

**International  
Conveyors  
Limited**

Corporate Office : 10, Middleton Row  
Post Box No. 9282, Kolkata - 700 071  
CIN : L21300WB1973PLC028854  
Phone : +91-33-2229 6033/1768  
Facsimile : +91-33-2217 2269  
Mail : icltd@icbelting.com  
Url : icbelting.com

ICL/NK/2019-20/452

August 29, 2019

**Calcutta Stock Exchange Limited**

7, Lyons Range,  
Kolkata – 700 001

Fax No. 22104500

Kind Attn: Secretary

**Scrip Code No.10019039 (CSE)**

**Bombay Stock Exchange Limited**

P.J.Towers, Dalal Street,

Mumbai – 400 001

Fax No. 22722037/22723121

Kind Attn: General Manager,

Department of Corporate Services

**Scrip Code No. 509709 (BSE)**

Dear Sir,

Sub: **Notice for 46th Annual General Meeting of the Company**

Please find enclosed herewith Notice for the 46th Annual General Meeting of the Members of the Company scheduled to be held on Saturday, September 21, 2019 at Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza - Akalmegh, Dist.-24 Parganas (S), West Bengal -743504, at 2:00 P.M.

The same has been sent to all members and to ad agencies for publication in newspaper in compliance with the Listing Regulations. The notice is also available on the company's official website at [www.icbelting.com](http://www.icbelting.com).

This is for your kind information and record.

Thanking you,

Yours faithfully,

**For International Conveyors Ltd,**

*Neha Khandelwal*

**Neha Khandelwal**

**Company Secretary & Compliance Officer**

Encl: As above



Registered Office & Works I :  
Falta SEZ, Sector - II, Near Pump House No. 3  
Village & Mouza - Akalmegh  
Dist. South 24 Parganas, West Bengal-743 504

Works II :  
E-39, M.I.D.C. Area, Chikalthana  
Aurangabad - 431 006  
Maharashtra



# International Conveyors Limited

CIN: L21300WB1973PLC028854

Regd. Office: Falta SEZ, Sector-II, Near Pump House No. 3,  
Village. & Mouza- Akalmegh, Dist. 24 Parganas (S), West Bengal-743504

Corporate Office: 10 Middleton Row, Kolkata-700071

Phone: (033) 4064 5734 / 5735; Fax: (033) 2217-2269

E-mail: investors@icbelting.com ; Website: www.icbelting.com

## NOTICE

Notice is hereby given that the 46th Annual General Meeting of members of **INTERNATIONAL CONVEYORS LIMITED** will be held at its Registered Office at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza- Akalmegh, Dist. 24 Parganas (S), West Bengal-743504 on Saturday, September 21, 2019 at 2:00 P. M. to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2019 with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Shri S. Mehra (DIN: 00359482), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### 4. RE-APPOINTMENT OF SHRI R. K. DABRIWALA (DIN: 00086658) AS MANAGING DIRECTOR

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

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203, read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Shri R. K. Dabriwala (DIN: 00086658) as Managing Director of the Company, for a further period of 1 (one) year commencing from October 1, 2019 on the terms and conditions as specified in the statement pursuant to Section 102(1) of the Companies Act, 2013 annexed to this Notice and also draft agreement submitted to this Meeting, with liberty to the Board of Directors (the "Board") to revise, amend, alter and vary the terms and conditions of the said re-appointment and / or remuneration including perquisites as it may deem fit and as may be acceptable to Shri R. K. Dabriwala (DIN: 00086658), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

#### 5. RE-APPOINTMENT OF SHRI J. S. VANZARA (DIN: 00239574) AS AN INDEPENDENT DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force), Shri J. S. Vanzara (DIN: 00239574), who has submitted a declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations and who is eligible for reappointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a second term of five (5) consecutive years from the conclusion of the forthcoming Annual General Meeting (AGM) upto the conclusion of 51st AGM of the Company."

#### 6. RE-APPOINTMENT OF SHRI L. K. TIBRAWALLA (DIN:00423521) AS AN INDEPENDENT DIRECTOR

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



**"RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force), Shri L. K. Tibrawalla (DIN: 00423521), who has submitted a declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations and who is eligible for reappointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a second term of five (5) consecutive years from the conclusion of the forthcoming Annual General Meeting (AGM) upto the conclusion of 51st AGM of the Company."

**7. RE-APPOINTMENT OF SHRI M. P. JHUNJHUNWALA (DIN: 00567070) AS AN INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force), Shri M. P. Jhunjhunwala (DIN: 00567070), who has submitted a declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations and who is eligible for reappointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a second term of five (5) consecutive years from the conclusion of the forthcoming Annual General Meeting (AGM) upto the conclusion of 51st AGM of the Company."

**8. RE-APPOINTMENT OF SHRI K. T. REDDY (DIN: 03330182) AS AN INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force), Shri K. T. Reddy (DIN: 03330182), who has submitted a declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations and who is eligible for reappointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a second term of five (5) consecutive years from the conclusion of the forthcoming Annual General Meeting (AGM) upto the conclusion of 51st AGM of the Company."

**9. RE-APPOINTMENT OF SHRI C. W. BENJAMIN (DIN: 07093277) AS AN INDEPENDENT DIRECTOR**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149(10), 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 as amended ("the Act"), The Companies (Appointment and Qualification of Directors) Rules, 2014, the relevant provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations") (including any statutory modifications or re-enactment(s) thereof for the time being in force), Shri C. W. Benjamin (DIN: 07093277), who has submitted a declaration that he meets the criteria for independence as provided under the Act and the Listing Regulations and who is eligible for reappointment and whose re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, be and is hereby re-appointed as an Independent Director of the Company not liable to retire by rotation, for a second term of five (5) consecutive years from the conclusion of the forthcoming Annual General Meeting (AGM) upto the conclusion of 51st AGM of the Company."

By Order of the Board of Directors  
**For International Conveyors Ltd.**

Date: May 30, 2019  
Place: Kolkata

**Neha Khandelwal**  
Company Secretary & Compliance Officer

## NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting.**  
**A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.**
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business to be transacted at the Meeting is annexed hereto.
3. Attendance Slip, Proxy Form and the Route Map of the venue of the meeting are annexed herewith.
4. Members/Proxies/Authorised Representatives should bring the Attendance Slip duly filled in for attending the meeting.
5. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution / authority, as applicable.
6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and rules framed thereunder, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 14, 2019 to Saturday, September 21, 2019, both days inclusive, for determining the entitlement of shareholders to the payment of dividend.
7. Subject to the provisions of Section 126 of the Companies Act, 2013, if the Final Dividend as recommended by the Board of Directors is approved at the Annual General Meeting, payment of such dividend will be made within thirty days from the date of declaration of dividend to:
  - a) all those Beneficial Owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on September 13, 2019;
  - b) all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/ Share Transfer Agent (i.e. Maheshwari Datamatics Pvt. Ltd.) on or before the close of business hours on September 13, 2019.
8. Pursuant to Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of Listed Companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received in case of transmission or transposition of securities. Therefore, Members holding shares in Physical Form are requested to consider converting their holdings to dematerialised form to eliminate all risks associated with physical shares.
9. Members holding shares in physical mode are requested to immediately notify any change in their address along with self-attested copy of address proof i.e., Aadhaar Card / Electricity Bill / Telephone Bill / Driving License / Passport / Bank Passbook particulars to the Company or its RTA and in case their shares are held in dematerialized mode, this information should be notified / submitted directly to their respective Depository Participants.
10. Pursuant to Regulation 12 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule I to the said Regulations, all companies mandatorily have to use the bank account details furnished by the depositories for payment of dividends. Dividend will be credited to the Members' bank account through NACH/NEFT wherever complete core banking details are available with the Company. In the absence of core banking details, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records.
11. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 07, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting, held on September 23, 2017.
12. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members holding shares in physical form are requested to quote their Folio No. and in case shares are held in dematerialised form, members are requested to quote their Client ID and DP ID Nos. in all communications with the Company.
14. Members seeking any information with regard to the Financial Statements are requested to write to the Company at least seven (7) days before the Meeting, so as to enable the Management to keep the information ready at the ensuing Annual General Meeting.



15. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends for the Financial Year ended March 31, 2012 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the Financial Year ended March 31, 2012 or any subsequent financial year(s) are urged to claim such amount from the Company/ Registrar and Share Transfer Agent.
16. Pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time (IEPF Rules), all Shares in respect of which Dividend has not been paid or claimed by the Members for seven (7) consecutive years or more would be transferred to the demat account of IEPF Authority. In terms of the aforesaid provisions, during the financial year 2018-19, the Company has transferred all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to the IEPF Authority are uploaded on the website of IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
17. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>. In case the Members have any query on the subject matter and the IEPF Rules, they may contact the RTA of the Company.
18. The Ministry of Corporate Affairs(MCA), Government of India has introduced 'Green Initiative in Corporate Governance by allowing paperless compliances by the Companies for service of documents to their Members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013 and Rules framed thereunder.  
Electronic copy of the Annual Report, Notice of the 46th AGM including instructions for E-Voting, along with the Attendance Slip, Proxy Form and Route Map, are being sent through e-mail to all the Members whose E-mail IDs are registered with the Company's RTA/ Depository Participants, unless a Member has requested for a physical copy of the same. For Members who have not registered their e-mail address, physical copies of the aforesaid documents are being sent through the permitted mode.  
In case you have not registered your E-mail ID, please communicate the same to the Company or its RTA at their communication address given in the Annual Report in respect of the shares held in physical mode or communicate to your Depository Participants concerned in respect of shares held in demat / electronic mode.
19. Pursuant to provisions of Section 72 of the Companies Act, 2013 and Rule 19 of the Companies (Share Capital and Debentures) Rules, 2014, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's Share Transfer Agent. In respect of shares held in electronic/ demat form, the members may please contact their respective depository participant.
20. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details of all members holding shares in physical form. In view of the above shareholders holding shares in physical form are requested to submit their PAN and Bank Account details with the Company's Registrar and Share Transfer Agent (RTA), M/s. Maheshwari Datamatics Private Limited, 23, R. N. Mukherjee Road, 5th Floor, Kolkata-700001.
21. **Voting through electronic means:**
  - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed there under and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. Instructions for e-voting are given here in below. Resolution(s) passed by members through e-voting is/ are deemed to have been passed as if they have been passed at the AGM.
  - II. The facility for voting through Polling Paper shall also be made available at the meeting and members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper and the members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
  - III. **The instructions for remote e-voting consists of "Two Steps" which are mentioned below:**  
**Step 1 :** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>  
**Step 2 :** Cast your vote electronically on NSDL e-Voting system.
- A. **Details on Step 1 are mentioned below:**
  - i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
  - ii. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.



- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

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

- iv. Your User ID details are given below :

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

- v. Your password details are given below:

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

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

- Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

- vii. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

- viii. Now, you will have to click on "**Login**" button.

- ix. After you click on the "**Login**" button, Home page of e-Voting will open.

#### B. Details on Step 2 are given below :

- After successful login at Step 1, you will be able to see the Home page of **e-Voting**. Click on **e-Voting**. Then, click on **Active Voting Cycles**.
- After click on Active Voting Cycles, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle is in active status.
- Select "**EVEN**" of "**International Conveyors Limited**".
- Now you are ready for e-Voting as the Voting page opens.



- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “**Submit**” and also “**Confirm**” when prompted.
  - vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- IV. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [khushboo.gulgulia@yahoo.com](mailto:khushboo.gulgulia@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- V. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting Website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- VII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) regarding NSDL e-voting system in future.
- VIII. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 14, 2019. Any person who is not a member as on the said cut-off date should treat this Notice for information purpose only.
- IX. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. September 14, 2019 may obtain the Login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- X. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through Polling Paper.
- XI. M/s. K. Gulgulia & Co, Chartered Accountants (Firm Registration No. 328690E) has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- XII. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
- XIII. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.iclbelting.com](http://www.iclbelting.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) and The Calcutta Stock Exchange Limited (“CSE”), where the shares of the Company are listed.
- XIV. The e-voting period commences on Wednesday, September 18, 2019 (10:00 a.m. IST) and ends on Friday, September 20, 2019 (5:00 p.m. IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on September 14, 2019 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.

By Order of the Board of Directors  
**For International Conveyors Ltd.**

Date: May 30, 2019  
Place: Kolkata

**Neha Khandelwal**  
Company Secretary & Compliance Officer

**STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013****Item No. 4**

The Present term of appointment of Shri R. K. Dabriwala as Managing Director of the Company expires on September 30, 2019. His re-appointment as Managing Director, for a further period of one (1) year from October 1, 2019 was recommended by the Nomination and Remuneration Committee and approved by the Board of Directors in their Meeting held on May 30, 2019. The re-appointment and other terms and conditions, need approval of the members in terms of Sections 196 and 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder. The proposed agreement shall be available for inspection by any member during 11:00 A.M to 12:30 P.M on all working days at the Registered Office. Considering all aspects, the Board has approved and now proposes for your consideration the terms and conditions of his re-appointment.

The material provisions of the draft agreement approved by the Board are as follows:

**I. BASIC SALARY**

₹ 5,00,000/- p.m. (INR Five Lacs Only)

**II. COMMISSION**

1% of Net Profits of the Company in a particular year subject to overall ceilings laid down in Sections 196, 197 and Schedule V of the Companies Act, 2013.

**III. PERQUISITES**

- (1) (a) The expenditure incurred by the Company in hiring unfurnished accommodation in Kolkata, subject to a ceiling of 50% of salary, over and above 10% of such salary being payable by him.  
b) In case no accommodation is provided by the Company, House Rent Allowance will be paid subject to ceiling laid down in (a) above.
- (2) Medical expenses re-imbursement for self and family subject to a ceiling of one month's salary in a year or three months salary over a period of three years.
- (3) Leave Travel Concession for self and family once in a year subject to a ceiling of one month's salary.
- (4) Club fee (other than admission fees) subject to a maximum of two clubs.
- (5) Personal accident insurance of which premium shall not exceed Rs.15,000/- per annum.
- (6) Car for use of Company's business.
- (7) One Telephone at residence for official purposes.

**IV. BENEFITS AND AMENITIES**

- (1) Gratuity of half a month's salary for each completed year of service.
- (2) Leave-one month's leave for every eleven months' service with full pay and allowances and also encashment of unutilized leave at the end of tenure.

The remuneration is justified having regard to the responsibilities, which he is called upon to bear as a Managing Director of the Company. Notwithstanding anything herein above stated where in any financial year closing on or after March 31, 2019 during the tenure of Shri R.K. Dabriwala as a Managing Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Shri R.K. Dabriwala the above remuneration by way of salary and other allowances as a minimum remuneration but not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration.

Except Shri R.K. Dabriwala, None of the Directors/ Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Resolution set forth in Item no. 4 for the approval of the members.



**Item No. 5, 6, 7, 8 and 9**

The Company had, pursuant to the provisions of Section 149, 152 and other applicable provisions, if any of the Act and Rules framed thereunder and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (prior Clause 49 of the Listing Agreement) entered with the Stock Exchanges, appointed Shri J. S. Vanzara (DIN: 00239574), Shri L. K. Tibrawalla (DIN: 00423521), Shri M. P. Jhunjhunwala (DIN: 00567070), Shri K. T. Reddy (DIN: 03330182) and Shri C. W. Benjamin (DIN: 07093277) as Non-Executive Independent Directors of the Company as approved by the members of the Company at its meeting held on September 26, 2014 for a period of five (5) consecutive years till the conclusion of the 46th Annual General Meeting.

Further, pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as proposed and amended by Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members is required by way of Special Resolution for continuation of directorship of a non-executive director who has attained the age of 75 years or more.

Shri J. S. Vanzara (DIN: 00239574), Shri L. K. Tibrawalla (DIN: 00423521), Shri M. P. Jhunjhunwala (DIN: 00567070), Shri K. T. Reddy (DIN: 03330182) and Shri C. W. Benjamin (DIN: 07093277), Non-Executive Independent Directors of the Company, have given their declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these directors fulfills the conditions specified in the Companies Act, 2013 and Rules framed thereunder for re-appointment as Independent Directors and they are independent of the management.

Due to the continuous efforts and performance of the above directors for the development of the Company in every aspect or scenario and in compliance with the provisions of Section 149 read with Schedule IV of the Act and based on the recommendation of the Nomination and Remuneration Committee of the Company at its meeting held on May 30, 2019 and approval of the Board at its meeting held on May 30, 2019, their re-appointment as Non-Executive Independent Directors of the Company is now being placed by way of special resolutions before the members for their approval for a second term of five (5) consecutive years commencing from the conclusion of the forthcoming Annual General Meeting (AGM) upto the conclusion of 51st AGM of the Company on the terms & conditions as may be mutually agreed upon between the Company and the Non-Executive Independent Directors. Accordingly, Shri J. S. Vanzara (DIN: 00239574), Shri L. K. Tibrawalla (DIN: 00423521), Shri M. P. Jhunjhunwala (DIN: 00567070), Shri K. T. Reddy (DIN: 03330182) and Shri C. W. Benjamin (DIN: 07093277) are continued as Non-Executive Independent Directors of the Company.

Brief Profile of Shri J. S. Vanzara (DIN: 00239574), Shri L. K. Tibrawalla (DIN: 00423521), Shri M. P. Jhunjhunwala (DIN: 00567070), Shri K. T. Reddy (DIN: 03330182) and Shri C. W. Benjamin (DIN: 07093277) is attached to this Notice.

Copy of draft letter of appointment of Shri J. S. Vanzara (DIN: 00239574), Shri L. K. Tibrawalla (DIN: 00423521), Shri M. P. Jhunjhunwala (DIN: 00567070), Shri K. T. Reddy (DIN: 03330182) and Shri C. W. Benjamin (DIN: 07093277) setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Shri J. S. Vanzara (DIN: 00239574), Shri L. K. Tibrawalla (DIN: 00423521), Shri M. P. Jhunjhunwala (DIN: 00567070), Shri K. T. Reddy (DIN: 03330182) and Shri C. W. Benjamin (DIN: 07093277) are interested in the resolution set out at Item No. 5, 6, 7, 8 and 9 of the Notice respectively with regard to their re-appointment. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations.

The Board recommends the Resolution set forth in Item No. 5, 6, 7, 8 and 9 for approval of the members.

**Profiles of Directors seeking appointment / re-appointment at the ensuing AGM**

Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings the details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting are provided below:

<b>Particulars</b>	<b>Shri R. K. Dabriwala</b>	<b>Shri S. Mehra</b>
Category of Director	Managing Director	Non Executive Director
Date of Birth	January 29, 1941	October 24, 1966
Date of Appointment	June 18, 1973	January 17, 2014
Qualifications	JEDP-IIM-C OPM (HBS)	Graduate from Jerome Fisher Dual Degree Program In Management And Technology From Wharton School, University of Pennsylvania, USA
Expertise in specific functional areas	Shri R. K. Dabriwala has done his JEDP from IIM-C and has completed his OPM from HBS. He is a member of various Merchant Chambers and Export Promotion Council. He is the driving force behind the success of this Organization. He is having more than 50 years of experience in the Conveyor belting industry. The Company has made tremendous progress due to his efforts. Subject to the supervision and control of the Board of Directors, Shri R. K. Dabriwala is in overall in-charge of running the affairs of the Company including Budgeting, Funding and Corporate affairs. He is also looking after the general administration, banking, finance, sales and purchase. He is a dynamic industrialist. As a Managing Director he has played a key role in making the Company largest manufacturer of PVC belting. The Company has made tremendous growth under his leadership.	Shri S. Mehra heads Hunts' Private Equity practice across Asia and is a Managing Partner of the firm. He has worked with a large number of corporate boards and is an advisor to several Indian business houses on Corporate Governance. He is a past chairman of United Way of India, Vice Chairman – American Chamber of Commerce, Mumbai and Treasures of the Wharton Alumni Association of India. He has received business degree in marketing management from the Wharton School, and also a degree in engineering from the University of Pennsylvania.
Directorships held in other Companies	<ul style="list-style-type: none"> <li>• I.G.E. (India) Pvt. Limited</li> <li>• Dabri Properties and Trading Company Limited</li> <li>• R.C.A. Limited</li> </ul>	<ul style="list-style-type: none"> <li>• International School of Corporate Etiquette and Protocol Pvt. Ltd.</li> <li>• Masas Consultants International Pvt. Ltd</li> <li>• Human Capital for Third Sector</li> <li>• Hunt Consulting Services Pvt. Ltd.</li> <li>• Barefoot International Pvt. Ltd.</li> </ul>
Memberships/ Chairmanships of committees of other Companies	Nil	Nil
Number of Shares held in Company	2426620	Nil

Particulars	Shri J. S. Vanzara	Shri K. T. Reddy
Category of Director	Non Executive Independent Director	Non Executive Independent Director
Date of Birth	September 8, 1965	November 2, 1944
Date of Appointment	September 26, 2014	September 26, 2014
Qualifications	B. Com (Hons) FCA, GRAD CWA	M. Sc and M.B.A.
Expertise in specific functional areas	Shri J. S. Vanzara is a member of various professional bodies like Institute of Internal Auditors, Association of Secretaries and Managers etc. He is the Ex President of The Association of Corporate Advisors and Executives which is a leading professional body based in Kolkata for last 60 years and is still an active member of the same.	Shri K. T. Reddy is having more than 45 years of experience in Sales and Marketing areas out of which he has experience of about 25 years in PVC Belting Industry. Having worked in various esteemed organization viz. Fenner (India) Limited, J K Industries Limited, MRF-Tyres, in the capacity of Director (India), Executive Director, General Manager-Marketing, District Manager-Sales, he bagged the position of CEO on the Board of TM Tyres Limited in 2010.  He has also conducted Training Programmes for Executives at different levels on Quantitative techniques such as PERT / CPM, Linear Programming, SQC etc.. He was also the Hon. Faculty in Management in Madras University and Jawaharlal Nehru Technological University. He was also associated with the Employers Federation of Southern India and had been the President of EFSI during the period 2000-2002 and Chairman of the EFSI, A. P. Branch during the period 1998-2000.
Directorships held in other Companies	<ul style="list-style-type: none"> <li>Jaikarni Holdings Pvt. Ltd.</li> <li>Subhratna Investments Pvt. Ltd.</li> <li>Jalaram Properties Pvt. Ltd.</li> <li>Srinathji Commercials Pvt. Ltd.</li> </ul>	NIL
Memberships/ Chairmanships of committees of other Companies	NIL	NIL
Number of Shares held in Company	NIL	NIL

Particulars	Shri L. K. Tibrawalla	Shri C. W. Benjamin
Category of Director	Non Executive Independent Director	Non Executive Independent Director
Date of Birth	July 3, 1943	February 22, 1947
Date of Appointment	September 26, 2014	February 12, 2015
Qualifications	B. Com	Graduate from Sydney University as a Chemical Engineer. He is also a fellow of Australian Institute of Management
Expertise in specific functional areas	Shri L. K. Tibrawalla has around 48 years of experience in the field of Coal and Coke Industry. He is the founder and director of Shree Shyam Coal Co. Ltd. and Pure Coke Limited.	Shri C. W. Benjamin began his career in the materials handling industry when he joined Goodyear Tire and rubber as a conveyor engineer in 1970 and thereafter he was transferred in a management role to Western Australia where he became involved with the rapidly growing iron ore export industry in the Pilbara Region. He negotiated the largest ever conveyor belt contract with Hamersley Iron (Rio Tinto Iron Ore) in 1972, established the largest industrial PVC hose making facility factory in Australia. He introduced new and modern neoprene fire resistant plied belting to the Australian underground coal industry in the early 1990's based on german technology and represented TBA belting solid woven belt in Australia. Wrote and publish the book "The Transfer Chute Design Manual".

Particulars	Shri L. K. Tibrawalla	Shri C. W. Benjamin
Directorships held in other Companies (excluding foreign Companies)	<ul style="list-style-type: none"> <li>• Pure Coke Limited</li> <li>• Sanskriti Holdings Pvt. Ltd.</li> <li>• Shree Hanuman Sugar &amp; Industries Ltd</li> <li>• Chengmari Tea Co Ltd</li> <li>• Mica Pvt Ltd</li> <li>• Shree Milk &amp; Food Industries Limited</li> <li>• International Belting Limited</li> <li>• Goel Commodities Private Limited</li> </ul>	NIL
Memberships/ Chairmanships of committees of other Companies	NIL	NIL
Number of Shares held in Company	2930	NIL

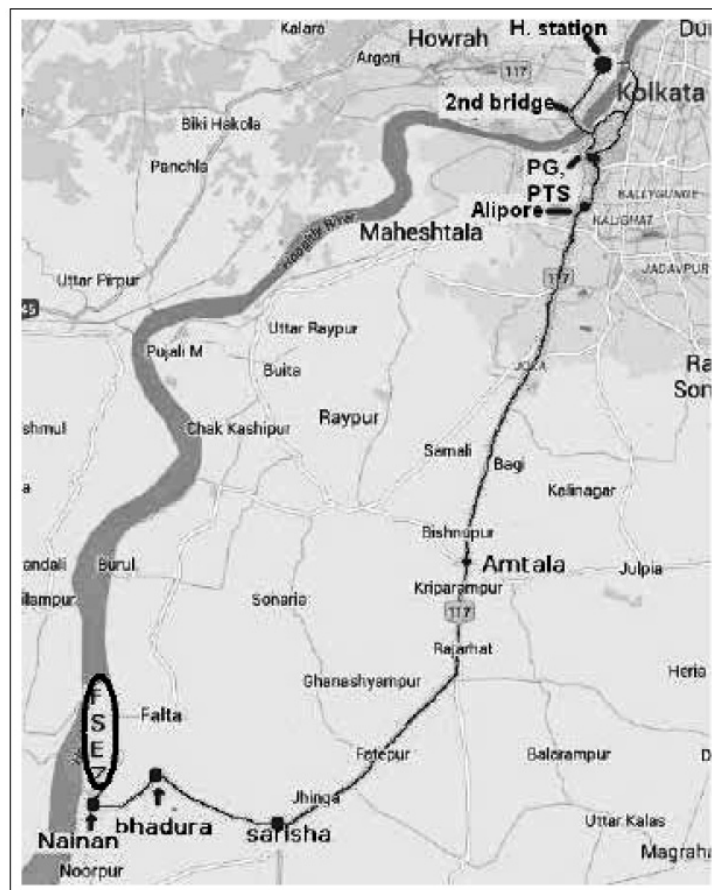
Particulars	Shri M. P. Jhunhunwala
Category of Director	Non Executive Independent Director
Date of Birth	May 2, 1928
Date of Appointment	September 26, 2014
Qualifications	B. Com
Expertise in specific functional areas	Shri M. P. Jhunhunwala has rich experience of over 65 years in the field of Finance and Taxation, Corporate Legal Matters, Administrative and Functional areas of Corporate Entity. He is also having thorough knowledge of Direct and Indirect Taxation. Shri M. P. Jhunhunwala has got in-depth knowledge of Capital Market and Stock Market, Funding and their administration.
Directorships held in other Companies	NIL
Memberships/Chairmanships of committees of other Companies	NIL
Number of Shares held in Company	200


By Order of the Board of Directors  
For International Conveyors Ltd.

Date: May 30, 2019  
Place: Kolkata

**Neha Khandelwal**  
Company Secretary & Compliance Officer

## ROUTE MAP FOR THE 46TH AGM OF INTERNATIONAL CONVEYORS LIMITED



 Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza- Akalmegh  
Dist. 24 Parganas (S), West Bengal-743504



**46th Annual General Meeting of the  
International Conveyors Limited  
held on Saturday, September 21, 2019  
at 2:00 p.m.**



# INTERNATIONAL CONVEYORS LIMITED

CIN : L21300WB1973PLC028854

Regd. Office : Falta SEZ, Sector-II, Near Pump House No. 3, Vill. & Mouza- Akalmegh, Dist. 24 Parganas(S), West Bengal - 743 504

Corporate Office : 10 Middleton Row, Kolkata -700 071

Phone : (033) 2229-6033 / 1768 | Fax : (033) 2217-2269 | E-mail: investors@icbelting.com | Website: www.icbelting.com

## ATTENDANCE SLIP

I/We hereby record my/our presence at the **46th Annual General Meeting** of the **International Conveyors Limited** held on **Saturday, September 21, 2019 at 2:00 p.m.** at Falta SEZ, Sector-II, Near Pump House No. 3, Village & Mouza- Akalmegh, Dist. 24 Parganas (S), West Bengal-743504.

.....  
Name of the Proxy (in BLOCK LETTERS)

.....  
Signature of Shareholder / Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

### ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	PASSWORD
111724		

Please refer to the AGM Notice for e-voting instruction.

**46th Annual General Meeting of the  
International Conveyors Limited  
held on Saturday, September 21, 2019  
at 2:00 p.m.**



# INTERNATIONAL CONVEYORS LIMITED

CIN : L21300WB1973PLC028854

Regd. Office : Falta SEZ, Sector-II, Near Pump House No. 3, Vill. & Mouza- Akalmegh, Dist. 24 Parganas(S), West Bengal - 743 504

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Phone : (033) 2229-6033 / 1768 | Fax : (033) 2217-2269 | E-mail: investors@icbelting.com | Website: www.icbelting.com

## PROXY FORM

Form MGT-11

Name of the Member(s) : ..... Joint holders (if any) .....  
Registered Address : .....  
E-mail ID : .....  
Folio No/Client ID/DP ID : ..... No. of Shares : .....

I/We, being the member(s), holding ..... shares of International Conveyors Limited hereby appoint :

(1)	Name : .....	Address : .....
	E-mail id : .....	Signature : ..... or failing him/her,
(2)	Name : .....	Address : .....
	E-mail id : .....	Signature : ..... or failing him/her,
(3)	Name : .....	Address : .....
	E-mail id : .....	Signature : .....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company, to be held on Saturday, September 21, 2019 at 2:00 p.m. at Falta SEZ, Sector-II, Near Pump House No. 3, Vill. & Mouza- Akalmegh, Dist. 24 Parganas(S), West Bengal-743504 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
Ordinary Business			
1.	Consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of Dividend for the financial year ended March 31, 2019.		
3.	Re-appointment of Shri S. Mehra (DIN: 00359482), who retires by rotation and being eligible, offers himself for re-appointment.		
Special Business			
4.	Re-Appointment of Shri R. K. Dabriwala (DIN: 00086658) as Managing Director for a period of one year.		
5.	Re-Appointment of Shri J. S. Vanzara (DIN: 00239574) as an Independent Director		
6.	Re-Appointment of Shri L. K. Tibrawalla (DIN:00423521) as an Independent Director		
7.	Re-Appointment of Shri M. P. Jhunjunwala (DIN: 00567070) as an Independent Director		
8.	Re-Appointment of Shri K. T. Reddy (DIN: 03330182) as an Independent Director		
9.	Re-Appointment of Shri C. W. Benjamin (DIN: 07093277) as an Independent Director		

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

Member's Folio /DP ID & Client ID No. .... Signature of Shareholder (s) .....

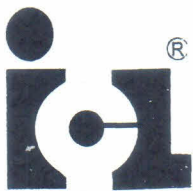
Signature of Proxy holder(s) .....

Note : 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 Statement and Notes, please refer to the Notice of the 46th Annual General Meeting.

\*3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated to 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.

Affix  
Revenue  
Stamp



# International Conveyors Limited

Corporate Office : 10, Middleton Row  
Post Box No. 9282, Kolkata - 700 071  
CIN : L21300WB1973PLC028854  
Phone : +91-33-2229 6033/1768  
Facsimile : +91-33-2217 2269  
Mail : icltd@icbelting.com  
Url : icbelting.com

ICL/NK/2019-20/453

August 29, 2019

**Calcutta Stock Exchange Limited**  
7, Lyons Range,  
Kolkata – 700 001  
Fax No. 22104500  
Kind Attn: Secretary  
**Scrip Code No.10019039 (CSE)**

**Bombay Stock Exchange Limited**  
P. J. Towers, Dalal Street,  
Mumbai – 400 001  
Fax No. 22722037/22723121  
Kind Attn: General Manager,  
Department of Corporate Services  
**Scrip Code No. 509709 (BSE)**

Dear Sir,

**Ref: Regulation 30 & 34(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**Sub: Annual Report for the Financial Year 2018-19**

Pursuant to Regulation 34(1) and Regulation 30 read with paragraph A of Part A of Schedule III of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Report for the Financial Year 2018-19.

We request you to take the same on your records at the earliest.

Thanking You,

Yours faithfully,  
For **INTERNATIONAL CONVEYORS LTD**

*Neha Khandelwal*

**Neha Khandelwal**  
**Company Secretary & Compliance Officer**

Encl: As above



**Registered Office & Works I :**  
Falta SEZ, Sector - II, Near Pump House No. 3  
Village & Mouza - Akalmegh  
Dist. South 24 Parganas, West Bengal-743 504

**Works II :**  
E-39, M.I.D.C. Area, Chikalthana  
Aurangabad - 431 006  
Maharashtra



International Conveyors Limited

**Annual Report**  
2018-19

## FORWARD-LOOKING STATEMENT

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions, 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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# Corporate Information

**Directors**

Shri M. P. Jhunjunwala  
Shri L.K. Tibrawalla  
Shri J. S. Vanzara  
Shri K. T. Reddy  
Shri S. Mehra  
Ms. N. Khaitan  
Shri C. W. Benjamin

**Managing Director**

Shri R. K. Dabriwala

**Chief Financial Officer**

Shri A. K. Gulgulia

**Company Secretary**

Ms. N. Khandelwal

**Auditors**

M/s. G. P. Agrawal & Co.  
Chartered Accountants  
7A, Kiran Shankar Ray Road  
Kolkata - 700 001

**Bankers**

State Bank of India

**Registered Office & Works-I**

Falta SEZ, Sector-II, Near Pump House No.3  
Village & Mouza - Akalmegh  
Dist. South 24 Parganas, West Bengal - 743504  
CIN : L21300WB1973PLC028854  
E-Mail : icltd@icbelting.com

**Works-II**

E-39 and H-19, MIDC Industrial Area  
Chikalthana  
Aurangabad - 431 006  
(Maharashtra)

**Corporate Office**

10, Middleton Row,  
Kolkata - 700 071  
E-Mail : investors@icbelting.com

**Registrar & Share Transfer Agents**

Maheshwari Datamatics Pvt. Ltd.  
23, R. N. Mukherjee Road, 5th Floor  
Kolkata - 700 001



# Directors' Report

*Dear members*

The Board of Directors hereby submits the reports of the business and operations of your Company (International Conveyors Limited), along with the Audited Financial Statements, for the financial year ended March 31, 2019.

## 1. FINANCIAL RESULTS

(₹ in Lakhs)

Particulars	31.03.2019	31.03.2018
Revenue from operations	7777.50	5143.39
Other Income	936.63	739.83
<b>Total</b>	<b>8714.13</b>	<b>5883.22</b>
Profit/ Loss before Exceptional items and Taxation	(390.29)	(207.70)
Exceptional items- Income / (Loss)	-	-
<b>Profit/ Loss before Taxation</b>	<b>(390.29)</b>	<b>(207.70)</b>
<b>Provision for Taxation</b>	<b>159.99</b>	<b>158.02</b>
<b>Net Profit</b>	<b>(550.28)</b>	<b>(365.72)</b>
<b>Other Comprehensive Income/ (Loss) (net of tax)</b>	<b>(28.70)</b>	<b>3641.31</b>
<b>Total Comprehensive Income</b>	<b>(578.98)</b>	<b>3275.59</b>

## 2. STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

Kindly refer to 'Management Discussion and Analysis Report' which forms part of the Annual Report.

## 3. MATERIAL CHANGES AND COMMITMENTS

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

## 4. DIVIDEND

Pursuant to Section 123 read with Companies (Declaration and Payment of Dividend) Rules, 2014, your Directors are pleased to recommend dividend of ₹ 0.05 on Equity Share of ₹ 1/- each (Previous year ₹ 0.05 per share on Equity Share of ₹ 1/- each) for the financial year ended March 31, 2019, the consequent outflow will be ₹ 40.69 Lakhs (Approx) including dividend tax (Previous year ₹ 40.69 lakhs including dividend tax).

## 5. TRANSFER TO RESERVES

In view of the loss, your Board of Directors does not propose any amount to be transferred to General Reserves during the year under review.

## Directors' Report

### 6. CHANGES IN SHARE CAPITAL

The paid-up Equity Share Capital of the Company as at March 31, 2019 stood at ₹ 675 Lakhs. During the year under review, the Company has not issued any further shares.

### 7. RESULT OF OPERATIONS

The turnover of the Company for the year amounted to ₹ 7,665 lakhs (Previous year ₹ 4,448 lakhs). However, your Directors are expecting to achieve better results in coming years.

### 8. SUBSIDIARIES & ASSOCIATE COMPANIES

The Company has 3 (Three) wholly owned subsidiaries and 1 (One) step-down subsidiary and 1 (One) Associate Company as on March 31, 2019, the names of which are mentioned herein below:

1. International Belting Limited
2. Conveyor Holdings Pte. Ltd.
3. International Conveyors America Ltd.
4. International Conveyors Australia Pty Ltd. (Step down subsidiary of Conveyor Holdings Pte. Ltd.)
5. Pure Coke Limited ( Associate of International Belting Limited)

The Audit Committee reviews the consolidated financial statements of the Company and the investments made by it in unlisted subsidiaries and associate companies. Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014, a statement containing salient features of Financial Statements of the Subsidiaries and Associate have been provided in Form No. AOC-1, which forms part of this report.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link: <http://www.iclbelting.com/resources/reports/gnrl/Material%20Subsidiaries.pdf>

### 9. CONSOLIDATED FINANCIAL STATEMENT

The Consolidated Financial Statements (CFS) of your Company duly audited by the Statutory Auditors M/s. G. P. Agrawal & Co., Chartered Accountants for the financial year ended March 31, 2019, prepared in compliance with the provisions of Indian Accounting Standards (Ind AS) issued by the Institute of Chartered Accountants of India (ICAI) and notified by the Ministry of Corporate Affairs (MCA), Government of India also forms part of this Annual Report.

### 10. LISTING WITH STOCK EXCHANGES

Your Company is listed with The Bombay Stock Exchange Limited and The Calcutta Stock Exchange limited and the Company has paid the listing fees to each of the said Exchanges.

### 11. DIRECTORS & KMP

Pursuant to the provision of Section 196 of the Companies Act, 2013 and subject to the approval of the members in the Annual General Meeting, the Board of Directors, on the recommendation of Nomination and Remuneration Committee, re-appointed Shri Rajendra Kumar Dabriwala (DIN: 00086658) as Managing Director effective from October 1, 2019 for a period of 1 year as per the terms specified in the draft agreement to be placed before the ensuing AGM.

Shri Rajendra Kumar Dabriwala, Managing Director, Shri Ashok Kumar Gulgulia, Chief Financial Officer and Ms. Neha Khandelwal, Company Secretary & Compliance Officer are the Key Managerial Personnel (KMP) of your Company in terms of Section 2(51) and Section 203 of the Companies Act, 2013.

Shri Jinesh Suryakant Vanzara (DIN: 00239574), Shri Kunchala Thirupal Reddy (DIN: 03330182), Shri Lakshmikant Tibrawalla (DIN: 00423521) and Shri Mahadeo Prasad Jhunjunwala (DIN: 00567070), Non-Executive Independent Directors will be completing their first term of five years of independent directorship at the end of the ensuing Annual General Meeting and Shri Colin William Benjamin (DIN: 07093277) will be completing his first term of five years of independent directorship on February 11, 2020. Pursuant to the provisions of Section 149 of the Act and based on the recommendation of Nomination and Remuneration Committee it is proposed to reappoint them as Non Executive Independent Directors for a second term of five (5) consecutive years from the conclusion of the forthcoming Annual General Meeting (AGM) upto the conclusion of 51st AGM of the Company, subject to approval of Members of the Company at the ensuing Annual General Meeting. The terms and conditions of appointment of independent directors are as per Schedule IV of the Act.

## Directors' Report

The Company has received declarations from the Independent Directors under section 149(7) of the Companies Act, 2013 confirming that each of them meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 Act and that there has been no change in the circumstances which may affect their status as independent director during the year.

In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Sunit Om Prakash Mehra (DIN: 00359482) retires by rotation and being eligible, offers himself for re-appointment, is proposed to be re-appointed as Director of the Company from the date of this AGM.

### 12. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i) In the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the 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 the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors have prepared the annual accounts of the Company on a 'going concern' basis.
- v) The Directors had laid down internal financial controls to be followed by the Company and that such internal financial control is adequate and operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 13. NUMBER OF BOARD MEETINGS

The Board met 4 (Four) times during the Financial Year 2018-19. The details have been provided in the Corporate Governance Report in terms of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 which is annexed to this report.

### 14. BOARD EVALUATION

According to Regulation 25(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, a meeting of Independent Directors was held on February 1, 2019 to review the performance of the Non-Independent Directors and the Board as a whole. The details are given in the Corporate Governance Report.

### 15. POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has an optimum combination of executive, non-executive and independent directors to maintain the independence of the Board. As on March 31, 2019, the Board consists of 8(Eight) Directors, 1(one) of whom is executive, 2(Two) of them is non-executive and rest are independent directors. The Board periodically evaluates the need for change in its composition and size.

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of this report.

### 16. INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

Your Company has in place adequate internal financial control policy and procedure for ensuring the orderly and efficient conduct of its business, including adherence to the 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 disclosures. The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis, which forms part of this report.

## Directors' Report

### 17. AUDIT COMMITTEE

The details pertaining to composition of Audit Committee are included in the corporate governance report, which forms part of this report.

### 18. STATUTORY AUDITORS

M/s. G. P. Agrawal & Co., Chartered Accountants (Firm Registration No.302082E), were appointed as Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014, to hold office for a consecutive period of 5 (Five) years from the conclusion of the 44th AGM until the conclusion of the 49th AGM to be held in the year 2022, subject to ratification by members at every Annual General Meeting.

The Ministry of Corporate Affairs has notified amendments in the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder with effect from May 7, 2018. Pursuant to the said amendments, the requirement for ratification of appointment of Statutory Auditors by the Shareholders at every subsequent Annual General Meeting till the conclusion of their tenure has been done away with. Accordingly, the matter is not taken up before members for consideration.

The Company has received a certificate from M/s. G. P. Agrawal & Co., Chartered Accountants confirming their eligibility to continue as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules framed thereunder. Further M/s. G. P. Agrawal & Co., have also confirmed that they hold a valid certificate issued by the Peer Review Board of the ICAI as required under the provisions of Regulation 33 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### 19. AUDITORS' REPORT

The auditors' report does not contain any reservations, qualifications or adverse remarks. The Auditors' report is attached to the Balance Sheet as at March 31, 2019.

### 20. SECRETARIAL AUDITORS' REPORT

The Board of Directors had appointed M/s. Rajesh Kumar Shaw & Co., Company Secretaries to conduct secretarial audit of the Company for the financial year 2018-2019. The Secretarial Auditor's Report does not contain any reservations, qualifications or adverse remarks and the Secretarial Audit Report (in Form MR-3) forms part of this Report.

### 21. RISK MANAGEMENT

Risk management is the process of identification, assessment, and prioritisation of risks followed by coordinated efforts to minimise, monitor and mitigate/control the probability and / or impact of unfortunate events or to maximise the realisation of opportunities.

The Company has in place a Risk Management Policy which was reviewed by the Audit Committee and approved by the Board of Directors of the Company. The objective of risk management is to have a dynamic and an optimum balance between risk and return and ensure regulatory compliance and conformity with the Board approved policies, it starts with the identification and evaluation process which is followed by optimal use of resources to monitor and minimize the risks.

### 22. LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

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

### 23. ANNUAL RETURN

An extract of the Annual Return for the year ended March 31, 2019 pursuant to Sections 92(3) & 134(3)(a) of the Companies Act, 2013 is forming part of the report and is attached separately.

### 24. PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with Rule 5(1) of the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given hereunder:

## Directors' Report

Sl. No	Name	Designation	Remuneration paid in the FY in 2018-19	Remuneration paid in the FY 2017-18	% increase in remuneration from previous year	Ratio of remuneration to Median remuneration of employee
1	Shri Rajendra Kumar Dabriwala	Managing Director	95,00,000	95,00,000	Nil	25.02:1
2	Shri Ashok Kumar Gulgulia	Chief Financial Officer	15,99,200	14,82,250	7.89	4.21:1
3	Ms. Neha Khandelwal	Company Secretary & Compliance Officer	2,88,840	2,36,687	22.03	0.76:1

**Percentage increase in remuneration of each Managing Director, Chief Financial Officer (CFO), Company Secretary & Compliance Officer in the financial year 2018-19:**

Shri Rajendra Kumar Dabriwala	(Managing Director)	: Nil
Shri Ashok Kumar Gulgulia	(Chief Financial Officer)	: 7.89
Ms. Neha Khandelwal	(Company Secretary & Compliance Officer)	: 22.03

**Percentage increase in median remunerations of employees in the financial year 2018-19 - 4.46 %**

**Explanation of the relationship between average increase in remuneration & Company performance:**

The average increase in remuneration is as per the policy of retention of talent.

**Key parameters for any variable remuneration of directors:**

Except for the Managing Director Shri Rajendra Kumar Dabriwala, no directors have been paid any remuneration as only sitting fees are paid to them.

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

The Company affirms remuneration is as per the remuneration policy of the Company.

### 25. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements laid down in Regulation 34 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. A report on Corporate Governance together with a Certificate from the Statutory Auditor of the Company confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is included as a part of this report.

### 26. DEPOSITS

Pursuant to Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, the Company has not accepted any deposit from the public/member during the year.

### 27. DECLARATION GIVEN BY INDEPENDENT DIRECTORS

Independent Directors have given the necessary declarations to the Company as required under sub-section (6) of Section 149 of the Companies Act, 2013.

### 28. REPORTING OF FRAUDS BY AUDITORS

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

### 29. SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards.



## Directors' Report

### 30. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

There were no contracts/ arrangements/ transactions with related parties which could be considered material in accordance with the policy of the Company or materiality of related party transactions, all contracts / arrangements / transactions with related party were on arm's length basis. Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in Form AOC-2 and the same forms part of this report.

### 31. POLICY ON RELATED PARTY TRANSACTION

Policy on dealing with Related Party Transaction is available on the Company's website at -<http://www.iclbelting.com/resources/reports/gnrl/Related%20Party%20Policy.pdf>.

### 32. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

It is the responsibility of the Directors/ Senior Managerial Personnel of the Company to intimate to the Independent Director about the Company's strategy, operations, product and service offerings, markets, finance, quality etc. to make Independent Director familiarize with the strategy, operations and functions of the Company.

The details of familiarization programme have been posted in the website of the Company under the link-  
<http://www.iclbelting.com/resources/reports/gnrl/Familiarisation%20Programme%20for%20Independent%20Director.pdf>.

### 33. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information relating to energy conservation, technology absorption, foreign exchange earnings and outgo, required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are annexed to the Board's Report.

### 34. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In pursuant to the provisions of section 135 and Schedule VII of the Companies Act, 2013, the Board has constituted a CSR Committee. Details of CSR Committee are given in the Corporate Governance Report. The policy is available on the Company's Website at - <http://www.iclbelting.com/resources/reports/cgr/CorporateSocialResponsibilityPolicy.pdf>.

The Company has incurred net loss of ₹ 550.28 Lakhs during the financial year ended March 31, 2019. However, there was no fund allocation under CSR for the financial year 2018-19 as the Company had incurred losses as per computation of profits under Section 198 of the Companies Act, 2013 for the purpose of eligible expenditure under Corporate Social Responsibility.

### 35. VIGIL MECHANISM

In terms of Section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism has been established for Directors and employees of the Company to report genuine concerns and the same has been displayed on the website of the company at - <http://www.iclbelting.com/resources/reports/gnrl/Vigil%20Mechanism.pdf>.

### 36. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT 2013

There were no complaints received and/or disposed off during the year under review.

### 37. ACKNOWLEDGEMENTS

The Directors express their sincere thanks and place on record their deep appreciation for the patronage extended by the shareholders, valued customers, bankers, government authorities and the investors for their continued support and confidence in the company. The Directors also wish to place on record their deep sense of appreciation to all employees for the diligence of the Company.

For and on behalf of the Board of Directors

**R. K. Dabriwala**  
Managing Director  
DIN No. 00086658

**M.P.Jhunjhunwala**  
Director  
DIN No. 00567070

Place : Kolkata  
Date : May 30, 2019

## Annexure to the Directors' Report

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided hereunder:

### A. CONSERVATION OF ENERGY

1. Company has carried out a close monitoring of the Electricity consumption based on KWH.
2. Company is also upgrading its machinery so that it will consume less power and work in low fluctuation e.g. replaced the 10 HP water pump motor by 7.50 HP, replaced GE-04 20 HP Motor by 15 HP.
3. Continuous upgradation in machineries to enhance productivity so that it will consume less energy and power e.g. 3 Nos of Air Compressor make to auto start and stop instead of continuous run thus reducing run time by half.
4. The Company is also endeavoring to maintain the optimum combination of energies and always looking for the alternate sources.
5. Company is gradually replacing the conventional plant light with LED.

### Consumption per unit of production for the year 2018-19 :

Particulars	(KWH)	(₹ in Lakhs)
Purchased Units from Electricity Board	36,91,310	274.10
Units generated (DG)	23,400	5.66
Total	37,14,710	279.76
Rate per unit	-	7.53
Consumption per meter of manufacture	13.12	-

The Company presently has in total 5 Wind Mills. All these Wind Mills are generating green energy in the states of Karnataka, Maharashtra, Gujarat and Telangana and the same is supplied to respective state consumers through state grids. The relevant details are as follows -

Sl. No.	Product Name	Unit of Capacity / production	Installed Capacity 'KWH'	Quantity produced 'KWH'	Capacity utilised (%)	Value of Production (₹ in Lakhs)
1.	Wind Mill at Chitradurga Dist., Karnataka	KWH	14,00,000	5,19,399	37.10%	13.02
2.	Wind Mill at Panchpatta Dist., Maharashtra	KWH	16,00,000	14,82,274	92.64%	17.48
3.	Wind Mill at Kutch Dist., Gujarat	KWH	47,00,000	26,14,883	55.64%	32.16
4.	Wind Mill at Kurnool Dist., Phase - I, Telangana	KWH	17,00,000	15,20,598	89.45%	32.58
5.	Wind Mill at Kurnool Dist., Phase - II, Telangana	KWH	17,00,000	15,64,290	92.02%	22.35

### B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The Company continues to use the latest technologies for improving the productivity and quality of its services and products.

### C. FOREIGN EXCHANGE EARNING AND OUTGO

(₹ in Lakhs)

Foreign exchange used and earned	2018-19	2017-18
a) Foreign Exchange Earnings	3288.03	1713.94
b) C.I.F. Value of Imports	1656.57	929.02
c) Expenditure/Claims etc. in foreign currency	585.28	486.51

For and on behalf of the Board of Directors

Place : Kolkata  
Date : May 30, 2019

**R. K. Dabriwala**  
Managing Director  
DIN No. 00086658

**M.P.Jhunhunwala**  
Director  
DIN No. 00567070

## Directors' Report

### 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)

Sl. No.	Particulars	Details
1.	<b>Details of contracts or arrangements or transactions not at arm's length basis:</b>	Not Applicable
2.	<b>Details of material contracts or arrangement or transactions at arm's length basis:</b>	
(a)	Name(s) of the related party and nature of relationship:	International Conveyors Australia Pty Ltd
		International Conveyors America Ltd., INC
(b)	Nature of contracts/arrangements/transactions:	Purchase and sale of goods.
(c)	Duration of the contracts / arrangements/transactions:	As per normal business practice
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	Goods are sold at market rate on arm's length basis
(e)	Date(s) of approval by the Board, if any:	Not applicable, since the contract was entered into in the ordinary course of business and on arm's length price.
(f)	Amount incurred during the year	International Conveyors Australia Pty Ltd - ₹ 32,05,103 International Conveyors America Ltd, INC - ₹ 18,66,98,699

For and on behalf of the Board of Directors

Place : Kolkata  
Date : May 30, 2019

**R. K. Dabriwala**  
Managing Director  
DIN No. 00086658

**M.P.Jhunjunwala**  
Director  
DIN No. 00567070

## Directors' Report

### FORM MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 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]

To,  
The Members,  
**International Conveyors Ltd.**  
CIN: L21300WB1973PLC028854  
Falta SEZ, Sector-II, Near Pump House No.3  
Village & Mouza - Akalmegh  
Dist. South 24 Parganas, West Bengal - 743504

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **International Conveyors Ltd.** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our 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 March 31, 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:

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

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v. The following Regulations (as amended from time to time) and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
  - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (upto 10th November, 2018) and Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (with effect from 11th November, 2018);

## Directors' Report

vi. Other Laws applicable to the Company namely:

- 1) Air (Prevention and Control of Pollution) Act, 1981 and the rules and standards made thereunder.
- 2) Water (Prevention and Control of Pollution) Act, 1974 and Water (Prevention and Control of Pollution) Rules, 1975.
- 3) The Environment Protection Act, 1986 and the rules, notifications issued thereunder.
- 4) Factories Act, 1948 and allied State Laws.
- 5) The Income Tax Act, 1961
- 6) The Central Excise Act, 1944
- 7) The Finance Act, 1994

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with all the laws applicable specifically to the Company.

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

- i. Secretarial Standards on Meetings of the Board of Directors (SS-1) and on General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- ii. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

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

### We further report that:

- I. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and a Women Director.
- II. Adequate Notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- III. All decisions at Board Meetings and Committee Meetings are carried out unanimously and recorded in the minutes of the meetings of the Board of Directors or Committees of the Board as the case may be.

We 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 as also represented by the management.

We further report that during the audit period, the company has no specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Rajesh Kumar Shaw & Co**  
Company Secretaries

**Rajesh Kumar Shaw**  
(Proprietor)

ACS No.: 32890 CP No.: 12112

Place : Kolkata

Date : May 30, 2019

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



## Directors' Report

**'Annexure- A'**

To,  
The Members,  
**International Conveyors Ltd.**  
CIN: L21300WB1973PLC028854  
Falta SEZ, Sector-II, Near Pump House No.3  
Village & Mouza - Akalmegh  
Dist. South 24 Parganas, West Bengal - 743504

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

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

For **Rajesh Kumar Shaw & Co.**  
Company Secretaries

**Rajesh Kumar Shaw**  
(Proprietor)  
ACS No.: 32890 CP No.: 12112

Place : Kolkata  
Date : May 30, 2019

## Directors' Report

### Form No. MGT-9

#### Extract of ANNUAL RETURN as on the financial year ended on 31.03.2019

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I	REGISTRATION AND OTHER DETAILS	
i)	CIN	L21300WB1973PLC028854
ii)	Registration Date	18/06/1973
iii)	Name of the Company	International Conveyors Ltd.
iv)	Category / Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered Office	Falta SEZ, Sector-II, near Pump House No. 3 Village & Mouza- Akalmegh, Akalmegh-743504
vi)	Contact details	03174222964
vii)	Whether listed company	Yes
viii)	Name of Registrar and Transfer Agent	Maheshwari Datamatics Pvt. Ltd.
ix)	Address of Registrar and Transfer Agent	23, R.N. Mukherjee Road, 5th Floor, Kolkata - 700 001
x)	Contact details of Registrar and Transfer Agent	2243-5029, 2248-2248

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belting, Trading goods, Wind Energy	1399	100

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% Of Shares Held	Applicable Section
1.	International Belting Limited, 10, Middleton Row, Kolkata-700 071	U25209WB2006PLC110267	Subsidiary	100	2(87)
2.	Conveyor Holdings Pte. Limited, 80 Raffles Place #26-01 UOB Plaza, Singapore, 048624	NA	Subsidiary	100	2(87)
3.	International Conveyors America Limited, INC 2711 Centreville Road, Suite No 400, Wilmington, New Castle 19808	NA	Subsidiary	100	2(87)
4.	International Conveyors Australia Pty Limited, : Level 48, 101 Collins Street, Melbourne VIC 3000	NA	Subsidiary	100	2(87)
5.	Pure Coke Limited, 10, Middleton Row, Kolkata- 700 071*	U27109WB1974PLC029266	Associate	33.65	2(6)

The entire issued and paid up share capital of Company 4 above is held by Company 2 and that of Companies 1, 2 & 3 above is held by International Conveyors Limited (ICL).

\* More than 20% of shares of Company 5 above is held by Company 1 above and the entire issued and paid up share capital of Company 1 above is held by ICL. The % of shares held in Company 5 above includes that of Company 1 and ICL.

## Directors' Report

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

#### i) Category-wise Share Holding

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2018]				No of Shares held at the end of the year [As on 31/Mar/2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	4922265	0	4922265	7.2922	4922265	0	4922265	7.2922	0.0000
b) Central Govt									
c) State Govt(s)									
d) Bodies Corp.	8390054	0	8390054	12.4297	11762230	0	11762230	17.4255	4.9958
e) Banks/FI									
f) Any other									
<b>Sub-total (A)(1)</b>	<b>13312319</b>	<b>0</b>	<b>13312319</b>	<b>19.7219</b>	<b>16684495</b>	<b>0</b>	<b>16684495</b>	<b>24.7177</b>	<b>4.9958</b>
<b>(2) Foreign</b>									
a) NRIs - Individuals	15234759	0	15234759	22.5700	15234759	0	15234759	22.5700	0.0000
b) Other - Individuals									
c) Bodies Corp.									
d) Banks/FI									
e) Any other									
<b>Sub-total (A)(2)</b>	<b>15234759</b>	<b>0</b>	<b>15234759</b>	<b>22.5700</b>	<b>15234759</b>	<b>0</b>	<b>15234759</b>	<b>22.5700</b>	<b>0.0000</b>
<b>Total shareholding of Promoter (A)=(A)(1)+(A)(2)</b>	<b>28547078</b>	<b>0</b>	<b>28547078</b>	<b>42.2919</b>	<b>31919254</b>	<b>0</b>	<b>31919254</b>	<b>47.2877</b>	<b>4.9958</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIIs	850000	0	850000	1.2593	850000	0	850000	1.2593	0.0000
h) Foreign Venture Capital Funds									
i) Others (specify)									
Alternate Investment Funds									
Foreign Portfolio Investors	22898397	0	22898397	33.9236	12727730	0	12727730	18.8559	-15.0677
Provident Funds / Pension Funds									
Qualified Foreign Investor									
<b>Sub-total(B)(1):-</b>	<b>23748397</b>	<b>0</b>	<b>23748397</b>	<b>35.1829</b>	<b>13577730</b>	<b>0</b>	<b>13577730</b>	<b>20.1152</b>	<b>-15.0677</b>
<b>2. Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	1940954	0	1940954	2.8755	9346801	0	9346801	13.8471	10.9716
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	4402764	121020	4523784	6.7019	3612676	119980	3732656	5.5299	-1.1720
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8428509	0	8428509	12.4867	8679474	0	8679474	12.8585	0.3718



## Directors' Report

Category of Shareholders	No of Shares held at the beginning of the year [As on 01/Apr/2018]				No of Shares held at the end of the year [As on 31/Mar/2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
c) Others (Specify)									
Non Resident Indians	91074	0	91074	0.1349	64125	0	64125	0.0950	-0.0399
Qualified Foreign Investor									
Custodian of Enemy Property									
Foreign Nationals									
Clearing Members	84499	0	84499	0.1252	43325	0	43325	0.0642	-0.0610
Trusts									
Foreign Bodies-D R									
Foreign Portfolio Investors									
NBFCs registered with RBI	5585	0	5585	0.0083	5585	0	5585	0.0083	0.0000
Employee Trusts									
Domestic Corporate Unclaimed Shares Account									
Investor Education and Protection Fund Authority	130120	0	130120	0.1928	131050	0	131050	0.1941	0.0013
<b>Sub-total(B)(2):-</b>	<b>15083505</b>	<b>121020</b>	<b>15204525</b>	<b>22.5253</b>	<b>21883036</b>	<b>119980</b>	<b>22003016</b>	<b>32.5971</b>	<b>10.0718</b>
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>38831902</b>	<b>121020</b>	<b>38952922</b>	<b>57.7081</b>	<b>35460766</b>	<b>119980</b>	<b>35580746</b>	<b>52.7123</b>	<b>-4.9958</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total (A+B+C)</b>	<b>67378980</b>	<b>121020</b>	<b>67500000</b>	<b>100.0000</b>	<b>67380020</b>	<b>119980</b>	<b>67500000</b>	<b>100.0000</b>	<b>0.0000</b>

### ii) Shareholding of Promoters-

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1.	SURBHIT DABRIWALA	8824859	13.0739	0.0000	8824859	13.0739	0	0.0000
2.	YAMINI DABRIWALA	6409900	9.4961	0.0000	6409900	9.4961	0	0.0000
3.	RAJENDRA KUMAR DABRIWALA	2426620	3.5950	0.0000	2426620	3.5950	0	0.0000
4.	DABRI PROPERTIES AND TRADING COMPANY LIMITED	2300000	3.4074	0.0000	2300000	3.4074	0	0.0000
5.	IGE (INDIA) PRIVATE LIMITED	5462534	8.0926	0.0000	8834710	13.0885	0	4.9959
6.	RITU DALMIA	826286	1.2241	0.0000	826286	1.2241	0	0.0000
7.	SUJATA SARAF	800000	1.1852	0.0000	800000	1.1852	0	0.0000
8.	SMITI SOMANY	790000	1.1704	0.0000	790000	1.1704	0	0.0000
9.	R. C. A. LIMITED	627520	0.9297	0.0000	627520	0.9297	0	0.0000
10.	INDU DABRIWALA	48000	0.0711	0.0000	48000	0.0711	0	0.0000
11.	PUSHPA BAGLA	31359	0.0465	0.0000	31359	0.0465	0	0.0000
	<b>TOTAL</b>	<b>28547078</b>	<b>42.2919</b>	<b>0.0000</b>	<b>31919254</b>	<b>47.2878</b>	<b>0.0000</b>	<b>4.9959</b>

## Directors' Report

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

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	DABRI PROPERTIES AND TRADING COMPANY LIMITED				
	At the beginning of the year	2300000	3.4074		
	<b>At the end of the year</b>	<b>2300000</b>	<b>3.4074</b>	<b>2300000</b>	<b>3.4074</b>
2	IGE (INDIA) PRIVATE LIMITED				
	At the beginning of the year	5462534	8.0926		
	11/05/2018 - Transfer	988341	1.4642	6450875	9.5569
	18/05/2018 - Transfer	506540	0.7504	6957415	10.3073
	24/08/2018 - Transfer	1102368	1.6331	8059783	11.9404
	31/08/2018 - Transfer	774927	1.1480	8834710	13.0885
	<b>At the end of the year</b>	<b>8834710</b>	<b>13.0885</b>	<b>8834710</b>	<b>13.0885</b>
3	R. C. A. LIMITED				
	At the beginning of the year	627520	0.9297		
	<b>At the end of the year</b>	<b>627520</b>	<b>0.9297</b>	<b>627520</b>	<b>0.9297</b>
4	INDU DABRIWALA				
	At the beginning of the year	48000	0.0711		
	<b>At the end of the year</b>	<b>48000</b>	<b>0.0711</b>	<b>48000</b>	<b>0.0711</b>
5	PUSHPA BAGLA				
	At the beginning of the year	31359	0.0465		
	<b>At the end of the year</b>	<b>31359</b>	<b>0.0465</b>	<b>31359</b>	<b>0.0465</b>
6	YAMINI DABRIWALA				
	At the beginning of the year	6409900	9.4961		
	<b>At the end of the year</b>	<b>6409900</b>	<b>9.4961</b>	<b>6409900</b>	<b>9.4961</b>
7	SURBHIT DABRIWALA				
	At the beginning of the year	8824859	13.0739		
	<b>At the end of the year</b>	<b>8824859</b>	<b>13.0739</b>	<b>8824859</b>	<b>13.0739</b>
8	RAJENDRA KUMAR DABRIWALA				
	At the beginning of the year	2426620	3.595		
	<b>At the end of the year</b>	<b>2426620</b>	<b>3.595</b>	<b>2426620</b>	<b>3.595</b>
9	RITU DALMIA				
	At the beginning of the year	826286	1.2241		
	<b>At the end of the year</b>	<b>826286</b>	<b>1.2241</b>	<b>826286</b>	<b>1.2241</b>
10	SUJATA SARAF				
	At the beginning of the year	800000	1.1852		
	<b>At the end of the year</b>	<b>800000</b>	<b>1.1852</b>	<b>800000</b>	<b>1.1852</b>
11	SMITI SOMANY				
	At the beginning of the year	790000	1.1704		
	<b>At the end of the year</b>	<b>790000</b>	<b>1.1704</b>	<b>790000</b>	<b>1.1704</b>



## Directors' Report

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

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	DEUTSCHE BANK A.G. #				
	At the beginning of the year	1000000	1.4815		
	As on 06/04/2018 - Transfer	(1000000)	1.4815	0	0.0000
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
2	LKP FINANCE LIMITED *				
	At the beginning of the year	0	0.0000		
	As on 15/02/2019 - Transfer	435717	0.6455	435717	0.6455
	As on 22/02/2019 - Transfer	202000	0.2993	637717	0.9448
	As on 01/03/2019 - Transfer	1236163	1.8314	1873880	2.7761
	As on 08/03/2019 - Transfer	151000	0.2237	2024880	2.9998
	As on 15/03/2019 - Transfer	998583	1.4794	3023463	4.4792
	As on 29/03/2019 - Transfer	321328	0.4760	3344791	4.9552
	<b>At the end of the year</b>	<b>3344791</b>	<b>4.9552</b>	<b>3344791</b>	<b>4.9552</b>
3	LOTUS GLOBAL INVESTMENTS LTD				
	At the beginning of the year	4299400	6.3695		
	As on 11/05/2018 - Transfer	(1000000)	1.4815	3299400	4.8880
	As on 18/05/2018 - Transfer	(500000)	0.7407	2799400	4.1473
	<b>At the end of the year</b>	<b>2799400</b>	<b>4.1473</b>	<b>2799400</b>	<b>4.1473</b>
4	ELARA INDIA OPPORTUNITIES FUND LIMITED				
	At the beginning of the year	5015997	7.4311		
	As on 15/02/2019 - Transfer	(587153)	0.8699	4428844	6.5613
	As on 22/02/2019 - Transfer	(598512)	0.8867	3830332	5.6746
	As on 01/03/2019 - Transfer	(591370)	0.8761	3238962	4.7985
	<b>At the end of the year</b>	<b>3238962</b>	<b>4.7985</b>	<b>3238962</b>	<b>4.7985</b>
5	INDIA MAX INVESTMENT FUND LIMITED #				
	At the beginning of the year	2403000	3.5600		
	As on 10/08/2018 - Transfer	(301139)	0.4461	2101861	3.1139
	As on 17/08/2018 - Transfer	(225000)	0.3333	1876861	2.7805
	As on 24/08/2018 - Transfer	(1500000)	2.2222	376861	0.5583
	As on 31/08/2018 - Transfer	(376861)	0.5583	0	0.0000
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
6	ERISKA INVESTMENT FUND LTD				
	At the beginning of the year	6180000	9.1556		
	As on 01/03/2019 - Transfer	(148775)	0.2204	6031225	8.9351
	As on 08/03/2019 - Transfer	(696646)	1.0321	5334579	7.9031
	As on 15/03/2019 - Transfer	(1323550)	1.9608	4011029	5.9423
	As on 22/03/2019 - Transfer	(1801661)	2.6691	2209368	3.2731
	As on 29/03/2019 - Transfer	(520000)	0.7704	1689368	2.5028
	<b>At the end of the year</b>	<b>1689368</b>	<b>2.5028</b>	<b>1689368</b>	<b>2.5028</b>

## Directors' Report

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
7	TEAM INDIA MANAGERS LTD *				
	At the beginning of the year	0	0.0000		
	As on 22/03/2019 - Transfer	779383	1.1546	779383	1.1546
	As on 29/03/2019 - Transfer	651000	0.9644	1430383	2.1191
	<b>At the end of the year</b>	<b>1430383</b>	<b>2.1191</b>	<b>1430383</b>	<b>2.1191</b>
8	CRESTA FUND LTD				
	At the beginning of the year	5500000	8.1481		
	As on 06/04/2018 - Transfer	(5000000)	0.7407	5000000	7.4074
	<b>At the end of the year</b>	<b>5000000</b>	<b>7.4074</b>	<b>5000000</b>	<b>7.4074</b>
9	VIKASA INDIA EIF I FUND				
	At the beginning of the year	850000	1.2593		
	<b>At the end of the year</b>	<b>850000</b>	<b>1.2593</b>	<b>850000</b>	<b>1.2593</b>
10	SANTOSH KR KEJRIWAL SECURITIES PRIVATE LIMITED				
	At the beginning of the year	851150	1.2610		
	<b>At the end of the year</b>	<b>851150</b>	<b>1.2610</b>	<b>851150</b>	<b>1.2610</b>
11	MADHURI KELA				
	At the beginning of the year	1615000	2.3926		
	<b>At the end of the year</b>	<b>1615000</b>	<b>2.3926</b>	<b>1615000</b>	<b>2.3926</b>
12	KHUSHALI J VANZARA				
	At the beginning of the year	635000	0.9407		
	<b>At the end of the year</b>	<b>635000</b>	<b>0.9407</b>	<b>635000</b>	<b>0.9407</b>
13	DEEPSHIKHA KHAITAN				
	At the beginning of the year	750000	1.1111		
	<b>At the end of the year</b>	<b>750000</b>	<b>1.1111</b>	<b>750000</b>	<b>1.1111</b>
14	MADHUSUDAN KELA				
	At the beginning of the year	1710000	2.5333		
	<b>At the end of the year</b>	<b>1710000</b>	<b>2.5333</b>	<b>1710000</b>	<b>2.5333</b>

\* Not in the list of Top 10 shareholders as on 01/04/2018. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2019.

# Ceased to be in the list of Top 10 shareholders as on 31/03/2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2018.



## Directors' Report

### (v) Shareholding of Directors and Key Managerial Personnel:

Sl No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RAJENDRA KUMAR DABRIWALA				
	At the beginning of the year	2426620	3.5950		
	<b>At the end of the year</b>	<b>2426620</b>	<b>3.5950</b>	<b>2426620</b>	<b>3.5950</b>
2	JINESH SURYAKANT VANZARA				
	At the beginning of the year	0	0.0000	0	0.0000
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
3	SUNIT OM PRAKASH MEHRA				
	At the beginning of the year	0	0.0000	0	0.0000
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
4	LAKSHMIKANT TIBRAWALLA				
	At the beginning of the year	2930	0.0043		
	<b>At the end of the year</b>	<b>2930</b>	<b>0.0043</b>	<b>2930</b>	<b>0.0043</b>
5	MAHADEO PRASAD JHUNJHUNWALA				
	At the beginning of the year	200	0.0003		
	<b>At the end of the year</b>	<b>200</b>	<b>0.0003</b>	<b>200</b>	<b>0.0003</b>
6	KUNCHALA THIRUPAL REDDY				
	At the beginning of the year	0	0.0000	0	0.0000
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
7	NANDINI KHAITAN				
	At the beginning of the year	0	0.0000		
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
8	COLIN WILLIAM BENJAMIN				
	At the beginning of the year	0	0.0000	0	0.0000
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
9	ASHOK KUMAR GULGULIA				
	At the beginning of the year	0	0.0000	0	0.0000
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>
10	NEHA KHANDELWAL				
	At the beginning of the year	0	0.0000	0	0.0000
	<b>At the end of the year</b>	<b>0</b>	<b>0.0000</b>	<b>0</b>	<b>0.0000</b>



## Directors' Report

### V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	178534062	471932957	0	650467019
ii) Interest due but not paid	350007	407671	0	757678
iii) Interest accrued but not due	99548	0	0	99548
<b>Total (i+ii+iii)</b>	<b>178983617</b>	<b>472340628</b>	<b>0</b>	<b>651324245</b>
Change in Indebtedness during the financial year				
* Addition	0	379827550	0	379827550
* Reduction	(15766482)	0	0	(15766482)
<b>Net Change</b>	<b>(15766482)</b>	<b>379827550</b>	<b>0</b>	<b>364061068</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	163217135	852168178	0	1015385313
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>163217135</b>	<b>852168178</b>	<b>0</b>	<b>1015385313</b>

### VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Name of MD	Total Amount
		Shri Rajendra Kumar Dabriwala	
1.	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	60,00,000.00	60,00,000.00
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	35,00,000.00	35,00,000.00
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	NIL	NIL
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	<b>Total (A)</b>	<b>95,00,000.00</b>	<b>95,00,000.00</b>
	Ceiling as per the Act	1,68,00,000.00	1,68,00,000.00



## Directors' Report

### B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors		
	* Fee for attending Board /Committee Meetings	Shri M. P. Jhunjhunwala	1,40,000.00
		Shri L.K. Tibrawalla	1,40,000.00
		Shri J.S. Vanzara	1,10,000.00
		Shri K. T. Reddy	30,000.00
		Shri C. W. Benjamin	-
	* Commission		NIL
	* Others, please specify		NIL
	<b>Total (1)</b>		<b>4,20,000.00</b>
2.	Other Non-Executive Directors		
	* Fee for attending Board /Committee Meetings	Ms. N. Khaitan	90,000.00
		Shri S. Mehra	30,000.00
	* Commission		NIL
	* Others, please specify		NIL
	<b>Total (2)</b>		<b>1,20,000.00</b>
	<b>Total (B)=(1+2)</b>		<b>5,40,000.00</b>
	<b>Total Managerial Remuneration</b>		<b>5,40,000.00</b>
	Overall Ceiling as per the Act	Rs. 1 Lakh per Board or Committee Meeting	

### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary (Ms. Neha Khandelwal)	CFO (Shri Ashok Kumar Gulgulia)	Total
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	1,80,600	9,24,000	11,04,600
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	1,08,240	6,75,200	7,83,440
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL
	<b>Total</b>	<b>2,88,840</b>	<b>15,99,200</b>	<b>18,88,040</b>

## Directors' Report

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ Court)	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment			NIL		
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment			NIL		
Compounding					

# Management Discussion and Analysis Report

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## OVERVIEW

International Conveyors Limited is engaged in the manufacture and marketing of solid woven fabric reinforced PVC impregnated and PVC covered fire retardant, anti static conveyor belting in India since 1978 having a rich and valuable experience of around 40 years.

The Company is a public limited Company incorporated and domiciled in India and has its registered office in Falta SEZ, West Bengal. The Company has its primary listings on BSE and CSE Limited in India.

The management's perspective on the financial condition and on the operating performance of the Company for the Financial Year ended March 31, 2019 is illustrated through the following report. The discussions related to the Company's financial condition and result of operations should be read in conjunction with the Company's financial statements, schedules and notes thereto and the other information included elsewhere in the Annual Report. The Company's financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, the Indian Accounting Standards (Ind AS) and guidelines issued by the Securities and Exchange Board of India (SEBI). Despite the slowdown, your Company is seeing bright future for its business and will strive for better performance in coming years.

## INDUSTRY STRUCTURE AND DEVELOPMENTS

International Conveyors Limited (ICL) is one of the leading market players specializing in production of PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belt with an annual production of 3,42,210 meters in 2018-19. ICL is one of the leading exporters of PVC Conveyor Belts in India. It serves as a chain right from the stage of conveying semi-finished goods till final rolling out of finished goods. ICL is also into wind power generation with a capacity of 4.65 MW, with locations spread across Gujarat, Maharashtra, Karnataka and Telangana. Your Company is also associated with Mato Industries Ltd., UK as distributors in India for Mato Belt Lacing Machine, Fasteners, Spindle Pins and Belt Cutter etc., for the last 3 decades. ICL has achieved substantial growth rate of sale of Mato Products in India. The Company expects substantial growth of the ongoing business in the coming years.

Your Company has the ability to make Conveyor belting up to 2500 kN/m tensile strength and belt widths up to 1800 mm (72"). This is the widest product range of Solid Woven belting available from any one Company with a manufacturing capacity in excess of 1 million meters per annum of all the product mix of PVC Solid Woven Conveyor Belting.

A Conveyor Belt System is one of the most used and preferred equipment all over the world and can be used in wide range of applications. It is an equipment which is used to handle and transport materials and is used in several industries including mining, cement, power etc. The use of conveyors system ensures handling larger volume of material with efficiency.

## OPPORTUNITIES AND THREATS

The increasing applications of conveyor belts in various industries are helping the global conveyor belt market to expand. A considerably wide geographic presence and reach, both domestic and international, have helped the Company to attempt derisking its business and meet the risks and threats with suitable precaution. Additionally, these belts enable the manufacturers to reduce

## Management Discussion and Analysis Report

inventory levels, and in turn, reduce overall production costs. Moreover, conveyor belts also aid in improving the order-to-delivery cycle. As a result, the escalating demand for conveyor belts from automation, mining and manufacturing industries has emerged as another major demand driver.

The growing demand from power, mining, and manufacturing industries is considered to be one of the major growth drivers in this market. Due to heavy competition, these industries rely heavily on efficient techniques to maintain production costs as low as possible. Since the need for swift production and delivery techniques from these industries is likely to increase, this market study estimates that the demand for conveyor belts will only keep escalating during the forecast period.

The Conveyor industry is surrounded by certain threat which needs to be overcome. Some of the threats that the conveyor industry encounter are inconsistencies in legislations governing the sector, fluctuation in rupee value, volatility in the price of key raw material, depletion of natural resources arising out of the use of coal, transportation hindrances along with high carrying cost of coal and lack of availability of highly skilled manpower.

The macro industry in which we operate has high demand and growth potential. We treat every threat as opportunity which helps us to evolve suitably for future.

### SEGMENT-WISE AND PRODUCT-WISE PERFORMANCE

The segment-wise and product-wise performances of the Company are given in the notes to accounts for the year ended March 31, 2019.

### OUTLOOK

The global conveyor belt market has been witnessing a sustained growth over the past few years, owing to the extensive use of conveyor belts in automation, mining, cement, power and manufacturing industries. The market is highly fragmented and fiercely competitive in nature.

The global conveyor belt market is relatively linked to several factors like industrialization, GDP growth, economic activity and growth in infrastructural developments. The conveyor market all across the globe has grown at a moderate pace over the past few year and is anticipated to expand at significant rate in near future.

The long-term outlook for the industry is optimistic based upon the product innovation and cutting edge technology for sustaining growth. With a diverse portfolio of varied types of conveyor belts the company remains optimistic for coming years.

Your Company is also in the process of inclusion of other Mato products like Belt Scrappers, Cleaners and low tensile belt fasteners (for Industrial Belts).

### RISKS AND CONCERNS

Risks are evaluated based on the probability and impact of each risk. Risk owners prepare their risk plans which include responsibilities and timeliness. These are periodically updated for the actions taken. In the normal course of business, the Company is exposed to certain financial risks, principally payment risk, competitor risk, foreign exchange risk, risk associated with compliance, environment risk, industry risk, industrial relation risk, reputation risk etc. These risks are managed through risk management policies that are designed to minimize the potential adverse effects of these risks on financial performance. The policies are reviewed and approved by the Board. Some of the other risks encountered by the management are as follows:

- Non availability and change in prices of raw materials as well as energy due to market fluctuation and imposition of government duties.
- Fluctuations in interest rates, exchange rates, operating costs and commodity prices may affect the results of operations and also affect the finance cost and profitability.
- The importation of coal may demotivate the producers of coal to produce more coal thereby restricting the demand for PVC conveyor belting.
- Non availability of required talent resources can affect the performance of the Company.
- The Company is also exposed to the defaults by customers in payments.
- The Company is exposed to the risk of Environment and Pollution Controls, which is required to be controlled.

## Management Discussion and Analysis Report

- The increase in competition can create pressure on margins, market share etc.
- Stringent corporate governance regulations and public disclosure requirements have enhanced the need for compliances. Compliance risk is caused by failure in compliance with various domestic and overseas rules and regulations. Non-compliance may lead to penalties and loss of reputation.
- Reputational risk may arise due to negligence of the abovementioned concerns.

However, Company has various due diligence systems in place to mitigate the impact of the risks mentioned above and to ensure transparency and accountability in the day to day business activities.

### INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company has in place an established Internal Control System including internal financial Controls designed to ensure proper recording of financial and operational information, compliance of various internal controls and other regulatory and statutory compliances. Regular monitoring is also conducted by the Audit Committee certifying effectiveness of the internal control system of the Company. Internal Audit is conducted throughout the organization by qualified Internal Auditors. Findings of the Internal Audit Report are reviewed by the Board of Directors and by the Audit Committee and proper follow up action are ensured wherever required. The Statutory Auditors have evaluated the system of internal controls including internal financial control of the Company and have reported that the same are adequate and commensurate with the size of the company and nature of its business.

### ENVIRONMENT, HEALTH AND SAFETY

Environment, Health and Safety (EHS) is one of the primary focus areas for the Company. The Company focuses on achieving excellence in occupational and personal health of employees at all manufacturing sites as well as at its offices. Our goals are: no accidents, no harm to people and no damage to environment. The Company is committed to provide a safe workplace to its employees and safety to the community where it operates. Your Company believes that continuous learning and upgrading of systems and processes are indispensable as we move ahead with our visions of achieving best-in-industry status with respect to safety system and culture.

### FINANCIAL PERFORMANCE

The disclosures under financial performance with respect to operational performance are appearing in the Balance Sheet and the Statement of Profit & Loss Account for the year.

### MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

Your Company lays great emphasis on building a motivated work force, which can participate constructively in the growth of the Company. Innovative ideas are regularly received from the officers and staff of the Company, many of which were implemented for improvement in areas of quality, cost savings and increased productivity. The strategic thrust of HR has resulted in improvement in the performance of employees by providing them training and development and also to identify employees who are performing well and have potential to take higher responsibilities. The devotion and commitment of our employees has enabled the Company to fulfill its targets and deadlines in time.

The Company considers its human resource as the most valuable ingredient of the functioning of the company and utmost endeavor is made to maintain good relations with the employees at all levels.

### CAUTIONARY STATEMENT

Statements in the Management Discussion & Analysis describing the Company's focal objectives, expectations or anticipations may be forward looking within the meaning of applicable securities, laws and regulations. Actual results may differ materially from the expectations. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of products, inputs availability and prices, changes in Government regulations/tax laws, economic developments within the country and factors such as litigation and industrial relations.

For and on behalf of the Board of Directors

Place : Kolkata  
Date : May 30, 2019

**R. K. Dabriwala**  
Managing Director  
DIN No. 00086658

**M.P.Jhunjunwala**  
Director  
DIN No. 00567070

# Corporate Governance Report

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## COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions. The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

A Report on Compliance with the requirements stipulated under Regulation 17 to 27 read with para C,D and E of Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "Listing Regulations") is given below:

### (A) BOARD OF DIRECTORS:

#### (i) Composition

The Board of Directors of the Company has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization. The Board comprises of 8 (Eight) Directors that includes one Woman Director. All the Directors of the Company, except the Managing Director are Non-Executive Directors. The number of Non-Executive Independent Directors is more than half the total strength of the Board. The Company did not have any pecuniary relationship or transactions with the Non-Executive Directors during the period under review.

The Board composition is in accordance with the provisions of Section 149 of the Companies Act, 2013 and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### (ii) (a) Meetings, agenda and attendance of the Board Meetings

The Board of Directors of the Company met four times during the year 2018-19 held on May 30, 2018, August 10, 2018, November 14, 2018 and February 1, 2019. The maximum time gap between any two consecutive meetings was not more than ninety days.

All the agenda items are backed by necessary supporting information and documents to enable the Board to take informed decisions. The Chairman along with the Managing Director and/or the Chief Financial Officer, Executive Presidents of the Company makes presentation on the quarterly and annual operating & financial performance and on annual operating and capex budget of the Company.

## Corporate Governance Report

The composition and category of the Board of Directors, their relationship with other Directors, their attendance at the Board Meetings held during the year 2018-19 as well as at the last Annual General Meeting, number of Directorships and Committee Memberships/Chairmanships in other Companies as on March 31, 2019 are as follows :

Sl No	Name of Directors	Category	No. of Board Meetings attended during the year	Attendance at last AGM	No. of Other Directorship in Public Limited Companies as on March 31, 2019 (Including International Conveyors Limited)*	No. of committee positions held in other Companies**	
						Member	Chairman
1.	Shri R. K. Dabriwala	Executive Director	4	Yes	3	-	-
2.	Shri M. P. Jhunjhunwala	Non-Executive Independent Director	4	Yes	1	-	-
3.	Shri L. K. Tibrawalla	Non-Executive Independent Director	4	Yes	6	1	1
4.	Ms N. Khaitan	Non-Executive Director	3	No	6	1	-
5.	Shri J. S. Vanzara	Non-Executive Independent Director	3	Yes	1	-	-
6.	Shri K. T. Reddy	Non-Executive Independent Director	1	No	1	-	-
7.	Shri S. Mehra	Non-Executive Director	1	No	1	-	-
8.	Shri C. W. Benjamin	Non-Executive Independent Director	1	No	1	-	-

\*Excludes Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013.

\*\*Only Membership/chairmanship of Audit Committee, Stakeholder's Relationship Committee of other public limited companies has been considered.

### (b) Other company directorships listed/incorporated in India:

Directors	Listed Indian Companies	Category of Directorship
Ms. N. Khaitan	Xpro India Limited Williamson Financial Services Limited Dhunseri Tea & Industries Ltd.	Independent Director Independent Director Independent Director
Shri L. K. Tibrawalla	Shree Hanuman Sugar & Industries Ltd	Independent Director

### (c) SKILLS / EXPERTISE / COMPETENCIES OF THE BOARD OF DIRECTORS

The Board of directors of the Company consists of eminent qualified professional members from diverse fields, who have significant talent of skills / expertise /competencies such as understanding the Company's business policies, knowledge of the industry in which the Company operates, experience in planning, policymaking, risk management and financial affairs, strategic planning & decision making, leadership, integrity and maintaining of confidentiality, managing relationships with the Board, Management Team, Regulators, Bankers, Industry representatives and other Stakeholders and thus make valuable contributions to the Company.



## Corporate Governance Report

The Board is satisfied that its current composition reflects an abundance of knowledge, skills, experience, diversity and independence required for it to function effectively.

### (iii) Video Conferencing

The Companies Act, 2013 read with the relevant rules made there under, facilitates the participation of a Director in Board/ Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through video conferencing. During the year 2018-19, one of the directors participated in the Board Meeting through video conferencing.

### (iv) Information Placed before Board of Directors

The Company has complied with Part A of Schedule II of the Listing Regulations read with Regulation 17(7) of the said regulations with regard to information being placed before the Board of Directors

## INDEPENDENT DIRECTORS

Company has complied with the definition of Independent Director as per The Companies Act, 2013 and Listing Regulations. The Company has also obtained declarations from all the Independent Directors as required under Section 149(7) of the Companies Act, 2013.

## PERFORMANCE EVALUATION OF DIRECTORS

The Nomination and Remuneration Committee has devised criteria for performance evaluation of all Directors including Independent Director. The performance evaluation has been done by the entire Board of Directors, except the Director concerned being evaluated. The said criteria for performance evaluation provide certain parameters like attendance at meetings, heading Board Sub-committees, interpersonal skills etc.

## MEETING OF INDEPENDENT DIRECTORS

Meeting of Independent Directors was held on February 01, 2019. Shri M.P Jhunjhunwala, Chairman of the Meeting, in the presence of all other Independent directors, presented their views on matters relating to Board processes and the overall affairs of the Company.

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company has complied with the terms of Regulation 25(7) of the Listing Regulations whereby the Company is required to conduct familiarization programs for Independent Directors to familiarize them with their roles, rights, responsibilities in the company, nature of the industry in which the Company operates, business model of the Company etc.

Independent Directors are provided with necessary documents, reports and internal policies to enable them to familiarize with the Company's procedures and practices.

The details of familiarization programme have been posted in the website of the Company under the link - <https://www.iclbelting.com/resources/reports/gnrl/Familiarisation%20Programme%20for%20Independent%20Director.pdf>

## (B) COMMITTEES OF THE BOARD OF DIRECTORS

The Board's Committees include Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

### (i) AUDIT COMMITTEE

The Audit committee of the Company is constituted in line with the provisions of Regulation 18 of Listing Regulations, read with Section 177 of the Companies Act, 2013.

The Audit Committee is responsible for reviewing with the management the financial statements and adequacy of internal audit function and to discuss significant internal audit findings.

## Corporate Governance Report

### Composition and Meetings

The Committee comprises of

Name of Member	Category	Number of meetings during the financial year 2018-2019	
		Held	Attended
*Shri J. S. Vanzara	Non-Executive Independent Director	4	4
Shri L. K. Tibrawalla	Non-Executive Independent Director	4	4
Shri M. P. Jhunjhunwala	Non-Executive Independent Director	4	4

\*Shri J.S. Vanzara is the Chairman of the Committee.

The Audit Committee invites such of the executives, as it considers appropriate (particularly head of the finance function), representatives of the statutory auditors and representative of the internal auditors to be present at its meetings. Ms. Neha Khandelwal, Company Secretary of the Company acts as Secretary to the Audit Committee. During the year under review, the Committee met on 26.05.2018, 10.08.2018, 14.11.2018 and 01.02.2019 and the gap between two meetings did not exceed four months. Each member had attended all Committee Meetings held at the above mentioned dates.

Terms of reference of the Committee included powers and role to review information as specified in Part C of Schedule II of Listing Regulations of the Company.

### Role of Audit Committee

The role of the Audit Committee pursuant to Schedule II Part C of Listing Regulations is as follows:

1. Overview of the Company's financial reporting process and financial information disclosure;
2. Review with the management, the annual and quarterly financial statements before submission to the board; matters to be included into the Directors Responsibility Statement;
3. Monitoring the auditor's independence and performance, and effectiveness of audit processes;
4. Review with the Management, the Internal and External Audit Reports and adequacy of the internal control systems and risk management system.
5. Review the functioning of the Vigil Mechanism;
6. Recommending the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees and confirm their independence.
7. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### (ii) NOMINATION AND REMUNERATION COMMITTEE

The Committee is mainly entrusted with the responsibility of formulating criteria for determining the qualifications, positive attributes and independence of the present and proposed Directors as well as recommending a policy to the Board relating to the remuneration of Directors, KMP and other employees.

### Composition and Meetings

As per the requirement of Section 178 of the Act and Regulation 19 of the Listing Regulation, the Nomination and Remuneration Committee comprises of 3 Directors, all of them are Non-executive Directors as well as Independent Director.

## Corporate Governance Report

The Committee comprises of:

Name of Member	Category	Number of meetings during the financial year 2018-2019	
		Held	Attended
*Shri M. P. Jhunjunwala	Non-Executive Independent Director	1	1
Shri L. K. Tibrawalla	Non-Executive Independent Director	1	1
Shri J. S. Vanzara	Non-Executive Independent Director	1	-

\*Shri M. P. Jhunjunwala is the Chairman of the Committee.

During the year under review the Committee met on 30.05.2019.

### Terms of Reference of the Committee

The terms and reference of the Nomination & Remuneration Committee inter-alia includes the following:

1. To identify persons who are qualified to become Director and who may be appointed in Senior Management Personnel.
2. To carry out evaluation of every Director's performance.
3. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and for evaluation of Independent Directors and the Board.
4. To carry out any other function as is mandated by the Board from time to time.

### Details of Directors' Remuneration for the year ended March 31, 2019

(Amount in ₹)

Sl. No.	Name	Salary	Perquisites and Allowances	Sitting Fees	Total
i)	<b>Executive Director:</b>				
	Shri R. K. Dabriwala Managing Director	60,00,000	35,00,000	-	95,00,000
ii)	<b>Non-Executive Directors:</b>				
	Shri M. P. Jhunjunwala			1,40,000	1,40,000
	Shri L. K. Tibrawalla			1,40,000	1,40,000
	Shri J. S. Vanzara			1,10,000	1,10,000
	Shri K. T. Reddy			30,000	30,000
	Shri S. Mehra			30,000	30,000
	Ms N. Khaitan			90,000	90,000
	Shri C. W. Benjamin			-	-

### (iii) STAKEHOLDERS RELATIONSHIP COMMITTEE

The Stakeholder's Relationship Committee has the mandate to review and redress shareholder's complaints.



## Corporate Governance Report

### Composition and Meetings

The Committee comprises of :

Name of Member	Category	Number of meetings during the financial year 2018-2019	
		Held	Attended
Shri R. K. Dabriwala	Managing Director	1	1
*Shri L. K. Tibrawalla	Non-Executive Independent Director	1	1
Shri M. P. Jhunjunwala	Non-Executive Independent Director	1	1

\*Shri L. K. Tibrawalla is the Chairman of the Committee.

Ms. Neha Khandelwal, Company Secretary of the Company acted as the Secretary to the Committee. During the year under review, the Committee met on 30.05.2019.

During the year, no investor complaints pending unresolved at the end of the financial year 2018-19.

#### (iv) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Corporate Social Responsibility (CSR) Committee framed a mechanism for implementation of CSR projects or programs or activities undertaken by the Company and also monitor CSR policy from time to time.

### Composition and Meetings

The Committee comprises of :

Name of Member	Category	Number of meetings during the financial year 2018-2019	
		Held	Attended
*Shri R. K. Dabriwala	Managing Director	1	1
Shri M. P. Jhunjunwala	Non-Executive Independent Director	1	1
Shri L. K. Tibrawalla	Non-Executive Independent Director	1	1

\*Shri R. K. Dabriwala is the Chairman of the Committee.

During the year under review, the Committee met on 30.05.2019

#### (C) GENERAL BODY MEETINGS:

(i) The last three Annual General Meetings of the Company were held as under:

Financial year	Date	Time	Location	No. of Special Resolution(s) Passed
2017-2018	September 22, 2018	2.00 PM	Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504	1
2016-2017	September 23, 2017	2.00 PM	Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504	3
2015-2016	September 24, 2016	2.00 PM	Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504	1

## Corporate Governance Report

### (ii) Details of Special Resolution Passed in the previous three AGMs:

Date of AGM	Date of AGM Details of the Special Resolutions passed
September 22, 2018	Re-appointment of Shri R. K. Dabriwala (DIN : 00086658) as Managing Director
September 23, 2017	Re-appointment of Shri R. K. Dabriwala (DIN : 00086658) as Managing Director
	Giving Loans/Guarantees or providing securities for and on behalf of Subsidiary Companies (including overseas subsidiaries) and/or making investments in such Subsidiary Companies (including overseas subsidiaries)
	Authorisation to borrow monies for Company's Business
September 24, 2016	Re-appointment of Shri R. K. Dabriwala (DIN : 00086658) as Managing Director

### (iii) No Extra-Ordinary General Meeting was held during the financial year 2018-19.

### (iv) Postal Ballot

During the financial year ended March 31, 2019, no resolution was passed through Postal Ballot.

## (D) DISCLOSURES

### (i) Disclosures on materially significant Related Party Transactions

None of the transactions with any of the related parties were in conflict with the Company's interest. The Details of related party transactions are given in the Notes to Accounts (Note) of the Annual Report which have been reviewed / approved by the Audit Committee.

The policy on Related Party Transaction is available on the website of the Company at <https://www.iclbelting.com/resources/reports/gnrl/Related%20Party%20Policy.pdf>.

### (ii) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last years

The Company has, complied with all requirements of the Listing Regulations, entered with BSE and CSE, as well as regulations and guidelines of SEBI. Consequently, no penalties or strictures are imposed by SEBI or the Stock Exchanges or any statutory authority for non-compliance of any matter related to the Capital markets.

### (iii) Disclosure of Accounting Treatment

The Financial Statements of the Company have been prepared in accordance with the applicable accounting standards as issued by the Institute of Chartered Accountants of India and notified by the Central Government under Section 133 of the Companies Act, 2013.

### (iv) Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with all the mandatory requirements as recommended by Listing Regulations with stock exchanges and is in the process of examining the implementation of some of the non-mandatory requirements.

### (v) Certificate from Practising Company Secretary

A certificate confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority, has been received from Mr. Rajesh Kumar Shaw of M/s. Rajesh Kumar Shaw & Co, Company Secretaries.

### (vi) Prevention of Insider Trading

In accordance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time, the Board of Directors of the Company has adopted the revised 'Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons' with a view to regulate trading in securities of the Company by insiders.

## Corporate Governance Report

The Code prohibits the insiders from dealing in the securities of the Company on the basis of any unpublished price sensitive information available to them by virtue of their position in the Company. The Code also provides for periodical disclosures from designated persons as well as pre-clearance of transactions (above threshold) by such persons so that they may not use their position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

The Company has also adopted 'Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Board of Directors and the designated persons have confirmed compliance with the said Code. The Code is also placed on the Company's website and can be accessed through link:

[https://iclbeltng.com/resources/reports/gnrl/SEBI%20PIT%20REGULATIONS\\_final\\_WEBSITE.pdf](https://iclbeltng.com/resources/reports/gnrl/SEBI%20PIT%20REGULATIONS_final_WEBSITE.pdf)

### **(vii) Recommendations made by the Committees of the Board**

During the financial year 2018-19, there have been no circumstances where the Board of Directors of the Company have not accepted any recommendation made by any of the committees of the Board.

### **(viii) Management Discussion and Analysis Report**

Management Discussion & Analysis Report for the year under review, as stipulated under SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this report.

### **(ix) Code of Conduct**

In terms of Regulation 17(5) of the Listing Regulations, there exists a Code of Conduct, laid down by the Board, for all the Board Members and Senior Management Personnel of the Company. The Board Members and Senior Management Personnel have affirmed compliance with this Code in terms of Regulation 26(3) of the Listing Regulations. A declaration to this effect for the financial year 2018-2019 from the Managing Director of the Company is annexed to this Report.

The full text of the Code has been disclosed on the Company's website under the link -

<https://www.iclbeltng.com/resources/reports/gnrl/Code%20of%20Conduct%20for%20Directors.pdf>

### **(x) Vigil Mechanism**

The Company promotes ethical behavior in all its business activities and has put in place a mechanism for reporting illegal or unethical behavior. The Company has a Vigil policy and it provides adequate safeguards against victimization of Director(s)/ employee(s) and direct access to the Chairman of the Audit Committee in exceptional cases.

The Vigil Mechanism policy has been disclosed on the Company's website under the link

<http://www.iclbeltng.com/resources/reports/gnrl/Vigil%20Mechanism.pdf> and circulated to all the Directors/ employees.

### **(xi) Status of Non-Mandatory Requirements**

Non-mandatory requirements on Corporate Governance as prescribed in Part E of Schedule II to the Regulation 27 (1) of the Listing Regulation will be implemented by the Company when required and/or deemed necessary by the Board.

### **(xii) MD/CFO Certification**

The MD and CFO of the Company has given a certificate to the Board of Directors as per Part B of Schedule II to the Regulation 17 (8) of the Listing Regulation for the year ended March 31, 2019.

### **(xiii) Compliance Certificate of the Auditors**

Certificate from the Company's Statutory Auditors M/s. G. P. Agrawal & Co., Chartered Accountants, confirming compliance with conditions of Corporate Governance as stipulated under the Listing Regulations is attached and forms part of the Directors' Report.

## Corporate Governance Report

### (xiv) Payment made to Statutory Auditors

The total fees for all the services paid by the Company to the statutory auditors for the financial year ended March 31, 2019 is disclosed in Note No. 35 of the Financial Statements.

### (xv) Subsidiary companies

The Company has 3 (Three) wholly owned subsidiaries and 1(One) step-down Subsidiary. The Consolidated Financial Statements of the Company and the investments made by it in its unlisted subsidiary companies are reviewed by the Audit Committee.

The Company has a policy for determining 'material subsidiaries' which is disclosed on its website at the following link-

<http://www.iclbelting.com/resources/reports/gnrl/Material%20Subsidiaries.pdf>

### (xvi) Means of Communication

The Financial Results of the Company quarterly/yearly are communicated to the Stock Exchanges where shares of the Company are listed and published in leading newspaper like Business Standard and Duranta Barta (Regional). The Company's results and official news releases were displayed on the Company's website [www.iclbelting.com](http://www.iclbelting.com)

## (E) GENERAL SHAREHOLDERS' INFORMATION :

(i)	<b>Annual General Meeting</b>	
	<b>46th Annual General Meeting</b>	
	Date	Saturday, September 21, 2019
	Time	2:00 P.M
	Venue	Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist. 24 Parganas (s), West Bengal-743504
(ii)	<b>Financial Calendar</b>	April to March
(iii)	<b>For Adoption of Quarterly Results</b>	<b>Expected Date</b>
	-Quarter ending June 30, 2019	2nd Week of August, 2019
	-Quarter ending September 30, 2019	2nd Week of November, 2019
	-Quarter ending December 31, 2019	2nd Week of February, 2019
	-Year and quarter ending March 31, 2020	Last Week of May, 2020
(iv)	<b>Book Closure</b>	September 14, 2019 to September 21, 2019 (both days inclusive)
(v)	<b>Expected Dividend payment date</b>	Within 30 days from the date of Declaration of Dividend
(vi)	<b>Listing on Stock Exchange</b>	The Company's shares are listed at:-
		(i) <b>The Calcutta Stock Exchange Ltd.</b> 7, Lyons Range, Kolkata – 700 001
		(ii) <b>BSE Ltd.</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001
		Listing fees for the year 2019 -2020 have been paid to all the aforesaid Stock Exchanges.
(vii)	<b>Stock Codes</b>	10019039 (CSE) 509709 (BSE)



## Corporate Governance Report

### (viii) Stock Market Price Data for the year 2018-2019

Month	BSE			SENSEX (BSE)	
	High (₹)	Low (₹)	Volume (BSE)	High	Low
April 2018	29.40	24.25	89,775	35213.30	32972.56
May 2018	40.65	27.15	19,35,680	35993.53	34302.89
June 2018	28.00	22.75	78,474	35877.41	34784.68
July 2018	26.80	19.25	48,425	37644.59	35106.57
August 2018	29.85	22.50	25,61,521	38989.65	37128.99
September 2018	32.85	25.10	82,805	38934.35	35985.63
October 2018	28.10	22.65	10,36,526	36616.64	33291.58
November 2018	26.00	22.10	1,19,593	36389.22	34303.38
December 2018	24.95	20.05	1,14,872	36554.99	34426.29
January 2019	24.6	19.55	4,09,909	36701.03	35375.51
February 2019	31.95	21.00	21,42,414	37172.18	35287.16
March 2019	31.85	25.70	45,90,022	38748.54	35926.94

### (ix) Registrar & Share Transfer Agents and Shareholders' Correspondence :

The Company has engaged Maheshwari Datamatics Pvt. Ltd. (MDPL), 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700 001, Phone: (033) 2248 2248, (033) 2243 5029, Fax: (033) 2248 2248, Email: mdplc@yahoo.com; a SEBI registered Share Transfer Agent for processing transfer, sub-division, consolidation, splitting of securities, etc.

For transfer/dematerialization of shares and any other query relating to the shares of the Company kindly contact Registrar and Share Transfer Agent.

### (x) Unclaimed Dividend/ Shares :

Pursuant to the provisions of Section 123 of the Companies Act, 2013 and other applicable provisions, if any, of the Act, the Company is required to transfer the amount of dividend remained unclaimed for a period of seven years from the date of transfer to the Investor Education and Protection Fund (IEPF).

Accordingly detailed information in respect of the relevant financial years is provided for the benefit of the Company's Investors.

Financial Year	Type	Date of Declaration	Dividend Paid	Unclaimed Dividend as on 31.03.2019		Due date for transfer to IEPF
				₹	%	
2011-2012	Final	25.07.2012	1,68,75,000	103178.25	0.612	23.08.2019
2012-2013	Final	04.09.2013	1,68,75,000	112791.25	0.668	03.10.2020
2013-2014	Final	26.09.2014	1,68,75,000	53516.75	0.317	25.10.2021
2014-2015	Final	26.09.2015	1,68,75,000	56515.00	0.335	25.10.2022
2015-2016	Final	24.09.2016	33,75,000	14111.40	0.418	23.10.2023
2016-2017	Final	23.09.2017	33,75,000	14434.95	0.428	22.10.2024
2017-2018	Final	22.09.2018	33,75,000	6944.35	0.206	21.10.2025

### (xi) Transfer of 'Underlying Shares' into Investor Education and Protection Fund (IEPF) (in cases where unclaimed dividends have been transferred to IEPF for a consecutive period of seven years) :

In terms of Section 124 and 125 of the Companies Act, 2013 and Investor Education & Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017, read with all the relevant notifications as issued by the Ministry of Corporate Affairs from time to time, the Company has transferred 131050 equity shares in respect of 25 shareholders to the Demat Account of IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the stipulated due date.



## Corporate Governance Report

A list of shareholders alongwith their folio number or DP ID/ Client ID., who have not claimed their dividends for the last seven years and whose shares are therefore liable for transfer to IEPF Demat Account, has been displayed on the website of the Company at <https://iclbeltg.com/resources/reports/gnrl/Shares%20due%20for%20transfer%20to%20IEPF.pdf> besides sending individual communication to the concerned shareholders and issuance of public notice.

Further, it may also be noted that in terms of Section 124(6) and 125(3) of the Companies Act, 2013 read with Rule 7 of the IEPF Rules, shares and dividends which have been transferred to the IEPF Authority may be claimed by making an online application in Form No. IEPF-5, which is available at [www.iepf.gov.in](http://www.iepf.gov.in)

### (xii) Share Transfer System

Share transfers are processed and share certificates duly endorsed are dispatched within a period of 15 days from the date of lodgment if the documents are complete in all respects. As per directives issued by the SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form. The Company offers the facility of transfer cum dematerialization to its shareholders.

### (xiii) Distribution of Shareholding as on March 31, 2019

No. of Shares	No. of Shareholders	No. of Shares held	% of holding to total Shares
1-500	1151	194652	0.2884
501-1000	235	206808	0.3064
1001-2000	141	230929	0.3421
2001-3000	53	135351	0.2005
3001-4000	39	141382	0.2095
4001-5000	35	167787	0.2486
5001-10000	57	411286	0.6093
10001 and above	123	66011805	97.7953
<b>Total</b>	<b>1834</b>	<b>67500000</b>	<b>100.00</b>

### (xiv) Pattern of Shareholding as on March 31, 2019

Sl. No.	Category	Total No. of Shares	Percentage of Shareholdings
1.	<b>Promoter Group</b>		
	Individuals / HUF (Indian)	4922265	7.2922
	Individuals (NRI/ Foreign Individuals)	15234759	22.5700
	Bodies Corporate (Indian)	11762230	17.4255
	<b>Total shareholding of promoter and promoter group</b>	<b>31919254</b>	<b>47.2877</b>



Sl. No.	Category	Total No. of Shares	Percentage of Shareholdings
2.	<b>Non-Promoter Group</b>		
	Foreign Institutional Investors/ Foreign Portfolio Investors	13577730	20.1152
	NBFCs registered with RBI	5585	0.0083
	Investor Education and Protection Fund Authority	131050	0.1941
	Bodies Corporate	9346801	13.8471
	Non-Resident Individuals	64125	0.0950
	Clearing Member	43325	0.0642
	Individuals	12412130	18.3884
	<b>Total Public Shareholding</b>	<b>35580746</b>	<b>52.7123</b>

**(xv) Dematerialization of Shares**

99.822% of the Company's total shares representing 67380020 shares were held in dematerialized form as on March 31, 2019 and the balance 0.178% representing 119980 shares were in physical form.

**(xvi) Demat ISIN Number in NSDL and CDSL**

INE575C01027

**(xvii) Number of Employees**

Location wise break-up of the number of employees of the Company as on March 31, 2019:

Location	No. of employees
1) Corporate Office	13
2) Aurangabad Works	64
3) Falta Works and Registered Office	01
<b>Total</b>	<b>78</b>

**(xviii) Factory Locations**

- (a) M.I.D.C. Area, Chikalthana, Aurangabad – 431 006, Maharashtra (India).
- (b) Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza - Akalmegh, Dist.: 24 Parganas (S), West Bengal-743504.

**(xix) Reconciliation of Share Capital and Audit Report**

A Chartered Accountant in full time practice carried out a share capital audit to reconcile the total admitted share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital on quarterly basis. The report thereon is submitted to the Stock Exchanges where the Company's shares are listed. The report thereon is submitted to the Stock Exchanges, and is also placed before the Board of Directors. The audit confirms that the total issued/paid-up capital is in agreement with total number of shares in physical forms and total number of dematerialized shares held with NSDL and CDSL.

**(xx) Service of documents through electronic mode**

As a part of Green Initiative, the members who wish to receive the notice/documents through e-mail, may kindly intimate their e-mail address to the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001.

**(xxi) Outstanding GDR/ADR Warrants or Convertible Bonds**

The Company has not issued any of the securities as mentioned above.

For any query on Annual Report etc. please contact:

**International Conveyors Limited**

10, Middleton Row,

Kolkata - 700 071

Telephone: 033- 2229 6033

Fax: 033-2217 2269

Designated e-mail ID for Investor Services: investors@iclbeltng.com

Website: www.iclbeltng.com

For and on behalf of the Board of Directors

Place : Kolkata

Date : May 30, 2019

**R. K. Dabriwala**  
Managing Director  
DIN No. 00086658

**M.P.Jhunjhunwala**  
Director  
DIN No. 00567070

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS TO WHOMSOEVER IT MAY CONCERN**

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by International Conveyors Limited, having its Registered Office at Falta SEZ, Sector-II, Near Pump House No. 3, Village and Mouza-Akalmegh, Dist. 24 Parganas (S), West Bengal-743504 and also the information provided by the Company, its officers, agents and authorized representatives and based on the verification of the Ministry of Corporate Affairs website, we hereby report that during the Financial Year ended on March 31, 2019, in our opinion, none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such Statutory authority.

For **Rajesh Kumar Shaw & Co.**  
Company Secretaries

Place : Kolkata  
Date : May 30, 2019

**Rajesh Kumar Shaw**  
(Proprietor)  
ACS No.: 32890 CP No.: 12112

## Corporate Governance Report

### AUDITOR'S CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To  
The Members of  
**International Conveyors Limited**

1. We have examined the compliance of conditions of Corporate Governance by International Conveyors Limited ('the Company'), for the year ended on March 31, 2019, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

#### **Managements' Responsibility**

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

#### **Auditor's Responsibility**

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), to the extent relevant, the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

#### **Opinion**

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations during the year ended March 31, 2019.
8. 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**

9. The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care 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 G. P. Agrawal & Co.**  
Chartered Accountants  
Firm's ICAI Registration No.: 302082E

**Ajay Agrawal**  
Partner  
Membership No: 017643

Place: Kolkata  
Date : May 30, 2019

## Corporate Governance Report

### DECLARATION BY THE MANAGING DIRECTOR ON THE CODE OF CONDUCT

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the financial year ended March 31, 2019.

Place : Kolkata  
Date : May 30, 2019

For and on behalf of the Board of Directors  
**R. K. Dabriwala**  
Managing Director  
DIN No. 00086658

### MD/CFO CERTIFICATION

To,  
The Members of  
**International Conveyors Ltd.**

We, Rajendra Kumar Dabriwala, Managing Director and Ashok Kumar Gulgulia, Chief Financial Officer, hereby certify to the Board that:

- a) We have reviewed the financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:
  - i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2019 which are fraudulent, illegal or violative of the Company'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 Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit Committee that:
  - i. There have been no significant changes in internal control over financial reporting during the year;
  - ii. There have been no significant changes in accounting policies during the period;
  - iii. There have been no 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 Company's internal control system over financial reporting.

For **International Conveyors Ltd.**

Place : Kolkata  
Date : May 30, 2019

**Rajendra Kumar Dabriwala**  
Managing Director  
DIN No. 00086658

**Ashok Kumar Gulgulia**  
Chief Financial Officer

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## STANDALONE FINANCIAL STATEMENTS

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# Independent Auditors' Report

To the Members of International Conveyors Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying Standalone Financial Statements of **International Conveyors Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ('the Ind AS') and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, and its loss, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the standalone financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone 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 opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<p>Accuracy of recognition, measurement, presentation and disclosures of Investments and other related balances.</p> <p>Investments include investments made by the Company in various quoted and unquoted equity shares and preference shares.</p> <p>These investments constitute 64.80% of the Company's total assets.</p> <p>The valuation of each category of the aforesaid securities is to be done as per the provisions of Ind AS which involves collection of data/information from various sources such as Demat statement, financial statements of unlisted companies etc. Considering the complexities and extent of judgement involved in the valuation, this has been determined as Key Audit Matter.</p> <p>Refer Note 5 to the standalone financial statements.</p>	<p><b>Our Procedure:</b></p> <p>We have verified these investments with reference to the provisions of Ind AS as also internal policies and procedure of the Company as follows:</p> <ol style="list-style-type: none"><li>carried out evaluation of the design and operating effectiveness of the internal controls and performed substantive audit procedures.</li><li>Assessed and evaluated the process adopted for collection of information from various sources for determining fair value of these investments.</li><li>Verified compliance with the presentation and disclosure requirements as per Ind AS and the Act. This test was conducted for the entire population.</li></ol>

## Independent Auditors' Report (Contd.)

### Information Other than the Standalone financial statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our 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 and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS. 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

That Board of Directors are also responsible for overseeing the company's financial reporting process.

### Auditor's Responsibility for the audit of the Standalone Financial Statements

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

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

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



## Independent Auditors' Report (Contd.)

- ▲ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▲ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- ▲ Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143 (3) of the Act, we report that:
  - i. 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.
  - ii. 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.
  - iii. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash flow dealt with by this Report are in agreement with the relevant books of account.
  - iv. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - v. On the basis of the written representations received from the Directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164(2) of the Act.
  - vi. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of Section 197(16) of the Act, as amended:

## Independent Auditors' Report (Contd.)

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.

- viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements –Refer Note No. 38.1 to the standalone financial statements.
  - The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the Company.

For **G.P. Agrawal & Co.**

*Chartered Accountants*

Firm's ICAI Registration No.:302082E

**(CA. Ajay Agrawal)**

*Partner*

Membership No: 17643

Place of Signature : Kolkata

Date : May 30, 2019

## “Annexure A” to the Independent Auditors’ Report

Statement referred to in paragraph ‘Report on Other Legal and Regulatory Requirements’ of our report of even date to the members of International Conveyors Limited on the standalone financial statements for the year ended March 31, 2019.

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.  
b) The fixed assets have been physically verified by the management during the year. To the best of our knowledge, no material discrepancy was noticed on such verification and in our opinion the periodicity of such physical verification is reasonable having regard to the size of the Company and nature of its assets.  
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 of immovable properties are held in the name of the Company.
- (ii) The inventories have been physically verified during the year by the management at reasonable intervals and no material discrepancies were noticed on such physical verification.
- (iii) The Company has not granted any loan, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore, clauses (iii) (a), (b) and (c) of paragraph 3 of the said order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are no, loans, guarantees and securities granted in respect of which provisions of Section 185 and 186 of the Act are applicable. Based on our audit procedures performed and according to information and explanations given by the management, the Company has complied with provisions of Section 186 of the Act in respect of investments.
- (v) The Company has not accepted any deposit within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under. The directives issued by the Reserve Bank of India are not applicable to the Company.
- (vi) We have broadly reviewed the books of account maintained by the Company in respect of products where pursuant to the rules made by the Central Government, the maintenance of Cost records has been prescribed under section 148(1) of the Act and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We, however, as not required, have not made a detailed examination of such records.
- vii) a. According to the information and explanations given to us and based on the examination of the records of the Company as provided to us, the Company is regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, goods and service tax, customs duty, cess and other statutory dues, to the extent applicable, with appropriate authorities and no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2019 for a period of more than six months from the date of becoming payable.  
b. The disputed statutory dues aggregating to ₹ 29.44 Lakhs that have not been deposited on account of matters pending before appropriate authorities are as under:

Name of the Statute	Nature of the Dues	Period to which pertain	Amount (₹ in Lakhs)	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	2003-2004	2.00	Commissioner of Income Tax (Appeals) - 17
Income Tax Act, 1961	Income Tax	2013-2014	5.16	Commissioner of Income Tax (Appeals) - 17
Finance Act, 1994	Service Tax	August, 2012 to March, 2015	22.28	Commissioner of CGST and Central Excise
<b>Total</b>			<b>29.44</b>	

- viii) The Company has not defaulted in repayment of loans or borrowings to bank. The Company has not taken any loan from financial institutions or Government and has not issued any debentures.
- ix) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) or term loans during the year. Therefore, clause (ix) of paragraph 3 of the said order is not applicable to the Company.

## **“Annexure A” to the Independent Auditors’ Report** (Contd.)

- x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi) According to the information and explanations give 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. Therefore, clause (xii) of paragraph 3 of the said order is not applicable to the Company.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, clause (xv) of paragraph 3 of the said order is not applicable to the Company.
- xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **G.P. Agrawal & Co.**

*Chartered Accountants*

Firm's ICAI Registration No.:302082E

**(CA. Ajay Agrawal)**

*Partner*

Membership No: 17643

Place of Signature : Kolkata

Date : May 30, 2019

## **“Annexure B” to the Independent Auditors’ Report**

### **Report on the Internal Financial Controls under Clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of International Conveyors Limited (“the Company”) as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

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

#### **Auditor’s Responsibility**

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

## **Annexure “B” to the Independent Auditors’ Report** (Contd.)

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 ICAI.

For **G.P. Agrawal & Co.**

*Chartered Accountants*

Firm's ICAI Registration No.:302082E

**(CA. Ajay Agrawal)**

*Partner*

Membership No: 17643

Place of Signature : Kolkata

Date : May 30, 2019

## Balance Sheet as at March 31, 2019

(₹ in lakh)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>I. ASSETS</b>			
<b>(1) Non - current assets</b>			
(a) Property, plant and equipment	3	1,560.40	1,754.80
(b) Capital work in progress	3	119.70	119.70
(c) Intangible assets	4	1.74	6.74
(d) Financial assets			
(i) Non - current investment	5	18,213.98	15,652.57
(ii) Loans	6	33.58	31.16
(iii) Other financial assets	7	535.23	440.47
(e) Non - current tax assets (net)	8	145.20	126.52
(f) Other non - current assets	9	1,310.25	0.25
<b>(2) Current Assets</b>			
(a) Inventories	10	1,073.95	1,048.28
(b) Financial assets			
(i) Trade receivables	11	3,145.76	2,193.34
(ii) Cash and cash equivalents	12	12.25	11.46
(iii) Bank balances other than cash and cash equivalents	13	24.62	25.60
(iv) Loans	14	1,426.54	1,704.61
(v) Other financial assets	15	61.85	111.17
(c) Other current assets	16	442.11	1,008.43
<b>Total Assets</b>		<b>28,107.16</b>	<b>24,235.10</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Share capital	17	675.00	675.00
(b) Other equity	18	15,207.01	15,826.68
<b>Liabilities</b>			
<b>(1) Non- current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	19	–	0.25
(b) Provisions	20	25.52	22.64
(c) Deferred tax liabilities (net)	21	359.64	139.83
(d) Other non - current liabilities	22	0.68	1.35
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	23	10,153.60	6,499.30
(ii) Trade payables	24	1,560.92	930.70
(iii) Other financial liabilities	25	3.95	17.93
(b) Other current liabilities	26	49.18	48.03
(c) Provisions	27	71.66	73.39
<b>Total Equity and Liabilities</b>		<b>28,107.16</b>	<b>24,235.10</b>

Corporate information

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The accompanying notes 1 to 38 are an integral part of the standalone financial statements.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**CA. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjhunwala**

Director

DIN No. 00567070

**Neha Khandelwal**

Company Secretary

**R. K. Dabriwala**

Managing Director

DIN No. 00086658

**A. K. Gulgalia**

Chief Financial Officer



## Statement of Profit and Loss for the year ended March 31, 2019

(₹ in lakh)

Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
I. Revenue from operations	28	7,777.50	5,143.39
II. Other income	29	936.63	739.83
III. <b>Total income (I+II)</b>		<b>8,714.13</b>	<b>5,883.22</b>
IV. <b>Expenses:</b>			
Cost of materials consumed	30	4,759.95	2,431.12
Purchases of stock-in-trade	31	221.42	647.49
Changes in inventories of finished goods, stock-in-trade and work-in-progress	32	29.97	(158.96)
Excise duty		—	298.25
Employee benefits expense	33	961.50	795.04
Finance costs	34	1,034.19	662.66
Depreciation and amortisation expense		209.18	249.27
Other Expenses	35	1,888.21	1,166.05
<b>Total expenses</b>		<b>9,104.42</b>	<b>6,090.92</b>
V. <b>Profit/(Loss) before tax (III) - (IV)</b>		<b>(390.29)</b>	<b>(207.70)</b>
VI. <b>Tax expense:</b>	36		
Current tax		—	—
Deferred tax		159.99	158.02
VII. <b>Profit/(Loss) for the year (V-VI)</b>		<b>(550.28)</b>	<b>(365.72)</b>
VIII. <b>Other comprehensive income</b>	37		
(i) Items that will not be reclassified to Profit or Loss		31.12	3,274.61
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		59.82	(366.70)
<b>Total other comprehensive income</b>		<b>(28.70)</b>	<b>3,641.31</b>
IX. <b>Total comprehensive income for the year (VII+VIII) (Comprising Profit/ (Loss) and Other Comprehensive Income for the year)</b>		<b>(578.98)</b>	<b>3,275.59</b>
X. <b>Earnings per equity share (Nominal value per share ₹ 1/-) (Refer Note No. 38.5)</b>			
- Basic		(0.81)	(0.54)
- Diluted		(0.81)	(0.54)
<b>No. of shares used in computing earnings per share</b>			
- Basic		6,75,00,000	6,75,00,000
- Diluted		6,75,00,000	6,75,00,000

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The accompanying notes 1 to 38 are an integral part of the standalone financial statements.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**CA. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjunwala**

Director

DIN No. 00567070

**Neha Khandelwal**

Company Secretary

**R. K. Dabriwala**

Managing Director

DIN No. 00086658

**A. K. Gulgulia**

Chief Financial Officer



## Cash Flow Statement for the year ended March 31, 2019

(₹ in lakh)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit/(Loss) before tax	(390.29)	(207.70)
<b>Adjustments to reconcile profit before tax to net cash flow provided by operating activities :</b>		
Depreciation and amortisation expense	209.18	249.27
Provision for Bad and Doubtful Debts	38.25	–
Profit/(Loss) on sale/discard of property, plant and equipment	(0.99)	0.03
Profit on sale of non-current investment	(11.41)	–
Liquidated damages / Rebate and discount	36.46	113.60
Dividend from non-current investment	(19.43)	(19.59)
Finance costs	1,034.19	662.66
Interest income	(766.81)	(621.50)
Sundry balance written back	(2.95)	(4.15)
Provision for doubtful deposit written back	(0.50)	–
<b>Operating profit before working capital changes</b>	<b>125.70</b>	<b>172.62</b>
<b>Adjustments to reconcile operating profit to cash flow provided by changes in working capital :</b>		
(Increase)/ Decrease in inventories	(25.67)	89.63
(Increase)/ Decrease in other current financial assets	37.56	11.19
(Increase)/ Decrease in trade receivables	(988.88)	(809.76)
(Increase)/ Decrease in other non-current and current assets	566.32	(777.65)
Increase/ (Decrease) in trade payables	633.17	420.84
Increase/ (Decrease) in other non-current and current liabilities	0.48	(24.36)
Increase/ (Decrease) in other financial liabilities	13.09	(10.52)
Increase/ (Decrease) in long term and short term provisions	1.15	(7.05)
	<b>237.22</b>	<b>(1,107.68)</b>
Cash generated from operations	<b>362.92</b>	<b>(935.06)</b>
Direct Taxes (paid)/refund received	(18.69)	(8.82)
<b>Net cash from/(used in) operating activities</b>	<b>344.23</b>	<b>(943.88)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment and intangible assets	(1,329.18)	(15.11)
Sale of property, plant and equipment	10.39	–
Purchase of investments	(5,402.93)	(918.49)
Proceeds from sale of investments	3,361.41	24.83
Loan given to parties	(5,359.78)	(2,571.91)
Loan repaid by parties	5,595.39	2,506.03
Dividend received	3.35	3.45
Deposits with bank (original maturity more than 3 months)	(78.24)	(67.91)
Interest received	297.70	179.89
<b>Net cash from/(used in) investing activities</b>	<b>(2,901.89)</b>	<b>(859.22)</b>

**Cash Flow Statement** for the year ended March 31, 2019

(₹ in lakh)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds/ (repayment) of long term borrowings (net)	(0.25)	(4.29)
Proceeds/ (repayment) of short term borrowings (net)	3,654.30	2,488.28
Dividend paid (including corporate dividend tax thereon)	(40.69)	(40.62)
Interest paid	(1,054.91)	(648.49)
<b>Net cash from/(used in) Financing Activities</b>	<b>2,558.45</b>	<b>1,794.88</b>
Net Increase/(Decrease) in Cash and Cash Equivalents	<b>0.79</b>	<b>(8.22)</b>
Cash and Cash Equivalents at the beginning of the year	11.46	19.68
Cash and Cash Equivalents at the end of the year (Refer Note No. 12)	<b>12.25</b>	<b>11.46</b>

**Notes :**

- Cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS)- 7 on Statement of Cash Flows.
- Proceeds / (repayment) of short term borrowings qualify for disclosure on net basis.
- Cash and cash equivalents do not include any amount which is not available to the Company for its use.
- Cash and cash equivalents as at the Balance Sheet date consists of :

Particulars	As at March 31, 2019	As at March 31, 2018
Balances with banks on current accounts	8.00	5.80
Cash on hand	3.76	5.66
Others - Silver coins	0.49	—
Closing cash and cash equivalents	<b>12.25</b>	<b>11.46</b>

- Figures in brackets represent cash outflow from respective activities.
- As breakup of Cash and cash equivalents is also available in Note No. 12, reconciliation of items of Cash and cash equivalents as per Cash Flow Statement with the respective items reported in the Balance Sheet is not required and hence not provided.

The accompanying notes 1 to 38 are an integral part of the standalone financial statements.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**CA. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjunwala**

Director

DIN No. 00567070

**Neha Khandelwal**

Company Secretary

**R. K. Dabriwala**

Managing Director

DIN No. 00086658

**A. K. Gulgulia**

Chief Financial Officer

## Statement of changes in equity for the year ended March 31, 2019

### (a) Equity Share Capital

(₹ in lakh)

For the year ended March 31, 2019			For the year ended March 31, 2018		
Balance as at April 1, 2018	Changes in equity share capital during the year	Balance as at March 31, 2019	Balance as at April 1, 2017	Changes in equity share capital during the year	Balance as at March 31, 2018
675.00	–	675.00	675.00	–	675.00

### (b) Other Equity

Particulars	Reserve and surplus				Other Comprehensive Income		Total
	Capital Reserve	Security Premium Reserve	General Reserve	Retained earnings	Equity instruments through other comprehensive income	Remeasurement of defined benefit plans	
<b>Balance at April 1, 2017</b>	<b>39.42</b>	<b>1,885.50</b>	<b>5,504.58</b>	<b>179.56</b>	<b>4,982.65</b>	<b>-</b>	<b>12,591.71</b>
Transfer/Adjustments during the year	–	–	–	–	–	–	–
Profit/(Loss) for the year	–	–	–	(365.72)	–	–	(365.72)
Other Comprehensive Income (net of tax)	–	–	–	–	3,634.84	6.47	3,641.31
<b>Total Comprehensive Income for the year</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(365.72)</b>	<b>3,634.84</b>	<b>6.47</b>	<b>3,275.59</b>
Dividend paid	–	–	–	(33.75)	–	–	(33.75)
Dividend distribution tax	–	–	–	(6.87)	–	–	(6.87)
Transfer from other comprehensive income (remeasurement of defined benefit obligation) (net of tax) to retained earning	–	–	–	26.93	–	(26.93)	–
<b>Balance at March 31, 2018</b>	<b>39.42</b>	<b>1,885.50</b>	<b>5,504.58</b>	<b>(199.85)</b>	<b>8,617.49</b>	<b>(20.46)</b>	<b>15,826.68</b>
Transfer/Adjustments during the year	–	–	–	–	–	–	–
Profit/(Loss) for the year	–	–	–	(550.28)	–	–	(550.28)
Other Comprehensive Income (net of tax)	–	–	–	–	(32.47)	3.77	(28.70)
<b>Total Comprehensive Income for the year</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>(550.28)</b>	<b>(32.47)</b>	<b>3.77</b>	<b>(578.98)</b>
Dividend paid	–	–	–	(33.75)	–	–	(33.75)
Dividend distribution tax	–	–	–	(6.94)	–	–	(6.94)
Transfer from other comprehensive income (remeasurement of defined benefit obligation) (net of tax) to retained earning	–	–	–	3.77	–	(3.77)	–
<b>Balance at March 31, 2019</b>	<b>39.42</b>	<b>1,885.50</b>	<b>5,504.58</b>	<b>(787.05)</b>	<b>8,585.02</b>	<b>(20.46)</b>	<b>15,207.01</b>

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The accompanying notes 1 to 38 are an integral part of the standalone financial statements.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**CA. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjhunwala**

Director

DIN No. 00567070

**Neha Khandelwal**

Company Secretary

**R. K. Dabriwala**

Managing Director

DIN No. 00086658

**A. K. Gulgalia**

Chief Financial Officer

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 1. Corporate Information

International Conveyors Limited ("ICL" or "the Company") is a public limited incorporated and domiciled in India. The registered office of the Company is situated at Falta SEZ, Sector-II, near Pump House No. 3 Village & Mouza- Akalmegh, Akalmegh-743504.

The Company's shares are listed on The Bombay Stock Exchange Limited and The Calcutta Stock Exchange Limited.

Its business consists of :

- (a) Manufacturing and trading of Conveyor Belting,
- (b) Trading of Ply Conveyor Belting, Steel Cord Conveyor Belting and fitting and accessories, and
- (c) Generation and Sale of Power.

The financial statements for the year ended March 31, 2019 was approved for issue by the Board of Directors of the Company on May 30, 2019 and is subjected to the adoption by the shareholders in the ensuing Annual General Meeting.

### 2. Significant accounting policies

#### 2.1 Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 ('the Act'). The financial statements have also been prepared in accordance with the relevant presentation requirements of the Act.

#### 2.2 Basis of preparation

These financial statements have been prepared in accordance with Ind AS under the historical cost basis except for the following :

- i) Certain financial assets and financial liabilities (including derivative instruments) - measured at fair value, and
- ii) Defined benefits plan – plan assets measured at fair value.

Historical cost is generally based on the fair value of the consideration in exchange for goods and services.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013.

The Company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The financial statements including notes thereon are presented in Indian Rupees ("Rupees" or "Rs."), which is the Company's functional and presentation currency. All amounts disclosed in the financial statements including notes thereon have been rounded off to the nearest lakh as per the requirement of Schedule III to the Act, unless stated otherwise.

#### 2.3 Property, plant and equipment (PPE), depreciation and amortization

- a) All Property, plant and equipment are stated at cost of acquisition with subsequent improvements thereto. Cost of acquisition includes taxes, duties, inward freight and installation expenses.

Expenditure incurred on improvements/ modifications of fixed assets that increases the future benefits from the existing asset beyond its previously assessed standard of performance, e.g., increase in capacity / efficiency, are capitalized.

- b) Depreciation is provided on written down value method as per Schedule II of the Companies Act, 2013 based on the useful life of the assets. In case of certain items of Plant and Equipments where useful life ranging from 10 to 30 years has been considered based on technical assessment, which is different from the useful life prescribed under Schedule II of the Companies Act, 2013. However, assets costing ₹ 5,000/- or less are depreciated fully in the year of addition.

## Notes Forming Part of the Financial Statements as at March 31, 2019

Leasehold land is amortized over the period of lease.

Additions on account of improvements/ modifications, which becomes an integral part of the existing asset and either do not have separate identity and/or are not capable of being used after the existing asset is disposed off, are depreciated over the remaining useful life of the assets (improved /modified) they are attached with.

### c) Intangible Assets

Intangible assets are stated at cost of acquisition less accumulated amortization. Computer software packages are amortized over a period of five year on straight line basis.

## 2.4 Financial instruments

Financial assets and financial liabilities are recognized in the Balance sheet when the Company becomes a party to the contractual provisions of the instrument. The Company determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

### (a) Financial assets

#### (i) Initial recognition and measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The financial assets include equity and debt securities, trade and other receivables, loans and advances, cash and bank balances and derivative financial instruments.

#### (ii) Subsequent measurement

**For the purpose of subsequent measurement, financial assets are classified in the following categories:**

- 1) At amortized cost,
- 2) At fair value through other comprehensive income (FVTOCI), and
- 3) At fair value through profit or loss (FVTPL).

#### **Debt instruments at amortised cost**

**A 'debt instrument' is measured at the amortised cost if both the following conditions are met:**

- 1) The asset is held within a business model whose objective is to hold the asset for collecting contractual cash flows, and
- 2) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

#### **Equity investments**

All equity investments in the scope of Ind AS 109 are measured at fair value except in case of investment in subsidiary carried at deemed cost and associate carried at cost. Deemed cost is the carrying amount under the previous GAAP as at the transition date i.e. April 1, 2016.

Equity instruments included within the FVTPL category, if any, are measured at fair value with all changes recognized in profit or loss. The Company may make an irrevocable election to present in OCI subsequent changes in the fair

## Notes Forming Part of the Financial Statements as at March 31, 2019

value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

When the fair value has been determined based on level 3 inputs, the difference between the fair value at initial recognition and the transaction price is deferred and after initial recognition deferred difference is recognized as gain or loss to the extent it arises from change in input to valuation technique.

If the Company decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

### (iii) De-recognition

The Company derecognizes a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

## 2.5 Financial liabilities

### (i) Initial recognition and measurement

All financial liabilities are recognized initially at fair value and, in the case of financial liabilities classified at amortized cost, net of directly attributable transaction costs.

The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, derivative financial instruments, etc.

### (ii) Subsequent measurement

**For the purpose of subsequent measurement, Financial liabilities are classified in two categories:**

- 1) Financial liabilities at amortized cost, and
- 2) Derivative instruments at fair value through profit or loss (FVTPL).

#### **Financial liabilities at amortised cost**

After initial recognition, financial liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the EIR amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.

### (iii) De-recognition

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

## 2.6 Derivative financial instruments

### **Initial recognition and subsequent measurement**

A derivative financial instrument, such as forward currency contracts and interest rate swaps are used to hedge foreign currency risks and interest rate risks respectively and includes options. Such derivative financial instruments are initially recognized at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

## Notes Forming Part of the Financial Statements as at March 31, 2019

When the fair value has been determined based on level 3 inputs, the difference between the fair value at initial recognition and the transaction price is deferred and after initial recognition deferred difference is recognized as gain or loss to the extent it arises from change in input to valuation technique.

### 2.7 Offsetting of financial instruments

Financial assets and financial liabilities including derivative instruments are offset and the net amount is reported in the Balance sheet, if there is currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis or to realize the assets and settle the liabilities simultaneously.

### 2.8 Fair value measurement

Fair value is a market-based measurement, not an entity-specific measurement. Under Ind AS, fair valuation of financial instruments is guided by Ind AS 113 "Fair Value Measurement".

For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions (i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability).

Three widely used valuation techniques specified in the said Ind AS are the market approach, the cost approach and the income approach which have been dealt with separately in the said Ind AS.

Each of the valuation techniques stated as above proceeds on different fundamental assumptions, which have greater or lesser relevance, and at times there is no relevance of a particular methodology to a given situation. Thus, the methods to be adopted for a particular purpose must be judiciously chosen. The application of any particular method of valuation depends on the company being evaluated, the nature of industry in which it operates, the company's intrinsic strengths and the purpose for which the valuation is made.

In determining the fair value of financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date.

**The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:**

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

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

**Level 3 :** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

### 2.9 Inventories

- a) Inventories are valued at lower of the cost and net realizable value. The cost in respect of raw materials and stores and spares is determined on FIFO basis and in respect of finished goods and stock in process is determined on average basis. Cost of raw materials and stores and spares include the taxes and duties other than those recoverable from taxing authorities and expenses incidental to the procurement of the same. Cost in case of stock-in-process and finished goods represent prime cost and appropriate portion of overheads.
- b) Custom duty on bonded materials and excise duty on finished goods at factory are accounted for and included in cost of inventory.



## Notes Forming Part of the Financial Statements as at March 31, 2019

### 2.10 Impairments of Assets

#### (a) Non-financial assets

Property, plant and equipment and intangible assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amounts of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of assets belonging to the Cash Generating Unit (CGU) exceeds recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing the value in use, the estimated future cash flows from the use of assets are discounted to their present value as appropriate. An impairment loss is reversed if there has been change in the recoverable amount and such loss either no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets, which in case of CGU, are allocated to its assets on a prorata basis.

#### (b) Financial assets

The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

ECL impairment loss allowance is measured at an amount equal to lifetime ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income or expense in the Statement of Profit and Loss. This amount is reflected under the head "Other expenses" in the profit or loss. ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the Balance sheet. The allowance reduces the net carrying amount.

Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

### 2.11 Foreign Currency Transaction

Transactions in Foreign Currencies are accounted for at the exchange rate prevailing as on the date of the transaction. Foreign Currency monetary assets and liabilities at the year end are translated using closing rates whereas non monetary assets are translated at the rate on the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transaction during the year are recognized as revenue or expenses in the Statement of Profit and Loss.

### 2.12 Revenue Recognition

Revenue is recognized to the extent it is probable that economic benefits would flow to the Company and the revenue can be reliably measured, regardless of when the revenue proceeds is received from customers.

Revenue is measured at fair value of the consideration received/receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

With effect from 1st April, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts there were not completed as of 1st April, 2018. Accordingly, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control over a product or service to customers in accordance with Ind AS 115.

The Company recognizes revenue to depict the transfer of promised goods or services to customers in amounts that reflect the payment to which the Company expects to be entitled in exchange for those goods or services by applying the following steps:

Step -1- Identify the contract with a customer;

Step -2- Identify the performance obligations in the contract;



## Notes Forming Part of the Financial Statements as at March 31, 2019

Step -3- Determine the transaction price;

Step -4- Allocate the transaction price to the performance obligations in the contract;

Step -5- Recognize the revenue when (or as) the Company satisfies a performance obligation.

The specific recognition criteria for revenue recognition are as follows:

### Revenue from Operations:

a) Sale of goods

Revenue from sale of goods is recognized at the point of dispatch to the customers. Gross sales include excise duty, Goods and Service Tax (GST) and rebate, discounts, claims, returns, central sales tax (CST) / value added tax (VAT) etc., are excluded there from.

b) Sale of Electricity

Sale of Electricity is accounted for on delivery of Electricity to grid in terms of agreement with the Electricity Board.

### Other Income:

a) Interest income

For all debt instruments measured at amortized cost, interest income is recognized using the effective interest rate (EIR). Interest income is included in "Other income" in the Statement of Profit and Loss.

b) Insurance and other claims are accounted for as and when admitted or realized.

c) Dividend is recognized when the right to receive is established.

d) All other income are accounted for on accrual basis.

## 2.13 Expenses

All expenses are accounted for on accrual basis.

Expenses under primary heads such as salary, wages, consumption of stores etc., are being shown under respective heads and have not been functionally reclassified.

## 2.14 Employee Benefits

Short term employee benefits are recognized as an expenses at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

The Company has Defined Contribution Plan for its employees retirement benefits comprising of Provident Fund and Pension Fund. The Company makes regular contribution to Provident Fund, which are fully funded and administered by the Government. Contributions are recognized in Statement of Profit and Loss on accrual basis.

The Company has Defined Benefit Plan comprising of Gratuity and Leave Encashment schemes. The Company contributes to the Gratuity Fund under the Group Gratuity Cash Accumulation Scheme with Life Insurance Corporation (LIC) for future payment of gratuity liability to its employees. Consequent to the adoption of Indian Accounting Standard 19 (Ind AS 19) on "Employee Benefits", the liability for the Gratuity and Leave Encashment as at the year end has been determined on the basis of an independent actuarial valuation in accordance with the method stated in Ind AS 19 Revised and such liability has been adjusted/ provided in these financial statements.

The actuarial gain and losses comprise experience judgment and are recognized in the Statement of Profit and Loss in the year in which they arise.

## 2.15 Grants

Government Grants are recognized at fair value when there is reasonable assurance that the grant would be received and the Company would comply with all the conditions attached with them.

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 2.16 Borrowing Cost

Borrowing Cost incurred in relation to acquisition or construction of property, plant and equipment are allocated to the property, plant and equipment. Other borrowing cost are recognized as finance cost in the year in which they are incurred.

### 2.17 Taxes

Income tax expense comprises current tax and deferred tax and is recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in Equity or in OCI.

#### a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities using the tax rates and tax laws that are enacted or substantively enacted by the balance sheet date and applicable for the period.

Current tax items in correlation to the underlying transaction relating to OCI and Equity are recognized in OCI and in Equity respectively.

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 on the basis of amounts expected to be paid to the tax authorities.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

#### b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

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

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 assets to be utilized.

Unrecognized deferred tax assets are re-assessed at each balance sheet date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws to the extent it is likely to give future economic benefits in the form of availability to set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

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

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 2.18 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statement. Contingent Liabilities, if material, are disclosed by way of notes.

### 2.19 Earnings per share

- (a) Basic earnings per share are computed by dividing the net profit/(loss) after tax by the weighted average number of equity shares outstanding during the year.
- (b) Diluted earnings per share are computed by dividing the net profit/(loss) after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are determined as at the end of each period presented. Dilutive potential equity shares are determined independently for each period presented.

### 2.20 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director who makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparing and presenting the Financial Statements of the Company as a whole. In addition, the following specific accounting policies have been followed for segment reporting:

- a) Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter segment transfers.  
Inter segment transfers are accounted for based on the transaction price agreed to between the segments which is at cost in case of transfer of Company's intermediate and final products and estimated realizable value in case of by-products.
- b) Revenue, expenses, assets and liabilities are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on direct and/or on a reasonable basis, have been disclosed as "Unallocable".

### 2.21 Cash and cash equivalents

Cash and cash equivalents in the Balance sheet comprise cash on hand, cheques on hand, balance with banks on current accounts and short term, highly liquid investments with an original maturity of three months or less and which carry insignificant risk of changes in value.

For the purpose of the Cash Flow Statement, Cash and cash equivalents consist of Cash and cash equivalents, as defined above and net of outstanding book overdrafts as they are considered an integral part of the Company's cash management.

### 2.22 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Company are segregated.

### 2.23 Recent Accounting Pronouncements

#### a) New and amended standards adopted by the Company

The Company has applied the following standards and amendments for the first time for the year ended 31st March, 2019:

## Notes Forming Part of the Financial Statements as at March 31, 2019

- Ind AS 115 – Revenue from Contracts with Customers.
- Appendix B, foreign currency transactions and advance consideration to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates.
- Amendment to Ind AS 12 – Income Taxes.

The application of Ind AS 115 and other amendments listed above did not have any impact on the amounts recognized in prior periods as well as current period and are not expected to significantly affect the future periods.

### b) Standards Issued but not yet Effective:

#### i) Ind AS 116

Ind AS 116 is effective for period beginning on or after 1st April, 2019. It will replace previous lease standard Ind AS 17.

Ind AS 116 sets out the principles for recognition, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to accounting for finance leases under Ind AS 17.

Ind AS 116 requires lessees to recognize a 'right-of-use asset' and a 'lease liability' for almost all leasing arrangements. Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. The lessor still has to classify leases as either finance or operating.

The Company is evaluating the impact of the standard and amendment on the financial position and results of operation.

#### ii) Appendix C, Uncertainty over Income Tax Treatments to Ind AS 12

Appendix C has been added to Ind AS 12 which seeks to bring clarity to the accounting for uncertainties on income tax treatment that are yet to be accepted by tax authorities and to reflect in the measurement of current and deferred taxes.

The Company is evaluating the impact of the standard and amendment on the financial position and results of operation.

#### iii) Prepayment Features with Negative Compensation, Amendments to Ind AS 109

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortized cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

#### iv) Plan Amendment, Curtailment or Settlement- Amendments to Ind AS 19

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 3. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

(₹ in lakh)

Particulars	Freehold land	Leashold land	Buildings	Plant and Equipment	Wind Mill	Electrical Installation	Office equipment	Furniture and Fixtures	Vehicles	Total	Capital Work-in-progress
<b>Gross Block</b>											
<b>Gross Carrying Amount as at April 1, 2018</b>	8.50	0.45	399.73	1,318.89	465.66	18.69	10.47	13.84	38.49	2,274.72	119.70
Additions during the year	–	–	–	–	–	–	10.33	0.36	8.49	19.18	–
Adjustments/ deductions during the year	–	–	–	–	–	–	0.10	–	24.62	24.72	–
<b>Gross Carrying Amount as at March 31, 2019</b>	<b>8.50</b>	<b>0.45</b>	<b>399.73</b>	<b>1,318.89</b>	<b>465.66</b>	<b>18.69</b>	<b>20.70</b>	<b>14.20</b>	<b>22.36</b>	<b>2,269.18</b>	<b>119.70</b>
<b>Accumulated depreciation/amortisation as at April 1, 2018</b>	0.31	0.02	73.03	332.94	75.35	8.89	5.36	6.08	17.94	519.92	–
Depreciation/amortisation for the year	0.15	0.01	31.02	127.47	32.35	2.50	3.53	1.60	5.55	204.18	–
Adjustments/ deductions during the year	–	–	–	–	–	–	–	–	15.32	15.32	–
<b>Accumulated depreciation as at March 31, 2019</b>	<b>0.46</b>	<b>0.03</b>	<b>104.05</b>	<b>460.41</b>	<b>107.70</b>	<b>11.39</b>	<b>8.89</b>	<b>7.68</b>	<b>8.17</b>	<b>708.78</b>	<b>–</b>
<b>Net Carrying Amount as at March 31, 2019</b>	<b>8.04</b>	<b>0.42</b>	<b>295.68</b>	<b>858.48</b>	<b>357.96</b>	<b>7.30</b>	<b>11.81</b>	<b>6.52</b>	<b>14.19</b>	<b>1,560.40</b>	<b>119.70</b>
<b>Gross Block</b>											
<b>Gross Carrying Amount as at April 1, 2017</b>	8.50	0.45	399.73	1,273.36	465.66	18.69	9.79	13.24	38.49	2,227.91	120.94
Additions during the year	–	–	–	45.53	–	–	1.06	0.60	–	47.19	–
Adjustments/ deductions during the year	–	–	–	–	–	–	0.38	–	–	0.38	1.24
<b>Gross Carrying Amount as at March 31, 2018</b>	<b>8.50</b>	<b>0.45</b>	<b>399.73</b>	<b>1,318.89</b>	<b>465.66</b>	<b>18.69</b>	<b>10.47</b>	<b>13.84</b>	<b>38.49</b>	<b>2,274.72</b>	<b>119.70</b>
<b>Accumulated depreciation/amortisation as at April 1, 2017</b>	0.17	0.01	38.51	177.05	39.58	5.20	3.23	3.83	8.53	276.11	–
Depreciation/amortisation for the year	0.14	0.01	34.52	155.89	35.77	3.69	2.48	2.25	9.41	244.16	–
Adjustments/ deductions during the year	–	–	–	–	–	–	0.35	–	–	0.35	–
<b>Accumulated depreciation as at March 31, 2018</b>	<b>0.31</b>	<b>0.02</b>	<b>73.03</b>	<b>332.94</b>	<b>75.35</b>	<b>8.89</b>	<b>5.36</b>	<b>6.08</b>	<b>17.94</b>	<b>519.92</b>	<b>–</b>
<b>Net Carrying Amount as at March 31, 2018</b>	<b>8.19</b>	<b>0.42</b>	<b>326.71</b>	<b>985.96</b>	<b>390.31</b>	<b>9.80</b>	<b>5.11</b>	<b>7.75</b>	<b>20.54</b>	<b>1,754.80</b>	<b>119.70</b>

3.1 Refer Note 19(a)(i) and 23 in respect of charges created.

### 4. INTANGIBLE ASSETS

Particulars	Computer Software
<b>Gross Block</b>	
<b>Gross Carrying Amount as at April 1, 2018</b>	<b>16.78</b>
Additions during the year	–
Adjustments/ deductions during the year	–
<b>Gross Carrying Amount as at March 31, 2019</b>	<b>16.78</b>
<b>Accumulated depreciation/amortisation as at April 1, 2018</b>	<b>10.04</b>
Depreciation/amortisation for the year	5.00
Adjustments/ deductions during the year	–
<b>Accumulated depreciation as at March 31, 2019</b>	<b>15.04</b>
<b>Net Carrying Amount as at March 31, 2019</b>	<b>1.74</b>
<b>Gross Block</b>	
<b>Gross Carrying Amount as at April 1, 2017</b>	<b>14.04</b>
Additions during the year	2.74
Adjustments/ deductions during the year	–
<b>Gross Carrying Amount as at March 31, 2018</b>	<b>16.78</b>
<b>Accumulated depreciation/amortisation as at April 1, 2017</b>	<b>4.93</b>
Depreciation/amortisation for the year	5.11
Adjustments/ deductions during the year	–
<b>Accumulated depreciation as at March 31, 2018</b>	<b>10.04</b>
<b>Net Carrying Amount as at March 31, 2018</b>	<b>6.74</b>



## Notes Forming Part of the Financial Statements as at March 31, 2019

### 5. NON-CURRENT INVESTMENTS

(₹ in lakh)

Particulars	Ref Note No.	As at March 31, 2019		As at March 31, 2018	
		No. of Shares	Value	No. of Shares	Value
<b>(i) Investment in Equity Instruments</b>					
(Fully paid-up unless otherwise stated)					
<b>Quoted :</b>					
<b>(Valued at fair value through Other Comprehensive Income)</b>					
Dunlop India Limited (Face Value of Share ₹10/- each)		25	–	25	–
Radaan Media Works (I) Limited (Face Value of Share ₹2/- each)		63,190	1.80	63,190	1.30
Tide Water Oil (India) Limited (Face Value of Share ₹5/- each)		445	22.81	445	27.22
Elpro International Limited (Face Value of Share ₹1/- each)		2,34,55,160	10,871.47	2,01,89,160	8,802.47
R.C.A.Limited (Face Value of Share ₹5/- each)		–	–	27,096	1.35
		<b>2,35,18,820</b>	<b>10,896.08</b>	<b>2,02,79,916</b>	<b>8,832.34</b>
<b>Unquoted :</b>					
<b>Trade (At cost)</b>					
<b>In Equity Shares of Subsidiary Companies</b>					
International Belting Limited (Face Value of Share ₹10/- each)		7,50,000	729.00	7,50,000	729.00
Conveyor Holdings Pte Ltd. (Face Value of Share \$1/- each)		15,00,100	951.55	15,00,100	951.55
International Conveyors America Limited (Face Value of Share \$.0001 each)		10,000	–	10,000	–
		<b>22,60,100</b>	<b>1,680.55</b>	<b>22,60,100</b>	<b>1,680.55</b>
<b>Others (Valued at fair value through Other Comprehensive Income)</b>					
<b>In Equity Shares of other bodies corporate:</b>					
I G E (India) Private Limited (Face Value of Share ₹1/- each)		7,750	38.46	7,750	37.13
Pure Coke Ltd. (Face Value of Share ₹10/- each)		28,64,560	–	28,64,560	271.00
Dabri Properties and Trading Company Limited (Face Value of Share ₹10/- each)		60	0.02	60	0.02
R.C.A.Limited (Face Value of Share ₹5/- each)	1	27,096	29.19	–	–
		<b>28,99,466</b>	<b>67.67</b>	<b>28,72,370</b>	<b>308.15</b>
<b>Investment In Preference Shares</b>					
<b>In 12 % Non-Convertible Preference Shares of Other body corporate</b>					
Elpro International Limited (Face Value of Share ₹10/- each)	2	15,00,000	5,314.68	15,00,000	4,831.53
<b>In 3 % Non-Cumulative Redeemable Optionally Convertible Preference Shares of Other body corporate:</b>					
Leaf Fashions Private Limited (Face Value of Share ₹10/- each)		4,50,000	50.00	–	–
<b>In 6 % Non-Cumulative Redeemable Optionally Convertible Preference Shares of Other body corporate:</b>					
Oasis Fashion World Private Limited (Face Value of Share ₹10/- each)		8,00,000	80.00	–	–
Ring Investrade Private Limited (Face Value of Share ₹10/- each)		12,50,000	125.00	–	–
		<b>40,00,000</b>	<b>5,569.68</b>	<b>15,00,000</b>	<b>4,831.53</b>
			<b>18,213.98</b>		<b>15,652.57</b>
Aggregate amount of Quoted Investments			<b>10,896.08</b>		8,832.34
Aggregate market value of Quoted Investments			<b>10,896.08</b>		8,832.34
Aggregate amount of Un-Quoted Investments			<b>7,317.90</b>		6,820.23

- Note:**
- Shares of R.C.A. Limited have become unlisted from Stock Exchange during the year.
  - These preference shares will have the maximum term of 15 years from the date of allotment. However, these shares can be redeemed earlier at the option of the Company. The dividend on these preference shares will be cumulative and will be receivable at the rate of 12% p.a.

## Notes Forming Part of the Financial Statements as at March 31, 2019

(₹ in lakh)

### 6. LOANS (Unsecured, considered good)

Particulars	As at March 31, 2019	As at March 31, 2018
Security deposit	33.58	31.16
	<b>33.58</b>	<b>31.16</b>

### 7. OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Non-current (Unsecured, considered good)</b>		
Fixed deposit with banks (Bank deposits with more than 12 months maturity)	435.56	356.88
Dividend receivable	99.67	83.59
	<b>535.23</b>	<b>440.47</b>

### 8. NON-CURRENT TAX ASSETS (NET)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(Unsecured, considered good)</b>		
Advance tax including tax deducted at source	2,364.78	2,346.10
Less: Provision for taxation	2,220.84	2,220.84
Advance fringe benefit tax	13.50	13.50
Less: Provision for taxation	12.24	12.24
	<b>145.20</b>	<b>126.52</b>

### 9. OTHER NON-CURRENT ASSETS

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(Unsecured, considered good)</b>		
Capital advances	1,310.00	—
Advances other than capital advances		
- With statutory authorities	0.25	0.25
	<b>1,310.25</b>	<b>0.25</b>

### 10. INVENTORIES

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(Valued at lower of cost and net realisable value)</b>		
Raw materials	181.84	192.58
Raw materials in transit	69.88	11.65
Work-in-process	293.70	497.65
Finished goods	147.87	294.61
Finished goods in transit	293.01	2.34
Stock in trade	62.60	32.55
Stores and spares	23.99	15.73
Loose tools	1.06	1.17
	<b>1,073.95</b>	<b>1,048.28</b>

**Notes Forming Part of the Financial Statements** as at March 31, 2019

(₹ in lakh)

**11. TRADE RECEIVABLES**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Unsecured</b>		
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Considered Good	547.88	259.29
Considered Doubtful	12.14	12.14
Less: Allowance for doubtful receivables	(12.14)	(12.14)
	547.88	259.29
<b>Others</b>		
Considered good	2,597.88	1,934.05
	<b>3,145.76</b>	<b>2,193.34</b>

**12. CASH AND CASH EQUIVALENTS**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Balances with banks</b>		
On Current accounts	8.00	5.80
Cash on hand	3.76	5.66
Others- Silver Coins	0.49	–
	<b>12.25</b>	<b>11.46</b>

**13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS**

Particulars	As at March 31, 2019	As at March 31, 2018
Fixed deposit with bank (Original maturity period upto 12 months)	20.92	21.36
Unpaid dividend accounts	3.70	4.24
	<b>24.62</b>	<b>25.60</b>

**14. LOANS**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Unsecured, considered good</b>		
Loans and advances to related parties (Refer Note No. 38.9)	841.44	1,130.65
Loans and advances to other bodies corporate	495.26	450.00
Security deposits	89.84	103.73
Others	– 1,426.54	20.23 1,704.61
<b>Unsecured, considered doubtful</b>	52.45	14.70
Less : Provision for doubtful deposit	(52.45) –	(14.70) –
	<b>1,426.54</b>	<b>1,704.61</b>



## Notes Forming Part of the Financial Statements as at March 31, 2019

(₹ in lakh)

### Note :

1. Disclosure pursuant to Regulation 34(3) of Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015

Loans and advances in the nature of loan to subsidiaries	Amount outstanding as at March 31, 2019	Maximum amount outstanding during the year ended 2018-19	Amount outstanding as at March 31, 2018	Maximum amount outstanding during the year ended 2017-18
International Belting Limited	–	7.50	–	1.00
Conveyor Holdings Pte Limited	666.45	666.45	585.72	585.72
International Conveyors America Limited, INC	1.19	494.02	494.02	494.02

2. Loans and advances are receivable on demand. The purpose of the utilisation of loan by the loanee Company is for general corporate purpose.

### 15. OTHER FINANCIAL ASSETS

Particulars	As at March 31, 2019		As at March 31, 2018	
(Unsecured, considered good)				
Interest accrued but not due on				
Fixed deposits with banks	17.59		31.75	
Others	2.40	19.99	–	31.75
<b>Others</b>				
- Insurance claim receivable	–		66.37	
- CMPDI Fees	9.02		3.59	
- Receivable on account of derivative contract	32.84	41.86	9.46	79.42
	<b>61.85</b>		<b>111.17</b>	

### 16. OTHER CURRENT ASSETS

Particulars	As at March 31, 2019		As at March 31, 2018	
(Unsecured, considered good)				
Advances other than capital advances				
Other advances				
- With statutory authorities	311.56		279.04	
- Advances to suppliers and others	32.97		15.09	
- Others	97.58		714.30	
	<b>442.11</b>		<b>1,008.43</b>	

**Notes Forming Part of the Financial Statements** as at March 31, 2019

(₹ in lakh)

**17. EQUITY SHARE CAPITAL**

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	Amount	No. of shares	Amount
<b>(a) Authorised</b>				
Equity shares of par value ₹ 1/- each	9,80,00,000	980.00	9,80,00,000	980.00
Preference shares of par value ₹ 100/- each	20,000	20.00	20,000	20.00
		<b>1,000.00</b>		<b>1,000.00</b>
<b>(b) Issued, subscribed and fully paid up</b>				
Equity shares of par value ₹ 1/- each	6,75,00,000	675.00	6,75,00,000	675.00
		<b>675.00</b>		<b>675.00</b>
<b>(c) Forfeited shares</b>	250	` - @	250	` - @
		<b>675.00</b>		<b>675.00</b>

@ ₹ 250/- shown as nil due to rounding off.

- (d) There is no movement in the number of shares outstanding at the beginning and at the end of the reporting period.
- (e) Out of the above issued shares, the Company has only one class of equity shares having a par value of ₹ 1/- each. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion of their shareholding.
- (f) **Details of the shareholders holding more than 5% shares of the total number of equity shares issued by the Company:**

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of shares held	% of holding	No. of shares held	% of holding
Surbhit Dabriwala	88,24,859	13.07	88,24,859	13.07
Yamini Dabriwala	64,09,900	9.50	64,09,900	9.50
Elara India Opportunities Fund Limited	32,38,962	4.80	50,15,997	7.43
Cresta Fund Limited	50,00,000	7.41	50,00,000	7.41
Eriska Investment Fund Limited	16,89,368	2.50	61,80,000	9.16
Lotus Global Investments Limited	27,99,400	4.15	42,99,400	6.37
I G E (India) Private Limited	88,34,710	13.09	54,62,534	8.09

## Notes Forming Part of the Financial Statements as at March 31, 2019

(₹ in lakh)

### 18. OTHER EQUITY

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(a) Capital reserves</b>		
Balances as per last account	<b>39.42</b>	<b>39.42</b>
<b>(b) General reserve</b>	5,504.58	5,504.58
Less: Transfer to surplus	—	—
	<b>5,504.58</b>	<b>5,504.58</b>
<b>(c) Securities Premium</b>		
Balances as per last account	<b>1,885.50</b>	<b>1,885.50</b>
<b>(d) Retained earnings</b>		
Balance as per last account	(199.85)	179.56
Add: Net profit/(loss) for the year	(550.28)	(365.72)
Add: Transfer from general reserve	—	—
Add: Transfer from other comprehensive income	3.77	26.93
Less: Appropriations		
Equity dividend	(33.75)	(33.75)
Tax on equity dividend	(6.94)	(6.87)
	<b>(787.05)</b>	<b>(199.85)</b>
<b>(e) Other comprehensive income</b>		
Balances as per last account	8,597.03	4,982.65
Add: Other comprehensive income for the year	(28.70)	3,641.31
Less: Transferred to retained earnings	(3.77)	(26.93)
	<b>8,564.56</b>	<b>8,597.03</b>
<b>Other Equity (a+b+c+d+e)</b>	<b>15,207.01</b>	<b>15,826.68</b>

#### Notes:

- General Reserve - General reserve is a free reserve and can be utilised for any general purpose like issue of bonus shares, payment of dividend, buy back of shares etc.
- Securities Premium - The amount received in excess of the par value has been classified as Securities premium.
- Retained earnings - Retained earnings represents the amount of accumulated earnings of the Company.
- Capital Reserve - The amount represents capital subsidy received from Government of Maharashtra.

**Notes Forming Part of the Financial Statements** as at March 31, 2019

(₹ in lakh)

**19. NON-CURRENT BORROWINGS**

Particulars	As at March 31, 2019	As at March 31, 2018
Carried at amortized cost		
<b>Secured loans</b>		
<b>Vehicle finance loan</b>		
From bank	—	—
From others	—	—
<b>Unsecured Loan</b>		
Sales Tax Deferment Loan	—	0.25
	—	<b>0.25</b>

**(a) Nature of securities**

- (i) Vehicle finance loan from banks and others are secured by hypothecation of vehicles acquired against the said loan.

**(b) Terms of repayment**

Name of the banks/entities	Rate of interest (ROI)	Amount outstanding as at March 31, 2019		Amount outstanding as at March 31, 2018		Period of maturity w.r.t the balance sheet date as at March 31, 2019	No. of installments outstanding as at March 31, 2019	Amount of each installments
		Current	Non current	Current	Non current			
HDFC Bank	10.00%	—	—	—	—	—	—	—
Axis Bank	10.50%	—	—	—	—	—	—	—
HDFC Bank	12.26%	—	—	—	—	—	—	—
Kotak Mahindra Prime Ltd. #	11.71%	—	—	2.27	—	—	—	—
Toyota Finance Service India Ltd.	10.14%	—	—	—	—	—	—	—
Sales tax deferment loan	Interest free	0.25	—	2.84	0.25	1 years	1	Note -2
<b>Total</b>		<b>0.25</b>	<b>—</b>	<b>5.11</b>	<b>0.25</b>			

**Note:**

- # Installment includes interest.
- Installment ₹0.28 lakh for the financial year 2019-20.

**20. LONG TERM PROVISIONS**

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for employee benefits - unavailed leave (Refer Note No. 38.6)	17.02	14.98
Provision for decommissioning of assets	8.50	7.66
	<b>25.52</b>	<b>22.64</b>

## Notes Forming Part of the Financial Statements as at March 31, 2019

(₹ in lakh)

### 21 DEFERRED TAX LIABILITIES (NET)

As at March 31, 2019

Particulars	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
<b>Tax effect of items constituting deferred tax liabilities</b>				
Property, plant and equipment	138.60	20.65	–	159.25
Investment	203.07	186.15	57.79	447.01
	<b>341.67</b>	<b>206.80</b>	<b>57.79</b>	<b>606.26</b>
<b>Tax effect of items constituting deferred tax assets</b>				
Expenses allowable on payment basis	27.30	5.72	(2.03)	30.99
Unabsorbed depreciation	166.25	26.81	–	193.06
Provision for doubtful debt and deposit	8.29	14.28	–	22.57
	<b>201.84</b>	<b>46.81</b>	<b>(2.03)</b>	<b>246.62</b>
<b>Net deferred tax liability</b>	<b>139.83</b>	<b>159.99</b>	<b>59.82</b>	<b>359.64</b>

As at March 31, 2018

Particulars	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
<b>Tax effect of items constituting deferred tax liabilities</b>				
Property, plant and equipment	16.83	121.77	–	138.60
Investment	488.55	84.11	(369.59)	203.07
	<b>505.38</b>	<b>205.88</b>	<b>(369.59)</b>	<b>341.67</b>
<b>Tax effect of items constituting deferred tax assets</b>				
Expenses allowable on payment basis	33.28	(3.09)	(2.89)	27.30
Unabsorbed depreciation	114.31	51.94	–	166.25
Provision for doubtful debt and deposit	9.29	(1.00)	–	8.29
	<b>156.88</b>	<b>47.85</b>	<b>(2.89)</b>	<b>201.84</b>
<b>Net deferred tax liability</b>	<b>348.50</b>	<b>158.03</b>	<b>(366.70)</b>	<b>139.83</b>

### 22. OTHER NON CURRENT LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Deferred gain on changes in value of financial liabilities	0.68	1.35
	<b>0.68</b>	<b>1.35</b>

**Notes Forming Part of the Financial Statements** as at March 31, 2019

(₹ in lakh)

**23. SHORT TERM BORROWINGS**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Secured Loan</b>		
<b>From Bank</b>		
- Working capital facilities from banks (Repayable on demand)	1,632.17	1,553.44
- Others	– 1,632.17	229.63 1,783.07
<b>Unsecured Loan</b>		
Others	8,521.43	4,716.23
	<b>10,153.60</b>	<b>6,499.30</b>

**Nature of securities**

Working Capital facility from Bank are secured by hypothecation of Company's entire stock, book debts and other current assets both present and future and also secured by first charge on fixed assets of the Company including land and building (both units at Aurangabad and Falta). This is further secured by personal guarantee by one of the directors of the Company.

**24. TRADE PAYABLES**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Trade payables</b>		
Total outstanding dues of micro enterprises and small enterprises (Refer Note No. 38.3)	100.23	117.56
Total outstanding dues of creditors other than micro enterprises and small enterprises	1,460.69 1,560.92	813.14 930.70
	<b>1,560.92</b>	<b>930.70</b>

**25. OTHER CURRENT FINANCIAL LIABILITIES**

Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term loan	–	–
Current maturities of vehicle finance loan	–	2.27
Current maturities of sales tax deferment loan	0.25	2.84
Interest accrued but not due on borrowings	–	1.00
Interest accrued and due on borrowings	–	7.58
Other payables		
Unpaid dividend	3.70	4.24
	<b>3.95</b>	<b>17.93</b>

**26. OTHER CURRENT LIABILITIES**

Particulars	As at March 31, 2019	As at March 31, 2018
Statutory liabilities	49.16	48.03
Others	0.02	–
	<b>49.18</b>	<b>48.03</b>

## Notes Forming Part of the Financial Statements as at March 31, 2019

(₹ in lakh)

### 27. SHORT TERM PROVISIONS

Particulars	As at March 31, 2019		As at March 31, 2018	
Provision for employee benefits				
- Unavailed leave	11.92		12.80	
- Gratuity (Refer Note No. 38.6)	59.74	71.66	60.59	73.39
	<b>71.66</b>		<b>73.39</b>	

## Notes Forming Part of the Financial Statements for the year ended March 31, 2019

### 28. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
<b>Sale of Products</b>				
PVC fire resistant antistatic solid woven coal conveyor belting	7,051.21		3,390.53	
Trading Goods				
- Ply and steel cord conveyor belting	–		529.11	
- Fittings and accessories	315.21	315.21	288.86	817.97
Wind Energy*	298.98		239.51	
	<b>7,665.40</b>		<b>4,448.01</b>	
<b>Other Operating Revenue</b>				
Miscellaneous sales	16.15		8.42	
Sundry balance written back	2.95		4.15	
Duty credit scrip received	89.87		682.81	
Duty drawback received	3.13	112.10	–	695.38
	<b>7,777.50</b>		<b>5,143.39</b>	

\* Total number of units generated and sold# (in Kwh units)

# Net of 9635 units (Previous year 16416 units) being transmission loss

**76,91,809**

**66,26,476**

### 29. OTHER INCOME

Particulars	Year ended March 31, 2019		Year ended March 31, 2018	
Interest income on financial assets carried at amortized cost	766.81		621.50	
Dividend income	19.43		19.59	
Rent	0.30		0.30	
Foreign exchange gain (net)	110.37		78.85	
Profit on sale of non-current investment	11.41		–	
Profit on Sale of Property, Plant and Equipment (Net)	0.99		–	
Other receipts	26.82		19.59	
Provision for Doubtful Deposit Written Back	0.50		–	
	<b>936.63</b>		<b>739.83</b>	

**Notes Forming Part of the Financial Statements** for the year ended March 31, 2019

(₹ in lakh)

**30. COST OF MATERIALS CONSUMED**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Polyester yarn	1,748.75	779.55
Spun yarn	52.65	21.67
Cotton yarn	332.41	198.07
Chemicals		
(i) PVC Resin	903.08	509.14
(ii) Phosphate Plasticizer	1,040.38	491.69
(iii) Others	682.68	431.00
	<b>4,759.95</b>	<b>2,431.12</b>

**31. PURCHASE**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Purchase of stock in trade:		
Ply and steel cord conveyor belting	–	501.55
Fittings and accessories	221.42	145.94
	<b>221.42</b>	<b>647.49</b>

**32. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>Opening stock</b>		
Finished goods (including in transit )	296.95	265.77
Less : Excise duty	-	24.81
	296.95	240.96
Work-in-process	497.65	350.93
Stock in trade (including in transit )	32.55	76.30
	<b>827.15</b>	<b>668.19</b>
<b>Less : Closing stock</b>		
Finished goods (including in transit )	440.88	296.95
Less : Excise duty		–
	440.88	296.95
Work-in-process	293.70	497.65
Stock in trade (including in transit )	62.60	32.55
	<b>797.18</b>	<b>827.15</b>
	<b>29.97</b>	<b>(158.96)</b>



## Notes Forming Part of the Financial Statements for the year ended March 31, 2019

(₹ in lakh)

### 33. EMPLOYEE BENEFIT EXPENSE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries and allowances	898.40	730.33
Contribution to provident and other funds	24.48	31.15
Staff welfare expenses	38.62	33.56
	<b>961.50</b>	<b>795.04</b>

### 34. FINANCE COST

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest expense	983.53	623.86
Other Borrowing Cost	47.40	33.45
Applicable loss on foreign currency transaction and translation	3.26	5.35
	<b>1,034.19</b>	<b>662.66</b>

### 35. OTHER EXPENSES

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Consumption of stores and spare Parts	15.07	11.99
Power and fuel	316.17	163.82
Rent	13.28	60.09
Repairs		
Buildings	0.33	0.03
Machinery	43.66	33.24
Others	91.21	48.02
Insurance	20.23	18.99
Rates and taxes	6.88	4.34
Travelling and conveyance	46.11	64.06
Directors' fees	5.10	6.21
Payment to auditor		
As auditor for statutory audit	1.70	1.70
For taxation matters	0.30	0.40
For other services	1.94	3.56
Transport, packing and forwarding	792.03	319.52
Commission on sales	155.63	50.64
Legal and professional fees	126.42	173.57
Subscription and donation	0.47	2.55
Provision for Bad and Doubtful Debts	38.25	–
Loss on sale of property, plant and equipment	–	0.03
Miscellaneous expenses	213.43	203.29
	<b>1,888.21</b>	<b>1,166.05</b>

**Notes Forming Part of the Financial Statements** for the year ended March 31, 2019

(₹ in lakh)

**36. TAX EXPENSE**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>A. Amount recognised in profit or loss</b>		
Current tax	–	–
Income Tax for earlier years	–	–
Total current tax	–	–
Deferred tax	159.99	158.02
<b>Total</b>	<b>159.99</b>	<b>158.02</b>
<b>B. Amount recognised in Other Comprehensive Income</b>		
<b>Deferred tax</b>		
On items that will not be reclassified to profit or loss		
Remeasurement gains/(losses) on defined benefit plans	2.03	2.89
Equity instruments through other comprehensive income	57.79	(369.59)
<b>Total</b>	<b>59.82</b>	<b>(366.70)</b>
<b>Reconciliation of Tax Expense</b>		
Profit before tax	(390.29)	(207.70)
Applicable tax rate	34.944%	30.900%
<b>Computed tax expense (A)</b>	<b>(136.38)</b>	<b>(64.18)</b>
<b>Adjustments for:</b>		
Income exempt for tax purpose	(6.79)	(6.05)
CSR expenditure	–	0.62
Effect of tax relating to uncertain tax positions	303.16	227.63
Adjustments recognised in the current year in relation to the current tax of prior years		–
<b>Net adjustments (B)</b>	<b>296.37</b>	<b>222.20</b>
<b>Tax expense recognised in profit or loss (A + B)</b>	<b>159.99</b>	<b>158.02</b>

**37. OTHER COMPREHENSIVE INCOME**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>Items that will not be reclassified to profit or loss</b>		
Re- measurement of defined benefit plans	5.80	9.36
Gains/(Losses) on measuring equity instruments through other comprehensive income	25.32	3,265.25
	31.12	3,274.61
Less: Income tax relating to items that will not be reclassified to profit or loss	59.82	(366.70)
	<b>(28.70)</b>	<b>3,641.31</b>

## Notes Forming Part of the Financial Statements for the year ended March 31, 2019

(₹ in lakh)

### 38 OTHER DISCLOSURES

#### 1. Contingent liabilities and commitments (to the extent not provided for) in respect of :

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(a) Contingent liabilities</b>		
a) <b>Claims against the company not acknowledged as debt :</b>		
(i) Income Tax matter under Appeal	32.62	32.62
(ii) Service Tax matter under Appeal	24.09	24.09
b) <b>Guarantees :</b>		
(i) Guarantees given by bank on behalf of the Company	451.59	862.70

1. (a) The Company's pending litigation comprises of claim against the Company and proceeding pending tax/statutory/ Government authorities. The Company has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its Financial Statements. The Company does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of [a (i), (ii) & (iii)] above are dependent upon the outcome of judgments / decisions.

- (b) Estimated amount of contracts remaining to be executed and not provided for :

Particulars	As at March 31, 2019	As at March 31, 2018
a) On capital account	7.43	—

- 2 The Company has certain cancellable operating lease arrangements for office/ residential accomodation and for use of machineries with a lease period of one to five years which can be further extended after mutual consent and agreement. The lease agreement can be terminated after giving a notice as per the terms of the lease by either of the party. Expenditure incurred on account of operating lease rentals during the year and recognised in the Statement of Profit and Loss amounts to ₹12.57 lakh (Previous Year ₹10.57 lakh).
- 3 Based on the information/documents available with the Company, information as per the requirement of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 with respect to trade payables and payable to suppliers of capital goods are as follows :

**Notes Forming Part of the Financial Statements** as at March 31, 2019

(₹ in lakh)

**DISCLOSURES UNDER SECTION 22 OF THE MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006 AND SCHEDULE III TO THE COMPANIES ACT, 2013 :**

Particulars	As at March 31, 2019	As at March 31, 2018
Balance of Trade Payables as at the end of the year		
- Principal amount due to Micro Enterprises and Small Enterprises*	100.23	117.56
- Interest amount due to Micro Enterprises and Small Enterprises	2.00	0.58
	<b>102.23</b>	<b>118.14</b>
Paid during the year		
Principal amount (including interest) paid to Micro Enterprises and Small Enterprises beyond the appointed date		
- Principal amount	230.63	131.41
- Interest thereon	—	—
Principal amount (excluding interest) paid to Micro Enterprises and Small Enterprises beyond the appointed date		
Others		
- The amount of interest accrued and remaining unpaid during the year	—	—
- The amount of further interest remaining due and payable even in the succeeding years	—	—
	<b>230.63</b>	<b>131.41</b>

Dues to Micro Enterprises and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

\* Included in the line item "Total outstanding dues of micro enterprises and small enterprises" under Note No. 24.

4 Expenditure on Corporate Social Responsibility (CSR) activities:	2018-19	2017-18
(a) Gross amount required to be spent by the Company during the year	—	1.81
(b) Amount spent during the year in cash	—	2.00

5 Earning Per Share (EPS) :	Year ended 31.03.2019	Year ended 31.03.2018
(a) Profit / (Loss) attributable to Shareholders (₹ in lakh)	(550.28)	(365.72)
(b) Weighted average number of Equity Shares	6,75,00,000	6,75,00,000
(c) Nominal Value of Equity Share (₹)	1	1
(d) Basic and Diluted EPS (₹)	(0.81)	(0.54)

**6 Employee Benefits:**

As per Indian Accounting Standard- 19 "Employee Benefits", the disclosures of Employee Benefits are as follows:

- a) Contributions to Defined Contribution Plan recognized as expenses for the year are as under:

Particulars	2018-19	2017-18
Employer's Contribution to Provident Fund	6.51	6.13
Employer's Contribution to Pension Fund	7.47	7.88
Employer's Contribution to Employees State Insurance Scheme	2.37	1.98

- b) The disclosure as per the Indian Accounting Standard 19 (AS-19) "Employee Benefits" are given below:

The Company operates post retirement benefit plans as following:

Funded: Gratuity.

Non Funded: Leave Encashment

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 38 OTHER DISCLOSURES (Contd.)

#### 6 Employee Benefits (Contd.)

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2019

(₹ in lakh)

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>A. Expenses recognised in the Statement of Profit and Loss :</b>		
Current Service Cost	6.18	7.23
Past Service Cost	–	3.76
Net Interest on the net defined benefit liability/asset	4.33	4.18
Curtailment	–	–
Settlement	–	–
<b>Total Expenses recognized in the Statement of Profit and Loss*</b>	<b>10.51</b>	<b>15.17</b>
<b>B. Other comprehensive Income:</b>		
Actuarial (Gain)/Loss arising from :		
- Change in demographic assumptions	(0.05)	–
- Change in financial assumptions	(0.52)	(3.34)
- Change in experience assumptions	(4.86)	(4.85)
(Return)/Loss on plan assets excluding amount included in Interest Income	(0.37)	(1.18)
<b>Components of defined costs recognised in Other Comprehensive Income</b>	<b>(5.80)</b>	<b>(9.37)</b>
<b>C. Change in the Fair Value of Assets:</b>		
Fair Value of Plan Assets at the beginning of the year	175.30	183.50
Interest Income	12.44	11.93
Contributions by the Employer	5.69	11.70
Mortality Charges and Taxes	(0.14)	(0.13)
Benefits paid	(24.58)	(32.88)
Return on plan assets, excluding amount recognised in interest Income - Gains/ (Loss)	0.37	1.18
<b>Fair Value of Plan Assets at the end of the year</b>	<b>169.08</b>	<b>175.30</b>
<b>D. Change in Defined Benefit Obligations :</b>		
Present Value of Defined Benefit Obligations as at the beginning of the year	235.89	249.85
Current Service Cost	6.18	7.23
Past Service Cost	–	3.76
Interest Cost	16.77	16.11
Benefits Paid	(24.58)	(32.88)
Remeasurements on obligation - (Gains)/ Loss	(5.44)	(8.18)
<b>Present Value of Defined Benefit Obligations as at the end of the year</b>	<b>228.82</b>	<b>235.89</b>
<b>E. Net Asset / (Liability) recognised in the Balance Sheet as at the year end:</b>		
Present Value of Defined Benefit Obligations	228.82	235.89
Fair Value of Plan Assets	169.08	175.30
<b>Liability /(Assets) recognized in the Balance Sheet</b>	<b>59.74</b>	<b>60.59</b>



## Notes Forming Part of the Financial Statements as at March 31, 2019

(₹ in lakh)

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>F. Principal Actuarial Assumptions used :</b>		
Discounted Rate (per annum) Compound	7.60%	7.50%
Expected Rate of return on Plan Assets	7.50%	6.90%
Rate of Salary increase (per annum)	7.00%	7.00%
Retirement Age ( Year )	60	60
Mortality Rate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
<b>G. Major category of Plan assets as a % of the Total Plan Assets as at the year end :</b>		
Government of India Securities	0.00%	0.00%
High quality corporate bonds	0.00%	0.00%
Equity shares of listed Companies	0.00%	0.00%
Property	0.00%	0.00%
Special deposit scheme	0.00%	0.00%
Funds managed by the insurer	100.00%	100.00%
Others	0.00%	0.00%
<b>H. Maturity analysis of the Benefit Payments :</b>		
Year 1	144.39	151.09
Year 2	11.38	14.74
Year 3	27.25	12.36
Year 4	11.16	26.30
Year 5	24.85	11.91
Next 5 Years	57.77	71.87
The company has contributed ₹11.70 lakh (Previous year ₹14.65 lakh) to its gratuity fund in 2017. The company has informed me that it intends to contribute ₹61.00 lakh (Previous year ₹12.00 lakh) towards its gratuity fund in 2019.		
<b>I. Sensitivity analysis on Present value of Defined Benefit Obligations:</b>		
Discount rate + 100 basis point	223.88	230.75
Discount rate - 100 basis point	234.31	241.57
Salary increase rate + 100 basis point	233.33	240.49
Salary increase rate - 100 basis point	224.69	231.65
Withdrawal rate + 100 basis point	228.79	236.01
Withdrawal rate - 100 basis point	228.67	235.76
Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present Value of Obligation (PVO) and aids in understanding the uncertainty of reported amounts. Sensitivity analysis is done by varying one parameter at a time and studying its impact.		

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 38 OTHER DISCLOSURES (Contd.)

#### 6 Employee Benefits (Contd.)

Disclosures for defined benefit plans based on actuarial reports as on March 31, 2019

(₹ in lakh)

Particulars	Leave Encashment (Non Funded)	
	2018-19	2017-18
<b>A. Expenses recognized in the Statement of Profit and Loss :</b>		
Current Service Cost	2.60	3.54
Acquisition (Gain)/Loss	—	—
Past Service Cost	—	—
Net Interest (Income)/Expense	1.95	1.92
Curtailment	—	—
Settlement	—	—
Remeasurements Cost/ (credit) for the year	0.14	(3.51)
<b>Total Expenses recognized in the Statement of Profit and Loss*</b>	<b>4.69</b>	<b>1.95</b>
<b>B. Change in the Fair Value of Assets:</b>		
Fair Value of Plan Assets at the beginning of the year	—	—
Interest Income	—	—
Contributions by the Employer	—	—
Mortality Charges and Taxes	—	—
Benefits paid	—	—
Amount paid on settlement	—	—
Return/(Loss) on plan assets excluding amount included in Interest Income	—	—
<b>Fair Value of Plan Assets at the end of the year</b>	<b>—</b>	<b>—</b>
<b>C. Change in Defined Benefit Obligations :</b>		
Present Value of Defined Benefit Obligations as at the beginning of the year	27.78	29.82
Current Service Cost	2.60	3.54
Interest Cost	1.95	1.92
Benefits Paid	(3.53)	(3.99)
Actuarial (Gains)/ Losses	0.14	(3.51)
<b>Present Value of Defined Benefit Obligations as at the end of the year</b>	<b>28.94</b>	<b>27.78</b>
<b>D. Reconciliation of Present value of Defined Benefit Obligation and the Fair Value of Assets:</b>		
Present Value of Defined Benefit Obligations as at the end of the year	28.94	27.78
Fair Value of Plan Assets at the end of the year	—	—
<b>Liability /(Assets) recognized in the Balance Sheet</b>	<b>28.94</b>	<b>27.78</b>
<b>E. Principal Actuarial Assumptions used :</b>		
Discounted Rate (per annum) Compound	7.60%	7.50%
Expected Rate of return on Plan Assets	—	—
Rate of Salary increase (per annum)	<b>7.00%</b>	<b>7.00%</b>
<b>F. Maturity analysis of the Benefit Payments :</b>		
Year 1	11.92	12.80
Year 2	1.34	1.56
Year 3	3.02	0.93
Year 4	1.11	2.82
Year 5	3.30	1.19
Next 5 Years	12.52	12.25

## Notes Forming Part of the Financial Statements as at March 31, 2019

(₹ in lakh)

Particulars	Leave Encashment (Non Funded)	
	2018-19	2017-18
<b>G. Sensitivity analysis on Present value of Defined Benefit Obligations: (Refer Note)</b>		
Discount rate + 100 basis point	27.70	26.66
Discount rate - 100 basis point	30.34	29.04
Salary increase rate + 100 basis point	30.15	28.86
Salary increase rate - 100 basis point	27.84	26.79
Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present value of obligation (PVO) and aids in understanding the uncertainty of reported amounts. Sensitivity analysis is done by varying one parameter at a time and studying its impact.		

\*Included in "Salaries, Wages and Bonus" and "Contribution to Provident Fund, Gratuity and Other Funds" under "Employee benefits expense" on Note 33.

The expected return on Plan Assets is based on the actuarial expectation of the average long-term rate of return expected. The discount rate is based on the prevailing market yields on Government bonds as at the balance sheet date

### 7 Segment Reporting disclosures as per Ind AS-108 "Operating Segments":

#### Operating Segments:

a) Conveyor Belting    b) Wind Energy    c) Trading Goods

#### Identification of Segments:

The chief operating decision maker monitor the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products/services and have been identified as per the quantitative criteria specified in the Ind AS.

#### Segment Revenue and Results:

The expenses and incomes which are not attributable to any business segment are shown as unallocated expenditure (net of unallocated income)

#### Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade and other receivables, cash and cash equivalents, bank balance other than cash and cash equivalents etc.

Segment liabilities primarily includes trade payables, borrowings and other liabilities.

Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocated Corporate assets/liabilities.



## Notes Forming Part of the Financial Statements as at March 31, 2019

### 38 OTHER DISCLOSURES (Contd.)

#### 7 Segment Reporting disclosures as per Ind AS-108 "Operating Segments": (Contd.)

##### (a) Information about primary business segments :

(₹ in lakh)

Particulars	Conveyor Belting		Wind Energy		Trading Goods		Unallocated Corporate		Total Amount	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>Segment Revenue</b>										
Sale and Services to External customers	7,051.21	3,390.53	298.98	239.51	315.21	817.97	–	–	7,665.40	4,448.01
Other operating revenue	–	–	–	–	–	–	112.10	695.38	112.10	695.38
<b>Revenue from operations (Gross)</b>	<b>7,051.21</b>	<b>3,390.53</b>	<b>298.98</b>	<b>239.51</b>	<b>315.21</b>	<b>817.97</b>	<b>112.10</b>	<b>695.38</b>	<b>7,777.50</b>	<b>5,143.39</b>
Less : Excise Duty	–	298.25	–	–	–	–	–	–	–	298.25
<b>Net Turnover</b>	<b>7,051.21</b>	<b>3,092.28</b>	<b>298.98</b>	<b>239.51</b>	<b>315.21</b>	<b>817.97</b>	<b>112.10</b>	<b>695.38</b>	<b>7,777.50</b>	<b>4,845.14</b>
<b>Segment Results</b>	<b>(310.29)</b>	<b>(216.82)</b>	<b>171.39</b>	<b>101.06</b>	<b>116.42</b>	<b>84.09</b>	<b>–</b>	<b>–</b>	<b>(22.48)</b>	<b>(31.67)</b>
Unallocated Corporate Expenses	–	–	–	–	–	–	(111.83)	(134.87)	(111.83)	(134.87)
	(310.29)	(216.82)	171.39	101.06	116.42	84.09	(111.83)	(134.87)	(134.31)	(166.54)
Interest Expenses	–	–	–	–	–	–	(1,034.19)	(662.66)	(1,034.19)	(662.66)
Interest Income	–	–	–	–	–	–	766.81	621.50	766.81	621.50
Profit/(Loss) from investment	–	–	–	–	–	–	11.41	–	11.41	–
<b>Profit/(Loss) before Tax</b>	<b>(310.29)</b>	<b>(216.82)</b>	<b>171.39</b>	<b>101.06</b>	<b>116.42</b>	<b>84.09</b>	<b>(367.80)</b>	<b>(176.03)</b>	<b>(390.29)</b>	<b>(207.70)</b>
Income Tax	–	–	–	–	–	–	159.99	158.02	159.99	158.02
<b>Profit After Tax</b>	<b>(310.29)</b>	<b>(216.82)</b>	<b>171.39</b>	<b>101.06</b>	<b>116.42</b>	<b>84.09</b>	<b>(527.79)</b>	<b>(334.05)</b>	<b>(550.28)</b>	<b>(365.72)</b>

##### (b) Other information :

Particulars	Conveyor Belting		Wind Energy		Trading Goods		Unallocated Corporate		Total Amount	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>Segment Assets</b>	<b>5,811.19</b>	<b>5,611.96</b>	<b>443.07</b>	<b>462.38</b>	<b>95.66</b>	<b>113.78</b>	<b>–</b>	<b>–</b>	<b>6,349.92</b>	<b>6,188.12</b>
Unallocated Corporate Assets	–	–	–	–	–	–	21,757.24	18,046.98	21,757.24	18,046.98
<b>Total Assets</b>	<b>5,811.19</b>	<b>5,611.96</b>	<b>443.07</b>	<b>462.38</b>	<b>95.66</b>	<b>113.78</b>	<b>21,757.24</b>	<b>18,046.98</b>	<b>28,107.16</b>	<b>24,235.10</b>
<b>Segment Liabilities</b>	<b>(1,715.50)</b>	<b>(1,283.39)</b>	<b>(13.73)</b>	<b>(16.99)</b>	<b>(9.41)</b>	<b>(41.82)</b>	<b>–</b>	<b>–</b>	<b>(1,738.64)</b>	<b>(1,342.20)</b>
Unallocated Corporate Liabilities	–	–	–	–	–	–	(10,486.51)	(6,391.22)	(10,486.51)	(6,391.22)
<b>Total Liabilities</b>	<b>(1,715.50)</b>	<b>(1,283.39)</b>	<b>(13.73)</b>	<b>(16.99)</b>	<b>(9.41)</b>	<b>(41.82)</b>	<b>(10,486.51)</b>	<b>(6,391.22)</b>	<b>(12,225.15)</b>	<b>(7,733.42)</b>
Cost incurred during the period to acquire segment fixed assets	9.86	49.14	–	–	–	–	9.32	0.79	19.18	49.93
Depreciation / Amortisation	170.29	203.40	32.35	35.77	–	–	6.54	10.10	209.18	249.27

- Note : (i) Conveyor Belting segment includes manufacturing and sale of PVC Conveyor Belting.  
(ii) Wind Energy Segment includes generation, supply and sale of Wind Power (Electricity).  
(iii) Unallocated / Corporate Segment includes Corporate, Administrative and Financing activity

**Notes Forming Part of the Financial Statements** as at March 31, 2019**7 Segment Reporting disclosures as per Ind AS-108 "Operating Segments": (Contd.)****(c) Reconciliations of amounts reflected in the financial statements****(i) Reconciliation of assets**

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Segment operating assets	28,107.16	24,235.10
<b>Total assets</b>	<b>28,107.16</b>	<b>24,235.10</b>

**(ii) Reconciliation of liabilities**

Particulars	As at March 31, 2019	As at March 31, 2018
Segment operating liabilities	12,225.15	7,733.42
<b>Total liabilities</b>	<b>12,225.15</b>	<b>7,733.42</b>

**(d) Information about secondary business segments :**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Revenue by geographical market</b>		
<b>Sale of products</b>		
Domestic	3,010.95	2,475.92
Export	4,654.45	1,972.09
<b>Total</b>	<b>7,665.40</b>	<b>4,448.01</b>
<b>Assets</b>		
Trade receivables (net of provision for doubtful debt)		
Within India	507.93	992.40
Outside India	2,637.83	1,200.94
<b>Total</b>	<b>3,145.76</b>	<b>2,193.34</b>

**38 OTHER DISCLOSURES (Contd.)**

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 8 Details of loan given, investments made, guarantee or security provided covered under section 186 (4) of the Companies Act, 2013 :

All loans, investments, guarantees and securities as disclosed in respective notes are provided for business purposes.

#### i) Details of Loans given:

The particulars of loans given are as under:

Name of the Loanee	Loan given	Loan refunded	Amount of loan outstanding on 31.03.2019 (₹)	Purpose of loan taken by the loanee
Elpro Estates Ltd.	3,560.99 (755.00)	3,560.99 (755.00)	– (–)	General corporate purpose
International Belting Ltd.	7.50 (1.00)	7.50 (1.00)	– (–)	General corporate purpose
Elpro International Ltd.	– (790.00)	7.90 (807.15)	– (7.90)	General corporate purpose
Pure Coke Ltd.	1,074.25 (464.19)	956.01 (651.13)	173.80 (43.01)	General corporate purpose
P C Chanda & Co Pvt. Ltd.	– (100.00)	350.00 (–)	– (350.00)	General corporate purpose
Espeea Promoters & Developers Pvt. Ltd.	– (50.00)	100.00 (50.00)	– (100.00)	General corporate purpose
Conveyor Holdings Pte Ltd.	– (–)	– (–)	666.45 (585.72)	General corporate purpose
International Conveyors America Ltd., Inc	– (–)	494.02 (–)	– (494.02)	General corporate purpose
Aurangabad Auto Engineering Pvt Ltd	185.00 (–)	– (–)	193.75 (–)	General corporate purpose
Meybuen Ventures Pvt Ltd	50.00 (–)	– (–)	52.13 (–)	General corporate purpose
Mudra Denim Pvt Ltd.	25.00 (–)	– (–)	26.18 (–)	General corporate purpose
Next Generation Mobiles	200.00 (–)	200.00 (–)	– (–)	General corporate purpose
Pahari Projects Pvt Ltd.	60.00 (–)	– (–)	62.73 (–)	General corporate purpose
Orissa Steel Trading Corporation	150.00 (–)	– (–)	160.46 (–)	General corporate purpose
Shree Shyam Coal Co Ltd	13.00 (–)	13.00 (–)	– (–)	General corporate purpose
<b>Total</b>	<b>5,325.74</b> <b>(2,160.19)</b>	<b>5,689.42</b> <b>(2,264.28)</b>	<b>1,335.50</b> <b>(1,580.65)</b>	

**Note :** Figures in bracket relating to previous year.

#### (ii) Details of Investments made :

The particulars of investments made are given under "Non-current investment" under Note No. 5.

#### (iii) Details of guarantee given and security provided:

The Company has not given any guarantee and has not provided any security.

### 38 OTHER DISCLOSURES (Contd.)

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 9 Related party disclosures :

#### (a) Name of the related parties and description of relationship :

##### (i) Subsidiaries (control exists) :

- 1) International Belting Limited,
- 2) Conveyor Holdings Pte Limited, Singapore,
- 3) International Conveyors America Limited, INC,
- 4) International Conveyors Australia Pty Limited (Australia)  
(100% subsidiary of Conveyor Holdings Pte Limited, Singapore).

##### (ii) Key Management Personnel :

Shri R. K. Dabriwala - Managing Director

##### (iii) Enterprises where key management personnel and their relatives have substantial interest and/or significant influence:

- 1) R.C.A. Limited
- 2) Pure Coke Limited,
- 3) Elpro International Limited,
- 4) I G E (India) Private Limited.
- 5) Elpro Estates Limited
- 6) Paradigm Finance Limited

# Notes Forming Part of the Financial Statements as at March 31, 2019

## 38 OTHER DISCLOSURES (Contd.)

### 9 Related party disclosures : (Contd.)

#### (b) Details of transaction made with related parties during the year :

(₹ in lakh)

Nature of transaction	International Belting Limited		Conveyor Holdings Pte Limited		International Conveyors America Ltd., Inc		International Conveyors Australia Pty Limited		R.C.A. Limited		Pure Coke Limited		Elpro International Limited		I.G.E. (India) Private Limited		Elpro Estates Limited		Paradigm Finance Limited		Key Management	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Director Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	97.88	97.88
<b>Interest on Loan</b>																						
Received	-	-	56.72	49.76	32.01	40.34	-	-	-	-	13.94	-	1.09	8.78	-	-	33.58	-	-	-	-	-
Paid	1.41	0.89	-	-	-	-	-	-	9.83	-	-	6.10	-	-	-	-	-	14.45	11.17	283	-	-
Interest received on Preference Shares	-	-	-	-	-	-	-	-	-	-	-	-	483.15	439.23	-	-	-	-	-	-	-	-
Rent Received	-	-	-	-	-	-	-	-	0.30	0.30	-	-	-	-	-	-	-	-	-	-	-	-
<b>Dividend Income</b>																						
On Preferential Shares	-	-	-	-	-	-	-	-	-	-	-	-	18.00	18.00	-	-	-	-	-	-	-	-
On Equity Shares	-	-	-	-	-	-	-	-	0.27	0.27	-	-	-	-	-	-	-	-	-	-	-	-
<b>Inter Corporate Deposit :</b>																						
Loan Given	7.50	1.00	-	-	-	-	-	-	-	-	1,074.25	464.19	-	790.00	-	-	3,560.99	755.00	-	-	-	-
Repayment of Loan	7.50	1.00	-	-	494.02	-	-	-	-	-	956.01	651.13	7.90	807.15	-	-	3,560.99	755.00	-	-	-	-
Loan Taken	32.50	29.00	-	-	-	-	-	-	2,100.00	-	49.00	777.87	-	-	-	-	2,231.01	2,650.00	50.00	50.00	-	-
Loan Repaid	32.50	29.00	-	-	-	-	-	-	80.00	-	49.00	777.87	-	-	-	-	2,244.01	2,650.00	14.00	14.00	-	-
Reimbursement of Expenses (Net)	-	-	-	-	163.59	160.02	0.73	72.37	-	-	-	-	-	-	2.28	1.51	-	-	-	-	-	-
Recovery of Expenses (Net)	-	0.11	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Commission on Export Sales	-	-	-	-	138.14	36.26	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of Materials/ Services	-	-	-	-	1,866.96	825.42	32.05	430.80	-	-	-	-	-	-	-	-	-	-	-	-	-	-



# Notes Forming Part of the Financial Statements as at March 31, 2019

## 38 OTHER DISCLOSURES (Contd.)

### 9 Related party disclosures : (Contd.)

#### (b) Details of transaction made with related parties during the year : (Contd.)

(₹ in lakh)

Nature of transaction	Conveyor Holdings Pte Limited		International Conveyors America Ltd., Inc		International Conveyors Australia Pty Limited		R.C.A. Limited		Pure Coke Limited		Elpro International Limited		I.G.E. (India) Private Limited		Elpro Estates Limited		Paradigm Finance Limited	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>Balance Outstanding:</b>																		
Loan Given	666.45	585.72	1.19	494.02	-	-	-	-	173.80	43.01	-	7.90	-	-	-	-	-	-
Loan Taken	-	-	-	-	-	-	2020.00	-	-	-	-	-	-	-	-	13.00	86.00	50.00
Sale of Materials/Services	-	-	1,166.94	161.30	382.24	570.14	-	-	-	-	-	-	-	-	-	-	-	-
Export Sales Commission Payable	-	-	74.23	63.65	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Dividend Receivable	-	-	-	-	-	-	-	-	-	-	99.67	83.59	-	-	-	-	-	-
Investment in preference share	-	-	-	-	-	-	-	-	-	-	483.15	439.23	-	-	-	-	-	-
Reimbursement of Expenses	-	-	18.80	20.57	-	-	-	-	-	-	-	-	0.02	-	-	-	-	-

**Note :** (a) The transactions with related parties have been entered at amounts which are not materially different from those on normal commercial terms.

(b) No amount has been written back/written off during the year in respect of due to /from related parties.

(c) The amount due from related parties is good and hence no provision for doubtful debts in respect of dues from such related parties is required.

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 38 OTHER DISCLOSURES (Contd.)

#### 10 Financial instruments - Accounting, Classification and Fair Value measurements :

##### A. Financial instruments by category

(₹ in lakh)

Particulars	Refer Note No.	March 31, 2019			March 31, 2018		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>							
Investments	5	–	10,963.75	7,250.23	–	9,140.49	6,512.08
Trade receivables	11	–	–	3,145.76	–	–	2,193.34
Cash and cash equivalents	12	–	–	12.25	–	–	11.46
Bank balances other than cash and cash equivalents	13	–	–	24.62	–	–	25.60
Loans	6 and 14	–	–	1,460.12	–	–	1,735.77
Other financial assets	7 and 15	–	–	597.08	–	–	551.64
<b>Total</b>		–	<b>10,963.75</b>	<b>12,490.06</b>	–	<b>9,140.49</b>	<b>11,029.89</b>
<b>Financial Liabilities</b>							
Borrowings	19 and 23	–	–	10,153.60	–	–	6,499.55
Trade payables	24	–	–	1,560.92	–	–	930.70
Other financial liabilities	25	–	–	3.95	–	–	17.93
<b>Total</b>		–	–	<b>11,718.47</b>	–	–	<b>7,448.18</b>

##### B. Fair value hierarchy

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**The following methods and assumptions were used to estimate the fair values:**

- Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, other financial assets, short term loans from borrowings from banks and financial institutions, trade payables and other financial liabilities approximate their carrying amounts due to the short-term maturities of these instruments.

The Company uses the following fair value hierarchy for determining and disclosing the fair value of financial instruments:

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

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

**Level 3 :** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following tables provide the fair value hierarchy of the Company's assets and liabilities measured at fair value on a recurring basis:

- Financial assets and financial liabilities measured at fair value on a recurring basis :

Particulars	Date of Valuation	Level 1	Level 2	Level 3
<b>As at March 31, 2019</b>				
<b>Financial Assets</b>				
At FVTOCI				
Investment in equity instruments	31/03/2019	10,896.08	–	7,317.90
<b>Total Financial Assets</b>		<b>10,896.08</b>	–	<b>7,317.90</b>
<b>As at March 31, 2018</b>				
<b>Financial Assets</b>				
At FVTOCI				
Investment in equity instruments	31/03/2018	8,832.34	–	6,820.23
<b>Total Financial Assets</b>		<b>8,832.34</b>	–	<b>6,820.23</b>

**Notes Forming Part of the Financial Statements** as at March 31, 2019**38 OTHER DISCLOSURES** (Contd.)**10 Financial instruments - Accounting, Classification and Fair Value measurements :** (Contd.)**(ii) Fair value of financial assets and liabilities measured at amortised cost** (₹ in lakh)

	March 31, 2019		March 31, 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets</b>				
Investments	18,213.98	18,213.98	15,652.57	15,652.57
Trade receivables	3,145.76	3,145.76	2,193.34	2,193.34
Cash and cash equivalents	12.25	12.25	11.46	11.46
Bank balances other than cash and cash equivalents	24.62	24.62	25.60	25.60
Loans	1,460.12	1,460.12	1,735.77	1,735.77
Other financial assets	597.08	597.08	551.64	551.64
<b>Total</b>	<b>23,453.81</b>	<b>23,453.81</b>	<b>20,170.38</b>	<b>20,170.38</b>
<b>Financial Liabilities</b>				
Borrowings	10,153.60	10,153.60	6,499.55	6,499.55
Trade payables	1,560.92	1,560.92	930.70	930.70
Other financial liabilities	3.95	3.95	17.93	17.93
<b>Total</b>	<b>11,718.47</b>	<b>11,718.47</b>	<b>7,448.18</b>	<b>7,448.18</b>

**11 Disclosure as per IND AS 115 Revenue from Contract with Customers****Disaggregated revenue information:**

Types of goods	2018-19	2017-18
PVC fire resistant antistatic solid woven coal conveyor belting	7,051.21	3,390.53
Trading Goods	315.21	817.97
Wind Energy	298.98	239.51
Others	112.10	695.38
<b>Total revenue from contract with customers</b>	<b>7,777.50</b>	<b>5,143.39</b>

Types of goods	2018-19	2017-18
Services transferred at a point in time	7,777.50	5,143.39
<b>Total revenue from contract with customers</b>	<b>7,777.50</b>	<b>5,143.39</b>

Contract Balances	31-03-2019	31-03-2018
Trade receivables (Refer Note 11)	3145.76	2193.34
Trade payables (Refer Note 24)	1,560.92	930.70
Revenue recognised out of Contract Liabilities at beginning of reporting period	—	—
Revenue recognised out of Performance obligation performed during previous year	—	—



## Notes Forming Part of the Financial Statements as at March 31, 2019

### 38 OTHER DISCLOSURES (Contd.)

#### 12 Financial risk management objectives and policies

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

The Company is exposed to credit risk, liquidity risk and market risk. The Company's senior management oversees the management of these risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist team that have the appropriate skills, experience and supervision. It is the Company's policy that derivatives are used exclusively for hedging purposes and not for trading or speculative purposes.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below :

##### (a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other risks, such as regulatory risk and commodity price risk.

##### (i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

To manage this, the Company enters into interest rate swaps as and when required, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

##### (ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's foreign currency denominated borrowings. This foreign currency risk is covered by using foreign exchange forward contracts and cross currency swap contracts.

##### Foreign currency exposure as at March 31, 2019 :

Particulars	USD (in lakh)
Borrowings	—

##### Foreign currency exposure as at March 31, 2018 :

Particulars	USD (in lakh)
Borrowings	3.54

##### Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will no material impact on Profit.

Derivative Instruments and unhedged foreign currency exposure

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 38 OTHER DISCLOSURES (Contd.)

#### 12 Financial risk management objectives and policies (Contd.)

##### (a) Derivative contracts outstanding

(Foreign Currency in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Forward contracts to sell USD	8.00	–
Forward contracts to buy USD	4.00	–

Derivative financial instruments such as foreign exchange forward contracts are used for hedging purposes and not as trading or speculative instruments.

##### (b) Unhedged foreign currency exposure

(Foreign Currency in lakh)

Nature	Currency	As at March 31, 2019	As at March 31, 2018
Amount receivable on account of sale of goods, loans and advances, interest, etc.	USD	12.77	12.41
	SGD	6.12	5.64
	CDN	6.16	6.02
	AUD	7.95	6.14
Amount payable on account of purchase of goods and services, loans and advances, interest, etc.	USD	5.12	2.51
	GBP	0.04	0.13
	CDN	0.69	1.36

#### (b) Capital Management

##### (i) Risk Management

For the purpose of the Company's capital management, capital includes issued equity capital, securities premium and all other equity reserves attributable to the equity share-holders of the Company. The Company's objective when managing capital is to safeguard its ability to continue as a going concern so that it can continue to provide returns to shareholders and other stake holders and maintain an optimal capital structure to reduce the cost of Capital.

The Company manages its capital structure and makes adjustments in light of changes in the financial condition and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders (buy back its shares) or issue new shares.

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. The Company has complied with these covenants.

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31st, 2019 and March 31st, 2018.

#### (c) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The impairment for financial assets are based on assumptions about risk of default and expected loss rates. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, existing market conditions as well as forward looking estimates at the end of each balance sheet date.

Financial assets are written off when there is no reasonable expectation of recovery, however, the Company continues to attempt to recover the receivables. Where recoveries are made, these are recognised in the Statement of Profit and Loss.

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 38 OTHER DISCLOSURES (Contd.)

#### 12 Financial risk management objectives and policies (Contd.)

##### (i) Trade receivables

Customer credit risk is managed based on Company's established policy, procedures and control relating to customer credit risk management.

Trade receivables are non-interest bearing and are generally on credit terms of 3 to 60 days.

An impairment analysis is performed at each balance sheet date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the balance sheet date is the carrying value of each class of financial assets disclosed in Note No. 11.

The ageing analysis of the receivables (gross) has been considered from the date the invoice falls due:

Particulars	(₹ in lakh)
<b>As at March 31, 2019 :</b>	
Upto 6 months	2,597.88
6 to 12 months	386.78
More than 12 months	161.10
	<b>3,145.76</b>
<b>Particulars</b>	<b>(₹ in lakh)</b>
<b>As at March 31, 2018 :</b>	
Upto 6 months	1,934.05
6 to 12 months	101.98
More than 12 months	157.31
	<b>2,193.34</b>

##### (ii) Balances with banks

Credit risk from balances with banks is managed in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties.

The Company's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2019 and March 31, 2018 is the carrying amounts as stated in Note No. 12 and 13.

##### (d) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credit facilities and short term loans.

**Notes Forming Part of the Financial Statements** as at March 31, 2019**38 OTHER DISCLOSURES** (Contd.)**12 Financial risk management objectives and policies** (Contd.)

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payment :

(₹ in lakh)

Sl. No.	Particulars	Less than 1 year	1 to 5 years	>5 years	Total
<b>A.</b>	<b>As at March 31, 2019</b>				
(i)	Borrowings	10,153.60	–	–	10,153.60
(ii)	Other financial liabilities	3.95	–	–	3.95
(iii)	Trade payables	1,560.92	–	–	1,560.92
	<b>Total</b>	<b>11,718.47</b>	<b>–</b>	<b>–</b>	<b>11,718.47</b>
<b>B.</b>	<b>As at March 31, 2018</b>				
(i)	Borrowings	6,499.30	0.25	–	6,499.55
(ii)	Other financial liabilities	17.93	–	–	17.93
(iii)	Trade payables	930.70	–	–	930.70
	<b>Total</b>	<b>7,447.93</b>	<b>0.25</b>	<b>–</b>	<b>7,448.18</b>

**13 Previous Years Figures**

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

For **G. P. Agrawal & Co.**  
Chartered Accountants  
Firm's Registration No. - 302082E

**CA. Ajay Agrawal**  
Partner  
Membership No. 17643  
Place of Signature: Kolkata  
Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjunwala**  
Director  
DIN No. 00567070

**Neha Khandelwal**  
Company Secretary

**R. K. Dabriwala**  
Managing Director  
DIN No. 00086658

**A. K. Gulgulia**  
Chief Financial Officer

# Notes Forming Part of the Financial Statements as at March 31, 2019

## Form No. AOC-1

### Statement pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014 in the prescribed Form AOC-1 relating to subsidiary companies

Sl.No	Name of the Subsidiary Company	Reporting Currency	Exchange Rate	Share Capital	Other Equity	Total Assets	Total Liabilities	Investments	Turnover	Profit before Taxation	Provision for Taxation	Profit after Taxation	Proposed Dividend	% of Shareholding
1.	International Belting Limited	INR	1	75.00	1,048.72	1,147.23	23.51	512.08	-	25.13	7.00	18.13	-	100.00
2.	Conveyor Holdings PTE Limited *	USD	69.1700	1,037.62	(1,652.81)	568.83	1,184.02	-	941.05	(206.75)	5.11	(211.86)	-	100.00
3.	International Conveyors America Limited, INC.	USD	69.1700	0.00	(142.30)	1,040.30	1,182.60	-	1,729.25	143.92	-	143.92	-	100.00

#### Notes :

- Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, are based on the exchange rates as on 31.03.2019.
- \* Includes information of its wholly owned subsidiary International Conveyors Australia Pty Limited.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**C.A. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjhunwala**

Director

DIN No. 00567070

**R. K. Dabhiwala**

Managing Director

DIN No. 00086658

**Neha Khandelwal**

Company Secretary

**A. K. Gulgulia**

Chief Financial Officer

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## CONSOLIDATED FINANCIAL STATEMENTS

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# Independent Auditors' Report

To The Members of INTERNATIONAL CONVEYORS LIMITED

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of International Conveyors Limited (hereinafter referred to as "the Holding Company") and its Subsidiary (the Holding Company and its subsidiary together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2019, the consolidated loss, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) 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 Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of his reports referred to in Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key Audit Matter	How our audit addressed the key audit matter
<p>Accuracy of recognition, measurement, presentation and disclosures of Investments and other related balances</p> <p>Investments include investments made by the Company in various quoted and unquoted equity shares and preference shares.</p> <p>These investments constitute 64.07% of the Company's total assets.</p> <p>The valuation of each category of the aforesaid securities is to be done as per the provisions of Ind AS which involves collection of data/information from various sources such as Demat statement, financial statements of unlisted companies etc. Considering the complexities and extent of judgement involved in the valuation, this has been determined as Key Audit Matter.</p> <p>Refer Note 5 to the Consolidated financial statements.</p>	<p>Our Procedure:</p> <p>We have verified these investments with reference to the provisions of Ind AS as also internal policies and procedure of the Company as follows:</p> <ol style="list-style-type: none"> <li>carried out evaluation of the design and operating effectiveness of the internal controls and performed substantive audit procedures.</li> <li>Assessed and evaluated the process adopted for collection of information from various sources for determining fair value of these investments.</li> <li>Verified compliance with the presentation and disclosure requirements as per Ind AS and the Act. This test was conducted for the entire population.</li> </ol>

## Independent Auditors' Report (Contd.)

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

### Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

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

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

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

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

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



## Independent Auditors' Report (Contd.)

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary company which is a company incorporated in India, 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 by us and the audit evidence obtained by the other auditor in terms of his reports, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report and the audit evidence obtained by the other auditor in terms of his reports referred to in Other Matter paragraph below. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements.

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

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

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

### Other Matters

We did not audit the financial statements / financial information of three subsidiaries (including one step down subsidiary), whose financial statements / financial information reflect total assets of Rs. 2,756.38 lacs as at 31st March, 2019, total revenues of Rs. 2,880 lacs total net loss after tax of Rs. 21.37 Lakh and total comprehensive loss of Rs. 11.36 Lakh for the year ended 31st March, 2019 as considered in the consolidated financial statements. These financial statements have been audited by other auditor whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiary, and our report in terms of sub-sections (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid subsidiary, is based solely on the report of the other auditor.

Our opinion is not modified in respect of this matter.

### Report on Other Legal and Regulatory Requirements

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

- i. 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.

## Independent Auditors' Report (Contd.)

- ii. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the report of the other auditors.
- iii. The consolidated Balance Sheet, the consolidated Statement of Profit and Loss including other comprehensive income, consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- iv. In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- v. On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the report of the statutory auditor of its subsidiary company, none of the Directors of the Group companies is disqualified as on 31st March, 2019 from being appointed as a Director in terms of section 164 (2) of the Act.
- vi. With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A" which is based on the Auditor's reports of the Holding company and its subsidiary company incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for reasons stated therein.
- vii. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- viii. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - a. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group— Refer Note No. 33.1 to the consolidated financial statements.
  - b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31st March, 2019.
  - c. There has been no delay in transferring amounts, required to be transferred, to the investor education and protection fund by the Holding Company during the year ended 31st March, 2019. There were no amounts which were required to be transferred to the investor education and protection fund by the subsidiary company during the year ended 31st March, 2019.

For **G.P. Agrawal & Co.**

*Chartered Accountants*

Firm's ICAI Registration No.:302082E

**(CA. Ajay Agrawal)**

*Partner*

Membership No: 17643

Place of Signature : Kolkata

Date : May 30, 2019

## **“Annexure A” to the Independent Auditors’ Report**

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

In conjunction with our audit of the consolidated financial statements of the Group as of and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting of International Conveyors Limited (“the Holding Company”) and its subsidiary company, which is a company incorporated in India, as of that date.

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

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

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company and its subsidiary company, 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, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditor in terms of his report referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding Company and its subsidiary company.

#### **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.

## **“Annexure A” to the Independent Auditors’ Report** (Contd.)

### **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 and to the best of our information and according to the explanations given to us, the Holding Company and its subsidiary company have in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 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 ICAI.

### **Other Matters**

Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary company, is based on the corresponding report of the auditors of such company.

For **G.P. Agrawal & Co.**

*Chartered Accountants*

Firm's ICAI Registration No.: 302082E

**(CA. Ajay Agrawal)**

*Partner*

Membership No: 17643

Place of Signature : Kolkata

Date : May 30, 2019

## Consolidated Balance Sheet as at March 31, 2019

(₹ in lakh)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
<b>I. ASSETS</b>			
<b>(1) Non - current assets</b>			
(a) Property, plant and equipment	3	1,561.18	1,767.03
(b) Capital work in progress	3	119.70	119.70
(c) Goodwill on consolidation		101.14	101.14
(d) Other intangible assets	4	1.75	6.75
(e) Financial assets			
(i) Investment	5	17,045.50	14,332.53
(ii) Loans	6(i)	33.58	31.16
(iii) Other financial assets	7(i)	535.23	440.47
(f) Non - current tax assets (net)	8	145.20	108.25
(g) Other non - current assets	9(i)	1,310.25	0.25
<b>(2) Current Assets</b>			
(a) Inventories	10	1,115.09	1,303.75
(b) Financial assets			
(i) Trade and other receivables	11	2,582.26	2,178.45
(ii) Cash and cash equivalents	12	130.38	220.41
(iii) Bank balances other than cash and cash equivalents	13	24.62	25.60
(iv) Loans	6(ii)	1,366.37	1,226.02
(v) Other financial assets	7(ii)	88.85	111.17
(c) Other current assets	9(ii)	442.27	1,009.68
<b>Total Assets</b>		<b>26,603.37</b>	<b>22,982.36</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity share capital	14	675.00	675.00
(b) Other equity	15	13,993.73	14,279.96
<b>Liabilities</b>			
<b>(1) Non- current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16(i)	–	0.25
(b) Provisions	17(i)	25.52	22.64
(c) Deferred tax liabilities (net)	18	367.84	152.02
(d) Other non - current liabilities	19(i)	15.39	1.35
<b>(2) Current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16(ii)	10,178.72	6,499.30
(ii) Trade payables	20	1,202.13	1,212.30
(iii) Other financial liabilities	21	13.17	18.12
(b) Other current liabilities	19(ii)	58.37	48.03
(c) Provisions	17(ii)	73.50	73.39
<b>Total Equity and Liabilities</b>		<b>26,603.37</b>	<b>22,982.36</b>

The accompanying notes 1 to 33 are an integral part of the consolidated financial statements.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**CA. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjhunwala**

Director

DIN No. 00567070

**Neha Khandelwal**

Company Secretary

**R. K. Dabriwala**

Managing Director

DIN No. 00086658

**A. K. Gulgulia**

Chief Financial Officer



## Consolidated Statement of Profit and Loss for the year ended March 31, 2019

(₹ in lakh)

Particulars	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
I. Revenue from operations	22	8,556.40	5,922.17
II. Other income	23	867.10	777.33
III. <b>Total income (I+II)</b>		<b>9,423.50</b>	<b>6,699.50</b>
IV. <b>Expenses:</b>			
Cost of materials consumed	24	4,211.21	2,735.67
Purchases of stock-in-trade	25	1,023.25	647.49
Changes in inventories of finished goods, work-in-progress and stock-in-trade	26	244.30	74.25
Excise duty		–	298.25
Employee benefits expense	27	1,155.07	1,022.00
Finance costs	28	1,034.71	664.39
Depreciation and amortisation expense	29	210.03	251.33
Other Expenses	30	1,949.58	1,400.43
<b>Total expenses (IV)</b>		<b>9,828.15</b>	<b>7,093.81</b>
V. <b>Profit/(Loss) before tax (III) - (IV)</b>		<b>(404.65)</b>	<b>(394.31)</b>
VI. <b>Tax expense:</b>	31		
Current tax		7.00	24.29
Deferred tax		159.98	158.02
VII. <b>Profit/(Loss) after tax (V-VI)</b>		<b>(571.63)</b>	<b>(576.62)</b>
VIII. Share of profit / (loss) of associate		–	(166.92)
IX. <b>Profit/(Loss) after share of profit/(loss) of associate (VII+VIII)</b>		<b>(571.63)</b>	<b>(743.54)</b>
X. <b>Other comprehensive income</b>	32		
(i) Items that will not be reclassified to Profit or Loss		15.77	3,276.78
(ii) Income tax relating to items that will not be reclassified to Profit or Loss		55.83	(339.61)
<b>Other Comprehensive income/(expense) for the year, net of tax</b>		<b>(40.06)</b>	<b>3,616.39</b>
XI. <b>Total Comprehensive Income/ (Expense) for the year (VII+VIII)</b>		<b>(611.69)</b>	<b>2,872.85</b>
XII. <b>Profit / (loss) for the year</b>			
Attributable to :			
Owners of the parent		(571.63)	(743.54)
Non-controlling interests		NA	NA
XIII. <b>Total comprehensive income for the year</b>			
Attributable to :			
Owners of the parent		(611.69)	2,872.85
Non-controlling interests		NA	NA
XIV. <b>Earnings per equity share (Nominal value per share Re. 1/-)</b>			
Basic		(0.85)	(1.10)
Diluted		(0.85)	(1.10)

The accompanying notes 1 to 33 are an integral part of the consolidated financial statements.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**CA. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjunwala**

Director

DIN No. 00567070

**Neha Khandelwal**

Company Secretary

**R. K. Dabriwala**

Managing Director

DIN No. 00086658

**A. K. Gulgulia**

Chief Financial Officer

## Consolidated Statement of Cash Flow for the year ended March 31, 2019

(₹ in lakh)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	(404.65)	(394.31)
<b>Adjustments for</b>		
Depreciation	210.03	251.33
Provision for expected credit losses	38.25	-
Finance costs	1,034.71	664.39
Interest Income	(730.61)	(607.97)
Dividend Income	(19.43)	(19.59)
Profit on sale of investment	(11.41)	-
Sundry balances written back	(2.95)	(0.17)
Loss on sale of property, plant and equipment	5.80	0.03
<b>Operating profit before working capital changes</b>	<b>119.74</b>	<b>(106.29)</b>
Increase / (Decrease) in Trade payable	(13.12)	594.56
Increase / (Decrease) in Non-current and current provisions	2.99	2.31
Decrease / (Increase) in Trade receivables	(403.81)	(1,351.65)
Decrease / (Increase) in Inventories	188.66	322.83
Increase / (Decrease) in Other current liabilities	24.38	(24.60)
Increase / (Decrease) in Other financial liabilities	1.39	0.15
(Increase) / Decrease in Other financial assets	10.56	11.57
(Increase) / Decrease in Other current assets	567.41	(763.15)
<b>Cash generated from operations</b>	<b>498.20</b>	<b>(1,314.27)</b>
Direct Taxes (paid)/refund received	(29.95)	(41.18)
<b>Net cash flow from/(used in) operating activities</b>	<b>468.25</b>	<b>(1,355.45)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of property, plant and equipment and intangible assets	(1,329.18)	(15.11)
Proceeds from sale of property, plant and equipment	18.59	(0.00)
Proceeds / (investment) in fixed deposits / deposits	(78.24)	(84.05)
(Increase) / decrease in investments	(2,380.49)	(1,381.54)
Loan( given) /received back	(142.77)	460.86
Interest Received	730.61	594.86
Dividend Received	19.43	19.59
<b>Net cash flow from / (used in) investing activities</b>	<b>(3,162.05)</b>	<b>(405.39)</b>

**Consolidated Statement of Cash Flow** for the year ended March 31, 2019 (Contd.)

(₹ in lakh)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds of Long Term Borrowings	(0.25)	(9.48)
Proceeds of Short Term Borrowings (net)	3,679.42	2,487.02
Dividend and Dividend distribution tax	(40.69)	(41.03)
Interest Paid	(1,034.71)	(664.69)
<b>Net cash flow from financing activities</b>	<b>2,603.77</b>	<b>1,771.82</b>
<b>Increase / (Decrease) in cash and cash equivalents (A+B+C)</b>	<b>(90.03)</b>	<b>10.98</b>
Cash and cash equivalents at beginning of the year	220.41	209.43
<b>Cash and cash equivalents at end of the year</b>	<b>130.38</b>	<b>220.41</b>

**Notes :**

1) <b>Cash and cash equivalents at the end of the year consists of :</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Cash on hand	67.13	5.70
Others - Silver coins	0.49	—
Balance with banks		
On current accounts	62.76	214.71
Closing cash and cash equivalents for the purpose of cash flow statement (Refer note 12)	<b>130.38</b>	<b>220.41</b>

- 2) The above Cash Flow Statement has been prepared under the " Indirect Method " as set out in the Indian Accounting Standard (IND AS) 7 on Statement of Cash Flows.
- 3) Cash and cash equivalents do not include any amount which is not available to the Company for its use.
- 4) Figure in brackets represent cash outflow from respective activities.

The accompanying notes 1 to 33 are an integral part of the consolidated financial statements.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**CA. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjunwala**

Director

DIN No. 00567070

**Neha Khandelwal**

Company Secretary

**R. K. Dabhiwala**

Managing Director

DIN No. 00086658

**A. K. Gulgalia**

Chief Financial Officer



# Consolidated Statement of changes in equity for the year ended March 31, 2019

(a) Equity Share Capital		(₹ in lakh)	
Particulars	Balance at the beginning of the year	Changes in equity share capital during the year	Balance at the end of the year
For the year ended March 31, 2018	675.00	—	675.00
For the year ended March 31, 2019	675.00	—	675.00

(b) Other Equity		Reserve and surplus					Attributable to owners of the parent		Non-controlling interests		Total
Particulars		Capital Reserve	General Reserve	Security Premium Reserve	Retained earnings	Equity instruments through other comprehensive income	Foreign currency translation reserve				
Balance at April 1, 2017		39.42	5,504.58	2,515.50	(1,542.43)	5,061.79	145.48	11,724.34	—	—	11,724.34
Changes in equity during the year ended March 31, 2018											
Profit/(Loss) for the year		—	—	—	(743.54)	—	—	(743.54)	—	—	(743.54)
Other comprehensive income/(loss) for the year		—	—	—	6.47	3,616.39	(283.08)	3,339.78	—	—	3,339.78
Dividend paid		—	—	—	(33.75)	—	—	(33.75)	—	—	(33.75)
Dividend distribution tax		—	—	—	(6.87)	—	—	(6.87)	—	—	(6.87)
Balance at March 31, 2018		39.42	5,504.58	2,515.50	(2,320.12)	8,678.18	(137.60)	14,279.96	—	—	14,279.96
Profit/(Loss) for the year		—	—	—	(571.63)	—	—	(571.63)	—	—	(571.63)
Other comprehensive income/(loss) for the year		—	—	—	—	(40.06)	366.15	326.09	—	—	326.10
Dividend paid		—	—	—	(33.75)	—	—	(33.75)	—	—	(33.75)
Dividend distribution tax		—	—	—	(6.94)	—	—	(6.94)	—	—	(6.94)
Balance at March 31, 2019		39.42	5,504.58	2,515.50	(2,932.44)	8,638.12	228.55	13,993.73	—	—	13,993.73

The accompanying notes 1 to 33 are an integral part of the consolidated financial statements.

As per our report of even date attached.

For **G. P. Agrawal & Co.**

Chartered Accountants

Firm's Registration No. - 302082E

**CA. Ajay Agrawal**

Partner

Membership No. 17643

Place of Signature: Kolkata

Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjhunwala**

Director

DIN No. 00567070

**Neha Khandelwal**

Company Secretary

**R. K. Dabriwala**

Managing Director

DIN No. 00086658

**A. K. Gulgulia**

Chief Financial Officer

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 1. Corporate Information

International Conveyors Limited ("ICL" or "the Group") is a public limited incorporated and domiciled in India. The registered office of the Company is situated at Falta SEZ, Sector-II, near Pump House No. 3 Village & Mouza- Akalmegh, Akalmegh-743504.

The Company's shares are listed on The Bombay Stock Exchange Limited and The Calcutta Stock Exchange Limited.

Its business consists of :

- (a) Manufacturing and trading of Conveyor Belting,
- (b) Trading of Ply Conveyor Belting, Steel Cord Conveyor Belting and fitting and accessories, and
- (c) Generation and Sale of Power.

International Conveyors Limited together with its subsidiaries is hereinafter referred to as 'the Group'.

The financial statements of the Group for the year ended March 31, 2019 was approved for issue by the Board of Directors of the Group on May 30, 2019 and is subjected to the adoption by the shareholders in the ensuing Annual General Meeting.

### 2. Significant accounting policies

#### 2.1 Statement of Compliance with Ind AS

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 ('the Act'). The financial statements have also been prepared in accordance with the relevant presentation requirements of the Act.

#### 2.2 Basis of preparation

These financial statements have been prepared in accordance with Ind AS under the historical cost basis except for the following :

- i) Certain financial assets and financial liabilities (including derivative instruments) - measured at fair value, and
- ii) Defined benefits plan – plan assets measured at fair value.

Historical cost is generally based on the fair value of the consideration in exchange for goods and services.

All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in Schedule III to the Companies Act, 2013. The Group has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

The financial statements including notes thereon are presented in Indian Rupees ("Rupees" or "Rs."), which is the Group's functional and presentation currency. All amounts disclosed in the financial statements including notes thereon have been rounded off to the nearest lakh as per the requirement of Schedule III to the Act, unless stated otherwise.

#### 2.3 Basis of consolidation

The Consolidated Financial Statements (CFS) includes the financial statements of the Company and its subsidiaries together with the share of the total comprehensive income of associate.

Subsidiaries are entities controlled by the Group. Associate is an entity over which the Group exercise significant influence but does not control.

Control, significant influence is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor that provides it the power and consequential ability to direct the investee's activities and significantly affect the Group's returns from its investment. Such assessment requires the exercise of judgement and is disclosed by way of a note to the Financial Statements. The Group is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investee.

The assets, liabilities, income and expenses of subsidiaries are aggregated and consolidated, line by line, from the date control is acquired by any Group entity to the date it ceases. Profit or loss and each component of other comprehensive income are

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

attributed to the Group as owners and to the non-controlling interests. The Group presents the non-controlling interests in the Balance Sheet within equity, separately from the equity of the Group as owners. The excess of the Group's investment in a subsidiary over its share in the net worth of such subsidiary on the date control is acquired is treated as goodwill while a deficit is considered as a capital reserve in the CFS. On disposal of the subsidiary, attributable amount on goodwill is included in the determination of the profit or loss and recognised in the Statement of Profit and Loss. Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or a group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

An investment in an associate is initially recognized at cost on the date of the investment, and inclusive of any goodwill/ capital reserve embedded in the cost, in the Balance Sheet. The proportionate share of the Group in the net profits / losses as also in the other comprehensive income is recognised in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as 'equity method'). All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

### 2.4 Property, plant and equipment (PPE), depreciation and amortization

#### a) Transition to Ind AS

The Group has elected to continue with carrying value of all Property, plant and equipment under the previous GAAP as deemed cost as at the transition date i.e. April 1, 2016.

Under the previous GAAP, Property, plant and equipment were stated at their original cost (net of accumulated depreciation and impairment).

#### b) All Property, plant and equipment are stated at cost of acquisition with subsequent improvements thereto. Cost of acquisition includes taxes, duties, inward freight and installation expenses.

Expenditure incurred on improvements/ modifications of fixed assets that increases the future benefits from the existing asset beyond its previously assessed standard of performance, e.g., increase in capacity / efficiency, are capitalized.

#### c) Depreciation is provided on written down value method as per Schedule II of the Companies Act, 2013 based on the useful life of the assets. In case of certain items of Plant and Equipments where useful life ranging from 10 to 30 years has been considered based on technical assessment, which is different from the useful life prescribed under Schedule II of the Companies Act, 2013. However assets costing ₹ 5,000/- or less are depreciated fully in the year of addition. Leasehold land is amortized over the period of lease.

Additions on account of improvements/ modifications, which becomes an integral part of the existing asset and either do not have separate identity and/or are not capable of being used after the existing asset is disposed off, are depreciated over the remaining useful life of the assets (improved /modified) they are attached with.

#### d) Intangible Assets

Intangible assets are stated at cost of acquisition less accumulated amortization. Computer software packages are amortized over a period of five year on straight line basis.

### 2.5 Financial instruments

Financial assets and financial liabilities are recognised in the Balance sheet when the Group becomes a party to the contractual provisions of the instrument. The Group determines the classification of its financial assets and financial liabilities at initial recognition based on its nature and characteristics.

#### (a) Financial assets

##### (i) Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. The financial assets include equity and debt securities, trade and other receivables, loans and advances, cash and bank balances and derivative financial instruments.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### (ii) Subsequent measurement

**For the purpose of subsequent measurement, financial assets are classified in the following categories:**

- At amortised cost,
- At fair value through other comprehensive income (FVTOCI), and
- At fair value through profit or loss (FVTPL).

#### **Debt instruments at amortised cost**

**A 'debt instrument' is measured at the amortised cost if both the following conditions are met:**

- The asset is held within a business model whose objective is to hold the asset for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR.

#### **Equity investments**

All equity investments in the scope of Ind AS 109 are measured at fair value except in case of investment in associate (consolidated as per equity method).

Equity instruments included within the FVTPL category, if any, are measured at fair value with all changes recognized in profit or loss. The Group may make an irrevocable election to present in OCI subsequent changes in the fair value. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

When the fair value has been determined based on level 3 inputs, the difference between the fair value at initial recognition and the transaction price is deferred and after initial recognition deferred difference is recognised as gain or loss to the extent it arises from change in input to valuation technique.

If the Group decides to classify an equity instrument at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in OCI. There is no recycling of the amounts from OCI to profit or loss, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

### (iii) De-recognition

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

## (b) Financial liabilities

### (i) Initial recognition and measurement

All financial liabilities are recognised initially at fair value and, in the case of financial liabilities classified at amortised cost, net of directly attributable transaction costs.

The financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, derivative financial instruments, etc.

### (ii) Subsequent measurement

**For the purpose of subsequent measurement, Financial liabilities are classified in two categories:**

- Financial liabilities at amortised cost, and
- Derivative instruments at fair value through profit or loss (FVTPL).

#### **Financial liabilities at amortised cost**

After initial recognition, financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

### (iii) De-recognition

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

### (c) Derivative financial instruments

#### Initial recognition and subsequent measurement

A derivative financial instrument, such as forward currency contracts and interest rate swaps are used to hedge foreign currency risks and interest rate risks respectively and includes options. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

When the fair value has been determined based on level 3 inputs, the difference between the fair value at initial recognition and the transaction price is deferred and after initial recognition deferred difference is recognised as gain or loss to the extent it arises from change in input to valuation technique.

### (d) Offsetting of financial instruments

Financial assets and financial liabilities including derivative instruments are offset and the net amount is reported in the Balance sheet, if there is currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

### (e) Fair value measurement

Fair value is a market-based measurement, not an entity-specific measurement. Under Ind AS, fair valuation of financial instruments is guided by Ind AS 113 "Fair Value Measurement".

For some assets and liabilities, observable market transactions or market information might be available. For other assets and liabilities, observable market transactions and market information might not be available. However, the objective of a fair value measurement in both cases is the same to estimate the price at which an orderly transaction to sell the asset or to transfer the liability would take place between market participants at the measurement date under current market conditions (i.e. an exit price at the measurement date from the perspective of a market participant that holds the asset or owes the liability).

Three widely used valuation techniques specified in the said Ind AS are the market approach, the cost approach and the income approach which have been dealt with separately in the said Ind AS.

Each of the valuation techniques stated as above proceeds on different fundamental assumptions, which have greater or lesser relevance, and at times there is no relevance of a particular methodology to a given situation. Thus, the methods to be adopted for a particular purpose must be judiciously chosen. The application of any particular method of valuation depends on the Group being evaluated, the nature of industry in which it operates, the Group's intrinsic strengths and the purpose for which the valuation is made.

In determining the fair value of financial instruments, the Group uses a variety of methods and assumptions that are based on market conditions and risks existing at each balance sheet date.

**The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:**

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

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

**Level 3:** Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

### (f) Share capital

An equity instrument is a contract that evidences residual interest in the assets of the Group after deducting all of its liabilities. Incremental costs directly attributable to the issuance of new equity shares are recognized as a deduction from equity, net of any tax effects.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 2.6 Inventories

- a) Inventories are valued at lower of the cost and net realizable value. The cost in respect of raw materials and stores and spares is determined on FIFO basis and in respect of finished goods and stock in process is determined on average basis. Cost of raw materials and stores and spares include the taxes and duties other than those recoverable from taxing authorities and expenses incidental to the procurement of the same. Cost in case of stock-in-process and finished goods represent prime cost and appropriate portion of overheads.
- b) Custom duty on bonded materials and excise duty on finished goods at factory are accounted for and included in cost of inventory.

### 2.7 Impairments of Assets

#### (a) Non- financial assets

Property, plant and equipment and intangible assets are reviewed at each Balance Sheet date for impairment. In case events and circumstances indicate any impairment, recoverable amounts of fixed assets is determined. An impairment loss is recognized, whenever the carrying amount of assets belonging to the Cash Generating Unit (CGU) exceeds recoverable amount. The recoverable amount is the greater of assets net selling price or its value in use. In assessing the value in use, the estimated future cash flows from the use of assets are discounted to their present value as appropriate. An impairment loss is reversed if there has been change in the recoverable amount and such loss either no longer exists or has decreased. Impairment loss/reversal thereof is adjusted to the carrying value of the respective assets, which in case of CGU, are allocated to its assets on a prorate basis.

#### (b) Financial assets

The Group recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss.

ECL impairment loss allowance is measured at an amount equal to lifetime ECL.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income or expense in the Statement of Profit and Loss. This amount is reflected under the head "Other expenses" in the profit or loss. ECL is presented as an allowance, i.e. as an integral part of the measurement of those assets in the Balance sheet. The allowance reduces the net carrying amount.

Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

### 2.8 Foreign Currency Transaction

Transactions in Foreign Currencies are accounted for at the exchange rate prevailing as on the date of the transaction. Foreign Currency monetary assets and liabilities at the year end are translated using closing rates whereas non monetary assets are translated at the rate on the date of transaction. The loss or gain thereon and also on the exchange differences on settlement of the foreign currency transaction during the year are recognized as revenue or expenses in the Statement of Profit and Loss.

### 2.9 Revenue Recognition

Revenue is recognized to the extent it is probable that economic benefits would flow to the Company and the revenue can be reliably measured, regardless of when the revenue proceeds is received from customers.

Revenue is measured at fair value of the consideration received/receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

With effect from 1st April, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts there were not completed as of 1st April, 2018. Accordingly, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS 115 was insignificant.

Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control over a product or service to customers in accordance with Ind AS 115.

The Company recognizes revenue to depict the transfer of promised goods or services to customers in amounts that reflect the payment to which the Company expects to be entitled in exchange for those goods or services by applying the following steps:

Step -1- Identify the contract with a customer;

Step -2- Identify the performance obligations in the contract;

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

Step -3- Determine the transaction price;

Step -4- Allocate the transaction price to the performance obligations in the contract;

Step -5- Recognize the revenue when (or as) the Company satisfies a performance obligation.

The specific recognition criteria for revenue recognition are as follows:

### Revenue from Operations:

a) Sale of goods

Revenue from sale of goods is recognized at the point of dispatch to the customers. Gross sales include excise duty, Goods and Service Tax (GST) and rebate, discounts, claims, returns, central sales tax (CST) / value added tax (VAT) etc., are excluded there from.

b) Sale of Electricity

Sale of Electricity is accounted for on delivery of Electricity to grid in terms of agreement with the Electricity Board.

c) Interest income

For all debt instruments measured at amortized cost, interest income is recognized using the effective interest rate (EIR). Interest income is included in "Other income" in the Statement of Profit and Loss.

d) Insurance and other claims are accounted for as and when admitted or realized.

e) Dividend is recognized when the right to receive is established.

f) All other income are accounted for on accrual basis.

### 2.10 Expenses

All expenses are accounted for on accrual basis.

Expenses under primary heads such as salary, wages, consumption of stores etc., are being shown under respective heads and have not been functionally reclassified.

### 2.11 Employee Benefits

Short term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

The Group has Defined Contribution Plan for its employees retirement benefits comprising of Provident Fund and Pension Fund. The Group makes regular contribution to Provident Fund, which are fully funded and administered by the Government. Contributions are recognized in Statement of Profit and Loss on accrual basis.

The Group has Defined Benefit Plan comprising of Gratuity and Leave Encashment schemes. The Group contributes to the Gratuity Fund under the Group Gratuity Cash Accumulation Scheme with Life Insurance Corporation (LIC) for future payment of gratuity liability to its employees. Consequent to the adoption of Indian Accounting Standard 19 (Ind AS 19) on "Employee Benefits", the liability for the Gratuity and Leave Encashment as at the year end has been determined on the basis of an independent actuarial valuation in accordance with the method stated in Ind AS 19 Revised and such liability has been adjusted/ provided in these financial statements.

The actuarial gain and losses comprise experience judgment and are recognized in the Statement of Profit and Loss in the year in which they arise.

### 2.12 Grants

Government Grants are recognized at fair value when there is reasonable assurance that the grant would be received and the Group would comply with all the conditions attached with them.

### 2.13 Borrowing Cost

Borrowing Cost incurred in relation to acquisition or construction of property, plant and equipment are allocated to the property, plant and equipment. Other borrowing costs are recognized as finance cost in the year in which they are incurred.

### 2.14 Taxes

Income tax expense comprises current tax and deferred tax and is recognized in the Statement of Profit and Loss except to the extent it relates to items directly recognized in Equity or in OCI.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### a) Current income tax

Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities using the tax rates and tax laws that are enacted or substantively enacted by the balance sheet date and applicable for the period.

Current tax items in correlation to the underlying transaction relating to OCI and Equity are recognized in OCI and in Equity respectively.

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 on the basis of amounts expected to be paid to the tax authorities.

The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

### b) Deferred income tax

Deferred income tax is recognized using the balance sheet approach. Deferred income tax assets and liabilities are recognized for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount in financial statements, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profits or loss at the time of the transaction.

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

The carrying amount of deferred tax assets is reviewed at each balance sheet 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 assets to be utilised.

Unrecognised deferred tax assets are re-assessed at each balance sheet date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax assets include Minimum Alternate Tax (MAT) paid in accordance with the tax laws to the extent it is likely to give future economic benefits in the form of availability to set off against future income tax liability. Accordingly, MAT is recognised as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realised.

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

### 2.15 Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Assets are neither recognized nor disclosed in the financial statement. Contingent Liabilities, if material, are disclosed by way of notes.

### 2.16 Earnings per share

- (a) Basic earnings per share are computed by dividing the net profit/(loss) after tax by the weighted average number of equity shares outstanding during the year.
- (b) Diluted earnings per share are computed by dividing the net profit/(loss) after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are determined as at the end of each period presented. Dilutive potential equity shares are determined independently for each period presented.

### 2.17 Operating Segment

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker (CODM).



## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Managing Director who makes strategic decisions.

The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparing and presenting the Financial Statements of the Group as a whole. In addition, the following specific accounting policies have been followed for segment reporting:

- a) Segment revenue includes sales and other income directly identifiable with/allocable to the segment including inter segment transfers.

Inter segment transfers are accounted for based on the transaction price agreed to between the segments which is at cost in case of transfer of Group's intermediate and final products and estimated realisable value in case of by-products.

- b) Revenue, expenses, assets and liabilities are identified to segments on the basis of their relationship to the operating activities of the segment. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on direct and/or on a reasonable basis, have been disclosed as "Unallocable".

### 2.18 Cash and cash equivalents

Cash and cash equivalents in the Balance sheet comprise cash on hand, cheques on hand, balance with banks on current accounts and short term, highly liquid investments with an original maturity of three months or less and which carry insignificant risk of changes in value.

For the purpose of the Cash Flow Statement, Cash and cash equivalents consist of Cash and cash equivalents, as defined above and net of outstanding book overdrafts as they are considered an integral part of the Group's cash management.

### 2.19 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit/loss before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing flows. The cash flows from operating, investing and financing activities of the Group are segregated.

## 3. Use of estimates and judgement

The preparation of financial statements in conformity with Ind AS requires that management of the Group makes estimates and assumptions that affect the reported amounts of income and expenses of the period, the reported balances of assets and liabilities and the disclosures relating to contingent liabilities as of the date of the financial statements.

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 adjustments to the carrying amounts of assets and liabilities within the next financial year are described below. The Group has 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 beyond control of the management.

### 1. Control:

The Group assessed whether or not it has control on its investees based on whether, as an investor, it has the power/ rights and consequently the practical ability to direct the relevant activities of its investees unilaterally. In making this judgement, the Group considered the absolute size of its holding, the relative size of and dispersion of other shareholders, and whether any contractual arrangements exist between the Company (and its subsidiaries) and other shareholders of the investees. Based on this, and in accordance with its Accounting Policy, the Group has determined that the entities listed in the notes to the financial statements are the only entities over which Group has control.

### 2. Significant influence:

The Group assessed whether or not it has significant influence on its investees based on its practical ability to participate in the financial and operating policy decisions of the investee, though it is not in control or in joint control of these policies. Based on such assessment, the Group determined that the entities listed in the notes to the financial statements are the only entities over which the Group has significant influence, and accordingly associates.

### 3. Defined Benefit Plan:

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuations involves making various assumptions that may differ from actual developments in future. These include the determination of the discount rate, future salary increases, mortality

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

rates and attrition rate. Due to the complexities involved in the valuation and its long term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### 4. Recent Accounting Pronouncements :

#### a) New and amended standards adopted by the Company

The Company has applied the following standards and amendments for the first time for the year ended 31st March, 2019:

- Ind AS 115 – Revenue from Contracts with Customers.
- Appendix B, foreign currency transactions and advance consideration to Ind AS 21 – The Effects of Changes in Foreign Exchange Rates.
- Amendment to Ind AS 12 – Income Taxes.

The application of Ind AS 115 and other amendments listed above did not have any impact on the amounts recognized in prior periods as well as current period and are not expected to significantly affect the future periods.

#### b) Standards Issued but not yet Effective:

##### i) Ind AS 116

Ind AS 116 is effective for period beginning on or after 1st April, 2019. It will replace previous lease standard Ind AS 17.

Ind AS 116 sets out the principles for recognition, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to accounting for finance leases under Ind AS 17.

Ind AS 116 requires lessees to recognize a 'right-of-use asset' and a 'lease liability' for almost all leasing arrangements. Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. The lessor still has to classify leases as either finance or operating.

The Company is evaluating the impact of the standard and amendment on the financial position and results of operation.

##### ii) Appendix C, Uncertainty over Income Tax Treatments to Ind AS 12

Appendix C has been added to Ind AS 12 which seeks to bring clarity to the accounting for uncertainties on income tax treatment that are yet to be accepted by tax authorities and to reflect in the measurement of current and deferred taxes.

The Company is evaluating the impact of the standard and amendment on the financial position and results of operation.

##### iii) Prepayment Features with Negative Compensation, Amendments to Ind AS 109

The amendments relate to the existing requirements in Ind AS 109 regarding termination rights in order to allow measurement at amortized cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. The Company does not expect this amendment to have any impact on its financial statements.

##### iv) Plan Amendment, Curtailment or Settlement- Amendments to Ind AS 19

On 30th March, 2019, Ministry of Corporate Affairs issued amendments to Ind AS 19, 'Employee Benefits', in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- to recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling

Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 3. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

(₹ in lakh)

Particulars	Freehold land	Leashold land	Buildings	Plant and Equipment	Wind Mill	Electrical Installation	Office equipment	Furniture and Fixtures	Vehicles	Total	Capital Work-in-progress
<b>Gross Block</b>											
Gross Carrying Amount as at April 1, 2018	8.50	0.45	399.73	1,318.90	465.66	18.69	12.95	13.92	52.58	2,291.38	119.70
Additions during the year	–	–	–	–	–	–	10.33	0.36	8.49	19.18	–
Adjustments/ deductions during the year	–	–	–	–	–	–	1.37	–	38.34	39.71	–
<b>Gross Carrying Amount as at March 31, 2019</b>	<b>8.50</b>	<b>0.45</b>	<b>399.73</b>	<b>1,318.90</b>	<b>465.66</b>	<b>18.69</b>	<b>21.91</b>	<b>14.28</b>	<b>22.73</b>	<b>2,270.85</b>	<b>119.70</b>
Accumulated depreciation as at April 1, 2018	0.31	0.02	73.03	332.94	75.35	8.89	5.36	6.12	17.94	519.96	–
Depreciation for the year	0.15	0.01	31.02	127.47	32.35	2.50	3.90	1.61	6.02	205.03	–
Adjustments/ deductions during the year	–	–	–	–	–	–	–	–	15.32	15.32	–
<b>Accumulated depreciation as at March 31, 2019</b>	<b>0.46</b>	<b>0.03</b>	<b>104.05</b>	<b>460.41</b>	<b>107.70</b>	<b>11.39</b>	<b>9.26</b>	<b>7.73</b>	<b>8.64</b>	<b>709.67</b>	<b>–</b>
<b>Net Carrying Amount as at March 31, 2019</b>	<b>8.04</b>	<b>0.42</b>	<b>295.68</b>	<b>858.49</b>	<b>357.96</b>	<b>7.30</b>	<b>12.65</b>	<b>6.55</b>	<b>14.09</b>	<b>1,561.18</b>	<b>119.70</b>
<b>Gross Block</b>											
Gross Carrying Amount as at April 1, 2017	8.50	0.45	399.73	1,273.36	465.66	18.69	12.28	13.32	52.58	2,244.57	120.94
Additions during the year	–	–	–	45.53	–	–	1.05	0.60	–	47.18	–
Adjustments/ deductions during the year	–	–	–	–	–	–	0.38	–	–	0.38	1.24
<b>Gross Carrying Amount as at March 31, 2018</b>	<b>8.50</b>	<b>0.45</b>	<b>399.73</b>	<b>1,318.90</b>	<b>465.66</b>	<b>18.69</b>	<b>12.95</b>	<b>13.92</b>	<b>52.58</b>	<b>2,291.37</b>	<b>119.70</b>
Accumulated depreciation as at April 1, 2017	0.17	0.01	38.51	177.05	39.58	5.20	3.85	3.85	10.25	278.47	–
Depreciation for the year	0.14	0.01	34.52	155.89	35.77	3.69	2.56	2.25	11.39	246.22	–
Adjustments/ deductions during the year	–	–	–	–	–	–	0.35	–	–	0.35	–
<b>Accumulated depreciation as at March 31, 2018</b>	<b>0.31</b>	<b>0.02</b>	<b>73.03</b>	<b>332.94</b>	<b>75.35</b>	<b>8.89</b>	<b>6.06</b>	<b>6.10</b>	<b>21.64</b>	<b>524.34</b>	<b>–</b>
<b>Net Carrying Amount as at March 31, 2018</b>	<b>8.19</b>	<b>0.43</b>	<b>326.70</b>	<b>985.95</b>	<b>390.31</b>	<b>9.80</b>	<b>6.89</b>	<b>7.82</b>	<b>30.94</b>	<b>1,767.03</b>	<b>119.70</b>

\*Refer Note 16 nature of securities of borrowings for the charge created on the aforesaid property, plant and equipments.

### 4. INTANGIBLE ASSETS

Particulars	Computer Software
<b>Gross Block</b>	
Gross Carrying Amount as at April 1, 2018	16.79
Additions during the year	–
Adjustments/ deductions during the year	–
<b>Gross Carrying Amount as at March 31, 2019</b>	<b>16.79</b>
Accumulated depreciation/amortisation as at April 1, 2018	10.04
Depreciation/amortisation for the year	5.00
Adjustments/ deductions during the year	–
<b>Accumulated depreciation as at March 31, 2019</b>	<b>15.04</b>
<b>Net Carrying Amount as at March 31, 2019</b>	<b>1.75</b>
<b>Gross Block</b>	
Gross Carrying Amount as at April 1, 2017	14.05
Additions during the year	2.74
Adjustments/ deductions during the year	–
<b>Gross Carrying Amount as at March 31, 2018</b>	<b>16.79</b>
Accumulated depreciation/amortisation as at April 1, 2017	4.93
Depreciation/amortisation for the year	5.11
Adjustments/ deductions during the year	–
<b>Accumulated depreciation as at March 31, 2018</b>	<b>10.04</b>
<b>Net Carrying Amount as at March 31, 2018</b>	<b>6.75</b>



## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 5. INVESTMENTS

(₹ in lakh)

Particulars	Face Value (₹)	As at March 31, 2019		As at March 31, 2018	
		No. of Shares	Value	No. of Shares	Value
<b>(i) Equity Instruments</b>					
Fully paid up :					
Associate (At cost)					
Unquoted					
Pure Coke Limited					
Cost of acquisition	10	70,84,860	422.03	70,84,860	693.04
Add: Share of profit / (loss) of associates		–	–	–	(166.92)
		<b>70,84,860</b>	<b>422.03</b>	<b>70,84,860</b>	<b>526.12</b>
Others (at fair value through other comprehensive income)					
Quoted :					
Dunlop India Limited	10	25	0.00	25	0.00
Radaan Media Works (I) Limited	2	63,190	1.80	63,190	1.30
Tide Water Oil (India) Limited	5	445	22.81	445	27.22
Elpro International Limited	1	2,34,55,160	10,871.47	2,01,89,160	8,802.47
R.C.A.Limited*	5	–	–	27,096	1.35
		<b>2,35,18,820</b>	<b>10,896.08</b>	<b>2,02,79,916</b>	<b>8,832.34</b>
Unquoted					
I G E (India) Private Limited	1	29,750	128.50	29,750	142.52
Dabri Properties and Trading Company Limited	10	60	0.02	60	0.02
R.C.A Limited*		27,096	29.19	–	–
		<b>56,906</b>	<b>157.71</b>	<b>29,810</b>	<b>142.54</b>
<b>ii) Preference shares :</b>					
Fully paid up :					
Value at amortised cost					
Quoted					
12% Non-convertible preference shares					
Elpro International Limited^	10	15,00,000	5,314.68	15,00,000	4,831.53
3% Non-cumulative optionally convertible preference shares					
Leaf Fashions Private Limited	10	4,50,000	50.00	–	–
6% Non-cumulative optionally convertible preference shares					
Oasis Fashion World Private Limited	10	8,00,000	80.00	–	–
Ring Investrade Private Limited	10	12,50,000	125.00	–	–
		<b>40,00,000</b>	<b>5,569.68</b>	<b>15,00,000</b>	<b>4,831.53</b>
			<b>17,045.50</b>		<b>14,332.53</b>
Aggregate amount of Quoted Investments			<b>10,896.08</b>		8,832.34
Aggregate market value of Quoted Investments			<b>10,896.08</b>		8,832.34
Aggregate amount of Unquoted Investments			<b>5,727.39</b>		4,974.07

**Note:** \* Share of R.C.A. Limited have become unlisted from Stock Exchange during the year.

^ These preference shares will have the maximum term of 15 years from the date of allotment. However, these shares can be redeemed earlier at the option of the Company. The dividend on these preference shares will be cumulative and will be receivable at the rate of 12% p.a.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

(₹ in lakh)

### 6. LOANS

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(ii) Non-current</b>		
Security deposit	33.58	31.16
	<b>33.58</b>	<b>31.16</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(ii) Current</b>		
<b>Unsecured, considered good</b>		
Loans and advances		
Related parties (Refer Note No. 33(9))	740.35	614.70
Other body corporates	536.18	485.47
Security deposits	89.84	105.12
Others	–	20.73
	<b>1,366.37</b>	<b>1,226.02</b>
<b>Unsecured, considered doubtful</b>		
Deposits to body corporate	52.45	14.70
Less: Provision for expected credit losses	(52.45)	(14.70)
	–	–
	<b>1,366.37</b>	<b>1,226.02</b>

### 7. OTHER FINANCIAL ASSETS (Unsecured, considered good)

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(i) Non-current</b>		
Fixed deposit with banks (Bank deposits with more than 12 months maturity)	435.56	356.88
Others	99.67	83.59
	<b>535.23</b>	<b>440.47</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(ii) Current</b>		
<b>Interest Accrued and not due on</b>		
Fixed deposits with banks	17.59	31.75
Others	2.40	–
<b>Others</b>		
Insurance Claim Receivable	–	66.37
CMPDI Fees	9.02	3.59
Receivable on account of Derivative Contract	32.84	9.46
Others	27.00	–

**Notes Forming Part of the Consolidated Financial Statements** as at March 31, 2019

(₹ in lakh)

	<b>88.85</b>	<b>111.17</b>
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**8. NON-CURRENT TAX ASSETS (NET)**

Particulars	As at March 31, 2019	As at March 31, 2018
Tax deducted at source and Advance tax	2,364.78	2,449.77
Less: Provision for taxation	(2,220.84)	(2,342.78)
	<b>143.94</b>	<b>106.99</b>
Advance fringe benefit tax	13.50	13.50
Less: Provision for taxation	(12.24)	(12.24)
	<b>1.26</b>	<b>1.26</b>
	<b>145.20</b>	<b>108.25</b>

**9. OTHER (Unsecured, considered good)**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(i) Non-current</b>		
Capital advances	1,310.00	–
Advances other than Capital advances		
With statutory authorities	0.25	0.25
	<b>1,310.25</b>	<b>0.25</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(ii) Current</b>		
Advances other than Capital advances		
Advances to suppliers and others	32.97	15.09
Cenvat, GST and other Taxes/ Duties	311.72	279.04
Others*	97.58	715.55
	<b>442.27</b>	<b>1,009.68</b>

\* Include Incentive receivable, etc.

**10. INVENTORIES (Valued at lower of cost and net realisable value)**

Particulars	As at March 31, 2019	As at March 31, 2018
Raw Materials	181.84	192.58
Raw Materials In Transit	69.88	11.65
Work-In-Process	293.70	497.65
Finished Goods	189.01	550.08
Finished Goods In Transit	293.01	2.34
Stock In Trade	62.60	32.55
Stores And Spares	23.99	15.73
Loose Tools	1.06	1.17
	<b>1,115.09</b>	<b>1,303.75</b>

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

(₹ in lakh)

### 11. TRADE AND OTHER RECEIVABLES

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good	547.88	135.29
Unsecured, considered doubtful	12.14	12.14
Less: Provision for expected credit losses	(12.14)	(12.14)
	547.88	135.29
Other receivables		
Unsecured, considered good	2,034.38	2,043.16
	<b>2,582.26</b>	<b>2,178.45</b>

### 12. CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Balance with scheduled banks :</b>		
In Current Accounts	62.76	214.71
Cash on hand	67.13	5.70
Others – Silver coins	0.49	–
	<b>130.38</b>	<b>220.41</b>

### 13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at March 31, 2019	As at March 31, 2018
Earmarked balances		
In Unpaid Dividend Account	3.70	4.24
Fixed deposits with banks		
Original maturity period more than 3 months up to 12 months	20.92	21.36
	<b>24.62</b>	<b>25.60</b>

**Notes Forming Part of the Consolidated Financial Statements** as at March 31, 2019

(₹ in lakh)

**14. EQUITY SHARE CAPITAL**

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares	Amount	No. of shares	Amount
<b>(a) Authorised</b>				
Equity shares of par value ₹ 1/- each	9,80,00,000	980.00	9,80,00,000	980.00
Preference shares of par value ₹ 100/- each	20,000	20.00	20,000	20.00
		<b>1,000.00</b>		<b>1,000.00</b>
<b>(b) Issued, subscribed and fully paid up</b>				
Equity shares of par value ₹ 1/- each	6,75,00,000	675.00	6,75,00,000	675.00
		<b>675.00</b>		<b>675.00</b>
<b>(c) Forfeited shares</b>				
Equity shares of par value ₹ 1/- each*	250	0.00	250	0.00
		<b>0.00</b>		<b>0.00</b>

\* Nil due to rounding off figures.

**(d) Reconciliation of number and amount of equity shares outstanding:**

Particulars	As at March 31, 2019		As at March 31, 2018	
	No. of shares held	Amount	No. of shares held	Amount
At the beginning of the year	6,75,00,000	675.00	6,75,00,000	675.00
At the end of the year	6,75,00,000	675.00	6,75,00,000	675.00

- (e) Out of the above issued shares, the Company has only one class of equity shares having a par value of ₹ 1/- each. The dividend proposed by the Board of Directors is subject to the approval of shareholders in the ensuing Annual General Meeting. Each holder of equity shares is entitled to one vote per share. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amount in proportion of their shareholding.

**(f) Shareholders holding more than 5 % of the equity shares in the Company :**

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	No. of shares held	% of holding	No. of shares held	% of holding
Surbhit Dabriwala	88,24,859	13.07%	88,24,859	13.07%
Yamini Dabriwala	64,09,900	9.50%	64,09,900	9.50%
Elara India Opportunities Fund Limited	32,38,962	4.80%	50,15,997	7.43%
Cresta Fund Limited	50,00,000	7.41%	50,00,000	7.41%
Eriska Investment Fund Limited	16,89,368	2.50%	61,80,000	9.16%
Lotus Global Investments Limited	27,99,400	4.15%	42,99,400	6.37%
I G E (India) Private Limited	88,34,710	13.09%	54,62,534	8.09%



## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

(₹ in lakh)

### 15. OTHER EQUITY

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(a) Capital reserves</b>		
Balances as per last account	39.42	39.42
<b>(b) General reserve</b>		
Balance as per last account	5,504.58	5,504.58
Less : Transfer to retained earnings	—	—
Closing balance	5,504.58	5,504.58
<b>(c) Securities Premium</b>		
Balances as per last account	2,515.50	2,515.50
<b>(d) Retained earnings</b>		
Balance as per last account	(2,320.12)	(1,542.43)
Add: Net Profit/(Loss) for the year	(571.63)	(743.54)
Add: Other comprehensive income for the year	—	6.47
Less : Appropriations:		
Dividend	(33.75)	(33.75)
Tax on dividend	(6.94)	(6.87)
Closing balance	(2,932.44)	(2,320.12)
<b>(e) Other comprehensive income</b>		
Balance as per last account	8,540.58	5,207.27
Add : Other comprehensive income for the year	(40.06)	3,616.39
Foreign Currency Translation Reserve	366.15	(283.08)
Closing balance	8,866.67	8,540.58
<b>Other Equity (a+b+c+d+e)</b>	<b>13,993.73</b>	<b>14,279.96</b>

**Notes Forming Part of the Consolidated Financial Statements** as at March 31, 2019

(₹ in lakh)

**16. BORROWINGS**

Particulars	As at March 31, 2019	As at March 31, 2018
(i) <b>Non-current</b>		
Others		
<b>Unsecured</b>		
Sales tax deferment loan	—	0.25
	—	<b>0.25</b>

**(a) Nature of securities**

- (i) Vehicle finance loan from banks and others are secured by hypothecation of vehicles acquired against the said loan.

**(b) Terms of repayment**

Name of the banks/entities	Rate of interest (ROI)	Amount outstanding as at March 31, 2019		Amount outstanding as at March 31, 2018	
		Current	Non current	Current	Non current
Kotak Mahindra Prime Ltd.	11.71%	-	-	2.27	-
Sales tax deferment loan #	Interest free	0.25	-	2.85	0.25
<b>Total</b>		<b>0.25</b>	<b>-</b>	<b>5.12</b>	<b>0.25</b>

#Period of maturity w.r.t the balance sheet date as at March 31, 2019 - Sales tax deferment loan - 1 years.

Particulars	As at March 31, 2019	As at March 31, 2018
(ii) <b>Current</b>		
<b>Loans repayable on demand</b>		
<b>Secured</b>		
<b>From banks</b>		
Working capital facilities from bank	1,632.17	1,553.44
Others	-	229.63
<b>Unsecured</b>		
From other than banks	8,546.55	4,716.23
	<b>10,178.72</b>	<b>6,499.30</b>

**Nature of securities :**

Working Capital facility from Bank are secured by hypothecation of Company's entire stock, book debts and other current assets both present and future and also secured by first charge on fixed assets of the Company including land and building (both units at Aurangabad and Falta). This is further secured by personal guarantee by one of the directors of the Company.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

(₹ in lakh)

### 17. PROVISIONS

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(i) Non-current</b>		
Provision for employee benefits (Refer Note No. 33.6)		
Unavailed Leave	17.02	14.98
Provision for decommissioning of assets	8.50	7.66
	<b>25.52</b>	<b>22.64</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(ii) Current</b>		
Provision for employee benefits (Refer Note No. 33.6)		
Gratuity	59.74	60.59
Unavailed Leave	11.92	12.80
Other	1.84	—
	<b>73.50</b>	<b>73.39</b>

### 18. DEFERRED TAX LIABILITIES (NET)

As at March 31, 2019

Particulars	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
<b>Tax effect of items constituting deferred tax liabilities</b>				
Property, plant and equipment	138.60	20.65	—	159.25
Investment	230.16	186.14	53.80	470.11
	<b>368.76</b>	<b>206.79</b>	<b>53.80</b>	<b>629.36</b>
<b>Tax effect of items constituting deferred tax assets</b>				
Expenses allowable on payment basis	27.30	5.72	(2.03)	30.99
Unabsorbed depreciation	166.25	26.81	—	193.06
Provision for doubtful debt and deposit	8.29	14.28	—	22.57
MAT credit entitlement	14.90	—	—	14.90
	<b>216.74</b>	<b>46.81</b>	<b>(2.03)</b>	<b>261.52</b>
<b>Net deferred tax liability</b>	<b>152.02</b>	<b>159.98</b>	<b>55.83</b>	<b>367.84</b>



# Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

(₹ in lakh)

As at March 31, 2018

Particulars	Opening Balance	Recognized in profit or loss	Recognized in other comprehensive income	Closing Balance
<b>Tax effect of items constituting deferred tax liabilities</b>				
Property, plant and equipment	16.83	121.77	–	138.60
Investment	488.56	84.10	(342.50)	230.16
	<b>505.39</b>	<b>205.87</b>	<b>(342.50)</b>	<b>368.76</b>
<b>Tax effect of items constituting deferred tax assets</b>				
Expenses allowable on payment basis	33.28	(3.09)	(2.89)	27.30
Unabsorbed depreciation	114.31	51.94	–	166.25
Provision for doubtful debt and deposit	9.29	(1.00)	–	8.29
MAT credit entitlement	14.90	–	–	14.90
	<b>171.78</b>	<b>47.85</b>	<b>(2.89)</b>	<b>216.74</b>
<b>Net deferred tax liability</b>	<b>333.61</b>	<b>158.02</b>	<b>(339.61)</b>	<b>152.02</b>

## 19. OTHER LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(i) Non-current</b>		
Deferred gain on changes in value of financial liabilities	0.68	1.35
Others	14.71	–
	<b>15.39</b>	<b>1.35</b>

Particulars	As at March 31, 2019	As at March 31, 2018
<b>(ii) Current</b>		
Statutory dues	58.11	48.03
Others	0.26	–
	<b>58.37</b>	<b>48.03</b>

## 20. TRADE PAYABLES

Particulars	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of micro and small enterprises (Refer Note No. 33(3))	100.23	117.56
Total outstanding dues of creditors other than micro and small enterprises	1,101.90	1,094.74
	<b>1,202.13</b>	<b>1,212.30</b>

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

(₹ in lakh)

### 21. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at March 31, 2019	As at March 31, 2018
Current maturities of long term debt*		
Vehicle loan	–	2.27
Sales tax deferment loan	0.25	2.84
Interest accrued but not due on borrowings	–	1.00
Interest accrued and due on borrowings	–	7.58
Unpaid dividends^	3.70	4.24
Others	9.22	0.19
	<b>13.17</b>	<b>18.12</b>

\* Refer Note No. 16(i) for nature of securities and terms of repayment respectively.

^ There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2019

### 22. REVENUE FROM OPERATIONS

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>Sale of Products</b>		
PVC Fire Resistant Antistatic Solid Woven Coal Conveyor Belting	7,830.11	4,169.30
Trading Goods	315.21	817.97
Wind Energy	298.98	239.51
<b>Other operating revenue</b>		
Miscellaneous Sales	16.15	8.43
Sundry Balance Written Back	2.95	59.43
Duty Credit Scrip Received (IXU)	89.87	623.38
Duty Drawback	3.13	4.15
	<b>8,556.40</b>	<b>5,922.17</b>

### 23. OTHER INCOME

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest income on financial assets carried at amortised cost	730.61	607.97
Dividend income	19.43	19.59
Rent	0.30	0.30
Foreign exchange gain (Net)	58.82	60.96
Profit on sale of investment carried at FVTPL	11.41	–
Doubtful deposit written back	0.61	0.17
Other receipts	45.92	88.34
	<b>867.10</b>	<b>777.33</b>

**Notes Forming Part of the Consolidated Financial Statements** for the year ended March 31, 2019

(₹ in lakh)

**24. COST OF MATERIALS CONSUMED**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Polyester yarn	1,403.04	779.55
Spun yarn	52.65	21.67
Cotton yarn	332.41	198.07
Chemicals		
(i) PVC Resin	903.08	509.14
(ii) Phosphate Plasticizer	837.35	491.69
(iii) Others	682.68	431.00
Others	–	304.55
	<b>4,211.21</b>	<b>2,735.67</b>

**25. PURCHASE OF STOCK IN TRADE**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Ply and steel cord conveyor belting	801.83	501.55
Fittings and accessories	221.42	145.94
	<b>1,023.25</b>	<b>647.49</b>

**26. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>Opening Stock</b>		
Finished goods (including in transit)	552.42	754.45
Less : Excise duty	–	24.81
	<b>552.42</b>	<b>729.64</b>
Work-in-process	497.65	350.93
Stock in trade (including in transit )	32.55	76.30
	<b>1,082.62</b>	<b>1,156.87</b>
<b>Less : Closing stock</b>		
Finished goods (including in transit)	482.02	552.42
Work-in-process	293.70	497.65
Stock in trade (including in transit )	62.60	32.55
	<b>838.32</b>	<b>1,082.62</b>
	<b>244.30</b>	<b>74.25</b>

**27. EMPLOYEE BENEFITS EXPENSE**

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Salaries, wages and bonus	1,065.96	937.96
Contribution to provident and other funds	31.00	35.30
Staff welfare	58.11	48.74
	<b>1,155.07</b>	<b>1,022.00</b>

## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2019 (₹ in lakh)

### 28. FINANCE COSTS

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Interest		
On borrowings	984.05	623.05
Other borrowing costs	47.40	35.99
Applicable loss on foreign currency transaction and translation	3.26	5.35
	<b>1,034.71</b>	<b>664.39</b>

### 29. DEPRECIATION AND AMORTIZATION EXPENSE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation and amortization expense		
On property, plant and equipment	205.03	246.22
On other intangible assets	5.00	5.11
	<b>210.03</b>	<b>251.33</b>

### 30. OTHER EXPENSES

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Consumption of stores and spare parts	15.07	11.99
Power and Fuel	316.17	163.82
Rent	28.33	100.86
Repairs-Buildings	0.33	0.03
Repairs-Machinery	43.66	33.24
Repairs-Others	91.21	48.02
Insurance Charges	27.04	21.91
Rates And Taxes	6.93	11.72
Travelling And Conveyance	90.24	96.25
Directors Fees	5.10	6.21
Auditors Remuneration	15.28	6.26
Transport, Packing And Forwarding	792.24	319.52
Commission On Sales	77.43	13.84
Legal And Professional Fees	135.24	300.87
Subscription And Donation	1.58	0.55
Corporate Social Responsibility (Refer Note 33(4))	–	2.00
Loss on Sale of Property, Plant and Equipment	5.80	0.03
Provision for expected credit losses	38.25	–
Miscellaneous Expenses	259.68	263.31
	<b>1,949.58</b>	<b>1,400.43</b>



## Notes Forming Part of the Consolidated Financial Statements for the year ended March 31, 2019 (₹ in lakh)

### 31. TAX EXPENSE

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>A. Amount recognised in profit or loss</b>		
Current tax	7.00	–
Income Tax for earlier years	–	24.29
Total current tax	7.00	24.29
Deferred tax	159.98	158.02
<b>Total</b>	<b>166.98</b>	<b>182.31</b>
<b>B. Amount recognised in Other Comprehensive Income</b>		
Deferred tax		
On items that will not be reclassified to profit or loss		
Remeasurement gains/(losses) on defined benefit plans	2.03	2.89
Equity instruments through other comprehensive income	53.80	(342.50)
<b>Total</b>	<b>55.83</b>	<b>(339.61)</b>

### 32. OTHER COMPREHENSIVE INCOME

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>Items that will not be reclassified to profit or loss</b>		
Re-measurements of defined benefit plans	5.80	9.36
Gains/(Losses) on measuring Equity Instruments through Other comprehensive income	9.97	3,267.42
	<b>15.77</b>	<b>3,276.78</b>
Less: Income tax relating to items that will not be reclassified to profit or loss	55.83	(339.61)
	<b>(40.06)</b>	<b>3,616.39</b>



## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33. OTHER DISCLOSURES

#### 1. Contingent liabilities and commitments (to the extent not provided for) in respect of :

(₹ in lakh)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
<b>(i) Contingent liabilities</b>		
a) Claims against the Group not acknowledged as debt :		
Income Tax matter under Appeal	32.62	32.62
Service Tax matter under Appeal	24.09	24.09
b) Guarantees :		
Guarantees given by bank on behalf of the Group	451.59	862.70
<b>(ii) Capital commitment</b>		
Estimated amount of capital contracts remaining to be executed and not provided for	<b>7.43</b>	-

The Group's pending litigation comprises of claim against the Group and proceeding pending tax/statutory/Government authorities. The Group has reviewed all its pending litigations and proceedings and has made adequate provisions, and disclosed the contingent liabilities, where applicable, in its Financial Statements. The Group does not expects the outcome of these proceedings to have a material impact on its financial position. Future cash outflows in respect of [a (i), (ii) & (iii)] above are dependent upon the outcome of judgments / decisions.

- The Group has certain cancellable operating lease arrangements for office/ residential accomodation and for use of machineries with a lease period of one to five years which can be further extended after mutual consent and agreement. The lease agreement can be terminated after giving a notice as per the terms of the lease by either of the party. Expenditure incurred on account of operating lease rentals during the year and recognised in the Statement of Profit and Loss amounts to Rs. 12.57 lakh (Previous Year Rs. 10.57 lakh).
- Based on the information/documents available with the Company, detail as per the requirement of section 22 of the Micro, Small and Medium Enterprises Development Act, 2006 are as follows:

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
I.	The principal amount remaining unpaid to suppliers*	100.23	117.56
II.	The interest due thereon remaining unpaid to suppliers	2.00	0.58
III.	The amount of interest paid in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to supplier beyond the appointed day	-	-
IV.	The amount of interest due and payable for the period of delay in making payment ( which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006	-	-

#### 4. Expenditure on Corporate Social Responsibility (CSR) activities :

Sl. No.	Particulars	As at March 31, 2019	As at March 31, 2018
(a)	Gross amount required to be spent by the Group during the year	-	1.81
(b)	Amount spent during the year in cash	-	2.00

**Notes Forming Part of the Consolidated Financial Statements** as at March 31, 2019

(₹ in lakh)

**5. Earning Per Share (EPS) :**

Sl. No.	Particulars	Year ended March 31, 2019	Year ended March 31, 2018
(a)	Profit / (Loss) attributable to Shareholders (₹ in lakh)	(571.63)	(743.54)
(b)	Weighted average number of Equity Shares	6,75,00,000	6,75,00,000
(c)	Nominal Value of Equity Share (₹)	1	1
(d)	Basic and Diluted EPS (₹)	(0.85)	(1.10)

**6. Employee Benefits:**

As per Indian Accounting Standard- 19 "Employee Benefits", the disclosures of Employee Benefits are as follows:

a) Contributions to Defined Contribution Plan recognized as expenses for the year are as under:

Particulars	2018-19	2017-18
Employer's Contribution to Provident Fund	6.15	6.13
Employer's Contribution to Pension Fund	7.47	7.88
Employer's Contribution to Employees State Insurance Scheme	2.37	1.98

b) The disclosure as per the Indian Accounting Standard 19 (AS-19) "Employee Benefits" are given below:

The Group operates post retirement benefit plans as following:

Funded: Gratuity.

Non Funded: Leave Encashment

**Disclosures for defined benefit plans based on actuarial reports as on March 31, 2019**

(₹ in lakh)

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>A. Expenses recognised in the Statement of Profit and Loss :</b>		
Current Service Cost	6.18	7.23
Past Service Cost	–	3.76
Net Interest on the net defined benefit liability/asset	4.33	4.18
Curtailment	–	–
Settlement	–	–
<b>Total Expenses recognized in the Statement of Profit and Loss*</b>	<b>10.51</b>	<b>15.17</b>
<b>B. Other comprehensive Income:</b>		
Actuarial (Gain)/Loss arising from :		
- Change in demographic assumptions	(0.05)	–
- Change in financial assumptions	(0.52)	(3.34)
- Change in experience assumptions	(4.86)	(4.85)
(Return)/Loss on plan assets excluding amount included in Interest Income	(0.37)	(1.18)
<b>Components of defined costs recognised in Other Comprehensive Income</b>	<b>(5.80)</b>	<b>(9.37)</b>
<b>C. Change in the Fair Value of Assets:</b>		
Fair Value of Plan Assets at the beginning of the year	175.30	183.50
Interest Income	12.44	11.93
Contributions by the Employer	5.69	11.70
Mortality Charges and Taxes	(0.14)	(0.13)
Benefits paid	(24.58)	(32.88)
Return on plan assets, excluding amount recognised in interest Income - Gains/ (Loss)	0.37	1.18
<b>Fair Value of Plan Assets at the end of the year</b>	<b>169.08</b>	<b>175.30</b>

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33. OTHER DISCLOSURES (Contd.)

#### 6 Employee Benefits (Contd.)

(₹ in lakh)

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>D. Change in Defined Benefit Obligations :</b>		
Present Value of Defined Benefit Obligations as at the beginning of the year	235.89	249.85
Current Service Cost	6.18	7.23
Past Service Cost	—	3.76
Interest Cost	16.77	16.11
Benefits Paid	(24.58)	(32.88)
Remeasurements on obligation - (Gains)/ Loss	(5.44)	(8.18)
<b>Present Value of Defined Benefit Obligations as at the end of the year</b>	<b>228.82</b>	<b>235.89</b>
<b>E. Net Asset / (Liability) recognised in the Balance Sheet as at the year end:</b>		
Present Value of Defined Benefit Obligations	228.82	235.89
Fair Value of Plan Assets	169.08	175.30
<b>Liability /(Assets) recognized in the Balance Sheet</b>	<b>59.74</b>	<b>60.59</b>
<b>F. Principal Actuarial Assumptions used :</b>		
Discounted Rate (per annum) Compound	7.60%	7.50%
Expected Rate of return on Plan Assets	7.50%	6.90%
Rate of Salary increase (per annum)	7.00%	7.00%
Retirement Age ( Year )	60	60
Mortality Rate	IALM (2006-08) Ultimate	IALM (2006-08) Ultimate
<b>G. Major category of Plan assets as a % of the Total Plan Assets as at the year end :</b>		
Government of India Securities	0.00%	0.00%
High quality corporate bonds	0.00%	0.00%
Equity shares of listed Companies	0.00%	0.00%
Property	0.00%	0.00%
Special deposit scheme	0.00%	0.00%
Funds managed by the insurer	100.00%	100.00%
Others	0.00%	0.00%
<b>H. Maturity analysis of the Benefit Payments :</b>		
Year 1	144.39	151.09
Year 2	11.38	14.74
Year 3	27.25	12.36
Year 4	11.16	26.30
Year 5	24.85	11.91
Next 5 Years	57.77	71.87

**Notes Forming Part of the Consolidated Financial Statements** as at March 31, 2019**33. OTHER DISCLOSURES (Contd.)****6 Employee Benefits (Contd.)**

(₹ in lakh)

Particulars	Gratuity (Funded)	
	2018-19	2017-18
<b>I. Sensitivity analysis on Present value of Defined Benefit Obligations:</b>		
Discount rate + 100 basis point	223.88	230.75
Discount rate - 100 basis point	234.31	241.57
Salary increase rate + 100 basis point	233.33	240.49
Salary increase rate - 100 basis point	224.69	231.65
Withdrawal rate + 100 basis point	228.79	236.01
Withdrawal rate - 100 basis point	228.67	235.76
Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present value of obligation (PVO) and aids in understanding the uncertainty of reported amounts. Sensitivity analysis is done by varying one parameter at a time and studying its impact.		

**Disclosures for defined benefit plans based on actuarial reports as on March 31, 2019**

Particulars	Leave Encashment (Non Funded)	
	2018-19	2017-18
<b>A. Expenses recognized in the Statement of Profit and Loss :</b>		
Current Service Cost	2.60	3.54
Acquisition (Gain)/Loss	—	—
Past Service Cost	—	—
Net Interest (Income)/Expense	1.95	1.92
Curtailment	—	—
Settlement	—	—
Remeasurements Cost/ (credit) for the year	0.14	(3.51)
<b>Total Expenses recognized in the Statement of Profit and Loss *</b>	<b>4.69</b>	<b>1.95</b>
<b>B. Change in Defined Benefit Obligations :</b>		
Present Value of Defined Benefit Obligations as at the beginning of the year	27.78	29.82
Current Service Cost	2.60	3.54
Interest Cost	1.95	1.92
Benefits Paid	(3.53)	(3.99)
Actuarial (Gains)/ Losses	0.14	(3.51)
<b>Present Value of Defined Benefit Obligations as at the end of the year</b>	<b>28.94</b>	<b>27.78</b>
<b>C. Principal Actuarial Assumptions used :</b>		
Discounted Rate (per annum) Compound	7.60%	7.50%
Expected Rate of return on Plan Assets	NA	NA
Rate of Salary increase (per annum)	<b>7.00%</b>	<b>7.00%</b>

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33. OTHER DISCLOSURES (Contd.)

#### 6 Employee Benefits (Contd.)

(₹ in lakh)

Particulars	Leave Encashment (Non Funded)	
	2018-19	2017-18
<b>D. Maturity analysis of the Benefit Payments :</b>		
Year 1	11.92	12.80
Year 2	1.34	1.56
Year 3	3.02	0.93
Year 4	1.11	2.82
Year 5	3.30	1.19
Next 5 Years	12.52	12.25
<b>G. Sensitivity analysis on Present value of Defined Benefit Obligations: (Refer Note)</b>		
Discount rate + 100 basis point	27.70	26.66
Discount rate - 100 basis point	30.34	29.04
Salary increase rate + 100 basis point	30.15	28.86
Salary increase rate - 100 basis point	27.84	26.79

Sensitivity analysis indicates the influence of a reasonable change in certain significant assumptions on the outcome of the Present value of obligation (PVO) and aids in understanding the uncertainty of reported amounts. Sensitivity analysis is done by varying one parameter at a time and studying its impact.

\*Included in "Salaries, Wages and Bonus" and "Contribution to Provident Fund, Gratuity and Other Funds" under "Employee benefit expenses" on Note 27.

The expected return on Plan Assets is based on the actuarial expectation of the average long-term rate of return expected. The discount rate is based on the prevailing market yields on Government bonds as at the balance sheet date.

NA represents the figures are not available in actuarial reports.

#### 7 Segment Reporting disclosures as per Ind AS-108 "Operating Segments":

##### Operating Segments:

a) Conveyor Belting    b) Wind Energy    c) Trading Goods

##### Identification of Segments:

The chief operating decision maker monitor the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss and is measured consistently with profit or loss in the financial statements. Operating segments have been identified on the basis of the nature of products/services and have been identified as per the quantitative criteria specified in the Ind AS.

##### Segment Revenue and Results:

The expenses and incomes which are not attributable to any business segment are shown as unallocated expenditure (net of unallocated income).

##### Segment Assets and Liabilities:

Segment assets include all operating assets used by the operating segment and mainly consist of property, plant and equipments, trade and other receivables, cash and cash equivalents, bank balance other than cash and cash equivalents etc.

Segment liabilities primarily includes trade payables, borrowings and other liabilities.

Common assets and liabilities which cannot be allocated to any of the segments are shown as a part of unallocated Corporate assets/liabilities.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33 OTHER DISCLOSURES (Contd.)

#### 7 Segment Reporting disclosures as per Ind AS-108 "Operating Segments": (Contd.)

##### (a) Information about primary business segments :

Particulars	Conveyor Belting		Wind Energy		Trading Goods		Unallocated Corporate		Total Amount	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>Segment Revenue</b>										
Sale and Services to External customers	7,830.11	4,169.30	298.98	239.51	315.21	817.97	–	–	8,444.30	5,226.78
Other operating revenue	–	–	–	–	–	–	112.10	695.39	112.10	695.39
<b>Revenue from operations (Gross)</b>	<b>7,830.11</b>	<b>4,169.30</b>	<b>298.98</b>	<b>239.51</b>	<b>315.21</b>	<b>817.97</b>	<b>112.10</b>	<b>695.39</b>	<b>8,556.40</b>	<b>5,922.17</b>
Less : Excise Duty	–	298.25	–	–	–	–	–	–	–	298.25
<b>Net Turnover</b>	<b>7,830.11</b>	<b>3,871.05</b>	<b>298.98</b>	<b>239.51</b>	<b>315.21</b>	<b>817.97</b>	<b>112.10</b>	<b>695.39</b>	<b>8,556.40</b>	<b>5,623.92</b>
<b>Segment Results</b>	<b>(349.27)</b>	<b>(438.08)</b>	<b>171.39</b>	<b>101.06</b>	<b>116.42</b>	<b>84.09</b>	<b>–</b>	<b>–</b>	<b>(61.46)</b>	<b>(252.93)</b>
Unallocated Corporate Expenses	–	–	–	–	–	–	(39.09)	(84.96)	(39.09)	(84.96)
	(349.27)	(438.08)	171.39	101.06	116.42	84.09	(39.09)	(84.96)	(100.55)	(337.89)
Interest Expenses	–	–	–	–	–	–	(1,034.71)	(664.39)	(1,034.71)	(664.39)
Interest Income	–	–	–	–	–	–	730.61	607.97	730.61	607.97
Profit/(Loss) from investment	–	–	–	–	–	–	–	–	–	–
<b>Profit/(Loss) before Tax</b>	<b>(349.27)</b>	<b>(438.08)</b>	<b>171.39</b>	<b>101.06</b>	<b>116.42</b>	<b>84.09</b>	<b>(343.19)</b>	<b>(141.36)</b>	<b>(404.65)</b>	<b>(394.31)</b>
Income Tax	–	–	–	–	–	–	166.97	182.31	166.98	182.31
<b>Profit After Tax</b>	<b>(349.27)</b>	<b>(438.08)</b>	<b>171.39</b>	<b>101.06</b>	<b>116.42</b>	<b>84.09</b>	<b>(510.16)</b>	<b>(323.67)</b>	<b>(571.63)</b>	<b>(576.62)</b>

##### (b) Other information :

Particulars	Conveyor Belting		Wind Energy		Trading Goods		Unallocated Corporate		Total Amount	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
<b>Segment Assets</b>	<b>3,788.13</b>	<b>3,327.94</b>	<b>443.07</b>	<b>462.38</b>	<b>95.57</b>	<b>113.78</b>	<b>–</b>	<b>–</b>	<b>4,326.77</b>	<b>3,904.10</b>
Unallocated Corporate Assets	–	–	–	–	–	–	22,276.60	19,078.26	22,276.60	19,078.26
<b>Total Assets</b>	<b>3,788.13</b>	<b>3,327.94</b>	<b>443.07</b>	<b>462.38</b>	<b>95.57</b>	<b>113.78</b>	<b>22,276.60</b>	<b>19,078.26</b>	<b>26,603.37</b>	<b>22,982.36</b>
<b>Segment Liabilities</b>	<b>(1,401.48)</b>	<b>(1,545.88)</b>	<b>(13.73)</b>	<b>(16.99)</b>	<b>(9.41)</b>	<b>(60.29)</b>	<b>–</b>	<b>–</b>	<b>(1,424.62)</b>	<b>(1,623.15)</b>
Unallocated Corporate Liabilities	–	–	–	–	–	–	(10,510.02)	(6,252.23)	(10,510.02)	(6,252.23)
<b>Total Liabilities</b>	<b>(1,401.48)</b>	<b>(1,545.88)</b>	<b>(13.73)</b>	<b>(16.99)</b>	<b>(9.41)</b>	<b>(60.29)</b>	<b>(10,510.02)</b>	<b>(6,252.23)</b>	<b>(11,934.64)</b>	<b>(7,875.38)</b>

Note : (i) Conveyor Belting segment includes manufacturing and sale of PVC Conveyor Belting.  
(ii) Wind Energy Segment includes generation, supply and sale of Wind Power (Electricity).  
(iii) Unallocated / Corporate Segment includes Corporate, Administrative and Financing activity.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33 OTHER DISCLOSURES (Contd.)

#### 7 Segment Reporting disclosures as per Ind AS-108 "Operating Segments": (Contd.)

#### (c) Reconciliations of amounts reflected in the financial statements

##### (i) Reconciliation of assets

(₹ in lakh)

Particulars	As at March 31, 2019	As at March 31, 2018
Segment operating assets	26,603.37	22,982.36
<b>Total assets</b>	<b>26,603.37</b>	<b>22,982.36</b>

##### (ii) Reconciliation of liabilities

Particulars	As at March 31, 2019	As at March 31, 2018
Segment operating liabilities	11,934.64	7,875.38
<b>Total liabilities</b>	<b>11,934.64</b>	<b>7,875.38</b>

#### (d) Information about secondary business segments :

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Revenue by geographical market</b>		
<b>Sale of products</b>		
Domestic	3,968.82	2,475.91
Export	4,475.48	2,750.87
<b>Total</b>	<b>8,444.30</b>	<b>5,226.78</b>
<b>Assets</b>		
Trade receivables (net of provision for doubtful debt)		
Within India	1,213.66	992.52
Outside India	1,368.60	1,185.93
<b>Total</b>	<b>2,582.26</b>	<b>2,178.45</b>

**Notes Forming Part of the Consolidated Financial Statements** as at March 31, 2019**33 OTHER DISCLOSURES (Contd.)****8 Details of loan given, investments made, guarantee or security provided covered under section 186 (4) of the Companies Act, 2013 :**

All loans, investments, guarantees and securities as disclosed in respective notes are provided for business purposes.

**i) Details of Loans given:**

The particulars of loans given are as under:

(₹ in lakh)

Name of the Loanee	Loan given	Loan refunded	Amount of loan outstanding on 31.03.2019 (₹)	Purpose of loan taken by the loanee
Elpro Estates Ltd.	3,560.99 (755.00)	3,560.99 (755.00)	– (–)	General corporate purpose
Elpro International Ltd.	– (790.00)	7.90 (807.15)	– (7.90)	General corporate purpose
Pure Coke Ltd.	1,074.25 (464.19)	956.01 (651.13)	173.80 (43.01)	General corporate purpose
P C Chanda & Co Pvt. Ltd.	– (100.00)	350.00 (–)	– (350.00)	General corporate purpose
Espeea Promoters & Developers Pvt. Ltd.	– (50.00)	100.00 (50.00)	– (100.00)	General corporate purpose
Aurangabad Auto Engineering Pvt Ltd	185.00 (–)	– (–)	193.75 (–)	General corporate purpose
Meybuen Ventures Pvt Ltd	50.00 (–)	– (–)	52.13 (–)	General corporate purpose
Mudra Denim Pvt Ltd.	25.00 (–)	– (–)	26.18 (–)	General corporate purpose
Next Generation Mobiles	200.00 (–)	200.00 (–)	– (–)	General corporate purpose
Pahari Projects Pvt Ltd.	60.00 (–)	– (–)	62.73 (–)	General corporate purpose
Orissa Steel Trading Corporation	150.00 (–)	– (–)	160.46 (–)	General corporate purpose
Shree Shyam Coal Co Ltd	13.00 (–)	13.00 (–)	– (–)	General corporate purpose
<b>Total</b>	<b>5,318.25</b> <b>(2,159.19)</b>	<b>5,187.90</b> <b>(2,263.28)</b>	<b>669.05</b> <b>(500.91)</b>	

**Note:** Figures in bracket relating to previous year.

**(ii) Details of Investments made :**

The particulars of investments made are given under "Investment" under note no. 5.

**(iii) Details of guarantee given and security provided :**

The Company has not given any guarantee and has not provided any security during the year.



## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33 OTHER DISCLOSURES (Contd.)

#### 9 Related party disclosures :

##### (a) Name of the related parties and description of relationship :

###### (i) Associate :

Pure Coke Limited

###### (ii) Enterprises where key management personnel and their relatives have substantial interest and /or significant influence:

- R.C.A. Limited
- Elpro International Limited
- I G E (India) Private Limited
- Elpro Estates Limited
- Paradigm Finance Limited
- Dabri Properties & Trading Company Ltd.

###### (iii) Key Management Personnel (KMP):

Mr. R. K. Dabriwala – Managing Director

##### (b) Details of transaction made with related parties during the year :

(₹ in lakh)

Nature of transaction	R.C.A. Limited		Pure Coke Limited		Elpro International Limited		I.G.E. (India) Private Limited		Elpro Estates Limited		Paradigm Finance Limited		Dabri Properties & Trading Co. Limited		Key Management	
	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
Director Remuneration	-	-	-	-	-	-	-	-	-	-	-	-	-	-	97.88	97.88
<b>Interest on Loan</b>																
Received	-	-	13.94	46.32	1.09	8.78	21.56	13.91	33.58	-	-	-	25.61	15.03	-	-
Paid	9.83	-	-	6.10	-	-	-	-	-	14.45	11.17	2.83	-	-	-	-
Interest received on Preference Shares	-	-	-	-	483.15	439.23	-	-	-	-	-	-	-	-	-	-
Rent Received	0.30	0.30	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Sale of Investment in Shares	-	-	-	-	-	2.50	-	-	-	-	-	-	-	-	-	-
<b>Dividend Income</b>																
On Preferential Shares	-	-	-	-	18.00	18.00	-	-	-	-	-	-	-	-	-	-
On Equity Shares	0.27	0.27	-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>Inter Corporate Deposit :</b>																
Loan Given	-	-	1,074.25	464.19	-	790.00	-	262.05	3,560.99	755.00	-	-	-	271.00	-	-
Repayment of Loan	-	-	995.70	1,652.56	7.90	807.15	-	35.00	3,560.99	755.00	-	-	-	-	-	-
Loan Taken	2,100.00	-	49.00	779.87	-	-	-	-	2,231.01	2,650.00	50.00	50.00	-	-	-	-
Loan Repaid	80.00	-	49.00	777.87	-	-	-	-	2,244.01	2,650.00	14.00	-	-	-	-	-
Reimbursement of Expenses (Net)	-	-	-	-	-	-	2.28	1.51	-	-	-	-	-	-	-	-
<b>Balance Outstanding:</b>																
Loan Given	-	-	173.80	82.70	-	7.90	258.97	239.57	-	-	-	-	307.58	284.53	-	-
Loan Taken	2,020.00	-	-	-	-	-	-	-	-	13.00	86.00	50.00	-	-	-	-
Dividend Receivable	-	-	-	-	99.67	83.59	-	-	-	-	-	-	-	-	-	-
Investment in preference share	-	-	-	-	483.15	439.23	-	-	-	-	-	-	-	-	-	-
Reimbursement of Expenses	-	-	-	-	-	-	0.02	-	-	-	-	-	-	-	-	-

**Note :** (a) The transactions with related parties have been entered at amounts which are not materially different from those on normal commercial terms.

(b) No amount has been written back/written off during the year in respect of due to /from related parties.

(c) The amount due from related parties is good and hence no provision for doubtful debts in respect of dues from such related parties is required.



## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33 OTHER DISCLOSURES (Contd.)

#### 10 Financial instruments - Accounting, Classification and Fair Value measurements :

##### A. Financial instruments by category

(₹ in lakh)

Particulars	Refer Note No.	March 31, 2019			March 31, 2018		
		FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
<b>Financial Assets</b>							
Investments	5	–	11,053.79	5,569.68		8,974.88	4,831.53
Trade receivables	11	–	–	2,582.26	–	–	2,178.45
Cash and cash equivalents	12	–	–	130.38	–	–	220.41
Bank balances other than cash and cash equivalents	13	–	–	24.62	–	–	25.60
Loans	6	–	–	1,399.95	–	–	1,257.18
Other financial assets	7	–	–	624.08	–	–	551.64
<b>Total</b>		–	<b>11,053.79</b>	<b>10,330.98</b>	–	<b>8,974.88</b>	<b>9,064.81</b>
<b>Financial Liabilities</b>							
Borrowings	16	–	–	10,178.72	–	–	6,499.55
Trade payables	20	–	–	1,202.13	–	–	1,212.30
Other financial liabilities	21	–	–	13.17	–	–	18.12
<b>Total</b>		–	–	<b>11,394.02</b>	–	–	<b>7,729.97</b>

##### B. Fair value hierarchy

The fair value of the financial assets and financial liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

**The following methods and assumptions were used to estimate the fair values:**

Fair value of cash and cash equivalents, bank balances other than cash and cash equivalents, trade receivables, other financial assets, short term borrowings from banks and financial institutions, trade payables and other financial liabilities approximate their carrying amounts due to the short-term maturities of these instruments.

The Company uses the following fair value hierarchy for determining and disclosing the fair value of financial instruments:

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

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

**Level 3** : Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

**The following tables provide the fair value hierarchy of the Company's assets and liabilities measured at fair value on a recurring basis:**

##### (i) Financial assets and financial liabilities measured at fair value on a recurring basis :

Particulars	Level 1	Level 2	Level 3	Total
<b>As at March 31, 2019</b>				
<b>Financial Assets</b>				
At FVTOCI				
Investment in equity instruments	10,896.08	5,569.68	157.71	16,623.47
<b>Total Financial Assets</b>	<b>10,896.08</b>	<b>5,569.68</b>	<b>157.71</b>	<b>16,623.47</b>
<b>As at March 31, 2018</b>				
<b>Financial Assets</b>				
At FVTOCI				
Investment in equity instruments	8,832.34	4,831.53	142.54	13,806.41
<b>Total Financial Assets</b>	<b>8,832.34</b>	<b>4,831.53</b>	<b>142.54</b>	<b>13,806.41</b>

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33 OTHER DISCLOSURES (Contd.)

#### 10 Financial instruments - Accounting, Classification and Fair Value measurements : (Contd.)

##### (ii) Fair value of financial assets and liabilities measured at amortised cost

(₹ in lakh)

Name of the banks/entities	March 31, 2019		March 31, 2018	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial Assets</b>				
Investments	5,569.68	5,569.68	4,831.53	4,831.53
Trade receivables	2,582.26	2,582.26	2,178.45	2,178.45
Cash and cash equivalents	130.38	130.38	220.41	220.41
Bank balances other than cash and cash equivalents	24.62	24.62	25.60	25.60
Loans	1,399.95	1,399.95	1,257.18	1,257.18
Other financial assets	624.08	624.08	551.64	551.64
<b>Total</b>	<b>10,330.98</b>	<b>10,330.98</b>	<b>9,064.81</b>	<b>9,064.81</b>
<b>Financial Liabilities</b>				
Borrowings	10,178.72	10,178.72	6,499.55	6,499.55
Trade payables	1,202.13	1,202.13	1,212.30	1,212.30
Other financial liabilities	13.17	13.17	18.12	18.12
<b>Total</b>	<b>11,394.02</b>	<b>11,394.02</b>	<b>7,729.97</b>	<b>7,729.97</b>

#### 11 Financial risk management objectives and policies

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

The Group is exposed to credit risk, liquidity risk and market risk. The management oversees these risks and appropriate financial risk governance framework for the Group. The management provides assurance that the Group's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Group's policies and risk objectives. All derivative activities for risk management purposes are carried out by specialist team that have the appropriate skills, experience and supervision. It is the Group's policy that derivatives are used exclusively for hedging purposes and not for trading or speculative purposes.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below :

##### (a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other risks, such as regulatory risk and commodity price risk.

##### (i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

To manage this, the Group enters into derivative contracts as and when required, in which it agrees to exchange, at specified intervals, the difference between fixed and variable rate interest amounts calculated by reference to an agreed-upon notional principal amount.

## Notes Forming Part of the Consolidated Financial Statements as at March 31, 2019

### 33 OTHER DISCLOSURES (Contd.)

#### 11 Financial risk management objectives and policies (Contd.)

##### (ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's foreign currency denominated borrowings. This foreign currency risk is covered by using foreign exchange forward contracts.

##### Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will no material impact on Profit.

Unhedged Foreign Currency exposures are as follows :-

Nature	Currency	(₹ in lakh)	
		As at March 31, 2019	As at March 31, 2018
Amount receivable on account of sale of goods, loans and advances, interest, etc.	USD	12.77	12.41
	SGD	6.12	5.64
	CDN	6.16	6.02
	AUD	7.95	6.14
Amount payable on account of purchase of goods and services, loans and advances, interest, etc.	USD	5.12	2.51
	GBP	0.04	0.13
	CDN	0.69	1.36

##### (b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss.

The impairment for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each balance sheet date.

Financial assets are written off when there is no reasonable expectation of recovery, however, the Group continues to attempt to recover the receivables. Where recoveries are made, these are recognised in the Statement of Profit and Loss.

##### (i) Trade receivables

Customer credit risk is managed based on Group's established policy, procedures and control relating to customer credit risk management.

Trade receivables are non-interest bearing and are generally on credit terms of 3 to 60 days.

An impairment analysis is performed at each balance sheet date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The maximum exposure to credit risk at the balance sheet date is the carrying value of each class of financial assets disclosed in note no. 11.

##### (ii) Balances with banks

Credit risk from balances with banks is managed in accordance with the Group's policy. Investments of surplus funds are made only with approved counterparties.

The Group's maximum exposure to credit risk for the components of the balance sheet as at March 31, 2019 and March 31, 2018 is the carrying amounts as stated in note no. 12 and 13.

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 33 OTHER DISCLOSURES (Contd.)

#### 11 Financial risk management objectives and policies (Contd.)

##### (c) Liquidity risk

The Group's objective is to maintain a balance between continuity of funding and flexibility through the use of cash credit facilities and short term loans.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payment :

(₹ in lakh)

Sl. No.	Particulars	Less than 1 year	1 to 5 years	>5 years	Total
<b>A.</b>	<b>As at March 31, 2019</b>				
(i)	Borrowings	10,178.72	–	–	10,178.72
(ii)	Other financial liabilities	1,202.13	–	–	1,202.13
(iii)	Trade payables	13.17	–	–	13.17
	<b>Total</b>	<b>11,394.02</b>	<b>–</b>	<b>–</b>	<b>11,394.02</b>
<b>B.</b>	<b>As at March 31, 2018</b>				
(i)	Borrowings	6,499.30	0.25	–	6,499.55
(ii)	Other financial liabilities	1,212.30	–	–	1,212.30
(iii)	Trade payables	18.12	–	–	18.12
	<b>Total</b>	<b>7,729.72</b>	<b>0.25</b>	<b>–</b>	<b>7,729.97</b>

#### 12 Additional information requirement as per Schedule III of the Companies Act, 2013

##### 12.1 In accordance with Indian Accounting Standard 110 "Consolidated Financial Statements", the Consolidated Financial Statements of the Group include the financial statements of the Holding Company, its subsidiaries and associate.

The subsidiaries and Associate considered in the preparation of these consolidated financial statements are:–

Name of the Party & Nature of relationship	Country of Origin	% Holding	% Holding
		As at March 31, 2019	As at March 31, 2018
<b>Subsidiaries</b>			
International Belting Limited	India	100.00%	100.00%
Conveyor Holdings Pte Limited	Singapore	100.00%	100.00%
International Conveyors America Limited, INC	USA	100.00%	100.00%
<b>Step-down subsidiary</b>			
International Conveyors Australia Pty Limited	Australia	100.00%	100.00%
<b>Associate of 100% Subsidiary</b>			
Pure Coke Limited	India	33.67%	35.99%

## Notes Forming Part of the Financial Statements as at March 31, 2019

### 33 OTHER DISCLOSURES (Contd.)

### 12 Financial risk management objectives and policies (Contd.)

#### 12.2 Additional Information as per Schedule III of the Companies Act, 2013

As at March 31, 2019

Name of the entity	Net Assets, i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs. in lakh)	As % of consolidated profit or loss	Amount (₹ in lakh)	As % of consolidated other comprehensive income	Amount (₹ in lakh)	As % of consolidated total comprehensive income	Amount (₹ in lakh)
<b>Parent</b>								
1 International conveyors limited	108.27%	15,881.91	(96.26%)	(550.26)	71.64%	(28.70)	94.66%	(578.96)
<b>Subsidiaries</b>								
1 International Belting Limited	3.38%	495.86	3.17%	18.13	28.36%	(11.36)	(1.11%)	6.77
2 Conveyor Holdings Pte Limited and its subsidiary	(10.68%)	(1,566.74)	(33.79%)	(193.14)	–	–	31.57%	(193.14)
3 International Conveyors America Limited, INC	(0.97%)	(142.30)	26.88%	153.64	–	–	(25.12%)	153.64
<b>Minority Interests in subsidiaries</b>	–	–	–	–	–	–	–	–
<b>Associate of 100% subsidiary (investment as per equity method)</b>								
1 Pure coke limited	–	–	0.00%	–	–	–	0.00%	–
<b>TOTAL</b>	<b>100.00%</b>	<b>14,668.73</b>	<b>100.00%</b>	<b>(571.63)</b>	<b>100.00%</b>	<b>(40.06)</b>	<b>100.00%</b>	<b>(611.69)</b>

Note: Figures are after elimination of related party transactions between entities considered for consolidation.

### 13 Previous Years Figures

The previous year's including figures as at the date of transition have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year including figures as at the date of transition are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

For **G. P. Agrawal & Co.**  
Chartered Accountants  
Firm's Registration No. - 302082E

**CA. Ajay Agrawal**  
Partner  
Membership No. 17643  
Place of Signature: Kolkata  
Date: May 30, 2019

For and on behalf of the Board of Directors

**M.P.Jhunjunwala**  
Director  
DIN No. 00567070

**Neha Khandelwal**  
Company Secretary

**R. K. Dabriwala**  
Managing Director  
DIN No. 00086658

**A. K. Gulgulia**  
Chief Financial Officer

## NOTES

This image shows a full page of blank, lined paper. It features approximately 20 evenly spaced horizontal grey lines across its entire width, providing a guide for handwriting or typing. The paper itself is a clean, off-white color.

## NOTES

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



## NOTES

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

## FINANCIAL HIGHLIGHTS 2015-2019

₹ in lakhs

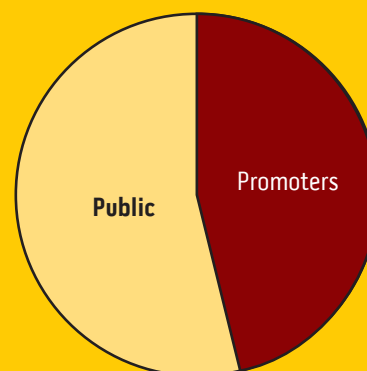
	2015	2016	2017	2018	2019
<b>TURNOVER</b>	10044.41	7766.58	4764.12	4448.01	7665.40
<b>OPERATING PROFIT</b>	1099.90	127.06	561.08	41.57	(181.11)
<b>DEPRECIATION</b>	480.05	336.46	291.41	249.27	209.18
<b>PROFIT/(LOSS) BEFORE TAX</b>	619.85	(209.40)	269.67	(207.70)	(390.29)
<b>TAX</b>	192.25	(80.98)	136.82	158.02	159.99
<b>PROFIT/(LOSS) AFTER TAX</b>	427.60	(128.42)	132.85	(365.72)	(550.28)
<b>PROPOSED DIVIDEND PAYOUT</b>	203.10	40.66	40.62	40.69	40.69
<b>RETAINED EARNINGS</b>	224.49	140.07	205.91	(199.85)	(787.05)
<b>EQUITY</b>	8273.58	10561.73	13266.72	16501.68	15882.01
<b>BORROWINGS</b>	5834.64	5617.60	4025.87	6504.67	10153.85
<b>GROSS FIXED ASSETS</b>	6782.25	2219.76	2241.95	2291.50	2285.96
<b>DEBT EQUITY RATIO</b>	1:1.42	1:1.88	1:3.30	1:2.54	1:1.56
<b>EARNING PER SHARE (₹)</b>	0.63	(0.19)	0.20	(0.54)	(0.81)
<b>PROPOSED DIVIDEND PER SHARE (₹)</b>	0.25	0.05	0.05	0.05	0.05
<b>NET WORTH PER SHARE (₹)</b>	12.26	15.65	19.65	24.45	23.53

Figures on or after 2015-16 are IND AS compliant and may not be fully comparable to previous years.

### SHARE DATA (As on 31.03.2018)

NO. OF SHARES ISSUED	:	67500000
MARKET CAPITALISATION (₹)	:	1795500000
NO. OF SHAREHOLDERS	:	1834
LISTING AT	:	Kolkata & Mumbai

Share Holding Pattern		
Promoters	<div style="width: 47.29%; background-color: #800000; height: 10px;"></div>	47.29%
Public	<div style="width: 52.71%; background-color: #FFD700; height: 10px;"></div>	52.71%





**International Conveyors Limited**

10, Middleton Row, Kolkata - 700 071