

Technocraft Industries (India) Limited

Registered Office: Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Opposite Tunga Paradise Hotel, Andheri (East), Mumbai-400093, Maharashtra, India
Tel: 4098 2222/0002; Fax No. 2835 6559; **CIN:** L28120MH1992PLC069252
E-mail: investor@technocraftgroup.com ; website: www.technocraftgroup.com

August 22, 2019

To,
The Manager,
Listing Department,
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

To,
The Manager,
Listing Department,
BSE Ltd.
P.J.Tower, Dalal Street, Fort,
Mumbai-400001

NSE Symbol: TIIL

BSE Security Code No.: 532804

Dear Sirs,

Sub: Annual Report for Financial Year ended on March 31, 2019

Pursuant to Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), please find enclosed Annual Report of the Company for Financial Year ended on March 31, 2019.

Kindly take the above information on your record.

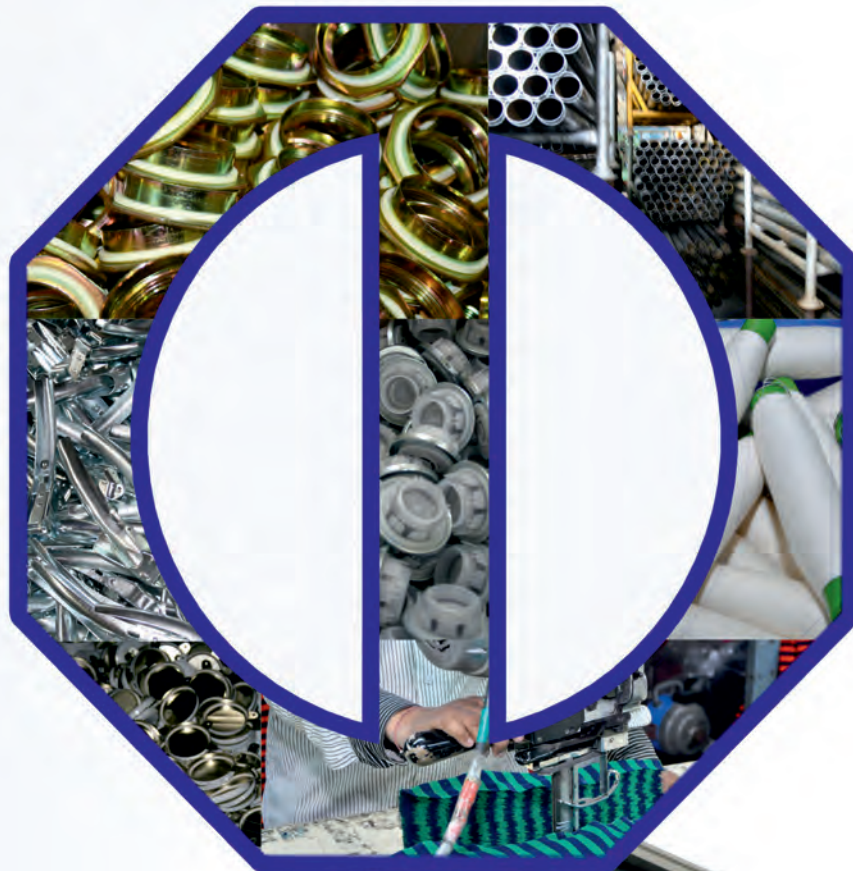
Thanking you,

Yours truly,

For Technocraft Industries (India) Limited

Neeraj Rai
Company Secretary

Encl.: a.a.

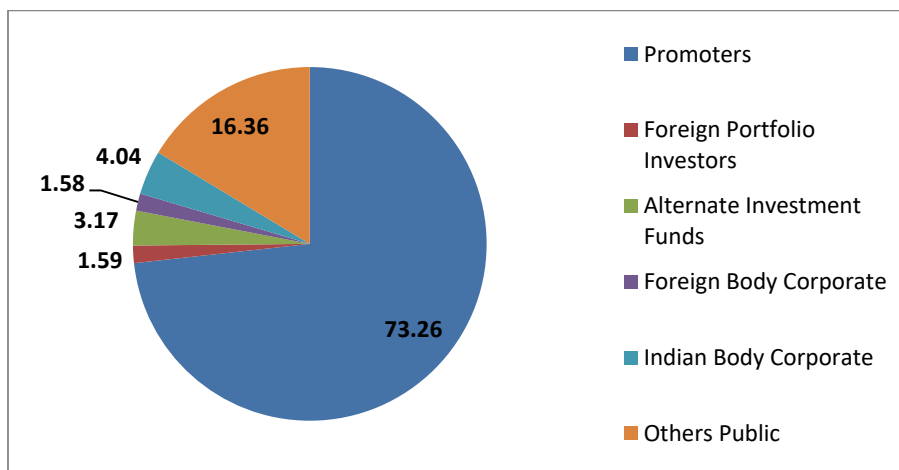
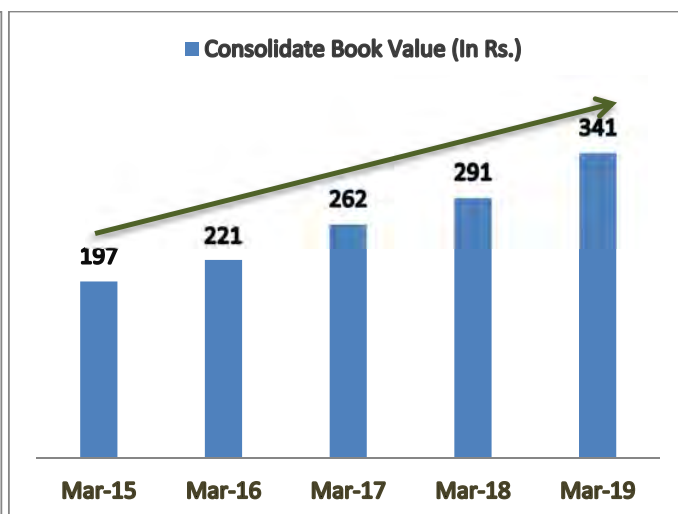
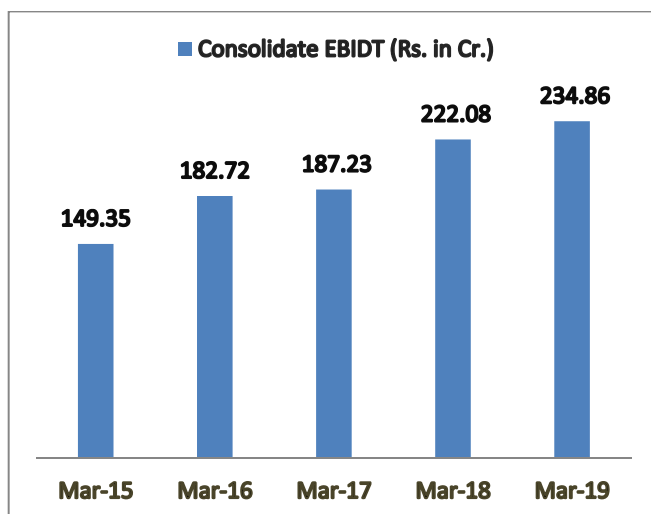
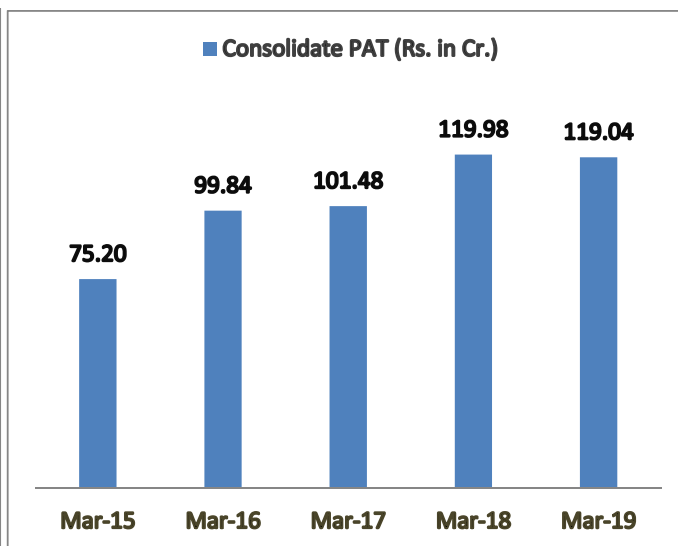
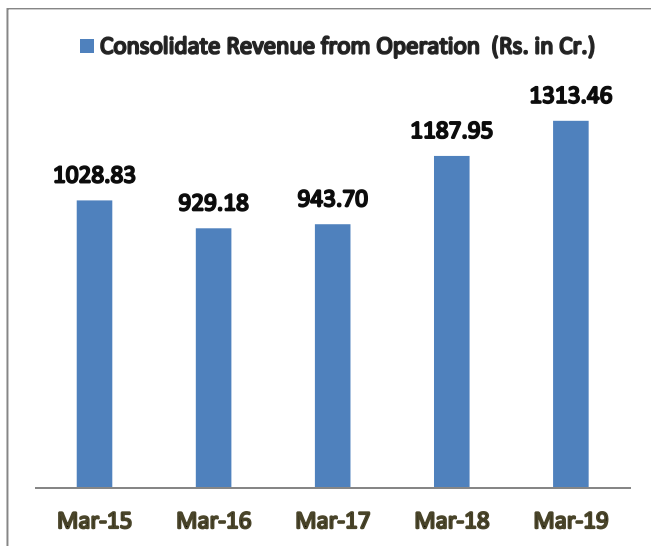


TECHNOCRAFT INDUSTRIES (INDIA) LTD.

www.technocraftgroup.com

Annual Report 2018-19







GENERAL INFORMATION

BOARD OF DIRECTORS

Mr. Sharad Kumar Saraf	(Chairman & Managing Director)
Mr. Sudarshan Kumar Saraf	(Co-Chairman & Managing Director)
Mr. Navneet Kumar Saraf	(Whole-time Director & CEO)
Mr. Ashish Kuamr Saraf	(Whole-time Director & CFO)
Mr. Atanu Chaudhary	(Whole-time Director)
Mr. Vinod B. Agarwala	(Independent Director)
Mr. Jagdeesh Mal Mehta	(Independent Director)
Ms. Vaishali Choudhari	(Independent Director)
Mr. Aubrey I. Rebello	(Independent Director)
Mr. Vishwambhar C. Saraf	(Independent Director)

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COMPANY SECRETARY

Mr. Neeraj Rai

BANKERS

Bank of India
IDBI Bank
HDFC Bank
Citi Bank NA

AUDITORS

M/s. Dhiraj & Dheeraj, (Erstwhile M/s Khandelwal Prakash Murari Bhandari & Co.)
Chartered Accountants, Mumbai

REGISTERED OFFICE

Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC,
Andheri (E), Mumbai, 400093 www.technocraftgroup.com
CIN: L28120MH1992PLC069252

REGISTRAR & TRANSFER AGENT

Link Intime India Private Limited

C-101, 247 Park, L B S Marg,
Vikroli West, Mumbai – 400 083.
Tel: +91 22 49186000 Fax: +91 22 49186060



NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the Members of the Technocraft Industries (India) Limited will be held on **FRIDAY, SEPTEMBER 20, 2019** at 11.00 a.m. at 6th floor, Tunga Regale, Plot No. 31, Phase II, Central Road, MIDC, Andheri - East, Mumbai, 400093, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Reports of the Board of Directors and the Auditors' thereon.
 - (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Auditors' Report thereon.
2. To appoint a Director in place of Mr. Ashish Kumar Saraf (holding DIN 00035549) who retires by rotation in accordance with Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Sudarshan Kumar Saraf (holding DIN 00035799) who retires by rotation in accordance with Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT, in accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Vinod Balmukand Agarwala (DIN: 01725158) as an Independent Director of the Company for a second term of five consecutive years commencing from September 20, 2019, to September 19, 2024, not liable to retire by rotation."

5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Vishwambhar C. Saraf (DIN: 00161381) as an Independent Director of the Company for a second term of five consecutive years commencing from September 20, 2019, to September 19, 2024, not liable to retire by rotation."

6. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Jagdeeshmal Mehta (DIN: 00847311) as an Independent Director of the Company for a second term of five consecutive years commencing from September 30, 2019, to September 29, 2024, not liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT, in accordance with the provisions of Section 149 and 152 read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Ms. Vaishali Choudhari (DIN: 06847402) as an Independent Director of the Company for a second term of five consecutive years commencing from September 30, 2019, to September 29, 2024, not liable to retire by rotation."



8. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 148 (3) of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any amendments thereto or any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to M/s NKJ & Associates, Cost Accountants, (Firm Registration No.101893) who was appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to 75,000/- (Rupees Seventy Five thousand only) as also the payment of tax as applicable and re-imbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed.”

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

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirement), 2015 including statutory modification(s) or re- enactment thereof for the time being in force and as may be enacted from time to time, approval/ ratification of the members be and is hereby accorded for entering into transactions with AAIT/ Technocraft Scaffold Distribution LLC FZE, a step down subsidiary, for distribution of scaffolding as export sale upto ₹ 300 Crores for Financial Year 2019-20 and ₹ 13.85 Crores for Financial Year 2018-19, on such terms and conditions as defined in the explanatory statement.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.”

Registered Office:

Plot No. 47, 'Opus Centre', Second Floor,
Central Road, MIDC, Andheri (East),
Mumbai 400093.
CIN L28120MH1992PLC069252
www.technocraftgroup.com

**By Order of the Board
For Technocraft Industries (India) Limited**

Place: Mumbai

Date: August 14, 2019

**Neeraj Rai
Company Secretary**

NOTES FORMING PART OF THE NOTICE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER MEMBER.

THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith.

2. Members/Proxies should bring the Attendance Slip duly filled in for attending the Meeting and also their copy of the Annual Report.



3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, September 18, 2019 to Friday, September 20, 2019 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting of the Company.
5. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the Members at the Annual General Meeting of the Company.
6. In compliance with the provisions of Section 129(3) of the Companies Act, 2013, the Audited Financial Statements of the Company includes the Consolidated Financial Statements of the Company and all its Subsidiaries for consideration and adoption by the Members of the Company.
7. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
8. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, Link Intime India Pvt. Ltd, ("Link Intime") C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in demat form.
 - (c) Register their email address and changes therein from time to time with Link Intime for shares held in physical form and with their respective Depository Participants for shares held in demat form.
9. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
10. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, Link Intime India Pvt. Ltd and have it duly filled and sent back to them.
11. Electronic copy of the Annual Report for 2018-19 is being sent to all Members whose email ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 are being sent to them in the permitted mode.
12. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to them in the permitted mode.
13. As required under Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the SEBI Listing Regulations) the relevant details of Directors retiring by rotation and seeking appointment / re-appointment at the ensuing Annual General Meeting are given in the annexure to the notice of the Annual General Meeting.
14. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.technocraftgroup.com
15. Even after registering for e-communication, members are entitled to receive such communication in physical form by post free of cost, upon making a request for the same. For any such communication, the members may also send requests to the Company's investor email id: investor@technocraftgroup.com



16. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Link Intime, Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund, as per Section 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time.

Members are also requested to note that pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, which have come into effect from 7th September, 2016, stipulates that shares on which dividend has not been encashed or claimed for seven consecutive years or more, then such shares are to be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Accordingly, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. with respect to Financial Year 2010-11. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in

Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact Link Intime for lodging claim for refund of shares and / or dividend from the IEPF Authority.

17. Voting through electronic means:

In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide the members the facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

The facility for voting through ballot paper shall be made available at the AGM and the 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 ballot paper.

The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on September 17, 2019 (9:00 am) and ends on September 19, 2019 (5:00 pm).

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 13, 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Voting electronically using NSDL e-Voting system:

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

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

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

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

- 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 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.
- "Physical User Reset Password?" (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

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

- 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 company for which you wish to cast your vote.



- IV. 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.

General Guidelines for shareholders

- I. 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 csniteshjain@gmail.com with a copy marked to evoting@nsdl.co.in.
- II. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

General Guidelines for shareholders

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 13, 2019.

Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 13, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.

A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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 with the facility of remote e-voting or voting at the AGM through ballot paper.

Mr. Nitesh Jain, proprietor of M/s Nitesh Jain & Co., Practising Company Secretary (Membership No. FCS 6069 and Certificate of Practice No. 8582) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.technocraftgroup.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company between 11.00 am and 1.00 pm on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.



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

Item No.4

The Members at the 23rd Annual General Meeting held on September 29, 2015 approved the appointment of Mr. Vinod Balmukand Agarwala as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019. Mr. Agarwala will complete his present term on September 20, 2019. The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, for the re-appointment of Mr. Agarwala as an Independent Director of the Company with effect from September 20, 2019, in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Agarwala would benefit the Company, given the knowledge, experience and performance of Mr. Agarwala, and contribution to Board processes by him. Declaration has been received from Mr. Agarwala that he meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations 2015. In the opinion of the Board, Mr. Agarwala fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for the re-appointment of Mr. Agarwala, in terms of Section 149 of the Act.

Requisite consent has been filed by Mr. Agarwala pursuant to Section 152 of the Act. Additional information in respect of Mr. Agarwala, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Mr. Agarwala does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Agarwala and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

Item No. 5

The Members at the 23rd Annual General Meeting held on September 29, 2015 approved the appointment of Mr. Vishwambhar C. Saraf as an Independent Director of the Company for a period upto the conclusion of the 27th Annual General Meeting of the Company to be held in the calendar year 2019. Mr. Saraf will complete his present term on September 20, 2019. The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, for the re-appointment of Mr. Saraf as an Independent Director of the Company with effect from September 20, 2019, in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Saraf would benefit the Company, given the knowledge, experience and performance of Mr. Saraf, and contribution to Board processes by him. Declaration has been received from Mr. Saraf that he meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations 2015. In the opinion of the Board, Mr. Saraf fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for the re-appointment of Mr. Saraf, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Saraf has also attained the age of 75 years.



Requisite consent has been filed by Mr. Saraf pursuant to Section 152 of the Act. Additional information in respect of Mr. Saraf, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Mr. Saraf does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Saraf and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

Item No. 6

The Members at the 22nd Annual General Meeting held on September 30, 2014 approved the appointment of Mr. Jagdeeshmal Mehta as an Independent Director of the Company for a period five consecutive years commencing from 30th September 2014. Mr. Mehta will complete his present term on September 29, 2019. The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Mr. Mehta as an Independent Director of the Company with effect from September 30, 2019, in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Mr. Mehta would benefit the Company, given the knowledge, experience and performance of Mr. Mehta, and contribution to Board processes by him. Declaration has been received from Mr. Mehta that he meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations 2015. In the opinion of the Board, Mr. Mehta fulfills the conditions specified in the Act, the Rules thereunder and the Listing Regulations 2015 for re-appointment as an Independent Director and that he is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Mr. Mehta, in terms of Section 149 of the Act. Further, in terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is also required for continuation of a Non-Executive Director beyond the age of seventy five years. Mr. Mehta has also attained the age of 75 years.

Requisite consent has been filed by Mr. Mehta pursuant to Section 152 of the Act. Additional information in respect of Mr. Mehta, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Mr. Mehta does not hold any share in the Company, either in his individual capacity or on a beneficial basis for any other person. Mr. Mehta and his relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

Item No. 7

The Members at the 22nd Annual General Meeting held on September 30, 2014 approved the appointment of Ms. Vaishali Choudhari as an Independent Director of the Company for a period five consecutive years commencing from 30th September 2014. Ms. Choudhari will complete her present term on September 29, 2019. The Board of Directors of the Company ('the Board') at the meeting held on August 14, 2019, on the recommendation of the Nomination & Remuneration Committee, recommended for the approval of the Members, the re-appointment of Ms. Choudhari as an Independent Director of the Company with effect from September 30, 2019, in terms of Section 149 and 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), or any amendment thereto or modification thereof.

The Board is of the view that the continued association of Ms. Choudhari would benefit the Company, given the knowledge, experience and performance of Ms. Choudhari, and contribution to Board processes by her. Declaration has been received from Ms. Choudhari that she meets the criteria of Independence prescribed under Section 149(6) of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations 2015. In the opinion of the Board, Ms. Choudhari fulfills the conditions specified in the Act, the



Rules thereunder and the Listing Regulations 2015 for the re-appointment as an Independent Director and that she is independent of the management of the Company.

Consent of the Members by way of Special Resolution is required for re-appointment of Ms. Choudhari, in terms of Section 149 of the Act.

Requisite consent has been filed by Ms. Choudhari pursuant to Section 152 of the Act. Additional information in respect of Ms. Choudhari, pursuant to the Listing Regulations 2015 and the Secretarial Standard on General Meetings, is appearing in the Annual Report. Ms. Choudhari does not hold any share in the Company, either in her individual capacity or on a beneficial basis for any other person. Ms. Choudhari and her relatives are interested in this Special Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Special Resolution. The Board recommends this Special Resolution for your approval.

Item No. 8

In pursuance of Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual/ firm of cost accountant(s) in practice on the recommendations of the Audit Committee, which shall also recommend remuneration for such cost auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders.

On recommendation of the Audit Committee at its meeting held on May 28, 2019 the Board has considered and approved appointment of M/s NKJ & Associates, Cost Accountants having Registration No.101893, for the conduct of the Cost Audit of the Company at a remuneration of ₹ 75,000 plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses for the Financial Year ending on March 31, 2020.

The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

Item No. 9

AAIT/Technocraft Scaffold Distribution LLC FZE ("AAIT") is a 'Related Party' within the meaning of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1)(zb) of the SEBI Listing Regulations. AAIT is a subsidiary of wholly owned subsidiary Technocraft International, UK. The Board of Directors of the Company had, on the recommendation of the Audit Committee, passed a resolution at its meeting held on August 14, 2019, approving of the related party transaction for sale of scaffoldings upto ₹ 300 Crores.

Name of the Related Party	Name of the director of Key managerial personnel who is related, if any	Nature of relationship	Nature, material terms, monetary value and particulars of the contract or arrangement	Any other information relevant or important for the members to take a decision on the proposed resolution.
AAIT/ Technocraft Scaffold Distribution LLC FZE ("AAIT")	Not Applicable	Step-down subsidiary	AAIT is a distribution Company for sale of scaffolding out of India. Sale of scaffoldings upto ₹ 300 Crores for Financial Year 2019-20	The transactions are in the ordinary course of business and are at an Arm's Length basis.

The Board of Directors of the Company has, on the recommendation of the Audit Committee, agreed sale the scaffoldings. As the enhanced limit of ₹ 300 Crores exceeds 10% of the Company's turnover for the last financial year ended March 31, 2019, the export sale of scaffoldings to AAIT would be deemed to be a 'material' related party transaction.

Further, during the Financial Year ended March 31, 2018 the approval for the said transaction the approval of the members were requested and granted was for ₹ 150 Cr however, due to unavoidable circumstances the transaction was increased by ₹ 13.85 Cr. for which rectification approval is required from the shareholders.

Under Regulation 23 (4) of the SEBI Listing Regulations, all material related party transactions have to be approved by Ordinary resolution of the shareholders and the related parties shall abstain from voting on such resolution whether the entity is a related party to the transaction or not.



The Board of Directors of the Company recommends the Ordinary Resolution as set out in the Notice for approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed Resolution as set out in the Notice, except to the extent of their shareholding, if any, in the Company.

Registered Office:

Plot No. 47, 'Opus Centre', Second Floor,
Central Road, MIDC, Andheri (East),
Mumbai 400093.

CIN: L28120MH1992PLC069252

www.technocraftgroup.com

**By Order of the Board
For Technocraft Industries (India) Limited**

Place: Mumbai

Date: August 14, 2019

**Neeraj Rai
Company Secretary**

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment/appointment at the Annual General Meeting in pursuance of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

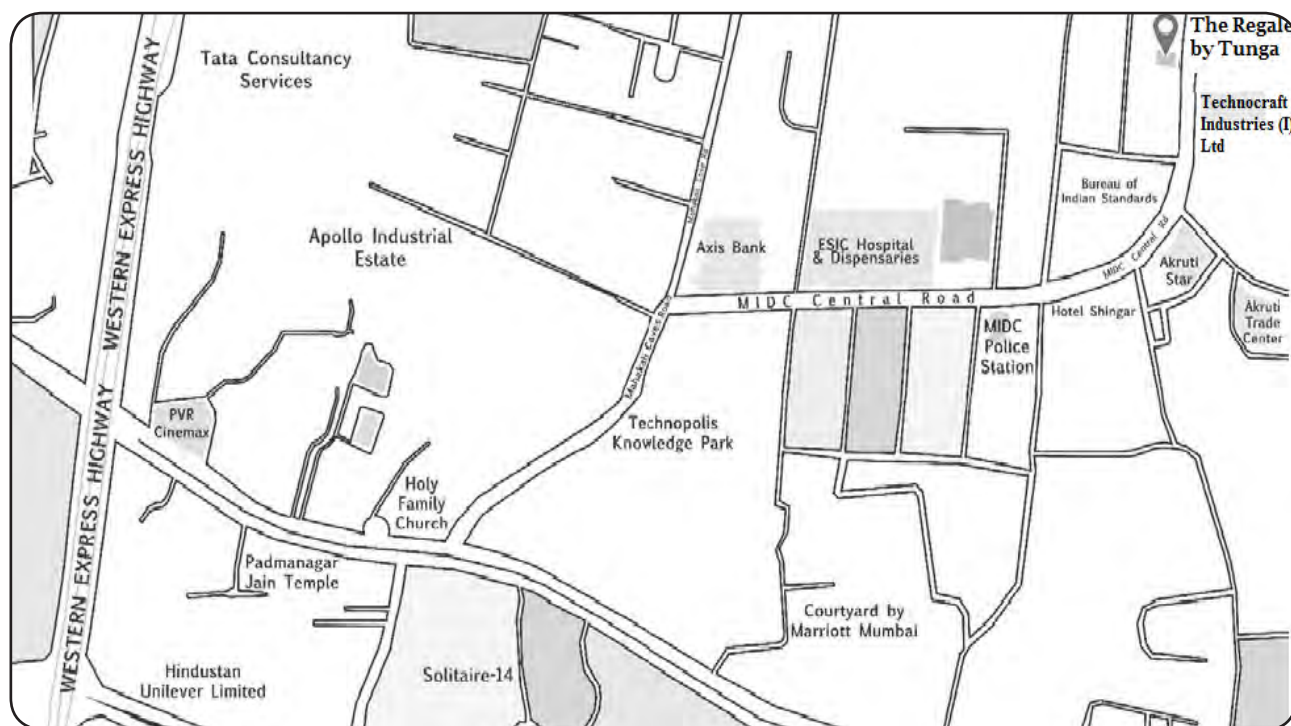
Name of the Directors	Mr. Sudarshan Kumar Saraf	Mr. Ashish Kumar Saraf	Ms. Vaishali Choudhari
Date of Birth	June 7, 1949	November 25, 1981	July 7, 1973
Age	70 Years	37 Years	46 Years
Date of Appointment	October 28, 1992	February 06, 2015	December 19, 2013
DIN	00035799	00035549	06847402
Expertise in specific functional areas	He has over 2 decade of experience in the Engineering operations, Production, Process improvement of the company.	He has over 12 years of experience in the yarn, garment, fabrication etc.	Practising as an Advocate / Counsel in the High Court of Bombay for the last more than 20 years handling varied litigation.
No. of equity shares held in TIIL	67,94,903 individually and 74,797 in his HUF	5,04,914	NIL
Qualifications	Mechanical Engineering from the prestigious Indian Institute of Technology, Bombay	Master in Textile Technology from University of Manchester	B.Sc., LL.M.
List of other directorships in listed entities (Other than TIIL)	NIL	NIL	NIL
Membership/ Chairman of Committees of the other listed entities (Other than TIIL)	NIL	NIL	NIL
Relationships, if any, between Directors inter-se	Mr. Sudarshan Kumar Saraf is a brother of Mr. Sharad Kumar Saraf and father of Mr. Navneet Kumar Saraf	He is the son of Mr. Sharad Kumar Saraf – Chairman & Managing Director of the Company	NIL



Name of the Directors	Mr. Vinod Balmukand Agarwala	Mr. Jagdeeshmal Mehta	Mr. Vishwambar C Saraf
Date of Birth	October 30, 1949	October 22, 1942	August 5, 1939
Age	69 Years	76 Years	80 Years
Date of Appointment	February 06, 2015	December 19, 2013	February 6, 2015
DIN	01725158	00847311	00161381
Expertise in specific functional areas	Mr. Agarwala is Practicing Solicitor & Advocate High Court, Bombay, Solicitor, Supreme Courts of England & Wales	Shri Jagdeesh Mal Mehta has career spanning for over 51 years and since 1971, he has been CEO with total responsibility of a Company reporting directly to chairman. He has an Excellent track record in managing various types of companies like, oil & Gas (Refinery), Textiles, Chemicals, Power, News Paper etc.	He has more than 50 years of business experience. He is Chairman and Managing Director of Remi Elektrotechnik Ltd. He is also on the Board of other listed entities.
No. of equity shares held in TIIL	NIL	NIL	NIL
Qualifications	Mr. Agarwala is Science and Law Graduate.	Mr. Mehta is Law Graduate	Mr. Vishwambar C. Saraf holds a Bachelor's Degree in Commerce from Mumbai University
List of other directorships in listed entities (Other than TIIL)	Supreme Infrastructure India Ltd. ("Supreme") GTL infrastructure Ltd. ("GTL") IRIS Business Services Ltd. ("IRIS")	Banswara Syntex Ltd.	Remi Elektrotechnik Ltd. Remi Process Plant and Machinery Ltd., Remi Edelstahl Tubulars Ltd.
Membership/ Chairman of Committees of the other listed entities (Other than TIIL)	He is member in the Audit Committee of Supreme, GTL and IRIS. He is member Stakeholder Relationship Committee of GTL. He is Chairman of Stakeholder Relationship Committee of Supreme	NIL	Remi Elektrotechnik Ltd. – Member of Audit Committee, Stakeholder Grievances Committee Remi Edelstahl Tubulars Ltd. – Chairman of Stakeholder Grievance Committee Remi Process Plant and Machinery Ltd.- Chairman of Stakeholder Grievance Committee
Relationships, if any, between Directors inter-se	NIL	NIL	NIL



MAP FOR AGM VENUE





BOARD'S REPORT

To,

The Members,

Your Directors have pleasure in presenting, twenty seventh Annual Report on the business and operations of the Company together with the audited accounts for the Financial Year ended March 31, 2019.

Financial highlights

(₹ In Lakhs)

Particulars	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operations	115,105.30	101,390.12	131,345.94	118,795.44
Other Income	3,386.03	4,617.14	3,737.52	5,206.68
Total Income	118,491.33	106,007.26	135,083.46	124,002.12
Earnings before Interest, Depreciation and Tax (EBITA)	20,157.89	19,584.14	23,486.26	22,207.68
Less: Finance Costs	2,903.14	1,726.54	3,240.39	2,289.25
Depreciation	3,073.36	2,303.57	3,835.24	2,929.07
Profit before Tax	14,181.39	15,554.03	16,410.63	16,989.36
Less: Tax Expense	3,946.23	4,691.77	4,507.03	4,991.54
Profit After Tax	10,235.16	10,862.26	11,903.60	11,997.82
Add: Other Comprehensive Income	-47.40	-286.71	-41.64	-279.13
Total Comprehensive income carried to Other Equity	10,187.76	10,575.55	12,076.81	11,718.69

Dividend

During the Financial Year under review, no dividend was declared.

Buy-Back of Shares

During the Financial Year no shares were bought during the year.

Reserves

Your Company does not propose to transfer amounts to the General Reserve out of the amount available for appropriation and an amount of ₹ 10,187.76 Lakhs is proposed to be retained in the retained earnings.

As on March 31, 2019 aggregate Reserve and Surplus was ₹ 72,528.77 Lakhs as compare to ₹ 62,317.60 Lakh as on March 31, 2018.

Operations

During the year under review the Company has closed the year with total standalone revenue of ₹ 115,105.30 Lakhs. On Consolidated basis the total revenue is ₹ 131,345.94 Lakhs.

Standalone EBITA improved to ₹ 20,157.89 Lakhs, compared to ₹ 19,584.14 Lakhs, of previous year, which is higher by 2.93%. Consolidated EBITA improved to ₹ 23,486.26 Lakhs compared to ₹ 22,207.68 Lakhs, which is higher by 5.76%.

Employee Stock Option Scheme (ESOP)

Your Company does not have any Employee Stock Option Scheme (ESOP).

Deposits

During the year under review, the Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);.



Conservation of energy, technology absorption and foreign exchange earnings and outgo

The information relating to the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo as required to be disclosed under the Companies (Accounts) Rules, 2014, is given in Annexure-I forming part of this Report.

Statutory Auditors

Statutory Auditors of the Company is M/s Dhiraj & Dheeraj (Formerly known as M/s Khandelwal Prakash Murari Bhandari & Co.) Chartered Accountants, Mumbai.

At the 25th Annual General Meeting of the Company, M/s Khandelwal Prakash Murari Bhandari & Co. Chartered Accountants, was appointed as the Statutory Auditors of the Company, to hold office for a term of five consecutive years from the conclusion of the 25th Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2022.

During the Financial Year name of the Partnership Firm of the Statutory Auditor was changed from 'M/s Khandelwal Prakash Murari Bhandari & Co.' to 'M/s Dhiraj & Dheeraj' w.e.f. 28.08.2018.

Auditors' Report

The Auditors' Report to the Members on the Accounts of the Company for the Financial Year ended March 31, 2019 does not contain any qualification, reservation or adverse remark.

Secretarial Audit

Secretarial Audit for the Financial Year 2018-19 was conducted by M/s Pramod Jain & Co, Company Secretaries in Practice in accordance with the provisions of Section 204 of the Act. The Secretarial Auditor's Report is attached to this Report as Annexure –II. There are no qualifications or observations or remarks made by the Secretarial Auditor in his Report.

Cost Audit

In compliance with the provisions of Section 148 of the Act, the Board of Directors of the Company at its meeting held on May 28, 2019 has appointed M/s NKJ & Associates, Cost Accountant as Cost Auditors of the Company for the Financial Year 2019-20.

The Company has made and maintained the cost records for the Financial Year ended March 31, 2019, as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and the said cost records were audited by M/s NKJ & Associates, Cost Accountant as Cost Auditors of the Company,

In terms of the provisions of Section 148 (3) of the Act read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration of the Cost Auditors has to be ratified by the members. Accordingly, necessary resolution shall be proposed at the ensuing AGM for ratification of the remuneration payable to the Cost Auditors for Financial Year 2019-20.

Particulars of Loans, Guarantees or Investments

Particulars of Loans, Guarantees and Investments made during the year as required under the provisions of Section 186 of the Act are given in the notes to the Standalone Financial Statements, forming part of the Annual Report.

Also, pursuant to Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (Hereinafter as the "SEBI Listing Regulations"), particulars of Loans/ Advances given to Subsidiaries have been disclosed in the notes to the Standalone Financial Statements, forming part of the Annual Report.

Subsidiaries:

As on March 31, 2019 there were 19 subsidiaries of the Company:

Direct Indian subsidiaries:

1. Technosoft Engineering Projects Limited ("TEPL")
2. Technocraft Tabla Formwork Systems Private Limited
3. Techno Defence Private Limited

**Limited Liability Partnership:**

4. Shreyan Infra & Power LLP

Direct foreign Subsidiaries:

5. Technocraft International Limited, UK (WOS of the Company) ("TIL-UK")
6. Technocraft Trading Spolka Zoo, Poland (WOS of the Company)
7. Technocraft Australia Pty. Ltd, Australia (WOS of the Company)
8. Anhui Reliable Steel Technology Co Ltd, China (WOS of the Company)
9. Technocraft NZ Limited, New zealand (WOS of the Company)

Step down subsidiaries:

10. Technosoft Engineering, Inc, USA (WOS of TEPL) ("TEI-USA")
11. Technosoft Engineering UK Ltd, UK (WOS of TEPL)
12. Technosoft GMBH, Germany, (Subsidiary of TEPL)
13. Highmark International Trading FZE, UAE (WOS of TIL-UK) ("HITF-UAE")
14. AAIT / Technocraft Scaffold Distribution LLC, USA (Subsidiary of TIL-UK).
15. Crosswall International Trading Ltd., UAE (Subsidiary of HITF-UAE).
16. Technosoft Innovations INC, USA (WOS of TEI-USA)
17. 2045690 Alberta Ltd, Canada [Step Engineering] (Subsidiary of TEI-USA)
18. Technosoft Services, INC.,USA (WOS of TEI-USA)
19. Swift Projects Inc., USA (WOS of 2045690 Alberta Ltd, Canada [Step Engineering])

During the year under review Technocraft NZ Limited has become the new Subsidiary. Further, during the Financial Year under review following company ceased to be subsidiaries of the Company.

1. TIL Marketing Private Limited (Erstwhile TIL Packaging Private Limited) (Direct Subsidiary)
2. Paithan Eco Foods Private Limited (Erstwhile Technocraft Closures Private Limited) (Direct Subsidiary)
3. Swift Engineering Inc., Canada, (which was WOS Subsidiary of HITF-UAE)

Further, Crosswall International Trading Ltd., UAE strike off on December 27, 2018, due to non-renewal, as company has not started its business.

Except the above no other company has become/ceased to be a subsidiary, joint venture or associate during the financial year 2018-19.

Pursuant to Section 129(3) of the Act, a statement containing the salient features of the financial statements of each of the subsidiary in the prescribed form AOC-1 is annexed to the Annual Report the financial statements of the subsidiaries are kept for inspection by the shareholders at the Registered Office of the Company. The said financial statements of the subsidiaries are also available on the website of the Company www.technocraftgroup.com under the Investors Section.

As required under Rule 8 of the Companies (Accounts) Rules, 2014 the highlights of performance of subsidiaries and their contribution to the overall performance of the company during the period are duly explained in the form AOC-1 read with consolidated financial statement, annexed to the Annual Report.

The Company has also formulated a Policy for determining material subsidiaries, which is uploaded on the website of the Company i.e. www.technocraftgroup.com and can be accessed at <http://www.technocraftgroup.com/pdf/Policy-For-Determining-Material-Subsidiary-Companies.pdf>



Consolidated Financial Statements

Your Directors have pleasure in attaching the Consolidated Financial Statements pursuant to Section 129(3) of the Act and SEBI Listing Regulations and prepared in accordance with the Accounting Principles generally accepted in India including the Indian Accounting Standards specified under Section 133 of the Act.

In accordance with the Section 129(3) of the Act, the audited Consolidated Financial Statements are provided in this Annual Report.

Corporate Governance

Your Company is in compliance with the Corporate Governance guidelines, as laid out in the SEBI Listing Regulations.

As per Regulation 34 (3) read with Schedule V of the SEBI Listing Regulations, a separate section on corporate governance practices followed by the Company, together with a certificate from M/s. Pramod Jain & Co. Company Secretaries, confirming compliance forms an integral part of this Report.

The annual report of the Company contains a certificate by the Chief Executive Officer in terms of SEBI Listing Regulations on the compliance declarations received from the Directors and the Senior Management personnel and a Certificate by M/s. Pramod Jain & Co. Company Secretaries, who have examined the requirements of Corporate Governance with reference to SEBI Listing Regulations and have certified the compliance, as required under SEBI Listing Regulations.

Internal Control systems and their Adequacy

The Company has Internal Control Systems, commensurate with the size, scale and complexity of its operations. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control systems in the Company, accounting procedures and policies within the Company. Based on the report of internal audit function, process owners undertake corrective action in respective areas and thereby strengthen the controls. Significant observations and corrective actions thereon are presented to the Audit Committee from time to time.

Internal Financial Controls and their adequacy

The Company has in place adequate internal financial controls commensurate with the size, scale and complexity of its operations. The Company has policies and procedures in place for ensuring proper and efficient conduct of its business, 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. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Act.

Extract of the Annual Return

The details forming part of the extract of Annual Return in prescribed Form MGT 9 is annexed hereto as Annexure-III and forms the part of this Report. Annual Report having the extract of Annual Return shall be available on the website of the Company i.e. www.technocraftgroup.com.

Share Capital

During the Financial Year ended March 31, 2019 the Share Capital was ₹ 24,46,16,870/- consisting of 2,44,61,687 Equity Shares of ₹ 10/- each.

During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock options or sweat equity. As on March 31, 2019, none of the Directors of the Company holds instruments convertible into equity shares of the Company.

Directors and Key Managerial Personnel

As per the provisions of Section 152 of the Act, Mr. Ashish Kumar Saraf, Whole-time Director & CFO and Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible have offered themselves for re-appointment.

During the financial year 2018-19 Mr. Aubrey Rebello was appointed as Additional Director with effect from May 30, 2018. Further, in the AGM held on September 28, 2018 he was appointed as independent director of the company pursuant to provisions of the Section 149, 150 and 152 of the Act for the period from May 30, 2018 upto May 29, 2023.



The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed under Section 149(6) of the Act and Regulation 16 (1) (b) of the SEBI Listing Regulations.

Details of the Director seeking appointment at the Annual General Meeting, as required in terms of Regulation 36(3) of the SEBI Listing Regulations is provided in the Annexure to the Explanatory Statement to the Notice.

Pursuant to the provisions of Section 203 of the Act, the Key Managerial Personnel of the Company are Mr. Sharad Kumar Saraf, Chairman & Managing Director, Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Directors, Mr. Navneet Kumar Saraf, CEO & Whole-time Director, Mr. Ashish Kumar Saraf, Whole-time Director & Chief Financial Officer, Mr. Atanu Choudhary, Whole-time Director and Mr. Neeraj Rai, Company Secretary of the Company. There was no change in the Key Managerial Personnel during the period under review.

The Remuneration and other details of Key Managerial Personnel for the financial year ended March 31, 2019 are mentioned in the Extract of the Annual Return which is attached to the Board's Report.

Meetings of the Board of Directors

The Board of Directors of your Company met 4 (four) times during 2018-19. The Meetings were held on May 30, 2018, August 10, 2018, November 14, 2018 and February 13, 2019. The time gap between any two consecutive meetings did not exceed one hundred and twenty days.

Audit Committee

As on the date of the Board Report the Audit Committee comprised of five Independent Directors namely Mr. Vinod Agarwala (Chairman), Mr. Aubrey Rebello, Mr. Jagdeesh Mal Mehta, Mr. Vishwambhar C. Saraf and Ms. Vaishali Choudhari, all the recommendations made by the Audit Committee were accepted by the Board.

Whistle Blower Policy/ Vigil Mechanism

In Compliance with the provisions of Section 177 of the Act and Regulation 22 of the SEBI Listing Regulations the Company has a Whistle Blower Policy (the "WB Policy") with a view to provide vigil mechanism to Directors, employees and other stakeholders to disclose instances of wrongdoing in the workplace and report instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. The WB Policy also states that this mechanism should also provide for adequate safeguards against victimization of Director(s)/ Employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Whistle Blower Policy has been posted on the website of the Company at the link <http://www.technocraftgroup.com/pdf/Whistle-Blower-Policy.pdf>.

Nomination and Remuneration Committee

As on the date of the Board Report, the Nomination and Remuneration Committee comprised of five Independent Directors namely Mr. Vishwambhar C. Saraf - (Chairman), Mr. Vinod Agarwala, Mr. Jagdeesh Mal Mehta, Ms. Vaishali Choudhari and Mr. Aubrey Rebello, members of the committee.

Nomination and Remuneration Policy

The Nomination and Remuneration Policy recommended by the Nomination and Remuneration Committee is duly approved by the Board of Directors of the Company and the Remuneration Policy of the Company is attached to the Board's Report as Annexure-IV.

Corporate Social Responsibility (CSR)

Pursuant to Section 135 of the Act a Corporate Social Responsibility (CSR) Committee was constituted. As at March 31, 2019, the CSR Committee comprised of two Executive Directors and one Independent Director namely Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhari.

Corporate Social Responsibility Policy recommended by CSR Committee of the Directors has been approved by the Board of Directors of the Company. The same is available on the website of the Company i.e. www.technocraftgroup.com and also attached to this Report as Annexure-V.

The disclosure relating to the amount spent on Corporate Social Responsibility activities of the Company for the financial year ended March 31, 2019 is attached to this Report as Annexure-VI.



Transfer of unclaimed / unpaid dividend to Investor Education and Protection Fund (IEPF)

In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Companies Act, 2013, read with the Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the IEPF, maintained by the Central Government. In pursuance of this, the dividend remaining unclaimed or unpaid in respect of dividends declared upto the financial year ended March 31, 2011 have been transferred to the IEPF. The details of the unclaimed dividends so transferred are available on the Company's website, www.technocraftgroup.com and in the website of the Ministry of Corporate Affairs at www.mca.gov.in

It may be noted that the unclaimed dividend for the financial year 2011-12 declared on September 28, 2012, is due to be transferred to the IEPF by November 4, 2019. The same can however be claimed by the Members before it. Members who have not encashed the dividend warrant(s) from the financial year ended March 31, 2012 onwards may forward their claims to the Company's Registrar and Share Transfer Agents before they are due to be transferred to the IEPF.

In accordance with Section 124(6) of the Act, read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for seven consecutive years or more are required to be transferred to the demat Account of the IEPF Authority. Accordingly, all the shares in respect of which dividends were declared upto the financial years ended March 31, 2011 and remained unpaid or unclaimed were transferred to the IEPF. The details of such shares transferred have been uploaded in the Company's website www.technocraftgroup.com.

The shares and unclaimed dividend transferred to the IEPF can however be claimed back by the concerned shareholders from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The Member/Claimant is required to make an online application to the IEPF Authority in Form IEPF -5 (available on www.iepf.gov.in)

During the year under review, the Company has transferred a sum of ₹177,289.00 to Investor Education and Protection Fund (IEPF) pursuant to Section 125 of the Companies Act, 2013. The said amount represents dividend for the Financial Year 2010-11 which remained unclaimed by the members of the Company for a period exceeding 7 years from its due date of payment. During the Financial Year the Company has also transferred 484 Equity Shares of 9 Shareholders into IEPF, pursuant to Section 124(6) of the Act.

Particulars of contracts or arrangements with related parties

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

All transactions with Related Parties are placed before the Audit Committee as also the Board for approval, if required. Prior omnibus approval of the Audit Committee and the Board is obtained for the transactions which are foreseeable and of a repetitive nature. The transactions entered into pursuant to the approvals so granted are subjected to audit and a statement giving details of all related party transactions is placed before the Audit Committee on a quarterly basis. The statement is supported by a certificate from the CFO.

The policy on Related Party Transactions as approved by the Board of Directors has been uploaded on the Company's website and can be seen at the link <https://www.technocraftgroup.com/pdf/Policy-On-Related-Party-Transactions.pdf>

All transactions entered into with related parties during the year were on arm's length basis and were in the ordinary course of business. The details of the material related party transactions entered into during the year as per the policy on Related Party Transactions approved by the Board have been reported in Form AOC 2 annexed to the Directors' Report as Annexure-VII.

Further the details of the transactions with related parties are provided in the Company's financial statements in accordance with the Accounting Standards.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on website of the Company at the link: <http://www.technocraftgroup.com/pdf/Policy-On-Related-Party-Transactions.pdf>



Particulars of Employees and other additional information

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, form part of this Report and are annexed as Annexure-VIII.

The information as required under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 will be provided on the request by any member of the Company. In terms of Section 136 (1) of the Companies Act, 2013, the Report and the Accounts are being sent to the members excluding the said Annexure. Any member interested in obtaining copy of the same may write to the Company Secretary at the Registered Office of the Company.

Risk management policy

Pursuant to the requirement of Section 134 (3) (n) of the Act, the Company has in place a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business.

Performance Evaluation

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Act and Regulation 17 of the SEBI Listing Regulations, annual Performance Evaluation of the Directors as well as of the Committees of the Board has been carried out, same has been explained in detail in the Corporate Governance Report, enclosed herewith.

Independent Directors Meeting

During the financial year under review, the Independent Directors of the Company met on February 13, 2019 inter-alia, to discuss:

- i) Evaluation of performance of Non-Independent Directors and the Board of Directors of the Company as a whole.
- ii) Evaluation of performance of the Chairman of the Company, taking into view of Executive and Non-Executive Directors.
- iii) Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Further the Independent Directors were also met on May 28, 2019 to discuss the above.

Directors' Responsibility Statement

In accordance with the provisions of Section 134 (5) of the Act, your Directors based on the representation/confirmation received from the Chairman and from the Chief financial Officer, confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.
- b) the selected accounting policies were applied consistently and the Directors 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 profit of the Company for the year ended on that date.
- c) proper and sufficient care has been taken for 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.
- d) the annual accounts have been prepared on a going concern basis.
- e) the internal financial controls have been laid down to be followed by the Company and such controls are adequate and are operating effectively.
- f) proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems are adequate and are operating effectively.



Requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

As per the requirement of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder, your Company has constituted an Internal Complaints Committee (ICC). During the year under review, no cases were received/ filed pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Material changes & commitment if any, affecting financial position of the Company from the end of financial year till the date of the report.

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of this Report.

Reporting of Frauds:

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

Familiarization Programmes for Board Members

The Familiarization program aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

All the Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act and the SEBI Listing Regulations, Secretarial Standards; nature of industry in which the Company operates, business model of the Company, etc. The Company holds Board and the Committee Meetings from time to time. The Board of Directors has complete access to the information within the Company. The Independent Directors have the freedom to interact with the Company's management. Directors are also informed of the various developments in the Company through various modes of communications. All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company <http://www.technocraftgroup.com/pdf/Details-of-the-familiarization-programmes-imparted-to-independent-directors.pdf>

Secretarial Standards

Pursuant to Section 118(10) of the Companies Act, 2013 the Company has complied with Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors and General Meetings;

Significant and material Orders passed by the Regulators/Courts, if any

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

Acknowledgements

Your Directors would like to acknowledge and place on record their sincere appreciation to all stakeholders, clients, Financial Institutions, Bank, Central and State Governments, the Company's valued investors and all other business partners for their continued co-operation and excellent support received during the year.

Your Directors recognize and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

Registered Office:

Plot No. 47, 'Opus Centre', Second Floor,
Central Road, MIDC, Andheri (East),
Mumbai 400093.
CIN: L28120MH1992PLC069252
www.technocraftgroup.com

Place: Mumbai

Date: May 28, 2019

For and on behalf of the Board of Directors

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843



ANNEXURE-I TO THE BOARD'S REPORT

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

Conservation of energy:

The Company is continuing with energy saving measures initiated earlier and also took many steps during the period under review as a constant practice this year also we have replaced many numbers of ordinary lights with high quality LED Lights, which consumes less electricity and LED lights have more life as compare to ordinary lights. The new LED lights saves around 60-65% electric power as compared to the old lights.

The Company is running 15MW thermal power plant since 2010 for captive consumption, which is a good initiative of the Company for conservation of energy.

Further, the Company is also exploring the opportunities for fixing a roof top solar plant for captive consumption.

Technology absorption

- (i) **the efforts made towards technology absorption;** Technology for making the products are already absorbed and the Company continuously works on improving the same. We believe in continual improvement in our designs and products for ensuring full customer satisfaction. Innovation in process control, product development, cost reduction and quality improvement are being made on continuous basis as per the requirements of the market.
- (ii) **the benefits derived like product improvement, cost reduction, product development or import substitution;** quality improvement, cost reduction, Labour reduction, higher productivity with better quality, increase in demand due to quality improvement are some benefits our out of technology absorption.
- (iii) **in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-** Not Applicable
- (iv) **the expenditure incurred on Research and Development:** Nil

Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows.

(₹ In Lakhs)

Particulars	2018-19	2017-18
A: Earning		
FOB Value of Export	86,893.50	72626.73
Interest Received	133.97	95.98
Guarantee Fees Received	153.00	106.60
Total Earning in foreign exchange	87,180.47	72829.31
B: Outgo		
CIF Value of Import of Raw Material, Stores & Spare Parts & Traded Goods	2,597.59	2380.28
Other Expenditures	1,610.31	1284.92
Total expenditure in foreign exchange	4,207.90	3665.20

(Previous year's figures have been regrouped wherever necessary to conform to the current year's presentation)



ANNEXURE-II TO THE BOARD'S 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 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members of
Technocraft Industries (India) Limited
Plot No. 47, 'Opus Centre', Second Floor,
Central Road, MIDC,
Andheri (East), Mumbai 400093

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Technocraft Industries (India) Limited** (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 my 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 financial year commencing from April 1, 2018 and ended March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board process and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Technocraft Industries (India) Limited** ("The 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 thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment (FDI) Overseas Direct Investment and External Commercial Borrowings [applicable to the extent of Foreign Direct Investment and Overseas Direct Investment];
 - v. The following Regulations and Guidelines, to the extent applicable, prescribed under The Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act, 2013 and dealing with client;
 - vi. The Laws as are applicable specifically to the Company: Factories Act, 1948; Industrial Disputes Act, 1947; Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.; Acts prescribed under prevention and control of pollution; Acts prescribed under Environmental protection and Acts as prescribed under Shop and Establishment Act of various local authorities.



2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:
 - i. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - iii. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - iv. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - v. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
3. We have also examined compliance with the applicable clauses of the following:
 - i. Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India,;
 - ii. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.
5. We have relied on the information and representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws, and Regulations to the Company.
6. We further report that:
 - i. The Board of Directors of the Company is constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.
 - 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 of the meeting.
 - iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
7. We further report that based on the review of the Compliance mechanism established by the Company and on the basis of Compliance Certificate(s) issued by the Chairman & Managing Director and taken on record by the Board of Directors at their meeting(s), we are of the opinion that there are adequate systems and processes in the Company with the size and operation of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
8. We further report that, during the audit period, there were no specific events/actions in pursuance of above referred the laws, rules, regulations, guidelines, standards, etc., having a major bearing on the company's affairs.

For Pramod Jain & Co.
Company Secretaries

Place: Mumbai
Date: May 28, 2019

(Pramod Kumar Jain)
Proprietor
FCS No: 6711 CP No: 11043

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



‘Annexure A’

To
The Members of
Technocraft Industries (India) Limited
Plot No. 47, ‘Opus Centre’, Second Floor,
Central Road, MIDC, Opposite Tunga Paradise Hotel,
Andheri (East), Mumbai 400093

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. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Pramod Jain & Co.
Company Secretaries

Place: Mumbai
Date: May 28, 2019

(Pramod Kumar Jain)
Proprietor
FCS No: 6711 CP No: 11043



ANNEXURE-III TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 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:	L28120MH1992PLC069252
ii	Registration Date	28/10/1992
iii	Name of the Company	Technocraft Industries (India) Limited
iv	Category / Sub-Category of the Company	Company Limited By Shares/Indian Non- Government
v	Address of the Registered office and contact details	Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Opposite Tunga Paradise Hotel, Andheri (East), Mumbai -400093 Tel: 022-4098-2222 Fax: 022-2836703
vi	Whether listed company (Yes / No)	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Limited C-101, 247 Park, L B S Marg, Vikroli West, Mumbai – 400 083. Tel: +91 22 49186000 Fax: +91 22 49186060

II. Principal business activities of the company

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service (As per NIC Code 2008)	% to total turnover of the company
1	Manufacturing of Drum Closures	24109/25999	26.11%
2	Manufacturing of tubes and Scaffoldings	24106	37.87%
3	Manufacture of knitted and crocheted cotton fabrics, Preparation and spinning of cotton fiber, Manufacture of textile garments.	13111, 13911, 14101	31.86%

III. Particulars of holding, subsidiary and associate Companies -

Sr. No.	Name of the Company	Address of the Company	CIN/LLPIN/GIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Technosoft Engineering Projects Limited	Plot No. 47, 'Opus Centre' Andheri (E), Mumbai- 400093, India	U72200MH2000PLC124541	Subsidiary	84.02%	2(87)(ii)
2	Technocraft Tabla Formwork Systems Private Limited	Plot No. 47, 'Opus Centre' Andheri (E), Mumbai- 400093, India	U29300MH2010PTC201272	Subsidiary	65.00%	2(87)(ii)
3	Techno Defence Private Limited	Plot No. 47, 'Opus Centre' Andheri (E), Mumbai- 400093, India	U74999MH2016PTC287143	Subsidiary	70%	2(87)(ii)



Sr. No.	Name of the Company	Address of the Company	CIN/LLPIN/GIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
4	Technocraft International Ltd.	Unit 2 Hammond Court, Hammond Avenue, Whitehill Industrial Estate, Stockport, Cheshire, SK4 1PQ, UK	N.A.	Subsidiary	100%	2(87)(ii)
5	Technocraft Trading Spolka Zoo.	Lodz-92-318, ul AL. Pilsudskiego 133 M. Poland	N.A.	Subsidiary	100%	2(87)(ii)
6	Technocraft Australia Pty. Ltd.	C/GOKANI & Associates, 96 Cahors Road, Padstow, NSW 2211, Australia	N.A.	Subsidiary	100%	2(87)(ii)
7	Anhui Reliable Steel Technology Co Ltd	Jinsan Road, Quanjiao Economic Zone, Quanjiao, Anhui province, China	N.A.	Subsidiary	100%	2(87)(ii)
8	Technocraft NZ Limited	ORB360 AUK LIMITED, 5 Short Street, Newmarket, Auckland, 1023, NZ	N.A.	Subsidiary	100%	2(87)(ii)
9	Technosoft Engineering, Inc.	13400 Bishops Lane, Suite 30 Brookfield, WI 53005, USA	N.A.	Step-down Subsidiary	100%	2(87)(ii)
10	Technosoft GMBH	Hildastrasse 22 76275 Ettlingen Deutschland, Germany	N.A.	Step-down Subsidiary	90%	2(87)(ii)
11	Technosoft Engineering UK Ltd	Office Number 504, 5th Floor St. George's House 6 st. George's Way Leicester Leicestershire LE1 1QZ	N.A.	Step-down Subsidiary	100%	2(87)(ii)
12	Highmark International Trading	SM-Office-F1-106C, Ajman Free Zone, UAE	N.A.	Step-down Subsidiary	100%	2(87)(ii)
13	AAIT / Technocraft Scaffold Distribution LLC	8010 W. Sample Road, Coral Springs, FL 33065, USA	N.A.	Step-down Subsidiary	85%	2(87)(ii)
14	Technosoft Innovation Inc.	140 South center Court Suite 600, Morrisville, NC 27560 Wake, USA	N.A.	Step-down Subsidiary	100%	2(87)(ii)



Sr. No.	Name of the Company	Address of the Company	CIN/LLPIN/GIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
15	Technosoft Services Inc.	8040 Excelsior Drive Suite 400 Madison, WI 53717, USA	N.A.	Step-down Subsidiary	100%	2(87)(ii)
16	2045690 Alberta Ltd [Step Engineering]	Suite 500, 715 -5th Avenue SW, Calgary, Alberta, T2P 2X6, Canada	N.A.	Step-down Subsidiary	66.70%	2(87)(ii)
17	Crosswall International Trading Ltd	408, Dubai Real Estate Centre, Al Mina Road, Satwa, P. O. Box: 50127, Dubai, U.A.E.	N.A.	Step-down Subsidiary	100%	2(87)(ii)
18	Swift Projects Inc.	1700 N. Highland Road, Suite 200, Pittsburgh, PA 15241 USA	N.A.	Step-down Subsidiary	100%	2(87)(ii)
19	Shreyan Infra & Power LLP	A-25, Technocraft House, MIDC, Andheri (E), Mumbai-400093, India	AAC-1313	Subsidiary	90%	2(87)(ii)

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 April 01, 2018)				No. of shares held at the beginning of the year (As on March 31, 2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
1) Indian									
a) Individual/HUF	17886902	0	17886902	73.12	17886902	0	17886902	73.12	00.00
b) Central Govt.	0	0	0	00.00	0	0	0	00.00	00.00
c) State Govt.(s)	0	0	0	00.00	0	0	0	00.00	00.00
d) Bodies corporate	0	0	0	00.00	33971	0	33971	00.14	00.14
e) Banks/FI	0	0	0	00.00	0	0	0	00.00	00.00
f) Any Other	0	0	0	00.00	0	0	0	00.00	00.00
Subtotal (A)(1):	17886902	0	17886902	73.12	17920873	0	17920873	73.26	00.14
2) Foreign									
a) NRIs Individuals	0	0	0	00.00	0	0	0	00.00	00.00
b) Other Individuals	0	0	0	00.00	0	0	0	00.00	00.00
c) bodies Corporate	0	0	0	00.00	0	0	0	00.00	00.00
e) Banks/FI	0	0	0	00.00	0	0	0	00.00	00.00
f) Any Other	0	0	0	00.00	0	0	0	00.00	00.00
Subtotal (A)(2):	0	0	0	00.00	0	0	0	00.00	00.00
Total shareholding of promoter (A)=(A)(1)+(A)(2)	17886902	0	17886902	73.12	17920873	0	17920873	73.26	00.14



Category of Shareholders	No. of shares held at the beginning of the year (As on April 01, 2018)				No. of shares held at the beginning of the year (As on March 31, 2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholdings									
1) Institutions									
a) Mutual Funds/UTI	0	0	0	00.00	0	0	0	00.00	00.00
b) Banks/FI	6216	0	6216	00.02	3355	0	3355	00.01	(0.01)
c) Central Govt.	0	0	0	00.00	0	0	0	00.00	00.00
d) State Govt.(s)	0	0	0	00.00	0	0	0	00.00	00.00
e) Venture Capital Funds	0	0	0	00.00	0	0	0	00.00	00.00
f) Insurance Companies	0	0	0	00.00	0	0	0	00.00	0.00
g) FIs	0	0	0	00.00	0	0	0	00.00	00.00
h) Foreign Venture Capital Funds	0	0	0	00.00	0	0	0	00.00	00.00
i) Foreign Portfolio Investor	385690	0	385690	01.58	387918	0	387918	01.59	0.01
i) Other (specify)	0	0	0	00.00	0	0	0	00.00	00.00
Alternate Investment Funds	904605	0	904605	3.70	775293	0	775293	3.17	(0.53)
Sub-Total (B)(1):-	1296511	0	1296511	5.30	1166566	0	1166566	4.77	(0.53)
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1037632	0	1037632	4.24	989099	0	989099	4.04	(0.20)
ii) Overseas	385575	0	385575	1.58	385575	0	385575	1.58	00.00
b) Individuals									
i) Individual Shareholders Holding nominal Share capital Upto ₹ 1 lakhs	2315747	2536	2318283	9.48	2277152	2536	2279688	9.32	(0.16)
ii) Individual Shareholders Holding nominal Share capital excess ₹ 1 lakhs	1082325	0	1082325	4.42	1231865	0	1231865	5.04	(0.62)
c) Other (Specify)									
NBFCs registered with RBI	0	0	0	00.00	35115	0	35115	0.14	0.14
Clearing Members	65182	0	65182	0.27	21460	0	21460	0.09	(0.18)
Foreign Nationals	0	0	0	00.00	1000	0	1000	00.00	00.00
Non Resident Indians (REPAT)	105359	0	105359	0.43	131515	0	131515	0.54	0.11
Non Resident Indian(NONREPAT)	81621	0	81621	0.33	64694	0	64694	0.26	(0.07)
MCA- IEPF	1898	0	1898	00.01	2382	0	2382	00.01	00.00



Category of Shareholders	No. of shares held at the beginning of the year (As on April 01, 2018)				No. of shares held at the beginning of the year (As on March 31, 2019)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Hindu Undivided Family (HUF)	200399	0	200399	0.82	231855	0	231855	0.95	0.13
Sub-total (B)(2):-	5275738	2536	5278274	21.58	5371712	2536	5374248	21.97	0.40
Total shareholding of Public (B)=(B)(1)+(B)(2)	6572249	2536	6574785	26.88	6538278	2536	6540814	26.74	(0.14)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	00.00	0	0	0	00.00	00.00
Grand Total (A+B+C)	24459151	2536	24461687	100.00	24459151	2536	24461687	100.00	00.00

(ii) Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year (As on April 1, 2018)			Shareholding at the end of the year (As on March 31, 2019)			% change in shareholding during the year
		No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
01	Mr. Ashish Kumar Saraf	54267	0.22	NIL	504914	2.06	NIL	1.84
02	Mr. Navneet Kumar Saraf	862435	3.53	NIL	1413082	5.78	NIL	2.25
03	Smt. Nidhi Saraf	543337	2.22	NIL	543337	2.22	NIL	0.00
04	Ms. Ritu Saraf	56464	0.23	NIL	156464	0.64	NIL	0.41
05	Smt. Shakuntala Saraf	5169867	21.13	NIL	5169867	21.13	NIL	0.00
06	Smt. Shatidevi Saraf	1101294	4.50	NIL	0	0	NIL	(4.50)
07	Mr. Sharad Kumar Saraf	406840	1.66	NIL	406840	1.66	NIL	0.00
08	Sharad Kumar Madhoprasad Saraf (HUF)	2205366	9.02	NIL	2205366	9.02	NIL	0.00
09	Mr. Sudarshan Kumar Saraf	6794903	27.78	NIL	6794903	27.78	NIL	0.00
10	Sudarshan Kumar Madhoprasad Saraf (HUF)	74797	0.31	NIL	74797	0.31	NIL	0.00
11	Smt. Suman Saraf	117332	0.48	NIL	117332	0.48	NIL	0.00
12	Priyanka Ashish Saraf	500000	2.04	NIL	500000	2.04	NIL	0.00
13	Ashrit Holdings Ltd.	0	0.00	NIL	33971	0.14	NIL	0.14
	Total	17886902	73.12	NIL	17920873	73.26	NIL	0.14



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

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
1	Shantidevi Madhoprasad Saraf	1101294	4.50			1101294	4.50
	Gift Inter-se-promoter			13 Apr 2018	(1101294)	0.00	0.00
	At the end of the year					0.00	0.00
2	Navneet Kumar Saraf	862435	3.53			862435	3.53
	Gift Inter-se-promoter			20 Apr 2018	550647	1413082	5.78
	At the end of the year					1413082	5.78
5	Ritu Saraf	56464	0.23			56464	0.23
	Gift Inter-se-promoter			20 Apr 2018	100000	156464	0.64
	At the end of the year					156464	0.64
6	Ashish Kumar Saraf	54267	0.22			54267	0.22
	Gift Inter-se-promoter			20 Apr 2018	450647	504914	2.06
	At the end of the year					504914	2.06
7	Ashrit Holdings Limited	0	0.00			0	0.00
	Purchase from market			13 Jul 2018	1154	1154	0.00
	Purchase from market			20 Jul 2018	7259	8413	0.03
	Purchase from market			27 Jul 2018	24565	32978	0.13
	Purchase from market			31 Aug 2018	956	33934	0.14
	Purchase from market			12 Oct 2018	37	33971	0.14
	At the end of the year					33971	0.14

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

Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
1.	DSP Emerging Stars Fund	904605	3.70			904605	3.70
	Market Sell			01 Jun 2018	(30000)	874605	3.58
	Market Sell			19 Oct 2018	(58224)	816381	3.34
	Market Sell			02 Nov 2018	(95980)	720401	2.95
	At the end of the year					720401	2.95
2	Inunit U.S. Holdings Inc.	385575	1.58			385575	1.58
	At the end of the year					385575	1.58
3	Lloyd George Indian Ocean Master Fund	310000	1.27			310000	1.27
	At the end of the year					310000	1.27



Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
4	VLS Finance Ltd	380424	1.56			380424	1.56
	Market Sell			13 Apr 2018	(1393)	379031	1.55
	Market Sell			20 Apr 2018	(2206)	376825	1.54
	Market Sell			27 Apr 2018	(200)	376625	1.54
	Market Sell			11 May 2018	(1201)	375424	1.53
	Market Sell			08 Jun 2018	(10134)	365290	1.49
	Market Sell			15 Jun 2018	(13700)	351590	1.44
	Market Sell			22 Jun 2018	(1871)	349719	1.43
	Market Sell			27 Jul 2018	(1500)	348219	1.42
	Market Sell			03 Aug 2018	(8219)	340000	1.39
	Market Sell			12 Oct 2018	(40000)	300000	1.23
	Market Sell			21 Dec 2018	(34450)	265550	1.09
	Market Sell			28 Dec 2018	(9032)	256518	1.05
	Market Sell			22 Feb 2019	(518)	256000	1.05
	Market Sell			22 Mar 2019	(7000)	249000	1.02
	At the end of the year					249000	1.02
5	Anil Kumar Geol	273000	1.116			273000	1.12
	Market Sell			19 Oct 2018	(50254)	222746	0.91
	Market Sell			09 Nov 2018	(2746)	220000	0.90
	Market Sell			16 Nov 2018	(20)	219980	0.90
	At the end of the year					219980	0.90
6	Vanaja Sunder Iyer	200034	0.8177			200034	0.82
	At the end of the year					200034	0.82
7	IIFL Securities Ltd.	105081	0.4296			105081	0.43
	Market Sell			06 Apr 2018	(6)	105075	0.43
	Market Sell			13 Apr 2018	(104975)	100	0.00
	Market Purchase			20 Apr 2018	113622	113722	0.46
	Market Sell			27 Apr 2018	(356)	113366	0.46
	Market Purchase			04 May 2018	2018	115384	0.47
	Market Sell			11 May 2018	(1555)	113829	0.47
	Market Sell			18 May 2018	(70)	113759	0.47
	Market Purchase			25 May 2018	1835	115594	0.47
	Market Sell			01 Jun 2018	(944)	114650	0.47
	Market Sell			08 Jun 2018	(205)	114445	0.47
	Market Sell			30 Jun 2018	(550)	113895	0.47
	Market Purchase			20 Jul 2018	120	114015	0.47
	Market Sell			27 Jul 2018	(120)	113895	0.47
	Market Purchase			03 Aug 2018	88	113983	0.47
	Market Purchase			10 Aug 2018	27	114010	0.47
	Market Sell			17 Aug 2018	(99)	113911	0.47
	Market Purchase			24 Aug 2018	69	113980	0.47
	Market Sell			31 Aug 2018	(85)	113895	0.47



Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
	Market Purchase			14 Sep 2018	75	113970	0.47
	Market Purchase			21 Sep 2018	86	114056	0.47
	Market Sell			29 Sep 2018	(107)	113949	0.47
	Market Sell			05 Oct 2018	(112293)	1656	0.01
	Market Sell			12 Oct 2018	(1456)	200	0.00
	Market Sell			19 Oct 2018	(184)	16	0.00
	Market Sell			26 Oct 2018	(16)	0	0.00
	Market Purchase			02 Nov 2018	100	100	0.00
	Market Sell			09 Nov 2018	(94)	6	0.00
	Market Purchase			16 Nov 2018	85	91	0.00
	Market Sell			23 Nov 2018	(91)	0	0.00
	Market Purchase			21 Dec 2018	252	252	0.00
	Market Sell			28 Dec 2018	(252)	0	0.00
	Market Purchase			31 Dec 2018	1	1	0.00
	Market Purchase			11 Jan 2019	115381	115382	0.47
	Market Sell			18 Jan 2019	(20)	115362	0.47
	Market Purchase			25 Jan 2019	1030	116392	0.48
	Market Sell			01 Feb 2019	(303)	116089	0.47
	Market Sell			08 Feb 2019	(20)	116069	0.47
	Market Purchase			22 Mar 2019	49	116118	0.47
	Market Sell			29 Mar 2019	(29)	116089	0.47
	At the end of the year					116089	0.47
8	Tareno Funds Value Opportunity Equities	65000	0.27			65000	0.27
	At the end of the year					65000	0.27
9	Aequitas Investment Consultancy Private Limited	726	0.01			726	0.00
	Market Purchase			01 Feb 2019	3468	4194	0.02
	Market Purchase			08 Feb 2019	9740	13934	0.06
	Market Purchase			15 Feb 2019	6771	20705	0.08
	Market Purchase			22 Feb 2019	36781	57486	0.24
	Market Purchase			01 Mar 2019	2399	59885	0.24
	At th end of the year					59885	0.24
10	Dotch Sales Pvt. Ltd	50000	0.20			50000	0.20
	Market Purchase			13 Jul 2018	1000	51000	0.21
	Market Purchase			20 Jul 2018	2500	53500	0.22
	Market Purchase			03 Aug 2018	1766	55266	0.23
	Market Sell			02 Nov 2018	(266)	55000	0.22
	At the end of the year					55000	0.22
11	Nilesh Amrutlal Doshi	51500	0.21			51500	0.21
	At the end of the year					51500	0.21



Sr. No.	Name & Type of Transaction	Shareholding at the beginning of the year – 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		No. of shares held	% of total shares of the company	Date of transaction	No. Of shares	No of shares held	% of total shares of the company
12	Perpetual Enterprises LLP	80000	0.33			80000	0.33
	Market Sell			31 Aug 2018	(1271)	78729	0.32
	Market Sell			07 Sep 2018	(30047)	48682	0.20
	Market Sell			14 Sep 2018	(11761)	36921	0.15
	Market Sell			28 Dec 2018	(7563)	29358	0.12
	Market Sell			04 Jan 2019	(6132)	23226	0.09
	Market Sell			11 Jan 2019	(2139)	21087	0.09
	Market Sell			01 Feb 2019	(825)	20262	0.08
	At the end of the year					20262	0.08
13	Rajiv Garg	16000	0.0654			16000	0.07
	Market Sell			06 Apr 2018	(1000)	15000	0.06
	Market Sell			13 Apr 2018	(500)	14500	0.06
	Market Sell			20 Apr 2018	(1000)	13500	0.06
	Market Sell			27 Apr 2018	(2500)	11000	0.05
	Market Sell			04 May 2018	(5500)	5500	0.02
	Market Sell			11 May 2018	(5500)	0	0.00
	At the end of the year					0	0.00

(v) **Shareholding of Directors and Key Managerial Personnel:** Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf, Mr. Ashish Kumar Saraf and Mr. Navneet Kumar Saraf are only Directors and Key Managerial person who holds the shares and the details of Shareholding at the beginning of the year, Cumulative Shareholding during the year of them given above under the head of “Shareholding of Promoters”

V. Indebtedness

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

(₹ in Lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	32360.74	7957.80	0	40318.54
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	32360.74	7957.80	0	40318.54
Change in Indebtedness during the financial year				
· Addition	10561.57	0.00	0	10561.57
· Reduction	0	350.30	0	350.30
Net Change	10561.57	350.30	0	10211.27
Indebtedness at the end of the financial year				
i) Principal Amount	42922.31	7607.50	0	50529.81
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	42922.31	7607.50	0	50529.81



VI. Remuneration of Directors and Key Managerial Personnel

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

(₹ in Lakhs)

Sr. No.	Particular of Remuneration	Name of MD/WTD/Manager					Total Amount
		Mr. Sharad Kumar Saraf, Chairman & MD	Mr. Sudarshan Kumar Saraf Co-Chairman & MD	Mr. Navneet Kumar Saraf, WTD	Mr. Ashish Kumar Saraf, WTD	Mr. Atanu Choudhary, WTD	
1	Gross salary						
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	146.40	146.40	146.40	146.40	10.16	595.76
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-	-	-
2	Stock Option	-	-	-	-	-	-
3	Sweat Equity	-	-	-	-	-	-
4	Commission	-	-	-	-	-	-
	- As % of profit	-	-	-	-	-	-
	- Others specify	-	-	-	-	-	-
5	Others, please specify	-	-	-	-	-	-
	Total (A)	146.40	146.40	146.40	146.40	10.16	595.76

B. Remuneration to other directors:

(₹ in Lakhs)

Sr. No.	Particular of Remuneration	Name of Directors					Total Amount
		Mr. Aubrey Rebello	Mr. V.C. Saraf	Mr. Jagdeesh Mehta	Mr. Vinod Agarwala	Ms. Vaishali Choudhary	
1	Independent Directors						
	Fee for attending board/ committee meetings	0.60	0.40	0.90	0.90	0.60	3.40
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (1)	0.60	0.40	0.90	0.90	0.60	3.40
2	Other Non-Executive Directors						
	Fee for attending board/ committee meetings	-	-	-	-	-	-
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	Total (2)	-	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-	-
	Total (B)=(1+2)	0.60	0.40	0.90	0.90	0.60	3.40



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

(₹ in Lakhs)

Sr. No.	Particular of Remuneration	Key Managerial Personnel		
		Company Secretary & Compliance Officer	Chief Financial Officer	Total
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16.07	146.40	162.47
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- As % of profit	-	-	-
	- Others specify...	-	-	-
5	Others (Fees)	-	-	-
	Total (A)	16.07	146.40	162.47

VII. Penalties / Punishment/ Compounding Of Offences:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give Details)
A. COMPANY	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICES IN DEFAULT	-	-	-	-	-
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



ANNEXURE - IV TO THE BOARD'S REPORT

Remuneration Policy for Directors, Key Managerial Personnel and other employees

1. Introduction:

- 1.1 Technocraft Industries (India) Limited (TIIL) recognises the importance of aligning the business objectives with specific and measureable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:
 - 1.1.1 Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
 - 1.1.2 Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
 - 1.1.3 Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

- 2.1 This Policy sets out the guiding principles for the Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

- 3.1 "Director" means a director appointed to the Board of the Company.
- 3.2 "Key Managerial Personnel" means
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed under the Companies Act, 2013.
- 3.3 "Nomination and Remuneration Committee" means the committee constituted by TIIL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

4. Policy:

4.1 Remuneration to Executive Directors and Key Managerial Personnel

- 4.1.1 The Board, on the recommendation of the Nomination and Remuneration (NRC) Committee, shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
- 4.1.2 The Board, on the recommendation of the NRC Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- 4.1.3 The remuneration structure to the Executive Directors and Key Managerial Personnel may include (i) Basic Pay (ii) Perquisites and Allowances. (iii) Commission or (iv) bonus etc.



4.2 Remuneration to Non-Executive Directors

- 4.2.1 The Board, on the recommendation of the NRC Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.
- 4.2.2 Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof.

4.3 Remuneration to other employees

- 4.3.1 Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organisation. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

5. Amendment

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any subsequent amendment/modification in the Listing Regulations, the Companies Act, 2013 and/or other applicable laws in this regard shall automatically apply to this Policy.

Details of amendment:

Amended on	06/11/2015 (Pursuant to the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and inter alia)
	13/02/2019 (Pursuant to the requirement of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and inter alia)



ANNEXURE-V TO THE BOARD'S REPORT

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Legal Framework

This Policy has been formulated by the Corporate Social Responsibility Committee and approved by the Board of Directors of Technocraft Industries (India) Limited (hereinafter referred to as the "Company") in accordance with the requirement of the provisions of Section 135 of the Act read with the Rules thereunder.

Definitions

1. **"Act"** means Companies Act, 2013 & rules made thereunder, including any modifications, clarifications, amendments, circulars or re-enactment thereof.
2. **"Board of Directors"** or **"Board"** means the Board of Directors of the Company, as constituted from time to time.
3. **"Committee"** means Corporate Social Responsibility Committee of the Company as constituted or reconstituted by the Board
4. **"Independent Director"** means a director who satisfies the criteria for independence as prescribed under Section 149 of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as SEBI Listing Regulations).
5. **"Key Managerial Personnel"** in relation to a company, means—
 - (i) the Chief Executive Officer or the Managing Director or the Manager;
 - (ii) the Company Secretary;
 - (iii) the Whole-Time Director;
 - (iv) the Chief Financial Officer; and
 - (v) such other officer as may be prescribed;
6. **"Policy"** means this Policy, as may be amended from time to time.

Membership

- i) The Committee shall consist of a minimum 3 Directors out of which at least one Director shall be an Independent Director.
- ii) A minimum of two (2) Members shall constitute a quorum for the Committee Meeting.
- iii) Term of the Committee shall be continued unless terminated by the Board of Directors.

Role of the committee

The CSR Committee, inter alia, shall-

- i) indicate the activities to be undertaken by the company relating to that specified in Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- ii) recommend the amount of expenditure to be incurred on the activities referred to in clause (i) above; and
- iii) monitor the CSR Policy of the Company from time to time.

Role of the Board

The Board shall endeavor to -

- i) ensure that the activities to be undertaken by the Company shall be related to that specified in Schedule VII to the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014;
- ii) ensure that the company spends, in every financial year, at least two per cent of the average net profits, if any, (which is calculated in accordance with the provisions of section 198 of the Act) of the Company made during the three immediately preceding financial years, in pursuance of its CSR Policy by identifying appropriate projects/ activities preferably in the local area where the Company's operations are carried out;



- iii) Consider and give preference to the local area and areas around the Company where it operates, for spending the amount earmarked for CSR activities.

CSR Activities

The Company shall endeavour to provide adequate budget for CSR project/program in consonance with Schedule VII of the Act with emphasis on:

- i) Promoting health care including preventive health care and sanitation and making available safe drinking water;
- ii) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

Surplus, if any, arising out of the CSR project/program/activity shall not form part of the business profit of the Company.

Specification of modalities of execution of the policy

The Committee shall be responsible for laying down operational mechanism, design the implementation model & schedule and recommend the same for the approval of the Board. The CSR project/program shall be initiated in the manner approved by the Board.

Monitoring process

The Board shall periodically review the status of the CSR project/program being implemented and issue necessary directions to ensure orderly and efficient execution of the CSR project/program in accordance with this Policy. The review shall be in accordance with the COREX principle i.e., Comply or Explain.

Disclosures

As per the Act, the contents of this Policy shall be disclosed in the Board's Report of the Company and also be placed on the Company's website.

Miscellaneous

Any terms used in this policy but not defined herein shall have the same meaning as prescribed to it in the Act or Rules made thereunder, SEBI Act or Rules and Regulations made thereunder, Listing Agreement or any other relevant legislation / law applicable to the Company.

Amendment

The Committee can recommend any amendment to this Policy, as and when it deems fit and implement after Board's approval.

Any subsequent amendment/modification in the Act and/or other applicable laws in this regard shall automatically apply to this Policy.



ANNEXURE-VI TO THE BOARD'S REPORT

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The Board of Directors of your Company (hereinafter referred to as the "Board") approved the Corporate Social Responsibility ("CSR") Policy of your Company during the year as recommended by the CSR Committee pursuant to section 135 Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The Company is aware of the social responsibilities that accompany its leadership status. The Company remains steadfast on its objective of pursuing holistic growth with responsibility towards the people.

As a part of Corporate Social Responsibility, the Company has supported an Institute in tie up with Nettur Technical Training Foundation (NTTF) in the name of NTTF Training Centre (NTC). NTC provides diploma courses in Mechatronics and Tool & Die Design Engineering. It is located on a lush 9 acres landscape site in Murbad, near Mumbai. NTTF is a living symbol of Indo-Swiss Co-operation aimed at promoting a purposeful technical education for the youth in India. The institute consists of Ground plus two floors building with basement, and has an approximate built-up area of 48000 Sq. ft. A hostel block is also provided to accommodate Students and Trainees with mess and recreational facilities. These facilities have a capacity to provide Education/Training to about 600 students. The Job Oriented courses offered by the NTTF training center have resulted into creation of Employment Opportunities and Entrepreneurship among the youth in the stakeholder villages.

The CSR Committee of the Company has identified inter-alia the following thrust areas around which your Company shall be focusing its CSR initiatives and channelising the resources on a sustained basis.

I Education:

- a. Support technical training institutes, skill development centers, vocational programmes for the purpose of creating livelihood opportunities, soft skill training etc. to the rural youth;
- b. Enhancing the access to employment opportunity by providing vocational or special training skills;
- c. Support to or collaboration with technical vocational training institutions for overall self- development and capacity building of the youth.

II Healthcare;

- a. Providing better sanitation services to the community.
- b. Collaborating with organisations that deliver localized community healthcare programs and awareness campaigns in nearby villages municipalities.
- c. Family Welfare.

Weblink to CSR Policy: The Company's CSR policy is posted at the link [http://www.technocraftgroup.com/pdf/Corporate-Social-Responsibility-\(CSR\)-Policy.pdf](http://www.technocraftgroup.com/pdf/Corporate-Social-Responsibility-(CSR)-Policy.pdf).

- 2. The Composition of the CSR Committee:** Pursuant to Section 135 of the Act a Corporate Social Responsibility (CSR) Committee was constituted. As at March 31, 2019, the CSR Committee comprised of two Executive Directors and one Independent Director namely Mr. Sharad Kumar Saraf, Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhari.
- 3. Average net profit of the company for last three financial years:** ₹ 143.26 Cr.
- 4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above):** ₹ 2.87 Cr.



5. Details of CSR spent during the financial year.

(a) Total amount to be spent for the financial year; ₹ 2.87 Cr

(b) Amount unspent, if any; - ₹ 2.80 Cr

(c) Manner in which the amount spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No	CSR project or activity identified	Sector In which The Project is covered	Projects or programs (1) Local area or other (2) Specify the State and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub – heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1.	Providing and Promoting Education	Education	(1) Other (2) Gujarat, Gandhinagar	₹ 0.075 Crores	₹ 0.075 Crores	₹ 0.075 Crores	Through: Indian Institute of Technology

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.

Your Company is in process of finding suitable project(s) in the local area where the Company's operations are carried out and will contribute in phased manner in future, upon identification of suitable projects within the Company's CSR Policy. The Company was unable to find out the suitable projects in the local area where the Company's operations are carried out.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

The CSR Committee hereby confirms that the implementation and monitoring of CSR activities shall be in compliance with CSR objectives and the CSR Policy of the company.

Sharad Kumar Saraf
Chairman & Managing Director &
Chairman of the CSR Committee
DIN 00035843



ANNEXURE-VII TO THE BOARD'S REPORT

AOC-2

Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 read Rule 8 (2) of the Companies (Accounts) Rules, 2014

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

1. Details of contracts or arrangements or transactions not at Arm's length basis: NIL

All transactions entered into by the Company during the year with related parties were on arm's length basis.

2. Details of contracts or arrangements or transactions at Arm's length basis:

S. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	AAIT/ Technocraft Scaffold Distribution LLC, FZE ("AAIT")
2.	Nature of contracts/arrangements/transaction	Sale of scaffolding
3.	Duration of the contracts/arrangements/transaction	On-going transaction (Continuous)
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	AAIT is a distribution Company during the FY the Company sold scaffolding in USA through AAIT for aggregate amount of ₹ 163.85 Crores on an Arm's Length basis.
5.	Date of approval by the Board	August 10, 2018 & May 28, 2019
6.	Amount paid as advances, if any	Nil



ANNEXURE-VIII TO THE BOARD'S REPORT

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

- (i) & (ii) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the percentage increase in remuneration of each Director, Managing Director & Chief Executive Officer, Chief Financial Officer and Company Secretary of the Company in the financial year 2018-19.

Name & Designation	Remuneration of each Director & KMP for Financial Year 2018-19 ₹ In Lakhs	% Increase/ Decreased in remuneration in the Financial year 2017-18	Ratio of remuneration of each Director to median remuneration of employees
A. Directors & Key Managerial Personnel			
Mr. Sharad Kumar Saraf, CMD	146.40	0.00	46.38
Mr. Sudarshan Kumar Saraf, Co- CMD	146.40	0.00	46.38
Mr. Ashish Kumar Saraf, WTD, CFO	146.40	0.00	46.38
Mr. Navneet Kumar Saraf, WTD, CEO	146.40	0.00	46.38
Mr. Atanu Choudhary, WTD	10.16	3.67	3.22
Mr. Jagdeesh Mal Mehta, I-NED	0.90	200.00	0.29
Mr. Vishwambhar C. Saraf, I-NED	0.40	33.33	0.13
Mr. Aubrey Rebello, I-NED	0.90	N.A.	0.29
Ms. Viashali Choudhari, I-NED	0.60	0.00	0.19
Mr. Vinod Agarwala, I-NED	0.90	28.57	0.29
B. Key Managerial Personnel other than Directors			
Mr. Neeraj Rai, CS	16.07	15.00	5.09

Legends:

CMD - Chairman & Managing Director; I- NED- Independent Non-Executive Director; WTD- Whole Time Director; CFO – Chief Financial Officer; CS - Company Secretary; CEO- Chief Executive Officer

Notes:

The above remuneration includes sitting fees paid to all the Non-Executive Directors of the Company.

- (iii) **Percentage increase in the median remuneration of employees in the financial year:** During the period under review the median remuneration was increased by 7.77%
- (iv) **The number of permanent employees on the rolls of Company;** There were 1595 permanent employees on the rolls of Company as on March 31, 2019.
- (v) **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average increase in the salaries of employees other than the managerial personnel in the Financial Year 2018-19 was 8.58% and the increase in the salary of the managerial personnel was 0.52%. The average increase of 8.58% in the salaries of employees was in line with the market projection, the performance of the Company in the financial year 2018-19, the individual performance of the employees, the criticality of the roles they play and skills set they possess.

- (vi) **Affirmation that the remuneration is as per the Remuneration Policy of the Company**

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.



CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2019, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Corporate Governance signifies the role of the management as the trustees to the property of the shareholders and acceptance of the inherent rights of the shareholders by the management. Corporate Governance is a framework which helps various participants' viz. shareholders, Board of Directors and Company's management, in shaping company's performance and the way it is proceeding towards attainment of its goals.

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's Corporate Governance philosophy encompasses not only regulatory and legal requirements, such as the terms of SEBI Listing Regulations, but also several voluntary practices at a superior level of business ethics, effective supervision and enhancement of shareholders' value.

The Company believes that timely disclosures, transparent accounting policies and a strong and independent Board go a long way in protecting the shareholders' interest while maximizing long term corporate values.

The Company is in compliance with the requirements on the Corporate Governance stipulated under SEBI Listing Regulations.

II. BOARD OF DIRECTORS

(a) Size and Composition of the Board of Directors

The Board of Directors has an ideal combination of executive and non-executive Directors and is in conformity with the provisions of Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations which *inter-alia* stipulates that the Board should have an optimum combination of Executive and Non-executive Directors with at least one Woman Director and not less than fifty percent of the Board should consist of Independent Directors, if the Chairman of the Board is an Executive Director.

As on March 31, 2019, the Board comprised ten Directors. Of these, five are Executive Directors, including the Chairman & Managing Director who is a Promoter Director. Remaining five are Independent Directors including one Woman Director.

Since, the Chairman of the Board of Directors is an Executive Director thus, as per Regulation 17 of the SEBI Listing Regulations at least fifty percentage of the Board should be independent directors. The composition of the Board of Directors is in conformity with the Regulation 17 of the SEBI Listing Regulations.

Mr. Sharad Kumar Saraf, Chairman & Managing Director and Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director are brother and Mr. Ashish Kumar Saraf and Mr. Navneet Kumar Saraf are their sons, respectively, except them other Directors of the Company are not related to each other.

All the Independent Directors of the Company furnish declaration annually that they qualify the conditions of their being independent as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16 (1) (b) of the SEBI Listing Regulations. All such declarations are placed before the Board. Further all the Directors provide declarations annually that they have not been disqualified to act as Director under Section 164(2) of the Companies Act, 2013. In the opinion of the Board, the independent directors fulfil the conditions specified in SEBI Listing Regulations and are independent of the management.

(b) Number of Board Meetings

The Board of Directors met four (4) times during the financial years 2018-19. The Meetings were held on May 30, 2018, August 10, 2018, November 14, 2018 and February 13, 2019. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days.

(c) Directors' attendance record and details of Directorships/Committee Positions held

As mandated by SEBI Listing Regulations, none of the Directors on Board is a member of more than ten Board-level committees and Chairman of more than five such committees, across all such companies in which he/ she is a Director.



Further, none of the Directors of the Company serves as an Independent Director in more than seven listed companies.

The details of names and categories of Directors, their attendance at the Board Meetings held during the year and at the last Annual General Meeting as also the number of Directorships and Board-level committee positions held by them as at March 31, 2019 is tabulated hereunder.

Name	Category	No. of Board Meeting attended/ held during 2018-19	Whether attended Last AGM held on Sept 28, 2018	Number of Directorship of Public Companies including this Company*	Committee Position including in this Company#	
					Chairman	Member
Mr. Sharad Kumar Saraf	Promoter, Chairman & Managing Director	4/4	Yes	7	2	1
Mr. Sudarshan Kumar Saraf	Promoter, Co- Chairman & Managing Director	4/4	Yes	6	-	1
Mr. Ashish Kumar Saraf	Whole-time Director & CFO	3/4	Yes	4	-	1
Mr. Navneet Kumar Saraf	Whole-time Director & CEO	4/4	Yes	5	-	1
Mr. Atanu Choudhary	Whole-time Director	4/4	No	1	-	-
Mr. Vinod Agarwala	Independent	4/4	No	4	2	4
Mr. V. C. Saraf	Independent	2/4	No	4	3	3
Mr. Jagdeesh Mal Mehta	Independent	4/4	No	2	-	1
Ms. Vaishali Choudhari	Independent	3/4	No	1	-	1
Mr. Aubrey Rebello	Independent	2/4	Yes	1	-	1

Notes:-

* Excludes private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013 (i.e. associations not carrying on business for profit or which prohibits payment of dividend).

Chairmanship/Membership of Audit Committee and Stakeholder's Relationship Committee in public companies (including this Company), have been considered.

List of Directors who have directorship in other Listed Companies and the names of the listed entities where the person is a director and the category of directorship:

Name	List of Directorship held in Other Listed	Category of Directorship in other listed
Mr. Sharad Kumar Saraf	(1) Manglam Organic Ltd.	Independent Director
Mr. Vinod Agarwala	(1) IRIS Business Services Ltd (2) GTL Infrastructure Ltd (3) Supreme Infrastructure India Ltd	Independent Director Independent Director Independent Director
Mr. V. C. Saraf	(1) Remi Edlstahl Tubulars Ltd (2) Remi Process Plant And Machinery Ltd (3) Remi Elektrotechnik Ltd.	Non-Independent Director Non-Independent Director Non-Independent- Executive Director
Mr. Jagdeesh Mal Mehta	(1) Banswara Syntex Ltd.	Independent Director



(d) Information to the Board

A detailed agenda folder is sent to each Director in advance of the Board Meetings. As a policy, all major decisions, in addition to matters which statutorily require the approval of the Board are put up for consideration of the Board. Pursuant to Regulation 17(7) of the SEBI Listing Regulations, the agenda includes the minimum information required to be placed before the board of directors. All the agenda items are backed by necessary supporting information and documents (except for the critical price sensitive information, which is circulated separately or placed at the meeting) to enable the Board to take informed decisions.

The Board periodically reviews compliance certificate of laws applicable to the Company, prepared by the Management as well as steps taken by the Company to rectify instances of non-compliances, if any. Further, the Board also reviews the Annual financial statements of the Unlisted Subsidiary Companies. In addition to the above, pursuant to Regulation 24 of the SEBI Listing Regulations, the Minutes of the Board Meetings of the Company's Unlisted Indian Subsidiary Companies are placed before the Board.

(e) Directors with pecuniary relationship or business transaction with the Company:

The Chairman & Managing Director, Co- Chairman & Managing Director and the Whole- time Directors receive Salary, Perquisites and Allowances, while all the Non-Executive Directors receive Sitting Fees.

(f) Nomination and Remuneration Policy & Remuneration to Directors:

Remuneration was paid to Executive Directors i.e. Mr. Sharad Kumar Saraf, Chairman & Managing Director, Mr. Sudarshan Kumar Saraf, Co-Chairman & Managing Director, Mr. Ashish Kumar Saraf, CFO & Whole-timer Director, Mr. Navneet Kumar Saraf, CEO & Whole-time Director and Mr. Atanu Anil Choudhary, Whole-time Directors pursuant to the approval of the Nomination and Remuneration Committee, the Board of Directors and the Members of the Company, which is within the limits prescribed under the Companies Act, 2013.

The Non-Executive Directors were paid sitting fees for attending the Meetings of the Board of Directors and the Audit Committee, which is within the limits prescribed under the Companies Act, 2013. The Company pays a sitting fee of ₹ 10,000/- for attending each Meeting of the Board of Directors, Audit Committee and Meeting of Independent Directors.

The detailed Remuneration Policy of the Company has been provided in the Board's Report which forms part of this Annual Report.

The details of remuneration paid to Directors during the year ended March 31, 2019 are tabulated hereunder.

(₹ In Lakhs)

Name of the Directors	Salaries, perquisites & Allowances	Sitting fees	Total
Mr. Sharad Kumar Saraf	146.40	0.00	146.40
Mr. Sudarshan Kumar Saraf	146.40	0.00	146.40
Mr. Ashish Kumar Saraf	146.40	0.00	146.40
Mr. Navneet Kumar Saraf	146.40	0.00	146.40
Mr. Atanu Choudhary	10.16	0.00	10.16
Mr. Aubrey Rebello	0.00	0.60	0.60
Mr. Jagdeesh Mal Mehta	0.00	0.90	0.90
Ms. Vaishali Choudhari	0.00	0.60	0.60
Mr. V. C. Saraf	0.00	0.40	0.40
Mr. Vinod Agarwala	0.00	0.90	0.90

(g) Employee Stock Option Scheme:

The Company does not have any Employee Stock Option Scheme (ESOS).

(h) Details of Equity Shares held by the Non- Executive Directors:

As on March 31, 2019, none of the Non-Executive Directors held any Equity Shares in the Company and there are no convertible instruments in the Company.



(i) Management Discussion and Analysis

Management Discussion and Analysis is given in a separate section forming part of the Directors' Report in this Annual Report.

(j) Code of Conduct

The Board of Directors has laid down the Codes of Conduct ('Code'), for the all Board members and senior management of the company.

These Codes have been posted on the Company's website www.technocraftgroup.com. All the Board Members and Senior Management personnel of the Company have affirmed Compliance with the Code of Conduct as applicable to them, for the year ended March 31, 2019. A declaration to this effect signed by Mr. Navneet Kumar Saraf, Chief Executive Officer is annexed to this Report.

(k) Familiarisation Programmes for Board Members

The Familiarisation program aims to provide insight to the Independent Directors to understand the business of the Company. Upon induction, the Independent Directors are familiarized with their roles, rights and responsibilities.

All the Directors of the Company are updated as and when required, of their role, rights, responsibilities under applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations, Secretarial Standards; nature of industry in which the Company operates, business model of the Company, etc. The Company holds Board and the Committee Meetings from time to time. The Board of Directors has complete access to the information within the Company. The Independent Directors have the freedom to interact with the Company's management. Directors are also informed of the various developments in the Company through various modes of communications. All efforts are made to ensure that the Directors are fully aware of the current state of affairs of the Company and the industry in which it operates.

The details of such familiarization programmes for Independent Directors of the Company are posted on the website of the Company <http://www.technocraftgroup.com/pdf/Details-of-the-familiarization-programmes-imparted-to-independent-directors.pdf>

(l) Performance Evaluation and Independent Directors Meeting

Pursuant to the provisions of Section 134 (3) (p), 149(8) and Schedule IV of the Companies Act, 2013 and Regulation 17 of the SEBI Listing Regulations, annual performance evaluation of the Directors as well as of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee has been carried out.

The performance evaluation of the Independent Directors was carried out by the entire Board the performance evaluation of the Independent Directors was conducted by the entire Board of Directors (excluding the Director being evaluated) on the basis of a structured questionnaire which was prepared on the basis of SEBI Circular No SEBI/HO/CFD/CMD/CIR/P/2017/004 dated January 5, 2017 and the Performance Evaluation of the Chairman and Non-Independent Directors was carried out by the Independent Directors on the basis of a structured questionnaire which was prepared on the basis of said SEBI Circular.

The Independent Directors of the Company met on February 13, 2019 and also met on May 28, 2019, *inter-alia*, to discuss and carry out the evaluation of performance of (i) Non-Independent Directors and the Board of Directors of the Company as a whole, (ii) the evaluation of performance of the Chairman of the Company, (iii) evaluation of the committees of the Board, and (iv) evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction on the performance of Non-Independent Directors and the Board as a whole. The Independent Directors were also satisfied with the quality, quantity and timeliness of flow of information between the Company management and the Board.

Performance evaluation criteria for independent directors:

The Independent Directors shall be evaluated on the basis of the following criteria;



General:

- a. **Qualifications:** Details of professional qualifications of the member
- b. **Experience:** Details of prior experience of the member, especially the experience relevant to the entity
- c. **Knowledge and Competency:**
 - i. How the person fares across different competencies as identified for effective functioning of the entity and the Board (*The entity may list various competencies and mark all directors against every such competency*)
 - ii. Whether the person has sufficient understanding and knowledge of the entity and the sector in which it operates.
- d. **Fulfillment of functions:** Whether the person understands and fulfills the functions to him/her as assigned by the Board and the law (E.g. Law imposes certain obligations on independent directors)
- e. **Ability to function as a team:** Whether the person is able to function as an effective team- member
- f. **Initiative:** Whether the person actively takes initiative with respect to various areas
- g. **Availability and attendance:** Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay.
- h. **Commitment:** Whether the person is adequately committed to the Board and the entity
- i. **Contribution:** Whether the person contributed effectively to the entity and in the Board meetings
- j. **Integrity:** Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.)

Additional criteria for Independent director:

- a. **Independence:** Whether person is independent from the entity and the other directors and there if no conflict of interest.
- b. **Independent views and judgement:** Whether the person exercises his/ her own judgement and voices opinion freely.

The Non-Independent Directors along with the Independent Directors, except the one who is being evaluated, will evaluate/assess each of the Independent Directors on the aforesaid parameters. On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the Independent Director.

III. BOARD COMMITTEES

Pursuant to SEBI Listing Regulations/ Companies Act, there were four Committees as on March 31, 2019 viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and CSR Committee. All decisions pertaining to the constitution of Committees, appointment of members and fixing of terms of reference / role of the Committees are taken by the Board of Directors. Details on the role and composition of these Committees, including the number of meetings held during the financial year and attendance at meetings, are provided below.

a. Audit Committee

During the Financial Year ended March 31, 2019, the Audit Committee comprises five Independent Directors. viz. Mr. Vinod Agarwala - (Chairman), Mr. Jagdeesh Mal Mehta, Mr. Aubrey Rebello, Ms. Vaishali Choudhari and Mr. V. C. Saraf. All Members of the Audit Committee possess accounting and financial management knowledge.

The senior management team i.e. Chairman & Managing Director, Co-Chairman & Managing Director, Whole-Time Director & Chief Operating Officer, Whole-time Director & Chief Financial Officer and President Accounts & Finance, the Internal Auditors and the representative of the statutory auditors are invited for the meetings of the Audit Committee. The Company Secretary is the Secretary to this Committee.



The Audit Committee met four times during the year, i.e. on May 30, 2018, August 10, 2018, November 14, 2018 and February 13, 2019. The maximum time gap between any two consecutive meetings did not exceed one hundred and twenty days. The minutes of the meetings of the Audit Committee are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meeting held	No of Meeting attended
Mr. Vinod Agarwala	Independent Director	Chairman	4	4
Mr. Jagdeesh Mal Mehta	Independent Director	Member	4	4
Ms. Vaishali Chaudhari	Independent Director	Member	4	3
Mr. V. C. Saraf	Independent Director	Member	4	2
Mr. Aubrey Rebello	Independent Director	Member	4	2

Mr. Aubrey Rebello, Independent Director, member of the Audit Committee and Nomination & Remuneration Committee, represented the Audit Committee and Nomination & Remuneration Committee, who was authorized by the Chairman of the respective Committees, Mr. Vinod Agarwala, and Mr. Vishawmbhar C. Saraf, respectively, who were unable to attend the Annual General Meeting of the Company held on September 28, 2018 to answer members' queries on behalf of Chairman of the Audit Committee.

The terms of reference of the Audit Committee are in conformity with the requirements of SEBI Listing Regulations and Section 177(4) of the Companies Act, 2013. Further, the Audit Committee has powers which are in line with the SEBI Listing Regulations.

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

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement are correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of subsection 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by the management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing with the Management, quarterly financial statements before submission to the board for approval;
6. Reviewing with the Management, the statement of uses/application of funds raised through an issue(public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;



10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the Management, performance of the statutory and internal auditors and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with the internal auditors of any significant findings and follow-up thereon;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussions with the statutory auditors before the audit commences, about the nature and scope of the audit as well as post-audit discussions to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, members (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism/Vigil mechanism.
19. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilizations of loans and/or advances from/investment by the holding Company in subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, which is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
21. Carrying out any other functions as is mentioned in the terms of reference of audit committee. Review of Information by Audit Committee;

Review of Information by Audit Committee:

Besides the above, the role of the Audit Committee includes mandatory review of the following information

22. Management discussion and analysis of financial condition and results of operations;
23. Statement of significant related party transactions (as defined by the audit committee), submitted by Management;
24. Management letters/letters of internal control weaknesses issued by the statutory auditors, if any;
25. Internal audit reports relating to internal control weaknesses; and
26. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the audit committee;
27. Statement of deviations:
 - (a) Quarterly statements of deviation(s) including report of monitoring agency, if applicable, submitted to the stock exchange(s) in terms of Regulation 32(1) of the SEBI Listing Regulations.
 - (b) Annual statement of funds utilized for purposes of the than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7) of the SEBI Listing Regulations.
28. Carrying out any other function as may be referred to the Committee by the Board.
29. Authority to review / investigate into any matter covered by Section 177 of the Companies Act, 2013 and matters specified in Part C of Schedule II of the Listing Regulations.



b. Nomination and Remuneration Committee

As on March 31, 2019, this Committee comprised five Independent Directors. They are Mr. V.C. Saraf – (Chairman), Mr. Vinod Agarwala, Mr. Jagdeeshmal Mehta, Mr. Aubrey Rebello and Ms. Vaishali Choudhari.

This Committee met two times during the previous financial year 2018-19 i.e. May 30, 2018 and August 10, 2018. The Minutes of the Nomination and Remuneration Committee Meetings are noted by the Board. The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meetings held, director entitle to attend	No of Meeting attended
Mr. V. C. Saraf	Independent Director	Chairman	2	2
Ms. Vaishali Chaudhari	Independent Director	Member	2	2
Mr. Aubrey Rebello	Independent Director	Member	1	0
Mr. Jagdeeshmal Mehta	Independent Director	Member	0	0
Mr. Vinod Agarwala	Independent Director	Member	0	0

In accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations, the broad terms of reference of the Nomination and Remuneration Committee of the Company include:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors;
- Devising a policy on Board diversity.
- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modified as may be applicable.

c. Stakeholders Relationship Committee

As of March 31, 2019, this Committee comprises three Directors viz. Mr. V.C. Saraf – (Chairman), Mr. Sharad Kumar Saraf and Mr. Sudarshan Kumar Saraf. The Company Secretary, Mr. Neeraj Rai is the Compliance Officer of the Company.

During the Financial Year 2018-19, 01 queries/complaints were received by the Company from members/ investors/ authorities, all of which have been redressed / resolved to date, satisfactorily. As on date, there are no pending share transfers/complaints/queries pertaining to the year under review.

The Committee deals with the following matters:

- Resolving the grievances of the security holders of the Company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.



- Approve issue of duplicate share certificates.
- To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modified as may be applicable.

d. Corporate Social Responsibility (CSR) Committee:

As on March 31, 2019 the CSR Committee comprises of three directors viz. Mr. Sharad Kumar Saraf (Chairman), Mr. Sudarshan Kumar Saraf and Ms. Vaishali Choudhari. The Company Secretary of the Company is the Secretary of the Committee. During the financial year 2018-19, the committee met twice on August 10, 2018 and February 13, 2019 and the minutes of the Committee are noted by the Board.

The Company has formulated Corporate Social Responsibility Policy (CSR Policy) which is available on the website of the Company at www.technocraftgroup.com

The role of the Committee is as under:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013.
- Recommend the amount of expenditure to be incurred on the activities referred in the CSR policy
- Monitor the CSR Policy of the Company and its implementation from time to time.
- Such other functions as the Board may deem fit from time to time.

The details of the composition of the Committee, meetings held, attendance at the meetings, are tabulated hereunder:

Name of the Members	Category	Position	No. of Meetings held, director entitle to attend	No of Meeting attended
Mr. S. K. Saraf	Executive Director	Chairman	2	2
Mr. S. M. Saraf	Executive Director	Member	2	2
Ms. Vaishali Chaudhari	Independent Director	Member	2	1

IV. DISCLOSURES

(a) Related Party Transactions

All related party transactions entered during the financial year were in the ordinary course of business and on an arm's length basis. Particulars of contracts or arrangements with related parties are mentioned in the Board Report;

Further the details of the transactions with related parties are provided in the Company's financial statements in accordance with the Accounting Standards.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board is available on website of the Company at the link: <http://www.technocraftgroup.com/pdf/Policy-On-Related-Party-Transactions.pdf>

(b) Accounting treatment in preparation of financial statements

The Company has followed the Accounting standards notified by The Companies (Accounting Standards) Rules, 2006, as amended from time to time, read with Companies (Accounts) Rules, 2014 in preparation of its financial statements.

(c) Risk Management

The Company has a structured risk management policy. The Risk management process is designed to safeguard the organisation from various risks through adequate and timely actions. It is designed to anticipate, evaluate and mitigate risks in order to minimize its impact on the business. The potential risks are inventorised and integrated with the management process such that they receive the necessary consideration during decision making. It is dealt with in greater details in the management discussion and analysis section.



The Company has a competent Internal Audit System which prepares and executes a vigorous Audit Plan covering various functions such as purchase audit, factory payroll audit, operations, finance, human resources, administration, statutory dues etc. across different factories. The internal auditor presents their key audit findings of every quarter to the Audit Committee. The management updates the members about the remedial actions taken or proposed for the same. The suggestions and comments from the Committee members are vigilantly incorporated and executed by the Company.

(d) Subsidiary Companies

As on March 31, 2019, the Company had 19 subsidiaries. The Company has no material non-listed Indian Subsidiary Company as defined in Regulation 24 of the SEBI Listing Regulations. However, a policy on material subsidiaries has been formulated and the same is available on website of the Company at the link <http://www.technocraftgroup.com/pdf/Policy-For-Determining-Material-Subsidiary-Companies.pdf> for effective governance, the Company overviews the performance of its subsidiaries, inter alia, in the following manner:

- The financial statements, in particular, the investments made by the unlisted subsidiary companies, are reviewed by the Audit Committee and the Board of Directors of the Company.
- The Minutes of the Board Meetings of the subsidiary companies are placed before the Board of Directors of the Company.

Details of all significant transactions and arrangements entered into by the unlisted subsidiary companies are periodically placed before the Board of Directors of the Company.

(e) Code for Prevention of Insider Trading Practices

As per SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a revised Code of Conduct for Prevention of Insider Trading & Code of Corporate Disclosure Practices. All the Directors, employees and third parties such as auditors, consultants etc. who could have access to the unpublished price sensitive information of the Company are governed by this code. The trading window is closed during the time of declaration of results and occurrence of any material events as per the code. The Company has appointed Mr. Neeraj Rai, Company Secretary, as Compliance Officer, who is responsible for setting forth procedures and implementation of the code for trading in Company's securities.

(f) Whistle Blower Policy/ Vigil Mechanism

The Company promotes ethical behaviour in all its business activities and has put in place a mechanism for reporting illegal or unethical behaviour. The Company has a Vigil Mechanism Policy under which the employees are free to report violations of applicable laws and regulations. The same is posted on the website of the Company <http://www.technocraftgroup.com>

(g) CEO/CFO Certification

As required under Regulation 17 (8) of the SEBI Listing Regulations, the CEO & CFO of the Company have certified regarding the Financial Statements for the year ended March 31, 2019 which is annexed to this Report.

(h) Pledge of Equity Shares:

All the promoters' shareholding is free from any encumbrance.

(i) Disclosure of Pending Cases/Instances of Non- Compliance

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the capital market during the last three years.

(j) Details of compliance with mandatory requirements and adoption of the non-mandatory requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Details of non-compliance, if any:** There is no Non-Compliance of any requirement of Corporate Governance Report of sub para (2) to (10) of the Part C of Schedule V of the SEBI Listing Regulations.
- Compliance with mandatory requirements:** The Company has complied with all the mandatory items of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015



(k) Compliance report on discretionary requirements under Regulation 27(1) of SEBI Listing Regulations:

- i. **The Board:** The Chairman of the Company is an Executive Director and maintains the Chairman's office at the Company's expenses for performance of his duties.
- ii. **Shareholders' Rights:** The Company did not send half-yearly results to each household of the shareholders in Financial Year 2018-19. However, in addition to displaying its quarterly and half-yearly results on its website www.technocraftgroup.com and publishing in widely circulated newspapers.
- iii. **Audit Qualifications:** The auditors have not qualified the financial statements of the Company.
- iv. **Reporting of Internal Audit:** The Internal Auditor regularly updates the Audit Committee on internal audit findings at the Audit Committee meetings.

V. MEANS OF COMMUNICATION:

In accordance with Regulation 46 of the SEBI Listing Regulations, the Company has maintained a functional website at www.technocraftgroup.com containing information about the Company viz., details of its business, financial information, shareholding pattern, compliance with corporate governance, details of the policies approved by the Company, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances etc. The contents of the said website are updated from time to time.

The quarterly and annual financial results, notices of Board Meetings and Annual General Meetings, are normally published in Business Standard (English) and Mumbai Lakshadeep / Apale Mahanagar (Marathi) newspapers.

Further, the Company disseminates to the Stock Exchanges (i.e. BSE and NSE), wherein its equity shares are listed, all mandatory information and price sensitive/ such other information, which in its opinion, are material and/or have a bearing on its performance/ operations and issues press releases, wherever necessary, for the information of the public at large.

VI. GENERAL BODY MEETING:

i. Location and time of last three Annual General Meetings ('AGM') held:

AGM No.	Year	Date	Time	Location
26 th AGM	2017-18	September 28, 2018	11.00 A.M	Technocraft House, A-25, Road No. 3, MIDC, Marol Industrial Area, Andheri (E), Mumbai – 400 093
25 th AGM	2016-17	September 28, 2017	11.00 A.M.	Technocraft House, A-25, Road No.3, MIDC, Marol Industrial Area, Andheri (E), Mumbai – 400 093
24 th AGM	2015-16	September 30, 2016	11.00 A.M.	Technocraft House, A-25, Road No.3, MIDC, Marol Industrial Area, Andheri (E), Mumbai – 400 093

ii. Special Resolutions passed during the previous three AGMs:

- In 24th AGM held on September 30, 2016: Special Resolution was passed under section 94 (1) of the Companies Act, 2013 for maintaining and keeping the register of members, indices of members, copies of annual returns etc., at the place other than registered office of the Company.
- In 25th AGM held on September 28, 2017: Special Resolution was passed for re-appointment of Mr. Sharad Kumar Saraf, as Managing Director in accordance with the provisions of Section 196, 197, 198, and 203 of the Companies Act, 2013.
- In the 26th AGM held on September 28, 2018: following special resolutions were passed:
 - I. Appointment of Mr. Aubrey Rebello, as an independent director pursuant to section 149, 150 and 152 of the Companies Act, 2013.
 - II. Re-appointment of Mr. Sudarshan Kumar Saraf, as a Managing Director pursuant to section 196, 197, 198 and 203 of the Companies Act, 2013
 - III. Approval for continuation of Mr. Jagdeeshmal Mehta, independent Director, who had attained the age of 75 years.
 - IV. Approval for continuation of Mr. Vishwambhar C. Saraf, independent Director, who had attained the age of 75 years.



- iii. **Special Resolution passed during the Financial Year 2018-19 through the Postal Ballot:** During the financial year, the Company did not pass any resolution through postal ballot:

VII. GENERAL SHAREHOLDER INFORMATION

i. Annual General Meeting:

Date: September 20, 2019

Day: Friday,

Time: 11:00 A.M

Venue: 6th floor, Tunga Regale, Plot No. 31, Phase II, Central Road, MIDC, Andheri - East, Mumbai, 400093

ii. Last date for Receipt of Proxies: Wednesday, September 18, 2019

iii. Financial Year:

The financial year of the Company covers the financial period from April 01 to March 31. During the financial year under review, the Board Meetings for approval of quarterly and annual financial results were held on the following dates:

1st Quarter Results: August 10, 2018

2nd Quarter Results: November 14, 2018

3rd Quarter Results: February 13, 2019

4th Quarter & Annual Results: May 28, 2019

The tentative dates of the Board Meetings for consideration of financial results for the year ending March 31, 2020 are as follows:

1st Quarter Results: On or before August 14, 2019

2nd Quarter Results: On or before November 14, 2019

3rd Quarter Results: On or before February 14, 2020

4th Quarter & Annual Results: On or before May 30, 2020

iv. Dates of Book Closure:

Wednesday, September 18, 2019 to Friday, September 20, 2019 (both days inclusive)

v. Dividend Payment Date:

During the Financial Year under review no dividend was declared.

vi. Listing on Stock Exchanges:

Presently, the Equity Shares of the Company are listed on the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE). The Company has paid the annual listing fees for the year 2019-20 to BSE and NSE.

vii. Stock Code:

ISIN (Equity Shares) in NSDL & CDSL	INE545H01011
BSE Code	532804
NSE Code	TIIL

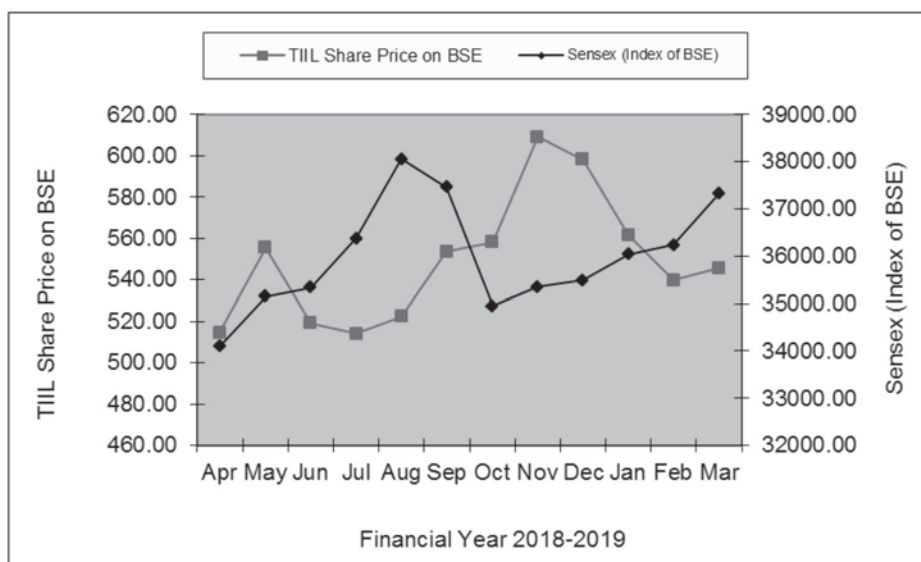
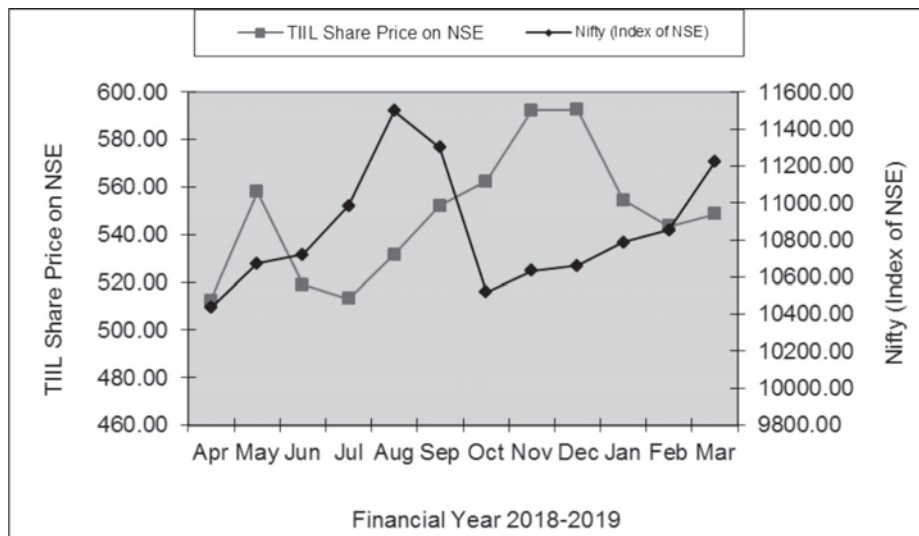
viii. Corporate Identification Number:

Corporate Identity Number (CIN) of the Company, allotted by the Ministry of Corporate Affairs, Government of India is L28120MH1992PLC069252.



ix. Share Price Data: High/Low and Volume during each month of 2018-19 at BSE and NSE:

Date	NSE			BSE		
	High Price	Low Price	Total Traded Quantity	High Price	Low Price	Total Traded
Apr-18	537.00	488.00	213200	538.80	490.50	22020
May-18	616.00	500.00	237855	615.00	496.00	70285
Jun-18	557.90	479.95	117308	558.50	480.00	11107
Jul-18	536.40	490.10	172599	537.00	491.20	27994
Aug-18	569.90	493.50	173985	554.60	490.00	24776
Sep-18	609.00	495.20	203668	607.00	500.00	36182
Oct-18	630.00	494.75	508422	623.60	492.45	236250
Nov-18	649.80	535.00	154771	650.45	567.90	26588
Dec-18	635.00	550.05	262833	645.00	551.05	38300
Jan-19	605.00	504.20	126172	615.00	508.10	38876
Feb-19	578.80	508.05	99856	576.00	503.65	21874
Mar-19	585.00	512.50	119490	581.00	510.00	26470





x. The Registrars and Share Transfer Agents:-

Link Intime India Private Limited is the Company's Registrar and Share Transfer Agents. Their contact details are as follows:

Link Intime India Private Limited

C-101, 247 Park, L B S Marg, Vikroli West, Mumbai – 400 083, Maharashtra, India

Tel: +91 22 49186270

Fax: +91 22 49186060

Email: rnt.helpdesk@linkintime.co.in

Website: www.linkintime.co.in

xi. Share Transfer System

The Registrars and Share Transfer Agent have put in place an appropriate Share Transfer system to ensure timely share transfers. Share transfers are registered and returned in the normal course within an average period of 15 days from the date of receipt, if the documents are clear in all respects. Requests for dematerialisation of shares are processed and confirmation is given to the respective depositories i.e. NSDL and CDSL within 21 days

xii. Distribution of shareholding

(a) Based on Shares held as on March 31, 2019

Distribution range of Shares	No. of Shares	Percentage of Shares	No. of Shareholders	Percentage of Shareholders
001-500	981575	4.01	10188	90.38
501-1000	382121	1.56	497	4.41
1001-2000	331183	1.35	229	2.03
2001-3000	243535	1.00	98	0.87
3001-4000	190898	0.78	55	0.49
4001-5000	213659	0.87	46	0.41
5001-10000	539679	2.21	78	0.69
Greater than 10000	21579037	88.22	81	0.72
Total	24461687	100.00	11272	100.00

(b) Shareholding Pattern as on March 31, 2019:

S. N.	Category	No. of shareholders	No. of shares	%
A	Promoters/ Promoter Group	13	17920873	73.26
B	Public			
(1)	Institutions			
(a)	Mutual Funds/	0	0	0.00
(b)	Venture Capital Funds	0	0	0.00
(c)	Alternate Investment Funds	2	775293	3.17
(d)	Foreign Venture Capital Investors	0	0	0.00
(e)	Foreign Portfolio Investors	5	387918	1.59
(f)	Financial Institutions / Banks	2	3355	0.01
	Sub-Total (B)(1)	9	1166566	4.77



S. N.	Category	No. of shareholders	No. of shares	%
(2)	Non-institutions			
(a)	Individuals -			
	i. Individual shareholders holding nominal share capital up to ₹ 2 lakhs.	9983	2503358	10.23
	ii. Individual shareholders holding nominal share capital in excess of ₹ 2 lakhs	20	1008195	4.12
(b)	NBFC's registered with RBI	2	35115	0.14
(c)	Bodies Corporate	171	989099	4.04
(d)	Clearing Member	37	21460	0.09
(e)	Hindu Undivided Family	458	231855	0.95
(f)	Non Resident Indians (Non-Repat)	119	64694	0.26
(g)	Non Resident Indians (Repat)	231	131515	0.54
(h)	MCA-Investor Education Protection Fund	1	1898	0.01
(i)	Foreign Company	1	385575	1.58
(j)	Foreign Nationals	1	1000	0.00
	Sub-Total (B)(2)	11024	5374248	21.97
	Total Public Shareholding(B)= (B)(1)+(B)(2)	11033	6540814	26.74
	Grant Total (A)+(B)	11046	24461687	100.00

xiii. Dematerialization of Shares and Liquidity

As on March 31, 2019, 2,44,59,151 equity shares representing 99.99% of the total equity share capital of the Company, were held in dematerialised form with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The break-up of equity shares held in Physical and dematerialised form as on March 31, 2019, is given below:

Category	No of Shares	Percentage
NSDL	2,30,28,267	94.14
CDSL	14,30,884	5.85
Physical	2,536	0.01
Total	2,44,61,687	100.00

The Promoters hold their entire equity shareholding in the Company in dematerialized form. The Company's equity shares are regularly traded on the BSE and NSE.

xiv. Outstanding GDRs/ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity: Not applicable

xv. Plant Locations:

Drum Closure	Plot. No. C – 5, Murbad Industrial Area, District Thane.
Scaffoldings	Plot No. 4/1, MIDC Murbad, District Thane.
Textile & Power	Village Dhanivali, Murbad, District Thane.

xvi. Address for members' correspondence:

Members are requested to correspond with the Registrars and Share Transfer Agents on all matters relating to transfer/ dematerialisation of shares, payment of dividend and any other query relating to Equity Shares of the Company

The Company has maintained an exclusive email id: investor@technocraftgroup.com which is designated for investor correspondence for the purpose of registering any investor related complaints and the same have been displayed on the Company's website: www.technocraftgroup.com



Members are required to note that, in respect of shares held in dematerialized form, they will have to correspond with their respective Depository Participants (DPs) for related matters.

Members may contact the Compliance Officer at the following address:

Mr. Neeraj Rai

Company Secretary/ Compliance Officer

Plot No. 47, OPUS Centre, 2nd Floor, Central Road, MIDC,

Opp. Tunga Paradise Hotel, Andheri East, Mumbai – 400 093.

Tel: 022-4098 2222

Fax: 022- 2836 7037

xvii. Credit ratings along with any revisions thereto during the relevant financial year:,

The Company has obtained the credit rating on Long Term Bank Loan facility and short term Bank Loan, from Credit Rating Agency 'CRISIL' which is as under:

(i) Rating on Long Term Bank Loan facility : **'CRISIL A+/Positive'**

(ii) Rating on Short Term Bank Loan : **'CRISIL A1+'**

During the year under review, there have been no revisions in Credit Rating obtained by the Company.

xviii. Commodity price risk and Commodity hedging activities

The Company has adequate risk assessment and minimization system in place including for commodities.

Steel and Cotton are major commodities, which the company use as raw material. The Company placed the order of commodities raw material on daily basis as and when it procures the sales orders. The management monitors commodities / raw materials whose prices are volatile and suitable steps are taken accordingly to minimize risk on the same. The Company enter into contracts for procurement of material, most of the transactions are short term fixed price contract and a few transactions are long term fixed price contracts. The Company does not indulge in commodity hedging activities.

In terms of SEBI circular no. SEBI/HO/CFD/CMD1/ CIR/P/2018/0000000141 dated November 15, 2018 the details are provided herein below:

(a) Total exposure of the listed entity to commodities in INR:

(b) Exposure of the listed entity to various commodities:

Commodity Name	Exposure in INR towards the particular commodity (₹ In Lakhs)	Exposure in Quantity terms towards the particular commodity	% of such exposure hedged through commodity derivatives			
			Domestic market		International market	
			OTC	Exchange	OTC	Exchange
Steel (Raw material)	20,399.80	43781.12 M.T.	NIL		NIL	
Cotton (Raw material)	20,511.16	16427.13 M.T.	NIL		NIL	

(c) Commodity risks faced by the listed entity during the year and how they have been managed: The Company placed the order of commodities raw material on daily basis as and when it procures the sales orders.

xix. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A). Not Applicable

xx. A certificate from a Company Secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/ Ministry of Corporate Affairs or any such statutory authority. The Certificate of Company Secretary in practice is annexed herewith as a part of the report.



xxi. Where the board had not accepted any recommendation of any committee of the board which is mandatorily required, in the relevant financial year. Not Applicable

xxii. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part. Details relating to fees paid to the Statutory Auditors are given in Note 25(a) to the Standalone Financial and Consolidated Financial Statements.

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

No. of Complaints filed during the financial year- Nil

No. of Complaints disposed of during the financial year – Nil

No. of Complaints pending as on end of the financial year – Nil

xxiv. The following is the list of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board: i) Knowledge - understand the Company's business, policies, and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates, ii) Behavioral Skills - attributes and competencies to use their knowledge and skills to function well as team members and to interact with key stakeholders, iii) Strategic thinking and decision making, iv) Financial Skills, v) Technical/ Professional skills and specialized knowledge to assist the ongoing aspects of the business.

VIII. COMPLIANCE

i. Auditors' Certificate on Corporate Governance:

The Company has obtained a Certificate from Pramod Jain & Co, Company Secretaries, regarding compliance of the conditions of Corporate governance, as stipulated in Regulation 34 (3) and PART E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which together with this Report on Corporate Governance is annexed to this Report and shall be sent to all the members of the Company and the Stock Exchanges along with the Annual Report of the Company.

ii. Disclosures with respect to demat suspense account/ unclaimed suspense account:

Pursuance to Schedule V (F) of SEBI Listing Regulations, the information in respect of equity shares, which were issued in public issue and remain unclaimed and are lying in the suspense account, in Demat, are as follow :

Particulars	No. of Shareholders	No of Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying on April 1, 2018	17	1382
Number of shareholders who approached to the Company for transfer of shares from suspense account during the year.	Nil	Nil
Number of shareholders to whom shares were transferred from suspense account during the year	Nil	Nil
Aggregate number of shareholders and the outstanding shares in the suspense account laying on March 31, 2019	17	1382

Voting rights on above shares shall remain frozen till the rightful owner of such shares claims the shares.

IX. INVESTOR SAFEGUARDS AND OTHER INFORMATION:

i. Revalidation of Dividend warrants:

In respect of members who have either not opted for NECS/ECS mandate or do not have such a facility with their banker and who have not encashed earlier dividends paid by the Company, are requested to write to Company's Share Transfer Agents for revalidation of expired dividend warrants and failing their encashment for a period of seven years, they stand to lose the right to claim such dividend owing to transfer of unclaimed dividends beyond seven years to Investor Education and Protection Fund.



ii. Transfer of Unclaimed Dividend and respective equity shares into Investor Education & Protection Fund (IEPF):

Under the Companies Act, 2013, dividends which remain unclaimed for a period of 7 years are required to be transferred to the Investor Education & Protection Fund (IEPF) administered by the Central Government.

Further, pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016, which have come into effect from September 7, 2016, stipulates that shares on which dividend has not been encashed or claimed for seven consecutive years or more, then such shares are to be transferred to the Investor Education and Protection Fund (IEPF), a Fund constituted by the Government of India under Section 125 of the Companies Act, 2013.

Accordingly, the Company has, during financial year 2018-19, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more i.e. with respect to Financial Year 2010-11. Details of shares transferred to the IEPF Authority are available on the website of the Company. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

Dates of declaration of dividends since Financial Year 2011-2012 and the corresponding tentative dates when unclaimed dividends are due to be transferred to the Central Government are given in the table below.

Financial Year	Type of Dividend	Dividend Per Share ₹	Date of Declaration	Proposed date for Transfer	Amount remaining unclaimed / unpaid as on March 31, 2019 (₹)
31.03.2012	Final	1	Sep 28,2012	Nov 03,2019	4,88,489.00
31.03.2013	Interim	1	Nov 07,2012	Dec 13,2019	2,80,309.00
31.03.2013	Final	2	Sep 30,2013	Nov 05,2020	1,24,492.00
31.03.2014	Interim	5	May 21,2014	June 26,2021	4,05,360.00
31.03.2015	Interim	5	May 28,2015	July 02,2022	2,22,240.00
31.03.2016	Interim	3	March 10,2016	April 09,2023	1,48,071.00

Members are further requested to note that after completion of 7 years, no claims shall lie against the said Fund or Company for the amounts of dividend so transferred, nor shall any payment be made in respect of such claims.

Following amount remitted to IEPF during last three years:

S.N.	Particulars	Financial Year (Unpaid dividend belongs to)	Amount remitted (in ₹)
1	Unpaid dividend	2008-09	71,340.00
2	Unpaid dividend	2009-10	81,636.00
3	Unpaid dividend	2010-11	1,77,289.00

During the financial year under review we have transferred 484 equity shares into IEPF as required under section pursuant to the provisions of Section 124(6) of the Companies Act, 2013.

iii. Demat of shares/ Update Address/ E-mail Address/ Bank details:

To receive all communications/corporate actions promptly, members holding shares in dematerialized form are requested to please update their address/email address/bank details with the respective DPs and in case of physical shares, the updated details have to be intimated to the Registrar & Share Transfer Agents.

Further, all the shareholders who are still having shares in physical form are requested to open a de-mat account with a Depository Participant (DP) and deposit your physical shares with such DP and get your shares demated.



iv. Electronic Service of Documents to Members at Registered Email Address:

In accordance with Rule 18 of the Companies (Management and Administration) Rules, 2014 notified under the Companies Act, 2013, the Companies may give Notice of the General Meetings through electronic mode. Further, the said Rule provides that advance opportunity should be given at least once in a financial year to the Members / Members for registering their email address and changes therein, as may be applicable. Further Rule 11 of the Companies (Accounts) Rules, 2014 notified under the Companies Act, 2013 provides that in case of listed companies, financial statements may be sent by electronic mode to such members / members whose shareholding is in dematerialized form and whose email ids are registered with the Depository for communication purposes. As regards Members whose shareholding is held in physical form, the financial statements may be sent in electronic mode to those members who have positively consented in writing for receiving by electronic mode.

In view of the above, the Company shall send all documents to Members like General Meeting Notices (including AGM), Annual Reports comprising Audited Financial Statements, Directors' Report, Auditors' Report and any other future communication (hereinafter referred as "documents") in electronic form, in lieu of physical form, to all those members, whose email address is registered with Depository Participant (DP)/Registrars & Share Transfer Agents (RTA) (hereinafter "registered email address") and made available to us, which has been deemed to be the member's registered email address for serving the aforesaid documents.

To enable the servicing of documents electronically to the registered email address, we request the members to keep their email addresses validated/ updated from time to time. We wish to reiterate that Members holding shares in electronic form are requested to please inform any changes in their registered e-mail address to their DP from time to time and Members holding shares in physical form have to write to our RTA, M/s Link Intime India Private Limited at their specified address, so as to update their registered email address from time to time.

It may be noted that the Annual Report of the Company will also be available on the Company's website www.technocraftgroup.com for ready reference. Members are also requested to take note that they will be entitled to be furnished, free of cost, the aforesaid documents, upon receipt of requisition from the member, any time, as a member of the Company.

CERTIFICATE OF COMPLIANCE WITH CODE OF CONDUCT FOR FINANCIAL YEAR ENDED MARCH 31, 2019.

This is to affirm that the Board of Directors of Technocraft Industries (India) Limited has adopted a Code of Conduct for its Board Members and Senior Management Personnel in compliance with the provisions of Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that the Board Members and Senior Management Personnel of the Company have affirmed the compliance of provisions of the said code for the Financial Year ended March 31, 2019.

Place: Mumbai

Date: May 28, 2019

Navneet Kumar Saraf
Chief Executive Officer



CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER CERTIFICATION IN COMPLIANCE WITH THE PROVISIONS OF REGULATION 17(8) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Navneet Kumar Saraf, Chief Executive Officer and Ashish Kumar Saraf, Chief Financial Officer of Technocraft Industries (India) Limited have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of their knowledge and belief:

- a. (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 listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the listed entity during the year which are fraudulent, illegal or violative of the 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 they have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
 - (i) significant changes in internal control over financial reporting during the year;
 - (ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - (iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place: Mumbai
Date: May 28, 2019

Ashish Kumar Saraf
Chief Financial Officer

Navneet Kumar Saraf
Chief Executive Officer



CERTIFICATE ON COMPLIANCE WITH CONDITIONS OF CORPORATE GOVERNANCE

To
The Members
Technocraft Industries (India) Limited

We have examined the compliance of the conditions of Corporate Governance by Technocraft Industries (India) Limited ('the Company') for the year ended on March 31, 2019, as stipulated under Regulations 17 to 27, clauses (b) to (i) of sub regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

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

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2019.

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

For **Pramod Jain & Co.**
Company Secretary

Place: Mumbai
Date: May 28, 2019

(Pramod Kumar Jain)
Proprietor
FCS No. 6711 CP No. 11043

CERTIFICATE ON NON-DISQUALIFICATION FROM BEING APPOINTED OR CONTINUING AS DIRECTOR

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by M/s Technocraft Industries (India) Limited, having its Registered office at Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Opposite Tunga Paradise Hotel, Andheri (East), Mumbai 400093, Maharashtra and also the information provided by the Company, its officers, agents and authorized representatives, 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 the Board/ Ministry of Corporate Affairs or any such Statutory authority.

For **Pramod Jain & Co.**
Company Secretary

Place: Mumbai
Date: May 28, 2019

(Pramod Kumar Jain)
Proprietor
FCS No. 6711 CP No. 11043



MANAGEMENT DISCUSSION & ANALYSIS REPORT 2018-19

ECONOMIC REVIEW

Global Economic

The world economy grew by 3.6% in 2018, according to the International Monetary Fund (IMF). During the second half of 2018, this rate of development gradually declined, owing to impending US-China trade war and some slowdown across developed markets.

Emerging and developing markets of Asia maintained their steady progress at 6.4% during 2018. However, it's important to note that India's economy expanded at 7.1% in 2018 vis-à-vis 6.7% in 2017, whereas China's growth deteriorated from 6.9% in 2017 to 6.6% in 2018 (Source: IMF)

Outlook

Global growth is projected to moderate further to 3.3% in 2019, reflecting concerns over potential escalation of trade tensions between US and China, unwinding of fiscal stimulus in US, weakening financial market sentiment, uncertainty about BREXIT outcome and possible slowdown in Chinese economy.

Indian Economic

India continues to be one of the fastest growing major economies in the world and is expected to be among the world's top three economic powers in the next 10-15 years. The Indian economy is expected to improve and close the year 2019 with a GDP growth of 7.3% (Source: IMF).

The key contributors to this growth include its robust private consumption, the implementation of GST, an array of structural reforms and low food inflation that was partly offset by disruption caused by the floods in Kerala.

India's ranking in the World Bank's Ease of Doing Business Index continued to improve, jumping 23 places in the 2018 edition to assume the 77th position. Today, India is the world's seventh largest economy in real terms, backed by strong demand, positive consumption pattern and rising disposable income. In PPP terms, the economy is expected to be among the top five global economies by 2020.

BUSINESS OVERVIEW:

Drum Closure

Each steel drum requires one set of closure, a precision engineering product so as to ensure that the liquid inside does not spill out. The Company has designed and developed the next generation technology for manufacturing of drum closures. It also manufactures all its gaskets and clamps and offers a full range of drum closure products to its clients. With patented technology, there has been substantial reduction in manufacturing costs, improvement in quality and this has helped catapult TIIL to the second largest global manufacturer of steel drum closures.

Your Company is the second largest manufacturer of steel Drum Closures and continues to enjoy a worldwide market share of about 36% (excluding China). The Company produces a wide variety of closures and related equipment ranging from fully automatic flange insertion systems to cap-sealing tools. The Company caters to all leading steel drum manufacturing companies of the world. The Company is also expanding capacity for which two additional shed already constructed for drum closure division.

The company achieved the revenue from drum Closure segment ₹ 33,408.34 Lakhs as compared to ₹ 31,048.40 Lakhs for previous year, which is increased by 7.60%. Profit before Tax and Interest of the drum closures division was increased by 6.07% as compared to the previous year i.e. from ₹ 8,272.86 Lakhs to ₹ 8,775.07 Lakhs for this year. Out of the total revenue of drum division, approximately 90% of revenue was generated from Export Sales.

Scaffoldings & Formwork

Scaffolding is a temporary structure used to support people and material in the construction industries, real estate and any other large structures. It is usually a modular system of metal pipes or tubes, although it can be from other materials also.



The Company is a leading Indian manufacturer and distributor of scaffoldings and formwork systems. The Company exports approx. 73% of scaffolding formwork out of India. The Company has been supplying scaffoldings to global markets for over 20 years. During the Financial Year the company has increased its domestic sale, as the Company has started supplying to various infra Projects.

Despite the volatile nature of construction and allied activities, the Scaffolding & Formwork (S&F) market is thriving in India and one can expect brighter times ahead.

With the government laying special emphasis on construction and infrastructural development in the 12th Five Year Plan, opportunities abound in the Indian Scaffolding and Formwork (S&F) Industry. With the demand rising in the wake of ongoing and future projects, S&F manufacturers are keeping pace with the Construction Industry.

The Company has strategically located state-of-the-art manufacturing facilities with installed capacities of 40,000 MT and 25,000 MT in India and China, respectively. The Company is positioned as an end-to-end solution provider owing to its well-integrated manufacturing capability. The Company supplies its products to a diversified set of end markets including oil & gas, power, refineries, petrochemical, infrastructure and commercial construction.

The Company is present in the premium segment of Scaffolding business. Scaffolding segment is growing on the back of the strong demand from the international infrastructure markets and also getting good response from infra projects in India.

The Company's Scaffolding segment comprises of Scaffolding and Formwork business. Its major revenues accrue from overseas markets. The Company is also started giving its scaffolding on rental basis; The Company is finding good scope and margin in this growing business.

Formwork Business

Formwork is the term given to either temporary or permanent molds into which concrete or similar materials are poured. Traditionally, formwork was built using easy to produce timber and plywood, or moisture-resistant particleboard. Over a period of time formwork is now made more of steels which are more durable and reusable.

Looking at Indian government's focus on rapid infrastructural development across the country by constructing railways, roads, bridges, dams, airports, power plants and many more, construction is now growing at a fast pace. Contractors have started adapting newer technologies, faster systems, advanced concrete techniques and better and established management tools.

Engineered Formwork Systems are built out of prefabricated modules with a metal frame - usually of steel or aluminum - and covered on the application (concrete) side with material having the wanted surface structure (steel, aluminum, plastic, timber, etc)

The Company has entered into manufacturing of sophisticated engineered Formwork systems for building, construction and infrastructure projects in India. The Company has state-of-the-art manufacturing plant in India and is well placed to play a larger role in the construction growth in India and overseas, with a network of offices at Mumbai and overseas.

The revenue of Scaffolding Segment was increased tremendously by 22.53% during the Financial Year 2018-19 as compared to previous Financial Year. The revenue generated from this division for the current financial year 2018-19 was ₹ 484,56.94 Lakhs and for the previous year ₹ 39,545.66 Lakhs.

Profit before Tax and Interest for the year was reduced to ₹ 7,756.46 with that of previous year i.e., ₹ 7,776.97 which decreased by 0.26% as compared to previous year

Yarn

The Company produces variety of products ranging from NE 20 to NE 40, Carded and Combed varieties of Cotton Yarn. The Spinning mill is equipped with world-class Swiss, Japanese, German, Spanish equipment. Currently, the Company exports approx.60% of yarn products mainly in Europe, Asia, Latin American countries etc.

The Company manufactures premium quality active wear products and provides superior service. Products are custom knit, dyed, finished, cut, sewn, decorated, packaged and distributed.

Being part of a diverse group, the Company has access to the latest trends in the European markets, thus enabling it to offer high quality products and latest fashions with Indian prices in a very short lead-time.



During the Financial Year the revenue of Yarn Division was decreased slightly as compared to last Financial Year. Total revenue from the segment in the Financial Year 2018-19 was ₹ 27,227.92 Lakhs as compared to ₹ 27,327.66 Lakhs for previous year. This division generated loss before Interest and Tax of ₹ 587.07 Lakhs as compare to Loss of ₹ 635.83 Lakhs of last year.

Fabric/ Garments

Changing lifestyles and increasing demand for quality products are set to fuel the need for apparel and corresponding growth in Garment Units.

During the current Financial Year the revenue from the Garment Division was increased to ₹13,540.07 Lakhs as compared to previous year of ₹ 11,659.06 Lakhs, which is increased by 16.13%. Further, this segment generated loss before interest and tax of ₹ 895.46 Lakhs as compare to loss of ₹ 389.51 Lakhs for previous year.

Captive power generation

The Company has a coal based captive power generation plant of 15MW to cater to its power requirements, resulting into less dependence on state electricity board and surety of continuous power supply to all its divisions.

During the current Financial Year the revenue from power division was increased to ₹ 5324.96 Lakhs as compared to previous year of ₹ 5138.75 Lakhs which shows increase of 3.62%. However, profit before tax and interest was decreased to ₹ 874.65 Lakhs against ₹ 905.22 Lakhs of previous year, reflecting decrease of profit by 3.38% as compared with that of previous year.

Engineering & designing services through Subsidiary

Technosoft Engineering Projects Limited ('Technosoft') is a subsidiary of the Company. Technosoft is a global technology services company offering broad-based engineering, designing and IT services using a variety of client-partnership models for delivery. Technosoft's client base spans various industry verticals including heavy machinery, automotive, aerospace, manufacturing, oil & gas, high-tech, telecom, healthcare and financial services. The company's client base is widely spread globally including many clients from US, Canada, UK and Germany.

Technosoft has a strong team of over 250 engineers and designers located worldwide. Its engineers and designers are equipped with state-of-the-art hardware and software tools, including tools for 3-D modeling, Finite Element Analysis and process simulation.

Technosoft operates in North America through its subsidiaries, which provides general engineering & designing services and EPC Management Services in the oil and gas and other industry.

OPPORTUNITY & FUTURE PLAN

For an enterprise there is nothing more important than to find and exploit new market opportunities.

The Government of India has set an ambitious target of increasing the contribution of manufacturing output to 25 percent of Gross Domestic Product (GDP) by 2025.

The Government of India has taken several initiatives to promote a healthy environment for the growth of manufacturing sector in the country. Likewise Ministry of Heavy industries and Public Enterprises, in partnership with industry associations, has announced creation of a start-up center and a technology fund for the capital goods sector to provide technical, business and financial resources and services to start-ups in the field of manufacturing and services.

Focus of the company is to consolidate and grow its position in each of its core businesses which is Drum Closures, Scaffolding, Engineering & Designing Services and Textiles. The Company sees the Drum Closure division growing at same or higher rate next year and this is certainly one of its core focus areas.

The Company is working strongly and increasing the sales and profitability in China which is one of the main growing markets for Drum Closures division. Drum Closure division is growing in China. Scaffolding division can perform better this year. Management expects a good growth rate both in top line and bottom line.

Government initiatives such as RERA, Affordable housing, Smart Cities etc. are expected to bring a transformational shift and boost growth of Indian real estate industry, which will create tremendous growth in scaffolding. Awareness towards safety will also generate more demand and growth for scaffolding business.



RISK & THREAT

Global Slowdown - More than 70 % of TIIL's revenue comes from global markets. Any slowdown in economic activities in global markets in general and U.S. market in particular may affect TIIL's performance.

Foreign exchange - Being an export oriented company, the Company's competitiveness, revenue growth & margins may be affected in case Indian Rupee appreciates significantly against major global currencies in long run. In the short run, volatility in foreign exchange markets may affect the Company's profitability as it does not hedge its export receivables fully.

Commodity prices - Increase in commodity prices like steel & cotton may affect the Company's performance in case it unable to pass the rise in commodity prices to its customers.

Capital allocation – The Company's certain businesses generate significant cash flows and The Company's cash & cash equivalents and current investments were stood at ₹ 3,219.92 Lakhs and ₹ 12,370.99 Lakhs respectively as on March 31, 2019. TIIL's management has plans to invest this amount into various businesses and keep looking for inorganic growth opportunities. Inorganic growth opportunities pursued in future may or may not generate economic returns as desired due to various factors. However, management has narrowed down focus to "engineering" area (considering management's background & expertise) while pursuing inorganic growth opportunities and evaluating certain opportunities in specialized drum closures/scaffolding segment and engineering services segment

Market Share- any rise in competitive landscape in domestic or international markets can lead to reduction in market share and can affect profitability.

Financing: The Company's growth strategy is dependent on the internal cash generation level and ability to draw external capital for growth projects.

Considering the industry volatility, Technocraft continued its journey of developing new markets and products and enhancing value added services to its customer.

The Company aims to address risks, opportunity and threat posed by the business environment by developing appropriate risk mitigation measure.

The Management has also put in place effective measures to monitor the Risk Management System and appropriate steps are taken to strengthen the existing business practices and policies to the overcome the challenges.

Risk Management System is a way to try alternative solution as to determine what works and what doesn't and testing and refining assumptions.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

Internal Control System plays an integral role in the Company's Success. It helps the management to monitor the effectiveness of the controls in an ever-changing environment. Internal control and risk management are critical in the process of setting and achieving operational, strategic, compliance and reporting objectives.

The Company's internal control policies are in line with its size and nature of operations and they provide assurance that all assets are safeguarded, transactions are authorised, recorded and reported properly following all applicable statutes and General Accepted Accounting Principles.

The Company has an Audit Committee all the members including the Chairman are independent directors in order to maintain objectivity. Internal Auditor of the Company conducts audit in various functional areas. Audit planning and executions are oriented towards assessing the state of internal controls, making them stronger and addressing the risks in the functional areas of the Company. Internal Auditor, reports to the Audit Committee its findings and observations. Audit Committee meets at regular intervals to review audit issues and follow up on implementation of corrective actions.

Besides the above, the Company has also met the Internal Financial Control requirements as per Companies Act, 2013 where policies and procedures have been adopted by the Company 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. Audit Committee also seeks views of the statutory auditors on the adequacy of internal control systems in the Company. In compliance with Section 143(3)(i) of the Act, the Statutory Auditors have issued an unmodified report on the Internal Financial Controls over Financial Reporting which forms a part of the Independent Auditors' Report also forming part of this Annual Report.



SEGMENT WISE FINANCIAL PERFORMANCE

The summarized segment-wise performance of the Company for the Financial Year 2018-19 is as follows:

(₹ In Lakhs)

Business Segment	Drum Closures	Scaffolding	Yarn	Fabric	Power	Total
A. Segment Revenue	33,408.34	48,456.94	27,227.92	13,540.07	5,324.96	1,27,958.23
B. Segment Results (profit and loss before interest)	8,775.07	7,756.46	(587.07)	(895.46)	874.65	15,923.65
Less:						
i) Finance Cost						2,903.14
ii) Other un-allocable expenditure net of un-allocable income						(1,160.88)
Total Profit before tax						14,181.39
C. Capital Employed (Segment assets -Segment liabilities)	15,743.54	41,133.10	22,316.79	12,122.43	2,371.27	93,687.13

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company believes that a good Human Resource Policies are very effective for supporting and building the desired organisation culture and to maintain the same our company takes actions on the day-to-day activities of the organization.

The Company continues to focus on creating strong and long term relationship with all employees as employee retention and development are among the highest priorities of the Company.

The Company is working on enhancing its competencies to take care of current and future business. Its employee strength as on March 31, 2019 was 1,595. Human Resource and Industrial Relations departments have developed systems and policies on recruitment, performance management, learning and development, and employee engagement.

The workers union of the Company has maintained healthy and cordial industrial relations, and has been an equal partner in implementing Company's policies and achieving stretched operational targets, year on year.

PERFORMANCE SNAPSHOT

The standalone financial highlights for FY 2018-19 are as follows:

(₹ In Lakhs)

Particulars	FY 2018-19	FY 2017-18	Variance
Revenue from operations	1,15,105.30	1,01,390.12	13.53%
Profit before exceptional items and taxes	14,181.39	15,554.03	-8.83%
Exceptional items (net)	-	-	-
Profit before tax	14,181.39	15,554.03	-8.83%
Profit after tax	10,235.16	10,862.26	-5.77%



Key Financial Ratios

Ratios	FY 2018-19	FY 2017-18	Change%
Debtors Turnover	3.35	3.57	(6.16)
Inventory Turnover	3.89	4.07	(4.42)
Interest Coverage Ratio	5.88	10.01	(41.26)
Current Ratio	0.82	0.84	(2.38)
Debt Equity Ratio	0.70	0.61	8.20
Operating Profit Margin %	14.57	14.81	(1.62)
Net Profit Margin %	8.89	10.75	(17.30)
Return on Net Worth %	13.65	16.77	(18.60)

Note:

Change in Interest Coverage Ratio is on account of higher level of working capital facility required for business and term loan for expansion.

Net profit margin and return on net worth are lower mainly on account of reduction in net profit due to high cost raw material and higher interest on debt.

CAUTIONARY STATEMENT

Statements made in Management Discussion and Analysis Report describing the Company's objectives, estimates, expectations or predictions are "Forward looking Statement" within the meaning of applicable laws and regulations. They are based on certain assumptions and expectations of future events. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operation include global and Indian demand- supply condition, raw material availability, trained manpower, changes in Government regulations, tax regimes, economic development within India and the countries within which the Company conducts business and other incidental factors.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF TECHNOCRAFT INDUSTRIES (INDIA) LIMITED Report on the Standalone Financial Statements

Opinion

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

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

Basis of Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone Ind AS 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 standalone Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

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



Key Audit Matters	How our audit addressed the key audit matter
Assessment of impairment of investment in subsidiaries, (Refer Note 6(a) of the Standalone Ind AS Balance Sheets) As at March 31, 2019 the Company balance sheet includes investment in subsidiaries of ₹ 58.26 crores, In accordance with Indian Accounting Standards (Ind-AS), the management has allocated these balances to their respective cash generating units (CGU) and tested these for impairment using a discounted cash flow model. The management compares the carrying value of these assets with their respective recoverable amount. A deficit between the recoverable amount and CGU's net assets would result in impairment. The inputs to the impairment testing model which have most significant impact on the model includes: - Sales growth rate; - Operating margin; - Working capital requirements; - Capital expenditure; and - Discount rate applied to the projected cash flows. The impairment test model includes sensitivity testing of key assumptions. The annual impairment testing is considered a significant accounting judgment and estimate and a key audit matter because the assumptions on which the tests are based are highly judgmental and are affected by future market and economic conditions which are inherently uncertain, and because of the materiality of the balances to the financial statements as a whole.	As a part of our audit we have, carried out the following procedures: - We assessed the Company's methodology applied in determining the CGUs to which these assets are allocated. - We assessed the assumptions around the key drivers of the cash flow forecasts including discount rates, expected growth rates and terminal growth rates used; - We also assessed the recoverable value by performing sensitivity testing of key assumptions used. - We tested the arithmetical accuracy of the models - Performed analysis of the disclosures related to the impairment tests and their compliance with Indian Accounting Standard (Ind-AS).

Other Information

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

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

Management's Responsibility for the 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Ind AS 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 Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements

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

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

1. Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. 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.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
5. Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements for the financial year ended March 31, 2019 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes



public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

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

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- (c) The Balance Sheet, Statement of Profit and Loss including the statement of Other Comprehensive Income, Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid Standalone IND AS financial statements comply with the Indian Accounting Standards specified under section 133 of the Act read with relevant Rules issued thereunder.
- (e) On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in **Annexure - B**.
- (g) In our opinion, the managerial remuneration for the year ended March 31, 2019 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
 - a. The company has disclosed the impact of pending litigations on its financial position in its financial statement - Refer Note no. 28 to the financial statement.
 - b. The Company has made provision, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Dhiraj & Dheeraj,
Firm Reg. No. 102454W
Chartered Accountants**

**(Pawan Kumar Gupta)
Partner**

Membership No. 051713

Place of Signature: Mumbai

Date: 28th May, 2019



ANNEXURE “A” TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Report of even date to the Members of TECHNOCRAFT INDUSTRIES (INDIA) LIMITED on the Standalone Financial Statements for the year ended 31st March, 2019, We report that:

- 1 a According to information and explanations given to us, The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
b As explained to us, the fixed assets of the company have been physically verified by the Management in a phased manner as per regular program of verification, which in our opinion is reasonable having regard to the size of the Company and nature of its assets. Pursuant to this program, some of the fixed assets have been physically verified by the management during the year, and no material discrepancies have been noticed on such verification.
c The title deeds of the property as disclosed in Property, Plant and Equipment and Investment Property vide Note No. 3 & 4 respectively to the financial statements are held in the name of the company.
2. The stock of Finished Goods, Goods-in-Process, Raw Materials and Stores & Spares parts have been physically verified during the year by the Management. In our opinion, the procedures of physical verification of the above Inventories followed by the Management are reasonable and adequate in relation to the size of the Company and nature of its business. In respect of inventories lying with the third parties, these have substantially been confirmed by them.
- 3 a In our opinion and according to the information and explanations given to us, the company has granted unsecured loans to 2 parties covered in the Register maintained under section 189 of the Companies Act, 2013.
b Payment of Principal amount and interest are regular wherever demanded & stipulated.
c As the Loan is repayable on demand therefore comment in respect of overdue amount of loans granted to Companies, Firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 is not applicable to the company.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Act, loans, guarantees and security provided in respect of loans & other facilities to parties covered under section 185 of the Act and Investments made.
5. The Company has not accepted any deposits from the public to which the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 and any other relevant provision of the Companies Act, 2013 and the rules framed there under apply.
6. We have broadly reviewed the books of account and records maintained by the company in respect of the products where, pursuant to the Rules made by the Central Government of India, the maintenance of cost records has been specified under section 148 (1) of the Companies Act, 2013 is applicable to the company and are of opinion that prima facie the prescribed accounts and records have been made and maintained. We have however not made detailed Examination of the records with view to determining whether they are accurate or complete.
- 7 a According to the information and explanation given to us and the records of the Company examined by us, the Company is generally regular in depositing provident fund dues, employees state insurance, income tax, sales tax, service tax, custom duty, excise duty, cess and any other statutory dues with the appropriate authorities and there are no undisputed amounts payable for the same were outstanding as at 31st March, 2019 for a period exceeding six months from the date they became payable;



- b According to the information and explanation given to us and the records of the Company examined by us, the Particulars of disputed statutory dues under various act as at 31st March, 2019 which have not been deposited with the appropriate authorities are as under: -

Name of the Statute	Nature of dues	Amount (₹ in Lakhs)	Forum where dispute is pending
The Central Excise Act 1944	Excise Duty & Penalty		
	For F.Y 2005-06	38.73	Case pending with CESTAT (Mumbai)
	For F.Y 1999-02 to Sept 2008	1,115.67	Case pending with CESTAT (Mumbai)
	For Period before 29-9-2008	195.61	Cases pending with CESTAT (Mumbai)
	For Period before 29-1-2009	266.77	Cases pending with CESTAT (Mumbai)
	For FY 2007-08	15.65	Case pending With High Court, Mumbai
	For period Oct 11 - Jan 12.	9.94	Case pending with CESTAT (Tribunal)
	For the period Apr-15 to Sept-15	4.85	Additional Commissioner (ST)
	For the period Apr-15 to Dec-15	2.55	Additional Commissioner (ST)
	Service Tax & Penalty		
	For F.Y. 2006-07 & F.Y. 2008-09	21.97	Case pending with Commissioner (Appeals)
	For period Oct 09 – Mar 13	24.60	Case pending with Commissioner (Appeals)
	For period Apr 13 - Dec 13	3.68	Case pending with Commissioner (Appeals)
The Maharashtra Land Revenue Act, 1966	For Payment of Royalty on extraction & transportation of mud, stones & sand issued by Tahasildar, Tal. Murbad, Dist. Thane	82.48	Case pending With High Court, Mumbai
Electricity Act, 2003	For Payment of Additional Differential Electricity duty	2040.04	Case pending With High Court, Mumbai
The MRTU & PULP Act, 1971	For payment of Variable Dearness Allowances	200.36	Commissioner of Labour (Mumbai)
Income Tax Act, 1961	For A. Y. 2012-13	0.10	CIT (Appeals)
Income Tax Act, 1961	For A. Y. 2011-12	11.72	CIT (Appeals)

8. According to information and explanations given to us the company has not defaulted in repayment of loans or borrowings to a financial institution or bank and company does not have any outstanding loans or borrowing from Government or dues to debenture holders during the year.
9. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) however the term loans have availed by the company and were applied for the purposes for which those were raised.
10. According to the information and explanations given to us by the management, which has been relied upon by us, no fraud by the company or any fraud on the Company by its officers or employees has been noticed or reported during the year.



11. In our opinion, and according to the information and explanations given to us, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the companies Act, 2013.
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the Company.
13. In our opinion, and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the companies Act, 2013 where applicable. The details of related party transactions have been disclosed in the financial statements as required under Ind AS "24", Related Party Disclosures specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015.
14. In our opinion, and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the and accordingly the provisions of clause 3 (xiv) of the order is not applicable to the Company.
15. In our opinion and according to the information and explanations given to us, the Company has not entered into any Non-Cash transaction with directors or persons connected with the directors. Accordingly, the provisions of clause 3 (xv) of the order is not applicable to the Company.
16. In our opinion and according to the information and explanations given to us, the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of clause 3 (xvi) of the order is not applicable to the Company.

For Dhiraj & Dheeraj,
Firm Reg. No. 102454W
Chartered Accountants

(Pawan Kumar Gupta)
Partner

Membership No. 051713

Place of Signature: Mumbai

Date: 28th May, 2019

ANNEXURE – "B" TO THE INDEPENDENT AUDITORS REPORT

The Annexure referred to in our Report of even date to the Members of TECHNOCRAFT INDUSTRIES (INDIA) LIMITED for the year ended 31st March, 2019. We report that:

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 **TECHNOCRAFT INDUSTRIES (INDIA) LIMITED**, ("the Company") as of March 31, 2019 in conjunction with our audit of the Standalone IND AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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



Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

**For Dhiraj & Dheeraj,
Firm Reg. No. 102454W
Chartered Accountants**

**(Pawan Kumar Gupta)
Partner**

Membership No. 051713

Place of Signature: Mumbai

Date: 28th May, 2019



STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
ASSETS			
Non - Current Assets			
Property, Plant and Equipment	3	23,642.21	17,566.93
Capital work-in-progress	3	3,463.84	3,053.59
Investment Properties	4	934.68	541.79
Intangible assets	5	29.93	46.41
Financial Assets			
Non Current Investments	6(a)	14,792.13	11,144.52
Others Financial Assets	6(b)	2,519.80	347.07
Other Non-Current Assets	7	884.19	914.32
Total Non - Current Assets		46,266.78	33,614.63
Current Assets			
Inventories	8	29,593.94	24,881.47
Financial Assets			
Current Investments	6(a)	12,370.99	14,605.02
Trade receivables	6(c)	36,550.32	32,149.86
Cash and cash equivalents	6(d)	3,219.92	2,622.82
Other Bank Balances	6(e)	354.29	1,332.42
Loans	6(f)	1,220.00	1,567.39
Others Financial Assets	6(b)	1,531.02	2,360.98
Current Tax Assets (Net)	9	424.31	-
Other Current Assets	10	6,910.58	8,233.70
Total Current Assets		92,175.37	87,753.66
Total Assets		1,38,442.15	1,21,368.29
EQUITY AND LIABILITIES			
EQUITY			
Equity Share Capital	11(a)	2,446.17	2,446.17
Other Equity	11(b)	72,528.77	62,317.60
Total Equity		74,974.94	64,763.77



STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
LIABILITIES			
Non - Current Liabilities			
Financial Liabilities			
Non Current Borrowings	12(a)	5,579.42	3,874.48
Other financial liabilities	12(b)	41.61	49.11
Provisions	13	1,567.06	1,363.92
Deferred tax liabilities (Net)	14	1,342.93	1,005.24
Other Non-Current Liabilities	15	531.71	572.65
Total Non - Current Liabilities		9,062.73	6,865.40
Current Liabilities			
Financial Liabilities			
Current Borrowings	12(a)	43,746.49	35,722.84
Trade payables	12(c)		
Total outstanding dues of Micro & Small Enterprises		134.42	54.75
Total Outstanding dues of creditors , other than Micro & Small Enterprise		2,945.63	6,388.22
Other financial liabilities	12(b)	6,197.72	5,403.00
Provisions	13	170.73	150.18
Current Tax Liabilities (Net)	16	-	1,131.17
Other Current Liabilities	17	1,209.49	888.95
Total Current Liabilities		54,404.48	49,739.12
Total Equity and Liabilities		1,38,442.15	1,21,368.29

Significant Accounting Policies

1 & 2

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)
Partner
M.No :51713

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549



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

(₹ in lakhs)

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Income			
Revenue From Operations	18	1,15,105.30	1,01,390.12
Other Income and Other Gains/(Losses)	19	3,386.03	4,617.14
Total Income		1,18,491.33	1,06,007.26
Expenditure			
Cost of materials consumed	20	61,062.37	55,522.09
Purchases of Stock-in-Trade		4,567.00	1,818.41
Changes in inventories of finished goods, Stock - in -Trade and work - in - progress	21	(2,188.03)	(2,787.92)
Excise duty expenses		-	358.50
Employee benefits expenses	22	7,867.19	6,690.52
Finance costs	23	2,903.14	1,726.54
Depreciation and amortisation expenses	24	3,073.36	2,303.57
Other expenses	25	27,024.91	24,821.52
Total expenses		1,04,309.94	90,453.23
Profit before tax		14,181.39	15,554.03
Tax expense:	26		
(1) Current tax		3,550.00	4,604.75
(2) Deferred tax		363.16	87.02
(3) Tax in respect of Earlier Years		33.07	-
Total tax expenses		3,946.23	4,691.77
Profit for the year		10,235.16	10,862.26
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurement of net defined benefit Plans (net of tax)		(47.40)	(286.71)
Items that will be reclassified to profit or loss		-	-
Other Comprehensive Income / (Loss) for the Year (Net of tax)		(47.40)	(286.71)
Total Comprehensive Income for the year after tax		10,187.76	10,575.55
Earnings per equity share of Face Value of ₹ 10/- each	27		
Basic		41.84	41.55
Diluted		41.84	41.55
Significant Accounting Policies	1 & 2		

The accompanying notes form an integral part of the standalone financial statements

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)
Partner
M.No :51713

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549



STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES :		
Profit before exceptional items & tax from continuing operations	14,181.39	15,554.03
Add / (Less) : Adjustments to reconcile profit before tax to net cash used in operating activities		
Depreciation & Amortisation Expenses	3,073.36	2,303.57
Government Grant Income	(134.84)	(66.54)
(Gain)/loss on sale of property, plant and equipment	(299.61)	(101.86)
Unrealised Forex Loss / (gain)	236.93	(324.24)
Interest income	(384.95)	(411.67)
Interest Expenses	2,593.92	1,483.11
Dividend Income	(0.02)	(0.02)
Rental Income	(104.08)	(168.38)
Net gain on sale/fair valuation of Investments through profit & loss	(1,630.91)	(1,839.10)
	17,531.19	16,428.89
Working capital adjustments		
(Increase)/ Decrease in inventories	(4,712.47)	(6,147.89)
(Increase)/ Decrease in trade receivables	(5,161.50)	(7,364.38)
(Increase)/ Decrease in other receivables	3,391.14	(3,788.32)
Increase/ (Decrease) in trade and other payables	(3,543.90)	3,471.26
	7,504.46	2,599.55
Income Tax paid	(5,133.44)	(3,287.57)
Net Cash Inflow/(Outflow) in the course of Operating Activities (A)	2,371.02	(688.02)
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES :		
Purchase of Property, Plant and Equipment /Investment Properties / Intangible assets including capital work in Progress	(9,923.35)	(7,870.77)
Purchase of Investments (other than Investment in Subsidiary)	(7,300.00)	(15,200.00)
Investments in subsidiary	(46.91)	-
Sale Proceeds of property, plant and equipment	374.35	107.59
Proceeds from sale of Investments	7,564.24	21,342.05
Interest received	456.69	239.58
Refund/ (Investment) in bank deposits having Original Maturity of more than than 3 months	(1,097.55)	74.69
Dividend Received	0.02	0.02
Rent Received	105.11	163.48
Recovery/ (Advancement) of loans given to Subsidiaries	430.37	(829.43)
Net Cash Inflow/(Outflow) in the course of Investing Activities (B)	(9,437.03)	(1,972.79)



STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES :		
Net Proceeds from Long Term & Short term Borrowings	10,231.92	12,796.63
Buyback of Shares	-	(9,651.14)
Interest charges paid	(2,568.81)	(1,407.08)
Net Cash Inflow/(Outflow) in the course of Financing Activities (C)	7,663.11	1,738.41
Net increase / (decrease) in cash and cash equivalents	597.10	(922.40)
Cash and cash equivalents at the beginning of the year	2,622.82	3,545.22
Cash and cash equivalents at the end of the year	3,219.92	2,622.82

Notes-

- 1 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (IND AS) 7 - "Cash Flow Statements".
- 2 Components of Cash & Cash Equivalents.

	Year ended 31st March, 2019	Year ended 31st March, 2018
Balances with Banks - In current accounts	3,199.00	2,601.04
Cash on Hand	20.92	21.78
Cash and cash equivalents at the end of the year	3,219.92	2,622.82

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)
Partner
M.No :51713

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549



Standalone Statement of Changes in Equity for the year ended 31st March, 2019

(₹ in lakhs)

EQUITY SHARE CAPITAL :

	Balance as at 1st April, 2017	Changes in equity share capital during the year	Balance as at 31st March, 2018	Changes in equity share capital during the year	Balance as at 31st March, 2019.
Paid up Capital (Refer Note 11(a)) (Equity Shares of ₹ 10/- each issued, Subscribed & Fully Paid up)	2,630.00	183.83	2,446.17	-	2,446.17

OTHER EQUITY :

Particulars	Reserves and Surplus					
	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Other Comprehensive Income (Retained Earnings)	Total
Balance as at 1st April, 2017	20.51	522.68	21,808.58	38,850.53	7.06	61,209.36
Profit for the year after tax	-	-	-	10,862.26	-	10,862.26
Other Comprehensive Income : Remeasurements of net defined benefit plans (Net of tax)	-	-	-	-	(286.71)	(286.71)
Transfer from General Reserve to Capital Redemption Reserve	-	183.83	(183.83)	-	-	-
Utilisation for Buyback	-	-	(9,467.31)	-	-	(9,467.31)
Balance as at 31st March, 2018	20.51	706.51	12,157.44	49,712.79	(279.65)	62,317.60
Profit for the year after tax	-	-	-	10,235.16	-	10,235.16
Other Comprehensive Income : Remeasurements of net defined benefit plans (Net of tax)	-	-	-	-	(47.40)	(47.40)
Other Adjustments	-	-	-	23.41	-	23.41
Balance as at 31st March, 2019	20.51	706.51	12,157.44	59,971.36	(327.05)	72,528.77

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date

For Dhiraj & Dheeraj

Firm Reg.No.102454W

Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)

Partner

M.No :51713

Sharad Kumar Saraf

Chairman & Managing Director

DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman & Managing Director

DIN 00035799

Place: Mumbai

Date : May 28, 2019

Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO

DIN 00035686

Ashish Kumar Saraf

Whole-time Director & CFO

DIN 00035549



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

Note-1 Company Overview

Technocraft Industries (India) Limited ("the Company"), was incorporated on 28th October 1992, CIN L28120MH1992PLC069252. The company is a Public Limited company incorporated and domiciled in India and is having its registered office at Plot No -47, Opus Centre, 2nd Floor, Opp Tunga Paradise Hotel, MIDC, Andheri (East) Mumbai – 400093, Maharashtra, India. The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India.

The Company is well diversified having its business Interest in Drum Closures (2nd Largest in the World), Scaffolding & Formworks, Yarn, Fabrics & Garments. It has its own 15 MW Captive Thermal Power Plant.

Authorisation of Financial Statements: The Financial Statements were authorized for issue in accordance with a resolution of the directors on 28th May 2019.

Note-2 Significant Accounting Policies:

i) Basis of Preparation and Presentation:

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015 (as amended) ; and the other relevant provisions of the Act and Rules thereunder.

The Financial Statements have been prepared under historical cost convention basis except for certain financial assets and financial liabilities measured at fair value (refer accounting policies for financial instruments).

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

ii) Use of Estimates :

The preparation of the financial statements in conformity with Ind AS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

iii) Fair Value Measurement:

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Company used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities

iv) Revenue Recognition

The Company derives its revenue primarily from sales of manufactured goods, traded goods and related services. Effective 1st April 2018, the Company has adopted Indian Accounting Standards 115 (Ind AS115) "Revenue from Contracts with Customers". There was no significant impact on the Company due to adoption of Ind AS-115.

The Company recognizes revenue when control over the promised goods is transferred to the customer at an amount that reflects the Consideration to which the Company expects to be entitled in exchange for goods. The Company considers whether there are other promises in the Contract that are separate Performance obligations to which a portion of the transaction price needs to be allocated .

The Company recognizes revenue from the sale of goods net of returns and allowances, trade discounts and volume rebates. If the revenue cannot be reliably measured, Company defers revenue recognition until the uncertainty is resolved .Such Provisions give rise to variable Consideration and are estimated at Contract inception and updated thereafter.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

Revenue from Rendering of services is recognized as & when the Customer receives the benefit of the Company's performance and the company has an enforceable right to payment for services Performed.

In respect of Short term advances from its customers, using the practical expedient in Ind AS-115, the Company does not adjust the Promised amount of Consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the Promised goods or services to the Customer and when the customer pays for that goods or services will be within the normal operating cycle i.e. one year.

Revenue is net of Goods & Service Tax Collected on behalf of the Government.

Contract Balances

Contract Asset

A contract asset is the right to consideration in exchange for goods or services transferred to the Customer. If the Company performs by transferring goods or services to a customer before the customer pays Consideration or before the payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade Receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before the payment of the consideration is due).

Contract Liabilities

A Contract Liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of Consideration is due) from the Customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract Liability is recognized when the payment is made or the payment is due (whichever is earlier). Contract Liabilities are recognized as revenue when the Company Performs under the Contract including Advances received from Customer .

Refund Liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the Customer and is measured at the amount the Company ultimately expects it will have to return to the Customer. The Company updates its estimates of refund Liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Other Income

Dividend Income is recognized when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

Interest Income on all debt instruments measured at amortized cost is recorded using the effective interest rate (EIR).

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Company and the amount of the Income can be measured reliably.

v) Inventories

Inventories of Raw Materials, Finished Goods, Semi-Finished Goods, Trading Goods, and Stores, Spares and other components, Packing Materials, Fuel and Oil are valued at cost or net realizable value, whichever is lower. Goods in transit are valued at cost or net realizable value, whichever is lower. Cost comprises of all cost of purchases, cost of conversion and other costs incurred in bringing the inventory to their present location and conditions. Cost is arrived at on FIFO basis. Due allowance is estimated and made for defective and obsolete items, wherever necessary.

If payment terms for inventory are on deferred basis i.e. beyond normal credit terms, then cost is determined by discounting the future cash flows at an interest rate determined with reference to the market rates. The difference between total cost and deemed cost is recognized as interest expense over the period of financing under the effective interest method.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

vi) **Property, plant and equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any.

vii) **Capital Work in Progress**

Cost of assets not ready for use at the balance sheet date is disclosed under capital work-in-progress. Expenditure during construction period is also included under Capital Work in Progress.

viii) **Intangible Assets**

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

ix) **Depreciation**

Depreciation on Property, Plant and Equipment has been provided on the Written down Value method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Leasehold Land is amortized over the period of lease.

Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

x) **Investment Property**

Investment property applies to owner-occupied property and is held to earn rentals or for capital appreciation or both. Hence such properties are reclassified from Property, Plant and Equipment to Investment property. Investment property is measured at its cost, including related transaction cost less depreciation and impairment, if any. Investment properties are depreciated using the written down value method over their estimated useful life. Any transfer to or from Investment property is done at the carrying amount of the Investment Property.

xi) **Government Subsidy**

The Company recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received.

Government grants relating to the purchase of property, plant and equipment are treated as deferred income and are recognized in net profit in the statement of profit and loss on a systematic and rational basis over the useful life of the asset.

Government grants related to revenue are recognized on a systematic basis in net profit in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.

xii) **Borrowings**

Borrowings are initially recognized at net of transaction Cost incurred and measured at amortized Cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of Profit & Loss over the period of borrowings using the effective Interest method.

xiii) **Income Tax**

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

a) Current Income Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

Current tax assets and liabilities are offset only if, the Company:

- has a legally enforceable right to set off the recognized amounts; and
- Intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

b) Deferred Income Tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

Deferred tax assets and liabilities are offset only if:

- Entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- Deferred tax assets and the deferred tax liabilities relate to the income taxes levied by the same taxation authority.

xiv) Leases

Leases under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Subsequent to initial recognition, minimum lease payments shall be apportioned between the finance charge and the reduction of the outstanding liability. The finance charge shall be allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents shall be charged as expenses in the periods in which they are incurred.

Leases in which significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee are classified as operating leases. Lease Income from operating leases where the Company is a Lessor is recognized in income on straight –line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

xv) Financial Assets

a) Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. The Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.

(i) 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 assets 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 (SPPI) on the principal amount outstanding.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

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 and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.

(ii) Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through other comprehensive income if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in the Statement of Profit & Loss. Other net gains and losses are recognised in other comprehensive Income.

(iii) Debt instruments at Fair value through profit or loss (FVTPL)

Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation as at amortised cost or as FVOCI, is classified as at FVTPL.

(iv) Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company decides to classify the same either as at FVOCI or FVTPL. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI).

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

c) De recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - The Company has transferred substantially all the risks and rewards of the asset, or
 - The Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

d) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the Business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been as significant increase in credit risk.

e) Income Recognition

Interest Income from debt instruments is recognised using the effective interest rate method.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

xvi) Financial Liabilities

a) Initial recognition and measurement

All financial liabilities are recognised initially at fair value net of transaction costs that are attributable to the respective liabilities.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial liabilities. The measurement of financial liabilities depends on their classification, as described below:

➤ Financial Liabilities at fair value through profit or loss (FVTPL)

A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.

➤ Financial Liabilities measured at amortised cost

After initial recognition, financial liabilities other than those which are classified as fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method ("EIR").

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 & Loss.

c) De recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit & Loss.

xvii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a 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.

xviii) Fair value of financial instruments

In determining the fair value of its financial instruments, the Company uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- ▶ Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

xix) Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Cash and cash equivalents comprise cash at banks and on hand and demand deposits with banks with an original maturity of three months or less.

xx) Investment in Subsidiaries & Joint ventures – Unquoted

Investments in equity shares of Subsidiaries & Joint Ventures are recorded at cost and reviewed for impairment at each reporting date.

xxi) Employee Benefits

➤ Short-term employee benefit

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit & Loss of the year in which the related services are rendered.

➤ Post-employment benefits

The Company's net obligation in respect of defined benefit plans such as gratuity is calculated separately for each plan by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method.

The current service cost of the defined benefit plan, recognized in the Statement of Profit & Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit & Loss. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit & Loss.

Re-measurements which comprise of actuarial gains and losses, the return on plan assets (excluding net interest) and the effect of the asset ceiling (if any, excluding net interest), are recognized immediately in other comprehensive income.

➤ Other long-term employee benefits

Liability towards other long term employee benefits - leave encashment is determined on actuarial valuation by qualified actuary by using Projected Unit Credit method.

The current service cost of other long terms employee benefits, recognized in the Statement of Profit & Loss as part of employee benefit expense, reflects the increase in the obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit & Loss. The interest cost is calculated by applying the discount rate to the balance of the obligation. This cost is included in employee benefit expense in the Statement of Profit & Loss. Re-measurements are recognized in the Statement of Profit & Loss.

xxii) Foreign Currency Transactions:

a) Functional and Presentation Currency:

The Financial Statements are presented in Indian Rupee (₹) which is Company's Functional and Presentation Currency. All amounts have been rounded off to the nearest lakhs, unless otherwise indicated.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

b) Monetary Items

- Transactions denominated in foreign currency are normally accounted for at the exchange rate prevailing at the time of transaction.
- Monetary assets (including loans to subsidiaries) and Liabilities in foreign currency transactions remaining unsettled at the end of the year (other than forward contract transactions) are translated at the year-end rates and the corresponding effect is given to the respective account.
- Exchange differences arising on account of fluctuations in the rate of exchange are recognized in the statement of Profit & Loss.
- Exchange rate difference arising on account of conversion/translation of liabilities incurred for acquisition of Fixed Assets is recognized in the Statement of Profit & Loss.

c) Non - Monetary Items

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

xxiii) Impairment of Non-Financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's CGU's fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companies of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators

xxiv) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

xxv) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

xxvi) Earnings per Share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period.

The number of shares used in computing diluted earnings per share comprises the weighted average 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

xxvii) Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.

xxviii) Cash Flows

Cash flows are reported using the indirect method, where by net profit 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 cash flows. The cash flows from operating, investing and financing activities are segregated.

xxix) Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

xxx) Recent accounting pronouncements:

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1st April, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize "right of use assets" and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Company is currently evaluating the requirement of the amendment & its impact on the Financial Statements.

xxxi) Significant accounting judgments, estimates and assumptions:

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise Judgement in applying the Company's accounting policies.

The estimates and judgements involves a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes.

Critical estimates and judgements

The areas involving critical estimates or judgements are

- o Estimation of current tax expenses and payable
- o Estimated useful life of Intangible assets
- o Estimation of defined benefit obligation
- o Estimation of Provisions and Contingencies

Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019
Note 3 : Property, Plant and Equipment



(₹ in lakhs)

Particulars	Leasehold Land	Freehold Land	Buildings	Furniture, Fittings & Equipments	Plant and Machinery	Office Equipments	Computers	Motor Car & Vehicles	Total	Capital Work in Progress
Year Ended 31st March, 2019										
Gross Carrying Amount										
Opening Gross Carrying Amount	555.04	523.82	4,580.28	90.71	16,974.87	139.76	168.63	300.15	23,333.26	3,053.59
Additions during the year	54.17	-	1,682.68	88.75	7,163.82	50.11	59.66	42.75	9,141.94	7,693.32
Disposals	-	-	-	-	89.73	-	-	23.24	112.97	-
Transfers	-	-	-	-	-	-	-	-	-	7,283.07
Closing Gross Carrying Amount	609.21	523.82	6,262.96	179.46	24,048.96	189.87	228.29	319.66	32,362.23	3,463.84
Accumulated Depreciation										
Opening Accumulated Depreciation	18.73	-	886.07	42.25	4,494.13	81.30	101.01	142.83	5,766.33	-
Depreciation charge during the year	5.00	-	357.57	19.75	2,463.91	31.76	49.71	65.54	2,993.24	-
Disposals	-	-	-	-	23.40	-	-	16.14	39.54	-
Transfers	-	-	-	-	-	-	-	-	-	-
Closing Accumulated Depreciation	23.73	-	1,243.64	62.00	6,934.64	113.06	150.72	192.23	8,720.03	-
Net Carrying Amount	585.48	523.82	5,019.32	117.46	17,114.32	76.81	77.57	127.43	23,642.21	3,463.84
Year Ended 31st March, 2018										
Gross Carrying Amount										
Opening Gross Carrying Amount	319.74	523.82	3,628.15	78.75	12,331.45	105.59	118.96	238.87	17,345.34	1,006.20
Additions during the year	235.30	-	946.38	11.95	4,647.15	34.17	49.68	65.88	5,990.50	6,322.27
Disposals	-	-	-	-	3.74	-	-	4.60	8.34	-
Transfers	-	-	(5.75)	-	-	-	-	-	(5.75)	4,274.88
Closing Gross Carrying Amount	555.04	523.82	4,580.28	90.71	16,974.87	139.76	168.63	300.15	23,333.26	3,053.59
Accumulated Depreciation										
Opening Accumulated Depreciation	14.35	-	598.72	30.40	2,724.71	55.85	58.67	71.57	3,554.28	-
Depreciation charge during the year	4.38	-	287.07	11.85	1,769.41	25.45	42.35	73.87	2,214.37	-
Disposals	-	-	-	-	-	-	-	2.61	2.61	-
Transfers	-	-	(0.28)	-	-	-	-	-	(0.28)	-
Closing Accumulated Depreciation	18.73	-	886.07	42.25	4,494.13	81.30	101.01	142.83	5,766.33	-
Net Carrying Amount	536.31	523.82	3,694.21	48.46	12,480.74	58.46	67.62	157.32	17,566.93	3,053.59

Notes

- 1) All Property , Plant and equipment are Held in the name of the Company
- 2) Refer to Note No 29 for Information on Property , Plant & Equipment Pledged as Security by the Company
- 3) **Capital Work Work in Progress**
Capital Work in Progress is towards expansion of Various Business Units of the Company



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 4 : Investment Properties

Particulars	As at 31st March, 2019	As at 31st March, 2018
Gross Carrying Amount		
Opening Gross Carrying Amount	593.52	599.27
Additions	435.09	-
Transfers	-	5.75
Disposals	-	-
Closing Gross Carrying Amount	1,028.61	593.52
Accumulated Depreciation		
Opening Accumulated Depreciation	51.73	24.36
Depreciation Charge	42.20	27.66
Transfers	-	0.28
Closing Accumulated Depreciation	93.93	51.73
Net Carrying Amount	934.68	541.79

i) Amount recognised in profit and loss for investment properties

Particulars	As at 31st March, 2019	As at 31st March, 2018
Rental Income	73.61	89.04
Direct Operating expenses from property that generated rental income	7.03	4.95
Direct Operating expenses from property that did not generate rental income	-	-
Profit from Investment Properties before Depreciation	66.58	84.09
Depreciation	42.20	27.66
Profit from Investment Properties	24.38	56.43

ii) Fair Value

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment Properties	2,038.03	1,653.63

Estimation of Fair value :

The above valuation of the Investment Properties are in accordance with the Ready Reckoner rates as prescribed by the Government of Maharashtra for the Purpose of levying Stamp Duty. Since the Valuation is based on the Published Ready Reckoner rates , the Company has Classified the same under Level 2

iii) Leasing arrangements

The Company has entered into various a non cancellable leasing agreements . There is an escalation clause in the lease agreement during the lease year in line with expected general inflation. There are no restrictions imposed by lease arrangements and there are no sub leases. There are no contingent rents. Disclosures as required under Ind-AS 17 on "Lease" are given below:



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Future minimum Lease receipts under non-cancellable operating lease:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Within one year	123.34	58.19
Later than one year but not later than 5 years	361.82	155.74
Later than 5 years	-	-

Note 5 : Intangible assets

Particulars	Computer Software *	Total
Year Ended 31st March, 2019		
Gross Carrying Amount		
Opening Gross Carrying Amount	206.01	206.01
Additions during the year	21.44	21.44
Closing Gross Carrying Amount	227.45	227.45
Accumulated Amortisation		
Opening Accumulated Amortisation	159.60	159.60
Amortisation charge for the year	37.92	37.92
Closing Accumulated Amortisation	197.52	197.52
Closing Net Carrying Amount	29.93	29.93
Year Ended 31st March, 2018		
Gross Carrying Amount		
Opening Gross Carrying Amount	158.72	158.72
Additions during the year	47.29	47.29
Closing Gross Carrying Amount	206.01	206.01
Accumulated Amortisation and Impairment		
Opening Accumulated Amortisation	98.06	98.06
Amortisation Charge for the year	61.54	61.54
Closing Accumulated Amortisation and Impairment	159.60	159.60
Closing Net Carrying Amount	46.41	46.41

* Computer Software includes expenditure on computer software which is not an integral part of hardware

Note - 6 : Financial Assets

Note 6 (a) : Non Current Investments

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment in Equity Instruments (Fully Paid up , Unless other wise stated)		
Investment In Equity Instrument of Subsidiaries & Joint Venture (At Cost)		
Unquoted		
13,50,002 (P.Y 13,50,002) Shares of 1 Pound each of Technocraft International Ltd, UK.	1,224.14	1,224.14
4,99,930 (P.Y 4,99,930) shares of ₹ 100/- each of Technosoft Engineering Projects Ltd	112.38	112.38



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
4,500 (P.Y 4,500) shares of PLN 500 each of Technocraft Trading Spolka Z.O.O (Poland)	265.07	265.07
2,18,054 (P.Y 2,18,054) shares of 1 Australian Dollar each of Technocraft Australia Pty.Ltd.	93.47	93.47
Shares of Anhui Reliable Steel Technology Co. Ltd , China	1,080.16	1,080.16
6,49,995 (P.Y 6,49,995) shares of ₹ 10/- each of Technocraft Tabla Formworks Systems Pvt. Ltd.	65.00	65.00
100(P.Y NIL) Shares of New Zealand Dollar 1000/- each of Technocraft NZ Limited	46.91	-
NIL (P.Y 10,000) shares of ₹ 10/- each of Technocraft Closures Pvt Ltd	-	1.00
NIL (P.Y 10,000) shares of ₹ 10/- each of TIL Marketing Pvt Ltd	-	1.00
7,000 (P.Y 7,000) shares of ₹ 10/- each of Techno Defence Pvt Ltd	0.70	0.70
	2,887.83	2,842.92
Investment In Equity Instrument of Co-operative Societies (At Fair Value through Profit & Loss)		
Unquoted		
30 (P.Y : 30) shares of Mittal Court Premises Co-Op. Society Ltd.	0.02	0.02
15 (P.Y : 15) shares of Udit Mittal Court Industrial Premises Co-Op. Society Ltd.	0.01	0.01
10 (P.Y : 10) shares of Green Lawns Co-op Society Ltd.	0.01	0.01
	0.04	0.04
Investment In Equity Instrument of Other Companies (At Fair value through Profit and loss)		
Unquoted		
NIL (P.Y 7,50,000) Shares of ₹ 10/- each of Paithan Mega Food Park Pvt.Ltd	-	75.00
Total (Equity Instruments)	2,887.87	2,917.96
Investment In Mutual Funds (At Fair value through Profit and loss)		
Quoted		
NIL (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 1114D March 2016 (1) #	-	588.77
NIL (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 1190D March 2016 (1) #	-	614.22
NIL (P.Y 50,00,000) units of ₹ 10/- each of ICICI Prudential FMP Series 77-1473 D Plan #	-	637.55
3,00,00,000 (P.Y 3,00,00,000) Units of ₹ 10/- each of HDFC FMP 1170D Feburary - 2017 (1) #	3,523.80	3,282.74
50,00,000 (P.Y 50,00,000) Units of ₹ 10/- each of FMP 1178D Feburary 2017(1) #	590.12	548.41
50,00,000 (P.Y 50,00,000) Units of ₹ 10/- each of HDFC FMP 1213D March 2017(1) #	584.44	543.51
2,00,00,000 (P.Y 2,00,00,000) Units of ₹ 10/- each of of HDFC FMP 1208D March 2018 (1)	2,139.34	2,010.46
50,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1133D JULY 2018 (1)	533.20	-



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
60,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1105D AUGUST 2018 (2)	638.21	-
50,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1141D AUGUST 2018 (1)	523.79	-
70,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1487D AUGUST 2018 (1)	734.28	-
2,00,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1146D APRIL 2018(1)-SER.40	2,121.26	-
50,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1190D JANUARY 2019 (1)	514.92	-
Total (Mutual Funds)	11,903.36	8,225.66
Investment In LLP (At cost)		
Capital Account in Shreyan Infra & Power LLP.	0.90	0.90
Partners 1) Technocraft Industries India Limited & 2) Mr.Sharad Kumar Saraf		
Total Fixed Capital of the Firm is ₹ 1akh.		
(% of Share in Profit / Loss is 90% of Technocraft Industries India Limited & 10% of Mr Sharad Kumar Saraf)		
Total Investment In Partnership Firm/LLP	0.90	0.90
Total Non - Current Investments	14,792.13	11,144.52
Aggregate Amount of Quoted Investments	11,903.36	8,225.66
Aggregate Market value of Quoted Investments	11,903.36	8,225.66
Aggregate Amount of Unquoted Investments	2,888.77	2,918.86

Lien with the Bank against the availment of Working Capital Loan .Total Non Current Investments Lien as on 31st March,2019 is ₹ 4,698.36 Lakhs (P.Y 6,215.19 Lakhs).Also Refer Note No 29 for details of Investments Pledged as Security.

Note 6(a) : Current Investments

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment In Mutual Funds (At Fair value through Profit and loss)		
Quoted		
29,04,528.315 (P.Y 29,04,528.315) units of ₹ 10/- Each of HDFC Monthly Income Plan.	1,331.66	1,254.99
65,52,921.437 (P.Y 65 ,52,921.437) units of ₹ 10/- each of ICICI Prudential Regular Saving Fund	2,791.80	2,580.24
NIL (P.Y 2,32,333.011) Units of ₹ 10/- each of HDFC Balanced Fund	-	338.75
64,08,727.430 (P.Y 64,08,727.430) units of ₹ 10/- each of HDFC Equity Saving Fund -Growth	2,358.09	2,214.34
14,18,037.436 (P.Y 14,18,037.436) units of ₹ 10/- each of HDFC Equity Saving Fund -DG	553.45	512.11
4,41,930.352 (P.Y 4,41,930.352) Units of ₹ 10/- each of ICICI Prudential Balanced Fund	594.13	551.93
48,70,208.867 (P.Y 48,70,208.867) units of ₹ 10/- each of ICICI Prudential Equity Income Fund	670.63	623.87



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
NIL (P.Y 30,00,000) Units of ₹ 10/- each of HDFC FMP 1157D February - 2015 (1) #	-	386.14
NIL (P.Y 1,00,00,000) Units of ₹ 10/- each of HDFC FMP 1135D March 2015 (1) #	-	1,281.25
NIL (P.Y 55,00,000) Units of ₹ 10/- each of HDFC FMP 1126D July 2015 #	-	683.52
NIL (P.Y 60,00,000) Units of ₹ 10/- each of Reloance Fixed Horizon Fund XXIX-Series 2 #	-	741.03
NIL (P.Y 1,00,00,000) Units of ₹ 10/- each of Reliance Fixed Horizon Fund XXIV-Series 4 #	-	1,464.25
38,25,554.705 (P.Y 38,25,554.705) Units of ₹10 /-each of Aditya Birla Sunlife -Equity Saving Fund	509.18	494.64
61,99,647.060 (P.Y 61,99,647.060) Units of ₹ 10/- each of HDFC Corporate Debt Opportunities Fund -Direct Growth	986.90	925.84
39,39,396.27 (P.Y 39,39,396.27) Units of ₹10/- each of SBI Equity Saving Fund	541.98	511.23
50,00,000 (P.Y NIL) units of ₹ 10/- each of HDFC FMP 1114D March 2016 (1) #	632.54	-
50,00,000 (P.Y NIL) units of ₹ 10/- each of HDFC FMP 1190D March 2016 (1) #	668.68	-
50,00,000 (P.Y NIL) units of ₹ 10/- each of ICICI Prudential FMP Series 77-1473 D Plan #	686.64	-
Total (Mutual Funds)	12,325.68	14,564.15
Investment in Equity Instruments		
Investment In Equity Shares (At Fair value through Profit and loss)		
Quoted		
3,080 (P.Y 3,080) Shares of ₹ 10/- each of Avenue Supermarkets Limited	45.31	40.87
Total (Equity Instruments)	45.31	40.87
Total Current Investments	12,370.99	14,605.02
Aggregate Amount of Quoted Investments	12,370.99	14,605.02
Aggregate Market value of Quoted Investments	12,370.99	14,605.02

Lien with the Bank against the availment of Working Capital Loan .Total Current Investments Lien as on 31st March, 2019 is ₹ 1,987.86 Lakhs (P.Y 4,556.20 Lakhs).Also Refer Note No 29 for details of Investments Pledged as Security.

Note 6(b) : Others Financial Assets

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non - Current	Current	Non - Current
Security Deposits with :				
Government Department	-	338.10	-	284.56
Others	49.37	89.74	38.57	12.51
Fixed Deposit Accounts Due After 12 Months *	-	2,091.96	-	50.00
Others	1,481.65	-	2,322.41	-
Total Other Financial Assets	1,531.02	2,519.80	2,360.98	347.07

* Fixed Deposit are pledged against Bank Overdraft / Bank Guarantee. Also Refer Note No 29 for details of Fixed Deposits Pledged as Security.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 6(c) : Trade receivables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Receivables (other than related parties)	20,024.50	18,213.27
Receivables from related parties	16,525.82	13,936.59
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables -Credit Impaired	-	-
Less : Allowance for doubtful trade receivables	-	-
Total Trade Receivables	36,550.32	32,149.86
Current Portion	36,550.32	32,149.86
Non - Current Portion	-	-
Break-up of security details		
Secured ,Considered good	-	-
Unsecured , Considered good	36,550.32	32,149.86
Doubtful	-	-
Total	36,550.32	32,149.86
Allowance for doubtful Trade Receivables	-	-
Total Trade Receivables	36,550.32	32,149.86

The above Trade Receivables are Hypotheciated to various banks against availment of Working Capital Facilities .Also Refer Note 29 for details of Debtors Pledged as Security.

Note 6(d) : Cash and cash equivalents

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with Banks - In current accounts	3,199.00	2,601.04
Cash on Hand	20.92	21.78
Total Cash and Cash Equivalents	3,219.92	2,622.82

Note 6(e) : Other Bank Balances

Particulars	As at 31st March, 2019	As at 31st March, 2018
In Unclaimed Dividend Accounts	18.95	18.46
Fixed Deposit Accounts Between 3 & 12 Months *	633.78	1,578.19
Bank Balances (Temporary Overdrawn)	(298.44)	(264.23)
Total Other Bank Balances	354.29	1,332.42

* Fixed Deposit are pledged against Bank Overdraft / Bank Guarantee .Also Refer Note No 29 for details of Fixed Deposits Pledged as Security.

Note 6(f) : Loans

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non - Current	Current	Non - Current
Loans to Subsidiaries (Related Party)	1,120.39	-	1,479.47	-
Loans to Employees	99.61	-	87.92	-
Total Loans	1,220.00	-	1,567.39	-



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Break up	As at 31st March, 2019	As at 31st March, 2018
Loan Considered good-Secured	-	-
Loan Considered good-Unsecured	1,220.00	1,567.39
Loans which have significant increase in credit risk	-	-
Loans -credit impaired	-	-
Total	1,220.00	1,567.39
Less Allowance for Doubtful Loans	-	-
Total Loans	1,220.00	1,567.39

Particulars of Loans Given , Guarantees Given and Investments made as per requirement of section 186(4) of the Companies Act ,2013 are as Under

1. The details of the Loans Given are as Under

Name of the Party	Balance as on		Maximum Balance	
	31st March, 2019	31st March, 2018	31st March, 2019	31st March, 2018
Anhui Reliable Steel Technology Company Ltd ,China	670.85	632.20	670.85	632.20
Technocraft International Limited ,UK	449.54	847.27	847.27	847.27
Total	1,120.39	1,479.47	1,518.12	1,479.47

a) All the above Loans have been given as Inter Corporate Deposits & For business Purposes only

b) All the above loans are interest bearing

2. The Particulars of Investments made in the wholly owned Subsidiaries are disclosed in Note No 6(a)

3. The Company has also Provided Corporate Guarantee to the lender Banks of the Subsidiaries for availing working capital Facilities , the details of which are disclosed in Note No 28

Note 7 : Other Non-Current Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Advances	884.19	914.32
Total Other Non Current Assets	884.19	914.32

Note 8 : Inventories

Particulars	As at 31st March, 2019	As at 31st March, 2018
Raw Material	15,603.17	13,470.83
Work in Progress	4,346.68	3,654.24
Finished Goods	7,517.31	5,983.04
Stores and Spares	1,585.24	1,234.91
Scrap	196.40	235.07
Fuel & Oil	47.84	48.59
Packing Materials	297.30	254.78
Total Inventories	29,593.94	24,881.47

Also Refer Note No 29 for details of Inventories pledged as securities.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 9 : Current Tax Assets (Net)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance Tax	23,274.66	-
Less : Provision For Taxation	22,850.35	-
Net Current Tax Asset	424.31	-

Note 10 : Other Current Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Prepaid Expenses	166.72	140.25
Balance With Statutory Authorities	4,860.70	6,867.75
Shreyan Infra & Power LLP- Current Account	-	0.86
Others	1,883.16	1,224.84
Total Other Current Asset	6,910.58	8,233.70

Note - 11 : Equity Share Capital & Other Equity

Note 11(a) : Equity Share Capital

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised		
4,00,00,000 (P.Y 4,00,00,000) Equity Shares of ₹10/- Each.	4,000.00	4,000.00
	4,000.00	4,000.00
Issued, Subscribed and Fully Paid Up		
2,44,61,687/- (P.Y 2,44,61,687) Equity Shares of ₹10/- Each Fully Paid Up	2,446.17	2,446.17
	2,446.17	2,446.17

a). Terms / rights attached to equity shares

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

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b). Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares			
	As on 31st March, 2019		As on 31st March, 2018	
	Number	₹ (in Lakhs)	Number	₹ (in Lakhs)
Shares outstanding at the beginning of the year	2,44,61,687	2,446.17	2,63,00,000	2,630.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	18,38,313	183.83
Shares outstanding at the end of the year	2,44,61,687	2,446.17	2,44,61,687	2,446.17



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

c). Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares			
	As on 31st March, 2019		As on 31st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sudarshan Kumar Saraf	67,94,903	27.78	67,94,903	27.78
Shakuntala Saraf	51,69,867	21.13	51,69,867	21.13
Sharad Kumar Madhoprasad HUF	22,05,366	9.02	22,05,366	9.02
Navneet Kumar Saraf	14,13,082	5.78	8,62,435	3.53

- d). The Company has not issued any equity shares as bonus or for Consideration other than cash and has bought back 70,65,063/- equity Shares during the Period of five years immediately preceeding 31st March 2019. The said equity shares were bought back on 1) 52,26,750 shares on 24th February 2016. & 2) 18,38,313 Shares on 1st March 2018.

Note 11(b) : Other Equity

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Redemption Reserve	706.51	706.51
Others :		
Capital Reserve	20.51	20.51
General Reserve	12,157.44	12,157.44
Retained Earnings	59,644.31	49,433.14
Total Reserves and Surplus	72,528.77	62,317.60

(i) Capital Redemption Reserve

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	706.51	522.68
Add: Transfer From General Reserve	-	183.83
Closing Balance	706.51	706.51

(ii) Capital Reserve

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	20.51	20.51
Closing Balance	20.51	20.51

(iii) General Reserve

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	12,157.44	21,808.58
Less: Utilisation for Buy Back	-	9,467.31
Less: Transfer to Capital Redemption Reserve	-	183.83
Closing Balance	12,157.44	12,157.44



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

(iv) Retained Earnings

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening Balance	49,433.14	38,857.59
Add : Total Comprehensive Income for the year after tax	10,187.76	10,575.55
Add: Other Adjustments	23.41	-
Closing Balance	59,644.31	49,433.14

Capital Redemption Reserve

Represent Reserve created during the buyback of Equity Shares and it is non distributable Reserve.

Capital Reserve

During amalgamation / merger approved by Honourable Court, the excess of net assets taken over the Consideration paid , if any, is treated as Capital Reserve.

General Reserve

The reserve arises on transfer portion of the net profit pursuant to the earlier Provisions of the Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act , 2013.

Retained Earnings

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Note 12(a) : Non Current Borrowings

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
Term Loans		
From banks		
Bank of India Rupee Term Loan	350.08	1,057.51
ICICI Bank Rupee Term Loan (I)	3,663.18	2,816.97
ICICI Bank Rupee Term Loan (II)	479.90	-
HSBC Bank Rupee Term Loan	230.70	-
Kotak Mahindra Bank Rupee Term Loan	855.56	-
Total Non Current Borrowings	5,579.42	3,874.48

Nature of Security

- 1) Term Loan From Bank of India Is Secured by way of Hypothecation over Plant & Machinery & Equipment acquired out of the said Loan & also by way of Equitable Mortgage over Specific Immovable Properties of Textile Division at Murbad.(Yarn & Fabric Division)
- 2) Term Loan From ICICI Bank(I+II) Is Secured by way of Hypothecation over Plant & Machinery & Equipment acquired out of the said Loan & also by way of pari passu charge over Specific Immovable Properties of Textile Division at Murbad (Yarn & Fabric Division) by way of Equitable Mortgage shared with Bank of India.
- 3) Term Loan from HSBC Bank is Secured by way of PariPassu Charge on Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of The Specific Immovable Properties of Scaffolding Division
- 4) Term Loan From Kotak Mahindra Bank Is Secured by way of Hypothecation over Plant & Machinery & Equipment acquired out of the said Loan & also by way of Equitable Mortgage over Specific Immovable Properties of Textile Division at Amravati (Yarn & Fabric Division)



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

Terms of Repayment

- 1) Term Loan from Bank of India is Repayable in 10 Half yearly equal Installments starting from 31.3.2016 & ending on 30.9.2020. Rate of Interest is 10.25% p.a as at the year end .(31st March 2018 : 10.30% p.a) . The said rate of Interest is without Considering Interest Subsidy under TUF Scheme.
- 2) Term Loan from ICICI Bank (I) is Repayable in 20 Quarterly equal Installments starting from 29.12.2019 & ending on 29.9.2024. Rate of Interest is 9.10 % p.a as at the year end.(31st March 2018 : 8.50% p.a)
- 3) Term Loan from ICICI Bank (II) is Repayable in 20 Quarterly equal Installments starting from 27-6-2020 & ending on 27-3-2025. Rate of Interest is 9.10 % p.a as at the year end.
- 4) Term Loan from HSBC Bank is Repayable in 20 Quarterly equal Installments starting from 27.09.2019 & ending on 27.06.2024 . Rate of Interest is 8.80 % p.a as at the year end.
- 5) Term Loan from Kotak Mahindra Bank is Repayable in 20 Quarterly equal Installments starting from 05.01.2021 & ending on 05.10.2025 . Rate of Interest is 8.80 % p.a as at the year end.

Note 12 (a) : Current Borrowings

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
From banks		
1. Bank of India- Cash Credit	2.25	12.42
2. H.D.F.C. Bank- Overdraft	1,942.20	1,089.99
3. H.D.F.C. - Rupee Packing Credit	8,277.89	5,240.30
4. CITI Bank Rupee Packing Credit	3,169.16	4,477.72
5. Kotak Mahindra Bank Working Capital Loan	2,550.00	4,000.00
6. ICICI Bank Rupee Packing Credit	1,442.18	2,483.63
7. Bank of India Rupee Packing Credit	2,000.00	-
8. HSBC Rupee Packing Credit	3,978.20	-
9. Kotak Mahindra Bank Rupee Packing Credit	7,462.93	4,980.80
10. DBS Bank Rupee Packing Credit	3,015.67	-
11. BNP Paribas Rupee Packing Credit	2,298.51	5,480.18
Unsecured		
From banks		
1. IDFC Bank Rupee Packing Credit	7,607.50	7,957.80
Total Current Borrowings	43,746.49	35,722.84

Nature of Security

- 1 . Cash Credit From Bank of India Is Secured Against the Hypothecation of Stock And Book Debts Both Present & Future of Textile Division Murbad
2. Overdraft From H.D.F.C Bank are Secured Against Fixed Deposits of the Company.
3. Export Packing Credit Against L/Cs. Confirmed Orders From HDFC Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties of Scaffolding Division
4. Export Packing Credit Against L/Cs. Confirmed Orders From CITI Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties of Scaffolding Division



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

5. Working Capital Loan from Kotak Mahindra Bank is secured against Lien of Specific Investments
6. Export Packing Credit Against L/Cs. Confirmed Orders From ICICI Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Textile Division at Murbad
7. Export Packing Credit Against L/Cs. Confirmed Orders From Bank of India Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Textile Division at Murbad
8. Export Packing Credit Against L/Cs. Confirmed Orders From HSBC Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Companies Specific Immovable Properties of Scaffolding Division
9. Export Packing Credit Against L/Cs. Confirmed Orders From Kotak Mahindra Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Textile Division at Murbad
10. Export Packing Credit Against L/Cs. Confirmed Orders From DBS Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Drum Closure Division at Murbad
11. Export Packing Credit Against L/Cs. Confirmed Orders From BNP Paribas Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Drum Closure Division at Murbad

Note 12(b) : Other financial liabilities

(₹ in lakhs)

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non - Current	Current	Non - Current
Security Deposits	158.29	41.61	113.05	49.11
Current Maturity on long term Loans	1,203.89	-	721.23	-
Liabilities For Expenses	4,816.59	-	4,550.26	-
Unclaimed Dividend	18.95	-	18.46	-
Total Other Financial Liabilities	6,197.72	41.61	5,403.00	49.11

Note 12(c) : Trade payables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current		
Amounts due to related parties	151.31	339.94
Total Outstanding dues to Micro & Small Enterprises	134.42	54.75
Others	2,794.32	6,048.28
Total Trade Payables	3,080.05	6,442.97



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Dues to Micro and Small Enterprises

The Company has certain dues to suppliers registered under Micro , Small and Medium Enterprises Development Act, 2006 ('MSMED Act') .The disclosures Pursuant to the said MSMED Act are as follows

Particulars	As at 31st March, 2019	As at 31st March, 2018
The Principal amount remaining unpaid to any supplier at the end of the year	134.42	54.75
Interest due remaining unpaid to any supplier at the end of the year	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act , 2006, along with the amount of the payment made to the Supplier beyond the appointed day during the year	-	-
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 MSMED Act , 2006.	-	-
The amount of Interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years , until such date when the Interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	-

Note-Disclosure of payable to vendors as defined under the “Micro, Small and Medium Enterprise Development Act, 2006” is based on the information available with the Company regarding the Status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Company. There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance sheet date .There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on Balance brought forward from previous year.

Note 13 : Provisions

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non - Current	Current	Non - Current
Provision For Leave Salary Encashment	41.69	263.93	39.74	216.87
Provision For Gratuity	129.04	1,303.13	110.44	1,147.05
Total Employee Benefit Obligations*	170.73	1,567.06	150.18	1,363.92

*Also refer Note No 31 of Employee Benefits

Note 14 : Deferred tax liabilities (Net)

The balance comprises temporary differences attributable to :

Particulars	As at 31st March, 2019	As at 31st March, 2018
Property , Plant & Equipment , Intangible Assets & Investment Properties	1,042.97	622.56
Employee Benefits	(607.25)	(524.00)
Investments	840.40	1,028.38
Others	66.81	(121.70)
Net Deferred Tax Liabilities	1,342.93	1,005.24



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 15 : Other Non-Current Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Government Grant	531.71	571.13
Deferred Rent Income	-	1.52
Total Other Non Current Liabilities	531.71	572.65

Note 16 : Current Tax Liabilities (Net)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision For Taxation	-	26,954.78
Less : Advance Tax	-	25,823.61
Total Current Tax Liabilities (Net)	-	1,131.17

Note 17 : Other Current Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance From Customers	821.77	312.64
Shreyan Infra & Power LLP- Current Account	9.92	-
Deferred Government Grant	124.07	122.75
Other Liabilities	253.73	453.56
Total Other Current Liabilities	1,209.49	888.95

Note 18 : Revenue From Operations

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Sale of products	1,03,269.62	90,922.39
Rendering of Services	2,380.24	1,092.44
Other Operating Revenue	9,455.44	9,375.29
Total Revenue from Continuing Operations	1,15,105.30	1,01,390.12

Disaggregation of Revenue

Revenue based on Geography

Particulars	Year Ended 31st March 2019
Domestic	24,536.21
Export #	90,569.09
Total Revenue from Operations as per statement of Profit & Loss	1,15,105.30

Export Benefit has been included in Export Revenue



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Revenue based on Business Segment

Particulars	Year Ended 31st March, 2019
Drum Closure	33,317.64
Scaffolding	47,378.37
Yarn	20,337.99
Fabric	13,504.53
Power	566.77
Total Revenue from Operations as per statement of Profit & Loss	1,15,105.30

Contract Balances

Particulars	As at 31st March, 2019
Trade Receivables	36,550.32
Contract Liabilities (Advances from Customers)	821.77

Reconciling the Amount of Revenue recognised in the statement of Profit & Loss with the Contracted Prices

Particulars	Year Ended 31st March, 2019
Contract Price	1,15,320.13
Less Discount , rebates , Returns etc	214.83
Total Revenue from Operations as per statement of Profit & Loss	1,15,105.30

Note 19 : Other Income and Other Gains/(Losses)

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Rental Income	104.08	168.38
Other Interest Income	384.95	411.67
Dividend income from investments mandatorily measured at fair value through profit and loss	0.02	0.02
Net Gain on financial assets measured at fair value through profit and loss	1,538.62	1,321.30
Net Gain on Disposal of Investments mandatorily measured at fair value through Profit & Loss	92.29	517.80
Amortisation of Grant	134.84	66.54
Other Non-Operating Income	747.04	481.82
Share of Profit from Shreyan Infra & Power LLP	-	4.49
Net Foreign Exchange gain	384.19	1,645.12
Total Other Income	3,386.03	4,617.14



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 20 : Cost of materials consumed

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Raw Materials at the Beginning of the year	13,470.83	10,187.20
Add : Purchases (net) #	61,801.27	57,359.97
	75,272.10	67,547.17
Less : Raw Material at the end of the Year	15,603.17	13,470.83
	59,668.93	54,076.34
Packing Material Consumed	1,393.44	1,445.75
Total Cost of Material Consumed	61,062.37	55,522.09

Purchases are reported net of Trade Discounts , Returns , Goods & Service Tax (to the extent refundable / adjustable) & Sales (if any) made during the course of Business

Note 21 : Changes in inventories of finished goods, Stock - in -Trade and work - in - progress

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Opening Balances		
Work - in - Progress	3,654.24	3,190.84
Finished Goods	5,983.04	3,649.20
Scrap / Waste	235.07	244.40
Total Opening Balances	9,872.36	7,084.44
Closing Balances		
Work - in - Progress	4,346.68	3,654.24
Finished Goods	7,517.31	5,983.04
Scrap / Waste	196.40	235.07
Total Closing Balances	12,060.39	9,872.36
Total Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(2,188.03)	(2,787.92)

Note 22 : Employee benefits expenses

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Salaries, Wages, Bonus etc	6,311.35	5,323.99
Contribution To Provident Fund , ESIC & Other Funds	426.74	373.67
Gratuity Expenses (Also Refer Note No 31 of Employee Benefits)	201.81	121.99
Gratuity Trust Fund Expenses	0.02	0.02
Staff Welfare Expenses	331.51	275.85
Directors Remuneration	595.76	595.02
Total Employee Benefits Expenses	7,867.19	6,690.52



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 23 : Finance costs

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Interest		
Interest Expenses (net) (Net of Subsidy ₹ 152.75 Lakhs P.Y ₹ 227.72 Lakhs) under TUF Scheme	2,593.92	1,483.11
Financial Cost		
Bank Charges	211.96	157.86
Bank Guarantee Charges	5.83	10.57
Bank Processing Charges	59.38	27.79
L/C Charges	32.05	47.21
Finance Cost expensed in Profit & Loss	2,903.14	1,726.54

Note 24 : Depreciation and amortisation expenses

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Depreciation on Property, Plant and Equipment	2,993.24	2,214.37
Depreciation on Investment Properties	42.20	27.66
Amortisation of Intangible Assets	37.92	61.54
Total Depreciation and amortisation expenses	3,073.36	2,303.57

Note 25 : Other expenses

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Consumption of Stores and Spares & Other Consumable Items	3,905.11	4,318.75
Repairs & Maintenance		
Plant & Machinery	962.07	741.79
Buildings	533.61	343.39
Others	484.49	393.05
Fuel And Oil Consumed	1,042.36	768.49
Power & Electricity	1,476.93	939.89
Job Work Charges	5,275.66	5,056.04
Labour Charges	5,573.55	4,801.94
Water Charges	71.22	67.20
Other Manufacturing Expenses	868.75	794.41
Freight & Other Export Charges	2,899.94	2,724.50
Selling & Distribution Expenses on Sales	734.56	705.55
Warehouse & Handling Charges	120.38	90.48
Commission/Brokerage	890.65	1,086.40
Sales Promotion / Advertisement Expenses	113.73	112.23
Traveling & Conveyance Expenses	429.35	335.60
Vehicle Expenses	219.14	203.09
Licence , Legal & Professional Expenses	630.16	673.56
Rent, Rates & Taxes	250.97	183.43
Insurance Expenses	61.89	35.02



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Director Fees	3.40	2.80
Engineering & Design Charges	169.74	169.31
Technical Training Expenses	69.77	54.15
Printing & Stationery	61.67	57.57
Postage, Telegram & Telephone Expenses	113.19	97.83
Miscellaneous Expenses	24.14	21.95
Donation	0.11	0.10
Expenditure incurred for Corporate Social Responsibility (CSR) (Refer Note No 36)	7.50	-
Payment to Auditors - Note 25(a) below	10.82	11.34
Sundry Balances written Off	9.26	6.63
Share of Loss from Shreyan Infra & Power LLP	10.79	-
Bad Debts	-	25.01
Total Other expenses	27,024.91	24,821.52

Note 25 (a) : - Details of Payment to Auditors

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Payment to Auditors		
As Auditor :		
Audit Fees	7.00	7.00
Tax Audit Fees	3.00	3.00
In other capacities :		
Certification Fees	0.58	1.02
Out of Pocket expenses	0.24	0.32
Total Payment to Auditors	10.82	11.34

Note 26 : Tax Expenses

(a) Amounts recognised in profit or loss

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Current tax expense (A)		
Current year	3,550.00	4,604.75
Short / (Excess) Provision of Taxation for Earlier Years	33.07	-
Deferred tax expense (B)		
Origination and reversal of temporary differences	363.16	87.02
Tax expense recognised in the income statement (A+B)	3,946.23	4,691.77



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

(b) Amounts recognised in other comprehensive income

Particulars	2018-19			2017-18		
	Before tax	Tax expense / (benefit)	Net of tax	Before tax	Tax expense / (benefit)	Net of tax
Items that will not be reclassified to profit & loss						
Remeasurements of the defined benefit plans	(72.86)	(25.46)	(47.40)	(438.44)	(151.73)	(286.71)
	(72.86)	(25.46)	(47.40)	(438.44)	(151.73)	(286.71)

(c) Reconciliation of effective tax rate

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit before tax	14,181.39	15,554.03
Tax using the domestic tax rate (Current year 34.944% and Previous Year 34.608%)	4,955.54	5,382.94
Tax effect of :		
Tax effect of non deductible expenses	5.33	3.21
Excess of Depreciation over books under Income Tax Act	(3.97)	456.11
Exempt Income	(0.01)	(1.56)
Deductions under Various sections of Income Tax Act	(293.08)	(287.19)
Effect of taxation of Capital Gains	(296.62)	(785.44)
Others	(454.04)	(76.31)
Taxation of Earlier Years	33.07	-
Tax expenses as per Statement of Profit & Loss	3,946.23	4,691.77
Effective tax rate	27.827%	30.164%

(d) Movement in deferred tax balances

Particulars	31/03/2019			
	As at 1st April 2018 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in Statement of profit or loss	Credit / (Charge) in OCI	As at 31st March, 2019 Deferred Tax Asset / (Liabilities)
Deferred tax Asset/(Liabilities)				
Depreciation	(622.56)	(420.41)	-	(1,042.97)
Expenses Allowed in the year of Payment	524.00	57.78	25.46	607.25
Investments	(1,028.38)	187.98	-	(840.40)
Others	121.70	(188.51)	-	(66.81)
Deferred Tax Assets/(Liabilities) - Net	(1,005.24)	(363.16)	25.46	(1,342.93)



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	31/03/2018			
	As at 1st April 2017 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in Statement of profit or loss	Credit / (Charge) in OCI	As at 31st March 2018 Deferred Tax Asset / (Liabilities)
Deferred tax Asset/(Liabilities)				
Depreciation	133.89	(756.45)	-	(622.56)
Expenses Allowed in the year of Payment	320.02	52.25	151.73	524.00
Investments	(1,531.21)	502.83	-	(1,028.38)
Others	7.35	114.35	-	121.70
Deferred Tax Assets/(Liabilities) - Net	(1,069.95)	(87.02)	151.73	(1,005.24)

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Note 27 : Earnings per equity share:

Particular	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Earnings Per share has been computed as under :		
Net Profit after tax attributable to the Equity Shareholders (₹ in Lakhs)	10,235.16	10,862.26
Weighted Average No of shares Outstanding during the year	2,44,61,687	2,61,43,869
Earnings per Share -Basic & Diluted (Face Value of ₹ 10/- per Share)(in ₹)	41.84	41.55

Note 28 : Contingent Liabilities & Commitments (to the extent not Provided for)

A. Contingent Liabilities

S.No	Contingent Liabilities not provided For	As at 31st March, 2019	As at 31st March, 2018
I.	Stand by Letter of Credit (SBLC) aggregating to Euro 17,50,000 (P.Y Euro 17,50,000) and USD 14,50,000 (P.Y USD 14,50,000) given to Banks on behalf of Technocraft Trading Spolka Z.O.O, Poland.	2,362.02	2,359.17
II	Stand by Letter of Credit (SBLC) aggregating to USD 40,00,000 (P.Y USD 40,00,000) given to Banks on behalf of Anhui Reliable Steel Technology Co.Ltd,China.	2,766.20	2,607.00
III.	Corporate Guarantee aggregating to Pounds 25,00,000 (P.Y Pounds 25,00,000) given to Bank on behalf of Technocraft International Ltd, UK.	2,263.14	2,306.94
IV.	Corporate Guarantee aggregating to USD12,00,000 (P.Y USD 8,00,000) given to Banks on behalf of Technosoft Engineering Inc. ,USA	829.86	521.40
V.	Corporate Guarantee aggregating to USD 1,00,00,000 (P.Y USD 50,00,000) given to Banks on behalf of AAIT/ Technocraft Scaffold Distribution LLC.	6,915.50	3,258.75
VI.	Bank Guarantee issued in favor of Suppliers , Customers & Other Statutory Authorities	432.15	541.68
VII.	Excise Duty Matters	## 1649.77	## 1649.77
VIII.	Service Tax Matters	## 50.25	## 45.70
IX.	Income Tax Matters	11.83	0.10
X	Labour Matters	200.36	165.50
XI.	Other Legal Matters	2,122.52	1,540.49

includes Penal Amount also



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

B. Commitments

S.No	Particulars	As at 31st March, 2019	As at 31st March, 2018
I.	Estimated Amount of Capital Contracts remaining to be executed and not Provided for (net of capital advances)	5,939.97	1,005.33
II.	Future Export Obligations/ Commitments against EPCG Authorisations	809.24	11,184.04

Note- 29 Assets Pledged as Security

The carrying amount of assets Pledged as security for Current & non current borrowings (including credit Limits sanctioned but not utilised) & also for SBLC / Corporate & Trade Guarantees are as below :

Particulars	As at 31st March, 2019	As at 31st March, 2018
Non Current Assets		
Property, Plant & Equipment		
Lease Hold Land	325.21	271.67
Free Hold Land	55.16	55.16
Factory Building	2,255.69	1,504.86
Plant & Machinery	13,046.73	8,908.53
Capital Work in Progress	3,004.97	2,496.66
Other Financial Assets		
Fixed Deposits with Banks	2,091.96	50.00
Investments	4,698.36	6,215.19
Total Non Current Assets Pledged as security	25,478.08	19,502.07
Current Assets		
Inventories	28,973.43	24,466.30
Other Financial Assets		
Trade Receivables	36,550.32	32,089.47
Fixed Deposits with Banks	633.28	1,578.19
Investments	1,987.86	4,556.20
Total Current Assets Pledged as security	68,144.89	62,690.16
Total Assets Pledged as Security	93,622.97	82,192.23

Note 30 : Related Party disclosures

The related Parties as per the terms of Ind AS-24, "Related Party Disclosures". (Specified under Section 133 of the Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules ,2015) are disclosed below

A. Name of the related Parties and description of relationship:

(i) Related Party where Control exists

Subsidiary Companies

1. Technocraft International Ltd
2. Technocraft Trading Spolka Z.O.O
3. Technocraft Australia Pty Ltd
4. Technosoft Engineering Projects Ltd
5. Anhui Reliable Steel Technology Co. Ltd



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

6. Shreyan Infra & Power LLP
7. Techno Defence Pvt. Ltd
8. Technocraft NZ Limited (w.e.f 7th December 2018)

Step Down Subsidiary Companies

1. Technosoft Engineering Inc.
(Formerly Known as Impact Engineering Solutions Inc.)
2. Swift Projects Inc.
3. Technosoft Innovations Inc.
4. Technosoft GMBH
5. AAIT/ Technocraft Scaffold Distribution LLC
6. High Mark International Trading -F.Z.E
7. Step Engineering
8. Technosoft Services Inc.
9. Technosoft Engineering UK Limited
10. Crosswall International Trading Limited

Joint Venture

1. Technocraft Tabla Formwork Systems Pvt. Ltd

Name of other Related parties with whom transactions have taken place during the year

Key Managerial Personnel (KMP)

1. Shri Sharad Kumar Saraf
2. Shri Sudarshan Kumar Saraf
3. Shri Navneet Kumar Saraf
4. Shri Ashish Kumar Saraf
5. Shri Atanu Chaudhary

Enterprises in which KMP are Interested

1. BMS Industries Ltd
2. S.K.Saraf HUF
3. Ashrit Holdings Limited

Relatives of KMP

1. Priyanka Saraf
2. Ritu Saraf

Non Executive Directors

1. Shri Aubrey Ignatius Rebello
2. Shri Jagdeesh Mehta
3. Shri Vinod Agarwala
4. Shri Vishwambhar Saraf
5. Ms Vaishali Choudhari

Enterprise in which Non Executive Director is interested

1. Remi Edelstahl Tubular Ltd

Trust

1. Technocraft Industries (i) Ltd Employees Group Gratuity Trust



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Transactions during the Year	Year Ended 31st March, 2019	Year Ended 31st March, 2018
A. Sales of Goods, Materials & Services		
Subsidiaries / Step down Subsidiaries		
1. Technocraft International Ltd	3,563.09	3,816.02
2. Technocraft Trading Spolka Z.O.O	1,992.49	1,890.50
3. High Mark International Trading -F.Z.E	136.63	1,214.90
4. AAIT/ Technocraft Scaffold Distribution LLC	16,385.13	7,373.23
5. Anhui Reliable Steel Technology Co. Ltd	790.64	777.40
6. Technocraft Australia Pty Ltd	374.30	-
7. Technocraft NZ Limited	223.09	-
Enterprises in which KMP are Interested		
1. BMS Industries Ltd	778.31	505.02
B. Interest Received		
Subsidiaries / Step down Subsidiaries		
1. Anhui Reliable Steel Technology Co. Ltd	68.92	63.73
2. Technocraft International Ltd	84.06	32.25
C. Fees Received against Issue of Guarantee		
Subsidiaries / Step down Subsidiaries		
1. Technocraft International Ltd	22.63	23.07
2. Technocraft Trading Spolka Z.O.O	23.62	23.59
3. Anhui Reliable Steel Technology Co. Ltd	27.66	22.14
4. AAIT/ Technocraft Scaffold Distribution LLC	51.76	32.59
5. Technosoft Engineering Inc.	8.30	5.21
D. Rent Received		
Relatives of KMP		
1. Priyanka Saraf	12.00	12.00
E. Advancement of Loan		
Subsidiaries / Step down Subsidiaries		
1. Technocraft International Ltd	-	843.80
2. Anhui Reliable Steel Technology Co Ltd	-	-
F. Recovery of Loan		
Subsidiaries / Step down Subsidiaries		
1. Anhui Reliable Steel Technology Co. Ltd	-	-
2. Technocraft International Ltd	423.64	-
G. Engineering & Design Charges Paid		
Subsidiaries / Step down Subsidiaries		
1. Technosoft Engineering Projects Ltd	154.6	166.84



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Transcations during the Year	Year Ended 31st March, 2019	Year Ended 31st March, 2018
H. Commission Paid on Sales		
Subsidiaries / Step down Subsidiaries		
1. Technocraft Trading Spolka Z.O.O	43.25	26.06
Enterprise in which Non Executive Director is Interested		
1. Remi Edelstahl Tubular Ltd	69.13	67.14
I. Sitting Fees		
Non Executive Directors		
Director Sitting Fees	3.40	2.80
J. Purchase of Traded Goods		
Subsidiaries / Step down Subsidiaries		
1. High Mark International Trading -F.Z.E	1,415.12	1,717.90
2. Anhui Reliable Steel Technology Co. Ltd	2,559.36	-
K. Purchase of Materials / Assets / Stores & Spares		
Subsidiaries / Step down Subsidiaries		
1. Anhui Reliable Steel Technology Co. Ltd	697.57	5.57
Enterprises in which KMP are Interested		
1. BMS Industries Ltd	276.28	227.50
L. Job Work Charges Paid		
Enterprises in which KMP are Interested		
1. BMS Industries Ltd	5,152.39	4,623.23
M. Rent Paid		
Enterprises in which KMP are Interested		
1. S.K.Saraf HUF	24.00	18.75
N. Managerial Remuneration		
Key Managerial Personnel		
Salaries ,Wages ,Bonus , Commission & Other Benefits	595.07 *	594.39 *
Contribution towards P.F.,Family Pension etc	0.69	0.63
O. Investment in equity shares		
Subsidiaries / Step down Subsidiaries		
1. Technocraft NZ Limited	46.91	-



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Transactions during the Year	Year Ended 31st March, 2019	Year Ended 31st March, 2018
P. Sale of Investment in Equity Shares of Subsidiaries		
Enterprises in which KMP are Interested		
Ashrit Holdings Limited	2.00	-
Q. Guarantee issued		
Subsidiaries / Step down Subsidiaries		
1. AAIT/ Technocraft Scaffold Distribution LLC	3,458.00	-
2. Technosoft Engineering Inc.	276.64	-
3. Anhui Reliable Steel Technology Co. Ltd	-	651.75
R. Trusts		
Technocraft Industries (i) Ltd Employees Group Gratuity Trust		
Gratuity Contribution	274.67	560.43
Reimbursement of Administration Charges	0.02	0.02
Gratuity Benefits Received	67.65	23.67
Amount due to / From Related Parties	As at 31st March, 2019	As at 31st March, 2018
A. Trade & Other Receivables		
Subsidiaries / Step Down Subsidiaries		
1. Technocraft International Ltd	2,199.93	1,864.86
2. Technocraft Trading Spolka Z.O.O	1,543.26	1,549.77
3. AAIT/ Technocraft Scaffold Distribution LLC	12,233.34	7,721.80
4. Anhui Reliable Steel Technology Co. Ltd	670.60	946.02
5. High Mark International Trading -F.Z.E	-	2,307.91
6. Technosoft Engineering Inc.	29.27	20.97
7. Technocraft Australia Pty Ltd	231.11	-
8. Technocraft NZ Limited	222.34	-
Enterprises in which KMP are Interested		
BMS Industries Ltd	-	51.43
Advancement of Loan		
Subsidiaries / Step Down Subsidiaries		
1. Anhui Reliable Steel Technology Co. Ltd	670.85	632.20
2. Technocraft International Ltd	449.54	847.27
B. Trade & Other Payables		
Subsidiaries / Step Down Subsidiaries		
1. High Mark International Trading -F.Z.E	-	339.94
2. Technocraft Trading Spolka Z.O.O	43.25	-
3. Anhui Reliable Steel Technology Co. Ltd	158.23	6.52
4. Technocraft NZ Limited	46.91	-



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Amount due to / From Related Parties	As at 31st March, 2019	As at 31st March, 2018
Enterprises in which KMP are Interested		
BMS Industries Ltd	933.63	753.85
Commission & Bonus Payable		
Key Managerial Personnel	230.88	230.83
Guarantees Issued to Bank		
Subsidiaries / Step Down Subsidiaries	15,136.72	11,053.26
Gratuity Contribution & Administration Charges Payable		
Trust		
Technocraft Industries (I) Ltd Employees Group Gratuity Trust	1,436.56	1,261.87

Note

- 1) The transactions with related parties are made on terms equivalent to those that are Prevailing in arm's Length transactions

Outstanding balances at the year end are unsecured .The Company has not recorded any impairment of receivables relating to amounts owned by the related Parties .This assessment is undertaken each Financial year through examining the Financial Position of the related party and the market in which the related Party operates

- 2) Loan to Subsidiaries have been given for Working Capital Requirements & have been utilised for the same
- 3) Guarantee Provided to the Lenders of the Subsidiaries are for availing working capital Facilities from the lender banks

*excludes Provision for Gratuity & Compensated leave for Key Managerial Personnel as Separate Actuarial Valuation is not available

Note 31 : Disclosure Pursuant to Ind AS - 19 "Employee Benefits"

[A] Post Employment Benefit Plans:

Defined Contribution Scheme

The Company contributes at a defined percentage of the employee salary out of the total entitlements on account of superannuation benefits under this scheme.

Amount recognised in the Statement of Profit and Loss	2018-19	2017-18
Defined Contribution Scheme	# 316.73	# 278.67

excluding ₹ 11.95 Lakhs (P.Y ₹ 1.30 Lakhs) Contributed by Government of India under PMRPY Scheme

Defined Benefit Plans

The Company has the following Defined Benefit Plans

Gratuity: In accordance with the applicable laws, the Company provides for gratuity, a defined benefit retirement plan ("The Gratuity Plan") covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Company makes contribution to the gratuity fund administered by life Insurance Companies under their respective Group Gratuity Schemes.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

The disclosure in respect of the defined Gratuity Plan are given below:

Particulars	Defined Benefit Plans	
	As at 31st March, 2019	As at 31st March, 2018
Present value of funded obligations	1,717.78	1,495.38
Fair Value of plan assets	285.61	237.89
Net (Asset)/Liability recognised	1,432.17	1,257.49

Movements in plan assets and plan liabilities

Particulars	Present value of obligations	Fair Value of Plan Assets
As at 1st April, 2018	1,495.38	237.89
Current service cost	110.44	-
Interest Income	-	10.02
Interest Cost	101.40	-
Return on plan assets excluding amounts included in net finance income	-	5.35
Actuarial (gain)/loss arising from changes in financial assumptions	(6.39)	-
Contributions by Employer	-	100.00
Actuarial (gain)/loss arising from experience adjustments	84.60	-
Benefit payments	(67.65)	(67.65)
As at 31st March, 2019	1,717.78	285.61

Particulars	Present value of obligations	Fair Value of Plan Assets
As at 1st April, 2017	941.59	244.54
Current service cost	73.11	-
Interest Income	-	12.50
Interest Cost	61.39	-
Return on plan assets excluding amounts included in net finance income	-	4.52
Actuarial (gain)/loss arising from changes in financial assumptions	(22.21)	-
Actuarial (gain)/loss arising from experience adjustments	465.17	-
Benefit payments	(23.67)	(23.67)
As at 31st March, 2018	1495.38	237.89

Statement of Profit and Loss

Employee benefit expenses :	2018-19	2017-18
Current Service cost	110.44	73.11
Net Interest cost	91.37	48.88
Total amount recognised in Statement of P&L	201.81	121.99
Remeasurement of the net defined benefit liability :		
Return on plan assets excluding amounts included in Interest Income	(5.35)	(4.52)
Change in Financial Assumptions	(6.39)	(22.21)
Experience Adjustments	84.60	465.17
Total Expenses / (Income) recognised in Other Comprehensive Income	72.86	438.44



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Investment pattern for Fund as on

Category of Asset	As at 31st March, 2019	As at 31st March, 2018
Government of India Securities	0%	0%
State Government Securities	0%	0%
High quality corporate bonds	0%	0%
Equity shares of listed companies	0%	0%
Property	0%	0%
Special Deposit Scheme	0%	0%
Policy of insurance	100%	100%
Bank Balance	0%	0%
Other Investments	0%	0%
Total	100%	100%

Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions	As at 31st March, 2019	As at 31st March, 2018
Discount rate	7.65%	7.60%
Salary escalation rate	5.00%	5.00%
Withdrawal Rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Demographic Assumptions

Mortality in service : Indian Assured Lives Mortality (2006-08) Table

Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Increase/ Decrease in liability	Increase/ Decrease in liability
<u>Discount rate varied by 0.5%</u>		
0.50%	1,656.31	1,442.53
-0.50%	1,783.78	1,552.12
<u>Salary growth rate varied by 0.5%</u>		
0.50%	1784.97	1,553.29
-0.50%	1654.73	1,441.02

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

The expected future cash flows as at 31st March 2019 & as at 31st March 2018 were as follows:

Expected contribution	As at 31st March, 2019	As at 31st March, 2018
Projected benefits payable in future years from the date of reporting		
1st following year	340.82	322.39
2nd following year	191.35	164.73
3rd following year	124.59	84.25
4th following year	123.03	97.10
5th following year	107.92	97.50
Years 6 to 10	682.94	584.94

[B] Other Long term employee benefits

Leave Encashment:

The Employees are entitled to accumulate Earned Leave, which can be availed during the service period. Employees are also allowed to encash the accumulated earned leave during the service period. Further, the accumulated earned leave can be encashed by the employees on superannuation, resignation, and termination or by nominee on death.

Particulars	Defined Benefit Plans	
	As at 31-Mar-19	As at 31-Mar-18
Present value of unfunded obligations	305.62	256.61
Net (Asset)/Liability recognised	305.62	256.61

Reconciliation of balances of Defined Benefit Obligations.

	Leave Encashment - Unfunded	
	2018-19	2017-18
Defined Obligations at the beginning of the year	256.61	227.65
Current Service Cost	30.85	26.54
Interest Cost	19.42	15.71
Actuarial loss/(gain) due to change in financial assumptions	(1.48)	(4.86)
Actuarial loss/ (gain) due to experience adjustments	17.63	2.53
Benefits paid	(17.41)	(10.96)
Defined Obligations at the end of the year	305.62	256.61

Amount recognised in Statement of Profit and Loss

	2018-19	2017-18
Current Service Cost	30.85	26.54
Net Interest Cost	19.42	15.71
Net value of remeasurements on the obligation and plan assets	16.15	(2.33)
Total amount recognised in Statement of P&L	66.42	39.92
Change in Financial Assumptions	(1.48)	(4.86)
Experience gains/(losses)	17.63	2.53
Net Acturial Loss/(Gain)	16.15	(2.33)



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Major Actuarial Assumptions

	2018-2019	2017-18
Discount Rate (%)	7.65%	7.60%
Salary Escalation/ Inflation (%)	5.00%	5.00%
Withdrawal Rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Demographic Assumptions

Mortality in service : Indian Assured Lives Mortality (2006-08) Table

Sensitivity

The sensitivity of the overall plan liabilities to changes in the weighted key assumptions are:

Particulars	As at 31st March, 2019 Increase/ Decrease in liability	As at 31st March, 2018 Increase/ Decrease in liability
<u>Discount rate varied by 0.5%</u>		
0.50%	291.42	245.15
-0.50%	321.05	269.06
<u>Salary growth rate varied by 0.5%</u>		
0.50%	321.38	269.32
-0.50%	291.01	244.82

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

The expected future cash flows as at 31st March 2019 & as at 31st March 2018 were as follows:

Expected contribution	As at 31st March, 2019	As at 31st March, 2018
Projected benefits payable in future years from the date of reporting		
1st following year	41.39	39.75
2nd following year	12.95	18.29
3rd following year	20.96	13.37
4th following year	22.11	16.45
5th following year	21.27	15.78
Years 6 to 10	125.73	102.60



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

Note 32 : Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the management approach as defined in Ind AS 108, the chief operating decision maker (CODM) evaluates the companies performance and allocates resources based on an analysis of various performance indicators by business segment and geographic segment. Accordingly, information has been presented both along business segment and geographic segment. The accounting principle used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

The Company has identified Drum Closures, Scaffoldings, Yarn, Fabric and Power as primary business segments of the Company.

The above business segments have been identified considering :

- The nature of the product
- The deferring risk and returns
- The internal financial reporting systems

The Geographical Segments considered for Disclosure are as Follows

- Revenue within India includes Revenue from Sales of Products (including Scrap) & Services to Customers Located within India and earnings in India.
- Revenue outside India includes Revenue from Sales of Products & Services to Customers Located outside India and earnings outside India and export Incentive benefits.

Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable" Inter segment transfer, are accounted for at competitive market prices, charged to unaffiliated customer for similar goods.

(₹ in lakhs)

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Segment Revenue		
a. Drum Closures Division	33,408.34	31,048.40
b. Scaffoldings Division	48,456.94	39,545.66
c. Yarn Division	27,227.92	27,327.66
d. Fabric Division	13,540.07	11,659.06
e. Power Division	5,324.96	5,138.75
Total	1,27,958.23	1,14,719.53
Less : Inter Segment Revenue	12,852.93	13,329.41
Total External Revenue from Operations	1,15,105.30	1,01,390.12
Results		
Segment Result		
a. Drum Closures Division	8,775.07	8,272.86
b. Scaffoldings Division	7,756.46	7,776.97
c. Yarn Division	(587.07)	(635.83)
d. Fabric Division	(895.46)	(389.51)
e. Power Division	874.65	905.22
Segment operating Profit	15,923.65	15,929.71



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Reconciliation of Segment Operating Profit to Operating Profit		
Unallocable Income / (Expenses)		
Employee benefit Expenses	(814.60)	(734.80)
Depreciation & Amortisation	(59.93)	(47.09)
Other Expenses	(312.57)	(319.37)
Interest Income	344.85	308.68
Net Gain on Investments & Investment Property	1,630.92	1,839.10
Rental Income	104.08	168.38
Other Income	268.15	135.96
Operating Profit	17,084.53	17,280.57
Less		
Finance Cost	2,903.14	1,726.54
Net Profit before tax	14,181.39	15,554.03
Less		
Income Tax Expenses	3583.07	4,604.75
Deferred Tax Expenses (net)	363.16	87.02
Net Profit After Tax	10,235.16	10,862.26

Reconciliation to Amounts Reflected in the Financial Statements

	As at 31st March, 2019	As at 31st March, 2018
Segment Assets		
a. Drum Closures Division	19,107.63	19,148.88
b. Scaffoldings Division	44,285.81	34,804.64
c. Yarn Division	23,867.10	20,216.91
d. Fabric Division	13,276.06	10,252.54
e. Power Division	3,129.04	3,203.65
Segment Operating Assets	1,03,665.64	87,626.62

Reconciliation of Segment Operating assets to Total Assets

Non Current Assets

Property ,Plant & Equipment	254.59	254.30
Capital Work in Progress	176.85	11.70
Investment Properties	934.68	541.79
Intangible Assets	5.64	2.14
Non Current Investments	14,792.13	11,144.52
Other Financial Assets	2,180.36	65.36
Other Non Current Assets	-	374.94



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Current Assets		
Current Investments	12,370.99	14,605.02
Cash & Cash Equivalent	226.77	1,130.84
Other Bank Balances	568.95	1,518.46
Loans	1,120.39	1,479.47
Other Financial Assets	630.00	1,347.99
Current Tax Assets (net)	424.31	-
Other Current Assets	1,090.85	1,265.14
Unallocable Assets	34,776.51	33,741.67
Total Assets	1,38,442.15	1,21,368.29
Segment Liabilities		
a. Drum Closures Division	3,133.69	3,980.03
b. Scaffoldings Division	3,152.23	4,428.01
c. Yarn Division	1,550.31	2,358.69
d. Fabric Division	1,153.63	1,027.76
e. Power Division	757.77	674.30
Segment Operating Liabilities	9,747.63	12,468.79
Reconciliation of Segment Operating Liabilities to Total Liabilities		
Non Current Liabilities		
Non Current Borrowings	5,579.42	3,874.48
Other Financial Liabilities	41.61	49.11
Deferred Tax Liability (net)	1,342.93	1,005.24
Provisions	1,303.13	1,147.05
Other Non Current Liabilities	-	1.52
Current Liabilities		
Current Borrowings (including Current Maturity on Long Term Borrowings)	44,950.38	36,444.08
Other Financial Liabilities	359.51	368.50
Provisions	129.04	110.44
Current Tax Liabilities (net)	-	1,131.17
Other Current Liabilities	13.56	4.14
Unallocable Liabilities	53,719.58	44,135.73
Total Liabilities	63,467.21	56,604.52



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Capital Expenditure (excluding CWIP)

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
a. Drum Closures Division	1,201.23	1,490.27
b. Scaffoldings Division	1,358.19	596.97
c. Yarn Division	1,360.75	1,989.61
d. Fabric Division	5,108.97	1,811.94
e. Power Division	112.72	139.18
f. Unallocable	456.61	9.82
Total	9,598.47	6,037.79

Depreciation & Amortization

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
a. Drum Closures Division	523.48	450.78
b. Scaffoldings Division	552.52	527.92
c. Yarn Division	873.38	697.79
d. Fabric Division	903.05	412.86
e. Power Division	160.99	167.12
f. Unallocable	59.93	47.10
Total	3,073.36	2,303.57

Secondary Segment

Geographic Information

Revenue from External Customers

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
India	24,536.21	21,803.49
Outside India	90,569.09	79,586.63
Total	1,15,105.30	1,01,390.12

Segment Assets

	As at 31st March, 2019	As at 31st March, 2018
India	1,03,311.04	89,097.26
Outside India	35,131.11	32,271.03
Total	1,38,442.15	1,21,368.29



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 33: Fair Value Measurements

A. Financial instruments by category and fair value hierarchy :

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

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 (i.e. as prices) or indirectly (i.e. derived from prices).

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

31st March, 2019	Carrying Value				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Profit and loss :								
Non-current :								
Investment in unquoted Equity Instruments	-	-	-	-	-	-	-	-
Investment In Mutual Funds	11,903.36	-	-	11,903.36	11,903.36	-	-	11,903.36
Current :								
Investment In Mutual Funds	12,325.68	-	-	12,325.68	12,325.68	-	-	12,325.68
Investment in Quoted Equity Instruments	45.31	-	-	45.31	45.31	-	-	45.31
Financial assets at amortised cost								
Non-current :								
Deposits	-		2,519.80	2,519.80	-	-	-	-
Current :								
Deposits	-		49.37	49.37	-	-	-	-
Loan to Subsidiaries	-	-	1,120.39	1,120.39	-	-	-	-
Loan to Employees	-	-	99.61	99.61	-	-	-	-
Cash and cash equivalents	-	-	3,219.92	3,219.92	-	-	-	-
Other Bank Balances	-	-	354.29	354.29	-	-	-	-
Trade receivables	-	-	36,550.32	36,550.32	-	-	-	-
Others	-	-	1,481.65	1,481.65	-	-	-	-
	24,274.35	-	45,395.35	69,669.70	24,274.35	-	-	24,274.35
Financial liabilities at amortised cost								
Non Current								
Term loans	-	-	5,579.42	5,579.42	-	-	-	-
Deposits	-	-	41.61	41.61	-	-	-	-
Current								
Borrowings	-	-	43,746.49	43,746.49	-	-	-	-
Trade and Other Payables	-	-	3,080.05	3,080.05	-	-	-	-
Deposits	-	-	158.29	158.29	-	-	-	-
Other Current Financial Liabilities (including current maturities of Long Term loans)	-	-	6,039.43	6,039.43	-	-	-	-
	-	-	58,645.29	58,645.29	-	-	-	-



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

31st March, 2018	Carrying amount				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Profit and loss :								
Non-current :								
Investment in unquoted Equity Instruments	75.00	-	-	75.00	-	-	75.00	75.00
Investment In Mutual Funds	8,225.66	-	-	8,225.66	8,225.66	-	-	8,225.66
Current :								
Investment In Mutual Funds	14,564.15	-	-	14,564.15	14,564.15	-	-	14,564.15
Investment in Quoted Equity Instruments	40.87	-	-	40.87	40.87	-	-	40.87
Financial assets at amortised cost								
Non-current :								
Deposits	-	-	347.07	347.07	-	-	-	-
Current :								
Deposits	-	-	38.57	38.57	-	-	-	-
Loan to Subsidiaries	-	-	1,479.47	1,479.47	-	-	-	-
Loan to Employees	-	-	87.92	87.92	-	-	-	-
Cash and cash equivalents	-	-	2,622.82	2,622.82	-	-	-	-
Other Bank Balances	-	-	1,332.42	1,332.42	-	-	-	-
Trade receivables	-	-	32,149.86	32,149.86	-	-	-	-
Others	-	-	2,322.41	2,322.41	-	-	-	-
	22,905.68	-	40,380.54	63,286.22	22,830.68	-	75.00	22,905.68
Financial liabilities at amortised cost								
Non Current								
Term loans	-	-	3,874.48	3,874.48	-	-	-	-
Deposits	-	-	49.11	49.11	-	-	-	-
Current								
Borrowings	-	-	35,722.84	35,722.84	-	-	-	-
Trade and Other Payables	-	-	6,442.97	6,442.97	-	-	-	-
Deposits	-	-	113.05	113.05	-	-	-	-
Other Current Financial Liabilities (including current maturities of Long Term loans)	-	-	5,289.95	5,289.95	-	-	-	-
	-	-	51,492.40	51,492.40	-	-	-	-

During the reporting period ended March 31, 2019 and March 31, 2018, there were no transfers between level 1 and level 2 fair value measurements.

B. Measurement of fair values

The following methods and assumptions were used to estimate the fair values of financial instruments :

- The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair values of the equity / Mutual Fund investments which are quoted, are derived from quoted market prices in active markets. The investment measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation report provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range. The carrying value of those investments are individually immaterial.



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 34 : Financial Risk Management

Risk management framework

The Company's activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Company's primary risk management focus is to minimize potential adverse effects of all the risk on its financial performance. The Board of Directors and the Audit Committee are responsible for overseeing the Company's risk assessment and management policies and processes.

The Company's has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Market risk ; and
- Liquidity risk

1. Credit Risk

The Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set and periodically reviewed on the basis of such Information .

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the company. The Company categorises a trade receivable for write off when a debtor fails to make contractual payments or on case to case basis. Where trade receivables have been written off, the company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as Income in the statement of profit or loss.

The Company measures loss rate for trade receivables from Individual customers based on the historical trend, industry practices and the business environment in which the entity operates .Loss rates are based on Past Trends . Based on the historical data , no probable loss on collection of receivable is anticipated & hence no provision is considered .

In case of Credit risks from balances with banks and financial institutions , the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by credit-rating agencies.

In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Company's maximum exposure in this respect is the maximum amount that the Company would have to pay if the guarantee is called upon. The maximum exposure relating to financial guarantees instruments is disclosed in note no 28 (contingent liabilities).

Ageing of Account receivables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not due	22,683.26	20,063.44
0-90 days	9,307.25	7,001.56
91-180 days	3,763.51	2,200.44
181 to 270 days	514.59	866.42
271 to 365 days	134.74	1,720.11
365 days & Above	146.97	297.89
Total	36,550.32	32,149.86



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

2. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly of currency risk and interest rate risk. Financial Instrument affected by Market risks includes loans and borrowings and foreign Currency Receivables and payables. The Company has set processes and policies to assess, control and monitor the effect of the risk on the financial performance of the company.

i) Currency Risk

This is the risk that the Company may suffer losses as a result of adverse exchange rate movement during the relevant period. The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. The senior management personnel are responsible for identifying the most effective and efficient ways of managing by entering into forward contracts and monitored by board of directors.

Unhedged Foreign Currency exposures

(a) Particulars of Unhedged Foreign Currency exposures as at the reporting date

As as 31st March, 2019

Foreign Currency in Lakhs

Particulars	USD	EURO	SGD	GBP	AUD	JPY	PLN	NZD
Trade Payables / Other Financial Liabilities	(5.35)	(2.23)	-	-	-	(0.57)	-	-
Trade Receivables / Other Financial Assets	226.38	63.61	0.21	4.43	4.80	12.00	0.19	4.73
Advances from Customers	(2.23)	(0.16)	-	-	(0.26)	(2.64)	-	-
Loans Given	16.20	-	-	-	-	-	-	-
Bank Balances	27.00	3.48	-	-	-	-	-	-
Net	262.00	64.71	0.21	4.43	4.54	8.79	0.19	4.73

As as 31st March, 2018

Foreign Currency in Lakhs

Particulars	USD	EURO	SGD	GBP	AUD	JPY	PLN	NZD
Trade Payables / Other Financial Liabilities	(14.82)	(5.49)	-	-	-	-	-	-
Trade Receivables / Other Financial Assets	99.65	24.02	0.21	3.61	4.58	5.10	0.19	-
Advances from Customers	(1.04)	(0.17)	(0.05)	-	-	(0.57)	-	-
Loans Given	22.70	-	-	-	-	-	-	-
Bank Balances	14.10	1.51	-	-	-	-	-	-
Net	120.59	19.87	0.16	3.61	4.58	4.53	0.19	-

b) Foreign Currency Risk Sensitivity

A reasonably possible strengthening / (weakening) of the Indian Rupee against various below currencies at 31st March would have affected the measurement of financial instruments denominated in those currencies and affected profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases

A change in 1% in Foreign Currency would have following Impact on Profit before tax assuming that all other variables, in Particular interest rate remain constant & ignoring any impact of forecast Sales & Purchases.

	2018-19		2017-18	
	1% increase	1% Decrease	1% increase	1% Decrease
USD	181.19	(181.19)	78.59	(78.59)
EURO	50.26	(50.26)	16.05	(16.05)
GBP	4.01	(4.01)	3.33	(3.33)
Ohers	4.65	(4.65)	2.44	(2.44)
Increase / (Decrease) in Profit or Loss	240.10	(240.10)	100.42	(100.42)



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

ii) Interest rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Company has exposure to Interest rate risk, arising principally on changes in base lending rate/ LIBOR rates. As the Percentage of Borrowings with Floating Interest rate is very small as Compared to Total Borrowings & hence the interest rate risk for the Company as whole is very Low.

Exposure to interest rate risk (₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
*Borrowings Bearing Variable rate of Interest	6,783.31	4,595.71
Borrowings bearing Fixed Rate of Interest	43,746.49	35,722.84
Total Borrowings	50,529.80	40,318.55
% of Borrowings bearing Variable rate of Interest	13.42	11.40

* includes Current Maturity on Non Current Borrowings

Interest Rate Sensitivity

A change of 100 Basis Point In Interest rates would have following Impact on Profit before tax

Particulars	2018-19	2017-18
100 Basis Point Increase	(67.83)	(45.96)
100 Basis Point Decrease	67.83	45.96

Note-The above analysis is prepared for floating rate liabilities assuming the amount of the Liability outstanding at the end of the reporting Period was outstanding for the whole year

3. Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time, or at a reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Company maintains flexibility in funding by maintaining availability under committed credit lines. The Management monitors rolling forecasts of the Company's Liquidity position and cash and cash equivalents on the basis of the expected cash flows. The Company assessed the Concentration of risk with respect to its debt and concluded it to be low.

Maturity patterns of borrowings

As at 31st March, 2019

	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	1,203.89	4,760.25	819.17	6,783.31
Short term borrowings	43,746.49	-	-	43,746.49
Total	44,950.38	4,760.25	819.17	50,529.80

As at 31st March, 2018

	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	721.23	3,029.39	845.09	4,595.71
Short term borrowings	35,722.84	-	-	35,722.84
Total	36,444.07	3,029.39	845.09	40,318.55

Maturity patterns of other Financial Liabilities

As at 31st March, 2019

	0-1 years	1-5 years	Beyond 5 years	Total
Trade Payables	3,080.05	-	-	3,080.05
Other Financial Liabilities (Current & Non Current) (excluding Current Maturities on Long Term Debt)	4,993.83	41.61	-	5,035.44
Total	8,073.88	41.61	-	8,115.49



Notes to the Standalone Financial Statements for the Year Ended 31st March, 2019

As at 31st March, 2018

(₹ in lakhs)

	0-1 years	1-5 years	Beyond 5 years	Total
Trade Payables	6,442.97	-	-	6,442.97
Other Financial Liabilities (Current & Non Current) (excluding Current Maturities on Long Term debt)	4,681.77	49.11	-	4,730.88
Total	11,124.74	49.11	-	11,173.85

Note 35 : Capital Risk Management

For the Purpose of Company's Capital management , Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The Primary Objective of the Company's Capital management is to ensure that it maintains an efficient capital Structure and maximise shareholder Value. The Company is monitoring capital using Net debt equity ratio as its base, which is Net debt to equity.

The company's Policy is to keep Net debt equity ratio below 1.00 and infuse capital if and when required through better operational results and efficient working capital Management

	As at 31st March, 2019	As at 31st March, 2018
Net Debt *	47,309.88	37,695.73
Total Equity	74,974.94	64,763.77
Net Debt to Total Equity	0.63	0.58

*Net Debt= Non Current Borrowings (including Current Maturity on Borrowings) +Current Borrowings -Cash & Cash Equivalents

Note 36 : Disclosure in respect of Expenditure on Corporate Social Responsibility Activities

Particulars	2018-19	2017-18
a) Amount required to be spent as per Section 135 of the Act	286.53	250.62
b) Amount Spent during the year on		
(i) Construction / acquisition of an asset	-	-
(ii) On Purpose other than (i) above	7.50	-

Note 37 : Other Accompanying Notes

- 1) The Figures have been rounded off to the nearest lakhs of Rupees upto two decimal Places.
- 2) Previous Years Figures have been regrouped / rearranged where ever necessary to make them Comparable with the Current year Figures
- 3) Note 1 to 37 Forms an Integral Part of the Financial Statements

As per our report of even date

For Dhiraj & Dheeraj

Firm Reg.No.102454W

Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)

Partner

M.No :51713

Sharad Kumar Saraf

Chairman & Managing Director

DIN 00035843

Sudarshan Kumar Saraf

Co-Chairman & Managing Director

DIN 00035799

Place: Mumbai

Date : May 28, 2019

Neeraj Rai

Company Secretary

Navneet Kumar Saraf

Whole-time Director & CEO

DIN 00035686

Ashish Kumar Saraf

Whole-time Director & CFO

DIN 00035549



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

TECHNOCRAFT INDUSTRIES (INDIA) LIMITED

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying Consolidated Ind AS Financial Statements of **TECHNOCRAFT INDUSTRIES (INDIA) LIMITED** ("the Holding Company), and its Subsidiaries (the Holding Company and its Subsidiaries together referred to as "the Company" or "the Group"), and its Joint Ventures and jointly controlled entities, comprising of the Consolidated Balance Sheet as at 31st March, 2019, the Consolidated Statement of Profit & Loss (Including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended and notes to the financial statements including a Summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries, associates and joint ventures, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under Section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group and its associates and joint ventures as at 31 March 2019, and its consolidated profit (consolidated financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis of Opinion

We conducted our audit in accordance with the Standards on Auditing 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 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 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matters paragraph below is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Ind AS financial statements for the financial year ended March 31, 2019. These matters were addressed in the context of our audit of the Consolidated Ind AS 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. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the Consolidated Ind AS financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the Consolidated Ind AS financial statements. The results of our audit procedures, including the procedures performed provide the basis for our audit opinion on the accompanying standalone Ind AS financial statements.

Other Information

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

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

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 the 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group 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 each entity.

Auditor's Responsibility

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:

1. Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
2. 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 Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
4. 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 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 Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

5. Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
6. Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated Ind AS 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 of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

Other Matters

We did not audit the financial statements / consolidated financial statements of Five subsidiaries, whose financial statements / consolidated financial statements reflects total assets of ₹ 14,440.16 lakhs (before eliminating inter-company balances) and net assets of ₹ 6,230.34 lakhs (before eliminating inter-company balances) as at 31 March 2019, total revenues of ₹ 15,215.64 (before eliminating inter-company balances) lakhs and net cash outflows amounting to ₹ 25.70 lakhs (before eliminating inter-company balances) for the year ended on that date, as considered in the consolidated financial statements, whose financial statements / consolidated financial statements have not been audited by us. These financial statements / consolidated financial statements have been audited by other auditors whose reports have 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 these subsidiaries and associates, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and associates, is based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

We did not audit the financial information of Thirteen subsidiaries, whose financial information reflects total assets of ₹ 35,332.71 lakhs (before eliminating inter-company balances) and net assets of ₹ 6,246.78 lakhs (before eliminating inter-company balances) as at 31 March 2019, total revenues of 39,108.26 lakhs (before eliminating inter-company balances) and net cash inflows amounting to ₹ 240.97 lakhs (before eliminating inter-company balances) for the year ended on that date, as considered in the consolidated financial statements, whose financial information have not been audited by us. These financial information are unaudited and have been furnished to us by the management and



our opinion on the consolidated financial statements, and matters identified and disclosed under key audit matters section above and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, associate and joint venture companies, are based solely on such unaudited financial information. In our opinion and according to the information and explanations given to us by the management, these financial information are not material to the Group.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matter with respect to our reliance on the financial information certified by the management.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and other financial information of the subsidiaries, associates and joint ventures, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;
- (b) 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 reports of the other auditors;
- (c) the consolidated financial statements 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;
- (d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with relevant rules issued thereunder.
- (e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary companies, associate companies and joint venture companies covered under the Act, none of the directors of the Group companies, its associate companies and joint venture companies covered under the Act, are disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, and its subsidiary companies, associate companies and joint venture companies covered under the Act, and the operating effectiveness of such controls, refer to our separate report in '**Annexure A**';
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements / consolidated financial statements as also the other financial information of the subsidiaries, associates and joint ventures:
 - i. The Consolidated Ind AS financial statements disclose the impact of pending litigations on the Consolidated Ind AS financial position of the Group. Refer Note No. 28 to the Consolidated IND AS financial statements.
 - ii. Provision has been made in the consolidated Ind AS financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts to the consolidated Ind AS financial statements in respect of such items as it relates to the Group, ;
 - ii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by Companies Incorporated in India.

**For Dhiraj & Dheeraj,
Firm Reg. No. 102454W
Chartered Accountants**

**(Pawan Kumar Gupta)
Partner
Membership No. 051713**

**Place of Signature: Mumbai
Date: 28th May, 2019**



THE ANNEXURE – “A” REFERRED TO IN OUR REPORT OF EVEN DATE TO THE MEMBERS OF TECHNOCRAFT INDUSTRIES (INDIA) LIMITED FOR THE YEAR ENDED 31ST MARCH, 2019. WE REPORT THAT:

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 Ind AS financial statement of the Company as of and for the year ended March 31, 2019, We have audited the internal financial controls over financial reporting of **TECHNOCRAFT INDUSTRIES (INDIA) LIMITED** (“the Holding Company”) and its subsidiary companies which are 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 companies which are incorporated in India, 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 company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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



Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Holding Company and its subsidiary companies which are incorporated in India, 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 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 Dhiraj & Dheeraj,
Firm Reg. No. 102454W
Chartered Accountants**

**(Pawan Kumar Gupta)
Partner
Membership No. 051713**

Place of Signature: Mumbai

Date: 28th May, 2019



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
ASSETS			
A) Non Current Assets			
a) Property, Plant and Equipment	3	27,026.34	21,331.10
b) Capital work-in-progress	3	5,410.63	5,345.27
c) Investment Properties	4	4,109.47	2,386.87
d) Goodwill on Consolidation		495.75	495.75
e) Other Intangible assets	5	302.70	326.27
f) Financial Assets			
i) Non Current Investments	6(a)	13,221.00	8,565.09
ii) Others Financial Assets	6(b)	2,750.59	502.99
g) Other Non Current Assets	7	895.49	921.00
Total Non Current Assets		54,211.97	39,874.34
B) Current Assets			
a) Inventories	8	47,787.09	39,108.26
b) Financial Assets			
i) Current Investments	6(a)	13,047.06	15,149.54
ii) Trade receivables	6(c)	32,571.65	27,686.12
iii) Cash and cash equivalents	6(d)	5,025.47	4,230.98
iv) Other Bank Balances	6(e)	354.29	1,532.44
v) Loans	6(f)	293.94	240.45
vi) Other Financial Assets	6(b)	1,153.68	2,013.07
c) Current Tax Assets (Net)	9	230.33	-
d) Other Current Assets	10	7,882.37	8,876.49
Total Current Assets		1,08,345.88	98,837.35
Total Assets		1,62,557.85	1,38,711.69
EQUITY AND LIABILITIES			
EQUITY			
a) Equity Share Capital	11(a)	2,446.17	2,446.17
b) Other Equity	11(b)	80,267.43	68,432.53
Equity attributable to equity holders of the parent Company		82,713.60	70,878.70
Non - Controlling interests		628.46	395.06
Total Equity		83,342.06	71,273.76



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2019

(₹ in lakhs)

Particulars	Note No.	As at 31st March, 2019	As at 31st March, 2018
LIABILITIES			
A) Non Current Liabilities			
a) Financial Liabilities			
i) Non Current Borrowings	12(a)	5,642.02	3,962.07
ii) Other Financial Liabilities	12(b)	313.93	257.26
b) Provisions	13	1,705.62	1,477.06
c) Deferred tax liabilities (Net)	14	1,058.77	740.74
d) Other Non Current Liabilities	15	531.71	576.85
Total Non Current Liabilities		9,252.05	7,013.98
B) Current Liabilities			
a) Financial Liabilities			
i) Current Borrowings	12(a)	56,889.95	46,339.99
ii) Trade payables	12(c)		
Total outstanding dues of Micro & Small Enterprises		134.42	54.75
Total outstanding dues of creditors other than Micro & Small Enterprises		4,260.30	5,419.83
iii) Other Financial Liabilities	12(b)	6,670.99	5,916.42
b) Provisions	13	175.82	153.25
c) Current Tax Liabilities (Net)	16	-	1,221.78
d) Other Current Liabilities	17	1,832.26	1,317.93
Total Current Liabilities		69,963.74	60,423.95
Total Equity and Liabilities		1,62,557.85	1,38,711.69
Significant Accounting Policies	1 & 2		

The accompanying notes form an integral part of the Consolidated financial statements

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)
Partner
M.No :51713

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549



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

(₹ in lakhs)

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Income			
Revenue From Operations	18	1,31,345.94	1,18,795.44
Other Income	19	3,737.52	5,206.68
Total Income		1,35,083.46	1,24,002.12
Expenditure			
Cost of materials consumed	20	67,520.93	59,079.25
Purchases of Stock-in-Trade		690.01	2,244.27
Changes in inventories of finished Stock, Stock - in -Trade and work - in - progress	21	(6,166.14)	(4,546.82)
Excise duty expenses		-	358.50
Employee benefits expenses	22	17,017.59	14,642.69
Finance costs	23	3,240.39	2,289.25
Depreciation and amortisation expenses	24	3,835.24	2,929.07
Other expenses	25	32,534.81	30,016.55
Total expenses		1,18,672.83	1,07,012.76
Profit / (Loss) before tax		16,410.63	16,989.36
Tax Expenses			
(1) Current tax	26	4,111.12	5,012.34
(2) Deferred tax		341.25	(88.38)
(3) Tax in respect of earlier years		54.66	67.58
Total Tax expenses		4,507.03	4,991.54
Profit for the year after tax		11,903.60	11,997.82
Other Comprehensive Incomes (Net of Taxes)			
(i) Items that will not be reclassified to profit or loss			
- Remeasurements of net defined Benefit Plans (net of tax)		(41.64)	(279.13)
Items that will be reclassified to Profit & Loss			
Foreign Currency translation		214.85	2.53
Other Comprehensive Income/ (Loss) for the year (net of tax)		173.21	(276.60)
Total Comprehensive Income for the year after tax		12,076.81	11,721.22



CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019
(₹ in lakhs)

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit for the year attributable to :			
Equity Holders of Parent		11,675.70	11,946.17
Non - Controlling interest		227.90	51.65
		11,903.60	11,997.82
Other Comprehensive Income / (Loss) attributable to :			
Equity Holders of Parent		167.71	(270.97)
Non - Controlling interest		5.50	(5.63)
Other Comprehensive Income / (Loss) for the year		173.21	(276.60)
Total Comprehensive Income attributable to :			
Equity Holders of Parent		11,843.41	11,675.20
Non - Controlling interest		233.40	46.02
Total Comprehensive Income for the year		12,076.81	11,721.22
Earnings per equity share of Face Value of ₹ 10/- each	27		
(1) Basic		47.73	45.69
(2) Diluted		47.73	45.69
Significant Accounting Policies	1 & 2		

The accompanying notes form an integral part of the Consolidated financial statements

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)
Partner
M.No :51713

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
A. CASH FLOW ARISING FROM OPERATING ACTIVITIES :		
Profit before exceptional items & tax from continuing operations	16,410.63	16,989.36
Add / (Less) : Adjustments to reconcile profit before tax to net cash used in operating activities		
Depreciation and amortisation expenses	3,835.24	2,929.07
Government Grant Income	(134.84)	(66.54)
(Gain)/loss on sale of property, plant and equipment	(318.17)	(108.14)
Loss on Sale of Subsidiary	10.55	477.53
Unrealised Forex Loss / (gain)	251.32	(340.74)
Interest income	(250.83)	(410.38)
Interest costs	2,940.32	1,877.37
Dividend Income	(0.02)	(0.02)
Rental Income	(657.01)	(516.52)
Net gain on sale/fair valuation of Investments through profit & loss	(1,751.15)	(1,887.64)
	20,336.03	18,943.35
Working capital adjustments		
(Increase)/ Decrease in inventories	(8,678.83)	(8,232.23)
(Increase)/ Decrease in trade receivables	(5,660.96)	(8,319.02)
(Increase)/ Decrease in other receivables	2,932.36	(3,305.41)
Increase/ (Decrease) in trade and other payables	(944.53)	1,905.41
	7,984.08	992.10
Income Taxes paid	(5,335.18)	(3,651.88)
Net Cash Inflow/(Outflow) in the course of Operating Activities (A)	2,648.90	(2,659.76)
B. CASH FLOW ARISING FROM INVESTING ACTIVITIES :		
Purchase of Property, Plant and equipment / Investment Properties / intangible assets including Capital Work in Progress	(11,154.11)	(10,760.60)
Purchase of Investments	(8,500.00)	(15,300.00)
Sale Proceeds of Property, Plant and equipment	418.94	137.31
Proceeds from sale of Investments	7,697.72	21,342.05
Interest received	364.07	257.05
Refund/ (Investment) in bank deposits having original maturity of more than 3 Months	(998.56)	99.83
Dividend Received	0.02	0.02
Foreign Currency Translation Differences in respect of Property, Plant and Equipment / Investment Properties / Intangible assets including Capital Work In progress	(156.16)	(368.12)
Rent Received	655.39	501.98
Net Cash Inflow/(Outflow) in the course of Investing Activities (B)	(11,672.69)	(4,090.47)



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019

(₹ in lakhs)

	Year ended 31st March, 2019	Year ended 31st March, 2018
C. CASH FLOW ARISING FROM FINANCING ACTIVITIES :		
Net Proceeds from Long Term & Short Term Borrowings	12,722.46	16,746.01
Buyback of Shares	-	(9,651.14)
Interest charges paid	(2,904.17)	(1,793.27)
Net Cash Inflow/(Outflow) in the course of Financing Activities (C)	9,818.29	5,301.60
Net increase / (decrease) in cash and cash equivalents	794.49	(1,448.63)
Cash and cash equivalents at the beginning of the year	4,230.98	5,679.61
Cash and cash equivalents at the end of the year	5,025.47	4,230.98

Notes-

- 1 The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard (Ind AS) 7 - "Cash Flow Statements".
- 2 Components of Cash & Cash Equivalents

	Year ended 31st March, 2019	Year ended 31st March, 2018
Balances with Banks - In current accounts	4,941.16	4,174.34
Cash on Hand	84.31	56.64
Cash and cash equivalents at the end of the year	5,025.47	4,230.98

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)
Partner
M.No :51713

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549

Consolidated Statement of Changes in Equity for the year ended 31st March, 2019

Share Capital

(₹ in lakhs)

Particulars	Balance as at 1st April , 2017	Changes in equity share capital during the year	Balance as at 31st March, 2018	Changes in Equity Share Capital during the year.	Balance as at 31st March, 2019
Paid up Equity Capital (Equity Shares of ₹ 10/- each issued , Subscribed & Fully Paid Up)	2,630.00	183.83	2,446.17	-	2,446.17

Other Equity

(₹ in lakhs)

Particulars	Other Equity attributable to the Equity Shareholders						Non Controlling Interest	Total Other Equity	
	Capital Redemption Reserve	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Foreign Currency Translations Reserves			Total
Balance as at 1st April, 2017	525.18	76.53	459.12	23,283.58	41,959.28	(45.13)	66,258.56	385.82	66,644.38
Additions :									
Profit for the year	-	-	-	-	11,946.17	-	11,946.17	51.65	11,997.82
Other Comprehensive Income	-	-	-	-	(279.28)	8.31	(270.97)	(5.63)	(276.60)
Transfer from General Reserve to Capital Redemption Reserve	183.83	-	-	(183.83)	-	-	-	-	-
Utilisation for Buy Back	-	-	-	(9,467.31)	-	-	(9,467.31)	-	(9,467.31)
Other Adjustments	-	-	-	-	(71.92)	38.00	(33.92)	-	(33.92)
Non Controlling Interest on Incorporation of New Subsidiary	-	-	-	-	-	-	-	0.17	0.17
Transfer of Minority Interest	-	-	-	-	-	-	-	(36.95)	(36.95)
Balance as at 31st March, 2018	709.01	76.53	459.12	13,632.44	53,554.25	1.18	68,432.53	395.06	68,827.59
Profit for the year	-	-	-	-	11,675.70	-	11,675.70	227.90	11,903.60
Other Comprehensive Income	-	-	-	-	(42.55)	210.26	167.71	5.50	173.21
Other Adjustments	-	-	-	-	(8.51)	-	(8.51)	-	(8.51)
Balance as at 31st March, 2019	709.01	76.53	459.12	13,632.44	65,178.89	211.44	80,267.43	628.46	80,895.89

The accompanying notes form an integral part of the Consolidated financial statements

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)
Partner
M.No :51713

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549





Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

1. Company Overview

Technocraft Industries (India) Limited ("the Company"), was incorporated on 28th October 1992, CIN L28120MH1992PLC069252. The company is a Public Limited company incorporated and domiciled in India and is having its registered office at Plot No-47, Opus Centre , 2nd floor , Opp Tunga Paradise Hotel , MIDC , Andheri (E), Mumbai -93, Maharashtra, India. The Company is listed on Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) in India.

The Company and its subsidiaries & Joint Venture (collectively referred to as "the Group") are well diversified having its business Interest in Drum Closures (2nd Largest in the World), Scaffolding & Formworks, Yarn, Fabrics & Garments ,Engineering & Design / Information Technology & Land development business. It has its own 15 MW Captive Thermal Power Plant.

Authorisation of Consolidated Financial Statements: The Consolidated Financial Statements were authorized for issue in accordance with a resolution of the Board of Directors in its meeting held on 28th May 2019.

2. Statement of Significant Accounting Policies:

2.1 Basis of preparation of Consolidated Financial Statements:

The Consolidated Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015; (as amended) and the other relevant provisions of the Act and Rules thereunder.

The Consolidated Financial Statements have been prepared under historical cost convention basis, except for certain assets and liabilities measured at fair value (refer accounting policies for financial instruments).

2.2 Basis of Consolidation and Equity Accounting:

Subsidiary:

Subsidiaries include all the entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns through its involvement in the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are consolidated from the date on which Group attains control and are deconsolidated from the date that control ceases to exist.

The Consolidated financial statements of the Group incorporate the assets, liabilities, equity, income, expenses and cash flows of the company and its subsidiaries and are presented as those of a single economic entity. The company has control of the subsidiaries as it has the rights to variable returns from its involvement and has the ability to affect those returns through its power over the subsidiaries.

The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. The consolidation procedures principally followed are:

- (a) Like items of assets, liabilities, equity, income, expenses and cash flows of the company and those of its subsidiaries are combined;
- (b) The carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary are eliminated;
- (c) Intragroup assets and liabilities, equity, income, expense, and cash flows relating to transactions between entities of the Group are eliminated in full.

Goodwill is recognized when a change in the Group's ownership interest, (or otherwise), results in the Group acquiring control over a Company

Changes in the Group's ownership interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions.(i.e. transactions with owners in their capacity as owners)

Goodwill arising on consolidation is tested for impairment at each reporting date. If the recoverable amount of cash generating unit to which the goodwill is attributed is less than the carrying amount of the unit, an impairment loss is recognized, first to reduce the carrying amount of goodwill (and thereafter to the balance assets of the unit, pro rata to their carrying amounts).



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

Non-controlling interests are presented in the consolidated balance sheet within equity, separately from the equity of the owners of the Company. Total comprehensive income of subsidiaries is attributed to the owners and to the non-controlling interests (even if this results in the non-controlling interests having a deficit balance).

2.3 Business Combinations

The Group accounts for its business combinations under acquisition method of accounting. Acquisitions related costs are recognized in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognized as their fair values at the acquisition date except deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements, which are recognized and measured in accordance with Ind AS 12- Income taxes and Ind AS 19- Employee Benefits, respectively.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of non-controlling interest in the acquiree, and the fair value of the acquirer's previously held equity instrument in the acquiree (if any) over the net of acquisition date fair value of identifiable assets acquired and liabilities assumed. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognized as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquiree's identifiable net assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

2.4 Use of estimates:

The preparation of the financial statements in conformity with Ind AS requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Application of accounting policies that require critical accounting estimates involving complex and subjective judgments and the use of assumptions in these financial statements have been disclosed in Note. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

2.5 Fair Value Measurement:

Fair value is the price that would be received to sell an asset or settle a liability in an ordinary transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumption that market participants would use when pricing an asset or liability acting in their best economic interest. The Group used valuation techniques, which were appropriate in circumstances and for which sufficient data were available considering the expected loss/ profit in case of financial assets or liabilities

2.6 Revenue Recognition

Effective 1st April 2018, the Group has adopted Indian Accounting Standards 115 (Ind AS115) "Revenue from Contracts with Customers ". There was no significant impact on the Group due to adoption of Ind AS-115.

The Group recognizes revenue when Control over the promised goods is transferred to the customer at an amount that reflects the Consideration to which the Group expects to be entitled in exchange for goods. The Group considers whether there are other promises in the Contract that are separate Performance obligations to which a portion of the transaction price needs to be allocated .

The Group recognizes revenue from the sale of goods net of returns and allowances, trade discounts and Volume rebates. If the revenue cannot be reliably measured, Group defers revenue recognition until the uncertainty is resolved .Such Provisions give rise to variable Consideration and are estimated at Contract inception and updated thereafter.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

Revenue from Rendering of services is recognized as & when the Customer receives the benefit of the Group performance and the Group has an enforceable right to payment for services Performed.

Revenue from Land Development activities is recognized when Performance obligation is satisfied, Customers executes the sales agreement and a reasonable amount of Sales Consideration is received from the Customer. The cost incurred on real estate development activities are carried as "Finished Stock" under Inventories till such time the aforesaid Conditions are satisfied .

In respect of Short term advances from its customers, using the practical expedient in Ind AS-115, the Group does not adjust the Promised amount of Consideration for the effects of a significant financing component if it expects, at contract inception, that the period between the transfer of the Promised goods or services to the Customer and when the customer pays for that goods or services will be within the normal operating cycle ie one year.

Revenue is net of Goods & Service Tax Collected on behalf of the Government.

Contract Balances

Contract Asset

A contract asset is the right to consideration in exchange for goods or services transferred to the Customer. If the Group performs by transferring goods or services to a customer before the customer pays Consideration or before the payment is due, a contract asset is recognized for the earned consideration that is conditional.

Trade Receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e. only the passage of time is required before the payment of the consideration is due).

Contract Liabilities

A Contract Liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of Consideration is due) from the Customer .If a customer pays consideration before the Group transfers goods or services to the customer, a contract Liability is recognized when the payment is made or the payment is due (whichever is earlier) .Contract Liabilities are recognized as revenue when the Group Performs under the Contract including Advances received from Customer .

Refund Liabilities

A refund liability is the obligation to refund some or all of the consideration received (or receivable) from the Customer and is measured at the amount the Group ultimately expects it will have to return to the Customer .The Group updates its estimates of refund Liabilities (and the corresponding change in the transaction price) at the end of each reporting period.

Other Income

Dividend Income is recognized when the right to receive the payment is established, which is generally when shareholders approve the dividend.

Interest Income on all debt instruments measured at amortized cost is recorded using the effective interest rate (EIR).

Other items of income are accounted as and when the right to receive such income arises and it is probable that the economic benefits will flow to the Group and the amount of the Income can be measured reliably.

2.7 Inventories

Inventories of Raw Materials, Finished Goods, Semi-Finished Goods, Trading Goods, Stores, Spares and other components, Packing Materials, Fuel and Oil are valued at cost or net realizable value, whichever is lower. Goods in transit are valued at cost or net realizable value, whichever is lower. Cost comprises of all cost of purchases, cost of conversion and other costs incurred in bringing the inventory to their present location and conditions. Cost is arrived at on FIFO basis. Due allowance is estimated and made for defective and obsolete items, wherever necessary.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

If payment terms for inventory are on deferred basis i.e. beyond normal credit terms, then cost is determined by discounting the future cash flows at an interest rate determined with reference to the market rates. The difference between total cost and deemed cost is recognized as interest expense over the period of financing under the effective interest method.

The inventories resulting from intra-group transactions have been stated at cost after deducting unrealized profit on such transactions.

2.8 Property, Plant and Equipment (PPE):

Property, plant and equipment are stated at cost, net of accumulated depreciation and/or accumulated impairment losses, if any.

2.9 Capital Work in Progress

Cost of assets not ready for use at the balance sheet date is disclosed under capital work-in-progress. Expenditure during construction period is also included under Capital Work in Progress.

2.10 Intangible Assets

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

2.11 Depreciation

Depreciation on Property, Plant and Equipment has been provided on the Written down Value method based on the useful life of the assets as prescribed in Schedule II to the Companies Act, 2013. Leasehold Land is amortized over the period of lease. Intangible assets are amortized on a straight line basis over the estimated useful economic life.

Depreciation methods, useful lives and residual values are reviewed at each reporting date.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or disposition of the asset and the resultant gains or losses are recognized in the statement of profit and loss.

2.12 Investment Property

Investment property applies to owner-occupied property and is held to earn rentals or for capital appreciation or both. Hence such properties are reclassified from Property, Plant and Equipment to Investment property. Investment property is measured at its cost, including related transaction cost less depreciation and impairment, if any. Investment properties are depreciated using the written down value method over their estimated useful life. Any transfer to or from Investment property is done at the carrying amount of the Investment Property.

2.13 Government Subsidy

The Group recognizes government grants only when there is reasonable assurance that the conditions attached to them shall be complied with, and the grants will be received.

Government grants relating to the purchase of property, plant and equipment are treated as deferred income and are recognized in net profit in the statement of profit and loss on a systematic and rational basis over the useful life of the asset.

Government grants related to revenue are recognized on a systematic basis in net profit in the statement of profit and loss over the periods necessary to match them with the related costs which they are intended to compensate.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

2.14 Borrowings

Borrowings are initially recognized at net of transaction Cost incurred and measured at amortized Cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in the statement of Profit & Loss over the period of borrowings using the effective Interest method.

2.15 Borrowing Cost

Interest and other borrowing cost attributable to qualifying assets are capitalized. Other interest and borrowing cost are charged to the statement of Profit & Loss.

2.16 Income Tax

Income tax expense comprises current tax expense and the net change in the deferred tax asset or liability during the year. Current and deferred tax are recognized in the statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity, respectively.

a) Current Tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for that period. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted by the balance sheet date.

b) Deferred tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax rates and laws that are enacted or substantively enacted as on reporting date.

Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences, unused tax losses and credits can be utilized.

2.17 Leases

Leases under which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. When acquired, such assets are capitalized at fair value or present value of the minimum lease payments at the inception of the lease, whichever is lower. Subsequent to initial recognition, minimum lease payments shall be apportioned between the finance charge and the reduction of the outstanding liability. The finance charge shall be allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents shall be charged as expenses in the periods in which they are incurred.

Leases in which significant portion of the risks and rewards of ownership are not transferred to the Group, as lessee are classified as operating leases. Lease Income from operating leases where the Group is a Lessor is recognized in income on straight –line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

2.18 Financial Assets

a) Initial recognition and measurement

All financial assets (not measured subsequently at fair value through profit or loss) are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. The Group classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit or loss on the basis of its business model for managing the financial assets and the contractual cash flow characteristics of the financial asset.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(i) 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 assets 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 (SPPI) 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 and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit & Loss. The losses arising from impairment are recognised in the Statement of Profit & Loss.

(ii) Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through other comprehensive income if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment are recognised in the Statement of Profit & Loss. Other net gains and losses are recognised in other comprehensive Income.

(iii) Debt instruments at Fair value through profit or loss (FVTPL)

Fair value through profit or loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortised cost or as FVOCI, is classified as at FVTPL.

(iv) Equity investments

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group decides to classify the same either as at FVOCI or FVTPL. The Group makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

For equity instruments classified as FVOCI, all fair value changes on the instrument, excluding dividends, are recognized in other comprehensive income (OCI).

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit & Loss.

c) De recognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognized (i.e. removed from the Group's Balance Sheet) when:

- The rights to receive cash flows from the asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either:
 - The Group has transferred substantially all the risks and rewards of the asset, or
 - The Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

d) Impairment of financial assets

The Group measures the expected credit loss associated with its assets based on historical trend, industry practices and the Business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been as significant increase in credit risk.

e) Income Recognition

Interest Income from debt instruments is recognised using the effective interest rate method.

2.19 Financial Liabilities

a) Initial recognition and measurement

All financial liabilities are recognized initially at fair value net of transaction costs that are attributable to the respective liabilities.

b) Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial liabilities. The measurement of financial liabilities depends on their classification as described below

(i) Financial Liabilities at fair value through profit or loss (FVTPL)

A financial liability is classified as at fair value through profit or loss if it is classified as held-for-trading or is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and changes therein, including any interest expense, are recognised in Statement of Profit & Loss.

(ii) Financial Liabilities measured at amortised cost

After initial recognition, financial liabilities other than those which are classified as fair value through profit or loss are subsequently measured at amortised cost using the effective interest rate method ("EIR").

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 & Loss.

c) De recognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit & Loss.

2.20 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a 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.

2.21 Fair Value of financial instruments

In determining the fair value of its financial instruments, the Group uses following hierarchy and assumptions that are based on market conditions and risks existing at each reporting date.

Fair Value hierarchy:

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

- ▶ Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- ▶ Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

2.22 Cash and cash Equivalents:

The Group considers all highly liquid financial instruments, which are readily convertible into known amounts of cash and that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents.

Cash and cash equivalents comprise cash at banks and on hand and demand deposits with banks with an original maturity of three months or less.

2.23 Employee Benefits

➤ Short-term employee benefit

Short term employee benefits are recognized as an expense at an undiscounted amount in the Statement of Profit & Loss of the year in which the related services are rendered.

➤ Post-employment benefits

The Group's net obligation in respect of defined benefit plans such as gratuity is calculated separately for each plan by estimating the amount of future benefit that the employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed at each reporting period end by a qualified actuary using the projected unit credit method.

The current service cost of the defined benefit plan, recognized in the Statement of Profit & Loss as part of employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit & Loss. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit & Loss.

Re-measurements which comprise of actuarial gains and losses, the return on plan assets (excluding net interest) and the effect of the asset ceiling (if any, excluding net interest), are recognized immediately in other comprehensive income.

➤ Other long-term employee benefits

Liability towards other long term employee benefits - leave encashment is determined on actuarial valuation by qualified actuary by using Projected Unit Credit method.

The current service cost of other long terms employee benefits, recognized in the Statement of Profit & Loss as part of employee benefit expense, reflects the increase in the obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in the Statement of Profit & Loss. The interest cost is calculated by applying the discount rate to the balance of the obligation. This cost is included in employee benefit expense in the Statement of Profit & Loss. Re-measurements are recognised in the Statement of Profit & Loss.

2.24 Foreign Currency Transactions:

The presentation currency of the Group is Indian Rupee. Transactions in foreign currency are accounted for at the exchange rate prevailing on the transaction date. Gain /losses arising on settlement as also on translation of



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

monetary items are recognized in the Statement of Profit and Loss.

Exchange differences arising on monetary items that, in substance, form part of the Group's net investment in a foreign operation (having a functional currency other than Indian Rupee) are accumulated in foreign currency translation reserve.

For the preparation of the consolidated financial statements:

- (a) Assets and liabilities of foreign operations are translated to Indian Rupees at exchange rates prevailing at the reporting period end;
- (b) Income and expense items are translated at the average exchange rates prevailing during the period; when exchange rates fluctuate significantly, the rates prevailing on the transaction date are used instead.

Differences arising on such translations are accumulated in foreign currency translation reserve and attributed to non-controlling interests proportionately.

On the disposal of a foreign operation, all of the exchange differences accumulated in equity in respect of that operation, attributable to the owners of the Group is reclassified to the Statement of Profit and Loss. In relation to a partial disposal, that does not result in losing control over the subsidiary, the proportionate exchange differences accumulated in equity is reclassified to the Statement of Profit and Loss.

2.25 Impairment of Non-Financial assets

The Group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's CGU'S fair value less cost of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Companies of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, or other fair value indicators.

2.26 Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

Provisions are not discounted to present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

2.27 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.



2.28 Earnings per share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period.

The number of shares used in computing diluted earnings per share comprises the weighted average 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.

2.29 Classification of Assets and Liabilities as Current and Non-Current

All assets and liabilities are classified as current or non-current as per the Group's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.

2.30 Cash Flows

Cash flows are reported using the indirect method, where by net profit 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 cash flows. The cash flows from operating, investing and financing activities are segregated.

2.31 Operating Segments

Operating segments are reported in a manner consistent with the internal reporting provided to Chief Operating Decision Maker (CODM).

2.32 Recent accounting pronouncements:

On 30th March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 Leases, under Companies (Indian Accounting Standards) Amendment Rules, 2019 which is applicable with effect from 1st April, 2019.

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lease accounting model for lessee and requires the lessee to recognize "right of use assets" and lease liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value in nature. Currently, operating lease expenses are charged to the statement of profit and loss. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

As per Ind AS 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. The lease payments made by the lessee under the lease arrangement will be adjusted against the lease liabilities.

The Group is currently evaluating the requirement of the amendment & its impact on the Financial Statements.

2.33 Significant accounting judgments, estimates and assumptions:

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the group accounting policies.

The estimates and judgments involves a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes.

Critical estimates and judgments

The areas involving critical estimates or judgments are

- o Estimation of current tax expenses and payable
- o Estimated useful life of Intangible assets
- o Estimation of defined benefit obligation
- o Estimation of Provisions and Contingencies

Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

Note 3 : Property, Plant and Equipment

(₹ in lakhs)

Particulars	Leasehold Land	Free Hold Land	Building / Factory Building	Furniture & Fittings	Plant and Machinery	Office Equipments	Computers	Motor Car & Vehicles	Total	Capital Work in Progress
Year Ended 31st March, 2019										
Gross Carrying Amount										
Opening Gross Carrying Amount	812.75	696.01	6,893.00	321.41	18,508.23	203.00	482.49	412.88	28,329.77	5,345.27
Adjustments due to Foreign Currency Translations	0.14	(8.58)	(22.84)	1.27	(7.27)	1.22	2.87	1.73	(31.46)	84.25
Additions during the year	59.02	-	1,682.68	106.77	7,235.82	80.02	134.70	56.00	9,355.01	8,145.91
Disposals	-	-	6.33	10.17	98.74	2.62	18.04	23.24	159.14	-
Transfers	-	-	40.71	-	-	-	-	-	40.71	8,164.80
Closing Gross Carrying Amount	871.91	687.43	8,505.80	419.28	25,638.04	281.62	602.02	447.37	37,453.47	5,410.63
Accumulated Depreciation										
Opening Accumulated Depreciation	38.91	-	1,258.13	116.66	5,018.76	115.53	248.79	201.89	6,998.67	-
Adjustments due to Foreign Currency Translations	0.24	-	(4.63)	0.59	(1.58)	0.91	0.84	0.83	(2.80)	-
Depreciation charge during the year	10.87	-	475.91	66.61	2,647.27	70.36	148.90	84.99	3,504.91	-
Disposals	-	-	6.33	4.29	28.69	0.15	11.50	16.14	67.10	-
Transfers	-	-	6.55	-	-	-	-	-	6.55	-
Closing Accumulated Depreciation	50.02	-	1,716.53	179.57	7,635.76	186.65	387.03	271.57	10,427.13	-
Net Carrying Amount	821.89	687.43	6,789.27	239.71	18,002.28	94.97	214.99	175.80	27,026.34	5,410.63
Year Ended 31st March, 2018										
Gross Carrying Amount										
Opening Gross Carrying Amount	543.71	669.35	5,748.94	234.25	13,505.96	164.25	308.09	343.80	21,518.35	1,747.77
Adjustments due to Foreign Currency Translations	25.50	26.66	212.67	0.92	115.52	2.27	3.60	5.31	392.45	28.47
Additions during the year	243.54	-	946.58	86.46	4,902.30	42.35	176.07	79.87	6,477.17	7,879.59
Disposals	-	-	-	0.22	15.55	5.87	5.27	16.10	43.01	-
Transfers	-	-	15.19	-	-	-	-	-	15.19	4,310.56
Closing Gross Carrying Amount	812.75	696.01	6,893.00	321.41	18,508.23	203.00	482.49	412.88	28,329.77	5,345.27
Accumulated Depreciation										
Opening Accumulated Depreciation	27.29	-	828.18	69.92	3,014.15	75.35	128.59	103.69	4,247.17	-
Adjustments due to Foreign Currency Translations	1.40	-	29.40	0.51	35.21	1.48	0.28	3.06	71.34	-
Depreciation charge during the year	10.22	-	401.29	46.29	1,973.32	39.58	124.29	99.75	2,694.74	-
Disposals	-	-	-	0.06	3.92	0.88	4.37	4.61	13.84	-
Transfers	-	-	0.74	-	-	-	-	-	0.74	-
Closing Accumulated Depreciation	38.91	-	1,258.13	116.66	5,018.76	115.53	248.79	201.89	6,998.67	-
Net Carrying Amount	773.84	696.01	5,634.87	204.75	13,489.47	87.47	233.70	210.99	21,331.10	5,345.27

Notes

- All Property, Plant and equipment are held in the name of the Company
- Refer to Note No 29 for information on Property, Plant & Equipment Pledged as Security by the Group
- Capital Work in Progress :**

Capital Work in Progress includes amount of ₹ 709.68 Lakhs (P.Y ₹ 668.88 Lakhs) incurred towards Purchase of Apartment under Construction at UAE & ₹ NIL (P.Y ₹ 831.03 Lakhs) towards Construction of the Warehouse at Haris Country , Texas, United States of America which will be part of Investment Property on Completion .The remaining Capital Work in Progress is towards expansion of Various business Units of the Group.

Previous Years Figures have been Regrouped / Rearranged to Confirm to the Current Period Reclassification



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 4 : Investment Properties

Particulars	As at 31st March, 2019	As at 31st March, 2018
Gross Carrying Amount		
Opening Gross Carrying Amount	2,670.91	1,847.90
Additions during the year	1,797.33	786.84
Transfer from Property Plant & Equipment	40.71	15.19
Adjustments due to Foreign Currency Translations	97.91	20.98
Closing Gross Carrying Amount	4,606.86	2,670.91
Accumulated Depreciation		
Opening Accumulated Depreciation	284.04	175.76
Adjustments due to Foreign Currency Translations	15.29	4.15
Depreciation Charge for the year	191.51	103.40
Transfer from Property Plant & Equipment	6.55	0.74
Closing Accumulated Depreciation	497.39	284.04
Net Carrying Amount	4,109.47	2,386.87

i) Amount recognised in profit and loss in respect of investment properties

Particulars	As at 31st March, 2019	As at 31st March, 2018
Rental Income	624.44	414.56
Direct Operating expenses from property that generated rental income	53.06	18.90
Profit from Investment Properties before Depreciation	571.38	395.66
Depreciation	191.51	103.40
Profit from Investment Properties	379.87	292.26

ii) Fair Value

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment Properties	9,936.91	7,851.02

Estimation of Fair value :

The above valuation of the Investment Properties (except for Investment Property located at UAE) are in accordance with the Ready Reckoner rates as prescribed by the Government of Maharashtra for the Purpose of levying Stamp Duty. Since the valuation is based on the Published Ready Reckoner rates , the Group has classified the same under level -2. In case of Investment Property situated at UAE, the management is of the Opinion that, in absence of Comparable market prices , the fair value of Investment properties cannot be reasonably determined but are considered to be atleast equal to their carrying Values. The Investment Property situated at UAE is registered in the name of the directors and is held in trust for and on behalf of the Group.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

iii) Leasing arrangements

The Group has entered in to various a non cancellable leasing agreements . There is an escalation clause in the lease agreement during the lease year in line with expected general inflation. There are no restrictions imposed by lease arrangements and there are no sub leases. There are no contingent rents. Disclosures as required under Ind-AS 17 on “Lease” are given below:

Future minimum Lease receipts under non-cancellable operating lease:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Within one year	428.64	236.96
Later than one year but not later than 5 years	941.11	533.96
Later than 5 years	-	-

Note 5 : Intangibe Assets

Particulars	Non Competition Fees	Computer Software*	Goodwill	Total
Year Ended 31st March, 2019				
Gross Carrying Amount				
Opening Gross Carrying Amount	32.59	528.67	135.54	696.80
Adjustments due to Foreign Currency Translations	1.99	(0.14)	8.08	9.93
Additions during the year	-	106.03	-	106.03
Closing Gross Carrying Amount	34.58	634.56	143.62	812.76
Accumulated Amortisation				
Opening Accumulated Amortisation	10.32	360.20	-	370.52
Amortisation charge for the year	6.72	132.1	-	138.82
Adjustments due to Foreign Currency Translations	0.83	(0.11)	-	0.72
Closing Accumulated Amortisation	17.87	492.19	-	510.06
Closing Net Carrying Amount	16.71	142.37	143.62	302.70
Year Ended 31st March, 2018				
Gross Carrying Amount				
Opening Gross Carrying Amount	32.23	391.14	129.54	552.91
Adjustments due to Foreign Currency Translations	0.36	0.11	1.44	1.90
Additions during the year	-	137.42	4.56	141.98
Closing Gross Carrying Amount	32.59	528.67	135.54	696.79
Accumulated Amortisation and Impairment				
Opening Accumulated Amortisation	3.76	235.64	-	239.40
Amortisation Charge for the year	6.48	124.45	-	130.93
Adjustments due to Foreign Currency Translations	0.08	0.11	-	0.19
Closing Accumulated Amortisation and Impairment	10.32	360.20	-	370.52
Closing Net Carrying Amount	22.27	168.47	135.54	326.27

* Computer Software includes expenditure on computer software which is not an integral part of hardware.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note - 6 : Financial Assets

Note -6 (a) Non Current Investments

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment in Equity Instruments (Fully Paid up , unless otherwise stated)		
Investment In Equity Instrument of Co-operative Societies - (At Fair Value through Profit & Loss)		
Unquoted		
30 (P.Y : 30) shares of Mittal Court Premises Co-Op. Society Ltd.	0.02	0.02
15 (P.Y : 15) shares of Udit Mittal Court Industrial Premises Co-Op. Society Ltd.	0.01	0.01
10 (P.Y: 10) shares of Green Lawns Co-op Society Ltd.	0.01	0.01
	0.04	0.04
Investment In Equity Instrument of Other Companies (At Fair value through Profit and loss)		
Unquoted		
NIL (P.Y 7,50,000) Shares of ₹ 10/- each of Paithan Mega Food Park Pvt.Ltd	-	75.00
Total (Equity Instruments)	0.04	75.04
Investment In Mutual Funds (At Fair value through Profit and loss)		
Quoted		
NIL (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 1114D March 2016 (1) #	-	588.77
NIL (P.Y 50,00,000) units of ₹ 10/- each of HDFC FMP 1190D March 2016 (1) #	-	614.22
NIL (P.Y 50,00,000) units of ₹ 10/- each of ICICI Prudential FMP Series 77-1473 D Plan #	-	637.55
3,00,00,000 (P.Y 3,00,00,000) Units of ₹ 10/- each of HDFC FMP 1170D February - 2017 (1) #	3,523.80	3,282.74
50,00,000 (P.Y 50,00,000) Units of ₹ 10/- each of FMP 1178D February 2017(1) #	590.12	548.41
50,00,000 (P.Y 50,00,000) Units of ₹ 10/- each of HDFC FMP 1213D March 2017(1) #	584.44	543.51
2,00,00,000 (P.Y 2,00,00,000) Units of ₹ 10/- each of of HDFC FMP 1208D March 2018 (1)	2,139.34	2,010.46
NIL (P.Y 5,00,000) Units of ₹ 10/- each of HDFC FMP 1132 D February 2016	-	59.35
10,00,000 (P.Y 10,00,000) Units of ₹ 10/- each of HDFC EOF-II-1100 D June 2017	104.37	95.62
10,00,000 (P.Y 10,00,000) Units of ₹ 10/- each of HDFC FMP 1170 D February 2017	117.46	109.43
50,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1133D JULY 2018 (1)	533.20	-
60,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1105D AUGUST 2018 (2)	638.21	-
50,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1141D AUGUST 2018 (1)	523.79	-
70,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1487D AUGUST 2018 (1)	734.28	-
2,00,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1146D APRIL 2018(1)-SER.40	2,121.26	-
50,00,000 (P.Y.NIL) Units of ₹ 10/- each of HDFC FMP 1190D JANUARY 2019 (1)	514.92	-
20,00,000 (P.Y NIL) units of ₹ 10/- each of HDFC FMP 1105D AUGUST 2018 (2)	212.74	-
20,00,000 (P.Y NIL) units of ₹ 10/- each of HDFC FMP 1126D MARCH 2019 (1)	201.98	-
10,00,000 (P.Y NIL) units of ₹ 10 /- each of HDFC FMP 1133D JULY 2018 (1)	106.64	-



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
15,00,000 (P.Y NIL) units of ₹ 10/- each of HDFC FMP 1141D AUGUST 2018 (1)	157.14	-
20,00,000 (P.Y NIL) units of ₹ 10/- each of HDFC FMP 1182D JANUARY 2019 (1)	205.45	-
20,00,000 (P.Y NIL) units of ₹ 10 /- each of HDFC FMP 1260D OCTOBER 2018(1)	211.82	-
Total (Mutual Funds)	13,220.96	8,490.05
Total Non - Current Investments	13,221.00	8,565.09
Aggregate Amount of Quoted Investments	13,220.96	8,490.05
Aggregate Market value of Quoted Investments	13,220.96	8,490.05
Aggregate Amount of Unquoted Investments	0.04	75.04

Lien with the Bank against the availment of Working Capital Loan .Total Non Current Investments Lien as on 31st March,2019 is ₹ 4,698.36 Lakhs (P.Y ₹ 6,215.19 Lakhs). Also Refer Note No 29 for details of Investments Pledged as Security.

Note 6 (a) Current Investments

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment In Mutual Funds (At Fair value through Profit and loss)		
Quoted		
29,04,528.315 (P.Y 29,04,528.315) units of ₹ 10/- Each of HDFC Monthly Income Plan.	1,331.66	1,254.99
65,52,921.437 (P.Y 65 ,52,921.437) units of ₹ 10/- each of ICICI Prudential Regular Saving Fund	2,791.80	2,580.24
NIL (P.Y 2,32,333.011) Units of ₹ 10/- each of HDFC Balanced Fund	-	338.75
64,08,727.430 (P.Y 64,08,727.430) units of ₹ 10/- each of HDFC Equity Saving Fund -Growth	2,358.09	2,214.34
14,18,037.436 (P.Y 14,18,037.436) units of ₹ 10/- each of HDFC Equity Saving Fund -DG	553.45	512.11
4,41,930.352 (P.Y 4,41,930.352) Units of ₹ 10/- each of ICICI Prudential Balanced Fund	594.13	551.93
48,70,208.867 (P.Y 48,70,208.657) units of ₹ 10/- each of ICICI Prudential Equity Income Fund	670.63	623.87
NIL (P.Y 30,00,000) Units of ₹ 10/- each of HDFC FMP 1157D February - 2015 (1) #	-	386.14
NIL (P.Y 1,00,00,000) Units of ₹ 10/- each of HDFC FMP 1135D March 2015 (1) #	-	1,281.25
NIL (P.Y 55,00,000) Units of ₹ 10/- each of HDFC FMP 1126D July 2015 #	-	683.52
NIL (P.Y 60,00,000) Units of ₹ 10/- each of Reliance Fixed Horizon Fund XXIX-Series 2 #	-	741.03
NIL (P.Y 1,00,00,000) Units of ₹ 10/- each of Reliance Fixed Horizon Fund XXIV-Series 4 #	-	1,464.25
38,25,554.705 (P.Y 38,25,554.705) Units of ₹ 10 /-each of Aditya Birla Sunlife -Equity Saving Fund	509.18	494.64
61,99,647.060 (P.Y 61,99,647.060) Units of ₹ 10/- each of HDFC Corporate Debt Opportunities Fund -Direct Growth	986.90	925.84
39,39,396.27 (P.Y 39,39,396.27) Units of ₹ 10/- each of SBI Equity Saving Fund	541.98	511.23
50,00,000 (P.Y NIL) units of ₹ 10/- each of HDFC FMP 1114D March 2016 (1) #	632.54	-



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
50,00,000 (P.Y NIL) units of ₹ 10/- each of HDFC FMP 1190D March 2016 (1) #	668.68	-
50,00,000 (P.Y NIL) units of ₹ 10/- each of ICICI Prudential FMP Series 77-1473 D Plan #	686.64	-
NIL (P.Y 90,086.195) Units of ₹ 10/- each of HDFC Balanced Fund	-	131.35
22,351.513 (P.Y 22,351.513) Units of ₹ 10/- each of HDFC Equity Fund	152.26	132.23
10,69,930.36 (P.Y 6,56,946.133) Units of ₹ 10/- each of HDFC Equity Saving Fund	402.90	226.99
5,00,000 (P.Y NIL) Units of ₹ 10/- each of HDFC FMP 1132 D February 2016	63.79	-
3,74,408.435 (P.Y 3,74,408.435) Units of ₹ 10/- each of HDFC Corporate Debt Opportunities Fund	57.12	53.96
Total (Mutual Funds)	13,001.75	15,108.67
Investment in Equity Instruments		
Investment In Equity Shares (At Fair value through Profit and loss)		
Quoted		
3,080 (P.Y 3,080) Shares of ₹ 10/- each of Avenue Supermarkets Limited	45.31	40.87
Total (Equity Instruments)	45.31	40.87
Total Current Investments	13,047.06	15,149.54
Aggregate Amount of Quoted Investments	13,047.06	15,149.54
Aggregate Market value of Quoted Investments	13,047.06	15,149.54

Lien with the Bank against the availment of Working Capital Loan .Total Current Investments Lien as on 31st March, 2019 is ₹ 1987.86 Lakhs (P.Y ₹ 4,556.20 Lakhs).Also Refer Note No 29 for details of Investments Pledged as Security.

Note - 6 (b) : Other Financial Assets

Particulars	As at 31st March,2019		As at 31st March,2018	
	Current	Non - Current	Current	Non - Current
Security Deposits	168.34	457.62	88.41	352.99
Fixed Deposit with Banks (Maturity more than 12 Months)*	-	2,292.97	-	150.00
Other Receivables	985.34	-	1,924.66	-
Total Other Financial Assets	1,153.68	2,750.59	2,013.07	502.99

* Fixed Deposits are Pledged against Bank Overdraft/ Bank Guarantee.Also refer Note No 29 for details of Fixed deposits Pledged as Security.

Note - 6 (c) : Trade Receivables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Receivables (other than related Parties)	32,571.65	27,686.12
Receivables from Related Parties	-	-
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables -Credit Impaired	-	-
Less : Allowance for doubtful trade Receivables	-	-
Total Receivables	32,571.65	27,686.12
Current Portion	32,571.65	27,686.12
Non - Current Portion	-	-



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Break-up of Security details		
Secured , Considered good	-	-
Unsecured , Considered good	32,571.65	27,686.12
Doubtful	-	-
Total	32,571.65	27,686.12
Allowances for doubtful debts	-	-
Total Trade Receivables	32,571.65	27,686.12

No trade or other receivables are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member.

Kindly refer Note No 29 regarding Hypotheciation of Debts to various banks against availing Working Capital Facilities

Note - 6 (d) : Cash and Cash Equivalents

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with Banks - In current accounts	4,941.16	4,174.34
Cash on Hand	84.31	56.64
Total Cash and Cash Equivalents	5,025.47	4,230.98

Note - 6 (e) : Other Bank Balances

Particulars	As at 31st March, 2019	As at 31st March, 2018
In Unclaimed Dividend Accounts	18.95	18.46
Fixed Deposit (Maturity Between 3 to 12 Months) (Also Refer Note No 29 for Fixed Deposits Pledged as Security)	633.78	1,778.19
Bank Balances (Temporary Overdrawn)	(298.44)	(264.21)
Total Other Bank Balances	354.29	1,532.44

Note - 6 (f) : Loans

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non - Current	Current	Non - Current
Loans to Employees	144.26	-	110.13	-
Loans to Related Parties (Also Refer Note No 31 for Related Party Transactions)	149.68	-	130.32	-
Total Loans	293.94	-	240.45	-

Break up	As at 31st March, 2019	As at 31st March, 2018
Loan Considered good-Secured	-	-
Loan Considered good-Unsecured	293.94	240.45
Loans which have significant increase in credit risk	-	-
Loans -credit impaired	-	-
Total	293.94	240.45
Less Allowance for Doubtful Loans	-	-
Total Loans	293.94	240.45



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note - 7 : Other Non Current Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Advances	884.19	917.63
Deferred Rent	11.30	3.37
Total Other Non Current Assets	895.49	921.00

Note - 8 : Inventories

Particulars	As at 31st March, 2019	As at 31st March, 2018
Raw Material	16,378.43	14,236.62
Work in Progress	4,346.67	3,655.02
Finished Stock (Goods)	24,339.09	18,581.45
Finished Stock *	546.45	790.93
Stores and Spares	1,634.91	1,305.80
Scrap	196.40	235.07
Fuel & Oil	47.84	48.59
Packing Materials	297.30	254.78
Total Inventories	47,787.09	39,108.26

Also Refer Note No 29 for details of Inventories Pledged as Securities

* represents Unamortised Portion of Land Cost (as per Books) as at the year end

Note - 9 : Current Tax Asset (Net)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance Tax	24,283.58	-
Less : Provision For Taxation	24,053.25	-
Net Current Tax Asset	230.33	-

Note - 10 : Other Current Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Prepaid Expenses	419.43	473.58
Balance with Statutory authorities	4,969.73	6,984.05
Others	2,493.21	1,418.85
Total Other Current Assets	7,882.37	8,876.49

Note - 11 : Equity Share Capital & Other Equity

Note - 11 (a) : Equity Share Capital

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised		
4,00,00,000 (P.Y. 4,00,00,000) Equity Shares of ₹10/- Each.	4,000.00	4,000.00
	4,000.00	4,000.00
Issued, Subscribed and Fully Paid Up		
2,44,61,687/- (P.Y 2,44,61,687) Equity Shares of ₹ 10/- Each Fully Paid Up	2,446.17	2,446.17
	2,446.17	2,446.17



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

a) Terms / rights attached to equity shares

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

In the event of liquidation, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares			
	As on 31st March, 2019		As on 31st March, 2018	
	Number	₹ in Lakhs	Number	₹ in Lakhs
Shares outstanding at the beginning of the year	2,44,61,687	2,446.17	2,63,00,000	2,630.00
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	18,38,313	183.83
Shares outstanding at the end of the year	2,44,61,687	2,446.17	2,44,61,687	2,446.17

c) Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares			
	As on 31st March, 2019		As on 31st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Sudarshan Kumar Saraf	67,94,903	27.78	67,94,903	27.78
Shakuntala Saraf	51,69,867	21.13	51,69,867	21.13
Sharad Kumar Madhoprasad HUF	22,05,366	9.02	22,05,366	9.02
Navneet Kumar Saraf	14,13,082	5.78	8,62,435	3.53

- d). The Holding Company has not issued any equity shares as bonus or for Consideration other than cash and has bought back 70,65,063/- equity Shares during the Period of five years immediately preceeding 31st March 2019. The said equity shares were bought back on 1) 52,26,750 shares on 24th February 2016. & 2) 18,38,313 Shares on 1st March 2018.

Note - 11 (b) : Other Equity

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Redemption Reserve	709.01	709.01
Others :		
Capital Reserve	76.53	76.53
Securities Premium Reserve	459.12	459.12
General Reserve	13,632.44	13,632.44
Retained Earnings	65,178.89	53,554.25
Foreign Currency Translation Reserves	211.44	1.18
Total Reserves and Surplus	80,267.43	68,432.53

Capital Redemption Reserve

Represent Reserve created during the buyback of Equity Shares and it is non distributable Reserve

Capital Reserve

During amalgamation / merger approved by Honourable Court, the excess of net assets taken over the Consideration paid , if any, is treated as Capital Reserve .



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

Securities Premium

The amount received in excess of Face value of the equity shares is recognised in securities premium reserve.

General Reserve

The reserve arises on transfer portion of the net profit pursuant to the earlier Provisions of the Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

Retained Earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Foreign Currency translation reserve

Exchange differences arising on translation of foreign operations are recognised in other comprehensive income and accumulated in a separate reserve within equity. The Cumulative amount is reclassified to statement of profit and Loss when net investments is disposed off or Classified as held for sale

Note - 12 (a) : Non Current Borrowings

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
Term Loans		
From banks		
Bank of India Rupee Term Loan	350.08	1,057.51
ICICI Bank Rupee Term Loan (I)	3,663.18	2,816.98
ICICI Bank Rupee Term Loan (II)	479.90	-
HSBC Bank Rupee Term Loan	230.70	-
Kotak Mahindra Bank Rupee Term Loan	855.56	-
Royal Bank of Scotland ,Manchester Term Loan	39.71	61.33
De Lage Landen Financial Services Inc.	14.26	8.63
Lease Corporation of America	8.63	17.62
Total Non Current Borrowings	5,642.02	3,962.07

Nature of Security & Terms of Borrowing

1. Term Loan From Bank of India Is Secured Against Hypothecation of Plant & Machinery & Equipment acquired out of the said Loan & also by way of Equitable Mortgage over Specific Immovable Properties of Textile Division at Murbad (Yarn & Fabric) .It is Repayable in 10 Half yearly equal Installments starting from 31.3.2016 & ending on 30.9.2020. Rate of Interest is 10.25% p.a as at the year end (31st March 2018 : 10.30% p.a) .The said rate of interest is without Considering Interest Subsidy under TUF Scheme.
2. Term Loan From ICICI Bank (I+II) Is Secured by way of Hypothecation over Plant & Machinery & Equipment acquired Out of the said Loan & also by way of pari passu charge over Specific Immovable Properties of Textile Division at Murbad . (Yarn & Fabric Division) by way of Equitable Mortgage shared with Bank of India. Term Loan from ICICI Bank (I) is Repayable in 20 Quarterly equal Installments starting from 29.12.2019 & ending on 29.9.2024. Rate of Interest is 9.10 % p.a as at the year end.(31st March 2018 : 8.50% p.a).Term Loan from ICICI Bank (II) is Repayable in 20 Quarterly equal Installments starting from 27-6-2020 & ending on 27-3-2025. Rate of Interest is 9.10 % p.a as at the year end.
3. Term Loan from HSBC Bank is Secured by way of PariPassu Charge on Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Specific Immovable Properties of Scaffolding Division at Murbad .It is Repayable in 20 Quarterly equal Installments starting from 27.09.2019 & ending on 27.06.2024 . Rate of Interest is 8.80 % p.a as at the year end.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

4. Term Loan From Kotak Mahindra Bank Is Secured by way of Hypothecation over Plant & Machinery & Equipment acquired out of the said Loan & also by way of Equitable Mortgage over Specific Immovable Properties of Textile Division at Amravati (Yarn & Fabric Division).It is Repayable in 20 Quarterly equal Installments starting from 05.01.2021 & ending on 05.10.2025 . Rate of Interest is 8.80 % p.a as at the year end.
5. Term Loan from Royal Bank of Scotland - Manchester is secured by first legal charge over the Group free hold property at UK. The Loan is repayable in monthly installments upto 30th June 2024. Rate of Interest 2.40% p.a.
6. Loan from Lease Corporation of America & De Lage Landen Financial Services Inc. are secured against the hypothecation of Forklift Case & Flat Bed Freight Liner Purchased out of the said Loan respectively. Terms of Repayment is 48 Months

Note 12(a) : Current Borrowings

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
From banks		
1. Bank of India- Cash Credit	2.25	12.42
2. H.D.F.C. Bank- Overdraft	1,984.49	1,285.88
3. H.D.F.C. - Rupee Packing Credit	8,277.89	5,240.30
4. CITI Bank Rupee Packing Credit	3,169.16	4,477.72
5. Kotak Mahindra Bank Working Capital Loan	2,550.00	4,000.00
6. ICICI Bank Rupee Packing Credit	1,442.18	2,483.63
7. Bank of India Rupee Packing Credit	2,000.00	-
8. HSBC Rupee Packing Credit	3,978.20	-
9. Kotak Bank Rupee Packing Credit	7,462.93	4,980.80
10. DBS Bank Rupee Packing Credit	3,015.67	-
11. BNP Paribas Bank Rupee Packing Credit	2,298.51	5,480.18
12. Industrial & Commercial Bank of China	1,059.61	996.72
13. Citi Bank (Poland,China & USA)	8,859.00	6,412.66
14. Bank of India , Manchester	1,033.32	834.59
15. Common Wealth Bank Australia	821.32	495.87
Unsecured		
From banks		
1. Canadian Imperial Bank of Commerce	-	83.06
2. IDFC Bank Rupee Packing Credit	7,607.50	7,957.80
From Others (Terms of Repayment -On Demand)		
1. From Directors (Also Refer Note No 31 for Related Parties)	602.90	568.24
2. From Related Parties (Also Refer Note No 31 for Related Parties)	705.43	970.05
3. From Others	19.59	60.07
Total Current Borrowings	56,889.95	46,339.99

Nature of Security

- 1 . Cash Credit From Bank of India Is Secured Against the Hypothecation of Stock And Book Debts Both Present & Future of Textile Division Murbad
2. Overdraft From H.D.F.C Bank are Secured Against Fixed Deposits of the Group



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

3. Export Packing Credit Against L/Cs. Confirmed Orders From HDFC Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Group Specific Immovable Properties of Scaffolding Division (Murbad)
4. Export Packing Credit Against L/Cs. Confirmed Orders From CITI Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Group Specific Immovable Properties of Scaffolding Division (Murbad)
5. Working Capital Loan from Kotak Mahindra Bank is secured against Lien of Specific Investments
6. Export Packing Credit Against L/Cs. Confirmed Orders From ICICI Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Textile Division at Murbad
7. Export Packing Credit Against L/Cs. Confirmed Orders From Bank of India Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Textile Division at Murbad
8. Export Packing Credit Against L/Cs. Confirmed Orders From HSBC Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future And Fixed Assets & Equitable Mortgage of the Group Specific Immovable Properties of Scaffolding Division (Murbad)
9. Export Packing Credit Against L/Cs. Confirmed Orders From Kotak Mahindra Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Textile Division at Murbad
10. Export Packing Credit Against L/Cs. Confirmed Orders From DBS Bank Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Drum Closure Division at Murbad
11. Export Packing Credit Against L/Cs. Confirmed Orders From BNP Paribas Are Secured Against the Hypothecation of Stock & Book Debts Both Present & Future of Drum Closure Division at Murbad
12. Working Capital Loan from Industrial & Commercial Bank of China is secured by way of charge over Leasehold Land & Factory Building situated at China
13. Working Capital Loan From Citi Bank (Poland , China & USA) are secured by way of SBLC/Corporate Guarantee given by Parent Company
14. Working Capital Loan from Bank of India - Manchester is secured by way of Mortgage and General Charge (Debentures) on the Group Fixed and Floating Assets situated at UK and also by way of Corporate Guarantee from parent Company.
15. Working Capital Loan from Common Wealth Bank Australia is secured by way of Charge over the Stock & Books debts at Australia

Note - 12 (b) : Other Non Current Financial Liabilities

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	224.75	173.21
Other Liabilities	89.18	84.05
Total Other Financial Liabilities	313.93	257.26

Note - 12 (b) : Other Current Financial Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Security Deposits	382.26	333.75
Current Maturity on long term Loans	1,234.88	763.01
Liabilities For Expenses	5,034.90	4,801.19
Unclaimed Dividend	18.95	18.46
Total Other Financial Liabilities	6,670.99	5,916.42



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note - 12 (c) : Trade Payables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Current		
Amount due to related parties	-	-
Total outstanding dues of micro and small enterprises	134.42	54.75
Others	4,260.30	5,419.83
Total Trade Payables	4,394.72	5,474.58

Dues to Micro and Small Enterprises

The Group has certain dues to suppliers registered under Micro , Small and Medium Enterprises Development Act, 2006 ('MSMED Act') .The disclosures Pursuant to the said MSMED Act are as Follows

Particulars	As at 31st March, 2019	As at 31st March, 2018
The Principal amount remaining unpaid to any supplier at the end of the year	134.42	54.75
Interest due remaining unpaid to any supplier at the end of the year	-	-
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act , 2006, along with the amount of the payment made to the Supplier beyond the appointed day during the year	-	-
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 MSMED Act , 2006.	-	-
The amount of Interest accrued and remaining unpaid at the end of each accounting year	-	-
The amount of further interest remaining due and payable even in the succeeding years , until such date when the Interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act , 2006	-	-

Note-Disclosure of payable to vendors as defined under the "Micro , Small and Medium Enterprise Development Act, 2006" is based on the information available with the Group regarding the Status of registration of such vendors under the said Act, as per the intimation received from them on requests made by the Group. There are no overdue principal amounts/interest payable amounts for delayed payments to such vendors at the Balance sheet date . There are no delays in payment made to such suppliers during the year or for any earlier years and accordingly there is no interest paid or outstanding interest in this regard in respect of payment made during the year or on Balance brought forward from previous year.

Note - 13 : Provisions

Particulars	As at 31st March, 2019		As at 31st March, 2018	
	Current	Non - Current	Current	Non - Current
Provision For Leave Salary Encashment	42.81	288.12	40.55	236.76
Provision For Gratuity	133.01	1,417.50	112.70	1,240.30
Total Provisions	175.82	1,705.62	153.25	1,477.06

Also Refer Note No 32 of Employee Benefits



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note - 14 : Deferred Tax Liabilities (net)

The balance comprises temporary differences attributable to :

Particulars	As at 31st March, 2019	As at 31st March, 2018
Property , Plant & Equipment , Intangible Assets & Investment Properties	1,032.93	592.14
Employee Benefits	(647.22)	(556.02)
Investments	866.20	1,058.40
Tax Loss	(226.70)	(219.14)
Others	41.79	(126.39)
MAT Credit Entitlement	(8.25)	(8.25)
Net Deferred Tax Liabilities	1,058.77	740.74

Note - 15 : Other Non Current Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Rent Income	-	5.72
Deferred Government Grant	531.71	571.13
Total Other Non Current Liabilities	531.71	576.85

Note - 16 : Current Tax Liabilities (Net)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision For Taxation	-	27,806.76
Less : Advance Tax	-	26,584.98
Total Current Tax Liabilities (net)	-	1,221.78

Note - 17 : Other Current Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance From Customers	1,212.08	451.15
Deferred Government Grant	124.06	122.75
Other Liabilities	496.12	735.86
Deferred Rent Income	-	8.18
Total Other Current Liabilities	1,832.26	1,317.93

Note - 18 : Revenue from Operations

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Sale of products	1,08,738.77	98,450.18
Revenue from Land development activities	284.61	1,046.14
Rendering of Services	12,602.62	9,759.01
Other Operating Revenue	9,719.94	9,540.11
Total Revenue from Continuing Operations	1,31,345.94	1,18,795.44



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Disaggregation of Revenue

Revenue based on Geography

	Year ended 31st March, 2019
Domestic	24,862.92
Export #	1,06,483.02
Total Revenue from operations as per statement of Profit & Loss	1,31,345.94

Export Benefit has been included in Export Revenue

Revenue based on Business Segment

	Year ended 31st March, 2019
Drum Closure	36,208.08
Scaffolding	48,366.10
Yarn	21,852.49
Fabric	13,504.53
Power	566.77
Engineering & Design / IT	10,315.67
Others	532.30
Total Revenue from operations as per statement of Profit & Loss	1,31,345.94

Contract Balances

Particulars	As at 31st March, 2019
Trade Receivables	32,571.65
Contract Liabilities (Advances from Customers)	1,212.08

Reconciling the Amount of Revenue recognised in the statement of Profit & Loss with the Contracted Prices

Particulars	Year Ended 31st March 2019
Contract Price	1,31,606.08
Less Discount , rebates , credits , Returns etc	260.14
Total Revenue from operations as per statement of Profit & Loss	1,31,345.94

Note - 19 : Other Income

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Rental Income	657.01	516.52
Dividend income from investments mandatorily measured at fair value through profit and loss	0.02	0.02
Interest income	250.83	410.38
Net Gain on financial assets measured at fair value through profit and loss	1,654.73	1,369.84
Net Gain on Disposal of Investments mandatorily measured at fair value through profit and loss	96.42	517.80
Net Foreign Exchange Gain	252.54	1,898.39
Amortisation of Grant	134.84	66.54
Other Non-Operating Income	691.13	427.19
Total Other Income	3,737.52	5,206.68



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note - 20 : Cost of Material Consumed & Engineering & Design Charges

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Raw Materials at the Beginning of the year	14,236.62	10,632.52
Add : Purchases (net) #	67,647.83	60,966.92
	81,884.45	71,599.44
Less : Raw Material at the end of the Year	16,378.43	14,236.62
Raw Materials Consumed during the year	65,506.02	57,362.82
Packing Material Consumed	1,393.44	1,445.74
Engineering & Design Charges	621.47	270.69
Total Cost Of Material Consumed	67,520.93	59,079.25

Purchases are reported net of Trade discounts , Returns , Goods & Service Tax (to the extent refundable / adjustable) & Sales (if any) made during the course of business.

Note - 21 : Changes in inventories of finished Stocks, Stock-in -Trade and work-in-progress

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Opening Balance		
Work - in - Progress	3,655.02	3,195.12
Finished Stock (Goods)	18,581.45	13,530.96
Scrap / Waste	235.07	244.40
Land (WIP)	-	1,745.17
Finished Stock *	790.93	-
Total Opening Balance	23,262.47	18,715.65
Closing Balance		
Work - in - Progress	4,346.67	3,655.02
Finished Stock(Goods)	24,339.09	18,581.45
Scrap / Waste	196.40	235.07
Finished Stock *	546.45	790.93
Total Closing Balance	29,428.61	23,262.47
Total Changes in inventories of finished goods, Stock-in -Trade and work-in-progress	(6,166.14)	(4,546.82)

* represents unamortised portion of Land Cost (as per books) as at the year end

Note 22 : Employee benefits expenses

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Salaries, Wages, Bonus etc	15,194.19	13,113.97
Contribution to Provident Fund , ESIC & Other Funds	478.22	406.91
Gratuity Expenses (Also Refer Note 32)	233.27	149.13
Gratuity Trust Fund Expenses	0.02	0.02
Staff Welfare Expenses	516.13	377.65
Directors Remuneration	595.76	595.02
Total Employee Benefits Expenses	17,017.59	14,642.69



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 23 : - Finance Cost

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Interest		
Interest Expenses (net) (Net of Subsidy of ₹ 152.75 Lakhs P.Y ₹ 227.72 Lakhs) Under TUF Scheme (Also Refer Note No 31 for Interest paid to Related Party)	2,940.32	1,877.37
Financial Cost		
Bank Charges	163.55	279.83
Bank Guarantee Charges	43.51	51.96
Bank Processing Charges	59.38	27.79
L/C Charges	32.05	47.21
Cash Discount Paid	1.58	5.08
Finance Cost expensed in Profit & Loss	3,240.39	2,289.25

Note - 24 : Depreciation and amortisation expense

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Depreciation on Property, Plant and Equipment	3,504.91	2,694.74
Depreciation on Investment Properties	191.51	103.40
Amortisation of Intangible Assets	138.82	130.93
Total Depreciation and amortisation expenses	3,835.24	2,929.07

Note - 25 : Other Expenses

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Consumption of Stores and Other Consumable Items	3,707.48	4,714.23
Repairs & Maintenance		
Plant & Machinery	969.09	744.80
Buildings	570.83	385.30
Others	656.92	523.23
Fuel And Oil Consumed	1,042.36	768.49
Power & Electricity	1,713.07	1,123.69
Job Work Charges	6,437.97	5,951.25
Labour Charges	5,593.90	4,812.66
Water Charges	74.66	74.44
Other Manufacturing Expenses	891.08	799.77
Freight & Other Export Charges	3,845.92	3,531.06
Selling & Distribution Expenses on Sales	824.41	773.59
Advertisement Expenses	95.73	28.88
Warehouse & Handling Charges	388.12	233.90
Commission/Brokerage	908.57	1,333.44
Sales Promotion	118.55	127.32
Traveling & Conveyance Expenses	1,246.33	907.03
Vehicle Expenses	257.75	258.39
Licence , Legal , Professional and Management Expenses	1,061.30	853.34



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Rent, Rates & Taxes	878.21	655.29
Insurance expenses	717.42	459.04
Director Fees	3.40	2.80
Technical Training Expenses	70.38	54.15
Printing & Stationery	98.41	89.15
Postage, Telegram & Telephone Expenses	232.94	210.07
Miscellaneous Expenses	37.92	31.06
Expenditure incurred for Corporate Social Responsibility (CSR) (Refer Note No 37)	7.50	-
Donation	0.30	3.12
Payment to Auditors - Note 25 (a) below	26.64	26.97
Sundry Balance written Off	12.03	24.61
Loss on Sale of Fixed Assets	-	5.13
Loss on Sale of Subsidiary	10.55	477.53
Bad Debts	35.07	32.83
Total Other expenses	32,534.81	30,016.55

Note 25 (a) : - Details of Payment to Auditors

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Payment to Auditors		
As Auditor :		
Audit Fees	22.05	21.70
Tax Audit Fees	3.59	3.59
In other capacities :		
Taxation matters / Certification Fees	0.73	1.30
Out of Pocket Expenses	0.27	0.38
Total Payment to Auditors	26.64	26.97

Note 26 : Tax Expenses

(a) Amounts recognised in profit or loss

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Current tax expense (A)		
Current year tax	4,111.12	5,012.34
Short/(Excess) provision of taxation for earlier years	54.66	67.58
	4,165.78	5,079.92
Deferred tax expense (B)		
Origination and reversal of temporary differences	341.25	(88.38)
Tax expense recognised in the income statement (A+B)	4,507.03	4,991.54



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

(b) Amounts recognised in other comprehensive income

Particulars	Year Ended 31st March, 2019			Year Ended 31st March, 2018		
	Before tax	Tax expense / (benefit)	Net of tax	Before tax	Tax expense / (benefit)	Net of tax
Items that will not be reclassified to profit & loss						
Remeasurements of the defined benefit plans	(64.88)	(23.24)	(41.64)	(427.99)	(148.86)	(279.13)
Items that will be reclassified to Profit & Loss						
Foreign Currency translation	214.85	-	214.85	2.53	-	2.53
Total Other Comprehensive Income	149.97	(23.24)	173.21	(425.46)	(148.86)	(276.60)

(c) Reconciliation of effective tax rate

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Profit before tax	16,410.63	16,989.36
Tax using the Company's domestic tax rate (Current year 34.944% and Previous Year 34.608%)	5,734.53	5,879.68
Tax effect of :		
Tax effect on non-deductible expenses	8.60	10.98
Excess of depreciation over books under Income Tax Act	42.08	461.07
Exempt income	(5.18)	(1.56)
Deductions under various sections of Income Tax Act	(323.87)	(315.12)
Effect of taxation of capital gains	(304.18)	(769.93)
Others	(499.87)	(73.88)
Taxation of Earlier years	54.66	67.58
Difference in Tax Rate	(199.74)	(267.28)
Tax expense as per Statement of Profit & Loss	4,507.03	4,991.54
Effective tax rate	27.46%	29.38%

(d) Movement in deferred tax balances

Particulars	31/03/2019			
	As at 1st April 2018 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in the Statement of Profit or Loss	Credit / (Charge) in OCI	As at 31st March 2019 Deferred Tax Asset/ (Liabilities)
Deferred tax (Asset)/Liabilities				
Property, plant and equipment, Intangible assets & Investment Property	(592.14)	(440.79)	-	(1,032.93)
Employee Benefits	556.02	67.96	23.24	647.22
Investments	(1,058.40)	192.20	-	(866.20)
Tax Loss	219.14	7.56	-	226.70
Others	126.39	(168.18)	-	(41.79)
MAT Credit Entitlement	8.25	-	-	8.25
Deferred tax (Asset)/Liabilities-Net	(740.74)	(341.25)	23.24	(1,058.77)



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	31/03/2018			As at 31st March 2018 Deferred Tax Asset/ (Liabilities)
	As at 1st April 2017 Deferred Tax Asset / (Liabilities)	Credit / (Charge) in the Statement of Profit or Loss	Credit / (Charge) in OCI	
Deferred tax Asset/ (Liabilities)				
Property , Plant and Equipment, Intangible assets & Investment Property	151.62	(743.76)	-	(592.14)
Employee Benefits	351.68	55.48	148.86	556.02
Investments	(1,553.78)	495.38	-	(1,058.40)
Tax Loss	14.53	204.61	-	219.14
Others	50.22	76.17	-	126.39
MAT Credit Entitlement	7.75	0.50	-	8.25
Deferred Tax Assets/ (Liabilities)	(977.98)	88.38	148.86	(740.74)

Note 27 : Earnings per equity share:

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Earnings Per share has been computed as under :		
Net Profit after tax attributable to the Equity Shareholders (₹ in Lakhs)	11,675.70	11,946.17
Weighted Average No of shares Outstanding during the year	2,44,61,687	2,61,43,869
Earnings per Share -Basic & Diluted (Face Value of ₹ 10/- per Share)(in ₹)	47.73	45.69

Note 28 : Contingent Liabilities & Commitments (to the extent not Provided for)

A-Contingent Liabilities

S. No	Contingent Liabilities not provided For	As at 31st March, 2019	As at 31st March, 2018
I.	Stand by Letter of Credit (SBLC) aggregating to Euro 17,50,000 (P.Y Euro 17,50,000) and USD 14,50,000 (P.Y USD 14,50,000) given to Banks on behalf of Technocraft Trading Spolka Z.O.O, Poland.	2,362.02	2,359.17
II	Stand by Letter of Credit (SBLC) aggregating to USD 40,00,000 (P.Y USD 40,00,000) given to Banks on behalf of Anhui Reliable Steel Technology Co.Ltd,China.	2,766.20	2,607.00
III.	Corporate Guarantee aggregating to Pounds 25,00,000 (P.Y Pounds 25,00,000) given to Bank on behalf of Technocraft International Ltd, UK.	2,263.14	2,306.94
IV.	Corporate Guarantee aggregating to USD 12,00,000 (P.Y USD 8,00,000) given to Banks on behalf of Technosoft Engineering Inc. ,USA	829.86	521.4
V.	Corporate Guarantee aggregating to USD 1,00,00,000 (P.Y USD 50,00,000) given to Banks on behalf of AAIT/ Technocraft Scaffold Distribution LLC.	6,915.50	3,258.75
VI.	Bank Guarantee issued in favor of Suppliers , Customers & Other Statutory Authorities	432.15	544.73
VII.	Excise Duty Matters	## 1649.77	## 1649.77
VIII.	Service Tax Matters	## 50.25	## 45.7
IX.	Income Tax Matters	13.47	1.74
X	Sales Tax Matters	-	1.57
XI.	Labour Matters	200.36	165.5
XII.	Other Legal Matters	2,126.52	1544.49

includes Penal Amount also.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

B. Commitments

S. No	Particulars	As at 31st March, 2019	As at 31st March, 2018
I.	Estimated Amount of Capital Contracts remaining to be executed and not Provided for (net of advances)	5,939.97	1,356.91
II.	Future Export Obligations/ Commitments against EPCG Authorisations	809.24	11,184.04

Note- 29 Assets Pledged as Security

The carrying amount of assets Pledged as security for Current & non current borrowings (including credit Limits sanctioned but not utilised) & also for SBLC / Corporate & Trade Guarantees are as below :

Particulars	As at 31st March, 2019	As at 31st March, 2018
Non Current Assets		
Property, Plant & Equipment		
Lease Hold Land	531.89	485.34
Free Hold Land	55.16	55.16
Investment Property	417.42	404.53
Building / Factory Building	3,997.87	3,402.86
Plant & Machinery	13,063.22	8,930.38
Capital Work in Progress	3,004.97	2,496.66
Other Financial Assets		
Fixed Deposits with Bank	2,292.96	150.00
Investments	4,698.36	6,215.19
Total Non Current Assets Pledged as security	28,061.85	22,140.12
Current Assets		
Inventories	44,304.48	35,302.25
Other Financial Assets		
Trade Receivables #	28,355.42	23,072.51
Fixed Deposits with Banks	633.28	1,778.19
Investments	1,987.86	4,556.20
Total Current Assets Pledged as security	75,281.04	64,709.15
Total Assets Pledged as Security	1,03,342.89	86,849.27

excluding Inter Company debtors

Note 30 : Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the management approach as defined in Ind AS 108, the chief operating decision maker (CODM) evaluates the group performance and allocates resources based on an analysis of various performance indicators by business segment and geographic segment. Accordingly, information has been presented both along business segment and geographic segment. The accounting principle used in the preparation of financial statements are consistently applied to record revenue and expenditure in individual segments, and are as set out in the significant accounting policies.

The Group has identified Drum Closures, Scaffolding, Yarn, Fabric, Power, Engineering & Design / IT & Others as primary business segments of the Group.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

The above business segments have been identified considering :

- The nature of the product
- The deferring risk and returns
- The internal financial reporting systems

The Geographical Segments considered for Disclosure are as Follows

- Revenue within India includes Revenue from Sales of Products (including Scrap) & Services to Customers Located within India and earnings in India.
- Revenue outside India includes Revenue from Sales of Products & Services to Customers Located outside India and earnings outside India and export Incentive benefits.

Revenue and expenses have been accounted for based on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocable" Inter segment transfer, are accounted for at competitive market prices, charged to unaffiliated customer for similar goods.

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Segment Revenue		
a. Drum Closures Division	36,298.78	34,734.94
b. Scaffoldings Division	49,444.67	41,628.11
c. Yarn Division	28,742.43	29,037.08
d. Fabric Division	13,540.07	11,725.49
e. Power Division	5,324.96	5,138.75
f. Engineering & Design / IT Division	10,470.28	8,789.96
g. Others	532.30	1,236.99
Total	1,44,353.49	1,32,291.32
Less : Inter Segment Revenue		
a. Drum Closures Division	90.70	77.20
b. Scaffoldings Division	1,078.57	1,535.06
c. Yarn Division	6,889.83	7,044.93
d. Fabric Division	35.54	13.94
e. Power Division	4,758.19	4,658.29
f. Engineering & Design / IT Division	154.62	166.46
g. Others	-	-
Total	13,007.55	13,495.88
Total External Revenue from Operations		
a. Drum Closures Division	36,208.08	34,657.74
b. Scaffoldings Division	48,366.10	40,093.05
c. Yarn Division	21,852.49	21,992.15
d. Fabric Division	13,504.53	11,711.55
e. Power Division	566.77	480.46
f. Engineering & Design / IT Division	10,315.67	8,623.50
g. Others	532.30	1,236.99
Total	1,31,345.94	1,18,795.44



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	Year ended 31st March, 2019	Year ended 31st March, 2018
Results		
Segment Result		
a. Drum Closures Division	9,150.68	8,488.50
b. Scaffoldings Division	9,009.29	8,948.22
c. Yarn Division	(610.74)	(184.85)
d. Fabric Division	(895.46)	(383.12)
e. Power Division	874.65	905.22
f. Engineering & Design / IT Division	763.70	431.87
g. Others	15.75	110.45
Segment operating Profit	18,307.87	18,316.29
Reconciliation of Segment Operating Profit to Operating Profit		
Unallocable Income / (Expenses)		
Employee benefit Expenses	(815.29)	(734.80)
Depreciation & Amortisation	(209.23)	(122.84)
Other Expenses	(355.99)	(344.23)
Interest Income	191.87	212.70
Net Gain on Investments & Investment Property	1,751.15	1,887.64
Loss on Sale of Subsidiary	(10.55)	(477.54)
Rental Income	657.01	516.52
Other Income	134.18	24.87
Operating Profit	19,651.02	19,278.61
Less		
Finance Cost	3,240.39	2,289.25
Net Profit before tax	16,410.63	16,989.36
Less		
Income Tax Expenses	4,165.78	5,079.92
Deferred Tax Expenses	341.25	(88.38)
Net Profit After Tax	11,903.60	11,997.82
	As at 31st March, 2019	As at 31st March, 2018
Segment Assets		
a. Drum Closures Division	24,255.71	23,138.67
b. Scaffoldings Division	55,774.11	41,794.27
c. Yarn Division	24,688.03	22,220.60
d. Fabric Division	13,276.06	10,252.54
e. Power Division	3,129.04	3,203.65
f. Engineering & Design / IT Division	4,532.70	4,440.51
g. Others	888.66	1,223.58
Segment Operating Assets	1,26,544.31	1,06,273.82



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

	As at 31st March, 2019	As at 31st March, 2018
Reconciliation of Segment Operating assets to Total Assets		
Non Current Assets		
Property, Plant & Equipment	254.59	266.00
Capital Work in Progress	886.53	668.88
Investment Properties	4,109.47	2,386.87
Intangible Assets	5.64	2.14
Non Current Investments	13,221.00	8,565.09
Other Financial Assets	2,180.35	65.36
Other Non Current Assets	-	377.44
Current Assets		
Current Investments	13,047.06	15,149.54
Cash & Cash Equivalent	226.77	1,130.84
Other Bank Balances	568.95	1,518.46
Other Financial Assets	42.33	911.79
Loans	149.67	130.32
Current Tax Assets (net)	230.33	-
Other Current Assets	1,090.85	1,265.14
Unallocable Assets	36,013.54	32,437.87
Total Assets	1,62,557.85	1,38,711.69
Segment Liabilities		
a. Drum Closures Division	4,030.65	3,841.24
b. Scaffoldings Division	3,590.62	3,261.49
c. Yarn Division	1,388.67	2,358.69
d. Fabric Division	1,153.63	1,027.76
e. Power Division	757.77	674.31
f. Engineering & Design / IT Division	1,100.70	975.67
g. Others	322.72	369.70
Segment Operating Liabilities	12,344.76	12,508.86
Reconciliation of Segment Operating Liabilities to Total Liabilities		
Non Current Liabilities		
Non Current Borrowings	5,642.02	3,962.07
Other Financial Liabilities	287.92	404.04
Deferred Tax Liability (net)	1,058.77	740.74
Provisions	1,303.13	1,147.05
Other Non Current Liabilities	-	5.72
Current Liabilities		
Current Borrowings (including Current maturity on Long Term Borrowings)	58,124.83	47,103.00
Other Financial Liabilities	311.76	198.27
Provisions	129.04	110.44
Current Tax Liabilities (net)	-	1,221.78
Other Current Liabilities	13.56	35.96
Unallocable Liabilities	66,871.03	54,929.07
Total Liabilities	79,215.79	67,437.93



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Capital Expenditure (excluding CWIP)

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
a. Drum Closures Division	1,270.61	1,624.11
b. Scaffoldings Division	1,403.61	709.44
c. Yarn Division	1,360.75	1,989.61
d. Fabric Division	5,108.97	1,811.93
e. Power Division	112.72	139.18
f. Engineering & Design / IT Division	182.86	335.05
g. Others	-	-
h. Unallocable	1,818.85	796.67
Total	11,258.37	7,405.99

Depreciation & Amortization

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
a. Drum Closures Division	660.24	569.22
b. Scaffoldings Division	716.87	693.11
c. Yarn Division	883.20	706.06
d. Fabric Division	903.05	413.13
e. Power Division	160.99	167.12
f. Engineering & Design / IT Division	301.66	257.59
g. Others	-	-
h. Unallocable	209.23	122.84
Total	3,835.24	2,929.07

Secondary Segment

Geographic Information

Revenue from External Customers

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
India	24,862.92	22,915.50
Outside India	1,06,483.02	95,879.94
Total	1,31,345.94	1,18,795.44

Segment Assets

	As at 31st March, 2019	As at 31st March, 2018
India	1,07,850.89	92,451.12
Outside India	54,706.96	46,260.57
Total	1,62,557.85	1,38,711.69

Note

1. Rental Income from IT Park is considered as Unallocable Income.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

Note 31 : Related Party disclosures

The related Parties as per the terms of Ind AS-24," Related Party Disclosures". (Specified under Section 133 of the Companies Act 2013,

read with Rule 7 of Companies (Accounts) Rules ,2015) are disclosed below

Name of Related parties with whom transactions have taken place during the year

Key Managerial Personnel (KMP)

1. Shri Sharad Kumar Saraf
2. Shri Sudarshan Kumar Saraf
3. Shri Navneet Kumar Saraf
4. Shri Ashish Kumar Saraf
5. Shri Atanu Chaudhary

Enterprises in which KMP are Interested (Other Related Party)

1. BMS Industries Ltd
2. S.K.Saraf HUF
3. Ashrit Holdings Limited
4. Marigold International Limited
5. Topline International Trading Company (FZE)
6. Paithan Eco Foods Pvt Ltd
(Formerly known as Technocraft Closures Pvt Ltd)

Relatives of KMP

1. Priyanka Saraf
2. Ritu Saraf

Non Executive Directors

1. Shri Aubrey Ignatius Rebello
2. Shri Jagdeesh Mehta
3. Shri Vinod Agarwala
4. Shri Vishwambhar Saraf
5. Ms Vaishali Choudhari

Enterprise in which Non Executive Director is able to exercise Significant Influence

1. Remi Edelstahl Tubular Ltd

Trust

Technocraft Industries (I) Ltd Employees Group Gratuity Trust

(₹ in lakhs)

Transactions during the Year	Year Ended 31st March, 2019	Year Ended 31st March, 2018
A. Sales of Goods & Services		
Enterprises in which KMP are Interested		
BMS Industries Ltd	819.24	553.90
Paithan Eco Foods Pvt Ltd	0.65	-
B. Rent Received		
Relatives of KMP		
Priyanka Saraf	12.00	12.00



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Transactions during the Year	Year Ended 31st March, 2019	Year Ended 31st March, 2018
C. Professional Fees Paid		
Relatives of KMP		
Ritu Saraf	15.00	-
D. Commission Paid on Sales		
Enterprise in which Non Executive Director is Interested		
Remi Edelstahl Tubular Ltd	69.13	67.14
E. Sitting Fees		
Non Executive Directors		
Director Sitting Fees	3.40	2.80
F. Job Work Charges Paid		
Enterprises in which KMP are Interested		
BMS Industries Ltd	5,152.39	4,623.23
G. Purchase of Materials / Assets / Stores & Spares		
Enterprises in which KMP are Interested		
BMS Industries Ltd	276.28	227.50
H. Rent Paid		
Enterprises in which KMP are Interested		
S.K.Saraf HUF	24.00	18.75
I. Managerial Remuneration		
Key Managerial Personneel		
Salaries ,Wages ,Bonus , Commission & Other Benefits	* 595.07	* 594.39
Contribution towards P.F.,Family Pension Etc	0.69	0.63
J. Interest Paid		
Enterprises in which KMP are Interested		
Ashrit Holdings Limited	72.72	111.34
K. Loan taken from		
1. Enterprises in which KMP are Interested		
Ashrit Holdings Limited	4,310.46	3,090.25
L. Loan Repaid		
Enterprises in which KMP are Interested		
Ashrit Holdings Limited	4,575.07	3,307.50
M. Advancement of Loan		
Enterprises in which KMP are Interested		
Marigold International Limited	2.73	41.42
Topline International Trading Company (FZE)	8.67	88.90



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Transactions during the Year	Year Ended 31st March, 2019	Year Ended 31st March, 2018
N. Sale of Investment in Equity Shares of Subsidiaries		
Enterprises in which KMP are Interested		
Ashrit Holdings Limited	2.00	-
O. Trust		
Technocraft Industries (I) Ltd Employees Group Gratuity Trust		
Gratuity Contribution	274.67	560.43
Reimbursement of Administration Charges	0.02	0.02
Gratuity Benefits received	67.65	23.67
Amount due to / From Related Parties	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Trade & Other Receivables		
Enterprises in which KMP are Interested		
BMS Industries Ltd	-	59.02
Loans Receivable		
Marigold International Limited	46.68	41.42
Topline International Trading Company (FZE)	103.00	88.90
Trade Payables / Other Financial Liabilities		
Enterprises in which KMP are Interested		
BMS Industries Ltd	933.63	753.85
Loans Payable		
1.Key Managerial Personnel		
Shri Ashish Kumar Saraf	344.67	324.86
Shri Sharad Kumar Saraf	258.23	243.38
2.Enterprises in which KMP are Interested		
Ashrit Holdings Limited	705.43	970.05
Commission & Bonus Payable		
Key Managerial Personnel	230.88	230.83
Gratuity Contribution & Administration Charges Payable		
Trust		
Technocraft Industries (I) Ltd Employees Group Gratuity Trust	1,436.56	1,261.87

Note

- 1) The transactions with related parties are made on terms equivalent to those that Prevail in arm's Length transactions Outstanding balances at the year end are unsecured .The Group has not recorded any impairment of receivables relating to amounts owned by the related Parties .This assessment is undertaken each Financial year through examining the Financial Position of the related party and the market in which the related Party operates

* excludes Provision for gratuity & Compensated leave for Key Managerial Personnel as Separate Actuarial Valuation is not available



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 32 : Disclosure Pursuant to Ind AS - 19 “Employee Benefits”

[A] Post Employment Benefit Plans:

Defined Contribution Plans

The Group contributes at a defined percentage of the employee salary out of the total entitlements on account of superannuation benefits under this scheme.

Amount recognised in the Statement of Profit and Loss	2018-19	2017-18
Defined Contribution Scheme	# 356.33	# 304.62

Excluding ₹ 11.95 Lakhs (P.Y ₹ 1.30 Lakhs) Contributed by the Government of India under PMPRY Scheme

Defined Benefit Plans

The Group has the following Defined Benefit Plans:

Gratuity: In accordance with the applicable laws, the Group provides for gratuity, a defined benefit retirement plan (“The Gratuity Plan”) covering eligible employees. The Gratuity Plan provides for a lump sum payment to vested employees on retirement (subject to completion of five years of continuous employment), death, incapacitation or termination of employment that are based on last drawn salary and tenure of employment. Liabilities with regard to the Gratuity Plan are determined by actuarial valuation on the reporting date and the Group makes contribution to the gratuity fund administered by life Insurance Companies under their respective Group Gratuity Schemes.

The disclosure in respect of the defined Gratuity Plan are given below:

a) Reconciliation of balances of Defined Benefit Obligations.	2018-19		2017-18	
	Funded	Unfunded	Funded	Unfunded
Present value of funded obligations	1,717.78	118.34	1,495.38	95.51
Fair Value of plan assets	285.61	-	237.89	-
Net (Asset) / Liability recognised in the balance sheet	1,432.17	118.34	1,257.49	95.51

Movements in plan assets and plan liabilities

Particulars	Present value of obligations		Fair Value of plan assets	
	Funded	Unfunded	Funded	Unfunded
As at 1st April 2018	1,495.38	95.51	237.89	-
Current service cost	110.44	24.19	-	-
Interest Cost	101.40	7.27	-	-
Interest Income	-	-	10.02	-
Return on plan assets excluding amounts included in net finance income	-	-	5.35	-
Actuarial (gain)/loss arising from changes in financial assumptions	(6.39)	(1.63)	-	-
Actuarial (gain)/loss arising from experience adjustments	84.60	(6.34)	-	-
Contributions by Employer	-	-	100.00	-
Benefit payments	(67.65)	(0.64)	(67.65)	-
As at 31st March 2019	1,717.78	118.34	285.61	-



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Particulars	Present value of obligations		Fair Value of plan assets	
	Funded	Unfunded	Funded	Unfunded
As at 1st April 2017	941.60	80.48	244.54	-
Current service cost	73.11	21.25	-	-
Interest Cost	61.39	5.89	-	-
Interest Income	-	-	12.51	-
Return on plan assets excluding amounts included in net finance income	-	-	4.52	-
Actuarial (gain)/loss arising from changes in financial assumptions	(22.21)	(4.10)	-	-
Actuarial (gain)/loss arising from experience adjustments	465.17	(6.35)	-	-
Benefit payments	(23.67)	(1.67)	(23.67)	-
As at 31st March 2018	1,495.38	95.51	237.89	-

b) Amount recognised in Statement of Profit and Loss	2018-19		2017-18	
	Funded	Unfunded	Funded	Unfunded
Current Service Cost	110.44	24.19	73.11	21.25
Interest Cost	91.37	7.27	48.88	5.89
Total amount recognised in Statement of P&L	201.81	31.46	121.99	27.14
-Changes in financial assumptions	(6.39)	(1.63)	(22.21)	(4.10)
-Experience gains/(losses)	84.60	(6.34)	465.17	(6.35)
Return on plan assets excluding amounts included in net finance income/(cost)	(5.35)	-	(4.52)	-
Total Expenses / (Income) recognised in Other Comprehensive Income	72.86	(7.97)	438.44	(10.45)

Investment pattern for Fund as on

Category of Asset	As at 31st March 2019		As at 31st March 2018	
	Funded	Unfunded	Funded	Unfunded
Government of India Securities	0%	-	0%	-
State Government Securities	0%	-	0%	-
High quality corporate bonds	0%	-	0%	-
Equity shares of listed companies	0%	-	0%	-
Property	0%	-	0%	-
Special Deposit Scheme	0%	-	0%	-
Policy of insurance	100%	-	100%	-
Bank Balance	0%	-	0%	-
Other Investments	0%	-	0%	-
Total	100%	-	100%	-



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Assumptions

With the objective of presenting the plan assets and plan liabilities of the defined benefits plans at their fair value on the balance sheet, assumptions under Ind AS 19 are set by reference to market conditions at the valuation date.

The significant actuarial assumptions were as follows:

Financial Assumptions	2018-19		2017-18	
	Funded	Unfunded	Funded	Unfunded
Discount Rate (%)	7.65%	7.80%	7.60%	7.70%
Salary Escalation/ Inflation (%)	5.00%	5.00%	5.00%	5.00%
Withdrawal rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Demographic Assumptions

Mortality in service : Indian Assured Lives Mortality (2006-08)

Sensitivity analysis

Sensitivity analysis for each significant actuarial assumption as stated above, showing how the defined benefit obligation would be affected, considering increase/decrease as at 31.03.2019 and 31.03.2018 is as below:

Particulars	Increase/Decrease in liability		Increase/Decrease in liability	
	2018-19		2017-18	
	Funded	Unfunded	Funded	Unfunded
Discounting rate varied by 0.5%				
+ 0.5%	1,656.31	110.61	1,442.53	89.15
- 0.5%	1,783.78	126.82	1,552.12	102.46
Salary growth rate varied by 0.5%				
+ 0.5%	1,784.97	127.01	1,553.29	102.62
- 0.5%	1,654.73	110.38	1,441.02	88.97

The sensitivity analyses above have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period and may not be representative of the actual change. It is based on a change in the key assumption while holding all other assumptions constant. When calculating the sensitivity to the assumption, the same method used to calculate the liability recognised in the balance sheet has been applied. The methods and types of assumptions used in preparing the sensitivity analysis did not change compared with the previous period.

The expected future cash flows as at 31st March 2019 & as at 31st March 2018 were as follows:

Expected contribution	As at 31st March 2019		As at 31st March 2018	
	Funded	Unfunded	Funded	Unfunded
Projected benefits payable in future years from the date of reporting				
1st following year	340.82	3.97	322.39	2.26
2nd following year	191.35	2.94	164.73	2.56
3rd following year	124.59	3.27	84.25	2.63
4th following year	123.03	3.59	97.10	2.90
5th following year	107.92	3.91	97.50	3.13
Years 6 to 10	682.94	27.78	584.94	22.09



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

[B] Other Long term employee benefits

Leave Encashment:

The Employees are entitled to accumulate Earned Leave , which can be availed during the service period. Employees are also allowed to encash the accumulated earned leave during the service period. Further, the accumulated earned leave can be encashed by the employees on superannuation, resignation, and termination or by nominee on death.

The Employees are entitled to accumulate Earned Leave , which can be availed during the service period. Employees are also allowed to encash the accumulated earned leave during the service period. Further, the accumulated earned leave can be encashed by the employees on superannuation, resignation, and termination or by nominee on death.

Particulars	2018-19	2017-18
Present value of unfunded obligations	330.93	277.31
Net (Asset)/Liability recognised	330.93	277.31

Reconciliation of balances of Defined Benefit Obligations.

Particulars	2018-19	2017-18
Defined Obligations at the beginning of the year	277.31	243.02
Current Service Cost	47.50	40.46
Interest Cost	20.98	16.90
Actuarial loss/(gain) due to change in financial assumptions	(1.82)	(4.45)
Actuarial loss/ (gain) due to experience adjustments	8.35	(4.58)
Benefits paid	(21.39)	(14.05)
Defined Obligations at the end of the year	330.93	277.31

Amount recognised in Statement of Profit and Loss

Particulars	2018-19	2017-18
Current Service Cost	47.50	40.46
Net Interest Cost	20.98	16.90
Net value of remeasurements on the obligation and plan assets	6.53	(9.02)
Total amount recognised in Statement of P&L	75.01	48.34
Change in Financial Assumptions	(1.82)	(4.45)
Experience gains/(losses)	8.35	(4.58)
Net Acturial Loss/(Gain)	6.53	(9.02)

Major Actuarial Assumptions

Particulars	2018-19	2017-18
Discount Rate (%)	7.65%	7.60%
Salary Escalation/ Inflation (%)	5.00%	5.00%
Withdrawal Rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Sensitivity analysis

Sensitivity analysis for each significant actuarial assumption as stated above, showing how the defined benefit obligation would be affected, considering increase/decrease as at 31.03.2019 and 31.03.2018 is as below:

Particulars	2018-19	2017-18
Discounting rate varied by 0.5%		
+ 0.5%	315.14	264.80
- 0.5%	348.12	291.49
Salary growth rate varied by 0.5%		
+ 0.5%	348.49	291.78
- 0.5%	314.68	264.44



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

The expected future cash flows as at 31st March 2019 & as at 31st March 2018 were as follows:

Expected contribution	2018-19	2017-18
Projected benefits payable in future years from the date of reporting		
1st following year	42.51	40.56
2nd following year	13.70	18.94
3rd following year	21.72	14.02
4th following year	22.90	17.10
5th following year	22.09	16.45
Years 6 to 10	132.80	108.83

Note 33: Fair Value Measurements

A. Financial instruments by category and fair value hierarchy :

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

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 (i.e. as prices) or indirectly (i.e. derived from prices).

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

31st March 2019	Carrying Value				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets measured at fair value through Profit and loss :								
Non-current :								
Investment in unquoted Equity Instruments	-	-	-	-	-	-	-	-
Investment In Mutual Funds	13,220.96	-	-	13,220.96	13,220.96	-	-	13,220.96
Current :								
Investment In Mutual Funds	13,001.75	-	-	13,001.75	13,001.75	-	-	13,001.75
Investment in Quoted Equity Instruments	45.31	-	-	45.31	45.31	-	-	45.31
Financial assets at amortised cost								
Non-current :								
Deposits	-	-	2,750.59	2,750.59	-	-	-	-



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

31st March 2018	Carrying Value				Fair value			
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
Financial assets at amortised cost								
Non-current :								
Deposits	-	-	502.99	502.99	-	-	-	-
Current :								
Deposits	-	-	88.41	88.41	-	-	-	-
Loan to Employees & Others	-	-	240.45	240.45	-	-	-	-
Cash and cash equivalents	-	-	4,230.98	4,230.98	-	-	-	-
Other Bank Balances	-	-	1,532.44	1,532.44	-	-	-	-
Trade receivables	-	-	27,686.12	27,686.12	-	-	-	-
Others	-	-	1,924.66	1,924.66	-	-	-	-
	23,714.59	-	36,206.05	59,920.64	23,639.59	-	75.00	23,714.59
Financial liabilities at amortised cost								
Non Current								
Term Loans	-	-	3,962.07	3,962.07	-	-	-	-
Deposits	-	-	173.21	173.21	-	-	-	-
Other Non Current Financial Liabilities	-	-	84.05	84.05	-	-	-	-
Current								
Borrowings	-	-	46,339.99	46,339.99	-	-	-	-
Trade and Other Payables	-	-	5,474.58	5,474.58	-	-	-	-
Deposits	-	-	333.75	333.75	-	-	-	-
Other Current Financial Liabilities (including current maturities of loans)	-	-	5,582.67	5,582.67	-	-	-	-
	-	-	61,950.32	61,950.32	-	-	-	-

During the reporting period ended March 31, 2019 and March 31, 2018, there were no transfers between levels of fair value measurements.

B. Measurement of fair values

The following methods and assumptions were used to estimate the fair values of financial instruments :

- The management assessed that fair value of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- The fair values of the Equity/ Mutual Fund investment which are quoted, are derived from quoted market prices in active markets. The investment measured at fair value and falling under fair value hierarchy Level 3 are valued on the basis of valuation report provided by external valuers with the exception of certain investments, where cost has been considered as an appropriate estimate of fair value because of a wide range of possible fair value measurements and cost represents the best estimate of fair values within that range. The carrying value of those investments are individually immaterial.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

Note 34 : Financial Risk Management

Risk management framework

The Group activities expose it to a variety of financial risks, including market risk, credit risk and liquidity risk. The Group primary risk management focus is to minimize potential adverse effects of all the risk on its financial performance. The Board of Directors and Senior Management of the Group are responsible for overseeing the Group risk assessment and management policies and processes.

The Group has exposure to the following risks arising from financial instruments:

- Credit risk ;
- Market risk ; and
- Liquidity risk

1. Credit Risk

The Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assess financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivable. Individual risk limits are set and periodically reviewed on the basis of such Information .

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the group. The Group categorises a trade receivable for write off when a debtor fails to make contractual payments or on case to case basis. Where trade receivables have been written off, the group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as Income in the statement of profit or loss.

The Group measures loss rate for trade receivables from Individual customers based on the historical trend, industry practices and the business environment in which the entity operates .Loss rates are based on Past Trends . Based on the historical data , no probable loss on collection of receivable is anticipated & hence no provision is considered.

In case of Credit risks from balances with banks and financial institutions , the Group attempts to limit the credit risk by only dealing with reputable banks and financial institutions having high credit-ratings assigned by credit-rating agencies.

In addition, the Group is exposed to credit risk in relation to financial guarantees given to banks and other counterparties. The Group's maximum exposure in this respect is the maximum amount that the Group would have to pay if the guarantee is called upon. The maximum exposure relating to financial guarantees is disclosed in Note 28 (Contingent Liability)

Ageing of Account Receivables

(₹ in lakhs)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Not due	21,547.32	17,203.30
0-90 days	9,499.68	6,752.91
91-180 days	1,145.81	3,552.38
181 to 270 days	192.29	108.75
271 to 365 days	102.80	47.11
365 days & Above	83.75	21.67
Total	32,571.65	27,686.12

2. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises mainly of currency risk and interest rate risk. Financial Instrument affected by Market risks includes loans and borrowings and foreign Currency Receivables and payables .The Group has set processes and policies to assess, control and monitor the effect of the risk on the financial performance of the Group.



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

i) Currency Risk

This is the risk that the Group may suffer losses as a result of adverse exchange rate movement during the relevant period. The Group is exposed to currency risk on account of its operating and financing activities. The senior management personnel are responsible for identifying the most effective and efficient ways of managing the risk & the same is closely monitored by the Board of Directors

(a) Particulars of Unhedged Foreign Currency exposures as at the reporting date

As as 31st March 2019

Foreign Currency in Lakhs

Particulars	USD	EURO	SGD	GBP	AUD	JPY	CAD
Trade Payables / Other Financial Liabilities	(5.25)	(1.67)	-	-	-	(0.57)	-
Trade Receivables / Other Financial Assets	165.10	53.61	0.21	4.43	0.08	12.00	0.39
Advances from Customers	(2.20)	(0.16)	-	-	(0.26)	(2.64)	-
Bank Balances	27.27	3.48	-	-	0.06	-	-
Net	184.92	55.26	0.21	4.43	(0.12)	8.79	0.39

As as 31st March 2018

Particulars	USD	EURO	SGD	GBP	AUD	JPY	CAD
Trade Payables / Other Financial Liabilities	(7.55)	(5.10)	-	-	(0.15)	-	-
Trade Receivables / Other Financial Assets	107.74	23.04	0.21	0.77	0.33	5.10	0.48
Advances from Customers	(1.05)	(0.18)	(0.05)	-	-	(0.57)	-
Bank Balances	14.10	1.51	-	-	-	-	-
Net	113.24	19.27	0.16	0.77	0.18	4.53	0.48

b) Foreign Currency Risk Sensitivity

A change in 1% in Foreign Currency would have following Impact on Profit before tax assuming that all other variables, in Particular interest rate remain constant & ignoring any impact of forecast Sales & Purchases.

₹ in Lakhs

	2018-19		2017-18	
	1% increase	1% Decrease	1% increase	1% Decrease
USD	127.88	(127.88)	73.80	(73.80)
EURO	42.92	(42.92)	15.57	(15.57)
GBP	4.01	(4.01)	0.72	(0.72)
Others	0.31	(0.31)	0.29	(0.29)
Net Increase / (Decrease) in Profit or Loss	175.11	(175.11)	90.38	(90.38)

ii) Interest rate Risk

Interest rate risk is the risk that the fair value of future cash flows of the financial instruments will fluctuate because of changes in market interest rates. The Group has exposure to Interest rate risk, arising principally on changes in base lending rate/ LIBOR rates. As the Percentage of Borrowings with Floating Interest rate is small as Compared to Total Borrowings & hence the interest rate risk for the Group as whole is very Low.

Exposure to interest rate risk

Particulars	As at 31st March 2019	As at 31st March 2018
*Borrowings Bearing Variable rate of Interest	6,876.90	4,725.08
Borrowings other than Variable Rate of Interest	56,889.95	46,339.99
Total Borrowings	63,766.85	51,065.07
% of Borrowings bearing Variable rate of Interest	10.78	9.25

* includes Current Maturity on Non Current Borrowings



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Interest Rate Sensitivity

A change of 100 Basis Point In Interest rates would have following Impact on Profit before tax

Particulars	2018-19	2017-18
100 Basis Point Increase	68.77	(47.25)
100 Basis Point Decrease	(68.77)	47.25

Note-The above analysis is prepared for floating rate liabilities assuming the amount of the Liability outstanding at the end of the reporting Period was outstanding for the whole year.

3. Liquidity Risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time, or at a reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. The Group maintains flexibility in funding by maintaining availability under committed credit lines. The Management monitors rolling forecasts of the Group's Liquidity position and cash and cash equivalents on the basis of the expected cash flows. The Group assessed the Concentration of risk with respect to its debt and concluded it to be low.

Maturity patterns of borrowings

As at 31st March 2019

Particulars	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	1,234.88	4,820.82	821.20	6,876.90
Short term borrowings	56,889.95	-	-	56,889.95
Total	58,124.83	4,820.82	821.20	63,766.85

As at 31st March 2018

Particulars	0-1 years	1-5 years	Beyond 5 years	Total
Long term borrowings (Including current maturity of long term debt)	763.01	3,089.49	872.58	4,725.08
Short term borrowings	46,339.99	-	-	46,339.99
Total	47,103.00	3,089.49	872.58	51,065.07

Maturity patterns of other Financial Liabilities

As at 31st March 2019

Particulars	0-1 years	1-5 years	Beyond 5 years	Total
Trade Payables	4,394.72	-	-	4,394.72
Other Financial Liabilities (Current & Non Current) (excluding Current Maturity on Long Term Loan)	5,436.11	313.93	-	5,750.04
Total	9,830.83	313.93	-	10,144.76

As at 31st March 2018

Particulars	0-1 years	1-5 years	Beyond 5 years	Total
Trade Payables	5,474.58	-	-	5,474.58
Other Financial Liabilities (Current & Non Current) (excluding Current Maturity on Long Term Loan)	5,153.41	257.26	-	5,410.67
Total	10,627.99	257.26	-	10,885.25



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Note 35 : Capital Risk Management

For the Purpose of Group Capital management , Capital includes equity attributable to the equity holders of the Group and all other equity reserves. The Primary Objective of the Group Capital management is to ensure that it maintains an efficient capital Structure and maximise shareholder Value. The Group is monitoring capital using Net debt equity ratio as its base ,which is Net debt to equity.

The Group Policy is to keep Net debt equity ratio below 1.00 and infuse capital if and when required through better operational results and efficient working capital Management.

	31-Mar-19	31-Mar-18
Net Debt *	58,741.38	46,834.09
Equity attributable to Shareholders	82,713.60	70,878.70
Net Debt to Total Equity	0.71	0.66

* Net Debt= Non Current Borrowings (including Current Maturity on Borrowings) +Current Borrowings -Cash & Cash Equivalents.

Note 36 : Interest In Other Entities

The Consolidated Financial Statements present the Consolidated Accounts of Technocraft Industries (India) Limited with its following Subsidiaries (and its Subsidiaries) and Joint Ventures

Name of the Company	Country of Incorporation	Year Ended	Proportion of Ownership of Interest	
			As at 31st March 19	As at 31st March 18
A. Subsidiaries				
I. Indian Subsidiaries:				
Technosoft Engineering Projects Limited	India	31st Mar	84.02%	84.02%
Shreyan Infra & Power LLP.	India	31st Mar	90.00%	90.00%
Technocraft Closures Private Limited	India	31st Mar	-	100.00%
TIL Marketing Private Limited (Formerly Known as TIL Packaging Pvt. Ltd)	India	31st Mar	-	100.00%
Techno Defence Private Limited	India	31st Mar	70.00%	70.00%
II. Foreign Subsidiaries:				
Technocraft Trading Spolka Z.O.O	Poland	31st Dec	100.00%	100.00%
Technocraft International Limited	United Kingdom	31st Dec	100.00%	100.00%
Technocraft Australia Pty Limited	Australia	31st Mar	100.00%	100.00%
Technocraft NZ Limited	New Zealand	31st Mar	100.00%	-
Anhui Reliable Steel Technology Co. Ltd.	China	31st Dec	100.00%	100.00%
Swift Engineering Inc. #	Canada	31st Mar	-	100.00%
Swift Projects Inc. +	U.S.A.	31st Mar	100.00%	100.00%
Highmark International Trading –F.Z.E. @	U.A.E.	31st Mar	100.00%	100.00%
AAIT/Technocraft Scaffold Distribution LLC. @	U.S.A.	31st Dec	85.00%	85.00%
Technosoft Engineering Inc. ++ [Formerly Known as Impact Engineering Solutions Inc.]	U.S.A.	31st Dec	100.00%	100.00%
Technosoft GMBH ++ [Erstwhile CAE Systems GMBH]	Germany	31st Dec	90.00%	90.00%
Step Engineering Inc. +++	Canada	31st Dec	66.70%	66.70%



Notes to the Consolidated Financial Statements for the Year Ended 31st March, 2019

(₹ in lakhs)

Name of the Company	Country of Incorporation	Year Ended	Proportion of Ownership of Interest	
			As at 31st March 19	As at 31st March 18
Technosoft Services Inc. +++	U.S.A.	31st Dec	100.00%	100.00%
Technosoft Engineering UK Limited ++	United Kingdom	31st Dec	100.00%	100.00%
Crosswall International Trading Limited #	U.A.E.	31st Mar	100.00%	100.00%
Technosoft Innovations Inc, +++	U.S.A.	31st Dec	100.00%	100.00%
B. Joint Venture				
Technocraft Tabla Formwork Systems (P) Limited.	India	31st Mar	65.00%	65.00%
++ Held by Technosoft Engineering Projects Limited # Held by Highmark International Trading -F.Z.E @ Held by Technocraft International Limited +++ Held by Techhnosoft Engineering Inc. + Held by Step Engineering Inc.				

Note 37 : Disclosure in respect of Expenditure on Corporate Social Responsibility Activities

Particulars	2018-19	2017-18
a) Amount required to be spent by the group as per Section 135 of the Act	294.56	261.93
b) Amount Spent during the year on		
(i) Construction / acquisition of an asset	-	-
(ii) On Purpose other than (i) above	7.50	-

Note-38 Other Accompanying Notes

- The Figures have been rounded off to the nearest lakhs of Rupees upto two decimal Places.
- Previous Years Figures have been regrouped / rearranged where ever necessary to make them Comparable with the Current year Figures.
- Note 1 to 38 Forms an Integral Part of the Financial Statements

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

For and on behalf of Board of Directors

(Pawan Kumar Gupta)
Partner
M.No :51713

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549



Additional information regarding subsidiaries as per Schedule III of the Companies Act, 2013

Sr. No.	Name of the subsidiary & its Relationship	Net Assets, ie Total Assets minus Total Liabilities		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As a % of Consolidated Net Assets	₹ in Lakhs	As a % of Consolidated Profit & Loss	₹ in Lakhs	As a % of Consolidated Comprehensive Income	₹ in Lakhs	As a % of Consolidated Total Comprehensive Income	₹ in Lakhs
A	Parent Company								
1	Technocraft Industries (India) Limited	85.96	71,639.40	85.10	10,129.63	(27.37)	(47.40)	83.48	10,082.23
B	Indian Subsidiaries								
2	Technosoft Engineering Projects Limited	4.25	3,543.14	5.59	665.66	2.79	4.84	5.55	670.50
3	Technocraft Tabla Formworks Systems Pvt. Ltd.	0.02	13.87	(0.00)	(0.16)	-	-	(0.00)	(0.16)
4	Techno Defence Private Limited	0.00	0.29	(0.00)	(0.22)	-	-	(0.00)	(0.22)
	Limited Liability Partnership								
5	Shreyan Infra & Power LLP	(0.01)	(9.04)	(0.09)	(10.78)	-	-	(0.09)	(10.78)
C	Foreign Subsidiaries			-		-			
6	Technocraft International, UK	1.79	1,495.96	0.76	90.85	12.04	20.85	0.92	111.70
7	Technocraft Trading Spolka, Z o.o., Poland	0.66	547.79	(0.54)	(64.69)	16.66	28.86	(0.30)	(35.83)
8	Technocraft Australia Pty Limited, Australia	0.86	717.86	0.03	3.71	2.35	4.07	0.06	7.78
9	Technocraft NZ Limited	0.05	45.81	(0.01)	(1.31)	0.12	0.21	(0.01)	(1.10)
10	Anhui Reliable Steel Company Ltd, China	1.76	1,468.70	2.29	272.15	(6.54)	(11.33)	2.16	260.82



Sr. No.	Name of the subsidiary & its Relationship	Net Assets, ie Total Assets minus Total Liabilities		Share in Profit & Loss		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
		As a % of Consolidated Net Assets	₹ in Lakhs	As a % of Consolidated Profit & Loss	₹ in Lakhs	As a % of Consolidated Comprehensive Income	₹ in Lakhs	As a % of Consolidated Total Comprehensive Income	₹ in Lakhs
	Step Down Subsidiaries								
11	Technosoft Engineering Inc. USA (Erstwhile Impact Eng. Solution Inc.),	0.61	504.42	(0.14)	(16.24)	14.78	25.60	0.08	9.36
12	Highmark International Trading, UAE	2.56	2,134.18	1.70	202.07	67.76	117.37	2.65	319.44
13	Technosoft Innovations Inc	(0.25)	(206.38)	(1.77)	(211.27)	(3.23)	(5.60)	(1.80)	(216.87)
14	Technosoft GMBH	(0.02)	(16.08)	(0.08)	(9.52)	0.01	0.02	(0.08)	(9.50)
15	AAIT/ Technocraft Scaffold Distribution LLC	0.67	562.45	3.27	389.27	13.41	23.22	3.42	412.49
16	Swift Projects Inc, USA	(0.01)	(5.29)	0.02	2.89	(0.29)	(0.51)	0.02	2.38
17	Step Engineering	0.09	74.93	0.50	59.33	0.57	0.98	0.50	60.31
18	Technosoft Services Inc	0.25	206.47	1.52	181.37	3.76	6.51	1.56	187.88
19	Technosoft Engineering UK Limited	(0.01)	(4.88)	(0.06)	(7.05)	0.01	0.02	(0.06)	(7.03)
20	Crosswall International Trading Limited	-	-	-	-	-	-	-	-
	Sub Total -1 (Owner of Equity)	99.25	82,713.60	98.09	11,675.70	96.82	167.71	98.07	11,843.41
	Non Controlling Interest in all Subsidiaries								
	Indian	0.58	483.78	1.10	130.65	0.53	0.92	1.09	131.57
	Foreign	0.17	144.68	0.82	97.25	2.64	4.58	0.84	101.83
	Sub Total -2 (Minority Interest)	0.75	628.46	1.91	227.90	3.18	5.50	1.93	233.40
	Total (1+2)	100.00	83,342.06	100.00	11,903.60	100.00	173.21	100.00	12,076.81



FORM AOC-1

Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries

₹ in Lakhs

Sr. No.	Name of the subsidiary	Date Since when subsidiary acquired	Reporting period	Reporting currency	Exchange rate as on last day of relevant financial year	Share Capital	Reserves & Surplus	Total assets	Total Liabilities	Investments (Excluding Investment in Subsidiaries)	Turnover	Profit before Tax	Provision for Tax	Profit after Tax	Proposed Dividend	Extent of Shareholding
A	Indian Subsidiaries															
1	Technosoft Engineering Projects Limited	28.02.2000	01.04.2018 To 31.03.2019	INR	-	59.50	4,661.91	5,980.35	1,258.94	1,993.67	3,675.49	1,084.42	286.82	797.60	-	84.02%
2	Technocraft Tabla Formworks Systems Private Limited	25.03.2010	01.04.2018 To 31.03.2019	INR	-	100.00	(78.66)	21.40	0.06	-	-	(0.24)	-	(0.24)	-	65%
3	Techno Defence Private Limited	25.10.2016	01.04.2018 To 31.03.2019	INR	-	1.00	(0.59)	0.47	0.06	-	-	(0.32)	0.00	(0.32)	-	70%
	Limited Liability Partnership															
4	Shreyan Infra & Power LLP	12.03.2014	01.04.2018 To 31.03.2019	INR	-	1.00	(11.03)	623.43	633.46	-	284.61	(17.42)	(5.43)	(11.98)	-	90%
B	Direct Foreign Subsidiaries															
5	Technocraft International Limited, UK #	02.04.1993	01.01.2018 To 31.12.2018	GBP	90.5250	1,224.14	305.86	5,524.16	3,994.16	-	4,156.86	112.44	21.59	90.85	-	100%
6	Technocraft Trading Spolka Z o.o., Poland #	14.05.1998	01.01.2018 To 31.12.2018	PLN	18.1000	265.07	282.73	2,013.53	1,465.73	-	3,291.99	(61.04)	3.65	(64.69)	-	100%
7	Technocraft Australia Pty Limited, Australia	29.03.2006	01.04.2018 To 31.03.2019	AUD	49.0200	93.47	624.39	2,465.72	1,747.86	-	3,890.74	12.57	8.86	3.71	-	100%
8	Anhui Reliable Steel Company Ltd, China #	10.04.2008	01.01.2018 To 31.12.2018	RMB	10.2875	1,080.16	424.53	7,816.05	6,311.37	-	10,785.34	289.67	-	289.67	-	100%
9	Technocraft NZ Ltd, Newzealand	07.12.2018	07.12.2018 to 31.03.2019	NZD	47.0125	46.91	(1.10)	276.66	230.84	-	-	(1.31)	-	(1.31)	-	100%
C	Step Down Subsidiaries															
10	Technosoft Engineering Inc. USA # (Erstwhile Impact Eng. Solution Inc.),	31.08.2006	01.01.2018 To 31.12.2018	USD	69.1550	426.80	87.82	1,801.77	1,287.15	-	6,092.16	(16.24)	-	(16.24)	-	100%



Sr. No.	Name of the subsidiary	Date Since when subsidiary acquired	Reporting period	Reporting currency	Exchange rate as on last day of relevant financial year	Share Capital	Reserves & Surplus	Total assets	Total Liabilities	Investments (Excluding Investment in Subsidiaries)	Turnover	Profit before Tax	Provision for Tax	Profit after Tax	Proposed Dividend	Extent of Shareholding
11	Technosoft Engineering UK Ltd.#	10.05.2017	01.01.2018 To 31.12.2018	GBP	90.5250	0.00	(4.88)	110.55	115.42	-	462.64	(7.05)	-	(7.05)	-	100%
12	Technosoft GMBH, Germany # [Erstwhile CAE Systems GMBH]	01.09.2005	01.01.2018 To 31.12.2018	EURO	77.6725	38.62	(53.17)	68.65	83.20	-	143.29	(10.58)	-	(10.58)	-	90%
13	Highmark International Trading FZE, UAE	22.09.2014	01.04.2018 To 31.03.2019	AED	18.8275	34.04	2,100.14	3,754.67	1,620.49	-	2,539.42	202.07	-	202.07	-	100%
14	AAIT/ Technocraft Scaffold Distribution LLC, USA #	12.10.2016	01.01.2018 To 31.12.2018	USD	69.1550	0.07	662.37	17,955.31	17,292.87	-	14,374.90	669.26	211.29	457.96	-	85%
15	Crosswall International Trading Ltd, UAE	02.03.2017	01.04.2018 to 31.03.2019	AED	18.8275	-	-	-	-	-	-	-	-	-	-	100%
16	Technosoft Innovations Inc, USA #	01.06.2016	01.01.2018 to 31.12.2018	USD	69.1550	3.35	(209.73)	689.85	896.22	-	1,177.85	(211.27)	-	211.27	-	100%
17	2045690 Alberta Ltd, Canada [Step Engineering]	24.05.2017	01.01.2018 To 31.12.2018	CAD	51.5400	0.51	118.19	384.46	265.76	-	1,167.04	122.45	33.50	88.95	-	66.70%
18	Technosoft Services Inc, USA #	23.06.2017	01.01.2018 To 31.12.2018	USD	69.1550	6.52	199.95	228.63	22.15	-	1,306.01	181.37	-	181.37	-	100%
19	Swift Projects Inc, USA	28.06.2017	01.04.2018 To 31.03.2019	USD	69.1550	0.59	(5.89)	26.61	31.90	-	276.13	3.42	0.52	2.89	-	100%

Company having 31st December as reporting date.

- 1 Name of the Subsidiary which are yet to commence Operation: Details provided in Board Report
- 2 Name of the Subsidiary which have been liquidated or sold during the year: Details provided in Board Report

As per our report of even date

For Dhiraj & Dheeraj
Firm Reg.No.102454W
Chartered Accountants

(Pawan Kumar Gupta)
Partner
M.No :51713

Place: Mumbai
Date : May 28, 2019

Neeraj Rai
Company Secretary

Sharad Kumar Saraf
Chairman & Managing Director
DIN 00035843

Sudarshan Kumar Saraf
Co-Chairman & Managing Director
DIN 00035799

Navneet Kumar Saraf
Whole-time Director & CEO
DIN 00035686

Ashish Kumar Saraf
Whole-time Director & CFO
DIN 00035549

For and on behalf of Board of Directors



Attendance Slip

Technocraft Industries (India) Limited

CIN: L28120MH1992PLC069252; Website: www.technocraftgroup.com

Registered Office: Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Andheri (E), Mumbai-400093

PLEASE FILL ATTENDANCE SLIP AND HANDOVER IT AT ENTRANCE OF THE MEETING HALL

DP ID	
Client ID	

Folio No*	
No of Share	

Name and Address of the Shareholders:

I hereby record my presence at the **27th Annual General Meeting** of the Company held on Friday, September 20, 2019 at 11.00 am at 6th floor, Tunga Regale, Plot No. 31, Phase II, Central Road, MIDC, Andheri - East, Mumbai, 400093.

*Applicable for the investors holding shares in Physical Form

Signature of Shareholder/Proxy

Proxy Form

(Pursuant to section 105(6) of the Companies Act, 2013, and rule 19(3) of the Companies
(Management & Administrative Rules, 2014)

Technocraft Industries (India) Limited

CIN: L28120MH1992PLC069252; Website: www.technocraftgroup.com

Registered Office: Plot No. 47, 'Opus Centre', Second Floor, Central Road, MIDC, Andheri (E), Mumbai-400 093.

Name of the Member(s)		Email ID	
Registered Address		Folio No/ Client ID*	
		DP ID*	

I/We, being the member(s) of _____ shares of Technocraft Industries (India) Ltd, hereby appoint:

1) _____ of _____ having email id _____ or failing him

2) _____ of _____ having email id _____ or Failing him

3) _____ of _____ having email id _____

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the Company to be held on **Friday, September 20, 2019** at 11.00 am at 6th floor, Tunga Regale, Plot No. 31, Phase II, Central Road, MIDC, Andheri - East, Mumbai, 400093 and any adjournment thereof in respect of such resolution as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below;

SN	Resolutions	Optional*	
Ordinary Business		For	Against
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2019		
2	Ordinary Resolution for re- appointment of Mr. Ashish Kumar Saraf, Director retiring by rotation.		
3	Ordinary Resolution for re- appointment of Mr. Sudarshan Kumar Saraf, Director retiring by rotation.		



----- ✂ ----- ✂ -----

Special Business:			
4	Special Resolution for re-appointment of Mr. Vinod Balmukand Agarwala, as Independent Director.		
5	Special Resolution for re-appointment of Mr. Vishwambhar C. Saraf, as Independent Director.		
6	Special Resolution for re-appointment of Mr. Jagdeeshmal Mehta, as Independent Director.		
7	Special Resolution for re-appointment of Ms. Vaishali Choudhari, as Independent Director.		
8	Ordinary Resolution for approval of the remuneration of the Cost Auditors		
9	Ordinary Resolution for approval of material related party transaction with AAIT/ Technocraft Scaffold Distribution LLC, FZE		

Sign this _____ day of _____ 2019

Affix
Revenue
Stamp

Signature of Shareholders

Signature of First Proxy Holder

Signature of Second Proxy Holder

Signature of Third Proxy Holder

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) For the resolutions, explanatory statements and Notes, please refer to the Notice of the 27th Annual General Meeting.
- (3) Appointment of proxy does not prevent a member from attending the meeting in person if he so wishes.
- (4) In case of Joint holder, the signature of any one holder will be sufficient, but name of all the joint holders should be stated.
- *(5) This is only optional. Please put a 'x' in the appropriate column against the resolutions indicated in the Box, If you leave the 'for' or 'against' column blank against any or all the resolution, your Proxy will entitled to vote in the manner as he/she think appropriate.



TECHNOCRAFT INDUSTRIES (INDIA) LTD.

www.technocraftgroup.com

**Opus Center, 2nd Floor, Central Road, Opp. Hotel Tunga Paradise, M.I.D.C.,
Marol Industrial Area, Andheri (East), Mumbai – 400093, INDIA.**

Tel. No.: (91) 22 4098 2222 / 4098 2202