hai!**  
Quick+ easy installation and removal.  
Reduced labour and subsequent cost.  
Versatile and multi-utility product mix.

### EcoPro [Fins]

Now no more ugly ducts and vents in the building. Cover them with EcoPro plus get excellent ventilation.



### EcoPro [Roof Underlay]

An EcoPro roof underlay solves leakage problems and cuts down noise from heavy rains. It's also dust free.



### EcoPro [Mezanine]

EcoPro is lighter and yet can handle amazing load. Replace RCC slabs with this lighter durable option.



### EcoPro [CNC Cut]

CNC cut designer EcoPro sheets beautify and cover ducts. Or they can be used for pure aesthetic purposes, the choice is yours.



### EcoPro [Wall Partition]

Constructing a partition wall? Just use EcoPro. It's faster, lighter, thinner and water resistant!



### EcoPro [Ceilings]

EcoPro conceals wiring or AC pipes, enhances aesthetics and is a quick and easy option.





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## CORPORATE INFORMATION

### STATUTORY AUDITOR

**M/s. Vijay S Kalera & Associates**  
Chartered Accountants  
Pune  
Firm Registration No. 115160W

### SECRETARIAL AUDITOR

**M/s. Suvir Saraf**  
Practicing Company Secretary  
Pune  
C.P.No. 11409

### ADDRESSES

#### COMPANY

**Sahyadri Industries Limited**  
CIN: L26956PN1994PLC078941  
39/D, Gultekdi, J.N.Marg, Pune-411037  
Email ID: info@silworld.in  
Tel No. 020-26444625/26/27  
Website: www.silworld.in

#### REGISTRAR AND TRANSFER AGENT

**Sharex Dynamic (India) Private Limited**  
CIN: U67190MH1994PTC077176  
C 101, 247 Park, LBS Marg, Vikhroli West,  
Mumbai 400083  
Email ID: support@sharexindia.com  
Tel No. 022-2851560604/44

### BANKERS OF THE COMPANY

The Cosmos Co-operative Bank Limited

Corporation Bank

HDFC Bank Limited

Indian Overseas Bank

Standard Chartered Bank

ICICI Bank limited



**REPORT  
OF  
BOARD OF DIRECTORS**

## BOARD'S REPORT

Dear Shareholders,

The Directors of your Company take pleasure in presenting the Twenty Fifth Annual Report on the business and operations of the Company together with financial statements for the financial year ended March 31, 2019.

### I. Financial results & appropriations:

#### a) Financial results

Particulars	(Amount in Lakh)	
	March 31, 2019	March 31, 2018
Revenue from operations	29524.36	27545.34
Total Income	237.90	304.33
<b>Profit before finance cost, depreciation, exceptional items and extraordinary expenses (EBITDA)</b>	<b>6933.90</b>	<b>6496.82</b>
Depreciation and amortization (-)	1827.20	2063.08
Finance cost (-)	812.01	1128.92
Exceptional Items- Income / (Expenses)	194.01	260.78
<b>PROFIT BEFORE TAX</b>	<b>4488.69</b>	<b>3565.61</b>
Current tax expense (-)	1564.55	1215.26
Deferred tax (-)	265.57	91.56
<b>NET PROFIT FOR THE YEAR</b>	<b>3189.71</b>	<b>2441.90</b>
Less: Profit attributable to Non-controlling interest	0	0
<b>Profit attributable to owners of the Company</b>	<b>3189.71</b>	<b>2441.90</b>
Add: Profit brought forward from last year	0	0
Add: Re-measurements of defined benefit plans, net of tax	1.45	7.13
Less: Transfer to Debenture Redemption Reserve (DRR)	0	0
Add: On Account of Capital Reduction	0	0
Appropriation: Dividend on Equity Shares	0	0
Tax on Dividend	0	0
<b>Balance carried forward in Balance Sheet</b>	<b>3191.17</b>	<b>2449.04</b>

#### b) Company's Performance

During the financial year 2018-19, Sahyadri Industries Limited achieved revenue of Rs. 29524.36 Lakh as compared to Rs. 27545.34 Lakh in the previous year a growth of 7.18%. Profit after tax of the Company for the year stood at Rs. 3189.71 Lakh as against Rs. 2441.90 Lakh in the previous year – a growth of 30.62%.

#### c) Material Changes and Commitments

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which this financial statements relate and the date of this Report.

#### d) Dividend

The Board is pleased to recommend Dividend of 10%

i.e. Rs. 1/- per share of for the year ended March 2019. Total outgo on account of Dividend if declared will be Rs. 95,61,500/- (Including Dividend Distribution Tax).

The register of Members and Share Transfer Books will remain closed from 06<sup>th</sup> August 2019 to 13<sup>th</sup> August 2019 for the purpose of AGM and determining shareholders entitlement for Dividend

#### e) Transfer of unclaimed dividend to Investor Education and Protection Fund

During the year under review, Company has transferred unclaimed dividend amount of Rs. 1,92,032/- to IEPF account.

#### g) Reserves

The Board of Directors does not propose to transfer any amount to the reserves.



## h) Credit Rating

During the year under review, CRISIL a Credit rating agency of the Company has change upgraded the ratings of the Company. CRISIL has upgraded the ratings of the Company from CRISIL BB/Stable/ CRISILA4+ to CRISIL BBB-/Positive/ CRISILA3.

## i) Details of Internal Financial Controls with reference to the Financial Statements

Adequate internal control systems commensurate with the nature of the Company's business and size and complexity of its operations have been developed and the same are operating satisfactorily. Internal control systems consisting of policies and procedures are designed to ensure accuracy and completeness of the accounting records and the timely preparation of reliable financial information, timely feedback on achievement of operational and strategic goals, compliance with policies, procedure, applicable laws and regulations and that all assets and resources are acquired economically, used efficiently and adequately protected.

The internal financial controls with reference to the financial statements were adequate and operating effectively as endorsed by statutory auditors in their report.

## j) Details in respect of frauds reported by Auditors

During the year under review, there have not been any instances of fraud and accordingly, the Statutory Auditors have not reported any frauds either to the Audit Committee or to the Board under Section 143(12) of the Act.

## 2. Industry Outlook and Business Overview:

Details on economic outlook, industrial outlook, business overview and analysis of the company is covered in the Management Discussion and Analysis report.

## 3. Financial Information and Disclosures

### a) Report on Performance of Subsidiaries, Associates and Joint Venture Companies

Since Company does not have any subsidiary, joint venture or associate company, therefore this clause is not applicable to the Company.

### b) Conversion of Company to Public Limited Company

During the year under review, there was no instance of conversion of company; therefore this clause is not applicable to the Company.

## c) Share Capital

During the year under review, there were no changes to the structure of share capital of the company compared with previous year.

## d) Fixed Deposits

During the year under review, the Company has not accepted any deposits from the public.

## e) Disclosures under Section 134(3) (I) of the Companies act, 2013 – Material Changes and Commitment

During the year under review, there were no Material Changes and Commitment impacting the going concern status and Company's operations in future.

## f) Disclosure regarding significant and material orders passed by regulators or Courts or Tribunal

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## g) Particulars of contracts or arrangements made with Related Parties

All related party transactions that were entered into during the financial year were on arm's length basis and in the ordinary course of the business. There are no materially significant related party transactions made by the company with Promoters, Key Managerial Personnel or other designated persons which may have potential conflict of interest of the company at large.

## h) Particulars of Loans, Guarantees or Investments

During the year under review, Company has not extended any loans, guarantees, investments and securities to any other individual or entity under section 186 of the Companies Act 2013..

## i) Disclosure under Section 43(a) (ii) of The Companies Act, 2013

The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a) (ii) of the Act read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.



**j) Disclosure under Section 54(1) (d) of the Companies Act, 2013**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

**k) Disclosure under Section 62(1) (b) of the Companies Act, 2013**

The Company has not issued any equity shares under Employees Stock Option Scheme during the year under review and hence no information as per provisions of Section 62(1) (b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 is required to be furnished.

**4. Disclosures related to Board, Committees, Remuneration and Policies**

**a) Directors and Key Managerial Personnel**

Sr. No.	Name of the Director	Designation	Category
1	Jayesh Purushottam Patel	Chairman & Whole time Director	Executive
2	Satyen Vallabhbbhai Patel	Managing Director	Executive
3	Sarita Jagannath Kotasthane	Director	Independent
4	Shrikant B Malegaonkar	Director	Independent
5	Mahendra Kumar Sharma	CFO	--
6	Prasad Zinjurde	CS	--

During the year under review, CS Yashodhara Agase and CS Akarshak Maheshwari had stepped down as Company Secretary of the Company on 30<sup>th</sup> July 2018 and 07<sup>th</sup> January 2019 respectively.

Details of Board Meetings and Committee meetings held during the year under review and attendance at the meetings are provided in Corporate Governance Report.

**b) Declaration by Independent Directors**

In terms of Section 149(7) of the Act, the Independent Directors have submitted their declaration confirming compliance with the criteria of independence as stipulated under Section 149(6) of the Act.

**c) Information on Board Meeting procedure and attendance during the Financial Year 2018-19**

The Board meetings of the Company are conducted as per the provisions of the Companies Act, 2013 and applicable Secretarial Standards. Information as mentioned in the Act

and all other material information, as may be decided by the management, are placed for consideration of the Board. Details on the matters to be discussed along with relevant supporting documents, data and other information is also furnished in the form of detailed agenda to the Board and the Committees concerned, to enable directors take critical decisions and accordingly advise the management.

Details regarding information furnished to the Board members, number of Committee and Board meetings held during the year along with attendance record of each director has been disclosed in the Corporate Governance Report of the Company.

**d) Director's Remuneration Policy and Criteria for Matters under Section 178 and Payment of Commission**

As stipulated under Section 178 of the Act, the Board has approved a Nomination and Remuneration Policy of the Company. The Policy documents mention in detail the mechanism for appointment, cessation, evaluation and remuneration of the Directors, Key Managerial Personnel and Senior Management of the Company. Information on the Policy and details of the criteria for determining qualifications, positive attributes and other matters in terms of Section 178 of the Act are provided in the Corporate Governance Report.

The Company has paid Commission to the Chairman and Managing Director during the financial year under review. The Company has paid in aggregate profit related commission of 95.44 Lakh to executive directors for the financial year 2018-19 which is within 1% of profit and details of the same are provided in Corporate Governance Report.

No director of the Company who receive commission from the company and who is Managing Director or Whole Time Director of the company is disqualified from receiving any remuneration or commission from any holding company or subsidiary company of such company.

**e) Annual evaluation of the performance of the Board, its Committees and Directors**

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, the Board of Directors has carried out an annual performance evaluation of its own performance and that of the Directors and Committees, internally.

It included the Evaluation of the Board as a whole, Board Committees and Directors. The exercise was led by the Chairman of Nomination and Remuneration Committee along with an Independent Director. The Evaluation process focused on various aspects of the Board and Committees functioning such as composition of the Board and Committees, experience, performance of duties and governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors on



parameters such as attendance, contribution, independent judgment and guidance and support provided to the management.

The results of the Evaluation were shared with the Board, Chairman of respective Committees and individual Director's.

#### f) Directors' Responsibility Statement

Pursuant to Section 134(5) of the Act, the Directors, based on the representation received from the management, confirm that:

- i. in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year 2018-19 and of the profit and loss of the Company for that period;
- iii. 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;
- iv. the directors have prepared the annual accounts on a going concern basis;
- v. the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively; and
- vi. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

#### g) Corporate Governance

Corporate Governance Report along with General Shareholder Information and Management Discussion and Analysis are included in this Annual Report.

The Managing Director and Chief Financial Officer have certified to the Board with regard to financial statements and other matters as required under Regulation 17(8) read with Schedule II to the Listing Regulations is annexed herewith as an Annexure I.

#### h) Corporate Social Responsibility and CSR Policy

Corporate Social Responsibility is an integral part of the Company's ethos and policy and it has been pursuing this on a sustained basis. In this endeavor, the Company has contributed funds for the CSR activities/project related to supply of Nutritional Food, Measures for reducing inequalities faced by socially and economically backward groups, Protection of Animal and welfare, Protection of Art and Culture etc.

During the year under review the Company was required to spend 12.20 Lakh towards CSR activities against which, the Company has spent 7.32 Lakh. The Annual Report on CSR activities as required to be given under Section 135 of the Companies Act, 2013 and Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 has been provided in an Annexure - II to this Report.

#### i) Risk Management Policy

The Board of Directors has approved and adopted comprehensive Risk Management Policy for the Company. The Risk Management Policy is designed to manage risk within the risk threshold established by the Board and provide reasonable assurance over the achievement of strategic and operational objectives. The Policy will help in risk identification, risk measurement, define risk appetite and threshold limits and suggesting risk mitigation measures. The process is ongoing and requires continuous exercise across all locations and functions of the Company.

### 5. Auditors

#### a) Statutory Auditor

Pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made there under, as amended from time to time, appointment of M/s. Vijay S. Kalera & Associates, Chartered Accountants, Pune [Firm Registration No. 115160W] as the Statutory Auditors of the Company was made by the members at the 23<sup>rd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2017 for a term of five years, subject to the ratification of members in Annual General Meeting.

The said appointment was ratified by the members of the company in their meeting held on 10<sup>th</sup> September 2018 on the terms, conditions and remuneration as fixed by the Board.

Auditors have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for reappointment as Auditors of the Company.

Independent Auditors Report is attached to the annual report and forms part of this Annual Report.

#### b) Cost Auditor

As per the provisions of Section 148 of the Act and Rule 3 of the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"), the Company is required to maintain cost records with respect to certain products of the Company and get the same audited. The cost records of the company are maintained as per the provisions of the Companies Act 2013.

The Board of Directors of the Company on the recommendation of Nomination and Remuneration Committee has appointed M/s Nimkar Mohani &

Associates to audit the cost accounts of the Company for the financial year 2019-20 on at a remuneration of Rs. 30,000/- plus Goods and services Tax as applicable. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to M/s Nimkar Mohani and Associates, Cost Auditors is included in the Notice convening the Annual General Meeting. The Cost Audit Report for the financial year 2019-20 will be filed within the stipulated period of 30 days after it is submitted by the Cost Auditors.

### c) Secretarial Audit and Secretarial Auditors Report

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 had appointed Mr. Suvir Saraf, Company Secretary in Practice to undertake the Secretarial Audit of the Company for the financial year 2018-19

The Secretarial Audit Report is included as "Annexure III" and forms an integral part of this Report.

## 6. Other Disclosures

### d) Particulars of employees and related disclosures

Disclosure of remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed herewith as Annexure-IV.

### e) Conservation of Energy, Technology absorption, Foreign exchange earnings and Outgo

The information pertaining to conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are provided in Annexure - V to this report.

### f) Extract of Annual Return

As required under section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014 (as amended), an extract of annual return in Form MGT - 9 is attached as an Annexure VI. Extract of Annual report is place as [www.silworld.in](http://www.silworld.in)

### g) Occupational Health & Safety

The organization believes in 'Zero Harm'. The aim is to improve health and safety standards of people who are working with the organization in their capacity as employees, contractors or in any other role. Efforts are taken to minimize activities which may affect the health and safety in working place. Steps are taken for optimum utilization of plants, with least disposal of harmful gases in environment.

### h) Disclosure as required under sexual harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Your Company is committed towards providing a healthy environment and thus does not tolerate any discrimination and/or harassment in any form. The Company has in place an Internal Complaints Committee to inter-alia Prevent sexual harassment at the workplace and Redress the complaints in this regard. During the year under review, the Company has not received any complaint.

### i) Company has displayed its Annual Report on its website [www.silworld.in](http://www.silworld.in)

### j) Company has complied with applicable Secretarial Standards (SS-1) & (SS-2) issued by Institute of Company Secretaries of India including amendments, modification if any.

## 7. Acknowledgements

Your Directors place on record their acknowledgement for the co-operation received from the Customers, Vendors, Bankers, Associates, Collaborators and the Employees of the Company without which it would not have been possible for the Company to achieve such performance and growth.

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

SD/-  
**Jayesh Patel**  
Chairman  
(DIN: 00131517)

SD/-  
**Satyen Patel**  
Managing Director  
(DIN: 00131344)



**DECLARATION BY MANAGING DIRECTOR UNDER REGULATION 34(3) READ WITH PART D OF SCHEDULE V TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

DECLARATION REGARDING COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT FOR DIRECTORS AND EMPLOYEES:

I, Satyen V Patel, Managing Director of Sahyadri Industries Limited, hereby declare that all the members of the Board of Directors and Senior Management have affirmed compliance with the Code of Conduct for Directors and Employees of the Company.

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

SD/-

**Satyen Patel**  
Managing Director  
(DIN: 00131344)

**Date: 21/5/2019**  
**Place: PUNE**

**ANNEXURE I TO BOARD REPORT****COMPLIANCE CERTIFICATE BY MANAGING  
DIRECTOR (M.D.) & CHIEF FINANCIAL OFFICER  
(CFO) FOR THE YEAR 2018-19**

- A. We have reviewed Financial Statements and the Cash Flow statement for the financial year 2018-19 and that 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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. We are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the listed entity's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity 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.
- D. We have indicated to the auditors and the Audit committee
1. Significant changes in internal control over financial reporting during the year;
  2. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant 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 listed entity's internal control system over financial reporting.

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

**Date: 21/5/2019  
Place: PUNE**

SD/-  
**Satyen Patel**  
Managing Director  
(DIN: 00131344)

SD/-  
**M.K. Sharma**  
Chief Financial Officer



## ANNEXURE II TO BOARD REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2018-19

1. The Board of Directors at their meeting held on May 10, 2014 has approved policy for Corporate Social Responsibility (CSR) with a vision to actively contribute to the social and economic development of the communities in which Company operates.

The Policy is aimed at socio-economic welfare, uplifting quality of life of the people, maintain environment, promoting youth and young talents, providing opportunities to underprivileged and bright students, imparting vocational education etc. in line with the broad framework of Schedule VII of the Companies Act, 2013. The Policy can be referred in detail on the Company's website [www.silworld.com](http://www.silworld.com).

2. The Company has formed Corporate Social Responsibility Committee as per the requirement of section 135 of the Companies Act, 2013. The present composition of the CSR Committee is as follows:

Sr. No.	Name of the Member	Designation
1	Mr. Satyen .V. Padtel	Chairman
2	Mr. Jayesh. P. Patel	Member
3	Adv S. B. Malegaonkar	Member

3. Average net profit of the Company for last three financial years : Rs. 610.14 Lakh
4. Prescribed CSR expenditure : Rs. 12.20 Lakh  
(Two percent of the amount mentioned in item 2 above)
5. Details of CSR activities/projects undertaken during the year
- a) Total amount to be spent for the financial year : Rs. 12,20,000/-
- b) Total amount spent during the financial year : Rs. 7,31,867/-
- c) Amount unspent, if any : Rs. 4,88,133/-
- d) Manner in which the amount spent during the financial year : Please see Table I
6. Reason for not spending the amount of 2% as provided in Clause (3) above : Annexure I

7. Responsibility Statement

We hereby declare that implementation and monitoring of the CSR policy is in compliance with CSR objectives and policy of the Company.  
SD/-

**Satyen Patel**

Managing Director and Chairman of CSR Committee

**Table- I**

Sr. No.	CSR project or Activity Identified	Sector in which the project is covered (clause no. of Schedule VII to the Companies Act, 2013, as amended)	Project of Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Program wise (in Lakh)	Amount spent on the Projects or Programs during the year 2018-19 (in Lakh)	Cumulative Expenditure up to the reporting period (in Lakh)	Amount Spent Direct or through Implementing Agency
1	Supply of Nutritional Food	Clause (i): Eradicating hunger, poverty and malnutrition	Other: Vijayawada A.P.	Rs. 50,000/-	Rs. 50,000/-	Rs. 73,000/-	Direct
2	Monetary Support	Clause (ii): promoting education, including special education and employment enhancing vocation skills	Other: Vijayawada A.P.	Rs. 2,500/-	Rs. 2,500/-	Rs. 15,76,500/-	Direct

3	Monetary Support	Clause (ix): Funds provided to technology incubators	Other: Mumbai MH	Rs. 72,283/-	Rs. 72,283/-	0	Direct
4	Donation of Sheets	Clause (iii): Measures for reducing inequalities faced by socially and economically backward groups.	Other: Vijayawada A.P.	Rs. 14,951/-	Rs. 14,951/-	0	Direct
5	Compound Wall	Clause (iii): Measures for reducing inequalities faced by socially and economically backward groups.	Local Area : Pune MH	Rs. 6,06,391/-	Rs. 3,42,133/-	0	Direct
6	Donation of Corrugated Sheets	Clause (iv) Protection of Animal and welfare	Other: Nasik MH	Rs. 50,000/-	Rs. 50,000/-	0	Direct
7	Kedgaon Police Station	Clause (iii) Hall Construction	Local Area: Pune MH	Rs. 1,00,000/-	Rs. 1,00,000/-	0	Direct
8	Kutch Samaj	Clause (v) Protection of Art and Culture	Local Area: Pune MH	Rs. 1,00,000/-	Rs. 1,00,000/-	0	Direct
9	Natural Calamity Relief	Clause (iii) Setting up homes	Other: Kerala Kottam	Rs. 9,36,048/-	0	0	Through Pratheksha Charitable Society
10	Sports	Promotion of Olympic Sports	Local Area: Pune MH	0	0	Rs. 6,41,000/-	Direct
11	Health Care & Sanitation	Preventive health care & Sanitation	Other: Warora MH	0	0	Rs. 1,18,264/-	Direct
12	Protection of Environment	Environment Stability	Kerala	0	0	Rs. 48,500/-	Direct
<b>Total Sanctioned Budget and Expenditure</b>				<b>Rs. 19,54,673/-</b>	<b>Rs. 7,31,867/-</b>	<b>24,57,264/-</b>	

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

SD/-  
**Jayesh Patel**  
Chairman  
(DIN: 00131517)

SD/-  
**Satyen Patel**  
Managing Director  
(DIN: 00131344)

Date: 21/5/2019  
Place: PUNE

### ANNEXURE I

## Reason for not spending the amount of 2% as provided in Clause (3) above

Company has sanctioned 2 projects out of which one is construction of compound wall of School in Kedgaon, where manufacturing plant of the company is situated. Total budget sanctioned for the project is Rs. 6,06,391/-. Company has already spend Rs. 3,42,133/- and the balance work is under progress and expected to complete this project in H-1.

Company has also sanctioned construction of house to an individual in flood affected area of Kerala through a Charitable Trust. The project was sanctioned by the Company in the F.Y. 2018-19, but actual spending began in April 2019.



## ANNEXURE III TO BOARD REPORT

Form No. MR-3

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2019**

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

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To,  
**The Members,**  
**Sahyadri Industries Limited**  
39/D, Gultekdi, JN Marg,  
Pune - 411037

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sahyadri Industries Limited** (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 mine opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2019** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013, as amended from time to time (the Act) and the rules made thereunder;
- (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 thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations, wherever applicable;
- (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 **(not applicable to the Company during the Audit Period)**;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations 2009 (as applicable till 8<sup>th</sup> November 2018) and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 effective from 09<sup>th</sup> November, 2018 **(not applicable to the Company during the Audit Period)**;
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(not applicable to the Company during the Audit Period)**;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(not applicable to the Company during the Audit Period)**;
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client **(not applicable to the Company during the Audit Period)**;





- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulations, 2016 (**not applicable to the Company during the Audit Period**); and
- (h) The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998 as applicable till 10<sup>th</sup> September, 2018 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 effective from 11<sup>th</sup> September, 2018 (**not applicable to the Company during the Audit Period**);
- (vi) I further report that having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, no other law was applicable specifically to the Company.  
I have also examined compliance with the applicable clauses and regulations of the following:
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with Stock Exchange pursuant to SEBI (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. mentioned above.

**I further report that:**

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were generally sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

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

**I further report that** during the audit period:

- i) The company has not made any specific events / actions having a major bearing on the Company's affairs.
- ii) The Board of Directors of the Company has not made any specific events /actions having a major bearing on the Company's Affairs:

Place: Pune  
Date: 21<sup>th</sup> May, 2019

Sd/-  
**CS Suvir Saraf**  
M.No: 29981  
CP: 11409

**Note :** This report is to be read with letter of even date by the Secretarial Auditor, which is annexed as Annexure A and forms an integral part of this report.

**‘ANNEXURE A’**

To,  
**The Members,**  
**Sahyadri Industries Limited**  
39/D, Gultekdi, JN Marg,  
Pune - 411037

Mine Secretarial Audit Report of even date is to be read along with this letter.

**Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. Mine responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events, etc.

**Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Pune**  
**Date: 21<sup>st</sup> May, 2019**

Sd/-  
**CS Suvir Saraf**  
M.No: 29981  
CP: 11409

## ANNEXURE IV TO BOARD REPORT

## Disclosure of remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- A. Ratio of remuneration of each Director to the median remuneration of the employees of the Company for the FY 2018-19 as well as the percentage increase in remuneration of each Director, Chief Financial officer, Company Secretary is as under:

Amount (Rs. In Lakh)			
Name of the Director/KMP	Designation	Ratio to Median Remuneration	% change in Remuneration over previous year
Mr. J. P. Patel	Chairman	35.23	17.17
Mr. S.V. Patel	MD	35.23	17.17
Mr. S. B. Malegaonkar	Independent Director	3.83	80.00
Ms. S. Kotasthane	Independent Director	3.95	58.54

- B. There was no change in the remuneration provided to CFO and CS of the company. The tenure of CS was for the part of the year.
- C. The percentage Increase in the median remuneration of employees in the financial year was 8.75%.
- D. The number of permanent employees on the rolls of company as on 31<sup>st</sup> March 2019 was 529.
- E. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:
- The average percentage increase in salaries of employees other than managerial personnel in 2018-19 was 5.18 percentages. Increase in the managerial remuneration for the year 2018-19 was 17.17 percentages.
- F. Affirmation that the remuneration is as per the remuneration policy of the Company:  
It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

Date: 21/5/2019  
Place: PUNE

Sd/-  
**Jayesh Patel**  
Chairman  
(DIN: 00131517)

Sd/-  
**Satyen Patel**  
Managing Director  
(DIN: 00131344)



## ANNEXURE V TO BOARD REPORT

**INFORMATION AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013  
READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014  
AND FORMING PART OF THE DIRECTORS' REPORT  
FOR THE YEAR ENDED 31<sup>st</sup> MARCH 2019**

**A. CONSERVATION OF ENERGY:**

During the year under review, the wind mills installed by the Company at Satara and Nasik in Maharashtra State and Badabagh in Rajasthan State. The Company earned an income of Rs. 1346.46 Lakh (including captive consumption Rs. 242.91 Lakh) from generation of wind power.

The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.

## i. THE STEPS TAKEN OR IMPACT ON CONSERVATION OF ENERGY:

- Use of energy efficient LED lights at office area, street light and shop floor and parking areas at all Plants and Head Office.
- Avoiding use of Elevators to conserve Electric energy.

The adoption of the above energy conservation measures has helped to curtail the power requirement. This has made it possible to maintain cost of production at optimum level. The impact of measures taken above for conservation and optimum utilization of energy are not quantitative, its impact on cost is not ascertained accurately.

## ii. STEPS TAKEN BY THE COMPANY FOR UTILIZING ALTERNATE SOURCE OF ENERGY

Out of total energy Consumption of power worth of Rs. 1578.41 Lakh Company has used non- conventional source of energy generated by own windmills of worth of Rs. 242.91 Lakh ( 15.39%).

## iii. THE CAPITAL INVESTMENT ON ENERGY CONSERVATION EQUIPMENTS

- An amount of Rs. 42.13 Lakh is proposed to be spent in FY 2019-20 for energy conservation equipment.
- There is no proposed capital investment on energy conservation equipment for Wind Mill during 2019-20.

**B. TECHNOLOGY ABSORPTION:**

## i. THE EFFORTS MADE TOWARDS TECHNOLOGY ABSORPTION

The in house technology is continuously upgraded to improve overall performance of the Company.

## ii. THE BENEFITS DERIVED LIKE PRODUCT IMPROVEMENT, COST REDUCTION, PRODUCT DEVELOPMENT OR IMPORT SUBSTITUTION

In respect of Building Material, your company has explored the possibilities to increase in productivity and reduction in cost.

## iii. IN CASE OF IMPORTED TECHNOLOGY (IMPORTED DURING THE LAST THREE YEARS RECKONED FROM THE BEGINNING OF THE FINANCIAL YEAR)

No technology has been imported during previous three financial years.

## iv. THE EXPENDITURE INCURRED ON RESEARCH AND DEVELOPMENT

No expenditure exclusively on R&D has been incurred during the year.

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO:**

- **Earning in Foreign Currency:** Rs. 2164.92 Lakh ( PY Rs. 1174.04 Lakh)
- **Foreign Currency Outgo:** Rs. 6607.45 Lakh (PY Rs. 6634.26 Lakh)

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

Sd/-  
**Jayesh Patel**  
Chairman  
(DIN: 00131517)

Sd/-  
**Satyen Patel**  
Managing Director  
(DIN: 00131344)

Date: 21/5/2019  
Place: PUNE





<b>(2). FOREIGN</b>									
(a). Individual NRI / For Ind		0				0			0
(b). Other Individual		0				0			0
(c). Bodies Corporates		0				0			0
(d). Banks / FI		0				0			0
(e). Qualified Foreign Investor		0				0			0
(f). Any Other Specify		0				0			0
<b>Sub-total (A) (2):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total shareholding</b>	<b>6326604</b>	<b>0</b>	<b>6326604</b>	<b>66.167</b>	<b>6349791</b>	<b>200</b>	<b>6349991</b>	<b>66.411</b>	<b>0.244</b>
<b>(B) (I). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds		0				0			0.000
(b). Banks / FI	1000	0	1000	0.010	1000	0	1000	0.010	0.000
(c). Central Govt.	52273	0	52273	0.547	56048	0	56048	0.586	0.039
(d). State Govt.		0				0			0.000
(e). Venture Capital Funds		0				0			0.000
(f). Insurance Companies		0				0			0.000
(g). FIs	8271	0	8271	0.087		0			-0.087
(h). Foreign Venture Capital Funds		0				0			0.000
(i). Others (specify)		0				0			0.000
<b>Sub-total (B)(I):-</b>	<b>61544</b>	<b>0</b>	<b>61544</b>	<b>0.644</b>	<b>57048</b>	<b>0</b>	<b>57048</b>	<b>0.596</b>	<b>-0.048</b>
<b>2. Non-Institutions</b>									
<b>(a). BODIES CORP.</b>									
(i). Indian	255158	0	255158	2.669	136939	0	136939	1.432	-1.237
(ii). Overseas		0				0			0.000
<b>(b). Individuals</b>									
(i) Individual shareholders holding	2024522	90808	2115330	22.123	2157257	81608	2238865	23.415	1.292
(ii) Individual shareholders holding	536225	0	536225	5.608	479344	0	479344	5.013	-0.595
<b>(c). Other (specify)</b>									
Non Resident Indians	193544	0	193544	2.024	204858	0	204858	2.143	0.119
Overseas Corporate Bodies		0				0			0.000
Foreign Nationals		0				0			0.000
Clearing Members	70595	0	70595	0.738	91955	0	91955	0.962	0.224
Trusts	2500	0	2500	0.026	2500	0	2500	0.026	0.000
Foreign Boodies - D R		0				0			0.000
<b>Sub-total</b>	<b>3082544</b>	<b>90808</b>	<b>3173352</b>	<b>33.188</b>	<b>3072853</b>	<b>81608</b>	<b>3154461</b>	<b>32.991</b>	<b>-0.197</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>3144088</b>	<b>90808</b>	<b>3234896</b>	<b>33.832</b>	<b>3129901</b>	<b>81608</b>	<b>3211509</b>	<b>33.587</b>	<b>-0.245</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>		<b>0</b>				<b>0</b>			<b>0.000</b>
<b>Grand Total (A+B+C)</b>	<b>9470692</b>	<b>90808</b>	<b>9561500</b>	<b>100.00</b>	<b>9479692</b>	<b>81808</b>	<b>9561500</b>	<b>100.00</b>	<b>0</b>

Company : Sahyadri Industries Ltd. from 01-04-2018 to 31-03-2019

**Shareholding of promoters**

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the Year			% changes in share holding during the year
		No.of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No.of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	
1	PATEL JAYESH PURUSHOTTAM	579350	6.059	0	579350	6.059	0	0
2	TRILOCHANA VIPUL PATEL	578250	6.048	0	578250	6.048	0	0
3	PATEL CHETAN PURUSHOTTAM	574323	6.007	0	574323	6.007	0	0
4	SHILPA J PATEL	564150	5.900	0	564150	5.900	0	0
5	PATEL PURNA CHETAN	520000	5.438	0	520000	5.438	0	0
6	PATEL HARSHA JAYESH	515400	5.390	0	515400	5.390	0	0
7	VALLABBHAI LALJIBHAI PATEL	500371	5.233	0	500571	5.235	0	0.002
8	GEETA S PATEL	475000	4.968	0	475000	4.968	0	0
9	PATEL PARVATIVALLABHBHAI	419803	4.391	0	419803	4.391	0	0
10	PATEL BHARATIBEN PURUSHOTTAM	348125	3.641	0	348125	3.641	0	0
11	SATYEN PATEL	294326	3.078	0	294326	3.078	0	0
12	PATEL PURUSHOTTAM LALJIBHAI HUF	291300	3.047	0	291300	3.047	0	0
13	PURUSHOTTAMBHAI LALJIBHAI PATEL	283996	2.970	0	283996	2.970	0	0
14	VIPUL VALLABH PATEL	141008	1.475	0	141008	1.475	0	0
15	JIGNESH PATEL	133300	1.394	0	133300	1.394	0	0
16	PATEL VALLABHBHAI LALJIBHAI HUF	74300	0.777	0	74300	0.777	0	0
17	POONAM ROOFING PRODUCTS LTD	33602	0.351	0	33602	0.351	0	0
18	JIGAR JAYESH PATEL	23187	0.243	0	23187	0.243	0	0

**Change in Promoter's Shareholding(Please specify,if there is no change)**

Sr. No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			% of total Shares of the company
		No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No.Of shares	
1	VALLABBHAI LALJIBHAI PATEL	500371	5.233	01-04-2018				
				15-03-2019	200	Buy	500571	5.235
	-Closing Balance			31-03-2019			500571	5.235



Change in Promoter's Shareholding (Please specify, if there is no change)								
Shareholding pattern of top ten Shareholders (other than Directors, promoters and Holders of GDRs and ADRs):								
Sr. No	Shareholder's Name	No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. Of shares	% of total Shares of the company
1	OM PRAKASH CHUGH .	83587	0.874	01-04-2018				
				25-01-2019	5950	Buy	89537	0.936
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>89537</b>	<b>0.936</b>
2	MOTILAL OSWAL SECURITIES LTD-COLLAT	33136	0.347	01-04-2018				
				06-04-2018	-4199	Sold	28937	0.303
				13-04-2018	1095	Buy	30032	0.314
				20-04-2018	-1035	Sold	28997	0.303
				27-04-2018	454	Buy	29451	0.308
				04-05-2018	-406	Sold	29045	0.304
				11-05-2018	639	Buy	29684	0.310
				18-05-2018	-1357	Sold	28327	0.296
				25-05-2018	-692	Sold	27635	0.289
				01-06-2018	-193	Sold	27442	0.287
				08-06-2018	-519	Sold	26923	0.282
				15-06-2018	-30	Sold	26893	0.281
				22-06-2018	558	Buy	27451	0.287
				29-06-2018	-1079	Sold	26372	0.276
				06-07-2018	-306	Sold	26066	0.273
				13-07-2018	-29	Sold	26037	0.272
				20-07-2018	198	Buy	26235	0.274
				27-07-2018	-15	Sold	26220	0.274
				03-08-2018	-277	Sold	25943	0.271
				10-08-2018	152	Buy	26095	0.273
17-08-2018	1301	Buy	27396	0.287				
24-08-2018	-939	Sold	26457	0.277				
31-08-2018	-166	Sold	26291	0.275				
07-09-2018	-15	Sold	26276	0.275				
14-09-2018	-77	Sold	26199	0.274				
21-09-2018	6626	Buy	32825	0.343				
28-09-2018	719	Buy	33544	0.351				
05-10-2018	-807	Sold	32737	0.342				
12-10-2018	758	Buy	33495	0.350				
19-10-2018	-1438	Sold	32057	0.335				
02-11-2018	335	Buy	32392	0.339				
09-11-2018	135	Buy	32527	0.340				
16-11-2018	-1827	Sold	30700	0.321				
23-11-2018	250	Buy	30950	0.324				
30-11-2018	-1019	Sold	29931	0.313				
07-12-2018	95	Buy	30026	0.314				
				14-12-2018	51	Buy	30077	0.315





Sr. No	Shareholder's Name	No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No. Of shares	% of total Shares of the company
				21-12-2018	10100	Buy	40177	0.420
				28-12-2018	-200	Sold	39977	0.418
				11-01-2019	8218	Buy	48195	0.504
				18-01-2019	51	Buy	48246	0.505
				25-01-2019	-1269	Sold	46977	0.491
				01-02-2019	69	Buy	47046	0.492
				08-02-2019	1074	Buy	48120	0.503
				15-02-2019	-793	Sold	47327	0.495
				22-02-2019	-198	Sold	47129	0.493
				01-03-2019	8891	Buy	56020	0.586
				08-03-2019	120	Buy	56140	0.587
				15-03-2019	-13	Sold	56127	0.587
				29-03-2019	10992	Buy	67119	0.702
	<b>-Closing Balance</b>			<b>31-03-2019</b>	<b>-2351</b>	<b>Sold</b>	<b>64768</b>	<b>0.677</b>
<b>3</b>	<b>INVESTOR EDUCATION AND PROTECTION F</b>	<b>52273</b>	<b>0.547</b>	<b>01-04-2018</b>				
				02-11-2018	3775	Buy	56048	0.586
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>56048</b>	<b>0.586</b>
<b>4</b>	<b>SONAL N DADIA</b>	<b>32900</b>	<b>0.344</b>	<b>01-04-2018</b>				
	<b>-Closing Balance</b>			<b>31-03-2019</b>		<b>No Change</b>	<b>32900</b>	<b>0.344</b>
<b>5</b>	<b>PRASHANT RATHEE</b>	<b>10000</b>	<b>0.105</b>	<b>01-04-2018</b>				
				15-02-2019	10593	Buy	20593	0.215
				22-02-2019	5494	Buy	26087	0.273
				01-03-2019	3840	Buy	29927	0.313
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>29927</b>	<b>0.313</b>
<b>6</b>	<b>ABHISHEK SAXENA</b>	<b>19815</b>	<b>0.207</b>	<b>01-04-2018</b>				
				06-07-2018	285	Buy	20100	0.210
				20-07-2018	500	Buy	20600	0.215
				28-09-2018	900	Buy	21500	0.225
				12-10-2018	250	Buy	21750	0.227
				07-12-2018	500	Buy	22250	0.233
				14-12-2018	1500	Buy	23750	0.248
				28-12-2018	1500	Buy	25250	0.264
				01-02-2019	1000	Buy	26250	0.275
				15-02-2019	1750	Buy	28000	0.293
				22-02-2019	400	Buy	28400	0.297
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>28400</b>	<b>0.297</b>



Sr. No	Shareholder's Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No.Of shares	% of total Shares of the company
7	MAHESH KUMAR SINGHI	34458	0.360	01-04-2018				
				20-04-2018	-4123	Sold	30335	0.317
				27-04-2018	-1267	Sold	29068	0.304
				04-05-2018	-3900	Sold	25168	0.263
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>25168</b>	<b>0.263</b>
8	NARBADA N SHARMA	0	0	01-04-2018				
				07-12-2018	25000	Buy	25000	0.261
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>25000</b>	<b>0.261</b>
9	DEEPSHIKHA ARORA .	0	0	01-04-2018				
				05-10-2018	25000	Buy	25000	0.261
				23-11-2018	-300	Sold	24700	0.258
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>24700</b>	<b>0.258</b>
10	ANJU GOEL	22000	0.230	01-04-2018				
	-Closing Balance			31-03-2019		No Change	22000	0.230
11	ADITYA BIRLA MONEY LIMITED	55013	0.575	01-04-2018				
				06-04-2018	19	Buy	55032	0.576
				13-04-2018	-1	Sold	55031	0.576
				20-04-2018	-31	Sold	55000	0.575
				15-06-2018	10	Buy	55010	0.575
				22-06-2018	80	Buy	55090	0.576
				29-06-2018	-70	Sold	55020	0.575
				03-08-2018	1000	Buy	56020	0.586
				24-08-2018	-5000	Sold	51020	0.534
				21-09-2018	-24950	Sold	26070	0.273
				05-10-2018	-25000	Sold	1070	0.011
				12-10-2018	-950	Sold	120	0.001
				09-11-2018	-100	Sold	20	0.000
				21-12-2018	30	Buy	50	0.001
				11-01-2019	140	Buy	190	0.002
				18-01-2019	977	Buy	1167	0.012
				25-01-2019	-1013	Sold	154	0.002
				01-02-2019	-50	Sold	104	0.001
				22-02-2019	-12	Sold	92	0.001
				01-03-2019	-2	Sold	90	0.001
				15-03-2019	-75	Sold	15	0.000
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>0</b>	<b>0.000</b>



Sr. No	Shareholder's Name	No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No. Of shares	% of total Shares of the company
12	RAVINDER PAL SINGH KAINTH	123848	1.295	01-04-2018				
				06-04-2018	-4101	Sold	119747	1.252
				20-04-2018	2653	Buy	122400	1.280
				27-04-2018	3107	Buy	125507	1.313
				04-05-2018	2750	Buy	128257	1.341
				11-05-2018	9405	Buy	137662	1.440
				18-05-2018	8756	Buy	146418	1.531
				25-05-2018	6814	Buy	153232	1.603
				01-06-2018	970	Buy	154202	1.613
				08-06-2018	1798	Buy	156000	1.632
				15-06-2018	250	Buy	156250	1.634
				29-06-2018	6350	Buy	162600	1.701
				06-07-2018	-300	Sold	162300	1.697
				13-07-2018	-86	Sold	162214	1.697
				20-07-2018	-41849	Sold	120365	1.259
				27-07-2018	-29455	Sold	90910	0.951
				03-08-2018	-2490	Sold	88420	0.925
				10-08-2018	-220	Sold	88200	0.922
				17-08-2018	1330	Buy	89530	0.936
				24-08-2018	3970	Buy	93500	0.978
				31-08-2018	1010	Buy	94510	0.988
				14-09-2018	8533	Buy	103043	1.078
				21-09-2018	-15543	Sold	87500	0.915
				28-09-2018	-5262	Sold	82238	0.860
				30-09-2018	-1738	Sold	80500	0.842
				05-10-2018	-3500	Sold	77000	0.805
				12-10-2018	-5800	Sold	71200	0.745
				16-11-2018	-100	Sold	71100	0.744
				23-11-2018	-1100	Sold	70000	0.732
				30-11-2018	-6120	Sold	63880	0.668
				07-12-2018	-7575	Sold	56305	0.589
				14-12-2018	-9185	Sold	47120	0.493
				21-12-2018	-1720	Sold	45400	0.475
				28-12-2018	-2905	Sold	42495	0.444
				31-12-2018	-1050	Sold	41445	0.433
				04-01-2019	-3650	Sold	37795	0.395
				11-01-2019	-1435	Sold	36360	0.380
				18-01-2019	-7660	Sold	28700	0.300
				25-01-2019	-1100	Sold	27600	0.289
				01-02-2019	-19101	Sold	8499	0.089



Sr. No	Shareholder's Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing / Decreasing in share-holding	Reason	No.Of shares	% of total Shares of the company
				08-02-2019	-5599	Sold	2900	0.030
				15-02-2019	-2900	Sold	0	0.000
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>0</b>	<b>0.000</b>
13	GANESH BABU PANDURANGAN	30000	0.314	01-04-2018				
				27-09-2018	-30000	Sold	0	0.000
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>0</b>	<b>0.000</b>
14	SANCHAY FINCOM LIMITED	25000	0.261	01-04-2018				
				07-12-2018	-25000	Sold	0	0.000
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>0</b>	<b>0.000</b>
15	MOTILAL OSWAL SECURITIES LTD	0	0	01-04-2018				
				09-11-2018	188	Buy	188	0.002
				23-11-2018	112	Buy	300	0.003
				14-12-2018	6440	Buy	6740	0.070
				31-12-2018	-6640	Sold	100	0.001
				04-01-2019	3744	Buy	3844	0.040
				18-01-2019	-3619	Sold	225	0.002
				25-01-2019	125	Buy	350	0.004
				01-02-2019	-342	Sold	8	0.000
				22-02-2019	192	Buy	200	0.002
				01-03-2019	100	Buy	300	0.003
				08-03-2019	747	Buy	1047	0.011
				22-03-2019	173	Buy	1220	0.013
				29-03-2019	-1220	Sold	0	0.000
	<b>-Closing Balance</b>			<b>31-03-2019</b>			<b>0</b>	<b>0.000</b>

#### Shareholding of Directors and Key Managerial Personnel:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (01st April 2018)			Cumulative Shareholding at the end of the year (31st March 2019)			% of total Shares of the company
		(01st April 2018)	% of total Shares of the company	Date	No.of Shares	Reason	No.Of shares	
1	Jayesh Patel (Chairman & Whole time Director)	579350	6.059	0	0	0	0	6.059
2	Satyen Patel (Managing Director)	294326	3.078	0	0	0	0	3.078
3	Sarita Kotasthane (Independent Director)	0	0	0	0	0	0	0
4	Adv. Shrikant Malegaonkar (Independent Director)	0	0	0	0	0	0	0
5	Mahendrakumar Sharma (CFO)	0	0	0	0	0	0	0
6	Prasad Zinjurde (CS)	0	0	0	0	0	0	0



<b>INDEBTEDNESS</b>				
Amount (Rs. in Lakh)				
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	5,644.08	4,001.78	-	9,645.86
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.43	-	-	2.43
Total (i+ii+iii)	5646.51	4001.78	0	9648.29
Change in Indebtedness during the financial year				
• Addition	513.94	-	-	513.94
• Reduction	(5,426.16)	-	-	(5,426.16)
Net Change	(4,912.22)	0	0	(4,912.22)
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	731.86	4,001.78	-	4,733.64
ii) Interest due but not paid	-	32.12	-	32.12
iii) Interest accrued but not due	2.62	-	-	2.62
<b>Total (i+ii+iii)</b>	<b>734.48</b>	<b>4,033.90</b>	<b>0</b>	<b>4768.38</b>

<b>REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL</b>				
<b>A. Remuneration to Managing Director, Whole-time Directors and/or Manager:</b>				
Amount (Rs. in Lakh)				
Sr. no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. J. P. Patel (WTD)	Mr. S. V. Patel (MD)	
1	Gross salary	96.70	96.70	193.40
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	-	-	
3	Sweat Equity	-	-	
4	Commission	47.72	47.72	95.44
	- as % of profit	1.00%	1.00%	
	- others, specify...	0.000	0.000	
5	Others, please specify			
	<b>Total (A)</b>	<b>144.43</b>	<b>144.43</b>	<b>288.84</b>
<b>Remuneration paid to Executive Directors is within ceiling as per the Companies Act- 2013</b>				



<b>B. Remuneration to other directors:</b>				
	Particulars of Remuneration	Name of Directors Manager		Total Amount
		Adv S. B. Malegaonkar	Ms. Sarita Kotasthane	
	I. Independent Directors			
	•Fee for attending board / committee meetings			
	• Commission	-	-	
	• Others, please specify	65,000.00	63,000.00	128,000.00
	Total (1)			
	2. Other Non-Executive Directors			
	•Fee for attending board / committee meetings			
	• Commission	-	-	
	• Others, please specify	-	-	
	Total (2)	-	-	
	Total (B)=(1+2)			
	<b>Total Managerial Remuneration</b>	<b>65,000.00</b>	<b>63,000.00</b>	<b>128,000.00</b>
	Sitting Fees paid to Non - Executive Directors is within ceiling as per the Companies Act- 2013*			

<b>C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD</b>				
Amount (Rs. in Lakh)				
Sr. no.	Particulars of Remuneration	Key Managerial Personnel		
		CFO	Company Secretary	Total
1	"Gross salary	20.18	2.62	22.80
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961"			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option			
3	Sweat Equity			
4	Commissio			
	- as % of profit			
	- others, specify			
	Others, please specify			
	<b>Total</b>	<b>20.18</b>	<b>2.62</b>	<b>2.619</b>


**PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

Date: 21/5/2019  
Place: PUNE

Sd/-  
**Jayesh Patel**  
Chairman  
(DIN:00131517)

Sd/-  
**Satyen Patel**  
Managing Director  
(DIN:00131344)



**FORM NO.AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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

**Details of contracts or arrangements or transactions not at Arm's length basis.**

I	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
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During the year under review company did not entered into any contracts or arrangements or transactions which were not at arm's length with related parties

**Details of material contracts or arrangements or transactions at Arm's length basis.**

2	Name (s) of the related party & nature of relationship	"Nature of contracts/ arrangements/ transaction"	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
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During the year under review company did not entered into any material contracts or arrangements or transactions with related parties

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

Sd/-  
**Jayesh Patel**  
Chairman

Sd/-  
**Satyen Patel**  
Managing Director

Date: 21/5/2019  
Place: PUNE





## MANAGEMENT DISCUSSION AND ANALYSIS

### INDUSTRY STRUCTURE & DEVELOPMENT

#### BUILDING MATERIAL INDUSTRY

Roofing is major part of building material industry. Roofing sheet industry is dominated by RCC sheets more than 50% as per an estimate. Rest comprises of GI sheet, clay tiles and cement roofing sheets. Cement fiber sheet comprises around 10% of the total roofing market. This industry is dominated by 5 organized players though there are number of other organized and unorganized players. Cement sheet is rust free, termite free, fire retardant, good insulation, good acoustic rating has life long span of life.

#### OPPORTUNITIES

With growth in disposable income, first choice after thatched roof is asbestos cement sheet. It is cheapest option among all the roofing solutions besides having advantage of being rust free, termite free, fire retardant, and long life span. Government has been generous in allocating budget for rural development and eradicating poverty. With liquidity in the market, prospects are good.

**FLAT BOARD MARKET** - Your company has sufficient capacity for flat board and therefore is fully equipped to tap the emerging market for partitions, mezzanine floors, facades, doors, toilets etc.

**WINDMILL** – We expect steady generation resulting into steady income.

#### THREATS

Asbestos is the key strengthening material in cement roofing sheets. It is a carcinogenic material and therefore there is always threat of its use being restricted. There is always a group with vested interests anti asbestos lobby. Cement Sheets competes directly with GI/steel sheets. As when steel prices go down the price advantage gets narrowed down. This too is a perennial risk. A price of cement is always fluctuating and it is also a risk. Asbestos is 100% imported material and therefore exposed to foreign exchange fluctuation

**WINDMILL**- Timely payment against sale of power is a continuing problem. Changing policies of government is another hurdle. Cement sheet industry is fully aware of these threats and keep educating public as also key authorities about safe manufacturing process of asbestos. India only uses Chrysotile fiber which is not as harmful as blue asbestos. Continuing R&D and innovations are the key factor in keeping us competitive vis a vis competing products. Presence of key government authorities like Competition Commission ensures check on abnormal fluctuation in cement prices. Indian cement sheet industry is major customer of international asbestos suppliers, therefore viability of cement sheets always is a concern of suppliers and it keeps prices at viable level.

**DELAYED PAYMENTS OF WINDMILLS**- Issue of delayed payments has been taken with regulatory authorities for timely payment of against sales of power.

#### PERFORMANCE

Overall the year has been satisfactory. First half was positive. However there was pressure in H2 due to general slow down and rising cement prices. The positive factor is that company is performing well due to cost cutting measures, checks and controls implemented since some time. There was growth both in top line and bottom line.

#### OUTLOOK

There have been mixed predictions about monsoon. While IMD has projected good monsoon, private agencies have projected average. First quarter which is historically best performing quarter likely to be partly affected by disturbance due to elections. Management also recognizes need to increase capacity utilization which is around 50% at present and the emphasis is on increasing the sales and there is likely to be higher sales with sales promotion expenses. All this may impact profitability to some extent. However it will be at par or better than industry average.

#### SEGMENT WISE AND PRODUCT WISE PERFORMANCE

We analyse performance in two segments – building material and windmill. Building material top line has grown by 6.03% where as windmill power generation improved by 14.5%. Segment results have grown up by 15.8% and robust 45% respectively.



## RISKS AND CONCERNS

Our key raw material i.e. asbestos is imported. Landing cost depends upon dollar rate. However cement sheet industry is major customer of asbestos industry. Therefore asbestos industry always understands this constraint and its implication. Annual prices of asbestos are generally fixed keeping dollar rate too in view.

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

In accordance with Section 134(5) (e) of the Companies Act, 2013, the Company has Internal Financial Controls by means of Policies and Procedures commensurate with the size & nature of its operations and pertaining to financial reporting. In accordance with Rule 8(5) (viii) of Companies (Accounts) Rules, 2014, it is hereby confirmed that the Internal Financial Controls are adequate with reference to the financial statements.

## DETAILS OF SIGNIFICANT CHANGES IN FINANCIAL ALONG WITH DETAIL EXPLANATION THEREOF RATIOS

Sr.No.	Financial Ratios	2018-19	2017-18	% Change	Reason for Change
1	Debtors Turnover Ratio	8.62	7.85	8.88	-
2	Inventory Turnover Ratio	4.23	4.86	14.75	-
3	Interest Coverage Ratio	6.94	5.16	25.56	Due to repayment of Debt
4	Current Ratio	2.14	1.13	47.17	Due to repayment of Debt
5	Operating Profit Margin	24.03	24.37	1.41	-

## CHANGE IN RETURN OR NET WORTH AS COMPARED TO THE IMMEDIATELY PREVIOUS FINANCIAL YEAR ALONG WITH DETAIL EXPLANATION THEREOF

During the financial year 2018-19, Net worth of Sahyadri Industries Limited was Rs 16267.31 Lakh as compared to Rs. 13076.14 Lakh in the previous year a growth of 19.61% due to increase in profit of the company by 3191.17 Lakh.



**Independent Auditor's Certificate on compliance with the conditions of Corporate Governance as per provisions of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
**The Members of  
Sahyadri Industries Limited.**

This report contains details of compliance of conditions of Corporate Governance by Sahyadri Industries Limited (the Company) for the year ended on 31st March 2019, as stipulated in Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and 2018 ('Listing Regulations') as amended.

### **Management's Responsibility**

The compliance with terms and conditions of Corporate Governance is the responsibility of the management of the company including the preparation and maintenance of all relevant supporting records and documents.

### **Auditor's Responsibility**

Our examination was limited to a review of procedures and implementations thereof, adopted by the Company for ensuring Compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

Pursuant to the requirements of the Listing Regulations, it is our responsibility to provide reasonable assurance whether the company has complied with conditions of corporate governance as stipulated in Listing Regulations for the year ended 31st March, 2019.

We conducted our examination in accordance with Guidance Note on Reports or Certificates for Special Purposes and Guidance Note on certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India (ICAI). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.

We have complied with the relevant applicable requirements of Standard on Quality Control (SQC) 1, Quality Control of Firms that perform Audits and Reviews of Historical Financial Information and other Assurance and other Related Services Engagement.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned listing regulations.

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

### **Restriction on use**

This certificate is addressed and provided to the members of the company solely for the purpose of complying with the requirement of Listing Regulations, and may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**For VIJAY KALERA & ASSOCIATES**  
CHARTERED ACCOUNTANTS  
FIRM REG. NO. 115160W

**PLACE : PUNE**  
**DATE : 21st MAY, 2019**

SD/-  
**(CA VIJAY S. KALERA)**  
Proprietor  
Membership No.049105



## CORPORATE GOVERNANCE REPORT

### I. INTRODUCTION:

The Company believes that corporate governance is a key element in improving efficiency and growth as well as enhancing investor confidence. The Company is committed to sound corporate practices based on transparency and accountability.

Transparency and accountability are the two basic tenets of Corporate Governance. Responsible corporate conduct is integral to the way we do our business. Our actions are governed by our values and principles, which are reinforced at all levels within the Company. We are committed to doing things the right way which means taking business decisions and acting in a way that is ethical and is in compliance with the applicable legal requirements. Our Code of Business Principles is an extension of our values and reflects our business practices and regulatory compliance.

To succeed, we believe, requires the global standards of corporate behavior towards everyone we work with, the communities we touch, and the environment on which we have an impact. This is our road to sustainable, profitable growth and creating long-term value for our shareholders, our people, and our business partners.

The Board of Directors of your Company is responsible and committed to sound principles of Corporate Governance in the Company. The Board plays a critical role in overseeing how the management serves the short and long term interests of shareholders and other stakeholders. This belief is reflected in our governance practices, under which we strive to maintain an active, informed, and independent Board. We keep our governance practices under continuous review and benchmark ourselves to the best governed company across the country.

### 2. BOARD OF DIRECTORS

The Board of Directors (the Board) is entrusted with the ultimate responsibility of the management, general affairs, direction and performance of the Company and has been vested with the requisite powers, authorities and duties.

As on 31<sup>st</sup> March 2019, the Board of the Company consists of 4 (Four) Directors comprising 2 (Two) Executive Directors and 2 (Two) Non - Executive Independent Directors, the Chairman of the Board is an Executive Director. The Board represents an optimal mix of professionalism, knowledge and experience.

DIRECTOR	CATEGORY	DESIGNATION
Mr. J. P. Patel	Executive Director	Chairman
Mr. S.V. Patel	Executive Director	Managing Director
Ms. S. J. Kotasthane	Non-Executive Director	Independent Director
Adv. S. B. Malegaonkar	Non-Executive Director	Independent Director

### 3. MEETINGS OF BOARD OF DIRECTORS AND COMMITTEES

#### a) Meetings of Board of Directors:

The Board meets frequently to discuss and decide on Company/business policy and strategy apart from other Board business. The Board/Committee meetings held each year are pre-scheduled. However, in case of a special and urgent business need, the Board's approval is taken by circulating the resolution, which is ratified in the next Board Meeting.

The agenda for the Board/Committee meetings is circulated among the Directors in advance to facilitate discussion for taking an informed decision.

During the year 2018-19, Five Board Meetings were held on May 30<sup>th</sup> 2018, June 30<sup>th</sup> 2018, August 13<sup>th</sup> 2018, November 03<sup>rd</sup> 2018 and February 07<sup>th</sup> 2019.

Director	Category	No. of Board Meetings attended during 2018-19	Whether last AGM attended	Positions held in other public limited companies	No. of Committee positions held in other public limited companies
Mr. J. P. Patel	Executive Chairman	5	Yes	Nil	Nil
Mr. S.V. Patel	Managing Director	4	Yes	Nil	Nil
Ms. S. J. Kotasthane	Non-Executive Independent	5	Yes	Nil	Nil
Adv. S. B. Malegaonkar	Non-Executive Independent	4	No	Nil	Nil

A chart or a matrix setting out the skills/expertise/competence of the board of directors:

SR. NO.	SKILLS/EXPERTISE/COMPETENCE REQUIRED IN BOARD	SKILLS/EXPERTISE/COMPETENCE AVAILABLE IN BOARD
1	Strategy	Ability to think strategically and identify and critically assess strategic opportunities and threats and develop effective strategies in the context of the strategic objectives of the Company's relevant policies and priorities.
2	Policy	Ability to identify key issues and opportunities for the Company within the technology industry, and develop appropriate policies to define the parameters within which the organization should operate.
		Qualifications and experience in accounting and/or finance and the ability to:
		<ul style="list-style-type: none"> <li>• analyze key financial statements;</li> <li>• Critically assess financial viability and performance;</li> </ul>
3	Finance	<ul style="list-style-type: none"> <li>• Oversee budgets and the efficient use of resources; and oversee funding arrangements and accountability.</li> <li>• Contribute to strategic financial planning;</li> </ul>
4	Marketing	A broad range of commercial/business experience, preferably in the small to medium enterprise context, in areas including communications, marketing, branding and business systems, practices and improvement.
5	Risk	Ability to identify key risks to the organization in a wide range of areas including legal and regulatory compliance, and monitor risk and compliance management frameworks and systems
6	Human Resource Management	Experience at an executive level including the ability to: <ul style="list-style-type: none"> <li>• Appoint and evaluate the performance of senior executive and managers;</li> <li>• Oversee strategic human resource management including workforce planning, and employee and industrial relations;</li> <li>• Oversee large scale organizational change.</li> </ul>

- The Board of Directors of the Company hereby confirms that, the Independent Directors fulfill the conditions mentioned in the regulation and are independent of the Management.

## b) Meetings of Audit Committee:

As on 31<sup>st</sup> March 2019 the Audit Committee comprised of Ms. S. J. Kotasthane, Adv S. B. Malegaonkar and Mr. J. P. Patel as its Members. All the members of the Committee have the relevant experience in financial matters.

During the year 2018-19, Four Committee Meetings were held on May 18<sup>th</sup> 2018, August 11<sup>th</sup> 2018, November 01<sup>st</sup> 2018 and February 05<sup>th</sup> 2019.

The terms of reference of the Audit Committee includes the following:

- 1) Overseeing the Company's financial reporting process and ensuring correct, adequate and credible disclosure of financial information;
- 2) Ensuring compliance of internal control systems and action taken on internal audit reports.
- 3) Apprising the Board on the impact of accounting policies, accounting standards and legislation.
- 4) Holding periodical discussion with statutory auditors on the scope and content of the audit.
- 5) Reviewing the Company's financial and risk management policies.



The composition of Audit Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No. of Meetings held	Meetings Attended
Ms. S. J. Kotasthane	Chairman	Non-Executive, Independent Director	4	4
Mr. J. P. Patel	Member	Whole-Time Director	4	4
Adv S. B. Malegaonkar	Member	Non-Executive, Independent Director	4	4

### c) Meetings of Nomination and Remuneration Committee:

As of 31<sup>st</sup> March 2019 Nomination & Remuneration Committee comprised of Ms. S.J. Kotasthane (Chairperson), Adv S. B. Malegaonkar and Mr. J. P. Patel as Members. During the year 2018-19 committee had one meeting on 11<sup>th</sup> August 2018

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

- 1) To identify persons who are qualified to become directors and who may be appointed as Key Managerial Personnel (KMP) or senior managerial personnel in accordance with the criteria laid down, recommend to the Board their appointment and removal.
- 2) To formulate the criteria for determining qualifications, positive attributes and independence of a director.
- 3) To recommend to the Board a policy, relating to the remuneration of the directors, KMP and Senior Management Persons.
- 4) To formulate the criteria to carry out evaluation of every director's performance.

The details of remuneration paid to all Directors for the FY 2018-19 are as follows:

Name of director	Relationship with other directors	Salary, Perquisites & Retirement benefits (Rs)	Commission Rs.	Sitting Fees Rs.	Total Rs.
Jayesh Patel	Cousin of Satyen Patel	96,70,000/-	47,72,065/-	0	1,44,42,065/-
Satyen Patel	Cousin of Jayesh Patel	96,70,000/-	47,72,065/-	0	1,44,42,065/-
Sarita Kotasthane	Nil	0	0	63,000/-	63,000/-
S.B.Malegaonkar	Nil	0	0	65,000/-	65,000/-

The composition of Nomination and Remuneration Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No. of Meetings held	Meetings attended
S.B.Malegaonkar	Chairperson	Non-Executive Independent Director	1	1
Sarita Kotasthane	Member	Non-Executive Independent Director	1	1
J.P.Patel	Member	Executive Director	1	1

### Nomination and Remuneration Policy

The Company has formulated Nomination and Remuneration Policy for Directors, Key Managerial Personnel and Senior Management persons. The policy contains details such as criteria and qualification for appointment as Directors/KMP/senior management personnel of the company, structure of remuneration for the managing director, key managerial personnel and senior management personnel and evaluation etc. The policy, Performance Evaluation criteria for Directors and Familiarization Program is uploaded on the website. The website is [www.silworld.in](http://www.silworld.in)

### d) Meeting of Stakeholders Relationship Committee:

As of 31<sup>st</sup> March 2019, Stakeholders Relationship Committee comprised of Adv S. B. Malegaonkar (Chairman), Mr. S.V. Patel (Member) and Mr. M. K. Sharma (Member). The committee is mandated to oversee share transfers, transmission and review and redress shareholders' complaints. There were two meetings of the committee were held during the year under review dated November 01<sup>st</sup> 2018 and February 05<sup>th</sup> 2019 respectively.

During the year under review, Company received 3 Investors Complaints and as on 31<sup>st</sup> March 2019, 2 complaints were resolved and the 3<sup>rd</sup> Complaint which was received in the last week of the month March 2019 was resolved in the first week of the April 2019.

The composition of Stakeholders relationship Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No. of Meetings held	Meetings attended
S.B. Malegaonkar	Chairman	Non Executive Independent Director	2	2
S.V.Patel	Member	Executive Director	2	2
M.K.Sharma	Member	CFO	2	2

#### e) Meeting of Corporate Social Responsibility Committee:

As of 31<sup>st</sup> March 2019 the Corporate Social Responsibility Committee comprises of Mr. S.V. Patel (Chairman), Mr. J. P. Patel (Members) and Adv S. B. Malegaonkar (Member). The committee is mandated to recommend the amount of expenditure to be incurred on the CSR activities and monitor implementation of the Corporate Social Responsibility Policy of the company from time to time.

There was one meetings of the committee held during the year under review dated February 05<sup>th</sup> 2019 respectively. The composition of CSR Committee and the details of the meetings attended by the members thereof are as follows:

Committee Member	Designation	Category	No. of Meetings held	Meetings attended
S.V.Patel	Chairperson	Executive Director	1	1
J.P.Patel	Member	Executive Director	1	1
S.B.Malegaonkar	Member	Non-Executive Independent Director	1	1

#### f) Meeting of Risk Management Committee:

As per regulation 21(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is not required to constitute a Risk Management Committee. However, Company has voluntarily constituted a Risk Management Committee, to look after issues, problems and grievance of Investors. The composition of Risk Management Committee is as follows:

Committee Member	Designation	Category
S.V.Patel	Chairperson	Executive Director
J.P.Patel	Member	Executive Director
S.B.Malegaonkar	Member	Non-Executive Independent Director

#### g) Meeting of Independent Director:

As of 31<sup>st</sup> March 2019, separate Meeting of Independent Directors was held on 05<sup>th</sup> February 2019 to review the performance of the Board (as a whole), the non-independent directors and the Chairman.

#### h) Meeting of Finance and General Affairs Committee Meeting:

As of 31<sup>st</sup> March 2019, separate Meeting of Independent Directors was held on 17<sup>th</sup> December 2018 to discuss about general finance business of the Company.



## 4. GENERAL BODY MEETINGS

SR. NO.	DATE, LOCATION, TIME	WHETHER ANY SPECIAL RESOLUTION PASSED	POSTAL BALLOT AND VOTING RESULTS	WHO CONDUCTED POSTAL BALLOT EXERCISE
1	AGM 30/09/2016 Chinchwad, Pune 03:30 P.M.	1. To Re- appoint Ms. Sarita Kotasthane as an Independent Director	<b>No. of Votes in Favor</b> 6371181 <b>Voting Result</b> Pass	P.L.Shettigar PCS C.P.No.2917
		2. Revision in the remuneration to be paid to Mr. J. P. Patel, in case of absence of profit or inadequacy of profit.	<b>No. of Votes in Favor</b> 31990 <b>Voting Result</b> Pass	
		3. Revision in the remuneration to be paid to Mr. S.V. Patel, in case of absence of profit or inadequacy of profit.	<b>No. of Votes in Favor</b> 31990 <b>Voting Result</b> Pass	
		4. Revision in the remuneration to be paid to Mr. P. L. Patel, in case of absence of profit or inadequacy of profit.	<b>No. of Votes in Favor</b> 31990 <b>Voting Result</b> Pass	
		5. Revision in the remuneration to be paid to Mr. V. L. Patel, in case of absence of profit or inadequacy of profit.	<b>No. of Votes in Favor</b> 31990 <b>Voting Result</b> Pass	

SR. NO.	DATE, LOCATION, TIME	WHETHER ANY SPECIAL RESOLUTION PASSED	POSTAL BALLOT AND VOTING RESULTS	WHO CONDUCTED POSTAL BALLOT EXERCISE
2	AGM 28/09/2017 Chinchwad, Pune 03:30 P.M.	1. To Re- appoint Mr. J.P.Patel as an Executive Chairman & revise remuneration	<b>No. of Votes in Favor</b> 3763997 <b>Voting Result</b> Pass	P.L.Shettigar PCS C.P.No.2917
		2. To Re- appoint Mr. S.V. Patel as an Managing Director & revise remuneration	<b>No. of Votes in Favor</b> 4318383 <b>Voting Result</b> Pass	
		4. Appointment of S. B. Malegaonkar as an Independent Director	<b>No. of Votes in Favor</b> 6356491 <b>Voting Result</b> Pass	



SR. NO.	DATE, LOCATION, TIME	WHETHER ANY SPECIAL RESOLUTION PASSED	POSTAL BALLOT AND VOTING RESULTS	WHO CONDUCTED POSTAL BALLOT EXERCISE
3	AGM 10/09/2018 Chinchwad, Pune 03:30 P.M.	No Special resolution was passed	Nil	Suvir Saraf PCS C.P.No. 11409

## 5. MEANS OF COMMUNICATION

Quarterly, annual results and notices are published in Free Press Journal & Navshakti. The results are displayed on the Company's website [www.silworld.in](http://www.silworld.in)

## 6. GENERAL SHAREHOLDERS INFORMATION

- Date & Time of AGM

### ANNUAL GENERAL MEETING (AGM)

Date and time: 13<sup>th</sup> August 2019, at 03:30 p.m.

Venue: Plot No. 39, Block D-III, MIDC, Chinchwad, Pune – 411019

- **Financial Calendar**

The Company follows April–March as its financial year. The results for every quarter beginning from April are declared within 45 days following the quarter except for the last quarter, for which the results are declared within 60 days from the end of quarter which is permitted under the Listing agreement/ Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- **Record Date & Book Closure Date**

06<sup>th</sup> August, 2019 to 13<sup>th</sup> August, 2019 (both days inclusive)

- **Dividend**

Dividend on equity shares, if declared at the ensuing AGM, will be credited/dispatched on or after on 13<sup>th</sup> August, 2019 as under:

- To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data made available to the Company by National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL) as of the close of business hours on, 05<sup>th</sup> August, 2019; and
- To all those shareholders holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/ Registrar and Transfer Agent (i.e. Sharex Dynamic (India) Pvt. Ltd.) on or before the closing hours on 05<sup>th</sup> August, 2019.

- **Listing on Stock Exchange and Stock Code**

BOMBAY STOCK EXCHANGE LIMITED

Stock Code: 532841

ISIN: INE280H01015



### • Market Price Data BSE

The monthly High and Low Quotations of Shares traded on Bombay Stock Exchange Limited, Mumbai is as follows:

Months	Stock Market Price on BSE	
	High	Low
April 2018	324.00	249.00
May 2018	326.00	250.00
June 2018	269.90	195.00
July 2018	229.45	174.10
August 2018	259.95	213.25
September 2018	239.00	156.00
October 2018	202.00	156.00
November 2018	226.90	188.50
December 2018	196.00	165.00
January 2019	204.50	167.70
February 2019	184.00	150.10
March 2019	201.25	170.00

### • Contact Details

#### Company

#### Mr. Prasad Zinjurde

Company Secretary and Compliance Officer

Sahyadri Industries Limited

39/D, Gultekdi, J.N.Marg, Pune

Phone: 020-26444625/26/27

Email: cs@silworld.in

#### Registrar and Transfer Agent

#### Sharex Dynamic (India) Private Limited

Unit No I, Luthra Industrial Premises,

Safed Pool, Andheri (E), Mumbai 400 072

Phone: 022-28515606/44, Fax : 022-28542885

Email : sharexindia@vsnl.com

### • Share Transfer System

The entire work relating to share transfers, transmission and dematerialization process of shares is handled by Registrar and Share Transfer Agent, Physical transfers are processed twice a month and demat transfers are processed in every eight day.

## 7. SHAREHOLDING PATTERN AS ON 31<sup>st</sup> MARCH 2019

Category	No. of Shares Held	Percentage
Promoters & Promoter Group	63,49,991	66.41
Public	32,11,509	33.59
Total	95,61,500	100.00

### • Distribution of Shareholding as on 31<sup>st</sup> March 2019

No of Shares	No of Holders	Percentage	Total Shares	Percentage
1 to 100	4736	58.75	283655	2.96
101-200	1138	14.11	192165	2.01
201-500	1165	14.45	420673	4.40
501-1000	501	6.21	395943	4.14
1001-5000	429	5.32	923730	9.66
5001-10000	45	0.55	325429	3.40
10001-100000	32	0.39	801003	8.37
100001 & above	15	0.18	6218902	65.04
<b>Total</b>	<b>5,638</b>	<b>100.00</b>	<b>9,561,500</b>	<b>100.00</b>

- **Dematerialization of shares as on 31<sup>st</sup> March 2019**

Categories	Position as on 31 <sup>st</sup> March 2019		Position as on 31 <sup>st</sup> March 2018	
	No of Shares	% to total Shareholding	No of Shares	% to total Shareholding
Physical	81808	0.85	90,808	00.9
Demat				
1) NSDL	8008680	83.75	82,38,004	86.16
2) CDSL	1471012	15.38	12,32,688	12.89
Sub Total	9479692	99.15	94,70,692	98.15
<b>Total</b>	<b>95,61,500</b>	<b>100</b>	<b>95,61,500</b>	<b>100</b>

- Outstanding GDRs/ADRs, Warrants or any convertible instruments

There were no outstanding GDRs/ADRs/Warrants or any convertible instruments at end of 31<sup>st</sup> March 2019.

## 8. PLANT LOCATIONS:

Plant	Location
Chinchwad	Plot No 39, 44, 46 to 49, Block No. D III, MIDC, Chinchwad, Pune 411019
Kedgaon	Gat No 322/323, Village Kedgaon, Taluka. Daund, District. Pune
Perundrai	Plot No KK2(N) & KK2(S), SIPCOT Industrial Growth Center, Perundrai- 638052
Mahuvej	S. No 127, 128, 129, 186, 187, & 129/1/1, Block No. 88, 89, Village Mahuvej, Tal Mangrol, Dist. Surat, Gujarat
Vijayawada	Survey No. 118, Narsimharao Palem, Veerulla Padu Mandal, Krishna District, Vijayawada Andhra Pradesh,

## 9. DISCLOSURES:

### I. Related party transactions:

During the year, as required under Section 177 of the Act and Regulation 23 of the Listing Regulations, all RPTs were placed before Audit Committee for approval. A statement tabulating the value and nature of transactions with related parties as required under Accounting Standard 18 (Ind AS 24) is set out separately under Note no 41 to the financial statements in this Annual Report.

During the year, there were no material transactions entered into with related parties, which may have had any potential conflict with the interests of the Company.

The Policy on Determining Materiality of and Dealing with Related Party Transactions' is placed on Company's website at [www.silworld.in](http://www.silworld.in).

There has been no materially significant related party transaction that may have potential conflict with the interest of company at large.

### II. Details of Capital Market Non-Compliance, if any:

There has been no non-compliance by the Company of any legal requirements; nor has there been any penalty/stricture imposed on the Company by any stock exchange, SEBI or any other statutory authority on any matter related to capital markets during the last three years.

### III. Whistle Blower Policy/Vigil Mechanism::

Pursuant to Section 177(9) of the Act, The Board of the Company has adopted the Whistle Blower Policy. The Whistle Blower Policy includes vigil mechanism as mandated under the Listing Regulations and provides a mechanism for director /employee to report violations, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which could be detrimental to the organization's interest.

The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The Company affirms that no employee has been denied access to the Audit Committee.

The said Policy is placed on the Company's website at [www.silworld.in](http://www.silworld.in)



#### IV. Disclosure of Material Transactions:

In terms of Regulation 26(5) of the Listing Regulations, Senior Management has made disclosure to the Board relating to all material financial and commercial transactions, if any, where they had personal interest that might have been in potential conflict with the interest of the Company. Based on disclosures received none of the officials in senior management team of the Company have personal interest in any financial or commercial transactions that may have potential conflict with the interest of the Company.

#### V. Disclosures of the Compliance with corporate governance under Regulations 17 to 27 of the Listing Regulations except those which are already disclosed elsewhere in this report:

- i. Orderly succession to Board and Senior Management:  
The Board had satisfied itself that in the event of a requirement for addition/succession at the Board level or in the Senior Management, there is a process in place.
- ii. Information supplied to the Board:  
The Board is presented with relevant information on various matters related to the working of the company, especially those which are critical and require deliberation for arriving at a decision or for resolving an issue. Presentations are also made to the Board by different functional heads on important matters from time to time. In addition to items which are required to be placed before the Board for its noting and/or approval, information is properly provided on various significant matters.  
  
In terms of quality and importance, the information supplied by management to the Board of the company is precise and crisp with relevant details that is necessary for the directors to enable them fulfill their duties. The independent directors of the company expressed satisfaction on 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.
- iii. Compliance Certificate:  
The Managing Director cum Whole time Director and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under Regulation 17(8), read with Part B of Schedule II to the Listing Regulations.
- iv. Report on Corporate Governance:  
This section, read together with the information given in the Board's Report, Management Discussion and Analysis section and General Shareholder Information, constitute the compliance report on Corporate Governance during the year. The company has submitted the quarterly compliance report on regular basis to the stock exchanges as required under Regulation 27 of the Listing Regulations.

#### VI. A certificate received from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached herewith as an Annexure VIII

#### VII. Total fees for all services paid by the Company, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part is Rs. 8,89,130/- (Rupees Eight Lakh Eighty Nine Thousand One Hundred Thirty only)

#### VIII. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Sr. No.	Particulars	Status
a	Number of complaints filed during the financial year	0
b	Number of complaints disposed of during the financial year	0
c	Number of complaints pending at the end of financial year	0

#### CERTIFICATE FROM PRACTICING COMPANY SECRETARY ON COMPLIANCE OF CORPORATE GOVERNANCE CONDITIONS:

The Company has obtained the certificate from a Practicing Company Secretary regarding compliance with the provisions relating to corporate governance laid down in Part E of Schedule V to the Listing Regulations. This certificate is annexed to the Board's Report and will be sent to the stock exchanges, along with the Annual Report to be filed by the Company.



## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members  
**Sahyadri Industries Limited**  
39/D, Gultekdi, JN Marg,  
Pune - 411037

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Sahyadri Industries Limited having CIN - L26956PN1994PLC078941 and having registered office at 39/D, Gultekdi, JN Marg, Pune - 411037 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In mine opinion and to the best of mine information and according to the verifications (including Directors Identification Number (DIN) status at the portal ([www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Satyen Vallabhbbhai Patel	00131344	01/08/1998
2	Jayesh Purushottam Patel	00131517	15/01/1999
3	Sarita Jagannath Kotasthane	07100082	27/01/2015
4	Shrikant Balkrishna Malegaonkar	07901434	07/08/2017

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Mine responsibility is to express an opinion on these based on mine verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

SD/-  
**CS Suvir Saraf**  
ACS No: 29981  
CP No: 11409

**Date: 21.05.2019**  
**Place: Pune**



# **FINANCIAL STATEMENTS**

## INDEPENDENT AUDITOR'S REPORT

The Members of  
Sahyadri Industries Limited.

### Report on the Ind AS Financial Statements

#### Opinion

We have audited the accompanying financial statements of SAHYADRI INDUSTRIES LIMITED (the "Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), statement of changes in Equity, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as Ind AS financial statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019 and its profit and other comprehensive income, changes in equity and cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit in accordance with the standards on auditing as specified under section 143 (10) of the Act. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the Ind AS financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

#### Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Ind AS financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Ind AS financial statements.

Key Audit Matters	How our audit addressed the key audit matter
<p>Revenue Recognition (Refer Note 2.18 "Revenue Recognition" and Note 23 "Revenue from Operations" of Notes to the financial statements)</p> <p>The Company's revenue is principally derived from sale of products of roofing solutions, sale of electricity and others.</p> <p>We identified revenue recognition as a key audit matter because the Company and its external stakeholders focus on revenue as a key performance indicator. This could create an incentive for revenue to be recognised before control has been transferred.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>We assessed the appropriateness of the revenue recognition accounting policies by comparing them with applicable accounting standards;</li> <li>We evaluated the design of controls and operating effectiveness of the relevant controls with respect to revenue recognition;</li> <li>We performed substantive testing on samples selected using statistical sampling of revenue transactions, recorded during the year by testing the underlying documents and</li> <li>We obtained external confirmations of debtors' outstanding balances, selected on a sample basis, directly from customers.</li> </ul>



<p>Assessment of litigations and related disclosure of contingent liabilities (Refer Note 2.25 “Critical accounting judgements and key sources of estimation uncertainty” and Note No. 32. I.(b) “Contingent liabilities not provided for” of Notes to the financial statements)</p> <p>As at March 31, 2019, the Company has exposures towards litigations relating to various indirect tax matters.</p> <p>Significant management judgement is required to assess such matters to determine the probability of occurrence of material outflow of economic resources and whether a provision should be recognised, or a disclosure should be made. The management judgement is also supported with legal advice in certain cases as considered appropriate.</p> <p>As the ultimate outcome of the matters are uncertain and the positions taken by the management are based on the application of their best judgement, related legal advice including those relating to interpretation of laws/regulations, it is considered to be a Key Audit Matter.</p>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• We understood, assessed and tested the design and operating effectiveness of key controls surrounding assessment of litigations relating to the relevant laws and regulations;</li> <li>• We discussed with management the recent developments and the status of the material litigations ;</li> <li>• We performed our assessment on a test basis on the underlying calculations supporting the contingent liabilities/other significant litigations made in the Financial Statements;</li> <li>• We used auditor’s expertise to gain an understanding and to evaluate the disputed tax matters;</li> <li>• We considered external legal opinions, where relevant, obtained by management;</li> <li>• We evaluated management’s assessments by understanding precedents set in similar cases and assessed the reliability of the management’s past estimates/judgements; and</li> <li>• We assessed the adequacy of the Company’s disclosures.</li> </ul>
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We have determined that there are no other key audit matters to communicate in our report.

### Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report 2018-19 of the Company but does not include the financial statements and our auditor’s report thereon. The Annual Report is expected to be made available to us after the date of this auditor’s report.

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

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management for the Ind AS Financial Statements

The Company’s Board of Directors is responsible for the matters stated in sub-section 5 of Section 134 of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian accounting standards) Rules 2015, as amended from time to time. 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.

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

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

### Auditor’s Responsibility for the audit of Ind AS financial statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error; and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not





a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

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

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error; design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (the "Order"), issued by the Central Government of India in terms of Section 143(11) of The Act, we enclose in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 (including other comprehensive income), statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended.



- (e) On the basis of the written representations received from the Directors of the Company as on March 31, 2019, taken on record by the Board of Directors of the Company, none of the Directors of the Company are disqualified as on March 31, 2019 from being appointed as a Director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B';
  - (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid/ provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act; and
  - (h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
1. The Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements as of March 31, 2019 (Refer note 31(b) of Ind AS financial statements);
  2. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses. And
  3. There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Company;

**For VIJAY KALERA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REG. NO. 115160W**

SD/-  
**Membership No.049105**  
**(CA VIJAY S. KALERA)**  
**Proprietor**

**DATE : 21<sup>st</sup> MAY, 2019**  
**PLACE : PUNE**

## ANNEXURE A

## TO THE INDEPENDENT AUDITOR'S REPORT

(REFERRED TO IN PARAGRAPH 1 UNDER THE HEADING "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE)

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of the Property, plant and equipment.
- (b) As explained to us, the Property, plant and equipment were physically verified during the year by the Management in accordance with a phased programme of verification adopted by the Company which, in our opinion is reasonable having regard to size of the Company and nature of its business. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds/lease deeds of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified by the Management during the year at reasonable intervals and no material discrepancies were noticed on such physical verification.
- (iii) The Company has not granted any loans secured or unsecured to the companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, the Company has not advanced loans to Directors/ company in which a director is interested to which the provisions of Section 185 of the Companies Act apply and the Company has also not given any loans or advances, has not made investments and has not given guarantees / securities to the company to which the provisions of Section 186 of the Companies Act apply, hence not commented upon.
- (v) The Company has not accepted any deposit from the public in accordance with the provisions of sections 73 to 76 of the Act and rules framed there under.
- (vi) We have broadly reviewed books of account maintained by the company pursuant to the rules made by the Central Government for maintenance of cost records u/s 148(1) of the Companies Act, 2013 and are of the opinion that prima facie the prescribed records have been made and maintained. We have however, not made a detailed examination of records with a view to determine whether they are accurate or complete.
- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including provident fund, employees' state insurance, Income Tax, Sales Tax, Value Added Tax, Goods and service tax, Customs Duty, Service Tax, Excise Duty and other material statutory dues as applicable to it, with appropriate authorities.
- (b) According to the information and explanations given to us during the year there are no undisputed amounts payable in respect of provident fund, employees' state insurance, Income Tax, Value Added Tax, Goods and service tax, Sales Tax, Customs Duty, Service Tax, Excise Duty and other material statutory dues which have remained outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.
- (c) According to the information and explanations given to us there are no dues of Income Tax, provident fund, employees' state insurance, Sales Tax, Value Added Tax, Goods and service tax, Service Tax, Customs Duty, Excise Duty and other material statutory dues which have not been deposited with the appropriate authorities on account of any dispute other than those mentioned below:

Name of the statute	Nature of Dues	Amount Demanded (₹ in lacs)	Period to which the amount relates	Forum where dispute is pending
Karnataka VAT Act	VAT & CST	4.65	2007-08	Joint Commissioner of Commercial Taxes, (Appeal) Bangalore
Karnataka VAT Act	VAT, Interest & Penalty	10.60	2008-09	Joint Commissioner of Commercial Taxes, (Appeal) Bangalore
Kerala VAT Act	VAT & Interest	9.16	2010-11	The Deputy Commissioner, Appeals Ernakulam
Kerala VAT Act	CST, Interest & Penalty	0.60	2014-15	The Deputy Commissioner, Appeals Ernakulam
Kerala VAT Act	CST, Interest & Penalty	2.69	2015-16	The Deputy Commissioner, Appeals Ernakulam
Gujarat VAT Act	CST, Interest & Penalty	85.35	2010-11	Joint Commissioner of Commercial tax, Vadodara
Gujarat VAT Act	VAT, Interest & Penalty	1.52	2010-11	Joint Commissioner of Commercial tax, Vadodara
Tamil Nadu VAT Act	VAT, Interest & Penalty	0.48	2007-08	The Joint Commissioner (CT) Salem Division
Tamil Nadu VAT Act	VAT, Interest & Penalty	152.95	2010-13	Appellate Tribunal Sales Tax, Coimbatore
Gujarat VAT Act	VAT, Interest & Penalty	46.89	2011-12	Deputy commissioner of commercial tax (appeals). Ahmedabad
Maharashtra Sales Tax	VAT, Interest & Penalty	29.33	2010-11	Joint Commissioner of Sales Tax (Appeal), Pune



Maharashtra Sales Tax	CST, Interest & Penalty	39.78	2012-13	Joint Commissioner of Sales Tax (Appeal), Pune
Maharashtra Sales Tax	CST, Interest & Penalty	19.96	2012-13	Joint Commissioner of Sales Tax (Appeal), Pune
Maharashtra Sales Tax	VAT, Interest & Penalty	53.69	2013-14	Joint Commissioner of Sales Tax Appeals - 2, Pune
Kerala VAT Act	VAT & Interest	9.66	2011-12	The Deputy Commissioner (Appeals), Commercial Taxes, Ernakulam
Central Excise Act	Excise Dues	5.34	2012-13	CESTAT (Chennai)
Central Excise Act	Excise Dues	8.86	2012-13	CESTAT (Chennai)
Central Excise Act	Excise Dues	6.59	2010-13	CESTAT (Chennai)
Central Excise Act	Excise Dues	4.96	2012-13	CESTAT (Chennai)
Central Excise Act	Excise Dues	0.11	2012-13	CESTAT (Chennai)
Central Excise Act	Excise Dues	0.02	2010-11	CESTAT (Chennai)
Central Excise Act	Excise Dues	0.85	2011-13	CESTAT (Chennai)
Central Excise Act	Excise Dues	26.26	2010-12	Commissioner of Central Excise (Appeals), Ahmedabad
Central Excise Act	Excise Dues	27.40	2014-16	Assistant Commissioner of central tax, Baramati
Central Excise Act	Excise Dues	46.78	2014-15 to 2016-17	Assistant Commissioner of central tax, Baramati

Amount deposited under dispute in respect of above demand totaling to Rs.82.56 lacs

- (viii) According to the information and explanations provided to us, the Company has not defaulted in repayment of dues to the banks. The Company did not have any outstanding dues to any financial institution or debentures holders during the year.
- (ix) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year.  
(b) The company has not availed or taken term loans from banks/financial institutions during the year.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, we report that no instances of material fraud on the Company by the officers and employees of the Company or by the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us by the management and based on our examination of the records of the Company, transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable Ind AS.
- (xiv) According to information and explanations given to us and based on our examination of the balance sheet of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him as referred to in section 192 of Act. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India.

**For VIJAY KALERA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REG. NO. 115160W**

**DATE : 21<sup>st</sup> MAY, 2019**  
**PLACE : PUNE**

SD/-  
**(CA VIJAY S. KALERA)**  
**Proprietor**  
**Membership No.049105**



## ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT

(REFERRED TO IN PARAGRAPH 2(f) UNDER THE HEADING “REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS” OF OUR REPORT OF EVEN DATE)

### REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)

We have audited the internal financial controls over financial reporting of SAHYADRI INDUSTRIES LIMITED (“the Company”) as of March 31, 2019 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### Management’s Responsibility for Internal Financial Controls

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

#### Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls over Financial Reporting

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For VIJAY KALERA & ASSOCIATES**  
**CHARTERED ACCOUNTANTS**  
**FIRM REG. NO. 115160W**

**DATE : 21<sup>st</sup> MAY, 2019**  
**PLACE : PUNE**

SD/-  
**(CA VIJAY S. KALERA)**  
Proprietor  
Membership No.049105



## SAHYADRI INDUSTRIES LIMITED

### BALANCE SHEET AS AT 31ST MARCH 2019

(₹ in Lacs unless otherwise stated)				
Particulars		Notes	As at March 31, 2019	As at March 31, 2018
<b>ASSETS</b>				
<b>I.</b>	<b>Non-current assets</b>			
	(a) Property, plant & equipment	3	14268.52	15894.12
	(b) Capital work-in-progress	3	170.76	139.72
	(c) Intangible assets	4	45.42	52.98
	(d) Financial Assets			
	(i) Investments	5	14.20	14.20
	(ii) Others	6	324.22	314.70
	(e) Other non-current assets	7	742.22	704.06
	<b>Total non-current assets</b>		<b>15565.33</b>	<b>17119.79</b>
<b>II.</b>	<b>Current assets</b>			
	(a) Inventories	8	6976.49	7041.93
	(b) Financial Assets			
	(i) Trade receivables	9	3216.04	3667.44
	(ii) Cash & cash equivalents	10	222.69	391.00
	(iii) Loans & Advances	11	0.90	0.46
	(iv) Others	12	12.42	20.87
	(c) Other current assets	13	1439.36	763.68
	<b>Total Current Assets</b>		<b>11867.90</b>	<b>11885.39</b>
	<b>Total Assets</b>		<b>27433.23</b>	<b>29005.18</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
	(a) Equity Share Capital	14	956.15	956.15
	(b) Other Equity		15311.16	12119.99
	<b>Total Equity</b>		<b>16267.31</b>	<b>13076.14</b>
<b>Liabilities</b>				
<b>I.</b>	<b>Non Current Liabilities</b>			
	<b>(a) Financial Liabilities</b>			
	(i) Borrowings	15	4025.80	4141.54
	(ii) Other Financial Liabilities		-	-
	(b) Provisions	16	148.70	145.75
	(c) Deferred Tax Liabilities (Net)	17	1432.99	1104.60
	<b>Total non-current liabilities</b>		<b>5607.49</b>	<b>5391.89</b>
<b>II</b>	<b>Current Liabilities</b>			
	<b>(a) Financial Liabilities</b>			
	(i) Borrowings	18	682.64	4679.89
	(ii) Trade Payables	19	2358.09	2787.81
	(iii) Others	20	2055.44	2678.66
	(b) Other Current Liabilities	21	406.99	332.95
	(c) Provisions for Employee Benefits	22	55.27	57.83
	<b>Total Current Liabilities</b>		<b>5558.44</b>	<b>10537.14</b>
	<b>Total Liabilities</b>		<b>11165.93</b>	<b>15929.04</b>
	<b>Total Equity &amp; Liabilities</b>		<b>27433.23</b>	<b>29005.18</b>

The accompanying notes are an integral part of these financial statements.

As per our report of even date  
For Vijay Kalera & Associates  
Chartered Accountants  
FRN: 115160W

On behalf of Board of Directors

SD/-  
(CA Vijay S. Kalera )  
Proprietor  
(Mem No. 049105)  
Date : 21st May, 2019

SD/-  
S. V. Patel  
Managing Director  
DIN 000131344

SD/-  
M.K. Sharma  
CFO

SD/-  
Prasad D Zinjurde  
Company Secretary  
M No.A 54800



## SAHYADRI INDUSTRIES LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(₹ in Lacs unless otherwise stated)			
Particulars	Notes	As at March 31, 2019	As at March 31, 2018
<b>Income</b>			
Revenue from operations	23	29,661.91	27,729.92
Other income	24	100.35	119.75
<b>Total Revenue :</b>		<b>29,762.26</b>	<b>27,849.68</b>
<b>Expenses</b>			
Cost of raw materials and components consumed	25	14,850.38	13,899.42
<b>Purchase of Traded Goods</b>		-	-
<b>(Increase)/decrease in inventories of finished goods and work-in-progress</b>	26	(806.85)	(614.53)
Excise duty on sale of Goods		-	722.67
Employee benefits expense	27	2,068.78	1,862.02
Finance costs	28	812.01	1,128.92
Depreciation and amortisation expense	29	1,827.20	2,063.08
Other expenses	30	6,716.05	5,483.28
<b>Total Expenses</b>		<b>25,467.58</b>	<b>24,544.86</b>
Profit/(Loss) from ordinary activities before Exceptional Items and Taxes		4,294.69	3,304.82
<b>Exceptional Items- Income / (Expenses)</b>	31	<b>194.01</b>	<b>260.78</b>
<b>Net Profit before tax</b>		<b>4,488.69</b>	<b>3,565.60</b>
<b>Tax expense</b>			
<b>Current tax</b>		1,562.28	1,215.26
Adjustment of current tax relating to earlier years		2.27	-
Deferred tax		(265.57)	(91.56)
<b>Total tax Expenses</b>		<b>1,298.98</b>	<b>1,123.70</b>
<b>Profit for the year</b>		<b>3,189.71</b>	<b>2,441.90</b>
<b>Other Comprehensive Income</b>			
<b>A. Items that will not be reclassified subsequently to profit or loss</b>			
Remeasurement gains / (losses) on defined benefit plans		2.23	10.96
Tax (expense) / income relating to above		(0.78)	(3.83)
		<b>1.45</b>	<b>7.13</b>
<b>B. Items that will be reclassified subsequently to profit or loss</b>		-	-
<b>Total Other Comprehensive Income net off tax (A + B)</b>		<b>1.45</b>	<b>7.13</b>
<b>Total comprehensive income for the year attributable to Equity share holders of the Company</b>		<b>3,191.17</b>	<b>2,449.03</b>
Earning per equity share of Face value of Rs.10 each:			
(1) Basic		33.36	25.54
(2) Diluted		33.36	25.54

The accompanying notes are an integral part of these financial statements.

As per our report of even date  
For Vijay Kalera & Associates  
Chartered Accountants  
FRN: 115160W

On behalf of Board of Directors

SD/-  
(CA Vijay S. Kalera )  
Proprietor  
(Mem No. 049105)  
Date : 21st May, 2019

SD/-  
S. V. Patel  
Managing Director  
DIN 000131344

SD/-  
M.K. Sharma  
CFO

SD/-  
Prasad D Zinjurde  
Company Secretary  
M No.A 54800





## SAHYADRI INDUSTRIES LIMITED

### STATEMENT OF CHANGES IN THE EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

A. Equity Share Capital			(₹ in Lacs unless otherwise stated)		
For the year ended 31st March, 2019			For the year ended 31st March, 2018		
Balance as at 1st April 2018	Changes in Equity Share Capital During the year	Balance as at 31st March, 2019	Balance as at 1st April 2017	Changes in Equity Share Capital During the year	Balance as at 31st March, 2018
956.15	-	956.15	956.15	-	956.15

B. Other Equity				
For the year ended 31st March, 2019				
Particulars	Capital Redemption Reserve	General Reserve	Retained Earning	Total
Balance as at 1st April 2018	375.00	1,572.06	10,172.93	12,119.99
Profit for the year	-	-	3,189.71	3,189.71
Remeasurement of net defined benefit plan net of tax effect	-	-	1.45	1.45
Dividends paid (including corporate dividend tax)	-	-	-	-
Transfer to General Reserves	-	-	-	-
<b>Balance as at 31st March 2019</b>	<b>375.00</b>	<b>1,572.06</b>	<b>13,364.10</b>	<b>15,311.16</b>

For the year ended 31st March, 2018				
Particulars	Capital Redemption Reserve	General Reserve	Retained Earning	Total
Balance as at 1st April 2017	375.00	1,572.06	7,723.90	9,670.96
Profit for the year	-	-	2,441.90	2,441.90
Remeasurement of net defined benefit plan net of tax effect	-	-	7.13	7.13
Dividends paid (including corporate dividend tax)	-	-	-	-
Transfer to General Reserves	-	-	-	-
<b>Balance as at 31st March 2018</b>	<b>375.00</b>	<b>1,572.06</b>	<b>10,172.93</b>	<b>12,119.99</b>

The accompanying notes are an integral part of these financial statements.

As per our report of even date  
For Vijay Kalera & Associates  
Chartered Accountants  
FRN: 115160W

On behalf of Board of Directors

SD/-  
(CA Vijay S. Kalera )  
Proprietor  
(Mem No. 049105)  
Date : 21st May, 2019

SD/-  
S. V. Patel  
Managing Director  
DIN 000131344

SD/-  
M.K. Sharma  
CFO

SD/-  
Prasad D Zinjurde  
Company Secretary  
M No.A 54800



## SAHYADRI INDUSTRIES LIMITED

### CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2019

Particulars		(₹ in Lacs unless otherwise stated)	
		As at March 31, 2019	As at March 31, 2018
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	<b>Net Profit/ (Loss) Before Tax</b>	4,488.69	3,565.60
	Adjustment for		
	Provision for bad and doubtful debts	2.18	153.37
	Unrealised Foreign Exchange Loss / (Gain) (Net)	(0.68)	2.40
	Unrealised Foreign Exchange (Loss) / Gain of P.Y. now realised	(2.40)	(28.62)
	Depreciation and Amortization Expenses	1,827.20	2,063.08
	Loss on disposal of property, Plant and Equipment	0.17	0.25
	Profit on sale of Unit - exceptional items	-	(260.78)
	Profit on sale of Investments	<b>(2.76)</b>	<b>(1.68)</b>
	Interest paid	812.01	1,128.92
	Interest /Dividend Received	(29.74)	(16.86)
	Provision for Leave Encashment and Gratuity	2.31	45.07
	Remeasurement of defined employee benefit plans	2.23	10.96
	<b>Operating Profit/(Loss) before Working capital changes</b>	<b>7,099.23</b>	<b>6,661.72</b>
	Adjustments for		
	Trade receivables	432.88	(411.15)
	Financial and other assets (Current and non current)	(774.46)	920.24
	Inventories	<b>65.44</b>	<b>(2,662.73)</b>
	Trade payables	<b>(413.14)</b>	<b>20.28</b>
	Financial and other liabilities	233.92	(1,197.55)
	Cash generated from operations	<b>6,643.87</b>	<b>3,330.81</b>
	(Taxes Paid)/ Refund Received	(898.64)	(814.36)
	Prior Period Items	-	-
	<b>NET CASH FROM OPERATING ACTIVITIES</b>	<b>(A) 5,745.23</b>	<b>2,516.44</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
	Purchase of Fixed Assets(Net of earlier year Capital WIP if any)	(234.75)	(128.56)
	Adjustment for creditors relating to capital purchases	9.23	(1.13)
	Adjustment for advances relating to capital purchases	(22.05)	112.39
	Adjustment for accrual of reimbursement of stamp duty of land	8.85	-
	Sale of fixed Assets	0.65	7.43
	Sale of Windmill unit at Tamilnadu	-	534.20
	Sale of Investments net of purchases during the year	<b>2.76</b>	<b>1.68</b>
	Interest/Dividend Received	38.19	12.97
	<b>NET CASH FLOW FROM INVESTING ACTIVITIES</b>	<b>(B) (197.12)</b>	<b>538.99</b>
<b>C.</b>	<b>NET CASH FROM FINANCING ACTIVITIES</b>		
	Total Secured non current loans raised during the year	26.20	8.56
	Less :-Total non current loans repayment made during the year	(941.18)	(3,855.17)
	Secured Loans non current Accepted / (Repaid) (net)	(914.98)	(3,846.62)
	Secured current Loans	(3987.88)	3007.72
	Total Unsecured loans raised during the year	-	<b>977.90</b>
	Less :-Total Repayment made during the year	-	<b>(1,848.30)</b>
	Unsecured Loans Accepted / (Repaid) (net)	-	<b>(870.40)</b>
	Dividend and Dividend Distribution Tax (including transferred to IPF)	<b>(1.55)</b>	<b>(3.58)</b>
	Interest paid	<b>(812.01)</b>	<b>(1,128.92)</b>
	<b>NET CASH USED IN FINANCING ACTIVITIES</b>	<b>(C) (5,716.42)</b>	<b>(2,841.79)</b>
<b>D.</b>	<b>NET INCREASE IN CASH AND CASH EQUIVALENTS GENERATED DURING THE YEAR</b>	<b>(A)+(B)+(C) (168.31)</b>	<b>213.64</b>
	Cash and Cash Equivalents Opening Balance	<b>391.00</b>	<b>177.36</b>
	Cash and Cash Equivalents Closing Balance	<b>222.69</b>	<b>391.00</b>

The above cash flow statement has been prepared under the "Indirect Method" as set out in Ind AS 7 on statement of cash flow.

The accompanying notes are an integral part of these financial statements.

As per our report of even date

For Vijay Kalera & Associates

Chartered Accountants

FRN: 115160W

On behalf of Board of Directors

SD/-

(CA Vijay S. Kalera )

Proprietor

(Mem No. 049105)

Date : 21st May, 2019

SD/-

S. V. Patel

Managing Director

DIN 000131344

SD/-

M.K. Sharma

CFO

SD/-

Prasad D Zinjurde

Company Secretary

M No.A 54800



## NOTES TO ACCOUNTS FORMING PART OF THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019

### I. CORPORATE INFORMATION :

The company is engaged in the production of cement sheets and accessories, trading of steel doors and in generation of wind power electricity. The company presently has five operational manufacturing units situated at Maharashtra, Tamilnadu, Andhra Pradesh and Gujarat. The company has set up Wind Turbine Generators in Maharashtra & Rajasthan. The Company's shares are listed on Bombay stock exchange.

### 2. SIGNIFICANT ACCOUNTING POLICIES FOLLOWED :

#### 2.1 Statement of compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013 as amended from time to time and other relevant provisions of the Companies Act, 2013.

#### 2.2 Basis of preparation and presentation

The financial statements have been prepared under the historical cost convention on accrual basis, except for certain financial instruments and provision for employee defined benefit plans which are measured at fair value.

#### 2.3 Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), which is also the company's functional currency. All amounts have been rounded off to the nearest Lacs, unless otherwise indicated.

#### 2.4 Current and Non current classification

The Company presents assets and liabilities in balance sheet based on current/non-current classification.

An asset is stated as current when it is -

- a. Expected to be realised or intended to be sold or consumed in normal operating cycle
- b. Held primarily for the purpose of trading
- c. Expected to be realized within twelve months after the reporting period or
- d. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period.

All other assets are classified as non-current assets.

Similarly a liability is classified as current if -

- a. It is expected to be settled in normal operating cycle
- b. It is held primarily for the purpose of trading
- c. It is due to be settled within twelve months after the reporting period or
- d. There is no unconditional right to differ the settlement of the liability for atleast twelve months after the reporting period.

All other liabilities are classified as non-current.

The company has ascertained its operating cycle as twelve months for the purpose of current/non current classification of its assets and liabilities.

#### 2.5 Property, Plant and Equipment (PPE)

##### 2.5.1. Measurement and Presentation

On transition to Ind AS, the Company had elected to continue with the carrying value of all of its property plant and equipment recognised as at April 1, 2016, measured as per the previous GAAP, and use that carrying value as the deemed cost of such property plant and equipment.

Freehold land is carried at Historical cost. Property, plant and equipment are stated at historical cost less depreciation and accumulated impairment, if any. Cost includes its purchase price, import duties, non refundable purchase taxes and expenditure directly attributable for bringing the said asset to its working condition and location for its intended use, including relevant borrowing costs and any expected cost of decommissioning.

The cost of a self constructed item of property, plant and equipment comprises the cost of material, direct labour and any other costs and expenditure directly attributable for bringing the said asset to its working condition and location for its intended use, including relevant borrowing costs and any expected cost of decommissioning.

Material items such as spareparts, stand by equipment and service equipments are classified as PPE when they meet the definition of PPE as specified in Ind AS 16. Subsequent expenditure on PPE is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

### 2.5.2. Depreciation/ Amortization

- i) Depreciation on fixed assets put to commercial use has been provided to the extent of depreciable assets on written down value method at the rates and in the manner prescribed in schedule II of the Companies Act, 2013 over their useful life except on fixed assets installed at Gujarat factory & Windmills installed at Chavaneshwar, wherein depreciation is provided on straight line method in the manner prescribed in schedule II of Companies Act, 2013 over their useful life.
- ii) Lease hold land is amortized over the period of lease.
- iii) Depreciation on addition/disposal is provided on a pro rata basis.
- iv) The residual values and useful lives are reviewed and adjusted if appropriate at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than the estimated recoverable amount.

### 2.5.3. Disposal

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset is included in the Statement of Profit or Loss when the asset is derecognised.

## 2.6 Intangible assets

### 2.6.1. Measurement and Presentation

On transition to Ind AS, the company had elected to continue with the carrying value of all its intangible assets recognized as at 1st April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less accumulated amortization and impairment, if any.

### 2.6.2 Amortization

- i) Computer software are amortized over period of 5 years.
- ii) Windmill rights are amortized over period of 10 years.
- iii) Amortization on addition is provided on a pro rata basis.

## 2.7 Foreign currency transactions

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Realised gain and losses as well as exchange differences arising on translation (at year end exchange rates) of monetary assets and liabilities outstanding at the end of the year are recognised in the statement of profit and loss.

Non monetary items that are measured in terms of historical costs in foreign currency are translated using the exchange rate as at the date of initial transactions.

## 2.8 Financial Instruments

### 2.8.1. Financial Assets

#### 2.8.1.1 Classification

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

- (a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (b) those measured at amortised cost.

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

For assets measured at fair value, gains and losses will either be recorded in statement of profit and loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for equity investment at fair value through other comprehensive income. The company reclassifies debt investments when and only when its business model for managing those assets changes.

#### 2.8.1.2 Initial Measurements

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

### 2.8.1.3 Subsequent Measurement

#### (i) Debt instruments

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

**Amortised cost :** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of a hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

**Fair value through other comprehensive income (FVOCI):** Assets that are held for collection of contractual cash flows and for selling the financial assets, where the asset's cash flow represent solely payments of principal and interest , are measured at FVOCI. Movements in the carrying amount are taken through OCI except for the recognition of impairment of gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/ (losses). Interest income from these financial assets is included in other income using the effective interest rate method.

**Fair value through profit or loss:** Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. Gain or loss on the debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss in the period in which it arises. Interest income from these financial assets is included in other income.

#### (ii) Equity Instruments

The company subsequently measures all equity instruments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividend from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of a financial assets at fair value through profit or loss are recognised in other income. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

### 2.8.1.4 Derecognition of financial assets

A financial asset is derecognised only when

- The company has transferred the rights to receive cash flow from the financial asset or
- retains the contractual rights to receive the cash flows of the financial assets but assumes A contractual obligation to pay cash flows to one or more recipients.

Where the entity has transferred an asset, the company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset.

Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset is not derecognised.

Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

## 2.8.2. Financial Liabilities

### 2.8.2.1 Classification

The company classifies its financial liabilities in the following measurement categories:

- (a) those to be measured subsequently at fair value through profit and loss account ;
- (b) those measured at amortised cost.

### 2.8.2.2 Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

### 2.8.2.3 Offsetting

Financial assets and financial liabilities are offset and the net amount is presented in the balance sheet when, and only when, the company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.



### 2.8.3 Derivatives

The Company enters into certain derivative contracts to hedge risks which are not designated as hedges. Such contracts are accounted at fair value through profit or loss and are included in profit and loss account.

### 2.9 Inventories

Inventories are valued as follows :

- i) Raw material is valued at lower of weighted average cost & net realizable value. However material held for use in the production of inventories are not written down below cost, if the finished product in which they will be incorporated are expected to be sold at or above cost. Cost comprises of its purchase price, non refundable purchase taxes and any directly attributable expenses related to inventories.
- ii) Work in Progress is valued at weighted average cost.
- iii) Finished goods are valued at lower of weighted average cost and net realizable value. Cost for this purpose includes direct cost and attributable overheads .
- iv) Traded goods are valued at weighted average cost or net realizable value whichever is lower.
- v) Stores & spares are valued at weighted average cost after providing for obsolescence and other losses, where considered necessary.
- vi) Scrap and rejected material is valued at net realizable cost.

Net realizable value is estimated selling price in the ordinary course of the business, less the estimated costs of completion and the estimated costs necessary to make the sale.

### 2.10 Trade receivable

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is due within one year, they are classified as current assets.

Commercial receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest rate method, less provision for impairment. A provision for impairment for trade receivables is recognised when there is objective evidence that the company will not be able to collect all amounts due under the original terms of receivables. When receivable is deemed uncollectible it is written off. Any subsequent recovery of previous written off amounts is recognised in the income statement.

### 2.11 Impairment of assets

#### 2.11.1 Impairment of Financial Assets

The company recognises loss allowances for expected credit losses on

- Financial assets measured at amortised cost and
- Financial assets measured at FVOCI- debt investments

At each reporting date, company assesses whether financial assets carried at amortised cost are credit impaired. Financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cashflows of the financial assets have occurred.

In accordance with Ind AS 109- Financial instruments, the company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. The application of simplified approach does not require the company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime credit loss at each reporting date, right from its initial recognition. The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when company determines that the debtor does not have assets or sources of income that could generate sufficient cashflows to repay the amounts subject to write off. However, the financial assets that have written off could still be subject to enforcement activities in order to comply with the company's procedures of recovery of amounts due.

#### 2.11.2 Impairment of Non-Financial Assets

An impairment loss is the amount by which the carrying amount of an asset or a cash generating unit exceeds its recoverable amount. The recoverable amount of an asset or a cash generating unit is the higher of its fair value less cost of disposal and its value in use. Fair value is the price that would be received for sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate.

The company assesses at end of each reporting period whether there is any indication that an asset is impaired. In assessing whether there is any indication that an asset may be impaired, the company considers external as well as internal source of information. If any such indication exists, the company estimates the recoverable amount for the individual asset. If and only if the recoverable amount of an asset is less than its carrying amount, the carrying amount of an asset is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss unless the asset is carried at revalued amount in accordance with another Standard.

If it is not possible to estimate the recoverable amount of the individual asset, the company determines the recoverable amount of the cash generating unit to which the asset belongs (the asset's cash generating unit). A cash generating unit is the smallest identifiable group of asset that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets. The company recognises impairment loss for a cash generating unit if and only if the recoverable amount of the cash generating unit is less than the carrying amount of cash generating unit. The company allocates impairment loss of cash generating units first to the carrying

amount of goodwill allocated to the cash generating unit, if any, and then, to the other assets of the cash generating units pro-rata on the basis of the carrying amount of each asset in the cash generating units. These reductions in carrying amount shall be treated as impairment losses on individual assets and recognised accordingly.

## 2.12 Cash and cash equivalents :

Cash and cash equivalents in the balance sheet comprise cash on hand and balance with banks and deposits which are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## 2.13 Borrowings

Borrowings are recognised initially at fair value net of transaction cost incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction cost) and the redemption value is recognised in the income statement over the period of borrowings using the effective interest rate method.

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

Fees paid for availing loan facilities are recognised as transaction cost of the loan to the extent that it is probable that some or all of the facilities will be drawn down. In this case fees are deferred until the draw down occurs to the extent there is no evidence that it is probable that some or all of the facilities will be drawn down.

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurred because the specified debtor fails to make a payment when due in accordance with the terms of debt instrument. Financial guarantee contracts are recognised as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortization.

## 2.14 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from supplier. Trade payable are classified as current liabilities if payment is due within one year or less.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

## 2.15 Income tax

### 2.15.1 Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to the items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

### 2.15.2 Deferred tax

Deferred tax is provided using the balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date. Deferred tax liabilities are recognised for all taxable temporary differences.

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

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that the future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the assets is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date. Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liability and the deferred tax assets relate to the same taxable entity and same taxation authorities.

## 2.16 Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of past event & it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation & in respect of which a reliable estimate can be made of the amount of obligation. If the effect of the time value of money is material, Provisions are discounted and reflected at present value. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability. When discounting is used, the increase in provision due to passage of time is recognized as interest expense.



## 2.17 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chairman and Managing director who are responsible for allocating resources to and assessing the performance of operating segments.

Following Business segments have been considered as primary segments :

- a) Building Material
- b) Power Generation

## 2.18 Revenue recognition

Revenue is recognised to the extent that it is probable that economic benefits will flow to the company and revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking in to account contractually defined terms and excluding taxes or duties collected on behalf of government.

Effective April 1, 2018, the Company has applied Ind AS 115 "Revenue from contracts with customers" which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 "Revenue" and Ind AS 11 "Construction Contracts". The application of Ind AS 115 did not have any significant impact on recognition and measurement of revenue and related items in the financial statements.

- i) The sale of product is accounted for net of GST/Sales Tax but including excise duty recovered. Revenue is recognized when the significant risks and rewards of ownership have been transferred and there is no managerial involvement and effective control over the goods.
- ii) Income from services are accounted over the period of rendering of services.
- iii) Carbon credit entitlement :- In the process of generation of wind power the company also generate carbon emission reduction units which may be negotiated for price in international market under Clean Development Mechanism(CDM) subject to completing formalities and obtaining certificate of Carbon Emission Reduction(CER) as per Kyoto Protocol. In addition company also explore the possibilities of negotiating Voluntary Emission Reduction (VER) in respect of some of the Company's wind power generation projects. Revenue from CER and VER is accounted on its realization.
- iv) Interest income is recognized using the effective interest rate method when it is probable that economic benefits associated with the transaction will flow to the company and the amount of revenue can be measured reliably as set out in Ind AS 109 - Financial instruments : recognition and measurement. The effective interest method is the method of calculating amortized cost of a financial asset and of allocating the interest income over the relevant period.
- v) Dividend income is recognized when right to receive payment is established.

## 2.19 Government grants

Government grants are recognised when there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grant related to expense item is recognised as income on a systematic basis over the period that the related cost for which it is intended to compensate are expensed.

When the grant relates to Property, plant and equipment they are included in non current liability as deferred income and is recognized as an income in the equal amount over expected useful life of the related asset.

## 2.20 Employee Benefits

### 2.20.1 Short term obligations

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employee services upto the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligation in the balance sheet.

### 2.20.2 Other long-term employee benefit obligation

The liabilities for earned leave is not expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yield at the end of the reporting period that have terms approximating to the terms of the related obligations. Remeasurements as a result of the experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.



### 2.20.3 Post-employment Obligations

The company operates the following post-employment schemes:

- (a) Defined benefit plans - gratuity; and
- (b) Defined contribution plans - provident fund

#### Gratuity Obligations

The liability or assets recognised in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to the market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

#### Defined Contribution Plans

The company pays provident fund contributions to Regional Provident Fund Commissioner. The company has no further payment obligation once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.

### 2.20.4 Bonus

The company recognises a liability and an expense for bonuses. The company recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

### 2.21 Borrowing Costs

Company capitalises borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset as a part of that asset. Company recognises other borrowing costs as an expense in the period in which it incurs them. Borrowing costs are interest and other costs that the company incurs in connection with the borrowing of funds including exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs.

A qualifying asset is an asset that takes substantial period of time to get ready for its intended use or sale.

### 2.22 Lease

Operating lease – Leases where lessor effectively retains substantially all the risks & benefits of ownership of the leased assets are classified as Operating leases. Operating lease charges are recognized as an expenses in the statement of Profit & Loss on a straight line basis over the lease term unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increase.

Finance lease – Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. The lower of fair value of asset and present minimum lease rentals is capitalized as fixed assets with corresponding amounts shown as lease liability. The principle component in the lease rentals is adjusted against lease liability and interest component is charged to statement of Profit & Loss.

Ind AS 116 Leases was notified by MCA on 30 March 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 is effective for annual periods beginning on or after 1 April 2019. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17.

The Company intends to adopt these standards from 1 April 2019. As the company does not have any material long term leases, therefore the adoption of this standard is not likely to have a material impact in its Financial Statement.

### 2.23 Earnings per share

#### 2.23.1 Basic earnings per share

Basic earnings per share is calculated by dividing net profit or loss after tax attributable to ordinary equity shareholders ( numerator) by weighted average number of ordinary shares outstanding (denominator) during the period.

#### 2.23.2 Diluted earning per share

For the purpose of calculating diluted earnings per share, net profit or loss after tax for the year attributable to equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### 2.24 Cash dividend distribution to equity holder of the company

The Company recognises a liability to make cash or non cash distributions to the equity holders of the company when the distribution is authorised and the distribution is no longer at the discretion of the company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity, upon such approval.



## 2.25 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the company's financial statements requires management to make judgement, estimates and assumptions that affects the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosures of contingent liability. Uncertainties about these estimates could results in outcomes that requires a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

### Key assumptions :

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the company. Such changes are reflected in the assumptions when they occur.

#### (a) Allowance for doubtful debts -

The company makes allowances for doubtful debts based on an assessment of the recoverability of the trade and other receivables. The identification of doubtful debt requires use of judgements and estimates. Where the expectation is different from the original estimates, such difference will impact the carrying value of the trade and other receivables and doubtful debt expenses in the period in which such estimates has been changed.

#### (b) Fair value measurement of financial instruments -

When the fair values of financial assets and financial liabilities recorded in the balance sheet can not be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

#### (c) Impairment of assets -

The company has used certain judgements and estimates to estimate future projections and discount rates to compute value in use of cash generating unit and to assess impairment.

#### (d) Defined Benefit Plans and provision for leave encashment -

The cost of the defined benefit gratuity plan, present value of gratuity obligation and present value of leave encashment obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may defer from actual developments in the future. These includes the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation and leave encashment provision is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**As per our report of even date**

**For Vijay Kalera & Associates**

**Chartered Accountants**

**FRN: 115160W**

SD/-

**(CA Vijay S. Kalera )**

Proprietor

(Mem No. 049105)

**Date : 21st May, 2019**

SD/-

**S. V. Patel**

Managing Director

DIN 000131344

SD/-

**M.K. Sharma**

CFO

SD/-

**Prasad D Zinjurde**

Company Secretary

M No.A 54800

**On behalf of Board of Directors**



**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019**

**Note 3 : Property, plant and equipments**

(₹ in Lacs unless otherwise stated)

Particulars	Gross Block			Depreciation			Net Block		
	As at 01-04-18	Additions During the year	Deductions	As at 31-03-2019	As at 01-04-18	Additions During the year	Deductions	As at 31-03-2019	As at 31-03-2018
<b>SHEET ASSETS</b>									
Land	651.57	-	8.85	642.73	-	-	-	642.73	651.57
Leasehold Land	377.69	-	-	377.69	10.88	5.44	-	361.36	366.80
Land Development & Fencing	157.72	-	-	157.72	-	-	-	157.72	157.72
Buildings	6957.52	-	-	6957.52	1221.55	446.89	-	5289.09	5735.97
Plant & Machinery	5379.17	146.84	-	5526.02	1874.48	908.36	-	2743.18	3504.69
Electrical Installation	560.42	4.47	-	564.89	355.02	73.30	-	136.57	205.40
Office Equipments	27.76	8.96	-	36.73	14.65	3.12	-	18.96	13.11
Furnitures & Fixtures	30.62	-	-	30.62	12.05	3.85	-	14.72	18.57
Computers	13.51	4.58	-	18.10	5.13	1.76	-	11.21	8.38
Vehicles	124.97	38.84	1.50	162.31	59.95	23.08	0.68	79.96	65.02
<b>Total ( A )</b>	<b>14280.96</b>	<b>203.70</b>	<b>10.34</b>	<b>14474.32</b>	<b>3553.71</b>	<b>1465.80</b>	<b>0.68</b>	<b>9455.47</b>	<b>10727.25</b>
<b>WINDMILL ASSETS</b>									
Land	22.63	-	-	22.63	-	-	-	22.63	22.63
Buildings	4.03	-	-	4.03	0.72	0.31	-	3.00	3.31
Wind Energy Convertors	5869.74	-	-	5869.74	735.60	353.04	-	4781.10	5134.15
Electrical Installation (Windmill)	7.85	-	-	7.85	1.06	0.47	-	6.32	6.80
<b>Total ( B )</b>	<b>5904.25</b>	<b>-</b>	<b>-</b>	<b>5904.25</b>	<b>737.37</b>	<b>353.82</b>	<b>0.00</b>	<b>4813.05</b>	<b>5166.89</b>
<b>Total (A+B)</b>	<b>20185.21</b>	<b>203.70</b>	<b>10.34</b>	<b>20378.57</b>	<b>4291.08</b>	<b>1819.62</b>	<b>0.68</b>	<b>14268.52</b>	<b>15894.12</b>
<b>Work in Progress</b>	<b>139.72</b>	<b>31.05</b>	<b>0.00</b>	<b>170.76</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>170.76</b>	<b>139.72</b>

**Note 4 : Intangible Assets**

Computer Software	12.23	-	-	12.23	3.41	2.27	-	6.55	8.82
Intangible Rights	86.97	-	-	86.97	42.81	5.30	-	38.86	44.16
	<b>99.20</b>	<b>-</b>	<b>-</b>	<b>99.20</b>	<b>46.22</b>	<b>7.56</b>	<b>-</b>	<b>45.42</b>	<b>52.98</b>



## SAHYADRI INDUSTRIES LIMITED

### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

(₹ in Lacs unless otherwise stated)		
Particulars	As at March 31, 2019	As at March 31, 2018
<b>5 Investments</b>		
Investments in Equity Instruments		
Unquoted investments at fair value through OCI		
Cosmos Co-operative Bank Ltd.	14.20	14.20
14200 (PY 14,200 ) Equity Shares of `100/- each		
Quoted investments at fair value through OCI		
Vaishno Cement Co. Ltd.	-	-
<b>3000 (PY 3,000) Equity Shares of `10/- each</b>		
	<b>14.20</b>	<b>14.20</b>
<b>6 Others financial assets</b>		
Deposits	324.22	314.70
	<b>324.22</b>	<b>314.70</b>
<b>7 Other non- current assets</b>		
Advances for capital goods purchased	24.31	2.26
Balances with statutory/government authorities	79.48	74.80
Advance Tax and TDS net off provision for tax	3.12	75.96
Others		
- VJPL Incentive Receivable	446.32	362.05
- Other	189.00	189.00
	<b>742.22</b>	<b>704.06</b>
<b>8 Inventories</b>		
(As valued, verified and certified by Management)		
Raw Material		
Raw Material in transit	1845.10	2650.38
Stores & Spares	57.87	161.51
Work-in-Progress	357.23	320.58
Finished Goods	8.34	10.60
Stock of Traded Goods	4665.16	3854.60
Stock of Accessories	33.64	35.09
	9.15	9.16
	<b>6976.49</b>	<b>7041.93</b>
<b>9 Trade receivables</b>		
(Unsecured, Considered good unless otherwise stated)		
Considered Good	3216.04	3667.44
Considered Doubtful	394.74	392.56
	3610.78	4060.00
Less :Provision for Doubtful Debts	(394.74)	(392.56)
	<b>3216.04</b>	<b>3667.44</b>



<b>10</b>	<b>Cash &amp; cash equivalents</b>			
	Cash in Hand		5.67	9.05
	Cheques on hand		-	-
	Balance with banks-			
	On Current Accounts		137.32	319.60
		<b>(A)</b>	<b>142.98</b>	<b>328.65</b>
	<b>Other Bank Balances</b>			
	(i) Balance in Unpaid Dividend Account		7.26	8.81
	(ii) Margin money deposits		72.45	53.54
	(iii) Deposits maturing after 3 months		-	-
		<b>(B)</b>	<b>79.71</b>	<b>62.35</b>
	<b>Total cash and cash equivalents (A + B)</b>		<b>222.69</b>	<b>391.00</b>
<b>11</b>	<b>Loans &amp; Advances</b>			
	(Unsecured, considered good)			
	Advance to Staff		0.90	0.46
			<b>0.90</b>	<b>0.46</b>
<b>12</b>	<b>Others financial assets</b>			
	Interest accrued on Deposits		12.42	20.87
			<b>12.42</b>	<b>20.87</b>
<b>13</b>	<b>Other current assets</b>			
	Prepaid expenses		149.82	110.70
	Imprest balance with employees*		8.66	12.13
	Advance With Suppliers		1039.37	498.97
	Others**		241.51	141.89
			<b>1439.36</b>	<b>763.68</b>
	*Includes due from related parties of Rs. NIL (PY 3.18 Lacs)			
	** Includes income accrued and stock of promotional and other material.			
<b>14</b>	<b>Equity Share capital</b>			
	Authorised Share Capital			
	120,00,000 Equity Shares of ` 10/- each (2019 - 120,00,000) (2018 - 12,00,000)		1200.00	1200.00
	Issued, Subscribed and Paid Up capital			
	95,61,500 Equity Shares of ` 10/- each fully paid up and issued at par (2019 -95,61,500) (2018 - 95,61,500)		956.15	956.15
			<b>956.15</b>	<b>956.15</b>
	<b>14.1 Terms / rights attached to equity shares:</b>			
	The company has only one class of equity shares having a face value of ₹ 10/- per share. Each holder of equity share 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. The distribution will be in proportion to the number of equity shares held by the shareholders.			



14.2 The details of shareholders holding more than 5% of equity shares					
Name of the shareholders		31st March 2019		31st March 2018	
		% OF HOLD-ING	NUM-BER	% OF HOLD-ING	NUM-BER
Vallabh Lalaji Patel		5.23%	500,371	5.23%	500,371
Jayesh Purshottam Patel		6.06%	579,350	6.06%	579,350
Chetan Purshottam Patel		6.01%	574,323	6.01%	574,323
Shilpa Jignesh Patel		5.90%	564,150	5.90%	564,150
Trilochana Vipul Patel		6.05%	578,250	6.05%	578,250
Harsha Jayesh Patel		5.39%	515,400	5.39%	515,400
Purna Chetan Patel		5.44%	520,000	5.44%	520,000
<b>15 Non current Borrowings</b>					
Secured					
Term loan from Banks					
Rupee Term loan*			24.02		139.76
Unsecured					
Deposits from Directors and Promoters group			4001.78		4001.78
			<b>4025.80</b>		<b>4141.54</b>
*Rupee Term loans excepting loans against vehicles in case of previous year are secured by exclusive first charge on assets financed by / mortgaged to/hypothecation in favour of Term lending Bank and personal guarantee of Promoter group Directors in three cases. Loans against vehicle are secured by hypothecation of vehicles purchased.					

15.1 Details of Term loan						
Name of the Bank	Terms of Repayment	Month in which last installment is due	Prevailing interest rate p.a.	As at 31st March 2019	As at 31st March 2018	
Term Loan						
Cosmos Bank Vijaywada				-	348.14	
Cosmos Bank Chinchwad				-	355.77	
ICICI Bank Vijaywada				-	205.53	
Vehicle loans	Monthly		Avg 10.39%	49.22	54.76	
(From Cosmos, Kotak and ICICI banks)				49.22	964.19	
less : Current maturities of non current financial borrowings				25.20	824.43	
<b>Total</b>				<b>24.02</b>	<b>139.76</b>	

#### 15.2 Maturity profile of term loan are as set out below:

Particulars	2019-20	2020-21	2021-22	2022-23	2023-24
Rupee Term Loans from Banks	25.20	7.76	5.28	5.77	5.21

15.3 Deposits from Directors and Promoters group carries interest @ 10.5% p.a. The maturities of these deposits fall on different dates depending on dates of each deposit. There are no deposits matured and remaining unpaid as on the balance sheet date.

15.4 The Company has not defaulted on repayment of loans and interest payment thereon during the current and previous year.



	Particulars	As at March 31, 2019	As at March 31, 2018
<b>16</b>	<b>Non current Provisions</b>		
	<b>Employee benefit liabilities</b>		
	Leave encashment	76.65	76.83
	Gratuity payable (Refer note 33.2 )	72.05	68.92
		<b>148.70</b>	<b>145.75</b>
<b>17</b>	<b>Deferred tax liabilities (Net)</b>	<b>1432.99</b>	<b>1104.60</b>
	Components of Deferred tax assets/liabilities are as under:		
	Deferred Tax Liabilities		
	Relating to PPEWDV	<b>1,807.01</b>	<b>2,069.20</b>
		1,807.01	2,069.20
	Deferred Tax Assets		
	Expenses allowable on payment liabilities	223.57	235.18
	Defined Benefit Obligations	25.17	10.96
	Tax Losses	-	-
		<b>248.74</b>	<b>246.14</b>
	Tax Credit Available		
	MAT credit entitlement	125.28	718.45
		125.28	718.45
	<b>Net Deferred Tax Liabilities</b>	<b>1,432.99</b>	<b>1,104.60</b>
<b>18</b>	<b>Current Borrowings</b>		
	Secured		
	Working Capital Loans from Banks		
	Rupee Loans from Banks	168.71	4679.89
	Foreign currency loans	513.94	-
		<b>682.64</b>	<b>4679.89</b>
	18.1 Working Capital loans are secured by entire current assets of the Company, collateral security of fixed assets of the Company and personal guarantee of two Directors.		
	18.2 Working capital rupee loans as on 31st March 2019 are availed from Consortium of Corporation Bank, HDFC bank and ICICI bank. The interest rates on borrowing is 10.6%, 9.95% and 8.95% respectively.		
	18.3 Foreign currency working capital loans as on 31st March 2019 are availed from Consortium bankers, Standard Chartered Bank and ICICI Bank. The interest rates on borrowing is LIBOR+1.80% and LIBOR+1.60% respectively.		
	<b>18.4 Working capital borrowings are renewed based on contract with bankers.</b>		
<b>19</b>	<b>Trade Payables</b>		
	Total outstanding dues of Micro and small enterprises	14.83	6.37
	Others*	2343.26	2781.44
		<b>2358.09</b>	<b>2787.81</b>
	* Includes payable to related parties of Rs. 26.49 (PY Rs. 4.02)		
	<b>As defined under Micro, Small and Medium Enterprises Development Act, 2006, the disclosure in respect of the amount payable to such enterprises as at 31st March, 2019 has been made in the financial statement based on information received available and identified by the company.</b>		



	a) the principal amount remaining unpaid to any suppliers as at the end of each accounting year.	14.83	6.37
	b) the interest due thereon remaining unpaid to any supplier as at the end of each accounting year.	--	--
	c) the amount of interest paid by the Company in terms of Section 16, of the MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	--	--
	d) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year ) but without adding the interest specified under MSMED Act,2006.	0.44	0.81
	e) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	0.44	0.81
	f) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act,2006	--	--
<b>20</b>	<b>Other current financial Liabilities</b>		
	Deposits from Stockists/dealer/supplier	925.82	970.85
	Unclaimed Dividend*	7.25	8.80
	Current maturity of long term loans	25.20	824.43
	Current maturity of unsecured loans	-	-
	Provision for Expenses**	1004.85	710.58
	Other Payables***	92.33	163.99
	* There are no amount due for payment to the Investor Education and Protection Fund Under Section 125 of the Companies Act, 2013 as at the year end.		
	**Includes interest accrued but not due of Rs. 2.62 (P.Y. Rs. 2.43)		
	***Includes payable to employees, forward contact payable, interest accrued but not due on unsecured loans etc.		
	*** includes payable to related parties of Rs. 32.12 (P.Y. Rs.Nil)		
		<b>2055.44</b>	<b>2678.66</b>
<b>21</b>	<b>Other Current Liabilities</b>		
	Payables for capital goods purchased	24.00	14.77
	Advances from customers	169.34	203.56
	GST/VAT/Service tax/Withholding taxes, other taxes and contribution payables	213.64	114.62
		<b>406.99</b>	<b>332.95</b>
<b>22</b>	<b>Provisions for Employee Benefits</b>		
	Leave encashment	35.73	36.37
	Gratuity payable	-	-
	Other taxes	19.54	21.47
		<b>55.27</b>	<b>57.83</b>





<b>23</b>	<b>REVENUE FROM OPERATIONS</b>		
	Sale of products	29523.53	27523.77
	Sale of services	0.83	21.58
	Total sale of products and services	29524.36	27545.34
	Other operating income	137.55	184.58
		<b>29661.91</b>	<b>27729.92</b>
<b>24</b>	<b>OTHER INCOME</b>		
	Interest Income	29.34	16.86
	Dividend Income	0.40	-
	Profit on Sale of assets	-	-
	Other non - operating income *	65.72	102.89
	Net gain on exchange fluctuation	4.90	-
		<b>100.35</b>	<b>119.75</b>
	* Includes VJPL incentive of Rs. 61.78 (P.Y. Rs. 79.05)		
<b>25</b>	<b>Cost of raw materials consumed</b>		
	Cost of raw materials consumed	14850.38	13899.42
		<b>14850.38</b>	<b>13899.42</b>
<b>26</b>	<b>(Increase) / Decrease in Inventories</b>		
	Opening Stock :		
	Work In Progress	10.60	6.57
	Finished Goods	3854.60	3211.25
	<b>Traded goods</b>	<b>35.09</b>	<b>67.94</b>
		3900.29	3285.75
	Less:- Closing Stock :		
	Work In Progress	8.34	10.60
	Finished Goods	4665.16	3854.60
	Traded goods	33.64	35.09
		<b>4707.14</b>	<b>3900.29</b>
		<b>(806.85)</b>	<b>(614.53)</b>
<b>27</b>	<b>Employee benefit expenses</b>		
	Salaries ,Wages, Bonus and leave Encashment	1866.15	1667.05
	Contribution to the Provident Fund and other Funds	143.42	146.99
	Welfare Expenses	59.21	47.98
		<b>2068.78</b>	<b>1862.02</b>
	27.1 Additional disclosure as per IND AS 19 is provided in note number 33		
<b>28</b>	<b>Finance Cost</b>		
	Interest Expenses	593.82	1010.77
	Applicable net loss on foreign currency transaction and translation	2.40	-
	Cash Discount	215.79	118.15
		<b>812.01</b>	<b>1128.92</b>
<b>29</b>	<b>Depreciation and amortisation expense</b>		
	Depreciation of PPE	1819.63	2303.80
	Amortisation of intangible assets	7.57	20.34
		<b>1827.20</b>	<b>2063.08</b>



<b>30</b>	<b>Other Expenses</b>		
	(A) Manufacturing expenses:		
	Stores and Consumables	490.64	424.08
	Power, fuel and Water Charges	1371.39	1131.57
	Labour charges, sub-contracting charges and machine hire charges	978.82	888.58
	Machinery and Moulds maintenance	435.23	244.63
	Insurance	9.13	8.98
	Packing expenses	11.99	10.04
	Other manufacturing expenses	207.15	166.19
	<b>(A)</b>	<b>3504.35</b>	<b>2874.07</b>
	<b>(B) Administration, selling and establishment expenses:</b>		
	Professional and Consultancy fees	201.22	125.97
	Travelling, conveyance and vehicle maintenance	256.16	213.21
	Postage, telegram, telephone and telex	18.12	19.61
	Rent	29.03	42.84
	Building Repairs and maintenance	43.67	5.38
	Repairs and maintenance - Windmill	228.48	271.04
	Rates and Taxes	38.66	35.78
	Insurance	19.99	18.20
	Annual listing fees	2.29	2.50
	GST & Other Taxes absorbed	153.10	33.86
	Power, fuel and water charges	5.34	3.41
	Other Repairs	55.94	65.04
	Donations	0.49	0.54
	Bank Charges	68.58	64.84
	Discounts and Rate difference	824.17	560.34
	Breakages and Damages	264.74	174.08
	Sales promotion and Advertisement Expenses	181.64	45.05
	Commission on sales	13.31	20.19
	Carriage outward and Forwarding Expenses	363.75	361.62
	Remission, Bad Debts and rebate	100.13	-
	Exchange fluctuation loss	-	67.21
	Provision for Bad and Doubtful debts written off/ (written back)	2.18	153.37
	Remuneration to auditors	7.13	6.24
	Penalty	0.17	0.13
	CSR Expenses	7.32	1.24
	Other Miscellaneous Expenses	326.11	317.52
	<b>(B)</b>	<b>3211.70</b>	<b>2609.20</b>
	<b>Total(A+B)</b>	<b>6716.05</b>	<b>5483.28</b>
	<b>30.1 Payment to Statutory Auditors</b>		
	(In respect of debit to Profit and Loss A/c)		
	As a Auditor		
	Satutory Audit Fees	7.13	6.24
	Limited Review of Quarterly Results	1.50	0.45
		<b>8.63</b>	<b>6.69</b>
	In Other Capacity		
	Certification Work etc.	-	-
		-	-
	<b>30.2 Cost Auditor</b>		
	<b>Cost Audit Fees</b>	<b>0.35</b>	<b>0.35</b>



<b>31</b>	<b>Exceptional Items- Income</b>		
	Profit on sale of windmill unit at Tamilnadu	-	260.78
	Delayed Payment Charges- Windmill	194.01	-
		<b>194.01</b>	<b>260.78</b>
<b>32</b>	<b>CONTINGENT LIABILITIES AND COMMITMENTS</b>		
	<b>32.1 Contingent liabilities not provided for :</b>		
	<b>Particulars</b>	<b>31st March 2019</b>	<b>31st March 2018</b>
	a) Bank Guarantees / Letters of Credit	2,035.63	116.57
	b) Due towards disputed statutory liability	511.92	518.08
	(Total amount disputed ` 594.48 lacs, amount paid ` 82.56 lacs, net under protest ` 511.92 lacs)		
	c) Claims against the company not acknowledged as debts	0.43	0.43
	<b>32.2 Commitments</b>		
	<b>Particulars</b>	<b>31st March 2019</b>	<b>31st March 2018</b>
	Estimated amount of contracts remaining to be executed on Capital Account net of advances and not provided for	46.37	8.87
<b>33</b>	<b>DISCLOSURES IN ACCORDANCE WITH IND AS 19 ON "EMPLOYEE BENEFITS"</b>		
	<b>33.1 Defined contribution plan</b>		
	Contribution to the defined contribution plan recognized as expense for the year are as under		
	<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
	Employers Contribution to Provident Fund	94.66	83.69
	(Including administrative expenses)		
	The Provident Fund contributions are contributed to the Regional Provident Fund Commissioner. The company has no further payment obligation once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognised as employee benefit expense when they are due.		
	<b>33.2 Defined benefit plan</b>		
	The Employee Gratuity Fund Scheme is defined benefit plan. The present value of the obligation is based on		
	Actuarial Valuation using Projected unit credit method.		
	<b>Expense recognized in statement of Profit and Loss</b>		
	<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
	Current service cost	21.34	40.35
	Net Interest	4.29	2.53
	Mortality charges and taxes	-	1.07
	Remeasurement of DBO	-	-
	<b>Total Expense</b>	<b>25.63</b>	<b>43.95</b>



<b>Amount recognized in Other comprehensive income</b>		
<b>Particulars</b>	<b>2018-2019</b>	<b>2017-2018</b>
Remeasurement of DBO		
1. Remeasurements - changes in demographic assumptions	(0.02)	-
2. Remeasurements - changes in financial assumptions	3.05	(4.61)
3. Remeasurements due to plan experience	4.51	(15.74)
Remeasurement of Plan assets	(9.76)	9.39
<b>Expense/(Income) recognized as OCI</b>	<b>(2.23)</b>	<b>(10.96)</b>
<b>Reconciliation of opening and closing balance of changes in present value of defined benefit obligation</b>		
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Opening defined benefit obligation	214.23	210.87
Service cost	21.34	40.35
Interest cost of DBO	15.38	13.32
Remeasurement of DBO	7.53	(20.35)
Benefits paid	(7.04)	(29.96)
Closing defined benefit obligations	251.44	214.23
<b>Reconciliation of opening and closing balance of changes in fair value of plan assets</b>		
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Opening fair value of plan assets	145.32	173.52
Net interest on plan assets	11.09	10.79
Contribution by employer	20.27	1.41
Remeasurement of Plan assets	9.76	(9.39)
Benefits paid	(7.04)	(29.96)
1. Regular benefit payments from the fund	(7.04)	(29.96)
2. Benefits payments as settlement from the fund	-	-
Mortality Charges & Taxes	-	(1.07)
Closing balance of fair value of plan assets	179.40	145.32
<b>Amount recognized in the balance sheet including reconciliation of the present value of the Defined benefit obligation and fair value of the plan assets to the assets and liabilities recognized in balance sheet</b>		
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Present value of Defined benefit obligation	251.44	214.23
Fair value of plan assets	179.40	145.32
Net liability recognized in balance sheet	72.05	68.92
Short Term unfunded obligations	-	-
Long Term unfunded obligations	72.05	68.92
The plan assets have been primarily invested in Insurer managed funds.		
<b>Actuarial Assumptions</b>		
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
Discount rate (per annum)	7.02%	7.30%
Salary increment rate (per annum)	7.00%	7.00%
Attrition Rates	15.00%	15.00%
Mortality Rates	IALM *(2012-14)	IALM *(2006-08)
(* India Assured Lives Mortality)		
<b>DBO Sensitivity Analysis :</b>		
<b>Discount rate, salary escalation rate and attrition rate are significant actuarial assumptions. The change in the present value of defined benefit obligation for a change in assumed actuarial assumption is given below holding all other assumptions constant.</b>		
<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
DBO assumptions	251.44	214.24
Discount rate +1%	240.91	205.10
Discount rate -1%	263.00	224.27



	Salary escalation rate +1%	261.73	223.05
	Salary escalation rate -1%	241.92	206.08
	Attrition rate 25% increase over assumed rate	251.74	215.04
	Attrition rate 25% decrease over assumed rate	250.88	212.94
	<b>Expected Contribution to the Gratuity Funds in the next year : ₹ 93.90 lacs</b>		
	<b>Maturity Profile</b>		
	<b>The weighted average duration of the defined benefit obligation is 5.19 years. (Weighted by discounted cash flows.)</b>		
<b>34</b>	<b>Operating Lease</b>		
	Where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, they are classified as Operating Lease. Operating lease payments are recognised as an expense in the Statement of Profit and Loss.		
	<b>Particulars</b>	<b>31st March 2019</b>	<b>31st March 2018</b>
	Non cancellable operating lease obligations		
	- Not Later than one year	3.90	3.49
	- Later than one year but not later than five years	16.45	16.15
	- Later than five years	44.57	48.77
		64.93	68.41
	Rental expenses of ` 3.49 Lacs (P.Y. ` 3.45 Lacs ) in respect of obligation under non-cancellable operating leases have been charged to statement of Profit and Loss. Further a sum of ` 25.55 Lacs ( P.Y. ` 39.39 Lacs) has been charged to Profit and Loss Account in respect of cancellable operating leases.		
	<b>General description of leasing arrangements :</b>		
	(i) The company has taken premises on operating lease.		
	(ii) Lease rentals are charged to the Profit and Loss Account for the year		
	(iii) There are no sub-leases.		
	(iv) These leases are usually renewable by mutual consent on mutually agreeable terms.		
	(v) Future lease rental payments are determined on the basis of the lease payments as per the agreement.		
<b>35</b>	<b>Earning per Share (EPS)</b>		
	<b>Particulars</b>	<b>2018-19</b>	<b>2017-18</b>
	- Net Profit after tax as per Statement of Profit and Loss attributable to the Equity Shareholders (₹ in Lacs) - (A)	3,189.71	2,441.90
	- Basic / Weighted average number of Equity Shares outstanding during the year - (B)	9,561,500	9,561,500
	- Nominal value of Equity Shares (₹)	10.00	10.00
	- Basic / Diluted Earning per Share (₹) - (A)/(B)	33.36	25.54
	Note: The company did not have any potentially dilutive securities in any of the periods presented.		
<b>36</b>	<b>Segment information</b>		
	<b>36.1 Segment description :</b>		
	Operating segments are reported in a manner consistent with the internal reporting provided to the Chairman and Managing director who are responsible for allocating resources to and assessing the performance of operating segments. Following Business segments have been considered as primary segments :		
	a) Building Material segment, which consists of manufacturing and trading of asbestos sheets, flat sheets, non-asbestos flat sheets, accessories for roofing products, doors and other building material.		
	b) Power Generation segment, which consists of generation of electricity through windmills.		
	<b>36.2 Segment accounting policies:</b>		
	In addition to the significant accounting policies applicable to the business segments as set out in note I above, the accounting policies in relation to segment accounting are as under:		
	<b>i. Segment revenue and expenses:</b>		



Segment revenue and expenses include the respective amounts identifiable to each of the segments. Unallocable items in segment results include income from bank deposits, Dividend, Profit on sale of investments and corporate expenses.		
<b>ii. Segment assets and liabilities:</b>		
Segment assets include all operating assets used by a segment and consist principally of operating cash, trade receivables, inventories and fixed assets (net of allowances and provisions), which are reported as direct off sets in the balance sheet. Segment liabilities include all operating liabilities and consists principally of creditors and accrued liabilities.		
The measurement of each segment's revenues, expenses and assets is consistent with the accounting policies that are used in preparation of the Company's financial statements.		
<b>iii. Inter segment revenue :</b>		
The company adopts a policy of pricing inter segment revenue at comparable cost to the transferee segment.		
<b>(I) Segment Revenue</b>		
<b>Particulars</b>	<b>31st March 2019</b>	<b>31st March 2018</b>
a) Building Material	28,626.61	26,921.95
b) Power Generation	1,346.46	1,175.45
	29,973.07	28,097.40
Less : Inter Segment Revenue	242.91	265.94
Net Sales / Income from Operations	29,730.16	27,831.46
<b>(II) Segment Results Profit / (Loss) before tax and interest from each segment</b>		
<b>Particulars</b>	<b>31st March 2019</b>	<b>31st March 2018</b>
a) Building Material	4,514.77	4,061.49
b) Power Generation		
General	559.82	354.03
Extra ordinary	194.01	260.78
	5,268.60	4,676.31
Less :- (I) Finance cost	812.01	1,128.92
(II) Unallocable Expenditure net of unallocable Income	-	-
Add:- Un-allocable income Net of unallocable Expenditure	32.10	18.21
Profit / (Loss) Before Income Tax	4,488.69	3,565.60
<b>(III) Segment Assets</b>		
<b>Particulars</b>	<b>31st March 2019</b>	<b>31st March 2018</b>
a) Building Material	21,651.83	22,675.76
b) Power Generation	5,697.73	6,329.46
c) Unallocable	83.67	-
	27,433.23	29,005.22
<b>(IV) Segment Liabilities</b>		
<b>Particulars</b>	<b>31st March 2019</b>	<b>31st March 2018</b>
a) Building Material	10,954.79	15,679.30
b) Power Generation	203.88	249.78
c) Unallocable	7.25	-
	11,165.93	15,929.08
<b>(V) Geographical segment</b>		
<b>Particulars</b>	<b>31st March 2019</b>	<b>31st March 2018</b>
a) Revenue by location of customers		
India	27,535.45	25,677.76
Outside India	2,194.71	2,153.70
	29,730.16	27,831.46
b) Non current assets		
India	15,565.33	17,119.79
Outside India	-	-
	15,565.33	17,119.79

<b>37</b>	<b>Corporate Social Responsibility expenditure</b>	Expenditure incurred on corporate social responsibility activities is `7.32 Lacs (Previous Year ₹1.24 Lacs.). Average net profit/(loss) for last three financial years calculated as per section 198 of Companies Act, 2013 is `609.32 Lacs (Previous Year (119) Lacs)								
<b>38</b>	<b>Financial Instruments and Risk Management</b>	<b>A) Accounting classification and fair value :</b>								
		The following table shows the carrying amounts and fair values of Financial assets and financial liabilities including their levels in the fair value hierarchy -								
₹ in Lacs										
	Particulars	As at 31st March 2019				As at 31st March 2018				
		Carrying amount	Level of inputs used			Carrying amount	Level of inputs used			
			Level 1	Level 2	Level 3		Level 1	Level 2	Level 3	
	Financial assets									
	At Amortised cost									
	Trade receivables	3,216.04	-	-	-	3,667.44	-	-	-	
	Cash & cash equivalents	222.69	-	-	-	391.00	-	-	-	
	Loans & Advances	0.90	-	-	-	0.46	-	-	-	
	Others									
	-Non current	324.22	-	-	-	314.70	-	-	-	
	-current	12.42	-	-	-	20.87	-	-	-	
	At fair value through OCI									
	Investments	14.2	-	-	14.2	14.2	-	-	14.2	
	Financial Liabilities									
	At Amortised cost									
	Borrowings									
	-Non current	4,025.80	-	-	-	4,141.54	-	-	-	
	-current	682.64	-	-	-	4,679.89	-	-	-	
	Trade payables	2,358.09	-	-	-	2,787.81	-	-	-	
	Others									
	-Non current	-	-	-	-	-	-	-	-	
	-current	2,047.77	-	-	-	2,678.70	-	-	-	
	<b>At fair value through Profit and Loss Account</b>									
	Others									
	-current (Derivative Contracts not designated as hedge)	7.68	-	7.68	-	-	-	-	-	
	The financial instruments are categorised in to three levels based on the inputs used to arrive at fair value measurements as described below - Level 1 - Quoted prices in active markets for identical assets and liabilities. Level 2 - Inputs other than the quoted prices included within level '1' that are observable for assets or liability either directly or indirectly. Level 3 - Inputs based on unobservable market data Management uses its best judgement in estimating fair value of financial instruments. However there are inherent limitations in any estimation techniques. Therefore for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the company could have realised or paid in sale transactions as on respective date. As such the fair value of financial instruments subsequent to the reporting date may be different form the amounts reported at each reporting date.									



<b>B) Financial Risk Management</b>				
The company has a exposure to the following risks arising from financial instruments -				
- Credit risk				
- Liquidity risk				
- Market risk				
<b>i. Risk Management</b>				
The Company's senior management oversees the management of these risks. The senior management assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the company.				
<b>ii. Credit Risk</b>				
Credit risk is the risk that counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and other financial instruments.				
<b>Trade Receivables</b>				
Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored.				
<b>Cash and cash equivalents</b>				
Bank deposits are made with reputed banks and hence credit risk associated with it is generally low.				
<b>iii. Liquidity Risk</b>				
Liquidity risk is defined as the risk that the company will not be able to settle or meet its obligations on time. The company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liability when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the company's reputation.				
The table below analyses the company's financial liabilities into relevant maturity grouping based on their contractual maturities.				
₹ in Lacs				
Particulars	Less than 1 Year	1 to 5 Years	> 5 Years	Total
Year ended 31st March 2019				
Borrowings	682.64	4,025.80	-	4,708.44
Other Financial Liabilities	2,055.44	-	-	2,055.44
Trade & Other Payable	2,358.09	-	-	2,358.09
	5,096.18	4,025.80	-	9,121.98
Particulars	Less than 1 Year	1 to 5 Years	>5 Years	Total
Year ended 31st March 2018				
Borrowings	4,679.89	4,141.54	-	8,821.43
Other Financial Liabilities	2,678.70	-	-	2,678.70
Trade & Other Payable	2,787.81	-	-	2,787.81
	10,146.40	4,141.54	-	14,287.94



<b>iii. Market Risk</b>					
Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from change in the price of financial instruments. Market risk comprise of three types of risks: interest risk, foreign currency fluctuation risk and other price risk such as commodity price risk. The objective of market risk management is to manage and control market risk exposure within acceptable parameters while optimizing profits.					
<b>Foreign currency risk</b>					
The summary of quantitative data about company's exposure to currency risk is as follows:					
₹ in Lacs					
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>		
	Trade Receivables				
	US \$	455.56	520.78		
	Trade Payables				
	US \$	346.58	651.61		
	Trade Advances				
	US \$	760.91	397.74		
	Advance from customers				
	US \$	-	-		
	Dealer Deposit				
	US \$	34.59	-		
	Foreign currency borrowings				
	US \$	513.94	-		
	Interest on Foreign Currency Borrowings				
	US \$	2.29	-		
	Derivative Contracts				
	US \$	228.14	-		
	Net exposure to foreign currency risk (assets)	581.79	266.90		
<b>Foreign currency sensitivity analysis</b>					
The following table demonstrates sensitivity to a reasonable possible change in foreign currency exchange rates with all other variables held constant:					
₹ in Lacs					
	<b>Change in US \$</b>	<b>Profits/(Loss)</b>		<b>Equity net of tax</b>	
		<b>31.03.2019</b>	<b>31.03.2018</b>	<b>31.03.2019</b>	<b>31.03.2018</b>
	5% increase	29.09	13.35	20.69	9.14
	5% decrease	(29.09)	(13.35)	(20.69)	(9.14)
<b>Interest rate risk</b>					
The company's exposure to the changes in market interest rate relates to floating rate obligations.					
The exposure of the company's borrowings to interest rate changes at the end of the reporting period are as follows:					
₹ in Lacs					
	<b>Particulars</b>	<b>31.03.2019</b>	<b>31.03.2018</b>		



	Borrowings				
	Floating (includes current and non-current maturities)		168.71	5,589.32	
	Fixed( includes current and non-current maturities)		4,564.94	4,056.54	
	<b>Total</b>		<b>4,733.64</b>	<b>9,645.86</b>	
	<b>Interest rate sensitivity analysis</b>				
	The following table demonstrates sensitivity to a reasonable possible change in interest rates with all other variables held constant				
	₹ in Lacs				
	Change in US \$	Profits/(Loss)		Equity net of tax	
		31.03.2019	31.03.2018	31.03.2019	31.03.2018
	2% increase	(3.37)	(111.79)	(2.40)	(76.54)
	2% decrease	3.37	111.79	2.40	76.54
39	<b>Capital Management</b>				
	The company's objectives when managing capital are to (a) maximize shareholders value and provide benefit to other stakeholders and (b) maintain an optimal capital structure to reduce the cost of capital.				
	For the purpose of company's capital mangament, capital includes issued equity capital and all other equity reserves attrributable to the equity holders.				
	₹ in Lacs				
	Particulars		31.03.2019	31.03.2018	
	Total Debt (Bank and other borrowings)		4,733.64	9,645.86	
	Equity		16,267.31	13,076.14	
	Debt to Equity (net)		0.29	0.74	
40	<b>Related party transactions :</b>				
	List of persons and the relationship with related parties as certified by management with whom transaction have taken place during the year with value of transactions is as follows :				
	<b>NAME OF THE RELATED PARTY -</b>				
	I) Associates -				
	a) Poonam Roofing Products Pvt.Ltd.	b) Poonam Tiles	c) JVS Comatsco Industries Pvt Ltd		
	II ) Key Management Personnel -				
	a) Mr.Jayesh P. Patel - Director	b) Mr.Satyen V. Patel - Director			
	III ) Relatives of Key Management Personnel -				
	a) Mr. Purushottam L. Patel	b) Mr.Vallabh L. Patel	c) Mrs. B.PPatel		
	d) Mrs. P.V. Patel	e) V L Patel (HUF)	f) SV Patel (HUF)		
	g) Mrs. Shilpa J Patel	h) Mr.V.V. Patel	i) Mrs. Geeta S.Patel		
	j) Mrs. Trilochana V Patel	k) VV Patel (HUF)			



Transactions during the year with related parties							₹ in Lacs
Nature of Transactions	Associates		Key Management Personnel		Relatives Of Key Management Personnel		
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	
I) Transactions during the year							
a) Unsecured Loan							
a Taken during the year	-	456.80	-	105.50	-	415.60	
b Repaid during the year	-	2.00	-	115.00	-	1,731.30	
b) Revenue Items							
Labour Charges Expenses	119.91	58.47	-	-	-	-	
Trade Mark Fees	2.63	2.42	-	-	-	-	
Telex and Tel-Selling Exp	0.03	-	-	-	-	-	
c) Interest							
Interest on Unsecured Loan paid during the year	167.47	144.43	54.18	62.84	198.53	286.98	
d) Rent paid	0.30	0.30	-	-	-	-	
e) Managerial Remuneration paid during the year*	-	-	283.78	118.58	15.93	8.60	
f) Dividend Paid	-	-	-	-	-	-	
g) Rent Deposit paid back	-	-	-	-	-	-	
2) Balance outstanding as on year end**							
a) Debts Due	26.49	4.02	-	-	-	-	
b) Debts receivable	-	-	-	3.18	-	-	
c) Unsecured Loan / ICD	1,594.98	1,594.98	516.00	516.00	1,890.80	1,890.80	
d) Managerial Remuneration Payable	-	-	7.87	-	1.31	-	
d) Interest Payable on Unsecured Loan	12.80	-	4.14	-	15.18	-	
* Managerial remuneration includes employers PF contribution but excludes post employment benefit of gratuity and Provision for leave benefit scheme, as separate figures for KMP and relatives of KMP is not available being actuarially determined on an overall basis.							
** Commission / Bonus payable to Key Managerial Personnel and relatives of Key Managerial Personnel which is not due as on year end is not reported.							
<b>41 Income Tax</b>							
41.1 Reconciliation of tax expenses and accounting profit multiplied by tax rate							
₹ in Lacs							
Particulars			Year ended 31.03.2019		Year ended 31.03.2018		
<b>Profit before income tax expense</b>			4,490.92		3,576.56		
Tax at the Indian tax rate of 34.944% ( 2017-18 : 34.608%)			1,569.31		1,237.78		
Effect of non-deductible expenses			4.85		6.19		
Effect of tax exempt income			(276.66)		(164.73)		
Effect of income at special rate			-		(60.69)		
Effect of deferred tax change in rate			-		109.00		
<b>Income Tax expense of current year</b>			<b>1,297.49</b>		<b>1,127.54</b>		
<b>41.2 Deferred Tax Liabilities/ (Assets) (net)</b>							
The balance comprise of temporary differences attributable to							
₹ in Lacs							
Particulars			As at 31.03.2019		As at 31.03.2018		
<b>Deferred Tax Liabilities</b>							
Relating to PPE WDV			1,807.01		2,069.20		
			1,807.01		2,069.20		
<b>Deferred Tax Assets</b>							



Expenses allowable on payment liabilities	(223.57)	(235.18)
Defined Benefit Obligations	(25.17)	(10.96)
Tax Losses	-	-
	(248.74)	(246.15)
<b>Tax Credit Available</b>	-	-
MAT credit entitlement	(125.28)	(718.45)
<b>Net Deferred Tax Liabilities</b>	1,432.99	1,104.60
<b>Movement in deferred tax liabilities</b>		

<b>Movement in deferred tax liabilities</b>			
Particulars	PPE WDV	Others	Total
As on 31.03.2018	2,069.20	-	2,069.20
Charged/(credited)			
To Profit and loss	(262.19)	-	(262.19)
To OCI			-
As on 31.03.2019	1,807.01	-	1,807.01

<b>Movement in deferred tax assets</b>				
Particulars	Expenses allowable on payment basis	Defined Benefit Obligation	Tax Losses	Total
As on 31.03.2018	(235.18)	(10.96)	-	(246.15)
Charged/(credited)				
To Profit and loss	11.61	(14.99)	-	(3.38)
To OCI	-	0.78	-	0.78
As on 31.03.2019	(223.57)	(25.17)	-	(248.75)

Particulars	2018-19	2017-198
Total Deferred Tax charged/ (credited) to profit and loss	(265.57)	(91.56)
Total Deferred Tax charged/ (credited) to OCI	0.78	3.83

42 Previous years' figures have been regrouped/rearranged, wherever necessary.

As per our report of even date  
For Vijay Kalera & Associates  
Chartered Accountants  
FRN: 115160W

On behalf of Board of Directors

SD/-  
**(CA Vijay S. Kalera )**  
Proprietor  
(Mem No. 049105)  
Date : 21st May, 2019

SD/-  
**S. V. Patel**  
Managing Director  
DIN 000131344

SD/-  
**M.K. Sharma**  
CFO

SD/-  
**Prasad D Zinjurde**  
Company Secretary  
M No.A 54800



**SAHYADRI INDUSTRIES LIMITED**  
**PROFIT AND LOSS FOR THE YEAR 2015 TO 2019**

Particulars	2018-19	2017-18	2016-17	2015-16	2014-15
<b>Income</b>					
Revenue from operations	29661.91	27,729.92	28,363.94	36,302.30	43,764.96
Other income	100.35	119.75	200.02	90.39	110.81
<b>Total Revenue :</b>	<b>29,762.26</b>	<b>27,849.68</b>	<b>28,563.96</b>	<b>36,392.69</b>	<b>43,875.78</b>
<b>Expenses</b>					
Cost of raw materials and components consumed	14850.38	13,899.42	12,924.69	17,949.33	27,098.93
Purchase of stock-in-trade		-	-	54.80	180.72
(Increase)/decrease in inventories of finished goods and work-in-progress	-806.85	(614.53)	1,811.46	2,856.37	(2713.38)
Excise duty on sale of Goods	0.00	722.67	2,544.21	-	-
Employee benefits expense	2068.78	1,862.02	1,650.16	2,506.18	2,522.41
Finance costs	812.01	1,128.92	1,603.62	1,965.32	1,395.06
Depreciation and amortisation expense	1827.20	2,063.08	2,327.37	2,901.52	1,320.72
Other expenses	6716.05	5,483.28	5,267.27	10,057.64	12,978.78
<b>Total Expenses</b>	<b>25,467.58</b>	<b>24,544.86</b>	<b>28,128.77</b>	<b>38,291.16</b>	<b>42,783.25</b>
<b>Profit /(Loss) from ordinary activities before Exceptional Items and Taxes</b>	<b>4,294.69</b>	<b>3,304.82</b>	<b>435.19</b>	<b>(1,898.48)</b>	<b>1,092.53</b>
<b>Exceptional Items- Income / (Expenses)</b>	<b>194.01</b>	<b>260.78</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Net Profit before tax</b>	<b>4,488.70</b>	<b>3,565.60</b>	<b>435.19</b>	<b>(1,898.48)</b>	<b>1,092.53</b>
Tax expense					
Current tax	1562.28	1,215.26	6.89	-	270.00
Adjustment of current tax relating to earlier years	2.27	-	(4.88)	12.44	-
Deferred tax	-265.57	(91.56)	133.45	-821.08	110.92
<b>Total Tax Expenses</b>	<b>1,298.98</b>	<b>1,123.70</b>	<b>135.46</b>	<b>(808.64)</b>	<b>380.92</b>
<b>Profit for the year</b>	<b>3,189.72</b>	<b>2,441.90</b>	<b>299.72</b>	<b>(1,089.84)</b>	<b>711.61</b>
Other Comprehensive Income					
A. Items that will not be reclassified subsequently to profit or loss					
Remeasurement gains / (losses) on defined benefit plans	2.23	10.96	26.63	-	-
Tax (expense) / income relating to above	(0.78)	(3.83)	(9.22)	-	-
	1.45	7.13	17.42	-	-
B. Items that will be reclassified subsequently to profit or loss	-	-	-	-	-
<b>Total Other Comprehensive Income net off tax (A + B)</b>	<b>1.45</b>	<b>7.13</b>	<b>17.42</b>	<b>-</b>	<b>-</b>
<b>Total comprehensive income for the year attributable to Equity share holders of the Company</b>	<b>3,191.17</b>	<b>2,449.03</b>	<b>317.14</b>	<b>(1,089.84)</b>	<b>711.61</b>
Earning per equity share of Face value of Rs.10 each:					
(1) Basic	33.36	25.54	3.13	-11.40	7.44
(2) Diluted	33.36	25.54	3.13	-11.40	7.44



**NOTICE  
OF  
ANNUAL GENERAL MEETING**

## NOTICE

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the members of Sahyadri Industries Limited will be held on Tuesday, 13<sup>th</sup> August 2019 at 3.30 PM at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 together with the Report of the Auditors' and Board of Directors thereon and in this regard, to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT,** the audited Financial Statements of the Company for the financial year ended March 31, 2019 along with reports of the Board of Directors and Independent Auditors thereon as laid before meeting, be and are hereby received, considered, approved and adopted."

2. To appoint a Director in the place of Mr. Satyen V Patel who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT,** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Satyen V Patel (DIN: 00131344), who retires by rotation at this Annual General meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the Company, liable to retire by rotation."

3. To declare Dividend for the Financial Year ended March 31, 2019.

**"RESOLVED THAT,** a final dividend of Re 1 per equity share on the paid up equity share capital of the company as recommended by the Board be and is hereby declared."

**SPECIAL BUSINESS:**

4. To consider and, if thought fit, to pass with or without modification following resolution as an **Ordinary Resolution**

**"RESOLVED THAT,** pursuant to the provisions of Section 148(3) of the Companies Act, 2013 ("the Act") read Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendments thereof, for the time being in force), Members of the Company hereby ratified and confirmed appointment of M/s. Nimkar Mohani & Associates, Pune as Cost Auditors of the Company at a remuneration of Rs. 30,000/- (Rupees Thirty Thousand only) plus applicable taxes thereon and reimbursement of out of pocket expenses, if any, as approved by the Board of Directors for conducting Audit of the Cost Accounting Records of the Company for the financial year from 01<sup>st</sup> April, 2019 till 31<sup>st</sup> March 2020 or extended financial year as may be decided by the Board."

**"FURTHER RESOLVED THAT,** Mr. J. P. Patel, Executive Chairman or Mr. S .V. Patel, Managing Director be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution."

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

**Date: 21/5/2019  
Place: PUNE**

Sd/-  
**Jayesh Patel**  
Chairman  
(DIN: 00131517)

Sd/-  
**Satyen Patel**  
Managing Director  
(DIN: 00131344)

**NOTES:**

- 1) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

- 2) A corporate member intending to depute their authorized representatives to attend the Meeting are requested to lodge with the Company well in advance a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- 3) In case of joint shareholders attending the Annual General Meeting, only such joint shareholder who is higher in the order of names will be entitled to vote.
- 4) The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 6<sup>th</sup> August, 2019 to Monday, 13<sup>th</sup> August 2019 (both dates inclusive)
- 5) Members are requested to promptly notify any change in their address to the Company's Registrar & Transfer Agent namely, Sharex Dynamic (India) Pvt. Ltd., C 101, 247 Park, LBS Marg, Vikhroli West, Mumbai 400083. Shareholders holding shares in dematerialized form shall inform any change in their details, address and other to their respective Depository Participants only.
- 6) Members desiring any information about the Company's working are requested to write to the Company at an early date so as to enable the Company to reply at the Annual General Meeting.
- 7) The Annual Report of the Company circulated to the members will be made available on the Company's website at [www.silworld.in](http://www.silworld.in)
- 8) Copies of the Annual Report 2019 are being sent by electronic mode only to those members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes. Any member may request for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report 2019 are being sent by the permitted mode. However such members are requested to register their respective e-mail address with the Company/ Depository Participant.
- 9) Pursuant to the provisions of Section 123 of the Companies Act 2013, the amount of dividend remaining unpaid or unclaimed for a

period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company is required to be transferred to the Investor Education and Protection Fund set up by the Government of India and no payment shall be made in respect of any such claims by the Fund. Unclaimed dividend amount in respect of final dividend declared during financial year 2011-12 will be transferred to Investor Education & Protection Fund on or before the end of October 2019. Members who have not yet encashed their dividend warrant(s) for the financial years 2011-2012 are requested to make their claims to the Company without any delay.

- 10) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on September 10<sup>th</sup>, 2018 (date of last Annual General Meeting) on the website of the Company ([www.silworld.in](http://www.silworld.in)), as also on the website of the Ministry of Corporate Affairs.
- 11) Members are requested to bring their attendance slip along with the copy of Annual Report to the meeting.
- 12) Additional information pursuant to the Listing Regulations in respect of the Directors seeking appointment / re-appointment at the AGM is enclosed and forms a part of the Notice.
- 13) Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on close of business hours on 06<sup>th</sup> August, 2019 i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The e-voting period will commence at 10<sup>th</sup> August, 2019 (9.00 AM) and will end at 12<sup>th</sup> August, 2019 (5.00 PM). The Company has appointed Mr. Suvir Saraf, Practicing Company Secretary, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on 10<sup>th</sup> August, 2019 (9.00 AM) and will end at 12<sup>th</sup> August, 2019 (5.00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 06<sup>th</sup> August 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- III. Click on Shareholders/Members





- IV. Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- VII. If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<ul style="list-style-type: none"> <li>• PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- XI. Click on the EVSN for Sahyadri Industries Limited on which you choose to vote.

- XII. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- XIII. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- XIV. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- XV. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- XVI. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVII. If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVIII. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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



## ANNEXURE TO NOTICE

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

### Item No.3

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. Nimkar Mohani & Associates, Pune, as Cost Auditors of the Company for auditing the cost accounts of the Company relating to the products of the Company, as applicable, for the financial year 2019 -20 at a remuneration of Rs. 30,000/- and applicable rate of taxes and reimbursement of out of pocket expenses at actual.

In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company. The Board of Directors recommends Ordinary Resolution as proposed at item no.3 of the notice for approval by the shareholders.

None of the Promoters, Directors, Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in this resolution.

**On Behalf of the Board of the Directors  
FOR SAHYADRI INDUSTRIES LIMITED**

**Date:21/5/2019**  
**Place:PUNE**

SD/-  
**Jayesh Patel**  
Chairman  
(DIN: 00131517)

SD/-  
**Satyen Patel**  
Managing Director  
(DIN: 00131344)



<b>SATYEN PATEL</b>	
<b>Age</b>	42 years
<b>Qualification</b>	B.Com, Pune University PGPBA from Institute of Management Excellence, Pune
<b>Experience (including expertise in specific functional area) /Brief Resume</b>	More than 20 Years of Experience in the field of Building Material Manufacturing
<b>Terms and Conditions of Re-appointment</b>	No change proposed for re-appointment.
<b>Remuneration last drawn(including sitting fees, if any)</b>	144.35 Lakh per annum for FY 18-19
<b>Remuneration proposed to be paid</b>	No change proposed in remuneration for FY 19-20
<b>Date of first appointment on the Board</b>	01/08/1998
<b>Shareholding in the Company as on March 31, 2019</b>	294326 equity shares of Rs. 10/- each
<b>Relationship with other Directors / Key Managerial Personnel</b>	Cousin brother of Mr. Jayesh P Patel, Chairman and Whole time Director of the Company
<b>Number of meetings of the Board attended during the financial year (2018-19)</b>	5
<b>Directorships of other Boards as on March 31, 2019</b>	1. Poonam Roofing Products Private Limited
<b>Membership / Chairmanship of Committees of other Boards as on March 31, 2019</b>	0



## SAHYADRI INDUSTRIES LIMITED

CIN: L26956PN1994PLC078941

Address: 39/D, Gultekdi, J.N.Road, Pune-411037,

Contact No.020-2644 4625/26/27, Email info@silworld.in.

Website: www.silworld.in

### ADMISSION SLIP

Folio No. / DP ID No. & Client ID No.*	
No. of Equity Shares held	

I hereby record my presence at the Twenty Fifth Annual General Meeting of SAHYADRI INDUSTRIES LIMITED held on Tuesday 13th August 2019 at 03:30 pm at Plot No. 39, Block No. D-III, MIDC, Chinchwad, Pune - 411 019

Name of Shareholder (In Block Letters)	
Name of the Proxy holder / Authorized Representative	

\*Applicable for investors holding shares in Electronic Mode

\_\_\_\_\_  
Signature of the Shareholder/Proxy/Authorized Representative

#### NOTE:

1. A member / proxy / authorized representative wishing to attend the Meeting must complete this Admission Slip before coming to the Meeting and hand it over at the entrance.
2. If you intend to appoint a proxy, please complete, stamp, sign and deposit the Proxy Form given below at the Company's Registered Office at least 48 hours before the Meeting.



## SAHYADRI INDUSTRIES LIMITED

CIN: L26956PN1994PLC078941

Address: 39/D, Gultekdi, J.N.Road, Pune-411037,

Contact No.020-2644 4625/26/27, Email info@silworld.in.

Website: www.silworld.in

### 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) : \_\_\_\_\_

Registered Address : \_\_\_\_\_

Signature : \_\_\_\_\_

Folio No/Client ID : \_\_\_\_\_

\*DP ID : \_\_\_\_\_

I/We being the member(s) of the Sahyadri Industries Limited hereby appoint:

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_

Or failing him;

2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_

Or failing him;

3. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 Email ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Twenty Fifth Annual General Meeting of the Company to be held on Tuesday, 13<sup>th</sup> August 2019 at 3.30 p.m. at No.39, D III block, MIDC, Chinchwad, Pune-411019 and at any adjournment thereof in respect of such resolutions as are indicated below:

#	Resolutions	For	Against
1	To receive, consider and adopt the Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 together with the Report of the Auditors' and Board of Directors thereon.		
2	To re-appoint Mr. S.V. Patel, (DIN: 00131344) as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.		
3	To declare Dividend for the Financial Year ended March 31, 2019		
4	Ratification of remuneration of M/s Nimkar Mohani, Cost Accountant as Cost Auditor.		



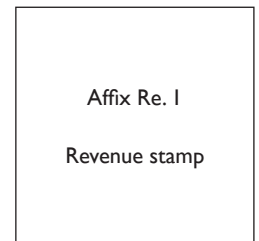
## Notes:

1. 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
2. For the resolutions, explanatory statements and Notes, please refer to the Notice of 25<sup>th</sup> Annual General Meeting
3. \*\* It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate
4. Please complete all details including details of member(s) in the above box before submission.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

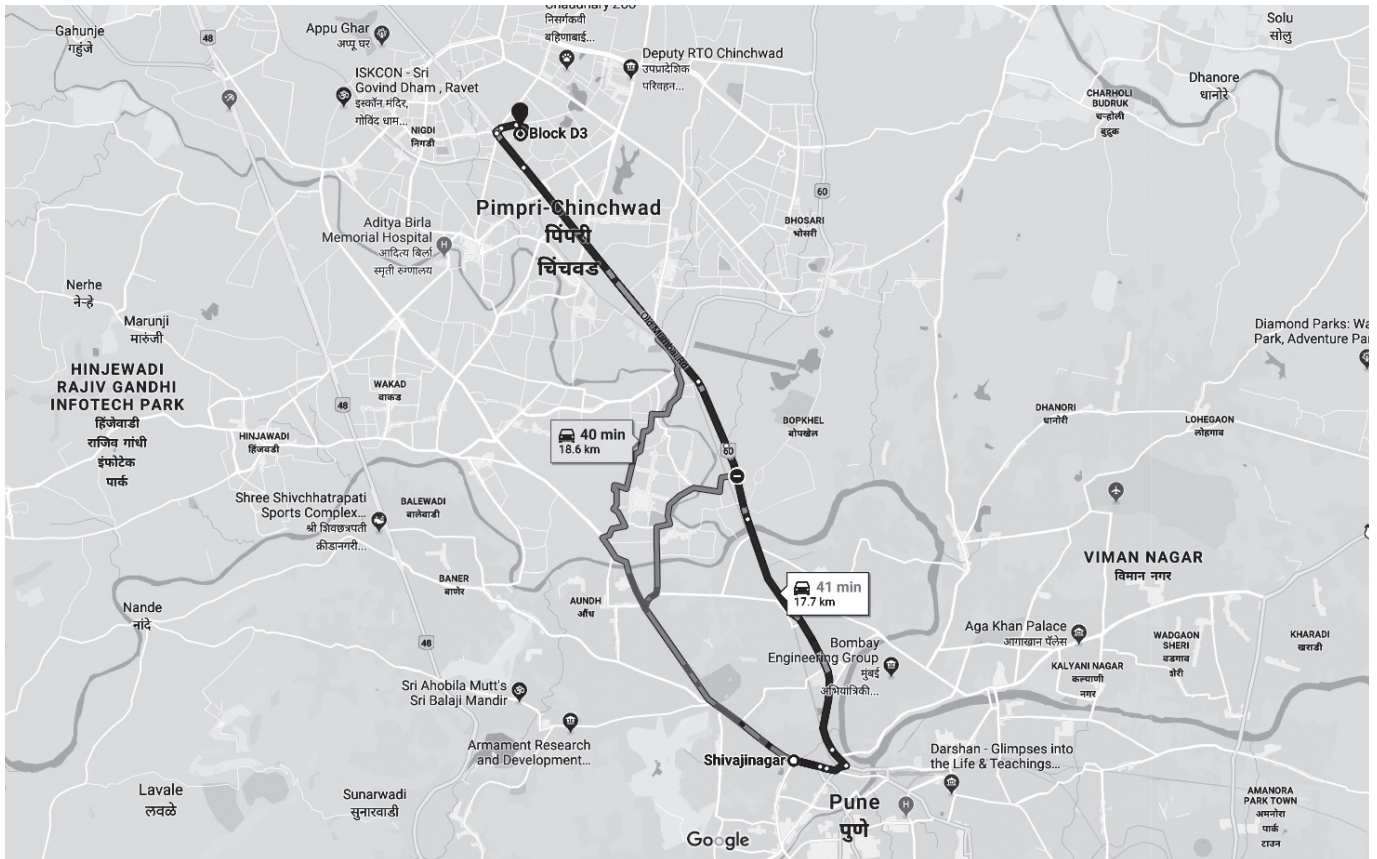
\*Applicable for investors holding shares in electronic form.

Signed this ..... day of ..... 2019

Signature of shareholder.....Signature of Proxy holder .....



## ROAD MAP TO REACH TO LOCATION OF MEETING



Shivajinagar  
Pune, Maharashtra



Head northeast on Ganeshkhind Rd toward Ganeshkhind Rd  
Pass by Civil Construction Wing (on the right)  
**2 min (600 m)**



Drive from NH60 to Pimpri-Chinchwad  
**14 min (6.4 km)**



Get on NH60 in Phugewadi  
**4 min (1.6 km)**



Drive from Mumbai - Pandharpur Rd/Old Mumbai Rd/Old Mumbai - Pune Hwy to Chinchwad  
**12 min (7.3 km)**



Take Service Rd to your destination  
**5 min (1.8 km)**  
**BLOCK D3**



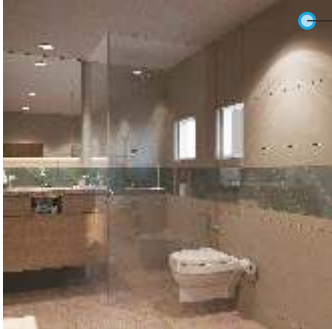
### EcoPro [Facade]

An easy to install product and handy in a number of applications. From creating fins for building facades, to fencing and partitions and more.



### EcoPro [Kitchens]

Kitchen Ottas made from EcoPro both look good and offer great savings. No need for expensive cudappa.



### EcoPro [Leak Seal]

EcoPro as bathroom ceiling and walls make the bathroom look beautiful while hiding electrical wires, plumbing and sanitary pipes. Being water resistant helps durability.



### EcoPro [Door Frames]

EcoPro replaces plywood as the frame for the internal doors. It's termite resistant and water-resistant!



### EcoPro [Planks]

This easy to install, multipurpose product is ideal for both, interiors as well as exteriors. The intricate wood grain patterned planks are ideal to add highlights to spaces.



### EcoPro [Acoustix]

Amplifying sound in a classroom or cutting out sound in a recording studio, EcoAcoustix offers unbelievable audio solutions.



EcoPro offers never before versatility in utility application.



Light Weight



Fits any Edge, Corner



Heat & Fire Resistant



High Impact



Moisture Resistant



Termite Resistant



Asbestos Free



Cool, Comfortable Living



---

*A quality brand from*



**SAHYADRI**<sup>™</sup>  
Indian. Innovative. Iconic.

*An ISO 9001, EMS 14001 & BS OHSAS 18001 Certified Company*

**SAHYADRI INDUSTRIES LTD.**

Swastik House, 39/D, Gultekdi, Jawaharlal Nehru Marg, Pune - 411037, India.

Tel: +91 20 26444625/26/27 • Fax: +91 20 2645 8888

Email: [info@silworld.in](mailto:info@silworld.in) • Website: [www.ecopro.co.in](http://www.ecopro.co.in)

• CIN No: L26956PN1994PLC078941