

**RUCHI INFRASTRUCTURE LTD.**

101, The Horizon, 1st Floor, Nath Mandir Road,  
11/5, South Tukoganj, Indore - 452 001 (M.P.)  
Tel.: 91-731-4017979, 4017989 Fax: 4017980  
CIN - L65990MH1984PLC033878

RIL/2017

Date: September 4, 2017

**BSE Ltd.**

Floor No. 25,  
Phorize Jeejeebhoy Tower,  
Dalal Street,  
**Mumbai - 400 001**

**National Stock Exchange of India Ltd.**

"Exchange Plaza",  
Bandra-Kurla Complex,  
Bandra (E),  
**Mumbai - 400 051**

**Sub:** Intimation of 33<sup>rd</sup> Annual General Meeting of the Company

**Ref.:** Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir(s)

With reference to above, we would like to inform you that the 33<sup>rd</sup> Annual General Meeting of the Company is scheduled to be held on September 27, 2017 at 9.15 PM at Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai – 400021. Copy of the Notice of Annual General Meeting along with Annual Report 2016-17 is attached herewith.

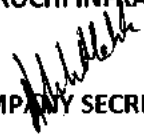
The Company has completed the dispatch of Notice of AGM/Annual Report 2016-17 on 2<sup>nd</sup> September, 2017 and no record date (or book closure) is proposed for the AGM. Please find attached herewith notices published in Free Press Journal (English Newspaper) and Navshakti (Regional Language Newspaper) pertaining to convening of 33<sup>rd</sup> AGM, completion of dispatch of Notice of such AGM and electronic voting on the business of such AGM.

Hope you will find the same in order.

Thanking You

Yours faithfully

**For RUCHI INFRASTRUCTURE LIMITED**

  
**COMPANY SECRETARY**

Encl: As above

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# Notice

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Notice is hereby given that the Thirty Third Annual General Meeting of the members of Ruchi Infrastructure Limited will be held on Wednesday, September 27, 2017 at 9.15 A.M. at Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400021, to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** the stand-alone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted."

2. To appoint a Director in place of Mr. Narendra Shah (DIN:02143172), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Mr. Narendra Shah (DIN:02143172), Director of the Company, retiring by rotation at this 33<sup>rd</sup> Annual General Meeting, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation."

3. To ratify the appointment of Auditors and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, and subject to the resolution passed by the members at the 30<sup>th</sup> Annual General Meeting of the Company held on September 26, 2014, approving the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Registration No. 000743C), as the Statutory Auditors of the Company to hold office till the conclusion of the 35<sup>th</sup> Annual General Meeting, the Company hereby ratifies such appointment from the conclusion of this 33<sup>rd</sup> Annual General Meeting until the conclusion of the Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors of the Company."

## SPECIAL BUSINESS:

4. To approve the appointment of Mrs. Ruchi Joshi (DIN:07406575) as an Independent Director 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment thereof for the time being in force], Mrs. Ruchi Joshi (DIN:07406575), who holds office up to the date of this 33<sup>rd</sup> Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from September 27, 2017.

**RESOLVED FURTHER THAT** Mr. Narendra Shah (DIN:02143172), Executive Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company."

5. To approve the appointment of Mr. Mohan Das Kabra (DIN: 07896243) as an Independent Director 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014

# Notice (Contd.)

{Including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. Mohan Das Kabra (DIN: 07896243), who holds office up to the date of this 33<sup>rd</sup> Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from September 27, 2017.

**RESOLVED FURTHER THAT** Mr. Narendra Shah (DIN:02143172), Executive Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company."

Registered Office:

By order of the Board of Directors

**Ruchi Infrastructure Ltd.**

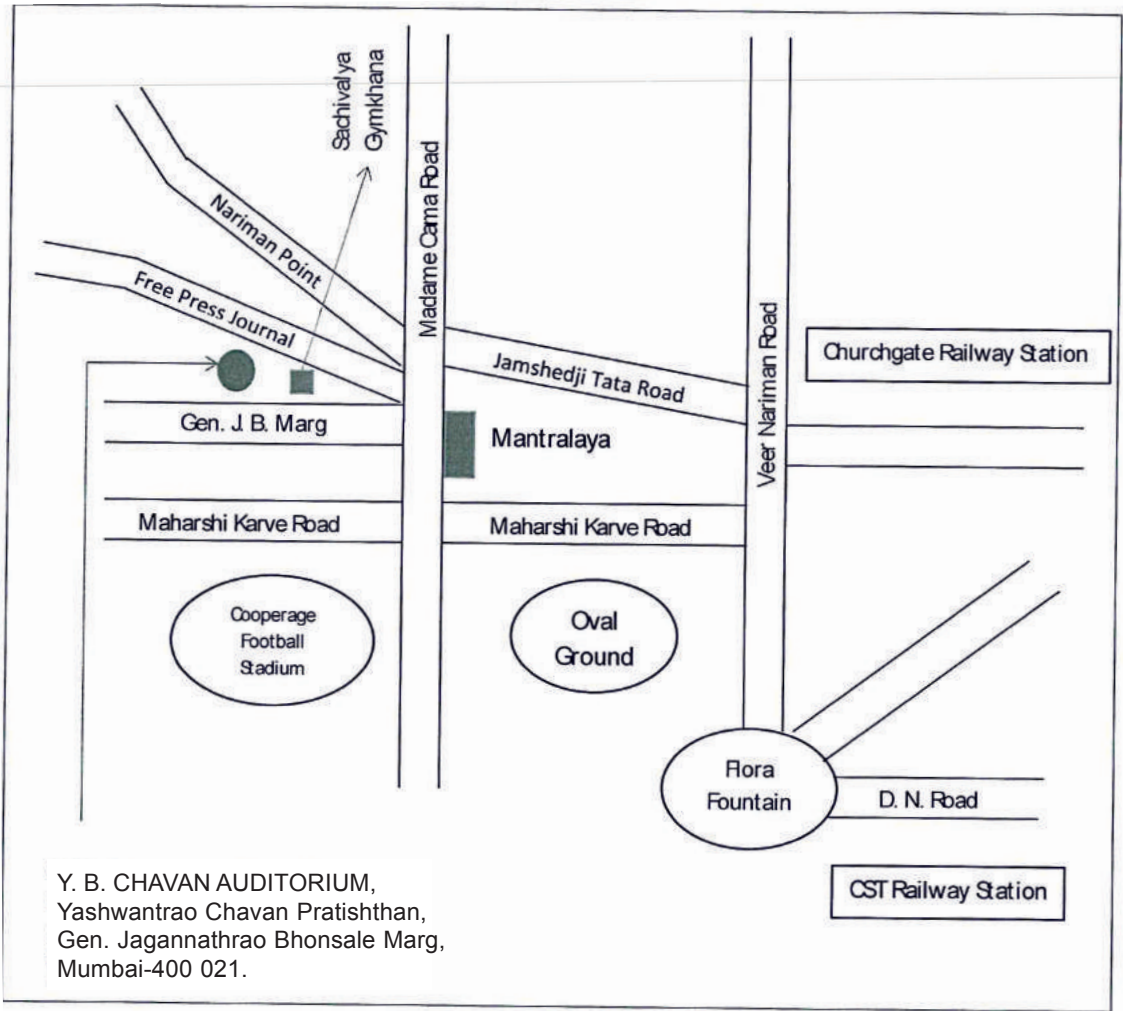
615, Tulsiani Chambers, Nariman Point,  
Mumbai – 400 021

Date : August 22, 2017

Place : Indore

**Ashish Mehta**  
Company Secretary

## ROUTE MAP TO AGM VENUE



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# Notice (Contd.)

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 shareholder.
2. An Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the special business to be transacted at the meeting is annexed hereto. The particulars relating to re-appointment of Mr. Narendra Shah as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (on General Meeting) are appended to the Notice.
3. Corporate members/Societies intending to send their authorized representative to attend the Annual General Meeting are requested to send a duly certified copy of Board Resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. During the period beginning twenty-four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at the meeting is entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice of such intention to inspect is given in writing to the Company.
5. Members, proxies and authorized representatives attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
6. Members, proxies and authorized representatives are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
7. All relevant documents referred to in accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days except Saturday up to the date of Annual General Meeting.
8. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
10. Members who wish to claim their dividends that remain unclaimed are requested to correspond with the Company or to the Registrar and Share Transfer Agent. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2008-09 to the IEPF within the stipulated time period during the year.
11. The members are requested to note that shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF in terms of the provisions of Section 124 of the Companies Act, 2013 and the applicable rules made thereunder.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.
13. The Securities and Exchange Board of India (SEBI) has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Company.
14. The Annual Report 2016-17, the Notice of AGM alongwith the attendance slip/proxy form, are being sent by electronic mode to those members whose e-mail addresses are registered with the Company/depositories, unless any member has requested for a physical copy of the same. For members, who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The members may note that the Notice of the 33<sup>rd</sup> AGM and the Annual Report 2016-17 will also be available on the Company's website viz [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).
15. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants.

# Notice (Contd.)

16. To support the “Green Initiative”, the members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
  17. The facility for making/varying/cancelling nominations is available for individual shareholders of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
  18. The route map of the venue of the meeting is given at page no. 3 of the Annual Report. The prominent landmark for easy location of the venue of the Meeting is Mantralaya, Nariman point, Mumbai.
  19. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their right to vote electronically on the business of the 33<sup>rd</sup> Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the meeting and the members, who have not already cast their votes by e-voting shall be able to exercise their right to vote at the meeting through ballot paper. The members who have cast their votes by e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again.
- A. The instructions for e-voting are as under:
- (i) The e-voting period commences on Saturday, September 23, 2017 at 10.00 AM and ends on Tuesday, September 26, 2017 at 5.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 15, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
  - (ii) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for e-voting as well as voting at the meeting.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on Shareholders.
  - (v) Now enter your user ID as under :-
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter folio number registered with the Company.
  - (vi) Next enter the Image Verification as displayed and click on Login.
  - (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
  - (viii) If you are a first time user follow the steps given below:

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

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# Notice (Contd.)

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
  - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN for **"RUCHI INFRASTRUCTURE LIMITED"**.
  - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xx) Note for Non - Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a compliance user id using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. The Board of Directors of the Company has appointed Mr. Prashant D. Diwan, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting/ballot process in a fair and transparent manner.
- C. The Scrutinizer shall not later than two days of conclusion of 33<sup>rd</sup> Annual General Meeting, submit a consolidated scrutinizer's report to the Executive Director of the Company, who shall declare the results forthwith.



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# Notice (Contd.)

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## EXPLANATORY STATEMENT

[Pursuant to provisions of Section 102(1) of the Companies Act, 2013]

### Item No. 4

The Board of Directors of the Company, at its meeting held on December 31, 2016, had appointed Mrs. Ruchi Joshi as an Additional Director of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds the office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates that an independent director can hold office for a term up to 5(five) consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Ruchi Joshi that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Ruchi Joshi, aged 30 years old, is a Commerce graduate and an ACS. She is engaged in corporate legal and secretarial consultancy. She has varied experience of more than 8 years in the field of Corporate Affairs and is not related to any director or key managerial personnel of the Company and does not hold any equity shares of the Company. Since the date of his appointment as an Additional Director (i.e. December 31, 2016), she has attended all meetings held upto March 31, 2017. She has not drawn any remuneration from the Company except sitting fee for attending the Board/Committee meetings and is not on the Board and Committees of any other listed entity. She is on the Board of Ruchi Renewable Energy Private Limited (Subsidiary Company). None of the directors holds any equity shares of the Company.

Having regard to her knowledge and experience, it will be in the interest of the Company to appoint Mrs. Ruchi Joshi as an Independent Director of the Company.

In the opinion of the Board, Mrs. Ruchi Joshi fulfills the conditions for her appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent to the management.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2). Copy of the draft letter for appointment of Mrs. Ruchi Joshi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the ordinary resolution as set out at Item No. 4 of the Notice for approval of the members.

Save and except Mrs. Ruchi Joshi, none of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice.

### Item No. 5

The Board of Directors of the Company, at its meeting held on August 22, 2017, had appointed Mr. Mohan Das Kabra as an Additional Director of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds the office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates that an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Mohan Das Kabra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Mohan Das Kabra, aged 64 years old, is Master of Science from BITS, Pilani and LLB from Gujarat University, Ahmedabad. He joined Indian Revenue Service in 1978 and worked in various capacities with Income Tax Department, Madhya Pradesh, Maharashtra, Gujarat, Delhi. He has also headed as IT Ombudsman (Tamil Nadu and Pondicherry), Chennai and (Madhya Pradesh and Chhattisgarh), Bhopal. He is presently enrolled as Advocate of Madhya Pradesh, High Court. Mr. Kabra is not related to any director or key managerial personnel of the Company and does not hold any equity shares of the Company. He has not drawn any remuneration from the Company and is not on the Board and Committees of any other listed/unlisted Company. None of the directors holds any equity shares of the Company.

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# Notice (Contd.)

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Having regard to his knowledge and experience, it will be in the interest of the Company to appoint Mr. Mohan Das Kabra as an Independent Director of the Company.

In the opinion of the Board, Mr. Mohan Das Kabra fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent to the management.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2). Copy of the draft letter for appointment of Mr. Mohan Das Kabra as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the ordinary resolution as set out at Item No. 5 of the Notice for approval of the members.

Save and except Mr. Mohan Das Kabra, none of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

Registered Office:

**By order of the Board of Directors**

**Ruchi Infrastructure Ltd.**

615, Tulsiani Chambers, Nariman Point,  
Mumbai – 400 021

Date : August 22, 2017

**Ashish Mehta**

Place : Indore

Company Secretary

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## **PROFILE OF MR. NARENDRA SHAH, DIRECTOR OF THE COMPANY, WHO IS AVAILABLE FOR RE-APPOINTMENT AT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Mr. Narendra Shah is 61 years old and holds Masters Degree in Commerce and LLB from Sagar University, Madhya Pradesh. He has more than 37 years experience in the field of account and finance and is associated with the Company since 1986. He is actively involved in taxation, finance and business operations of the Company since last three decades. He was appointed on the Board of Directors on April 8, 2016, liable to retire by rotation and is retiring at this Annual General Meeting.

He is not related to any director or key managerial personnel of the Company and does not hold any equity shares of the Company. He has attended all meetings of the Board held during the financial year 2016-17 and has drawn remuneration of ₹ 37.78 Lakh as the Executive Director of the Company for the financial year 2016-17. He is not on the Board and Committees of any other listed entity. He is on the Boards of Peninsular Tankers Pvt. Ltd., Union Infrastructure Solutions Pvt. Ltd., Mangalore Liquid Impex Pvt. Ltd. and Mahakosh Holdings Pvt. Ltd. None of the directors of the Company holds any equity shares of the Company.





# Ruchi Infrastructure Limited

**33<sup>rd</sup>**

**Annual Report  
2016-17**



# RUCHI INFRASTRUCTURE LIMITED

(CIN : L65990MH1984PLC033878)

## ANNUAL REPORT 2016-17

### Board of Directors

Narendra Shah - Executive Director  
Krishna Das Gupta  
Veeresh Malik (upto July 13, 2017)  
Amrita Shahra Sachdev (upto November 23, 2016)  
Ruchi Joshi (w.e.f. December 31, 2016)  
Mohan Das Kabra (w.e.f. August 22, 2017)

### Chief Financial Officer

Ravindra Kumar Kakani

### Company Secretary

Ashish Mehta

### Auditors

Ashok Khasgiwala & Co.,  
Chartered Accountants

### Cost Auditors

K.G. Goyal & Co.,  
Cost Accountants

### Bankers

South Indian Bank Ltd.  
State Bank of India

### Registrar & Share Transfer Agent

Sarthak Global Limited  
170/10, Film Colony,  
R.N.T. Marg,  
Indore - 452 001.  
Tel: +91 731 4279626, 2526388  
e-mail: investors@sarthakglobal.com

### Registered Office

615, Tulsiani Chambers, Nariman Point,  
Mumbai - 400 021.  
Tel: +91 22 6656 0600  
Fax: +91 22 2204 3397  
e-mail: ruchiiinfrastructural@ruchiinfrastructure.com  
Website: www.ruchiinfrastructure.com

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### FORWARD LOOKING STATEMENT

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated, or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

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# Notice

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Notice is hereby given that the Thirty Third Annual General Meeting of the members of Ruchi Infrastructure Limited will be held on Wednesday, September 27, 2017 at 9.15 A.M. at Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400021, to transact the following business:

## ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** the stand-alone and consolidated Audited Financial Statements of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and the Auditors thereon, be and are hereby received, considered and adopted.”

2. To appoint a Director in place of Mr. Narendra Shah (DIN:02143172), who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Mr. Narendra Shah (DIN:02143172), Director of the Company, retiring by rotation at this 33<sup>rd</sup> Annual General Meeting, being eligible for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation.”

3. To ratify the appointment of Auditors and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, and subject to the resolution passed by the members at the 30<sup>th</sup> Annual General Meeting of the Company held on September 26, 2014, approving the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Registration No. 000743C), as the Statutory Auditors of the Company to hold office till the conclusion of the 35<sup>th</sup> Annual General Meeting, the Company hereby ratifies such appointment from the conclusion of this 33<sup>rd</sup> Annual General Meeting until the conclusion of the Annual General Meeting to be held for the financial year 2017-18 on such remuneration as may be determined by the Board of Directors of the Company.”

## SPECIAL BUSINESS:

4. To approve the appointment of Mrs. Ruchi Joshi (DIN:07406575) as an Independent Director 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment thereof for the time being in force], Mrs. Ruchi Joshi (DIN:07406575), who holds office up to the date of this 33<sup>rd</sup> Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from September 27, 2017.

**RESOLVED FURTHER THAT** Mr. Narendra Shah (DIN:02143172), Executive Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company.”

5. To approve the appointment of Mr. Mohan Das Kabra (DIN: 07896243) as an Independent Director 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 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014

# Notice (Contd.)

{Including any statutory modification(s) or re-enactment thereof for the time being in force}, Mr. Mohan Das Kabra (DIN: 07896243), who holds office up to the date of this 33<sup>rd</sup> Annual General Meeting pursuant to the provisions of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years with effect from September 27, 2017.

**RESOLVED FURTHER THAT** Mr. Narendra Shah (DIN:02143172), Executive Director and Mr. Ashish Mehta, Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company.”

Registered Office:

By order of the Board of Directors

**Ruchi Infrastructure Ltd.**

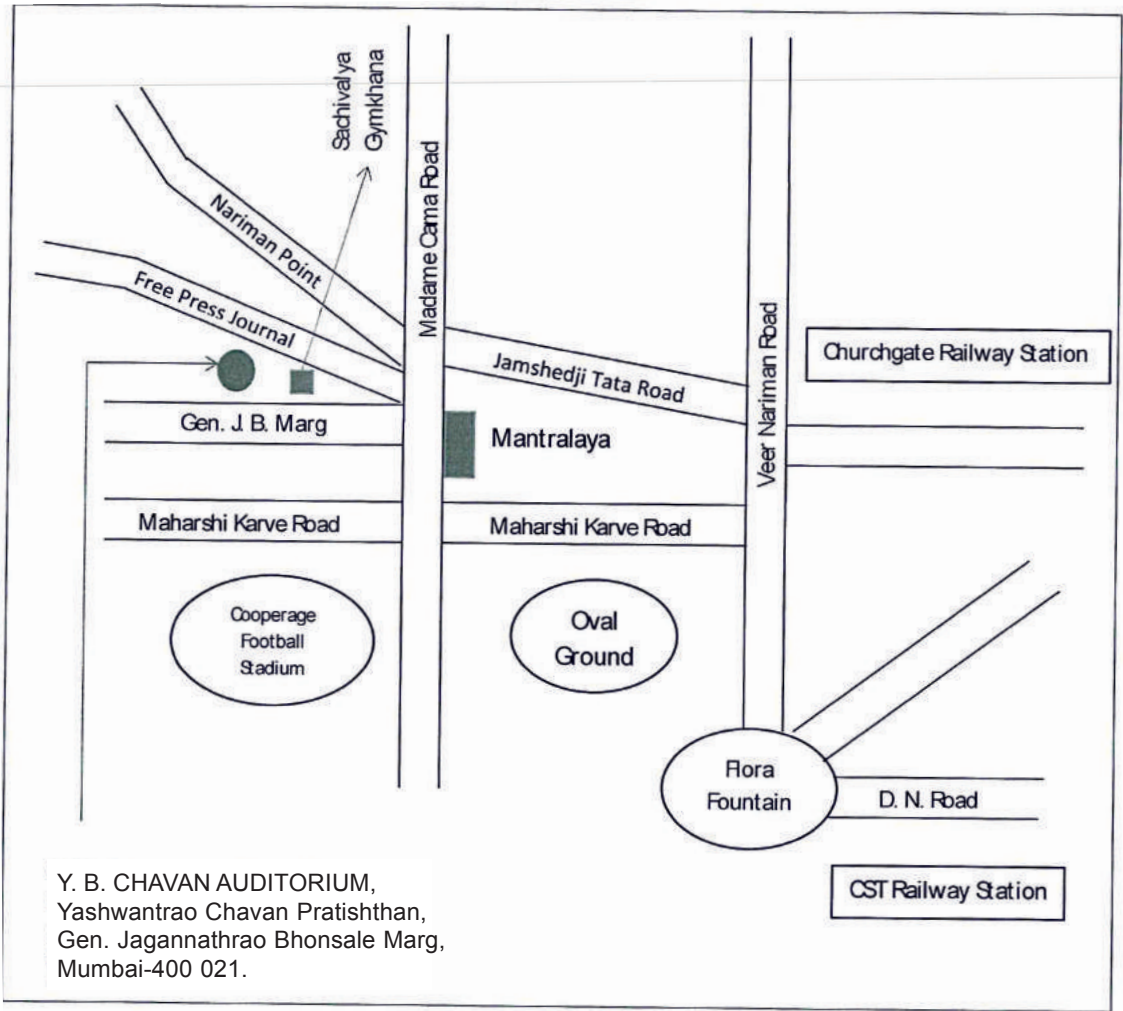
615, Tulsiani Chambers, Nariman Point,  
Mumbai – 400 021

Date : August 22, 2017

Place : Indore

**Ashish Mehta**  
Company Secretary

## ROUTE MAP TO AGM VENUE



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# Notice (Contd.)

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## NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF, AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM DULY COMPLETED AND SIGNED SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the 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 shareholder.
2. An Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013, setting out the material facts in respect of the special business to be transacted at the meeting is annexed hereto. The particulars relating to re-appointment of Mr. Narendra Shah as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (on General Meeting) are appended to the Notice.
3. Corporate members/Societies intending to send their authorized representative to attend the Annual General Meeting are requested to send a duly certified copy of Board Resolution to the Company or upload it on the e-voting portal, authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. During the period beginning twenty-four hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member entitled to vote at the meeting is entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice of such intention to inspect is given in writing to the Company.
5. Members, proxies and authorized representatives attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting hall.
6. Members, proxies and authorized representatives are requested to bring their copies of the Annual Report at the time of attending the Annual General Meeting.
7. All relevant documents referred to in accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days except Saturday up to the date of Annual General Meeting.
8. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members seeking any information with regard to the accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the management to keep the information ready at the meeting.
10. Members who wish to claim their dividends that remain unclaimed are requested to correspond with the Company or to the Registrar and Share Transfer Agent. The amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to dividend for the financial year 2008-09 to the IEPF within the stipulated time period during the year.
11. The members are requested to note that shares on which dividend remains unclaimed for seven consecutive years will also be transferred to the IEPF in terms of the provisions of Section 124 of the Companies Act, 2013 and the applicable rules made thereunder.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Company's Registrar and Share Transfer Agent.
13. The Securities and Exchange Board of India (SEBI) has also mandated that for registration of transfer of securities, the transferee(s) as well as the transferor(s) shall furnish a copy of their PAN to the Company.
14. The Annual Report 2016-17, the Notice of AGM alongwith the attendance slip/proxy form, are being sent by electronic mode to those members whose e-mail addresses are registered with the Company/depositories, unless any member has requested for a physical copy of the same. For members, who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. The members may note that the Notice of the 33<sup>rd</sup> AGM and the Annual Report 2016-17 will also be available on the Company's website viz [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).
15. Members holding shares in physical form are requested to intimate changes pertaining to their bank account details, mandates, nominations, change of address, e-mail address etc., if any, to the Company or Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must intimate the changes, if any, to their respective Depository Participants.



# Notice (Contd.)

16. To support the “Green Initiative”, the members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
17. The facility for making/varying/cancelling nominations is available for individual shareholders of the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/Registrar and Share Transfer Agent or from the Website of the Ministry of Corporate Affairs at [www.mca.gov.in](http://www.mca.gov.in).
18. The route map of the venue of the meeting is given at page no. 3 of the Annual Report. The prominent landmark for easy location of the venue of the Meeting is Mantralaya, Nariman point, Mumbai.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to its members to exercise their right to vote electronically on the business of the 33<sup>rd</sup> Annual General Meeting through the electronic voting (e-voting) service facilitated by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the meeting and the members, who have not already cast their votes by e-voting shall be able to exercise their right to vote at the meeting through ballot paper. The members who have cast their votes by e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their votes again.
- A. The instructions for e-voting are as under:

(i) The e-voting period commences on Saturday, September 23, 2017 at 10.00 AM and ends on Tuesday, September 26, 2017 at 5.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 15, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(ii) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity share capital of the Company as on the cut-off date. A person whose name is recorded in the Register of members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility for e-voting as well as voting at the meeting.

(iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(iv) Click on Shareholders.

(v) Now enter your user ID as under :-

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter folio number registered with the Company.

(vi) Next enter the Image Verification as displayed and click on Login.

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:
- |  |   |
|--|---|
|  | <b>For Members holding shares in Demat Form and Physical Form</b>   |
| PAN  | <div>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</div> <div><div>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</div><div>• In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</div></div> |
| Dividend Bank Details OR Date of Birth (DOB) | <div>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</div> <div><div>• If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</div></div>  |
- 5



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# Notice (Contd.)

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- (ix) After entering these details appropriately, click on "SUBMIT" tab.
  - (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xii) Click on the EVSN for **"RUCHI INFRASTRUCTURE LIMITED"**.
  - (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
  - (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
  - (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
  - (xx) Note for Non - Individual Shareholders and Custodians
    - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
    - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
    - After receiving the login details they have to create a compliance user id using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
    - The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- B. The Board of Directors of the Company has appointed Mr. Prashant D. Diwan, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting/ballot process in a fair and transparent manner.
- C. The Scrutinizer shall not later than two days of conclusion of 33<sup>rd</sup> Annual General Meeting, submit a consolidated scrutinizer's report to the Executive Director of the Company, who shall declare the results forthwith.

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# Notice (Contd.)

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## EXPLANATORY STATEMENT

[Pursuant to provisions of Section 102(1) of the Companies Act, 2013]

### Item No. 4

The Board of Directors of the Company, at its meeting held on December 31, 2016, had appointed Mrs. Ruchi Joshi as an Additional Director of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013, she holds the office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director of the Company. She is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates that an independent director can hold office for a term up to 5(five) consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Ruchi Joshi that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mrs. Ruchi Joshi, aged 30 years old, is a Commerce graduate and an ACS. She is engaged in corporate legal and secretarial consultancy. She has varied experience of more than 8 years in the field of Corporate Affairs and is not related to any director or key managerial personnel of the Company and does not hold any equity shares of the Company. Since the date of his appointment as an Additional Director (i.e. December 31, 2016), she has attended all meetings held upto March 31, 2017. She has not drawn any remuneration from the Company except sitting fee for attending the Board/Committee meetings and is not on the Board and Committees of any other listed entity. She is on the Board of Ruchi Renewable Energy Private Limited (Subsidiary Company). None of the directors holds any equity shares of the Company.

Having regard to her knowledge and experience, it will be in the interest of the Company to appoint Mrs. Ruchi Joshi as an Independent Director of the Company.

In the opinion of the Board, Mrs. Ruchi Joshi fulfills the conditions for her appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent to the management.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2). Copy of the draft letter for appointment of Mrs. Ruchi Joshi as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the ordinary resolution as set out at Item No. 4 of the Notice for approval of the members.

Save and except Mrs. Ruchi Joshi, none of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice.

### Item No. 5

The Board of Directors of the Company, at its meeting held on August 22, 2017, had appointed Mr. Mohan Das Kabra as an Additional Director of the Company and pursuant to the provisions of Section 161 of the Companies Act, 2013, he holds the office up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

Section 149 of the Act inter alia stipulates that an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a Company and he/she shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Mohan Das Kabra that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Mohan Das Kabra, aged 64 years old, is Master of Science from BITS, Pilani and LLB from Gujarat University, Ahmedabad. He joined Indian Revenue Service in 1978 and worked in various capacities with Income Tax Department, Madhya Pradesh, Maharashtra, Gujarat, Delhi. He has also headed as IT Ombudsman (Tamil Nadu and Pondicherry), Chennai and (Madhya Pradesh and Chhattisgarh), Bhopal. He is presently enrolled as Advocate of Madhya Pradesh, High Court. Mr. Kabra is not related to any director or key managerial personnel of the Company and does not hold any equity shares of the Company. He has not drawn any remuneration from the Company and is not on the Board and Committees of any other listed/unlisted Company. None of the directors holds any equity shares of the Company.

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# Notice (Contd.)

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Having regard to his knowledge and experience, it will be in the interest of the Company to appoint Mr. Mohan Das Kabra as an Independent Director of the Company.

In the opinion of the Board, Mr. Mohan Das Kabra fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He is independent to the management.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2). Copy of the draft letter for appointment of Mr. Mohan Das Kabra as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

The Board recommends the ordinary resolution as set out at Item No. 5 of the Notice for approval of the members.

Save and except Mr. Mohan Das Kabra, none of the other Directors or Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 5 of the Notice.

Registered Office:

**By order of the Board of Directors**

**Ruchi Infrastructure Ltd.**

615, Tulsiani Chambers, Nariman Point,  
Mumbai – 400 021

Date : August 22, 2017

**Ashish Mehta**

Place : Indore

Company Secretary

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## **PROFILE OF MR. NARENDRA SHAH, DIRECTOR OF THE COMPANY, WHO IS AVAILABLE FOR RE-APPOINTMENT AT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING PURSUANT TO SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) AND REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Mr. Narendra Shah is 61 years old and holds Masters Degree in Commerce and LLB from Sagar University, Madhya Pradesh. He has more than 37 years experience in the field of account and finance and is associated with the Company since 1986. He is actively involved in taxation, finance and business operations of the Company since last three decades. He was appointed on the Board of Directors on April 8, 2016, liable to retire by rotation and is retiring at this Annual General Meeting.

He is not related to any director or key managerial personnel of the Company and does not hold any equity shares of the Company. He has attended all meetings of the Board held during the financial year 2016-17 and has drawn remuneration of ₹ 37.78 Lakh as the Executive Director of the Company for the financial year 2016-17. He is not on the Board and Committees of any other listed entity. He is on the Boards of Peninsular Tankers Pvt. Ltd., Union Infrastructure Solutions Pvt. Ltd., Mangalore Liquid Impex Pvt. Ltd. and Mahakosh Holdings Pvt. Ltd. None of the directors of the Company holds any equity shares of the Company.

# Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the Thirty Third Annual Report together with the Audited Financial Statements of the Company for the year ended March 31, 2017.

## FINANCIAL RESULTS

	2016-2017 (₹ in Crore)	2015-2016 (₹ in Crore)
<b>Revenue from operations</b>	<b>293.39</b>	<b>2,322.73</b>
<b>Profit/(Loss) before Depreciation, Tax and Exceptional Items</b>	<b>3.19</b>	<b>5.77</b>
Exceptional Items	1.04	—
Profit before depreciation and tax	2.15	5.77
Depreciation	10.19	10.00
<b>Profit before taxation</b>	<b>(8.04)</b>	<b>(4.23)</b>
Provision for taxation	(1.92)	(0.76)
<b>Profit/(Loss) after taxation</b>	<b>(9.96)</b>	<b>(4.99)</b>
Balance brought forward from previous year	7.75	16.69
Amount available for appropriation	(2.21)	11.70
<b>APPROPRIATION</b>		
Proposed Dividend		
– Preference	—	3.28
– Equity	—	—
Tax on dividend	—	0.67
<b>Balance as at end of year</b>	<b>(2.21)</b>	<b>7.75</b>

## OPERATIONS AND STATE OF AFFAIRS

The revenue from operations of the Company for the financial year under review has been recorded as ₹ 293.39 Crore as against that of ₹ 2,322.73 Crore recorded in the previous financial year. During the year under review, the trading activities have been checked and suspended on account of adverse effect on profitability and cash flows largely due to volatile commodity prices, foreign exchange fluctuations and slow moving receivables. The earnings before depreciation and tax (EBDT) were ₹ 2.15 Crore as against ₹ 5.77 Crore during the previous year. The loss after tax of the Company for the financial year 2016-17 was ₹ 9.96 Crore and as against loss after tax of ₹ 4.99 Crore during the previous financial year.

Last two years have been very tough for the Company, however the Company is focused on its core infrastructure activities.

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this Report. There is no change in the nature of business during the year under review.

## TRANSFER TO RESERVES

The Company has not transferred any amount to the reserves during the financial year under review.

## DIVIDEND

The Directors regret the inability to propose any dividend for the year under review.

## CONSOLIDATED FINANCIAL STATEMENTS

In compliance with the applicable provisions of the Companies Act, 2013 read with the Accounting Standard 21 on Consolidated Financial Statements, this Annual Report includes Consolidated Financial Statements of the Company for the financial year 2016-17.

## DIRECTORS

As per the provisions of Section 152 of the Companies Act, 2013, Mr. Narendra Shah, Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year, the members of the Company at the 32nd Annual General Meeting held on September 14, 2016, had appointed Mr. Narendra Shah as the Executive Director of the Company for a period of three years with effect from April 8, 2016, liable to retire by rotation, pursuant to the provisions of Section 152, 196, 197 and 203 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Dinesh Chandra Shahra,

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# Directors' Report (Contd.)

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Mr. Sajeve Deora, Mr. N. Murugan, Mr. Naveen Gupta, Mrs. Amrita Shahra Sachdev and Mr. Veeresh Malik have resigned from Directorship of the Company with effect from April 8, 2016; April 7, 2016; April 8, 2016; April 21, 2016; November 23, 2016 and July 13, 2017, respectively. Mr. Naveen Gupta and Mr. Veeresh Malik resigned due to their health reasons and the other directors vacated their offices due to pre-occupation. The Board of Directors places on record its sincere appreciation for the valuable contribution made by them during their association with the Company.

The Board of Directors of the Company has appointed Mrs. Ruchi Joshi and Mr. Mohan Das Kabra as Additional Directors of the Company with effect from December 31, 2016 and August 22, 2017, respectively. The Company is in receipt of notices under Section 160 of the Companies Act, 2013 proposing their candidatures for directorship of the Company.

Based on the recommendation of the Nomination and Remuneration Committee and reviewing the declarations submitted by Mrs. Ruchi Joshi and Mr. Mohan Das Kabra, the Board of Directors of the Company formed an opinion that Mrs. Ruchi Joshi and Mr. Mohan Das Kabra meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for being appointed as Independent Directors on the Board of the Company to hold office for a term of 3 (three) years with effect from September 27, 2017. The Company has received the requisite disclosures/declarations from Mrs. Ruchi Joshi and Mr. Mohan Das Kabra as required under the relevant provisions of the Companies Act, 2013.

All Independent Directors of the Company have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors of your Company is disqualified for being appointed as Director, as specified in Section 164(2) of the Companies Act, 2013 read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Necessary information (including brief resume) required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of the appointment/re-appointment of Directors at the ensuing Annual General Meeting is given in the notice convening the 33rd Annual General Meeting of the Company.

The details of programs for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business modes of the company and related matters are available on the website of the Company i.e. [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

## KEY MANAGERIAL PERSONNEL

The Key Managerial Personnel of the Company are Mr. Narendra Shah, Executive Director (since April 8, 2016), Mr. Ravindra Kumar Kakani, Chief Financial Officer (since April 8, 2016) and Mr. Ashish Mehta, Company Secretary.

During the year under review Mr. Dinesh Shahra resigned from the office of Managing Director and Mr. Narendra Shah resigned from the office of Chief Financial Officer.

## DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your directors confirm that:

- in the preparation of the annual accounts for the financial year ended March 31, 2017, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the loss of the Company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## PERFORMANCE EVALUATION OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Board of Directors has carried out an annual performance evaluation of its own performance, board committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as per the framework laid down in the Nomination, Remuneration and Evaluation policy of the Company. The performance evaluation of Independent Directors was carried out by the entire Board excluding the Director being evaluated; and the performance evaluation of the Executive Director, Non Independent Directors and the Board as whole was also carried out by the Independent Directors.

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# Directors' Report (Contd.)

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## MEETINGS OF THE BOARD

The Board of Directors of the Company met six times during the financial year 2016-17. The meetings were held on April 8, 2016, May 27, 2016, August 9, 2016, November 9, 2016, December 31, 2016 and February 9, 2017.

## EXTRACT OF ANNUAL RETURN

An extract of the Annual Return of the Company in form MGT-9 in accordance with Section 92(3) of the Companies Act, 2013 and relevant rules made thereunder is annexed herewith as **Annexure I** to this report.

## AUDITOR AND AUDITORS' REPORT

### STATUTORY AUDITORS

M/s. Ashok Khasgiwala & Co., Chartered Accountants (Firm Registration No. 000743C) were appointed as Statutory Auditors of the Company in the 30<sup>th</sup> Annual General Meeting of the Company for a period of five years i.e. until the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company, subject to ratification of their appointment by members at every Annual General Meeting held after the above said AGM. The Board proposes ratification of the appointment of M/s. Ashok Khasgiwala & Co., Chartered Accountants as Statutory Auditors of the Company for approval of the members in the ensuing Annual General Meeting.

M/s. Ashok Khasgiwala & Co., Chartered Accountants have furnished a written consent and certificate to the effect that the ratification of their appointment, if made, would be in accordance with the provisions of Section 139 and 141 of the Companies Act, 2013. As required under Regulation 33(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

The notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

### SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit Report for the financial year ended March 31, 2017 issued by Mr. Prashant Diwan, Practising Company Secretary is annexed herewith as **Annexure II** and is self explanatory. The Board has advised the promoters to comply with provisions of Regulation 31 of SEBI (Listing obligations and Disclosure Requirements) Regulation, 2015, pertaining to dematerialisation of their shareholding.

### SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

Your Company has three subsidiaries as at March 31, 2017 i.e. Mangalore Liquid Impex Pvt. Ltd., Peninsular Tankers Pvt. Ltd. and Ruchi Renewable Energy Pvt. Ltd. During the year, Union Infrastructure Solutions Pvt. Ltd. ceased to be a subsidiary of the Company with effect from February 9, 2017.

The Company does not have any joint venture and associate Company during the year under review, however financials of an associate partnership firm, namely, Narang & Ruchi Developers have been consolidated in terms of applicable Accounting Standard.

The statement containing salient features of the financial statements and highlights of performance of its Subsidiary Companies and their contribution to the overall performance of the Company during the period is attached with the financial statements of the Company in form AOC-1. The Annual Report of your Company, containing inter alia the audited standalone and consolidated financial statements, has been placed on the website of the Company at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com). Further, the audited financial statements together with related information of each of the subsidiary Companies have also been placed on the website of the Company at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

The policy for determining material subsidiary as approved by the Board of Directors of the Company are available on the website of the Company at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

### PARTICULARS OF LOANS/ADVANCES, GUARANTEES, INVESTMENTS AND SECURITIES

Particulars of loans/advances, investments, guarantees made and securities provided during the year as required under the provisions of Section 186 of the Companies Act, 2013 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the notes to the standalone financial statements (Please refer Note 47 to the standalone financial statements).

### PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. Prior omnibus approval was obtained from the Audit Committee of the Board for the related party transactions which are of repetitive nature and which can be foreseen and accordingly the required disclosures are made to the Audit Committee on quarterly basis including transactions made under such omnibus approval of the Committee. All related party transactions were placed before the Audit Committee and the Board for review and approval.



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# Directors' Report (Contd.)

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During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and policy of the Company on materiality of related party transactions. The policy on materiality of related party transactions and on dealing with related party transactions as approved by the Audit Committee and the Board of Directors may be accessed on the Company's website at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com). Your directors draw attention of the members to Note 45 to the standalone financial statements which set out related party disclosures in terms of the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Since the Company is not engaged in any manufacturing activity, the information related to conservation of energy and technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014, is not applicable to the Company.

Foreign Exchange earning was ₹ Nil (Previous year ₹ 44.95 Crores) and Foreign Exchange Outgo was ₹ 0.16 Crores (Previous year ₹ 4.88 Crores).

## INTERNAL CONTROL SYSTEM 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 adopted policies and procedures for ensuring the effective internal financial control systems for efficient conduct of its business, safeguarding of its assets, the prevention and detection of frauds and errors, accuracy and completeness of accounting records and the timely preparation of reliable financial disclosures. The Company has adopted accounting policies, which are in line with the Accounting Standards and the Companies Act 2013. The Company continues to have periodical audits conducted of all its functions and activities to ensure that systems and procedures are followed across all areas. The Audit Committee regularly reviews the adequacy of internal control systems through such audits. The Internal Auditor reports directly to the Audit Committee. Significant audit observations and recommendations along with corrective actions taken by the management thereon are presented to the Audit Committee and thereafter to the Board. The Company also has a budgetary control system to monitor expenditure against approved budgets on an ongoing basis.

## RISK MANAGEMENT

With focused approach towards core business of storage infrastructure and renewable energy, the Board regularly reviews the risk management strategy of the Company.

## CORPORATE GOVERNANCE

The Company adheres to the corporate governance requirements set out by the Securities and Exchange Board of India (SEBI) and is committed to maintain the highest standards of corporate governance. A separate report on Corporate Governance forms an integral part of this Annual Report. Certificate of Statutory Auditors' regarding compliance of conditions of Corporate Governance as stipulated under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed herewith as **Annexure III** to this Report.

## PARTICULARS OF EMPLOYEES

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is annexed herewith as **Annexure IV** to this report and the information required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in the annexure forming part of this Report. In terms of the first proviso to Section 136 of the Companies Act, 2013, the Report and Accounts are being sent to the members excluding the aforesaid annexure. Any member interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company.

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

As required under Section 177(9) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism/Whistle Blower Policy for its directors and employees to report their genuine concerns/grievances. The Policy also provides adequate safeguards against victimization of persons who use such mechanism and makes provisions for direct access to the Vigilance Officer. The Vigil Mechanism/Whistle Blower Policy is uploaded on the website of the Company at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

## NOMINATION, REMUNERATION AND EVALUATION POLICY

The Nomination, Remuneration and Evaluation Policy of the Company as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company in accordance with the provisions of Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as **Annexure V** to this report. The policy is also available on the website of the Company i.e. [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has a duly constituted Corporate Social Responsibility (CSR) Committee, which is responsible for fulfilling the CSR objectives of the Company. The Committee comprises of Mr. Mohan Das Kabra (Chairman with effect from August 22, 2017), Mr. Narendra Shah and Mrs. Ruchi Joshi, as members. Before introduction of Mr. Mohan Das Kabra, the Committee was

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# Directors' Report (Contd.)

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chaired by Mr. Veeresh Malik, who vacated the office of independent director with effect from July 13, 2017. The CSR Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy) which was approved by the Board and is available on the website of the Company at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

During the year, the Company was not required to spend any amount on CSR activities/ programs as the Company did not have any average net profits calculated in terms of the provisions of Section 135 read with Section 198 of the Companies Act, 2013. Annual report on CSR activities as required under the Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure VI** to this Report.

## **OTHER COMMITTEES OF THE BOARD**

The Board of Directors of the Company had already constituted various Committees and approved their terms of reference/role in compliance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The details of the role and composition of these Committees, including the number of meetings held during the financial year and attendance at the meetings, are provided in the Corporate Governance Report forming part of this Annual Report.

## **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company always believed in providing an encouraging work environment devoid of discrimination and harassment including sexual harassment and has adopted a policy in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder. The objective of the policy is to prohibit, prevent and address issues of sexual harassment at the workplace. The policy covers all employees irrespective of their nature of employment and also applicable in respect of all allegations of sexual harassment made by an outsider against an employee. An Internal Complaints Committee (ICC) has also been set up to redress complaints received on sexual harassment. No complaint was pending at beginning of the year and none has been received during the year.

## **GENERAL DISCLOSURES**

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions pertaining to such matters during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. The Managing Director/Executive Director of the Company did not receive any remuneration or commission from any of the subsidiaries of the Company.
5. No significant or material orders passed by the Regulators/Courts/Tribunals impacting the going concern status of the Company and its operations in future.
6. No instances of fraud reported by the Statutory Auditors under Section 143(12) of the Companies Act, 2013 and the rules framed thereunder either to the Company or to the Central Government.

## **ACKNOWLEDGEMENT**

Yours Directors place on record their gratitude for the valued support and assistance extended to the Company by the Shareholders, Banks and Government Authorities and look forward to their continued support. Your directors also express their appreciation for the dedicated and sincere services rendered by employees of the Company.

For and on behalf of the Board of Directors

Place : Indore  
Date : August 22, 2017

**Narendra Shah**  
Executive Director  
DIN: 02143172

**Krishna Das Gupta**  
Director  
DIN:00374379

# Directors' Report (Contd.)

## ANNEXURE I TO DIRECTORS' REPORT

### EXTRACT OF ANNUAL RETURN (FORM NO. MGT-9)

as on the financial year ended on 31.03.2017

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

I.	REGISTRATION AND OTHER DETAILS	
i)	CIN	L65990MH1984PLC033878
ii)	Registration Date	August 28, 1984
iii)	Name of the Company	Ruchi Infrastructure Limited
iv)	Category/Sub-Category of the Company	Company Limited by Shares
v)	Address of the Registered office & contact details	615, Tulsiani Chambers, Nariman Point, Mumbai- 400021, Maharashtra Tel. No.: +91 22 66560600 Fax No. +91 22 22043397 e-mail: ashish_mehta@ruchiinfrastructure.com
vi)	Whether listed Company	Yes
vii)	Name, Address and contact details of Registrar & Transfer Agent	Sarthak Global Limited 170/10, Film Colony, R.N.T. Marg, Indore - 452 001. Tel: +91 731 4279626/2523545 email: investors@sarthakglobal.com

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are as given below:

S. No.	Name & Description of main products/services	NIC Code of the Product/service	% to total turnover of the Company
1.	Storage & Warehousing	52109	8.42
2.	Trading of Oils	—	12.13
3.	Trading in Agri Commodities	—	76.52

## III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Mangalore Liquid Impex Private Limited II Floor, Shri Ram Towers, Kuloor Junction, Mangalore, Karnataka - 575 013	U85110KA1997PTC021887	Subsidiary	98	2(87)
2	Peninsular Tankers Private Limited 615, Tulsiani Chambers, Nariman Point, Mumbai, Maharashtra - 400 021	U35100MH2007PTC176717	Subsidiary	100	2(87)
3	Ruchi Renewable Energy Private Limited 615, Tulsiani Chambers, Nariman Point, Mumbai, Maharashtra - 400 021	U40104MH2008PTC185366	Subsidiary	100	2(87)
4	Union Infrastructure Solutions Pvt. Ltd. 615, Tulsiani chambers, Nariman Point, Mumbai, Maharashtra - 400 021	U74120MH2011PTC223411	Subsidiary (upto February 9, 2017)	100	2(87)

# Directors' Report (Contd.)

## IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage to total Equity)

### (i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
*a) Individual/HUF	23215961	25199300	48415261	23.59	23215961	25199300	48415261	23.59	—
b) Central Govt.	—	—	—	—	—	—	—	—	—
c) State Govt.	—	—	—	—	—	—	—	—	—
d) Bodies Corporate	39935384	19920700	59856084	29.16	39935384	19920700	59856084	29.16	—
e) Banks/FI	—	—	—	—	—	—	—	—	—
f) Any other									
Dinesh Chandra Shahra (On behalf of Disha Foundation)	3505610	—	3505610	1.71	3505610	—	3505610	1.71	—
<b>Sub-total (A)(1)</b>	66656955	45120000	111776955	54.46	66656955	45120000	111776955	54.46	—
<b>(2) Foreign</b>									
a) NRI- Individuals	7600000	—	7600000	3.70	7600000	—	7600000	3.70	—
b) Other- Individuals	—	—	—	—	—	—	—	—	—
c) Bodies Corporate	—	—	—	—	—	—	—	—	—
d) Banks/FI	—	—	—	—	—	—	—	—	—
e) Any other	—	—	—	—	—	—	—	—	—
<b>Sub-total (A)(2)</b>	7600000	—	7600000	3.70	7600000	—	7600000	3.70	—
<b>Total Shareholding of Promoters (A) = (A)(1)+(A) (2)</b>	74256955	45120000	119376955	58.16	74256955	45120000	119376955	58.16	—
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
a) Mutual Funds	—	—	—	—	—	—	—	—	—
b) Banks/FI	—	—	—	—	—	—	—	—	—
c) Central Govt.	—	—	—	—	—	—	—	—	—
d) State Govt.	—	—	—	—	—	—	—	—	—
e) Venture Capital Funds	—	—	—	—	—	—	—	—	—
f) Insurance Companies	—	—	—	—	—	—	—	—	—
g) FIs	430000	—	430000	0.21	—	—	—	—	(0.21)
h) Foreign Venture Capital Funds	—	—	—	—	—	—	—	—	—
i) Others (specify)	—	—	—	—	—	—	—	—	—
<b>Sub-total (B)(1)</b>	430000	—	430000	0.21	—	—	—	—	(0.21)
<b>(2) Non Institutions</b>									
a) Bodies corporates									
i) Indian	39414658	12087000	51501658	25.10	35516612	12087000	47603612	23.19	(1.91)
ii) Overseas	27233742	—	27233742	13.27	27663742	—	27663742	13.48	0.21
b) Individuals									
i) Individual shareholders holding nominal share capital upto ₹ 1 lakh	5898145	46200	5944345	2.90	6801104	46200	6847304	3.34	0.44
ii) Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	747339	—	747339	0.36	690933	—	690933	0.34	(0.02)
c) Others - Clearing Members	5903	—	5903	—	3057396	—	3057396	1.49	1.49
<b>Sub-total (B)(2):</b>	73299787	12133200	85432987	41.63	73729787	12133200	85862987	41.84	0.21
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	73729787	12133200	85862987	41.84	73729787	12133200	85862987	41.84	—
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	—	—	—	—	—	—	—	—	—
<b>Grand Total (A+B+C)</b>	147986742	57253200	205239942	100.00	147986742	57253200	205239942	100.00	—

\* As per the intimations received by the Company, couple of promoters group entities have gifted 45,00,000 equity shares in aggregate to another promoter group entity during the month of March, 2017 and another promoter group entity acquired 29,00,000 equity shares from open market during the last week of March, 2017. However, till 31st March 2017, such acquisitions were not reflected in the respective demat accounts of the acquirers.

# Directors' Report (Contd.)

## (ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Neha Shahra	400000	0.19	—	400000	0.19	—	—
2	Sarvesh Shahra	5971	—	—	5971	—	—	—
3	Umesh Shahra	4800000	2.34	—	4800000	2.34	—	—
4	Neeta Shahra	4800000	2.34	—	4800000	2.34	—	—
5	Savitri Devi Shahra	1200000	0.58	—	1200000	0.58	—	—
6	Sunaina Shahra	2400000	1.17	—	2400000	1.17	—	—
7	Kailash Chandra Shahra HUF	7200000	3.51	3.36	7200000	3.51	2.34	—
8	Vishesh Shahra	4799990	2.34	—	4799990	2.34	—	—
9	Suresh Chandra Shahra HUF	1200000	0.58	—	1200000	0.58	—	—
10	Bhavna Goel	2400000	1.17	—	2400000	1.17	—	—
11	Ushadevi Shahra	1200000	0.59	—	1200000	0.59	—	—
12	Santosh Shahra	7200000	3.51	—	7200000	3.51	—	—
13	Aditi Shahra	2400000	1.17	—	2400000	1.17	—	—
14	Ruchi Shahra	2400000	1.17	—	2400000	1.17	—	—
15	Manish Shahra	4802000	2.34	—	4802000	2.34	—	—
16	Mrudula Shahra	1197300	0.58	—	1197300	0.58	—	—
17	Dinesh Shahra HUF	10000	—	—	—	—	—	—
18	Amisha Shahra	—	—	—	10000	—	—	—
19	Dinesh Chandra Shahra (Holding on behalf of Disha Foundation)	3505610	1.71	—	3505610	1.71	—	—
20	Ruchi Soya Industries Limited	27324239	13.31	—	27324239	13.31	—	—
21	Mahakosh Holdings Private Limited	15057840	7.34	—	15057840	7.34	—	—
22	Maha Kosh Papers Private Limited	6000000	2.92	—	6000000	2.92	—	—
23	Soyumm Marketing Private Limited	4453305	2.17	—	4453305	2.17	—	—
24	Sarthak Industries Limited	1950700	0.95	—	1950700	0.95	—	—
25	Viksit Engineering Limited	2400000	1.17	—	2400000	1.17	—	—
26	Nutrela Marketing Limited	1200000	0.59	—	1200000	0.59	—	—
27	Shahra Brothers Private Limited	1470000	0.72	—	1470000	0.72	—	—
28	Ankesh Shahra	7600000	3.70	—	7600000	3.70	—	—
	<b>Total</b>	<b>119376955</b>	<b>58.16</b>	<b>3.36</b>	<b>119376955</b>	<b>58.16</b>	<b>2.34</b>	<b>—</b>

# Directors' Report (Contd.)

## (iii) Change in Promoters' Shareholding

Sl. No.	Name of Promoters	Shareholding at the beginning of the year		Date wise Increase/Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/sweat equity etc.)	Cumulative Shareholding during the Year		Share holding at the end of the year	
		No. of Shares	% of total Shares of the Company		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Dinesh Chandra Shahra HUF	10000	—	Sale of 10000 equity shares on 17.06.2016	—	—	—	—
2	Amisha Shahra	—	—	Acquisition of 10000 equity shares on 17.06.2016	10000	—	10000	—
3	Savitri Devi Shahra	1200000	0.58	Gift of 1200000 equity shares on 14.03.2017	—	—	—	—
4	Shashwat Trust (Trustee - Mr. Umesh Shahra)	—	—	Receipt of 1200000 equity shares on 14.03.2017 and 3300000 equity shares on 31.03.2017 by way of gift	4500000	2.19	4500000	2.19
5	Neeta Shahra	4800000	2.34	Gift of 3300000 equity shares on 31.03.2017	1500000	0.73	1500000	0.73
6	Soyumm Marketing Private Limited	4453305	2.17	Acquisition of 2700000 equity shares on 30.03.2017 and 200000 equity shares on 31.03.2017	7353305	3.58	7353305	3.58

**Note:** Except above, there is no change in the holding of Promoters and Promoters Group during the financial year 2016-2017. The change in shareholding of promoters as mentioned in point no. 3 to 6 have not been reflected in the respective demat accounts of the acquirers/seller hence the effect of such changes have not been disclosed in point no. IV (i)/(ii).

## (iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name of Top Ten Shareholders	Shareholding at the beginning of the year as on 01.04.2016		Cumulative Shareholding at the end of the year as on 31.03.2017	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Bunkim Finance & Inv. Pvt. Ltd.	2,89,86,321	14.12	2,89,86,321	14.12
2	Jayati Finance & Inv. Pvt. Ltd.	96,93,813	4.72	95,16,569	4.64
3	Cresta Fund Limited	85,94,699	4.19	85,94,699	4.19
4	APMS Investments Fund Limited	70,66,809	3.44	70,66,809	3.44
5	Antarika Resources Limited	58,22,800	2.84	58,22,800	2.84
6	Lotus Global Investments Limited	57,49,434	2.80	57,49,434	2.80
7	*Anand Rathi Share & Stock Brokers Ltd.	200	0.00	29,83,254	1.45
8	Anand Mangal Investment & Finance Pvt. Ltd.	54,87,254	2.67	25,04,000	1.22
9	Keval India Limited	24,00,000	1.17	24,00,000	1.17
10	Sarthak Global Limited	16,80,000	0.82	16,80,000	0.82
11	**Delhi Iron & Steel Co. Pvt. Ltd.	15,53,278	0.76	5,00,000	0.24

The shares of the Company are traded on a daily basis and hence the datewise increase/decrease in shareholding is not indicated.

\* Not in the list of Top 10 shareholders as on 01.04.2016. The same has been refelected above since the shareholder was in the Top 10 shareholders as on 31.03.2017.

\*\* Ceased to be in the list of Top 10 shareholders as on 31.03.2017. The same is reflected above since the shareholder was one of Top 10 shareholders as on 01.04.2016.

## (v) Shareholding of Directors and Key Manegerial Personnel

Sl. No.	Name of Directors/KMP	Shareholding at the beginning of the year as on 01.04.2016		Cumulative Shareholding at the end of the year as on 31.03.2017	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Dinesh Chandra Shahra (HUF)*	10,000	—	10,000	—

\*Mr. Dinesh Chandra Shahra has resigned from Directorship of the Company with effect from April 8, 2016. None of the other Directors/ Key Managerial Personnel hold any shares in the Company.



# Directors' Report (Contd.)

## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment <span>(Amount in ₹)</span>				
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtness at the beginning of the financial year</b>				
i) Principal Amount	2217897427	—	—	2217897427
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	12938855	—	—	12938855
<b>Total (i+ii+iii)</b>	<b>2230836282</b>	<b>—</b>	<b>—</b>	<b>2230836282</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	970000000	—	—	970000000
Reduction	1947621010	—	—	1947621010
<b>Net Change</b>	<b>(977621010)</b>	<b>—</b>	<b>—</b>	<b>(977621010)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1247487364	—	—	1247487364
ii) Interest due but not paid	—	—	—	—
iii) Interest accrued but not due	5727908	—	—	5727908
<b>Total (i+ii+iii)</b>	<b>1253215272</b>	<b>—</b>	<b>—</b>	<b>1253215272</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole time director and/or Manager (Amount in ₹)

S. No.	Particulars of Remuneration	Name of the MD/WTD/ Manager		Total Amount
		Mr. Dinesh Chandra Shahra	Mr. Narendra Shah	
1	<b>Gross salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	20,333	37,77,774	37,98,107
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	—	—	—
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	—	—	—
2	Stock option	—	—	—
3	Sweat Equity	—	—	—
4	Commission	—	—	—
	as % of profit	—	—	—
	others (specify)	—	—	—
5	Others, please specify	—	—	—
	<b>Total (A)</b>	20,333	37,77,774	37,98,107
	<b>Ceiling as per the Act</b>	1,20,00,000	1,20,00,000	2,40,00,000

Mr. Dinesh Chandra Shahra has resigned from the directorship of the Company with effect from April 8, 2016.

Mr. Narendra Shah was appointed as an Executive Director of the Company from April 8, 2016 and till April 7, 2016, he was Chief Financial Officer of the Company.

# Directors' Report (Contd.)

B. REMUNERATION TO OTHER DIRECTORS (Amount in ₹)

S. No.	Particulars of Remuneration	Name of the Directors					Total Amount
		Mr. N.* Murugan	Mr. Veeresh* Malik	Mr. Krishna Das Gupta	Mr. Sajeve* Deora	Mrs. Ruchi Joshi	
1	Independent Directors						
	Fee for attending board/committee meetings	12,000	64,000	56,000	—	8,000	1,40,000
	Commission	—	—	—	—	—	—
	Others, please specify	—	—	—	—	—	—
	Total (1)	12,000	64,000	56,000	-	8,000	1,40,000
2	Other Non-Executive Directors	Mr. Naveen* Gupta	Mrs. Amrita Shahra Sachdev*				
	Fee for attending board/committee meetings	8,000	4,000	—	—	—	12,000
	Commission	—	—	—	—	—	—
	Others, please specify	—	—	—	—	—	—
	Total (2)	—	—	—	—	—	—
	Total (B)=(1+2)						1,52,000
	Total Managerial Remuneration						37,98,107
	Overall Cieling as per the Act						2,40,00,000

\* Refer para on “Directors” in the Directors Report for information on directors who retired from the Board.

C. Remuneration to Key Managerial Personnel other than Managing Director/Manager/Whole-time Director (Amount in ₹)

S.No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO - Mr. Ravindra Kakani (From April 8, 2016)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	21,62,669	8,76,337	30,39,006
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	—	—	—
	(c ) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	—	—	—
2	Stock Option	—	—	—
3	Sweat Equity	—	—	—
4	Commission	—	—	—
	as % of profit	—	—	—
	others, specify	—	—	—
5	Others, please specify	—	—	—
	Total	21,62,669	8,76,337	30,39,006

Directors' Report

(Contd.)

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 OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

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# Directors' Report (Contd.)

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## ANNEXURE II TO DIRECTORS' REPORT SECRETARIAL AUDIT REPORT

(FORM NO. MR-3)

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2017

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

To,

The Members,

**Ruchi Infrastructure Limited**

615, Tulsiani Chambers, Nariman Point

Mumbai – 400 021

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Ruchi Infrastructure Limited** having CIN: L65990MH1984PLC033878 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended 31<sup>st</sup> March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
  - (c) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (v) Food Safety and Standards Act, 2006.

As per the explanations given to me in the representations made by the management and relied upon by me, during the period under review, provisions of the following regulations were not applicable to the Company:

- (i) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment, Foreign Direct Investment and External Commercial Borrowings.
- (ii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

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

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above to this report to the extent applicable, except following:

- 1) **The Composition of Audit Committee of the Company was not as per Regulation 18(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act 2013 for the period from 8<sup>th</sup> April, 2016 to 18<sup>th</sup> May, 2016.**
- 2) **The Composition of NRC Committee of the Company was not as per Regulation 19(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act 2013 for the period from 8<sup>th</sup> April, 2016 to 18<sup>th</sup> May, 2016 and during the period from 23<sup>rd</sup> November, 2016 to 31<sup>st</sup> December, 2016.**

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# Directors' Report (Contd.)

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- 3) The Composition of Stakeholders Relationship Committee of the Company was not as per Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 (5) of the Companies Act 2013 for the period from 8<sup>th</sup> April, 2016 to 18<sup>th</sup> May, 2016.
- 4) The Composition of CSR Committee of the Company was not as per the provision of Section 135 of the Companies Act 2013 for the period from 8<sup>th</sup> April, 2016 to 18<sup>th</sup> May, 2016 and during the period from 23<sup>rd</sup> November, 2016 to 31<sup>st</sup> December, 2016.
- 5) The shareholding of promoter(s) and promoter group is not hundred percent in dematerialized form as required under Regulation 31(2) of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I further report that:

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

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

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

I further report that as per the explanations given to me in the representations made by the management and relied upon by me there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

As per the explanations given to me in the representations made by the management and relied upon by me, I further report that, during the audit period, there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

**C.S. Prashant Diwan**  
**Practising Company Secretary**  
**FCS: 1403 CP: 1979**

Date: August 22, 2017  
Place: Mumbai

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,  
**Ruchi Infrastructure Limited,**  
615, Tulsiani Chambers, Nariman Point  
Mumbai – 400 021

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

**C.S. Prashant Diwan**  
**Practising Company Secretary**  
**FCS: 1403 CP: 1979**

Date: August 22, 2017  
Place: Mumbai

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# Directors' Report (Contd.)

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## Annexure III to the Directors' Report

### Auditors' Certificate

To  
The Members of  
Ruchi Infrastructure Limited

We have examined the compliances of conditions of Corporate Governance by Ruchi Infrastructure Limited for the year ended March 31, 2017 as stipulated in Regulation 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliances of conditions of Corporate Governance is the responsibility of the management. Over examination has been limited to a review of the procedure and implementation thereof adopted by the Company for ensuring the compliances with the conditions of the certificate of Corporate Governance as stipulated in the said regulations. It is neither an audit nor an expression or opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to explanations given to us, and the representations made by the Directors and the management, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing regulations as mentioned above, barring few incidences of non-compliance pertaining to composition of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Board of Directors of the Company for intermittent periods.

As informed to us, the records relating to investors' grievances pending against the Company, if any, is maintained by the Registrar of the Company, who has certified that as at March 31, 2017, no grievances remained unattended pending for more than 30 days.

We further state that such compliances 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 and on behalf of  
**Ashok Khasgiwala & Co.**  
Chartered Accountants

**CA Ashok Khasgiwala**  
Partner  
Membership No. 070288

Place: Indore  
Date: August 22, 2017



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# Directors' Report (Contd.)

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**ANNEXURE IV TO THE DIRECTORS' REPORT**

The information pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are as given below:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year;

Mr. Dinesh Chandra Shahra resigned from the office of Managing Director with effect from April 8, 2016 and Mr. Narandra Shah is the Executive Director of the Company with effect from April 8, 2016. The ratio of their remuneration to the median remuneration of the employees of the Company for the financial year was as under:

Mr. Dinesh Chandra Shahra	0.09:1.00
Mr. Narendra Shah	11.46:1.00

The other Directors are non-executive and independent directors and hence were paid only sitting fee.

2. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Mr. Dinesh Chandra Shahra	Nil
Mr. Narendra Kumar Shah	71%
Mr. Ashish Mehta	Nil
Mr. Ravindra Kumar Kakani	1%

3. The percentage increase in the median remuneration of employees in the financial year : (9%)
4. The number of permanent employees on the rolls of Company : 79 as on March 31, 2017.
5. 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: Nil.
6. Affirmation that the remuneration is as per the remuneration policy of the Company:

The remuneration is as per the Nomination, Remuneration and Evaluation policy of the Company.

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# Directors' Report (Contd.)

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## ANNEXURE V TO THE DIRECTORS' REPORT

### Nomination, Remuneration and Evaluation Policy

This Nomination, Remuneration and Evaluation Policy (the "Policy") applies to the Board of Directors (the "Board"), Key Managerial Personnel (the "KMP") and the Senior Management Personnel of Ruchi Infrastructure Limited (the "Company").

"Key Managerial Personnel (KMP) means –

- (i) Managing Director;
- (ii) Company Secretary,
- (iii) Whole-time Director;
- (iv) Chief Financial Officer; and
- (v) Such other Officer as may be prescribed.

The term "Senior Management Personnel" means to include all members other than the Directors and KMPs of the Company, who are the functional heads of the different functions of the Company.

This Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

#### 1. Purpose

The primary objective of the Policy is to provide a framework and set standards for the selection, nomination, remuneration and evaluation of the Directors, Key Managerial Personnel and officials comprising the senior management. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, Key Managerial Personnel and Senior Management.

#### 2. Accountabilities

- 2.1 The Board is ultimately responsible for the appointment of Directors and Key Managerial Personnel.
- 2.2 The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, Key Managerial Personnel and the Senior Management of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.

#### 3. Nomination and Remuneration Committee

The Nomination and Remuneration Committee (NRC) is responsible for:

- 3.1 reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, with the objective to diversify the Board;
- 3.2 identifying individuals suitably qualified to be appointed as the KMPs or in the senior management of the Company;
- 3.3 recommending to the Board on the selection of individuals nominated for directorship;
- 3.4 making recommendations to the Board on the remuneration payable to the Directors/ KMPs/Senior Officials so appointed/reappointed;
- 3.5 assessing the independence of independent directors;
- 3.6 such other key issues/matters as may be referred by the Board or as may be necessary in view of the Listing Agreement and provisions of the Companies Act 2013 and Rules thereunder.
- 3.7 to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 3.8 ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 3.9 to devise a policy on Board diversity;
- 3.10 to develop a succession plan for the Board and to regularly review the plan;

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# Directors' Report (Contd.)

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The composition and term of Nomination and Remuneration Committee shall be subject to the following:

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

## CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

## COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have the casting vote.

## 4. Appointment of Directors/KMPs/Senior Officials

4.1 Enhancing the competencies of the Board and attracting as well as retaining talented employees for role of KMP/a level below KMP are the basis for the Nomination and Remuneration Committee to select a candidate for appointment as KMP or a level below KMP and to the Board. When recommending a candidate for appointment, the Nomination and Remuneration Committee has regard to:

- assessing the appointee against a range of criteria which includes but will not be limited to qualifications, skills, regional and industry experience, background and other qualities required to operate successfully in the position, with due regard for the benefits from diversifying the Board;
- the extent to which the appointee is likely to contribute to the overall effectiveness of the Board, work constructively with the existing directors and enhance the efficiencies of the Company;
- the skills and experience that the appointee brings to the role of KMP/Senior Official and how an appointee will enhance the skill sets and experience of the Board as a whole;
- the nature of existing positions held by the appointee including directorships or other relationships and the impact they may have on the appointee's ability to exercise independent judgment;

4.2 Personal specifications:

- Degree holder in relevant disciplines;
- Experience of management in a diverse organization;
- Excellent interpersonal, communication and representational skills;
- Demonstrable leadership skills;
- Commitment to high standards of ethics, personal integrity and probity;
- Commitment to the promotion of equal opportunities, community cohesion and health and safety in the workplace;
- Having continuous professional development to refresh knowledge and skills.

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# Directors' Report (Contd.)

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## 5. Letters of Appointment

Each of Directors/KMP/Senior Officials is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

## 6. Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel and other senior officials. The Directors, Key Managerial Personnel and other senior official's remuneration shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed under the Companies Act, 2013 and the Rules made thereunder, if any.

The Nominations & Remuneration Committee shall determine and recommend individual remuneration packages for Directors, KMPs and Senior Officials of the Company to the Board of Directors after taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government / other guidelines.

### (i) Remuneration:

#### a) Base Compensation (fixed salaries)

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/non-statutory benefits which are normal part of remuneration package in line with market practices).

#### b) Variable salary:

The Nominations & Remuneration Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, for fulfilment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable shall be determined by the Committee, based on performance against pre-determined financial and non-financial metrics.

### (ii) Statutory Requirements:

- Section 197(5) provides for remuneration by way of a fee to a director for attending meetings of the Board of Directors and Committee meetings or for any other purpose as may be decided by the Board.
- Section 197(1) of the Companies Act, 2013 provides for the total managerial remuneration payable by the Company to its directors, including managing director and whole time director, and its manager in respect of any financial year shall not exceed eleven percent of the net profits of the Company computed in the manner laid down in Section 198 in the manner as prescribed under the Act.
- The Company with the approval of the Shareholders and Central Government may authorise the payment of remuneration exceeding eleven percent of the net profits of the company, subject to the provisions of Schedule V to the Companies Act, 2013.
- The Company may with the approval of the shareholders authorise the payment of remuneration upto five percent of the net profits of the Company to its any one Managing Director/Whole Time Director/Manager and ten percent in case of more than one such official.
- The Company may pay remuneration to its directors, other than Managing Director and Whole Time Director upto one percent of the net profits of the Company, if there is a managing director or whole time director or manager and three percent of the net profits in any other case.
- The net profits for the purpose of the above remuneration shall be computed in the manner referred to in Section 198 of the Companies Act, 2013.

6.1 The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other directors.

6.2 The remuneration payable to the Directors shall be as per the Company's policy and subject to the provisions of the Companies Act, 2013 and shall be valued as per the applicable Income Tax Act / Rules.

6.3 The remuneration payable to the Key Managerial Personnel and the Senior Management shall be as may be decided by the Board and subject to the provisions of the Companies Act, 2013 having regard to their experience, leadership

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# Directors' Report (Contd.)

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abilities, initiative taking abilities and knowledge base.

## **7. Evaluation/ Assessment of Directors/ KMPs/Senior Officials of the Company –**

The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis to comply with the requirements of the Listing Agreement and Companies Act, 2013.

The following criteria may assist in determining how effective the performance of the Directors/KMPs/Senior officials have been:

- leadership & stewardship abilities;
- contributing to clearly defined corporate objectives & plans;
- communication of expectations & concerns clearly with subordinates;
- obtain adequate, relevant & timely information from external sources;
- review & approve achievement of strategic and operational plans, objectives, budgets;
- regular monitoring of corporate results against projections;
- identify, monitor & mitigate significant corporate risks;
- assess policies, structures & procedures;
- direct, monitor & evaluate KMPs, senior officials;
- review management's succession plan;
- effective meetings;
- assuring appropriate board size, composition, independence, structure;
- clearly defining roles & monitoring activities of committees and
- review of Company's ethical conduct.

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Whole-time/Non-Independent Directors in a separate meeting of the Independent Directors.

The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors on the aforesaid parameters. The Independent Director being evaluated will not participate in the said evaluation discussion.

The Nomination and Remuneration Committee shall also carry out evaluation of the performance of Directors of the Company at regular intervals.

## **8. Review and Amendment**

- The Nomination and Remuneration Committee or the Board may review the policy as and when it deems necessary.
- The Nomination and Remuneration Committee may issue the guidelines, procedures, formats, reporting mechanism and manual in supplement and better implementation to this policy, if it thinks necessary.
- This policy may be amended or substituted by the Board of Directors on the recommendation of the Nomination and Remuneration Committee.

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# Directors' Report (Contd.)

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**ANNEXURE VI TO THE DIRECTORS' REPORT**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

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 Corporate Social Responsibility Policy of the Company as approved the Board of Directors, is accessible on the Company's Website i.e. [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com). Since the Company does not have average net profit calculated under Section 135 read with Section 198 of the Companies Act, 2013, the Company has not spend any amount on its Corporate Social Responsibility programs/activities during the financial year 2016-17.
2. The Composition of the CSR Committee:
- The Company has a Corporate Social Responsibility Committee of Directors comprising of Mr. Mohan Das Kabra, Chairman, Mr. Narendra Shah and Mrs. Ruchi Joshi, Members.
3. Average net profit of the Company for last three financial years: NIL
4. Prescribed CSR Expenditure (Two percent of the amount as in item 3 above): NIL
5. Details of CSR spent during the financial year:
- (a) Total amount to be spent for the financial year: NIL
  - (b) Amount unspent, if any: Not Applicable
  - (c) Manner in which the amount spent during the financial year: Not Applicable
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: Not Applicable.
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:

We hereby affirm that the CSR Policy as approved by the Board has been implemented and the CSR Committee as well as Board monitors the implementation of the CSR activities/programs undertaken by the Company in compliance of CSR objectives and Policy of the Company.

Date: August 22, 2017  
Place: Indore

**Narendra Shah**  
Executive Director  
DIN: 02143172

**Mohan Das Kabra**  
Chairman-CSR Committee  
DIN: 07896243

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# Management Discussion and Analysis Report

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## INDUSTRY STRUCTURE AND DEVELOPMENT

Your Company is primarily engaged in the businesses of storage infrastructure viz (a) storage facilities for handling bulk storage of liquid commodities such as edible oils, petroleum products, liquid chemicals etc. and (b) agricultural warehousing facilities for storing commodities such as, wheat, cotton, soybean etc. The company has also significant investments in renewable energy sector as a part of infrastructure business, with a view for expansion.

In recent year Company has made strategic shift for business expansion of its warehousing division. With more than 11 lacs square feet of warehouse space in heart of the country, the Company is inclined to unlock the value and potential of its warehousing infrastructure to logistic solution providers along with the conventional agri business line. Warehouse business vertical which was predominantly utilized by State Government is now optimally utilized by various other private business organizations and MNCs for many Non-Agri Products including Logistic companies, training institute, White goods company, automobile company, FMCG etc.

This has not only resulted in 30-40% growth in revenue but also helped company achieve true warehouse & logistic infrastructure branding, despite the challenging domestic economy.

Although the overall volumes of trade in our liquid storage business have been resilient. However, keeping in view the growing domestic demand and low commodity prices, the demand for bulk storage of liquid commodities at port based locations is expected to increase to cater to the growing imports in the near future.

As regards storing of commodities such as wheat, soybean, paddy etc, the demand has been fluctuating due to various factors including commercial parity, demand – supply of individual commodities at various points in time, cost of storing vis-a-vis benefits etc. Due to intense competition, conservative policies for state owned warehouse and lack of commercial parity, the demand for storage has been subdued during the year under review, still with the fortified approach of diversification to logistic driven services, the company is confident of scoring better results for FY 17-18. Keeping in view the focus of the Indian Government on the rural economy and the farm sector and the expectation of improved weather conditions leading to better crop production, the demand for storage facilities in rural areas is likely to increase in the current year but company is not waiting for the same and leveraging its strategic locational advantage by expanding base of Non agri clients.

Company's Renewable Energy business is very stable and continuously generating stable return as well as contributing to fight pollution for 10 years. Company also has expanded the renewable energy business through a subsidiary and this new project is also stabilized and generated expected returns. Now with total group capacity of 25+ MW Company has significant portion of revenue coming from Renewable Energy business. The projects are tied up with long term PPAs of 20-25 years and expected to generation good cash revenue in future.

## INDUSTRY OUTLOOK

There is a vast gap in the quantity of agricultural produce and the available storage. This is not only resulting in over supply but also a churning in the market. Company has converted this churning as well as oversupply from challenge to opportunity in the warehouse space. In case of Liquid terminals there are systemic gaps both in terms of capacity and integration. Despite the obvious need for improvement and new government initiatives to stimulate growth, private investment is in short supply for reasons such as lack of knowhow and trained manpower, lack of backward & forward linkages to supplement value chain, high capital outlay, high operational costs due to high cost of power, lack of two way cargo movements, connectivity, infrastructural bottlenecks, efficient utilization of fleets etc resulting in low returns and long pay back period.

Also, the expected increasing volumes of global trade entail a strong demand for growing storage infrastructure needs, at the port based areas for commodities such as petroleum products, edible oil, liquid chemicals, oil seed extractions etc and at the in land areas for storage of various commodities to cater to the growing economy and demand.. The long term potential for growth in this sector is, therefore, promising and the demand for storage infrastructural requirements is likely to increase considerably in future.

Renewable Energy outlook has also changed due change in Govt. power procurement policy and tariff rates of power are also reduced. But with reduction in capital cost and efficient products we see good opportunity in the renewable energy space. There are good developments in solar (ground mounted as well as roof top) solar as well.

## BUSINESS STRATEGY; OPPORTUNITIES AND THREATS

Growth in production and consumption and GST which is beyond doubt going to benefit the logistic and infrastructure businesses like us, further, organized retail outlets across India, logistics outsourcing, increased agricultural production, food security initiatives and the demand for storage infrastructure is expected to grow significantly in the coming years. Company has already started expansion activity in the warehouse space and looking to expand the capacity at its premium locations, where the demand is more. Also, the demand for storage facilities at port based locations for storage of edible oils, petroleum products, liquid bulk chemicals etc. has also been growing. Your Company has storage infrastructure facilities at various strategic locations Our storage facilities are well connected to the railways to enable long distance supply and the port based facilities are integrated with ports to facilitate transportation by pipelines. Thus company is trying to increase the utilization factor of the liquid storage terminal while keeping in view good demand for liquid storage facilities at port based areas.

The Company is refocusing and reenergizing in consolidating its core infrastructure business and scaling down non core businesses such as supply chain activities which are subject to challenging commodity cycles, changing business dynamics, volatility in commodity prices, etc. The Company is also in the process of realigning its core infrastructure businesses portfolio for a potential value creation and rebalancing in agricultural storage businesses to ensure that the assets are exploited to the maximum potential possible and steeping up the investment in renewable energy sector to generate better return on capital employed for the company as a whole, on a sustained basis. The other investments of the company are also being reviewed for opportunities to unlock value, from time to time. No major change in man-power/HR domain is anticipated.



# Management Discussion and Analysis Report (Contd.)

## RISKS AND CONCERNS

Government policies play an important role in the business of your Company. However, the policies announced by the Government have been progressive in the infrastructure segment and are expected to remain so in future considering various factors including the infrastructural needs, demand-supply gap, inflation, economic growth and equitable view towards various stakeholders. Company is also concerned about the over capacity of the warehouse space in central India and also the duty structure of the imported edible oil.

## INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Company's internal control systems are adequate and ensure that all corporate policies are strictly adhered to and that transparency is maintained at all levels and functions throughout the organization. Systems have been put in place at all levels to ensure optimum usage of resources and to minimize risks across all activities undertaken by the Company. The internal control systems are designed to ensure the safety of all assets of the Company and also to ensure that all transactions are carried out as per the documented policies, guidelines and procedures. The management reviews the potential risk factors on an ongoing basis and appropriate measures are taken to mitigate the risks. Management is also looking for implementing integrated HR system in coming year to bring more transparency among its team members and associates

## ENERGY CONSERVATION

Energy costs have steadily risen over the last decade and are expected to carry on doing so as consumption grows. Energy efficiency programmes help us to reduce and manage energy costs, at the same time it is a step towards green environment and checking global warming. Your Company has taken initiatives towards energy conservation as mentioned here below:

1. To achieve optimum utilization of all energy equipment, all conventional electric motor starters have been replaced by Variable Frequency Drives (VFD) which results in smooth operation and reduced energy bills.
2. Conventional lighting fixtures have been replaced with energy efficient LED fittings.
3. To optimize the overall energy consumption, and to achieve reduction in electricity expenses, power factor controllers are being installed.
4. We have adopted a scientific approach to ascertain the illumination level required in storage facilities, office buildings and other relevant areas. By doing so the overall number of light fixtures have been rationalized and thus the cost saving has been achieved.

Apart from above basic energy conservation program which company has undertaken we are pleased to announce that from current year your company has become net Green energy positive. This company has generated more green energy than brown energy it has consumed in the same year. Further, company is looking to further improve it by putting up rooftop solar power. It has already started studying the roof top solar power opportunity in its warehouse and terminal facility and will start working on it.

## FINANCIAL REVIEW AND ANALYSIS

	(₹ in Crores)	
Particulars	2016-17	2015-16
Revenue from operations	293.39	2,322.72
Operating profit (PBDIT)	28.81	41.34
Exceptional items	(1.04)	-
Profit before depreciation, finance costs and tax	27.77	41.34
Depreciation	(10.20)	(10.00)
Finance costs	(25.62)	(35.57)
Profit before taxation	(8.05)	(4.23)
Provision for taxation	(1.92)	(0.76)
Provision for tax for earlier years	-	-
Profit after taxation from continuing operations	(9.97)	(4.99)
Profit/(Loss) from discontinued operations	-	-
Tax expense for discontinued operations	-	-
Profit/(Loss) after tax from discontinued operations	(9.97)	(4.99)
Profit/(Loss) for the year after taxation	(9.97)	(4.99)

## REVENUE AND PROFIT

During the year under review, the revenue from operations has been recorded of ₹ 293.39 Crores as against ₹ 2322.72 Crores recorded in the previous financial year. The Company has incurred loss after tax of ₹ 9.97 Crores as compared to loss after tax of ₹ 4.99 Crores during the previous year. The loss incurred by the Company was mainly due to loss on sale of certain non core investments and diminution in value of its investment in a subsidiary.

There have not been any material changes/developments in Human Resources requirement during the year under review.

## SEGMENT PERFORMANCE

The main segments in which your Company operates are Commodities (Trading in Oils and other commodities), Infrastructure (Storage, Agri Warehousing and Wind Energy). The detailed segment-wise performance is given in Note 46 under the Notes forming integral part of financial statements of the Company.

# Corporate Governance Report

## COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE

Ruchi Infrastructure Limited (‘the Company’ or RIL) strives to conduct its affairs, with the objective of enhancing the value for all of its stakeholders. RIL believes improvement in business processes and practices is a continuous process, which facilitate companionship among the stakeholders and calls for fair, transparent and prudent corporate actions and behavior.

## BOARD OF DIRECTORS

### Composition of the Board

Board of Directors of RIL (‘The Board’) comprises of four directors. Mr. Narendra Shah is the executive director of the Company. Mr. Krishna Das Gupta, Mrs. Ruchi Joshi and Mr. Mohan Das Kabra are independent non-executive directors. Mrs. Ruchi Joshi and Mr. Mohan Das Kabra were appointed as Additional directors with effect from December 31, 2016 and August 22, 2017, respectively. They hold office up to the date of ensuing Annual General Meeting. The Company is in receipts of notices in terms of provisions of Section 160 of the Companies Act, 2013 for their directorship. Mr. Narendra Shah retires by rotation and offers himself for re-appointment. There is no institutional or nominee or government director on the Board. None of the directors is related to any of the other directors of the Company.

### Meetings of the Board

The Board met 6 times during the financial year 2016-2017. The dates of board meetings are April 8, 2016; May 27, 2016; August 9, 2016; November 9, 2016; December 31, 2016 and February 9, 2017.

### Attendance record of directors and other particulars

Name of director	DIN	Category	Number of Board meetings during the Financial year 2016-17		Whether attended the last AGM	Number of Directorships in other Public Companies as on March 31, 2017		Number of Committee positions in other public Companies as on March 31, 2017	
			Held	Attended		Chairman	Member of Board	Chairman	Member of Committee
Mr. Narendra Shah	02143172	Executive Director	6	6	Yes	—	—	—	—
Mr. Krishna Das Gupta	00374379	Independent (Non-executive)	6	6	Yes	—	3	2	3
Mr. Dinesh Shahra <sup>1</sup>	00533055	Managing Director (Executive)	6	—	NA	NA	NA	NA	NA
Mr. Sajeve Deora <sup>2</sup>	00003305	Independent (Non-executive)	6	—	NA	NA	NA	NA	NA
Mr. N. Murugan <sup>3</sup>	01309393	Independent (Non-executive)	6	1	NA	NA	NA	NA	NA
Mr. Naveen Gupta <sup>4</sup>	00101778	Non-executive	6	1	NA	NA	NA	NA	NA
Mrs. Amrita Shahra Sachdev <sup>5</sup>	01494961	Non-executive	6	1	No	NA	NA	NA	NA
Mrs. Ruchi Joshi <sup>6</sup>	07406575	Independent (Non-executive)	6	1	NA	—	—	—	—
Mr. Mohan Das Kabra <sup>7</sup>	07896243	Independent (Non-executive)	NA	NA	NA	NA	NA	NA	NA
Mr. Veeresh Malik <sup>8</sup>	00325507	Independent (Non-executive)	6	6	Yes	—	—	—	—

<sup>1</sup> Mr. Dinesh Shahra vacated the office of Managing Director with effect from April, 8, 2016 due to his pre-occupation.

<sup>2</sup> Mr. Sajeve Deora vacated the office of independent director with effect from April 7, 2016 due to his pre-occupation.

<sup>3</sup> Mr. N. Murugan vacated the office of independent director with effect from April 8, 2016 due to his pre-occupation.

<sup>4</sup> Mr. Naveen Gupta vacated the director ship with effect from April 21, 2016 due to his health reasons.

<sup>5</sup> Mrs. Amrita Shahra Sachdev vacated the office of director with effect from November 23, 2016 due to her pre-occupation.

<sup>6</sup> Mrs. Ruchi Joshi was appointed as an Additional director with effect from December 31, 2016.

<sup>7</sup> Mr. Mohan Das Kabra was appointed as an Additional Director with effect from August 22, 2017.

<sup>8</sup> Mr. Veeresh Malik vacated the office of independent director with effect from July 13, 2017 due to his health reasons.

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# Corporate Governance Report (Contd.)

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Private Limited and Section 8 Companies (if any) as defined under Companies Act, 2013 where the Directors of the Company are directors, have been excluded for the above purpose. Further, as per the listing agreement, chairman/membership of Audit Committees and Stakeholders' Relationship Committees are only considered for the purpose of Committee positions.

As on March 31, 2017, none of the directors held any share in the Company. The Company has not issued any convertible instrument.

## **Web Link of Familiarization program**

As required under Regulation 25 (7) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, familiarization program imparted to Independent Directors is posted on website of the Company: [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

## **Code of Conduct**

The Board of Directors has an important role in ensuring good corporate governance and has laid down a comprehensive Code of Conduct for Directors and Senior Management of the Company. The Code has also been posted on the website of the Company. All Directors and Senior Management personnel have affirmed the compliance thereof for the year ended March 31, 2017.

## **AUDIT COMMITTEE**

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements.

The terms of reference of the Committee are extensive and include the requirements as mandated in terms of provisions Section 177 (4) of the Companies Act, 2013. The role of the Committee includes meticulous review and monitoring the financial reporting system within the Company and considering un-audited and audited financial results, as may be applicable, for the relevant quarters and year before being adopted by the Board. The Committee also focuses its attention on topics such as review of internal audit reports, approval of transactions with related parties, scrutiny of intercorporate loans, evaluation of internal financial controls, review of independence of Auditors, legal compliance reporting system, presentation of segment-wise reporting, review of internal control systems, major accounting policies and practices, compliance with accounting standards and risk management. The Committee does advice the management on areas where greater internal audit focus was needed and on new areas to be taken up for audit purpose. The Company Secretary acts as the Secretary to the Committee. The Committee meetings were also attended by Chief Financial Officer, Accounts and Finance executives, Internal Auditor and Statutory Auditors of the Company.

## **Constitution and Composition**

The Audit Committee consists of Mr. Krishna Das Gupta, Mr. Mohan Das Kabra and Mr. Narendra Shah. Mr. Krishna Das Gupta, the Chairman of the Committee is an Independent, Non-executive Director and has a strong financial and accounting background. All the members of the Committee are financially literate and the composition of Committee is in accordance with the Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 Mr. Sajeve Deora who vacated the office of independent Director of the Company with effect from April 7, 2016 was the member of Audit Committee and Mr. N. Murugan who vacated the office of independent Director of the Company with effect from April 8, 2016 was the member of Audit Committee. Thereafter, the Board appointed Mr. Veeresh Malik and Mr. Narendra Shah as the members of the Audit Committee. Mr. Veeresh Malik vacated the office of independent director with effect from July 13, 2017 and thereafter Mr. Mohan Das Kabra was introduced as member of the Committee.

## **Meetings and attendance during the year**

During the financial year 2016-2017, the Audit Committee met on April 8, 2016, May 27, 2016, August 9, 2016, November 9, 2016 and February 9, 2017. The meetings were scheduled in advance. Mr. Krishna Das Gupta, attended all the meetings. Each of Mr. Veeresh Malik and Mr. Narendra Shah attended four meetings. Mr. N. Murugan attended the meeting held on April 8, 2016.

## **NOMINATION AND REMUNERATION COMMITTEE**

The brief terms of reference of the Nomination and Remuneration Committee are as follows:

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board of Directors;
3. Devising a policy on diversity of Board of Directors;

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# Corporate Governance Report (Contd.)

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4. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommended to the Board of Directors for their appointment and removal.
5. Whether to extend or continue the terms of appointment of the independent Directors, on the basis of the report of performance evaluation of independent Director.

## **Constitution and composition**

The Nomination and Remuneration Committee is chaired by Mr. Krishna Das Gupta and its other members are Mrs. Ruchi Joshi and Mr. Mohan Das Kabra. Mr. Krishna Das Gupta the Chairman of the Committee is an Independent, Non-Executive Director and has a strong financial and accounting background. The composition of committee is in compliance with Regulation 19 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013. Mr. Sajeve Deora, who was Chairman of the Committee, vacated the office of Independent Director of the Company with effect from April 7, 2016. Mr. Naveen Gupta, who was the member of the committee, vacated the office of Director of the Company with effect from April 21, 2016. Mrs. Amrita Sachdev Shahra, who was the member of the committee, vacated the office of director with effect from November 23, 2016. Mr. N. Murugan, who was member of the committee and took the chair for the meeting held on April 8, 2016 vacated the office of Independent Director of the Company with effect from April 8, 2016. Mr. Veeresh Malik, who was the member of the committee, vacated the office of independent director with effect from July 13, 2017.

## **Meetings and attendance during the year**

During the financial year 2016-2017, the Nomination and Remuneration Committee met on April 8, 2016, September 14, 2016 and February 9, 2017. Mr. Navamani Murugan and Mr. Naveen Gupta attended the meeting held on April 8, 2016. Mr. Krishna Das Gupta and Mr. Veeresh Malik attended the meetings held on September 14, 2016 and February 9, 2017. Mrs. Ruchi Joshi attended one meeting during the year.

## **Performance Evaluation criteria for Independent Directors**

The evaluation/assessment of the Directors, KMPs and the senior officials of the Company is to be conducted on an annual basis and to satisfy the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013. The following criteria may assist in determining how effective the performances of the Directors/KMPs/ Senior officials have been:

- Leadership & stewardship abilities
- Contributing to clearly define corporate objectives & plans
- communication of expectations & concerns clearly with subordinates
- obtain adequate, relevant & timely information from external sources.
- review & approval achievement of strategic and operational plans, objectives, budgets
- regular monitoring of corporate results against projections
- identify, monitor & mitigate significant corporate risks
- assess policies, structures & procedures
- direct, monitor & evaluate KMPs, senior officials
- review management's succession plan
- effective meetings
- assuring appropriate board size, composition, independence, structure
- clearly defining roles & monitoring activities of committees
- review of corporation's ethical conduct

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/Non-Independent Directors in a separate meeting of the Independent Directors. The Executive Director/Non-Independent Directors along with the Independent Directors will evaluate/assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion. The Nomination and Remuneration Committee shall carry out evaluation of the performance of Directors of the Company at regular interval.

Performance evaluation criteria for independent Directors are included in Nomination, Remuneration and Evaluation Policy for the Directors, Key Managerial Personnel and other employees of the Company. The same is available on the website of the Company at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com).

# Corporate Governance Report (Contd.)

## REMUNERATION OF DIRECTORS

### (a) Remuneration of the Executive Director

Mr. Narendra Shah was appointed as Executive Director for a period of three years with effect from April 8, 2016. The remuneration paid to him during the financial year 2016-17 is ₹ 37.77 lakh (Basic salary of ₹ 9.70 lakh with performance pay and other allowances as per Company policy).

### (b) Remuneration of Non-Executive Directors

Except the payment of sitting fees, no other remuneration, commission, etc. is paid / payable for the year to the non-executive directors. As approved by the Board of Directors and in accordance with the Articles of Association of the Company, the non executive directors are paid ₹ 4,000/- for each Board meeting and ₹ 4,000/- for each committee meeting attended by the non-executive directors.

The following table shows the amount of sitting fees paid to the non-executive directors for the financial year 2016-2017:

Sr. No.	Name of Directors	Sitting fees (Amount in ₹)
1	Mr. Sajeve Deora <sup>1</sup>	NIL
2	Mr. N. Murugan <sup>2</sup>	12,000
3	Mr. Naveen Gupta <sup>3</sup>	8,000
4	Mrs. Amrita Shahra Sachdev <sup>4</sup>	4,000
5	Mr. Veeresh Malik <sup>5</sup>	64,000
6	Mrs. Ruchi Joshi <sup>6</sup>	8,000
7	Mr. Krishna Das Gupta	56,000

<sup>1</sup> Mr. Sajeve Deora vacated the office of independent director with effect from April 7, 2016.

<sup>2</sup> Mr. N. Murugan vacated the office of independent director with effect from April 8, 2016.

<sup>3</sup> Mr. Naveen Gupta vacated the office of director with effect from April 21, 2016.

<sup>4</sup> Mrs. Amrita Sachdev Shahra vacated the office of director with effect from November 23, 2016.

<sup>5</sup> Mr. Veeresh Malik vacated the office of independent director with effect from July 13, 2017.

<sup>6</sup> Mrs. Ruchi Joshi was appointed as an Additional director with effect from December 31, 2016.

## STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee considers and resolves the grievances of the shareholders of the Company, including complaints related to transfer of shares, non – receipt of annual report and non- receipt of declared dividends, etc.

### Constitution and composition

Stakeholders Relationship Committee of the Board comprises of Mrs. Ruchi Joshi, Non-Executive Director (Chairperson) and Mr. Narendra Shah (Executive Director). The composition of committee is in compliance with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Ashish Mehta, Company Secretary is also the Compliance Officer of the Company. Mr. Veeresh Malik, who was Chairman of the Committee, vacated the office of independent director with effect from July 13, 2017.

### Meetings and attendance

During the financial year 2016-17, the Stakeholders Relationship Committee met on June 22, 2016, August 9, 2016, November 9, 2016 and February 9, 2017. Mr. Veeresh Malik and Mr. Narendra Shah attended all meetings of the committee held during the year 2016-17.

### Detail of complaints received and resolved during the year:

S. No.	Particulars	Number of Complaints
(I)	Complaints received	3
(II)	Complaints not solved to the satisfaction of stakeholders	—
(III)	Complaints pending	—

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# Corporate Governance Report (Contd.)

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## INFORMATION ON GENERAL BODY MEETINGS

### Annual General Meetings

The last three Annual General Meetings (AGMs) of the Company were held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai-400 018. The dates and time of holding of the said AGMs and particulars of Special resolutions passed thereat are as under:

**30th AGM held on September 26, 2014 at 10.00 A. M.**

- Alteration in the Articles of Association.
- Further issue of securities.
- Approval of borrowing powers under section 180(1)(c) of the Companies Act, 2013.

**31<sup>st</sup> AGM held on September 23, 2015 at 9.45 A. M.**

- No Special Resolution was proposed.

**32<sup>nd</sup> AGM held on September 14, 2016 at 12.45 P.M.**

- No Special Resolution was proposed.

### Extra-ordinary General Meeting:

No extra-ordinary general meeting of the members of the Company was convened during the financial year 2016-2017.

### Procedure for Postal Ballot

No Postal ballot conducted during the financial year 2016-2017. Approval of members is sought by way of postal ballot (including e-voting) for variation in the terms and conditions of 54,60,613 - 6% Non correctible cumulative preference Shares of the Company. A Notice of Postal Ballot dated August 22, 2017 proposing a special resolution for the purpose is approved by the board to be circulated to the members of the Company as on August 25, 2017 and such members shall be entitled to vote through postal ballot (including e-voting) in accordance with applicable provision of Companies Act, 2013 and rules made thereunder.

## SHAREHOLDERS' COMMUNICATION

Quarterly un-audited financial statements prepared in accordance with the Accounting Standards notified under Rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies, are generally published in Free Press Journal and Nav Shakti. Beside this, the Company has its own website ([www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com)) on which important public domain information is posted. Besides being placed on the website, all the financial, vital and price sensitive official news releases are also properly communicated to the concerned stock exchanges. The website also contains information on several other matters, such as Net worth history, Turnover and Net profit for preceding years etc.

## GENERAL SHAREHOLDERS' INFORMATION

### Annual General Meeting:

- Date : September 27, 2017
- Time : 9.15 am
- Venue: Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai – 400021
- Cut off date for the purpose of voting by electronic means: Friday, September 15, 2017.
- The financial year of the Company under review is from April 1, 2016 to March 31, 2017.

### Listing on Stock Exchanges and Stock Codes:

The Equity Shares of the Company are listed on the following Stock Exchanges:

	Stock code
(a) BSE Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Steet, Mumbai - 400 001	509020
(b) National Stock Exchange of India Limited (NSE), Exchange Plaza, C-1 Block - G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051.	RUCHINFRA

The ISIN of the Company is INE413B01023.

# Corporate Governance Report (Contd.)

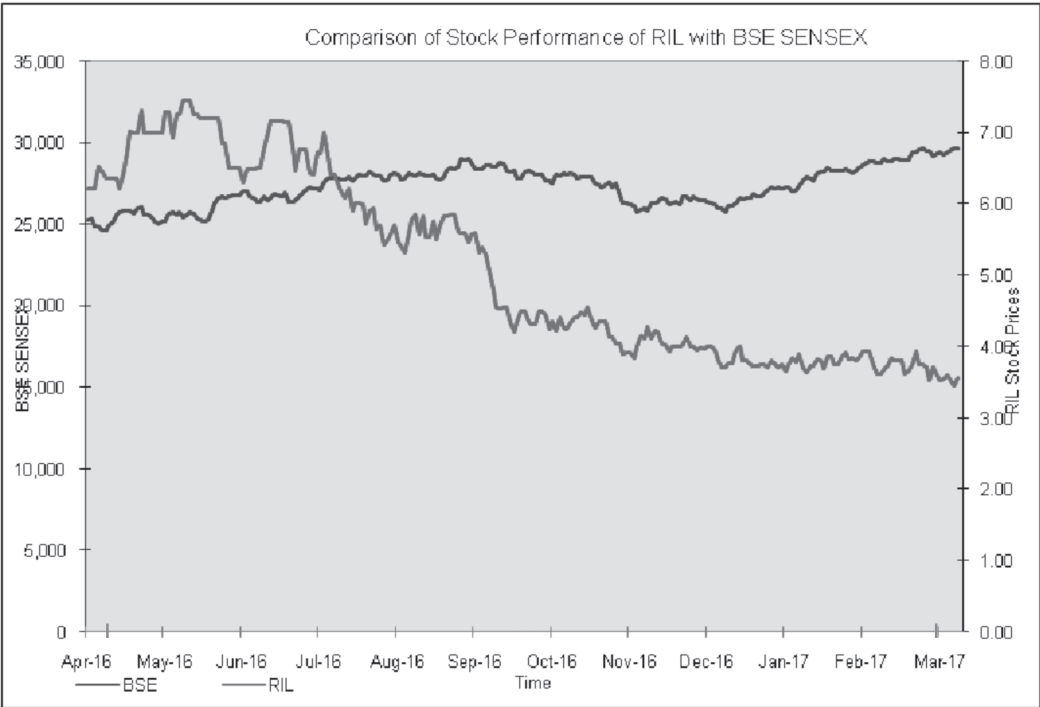
The Company has duly paid the annual listing fee for the financial years 2016-17 and 2017-18 to the BSE Limited and National Stock Exchange of India Limited.

## MARKET PRICE DATA

The monthly high and low quotations at the BSE Limited during the financial year 2016-17 are as follows:

Period	High (₹)	Low (₹)
April, 2016	7.36	6.05
May, 2016	7.45	6.65
June, 2016	7.33	6.00
July, 2016	7.05	5.65
August, 2016	5.98	5.16
September, 2016	5.85	4.12
October, 2016	4.70	4.05
November, 2016	4.55	3.64
December, 2016	4.21	3.58
January, 2017	4.00	3.60
February, 2017	4.05	3.61
March, 2017	3.93	3.28

## COMPARISON OF STOCK PERFORMANCE OF RIL WITH BSE SENSEX



## Registrars and Share Transfer Agent

Sarthak Global Limited, 170/10, Film Colony, R. N. T. Marg, Indore - 452 001.



# Corporate Governance Report (Contd.)

## Share Transfer System

Shares lodged in physical form with the Company/its Registrars & Share Transfer Agent are processed and generally returned, duly transferred within 15 days, except in cases where litigation is involved. In respect of shares held in dematerialized mode, the transfer takes place instantaneously between the transferor and transferee at the depository participant(s) through which electronic debit/ credit of the accounts are involved.

## Shareholding Pattern and Distribution of Shareholding

Category		No. of shares held	% of holding
Promoter holding	1 Promoters		
	Indian Promoters	11,17,76,955	54.46
	Foreign Promoters	76,00,000	3.70
	2 Persons acting in concert	—	—
	<b>Sub-total</b>	<b>11,93,76,955</b>	<b>58.16</b>
Non-Promoter holding	1 Institutions		
	2 Non Institutions		
	Bodies Corporate	7,52,67,354	36.67
	Individuals holding nominal capital upto ₹ 2.00 lakh	70,56,813	3.44
	Individuals holding nominal capital more then ₹ 2.00 lakh	—	—
	HUF	4,81,424	0.24
	Any other (Clearing Members)	30,57,396	1.49
	<b>Sub-total</b>	<b>8,58,62,987</b>	<b>41.84</b>
Custodian (depository for shares underlying GDRs)		—	—
	<b>Grand Total</b>	<b>20,52,39,942</b>	<b>100</b>

## Distribution of shareholding as on March 31, 2017

Range of Shares	No. of Shareholders	% of Shareholders	No. of Share held	% of Shareholding
001 — 2,500	6362	91.461	25,61,780	1.248
2,501 — 5,000	281	4.040	10,75,900	0.524
5,001 — 10,000	142	2.041	10,38,709	0.506
10,001 — 20,000	68	0.978	9,76,549	0.476
20,001 — 30,000	20	0.288	5,01,026	0.244
30,001 — 40,000	13	0.187	4,61,356	0.225
40,001 — 50,000	6	0.086	2,71,012	0.132
50,001 — 100,000	15	0.216	9,48,449	0.462
100,001 & Above	49	0.704	19,74,05,161	96.183
<b>TOTAL</b>	<b>6956</b>	<b>100.00</b>	<b>20,52,39,942</b>	<b>100.00</b>

## Dematerialization of Shares and Liquidity

The trading in shares of the Company are under compulsory demat segment. The Company is listed on BSE and NSE. The Company's shares are available for trading in the depository systems of both NSDL and CDSL. 14,79,86,742 equity shares of the Company, equal to 72.10% of total issued capital of the Company as on March 31, 2017 were in dematerialized form.

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# Corporate Governance Report (Contd.)

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## Outstanding Convertible Instruments

As on March 31, 2017, there were no outstanding GDRs/ADRs/Warrants or any other Convertible Instruments.

## Commodity price Risk / Foreign exchange Risk and Hedging Activities

The core business of storage infrastructure and renewable energy are not prone to commodity price risk / foreign exchange risk. Accordingly, the Company adopts adhoc hedging tools on need basis for transactions involving foreign exchange.

## Plant Location of the company

Ruchi Infrastructure Limited, Village Sejwaya, Ghatabhillod, Distt. Dhar, Madhya Pradesh - 454 773.

## Address for Correspondence

The shareholders may send their communications, queries, suggestions and grievances to the Compliance Officer at the following address:

Mr. Ashish Mehta, Company Secretary, 615, Tulsiani Chambers, Nariman Point, Mumbai - 400021.

email address : ashish\_mehta@ruchiinfrastructure.com

The shareholders may also e-mail their queries, suggestions and grievances at 'ruchiinfrasecretarial@ruchiinfrastructure.com'

## OTHER DISCLOSURES

### (a) Transactions with related parties:

The Company has not entered into any transaction of material nature with related parties that may have any potential conflict with the interest of the Company. The "Policy on materiality of related party transactions and dealing with related party transaction" as approved by the Board may be accessed on the Company's website at [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com). The Company is complying with requirements of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### (b) Compliance by the Company:

The Company has complied with the requirement of stock exchanges, SEBI and other statutory authorities on matters related to capital markets during last three years. No penalties have been imposed on the Company or strictures passed by any Stock Exchange or SEBI or any other authorities relating to capital markets.

### (c) Vigil Mechanism and Whistle Blower Policy:

The Company promotes ethical behavior and has in place mechanism for reporting and redressal of illegal and unethical behavior. The Company has a vigil mechanism and Whistle Blower Policy for due protection of whistle blowers. It is hereby confirmed that no personnel has been denied access to the Audit Committee.

The Company has complied with mandatory and most of the discretionary requirements as per Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### (d) Web link:

Policy for determination of material subsidiary is available on website of the company: [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com). The other disclosures in terms of Regulation 46(2) are also made available in the said website link.

### (e) Demat suspense account:

There are no unclaimed shares/securities of the Company in terms of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

### (f) Disclosures on compliance with corporate governance:

Pursuant to regulation 26(3) read with Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and Senior Management personnel of the Company have confirmed compliance to the Code of Conduct as applicable to them for the financial year ended March 31, 2017.

Due disclosures have been made in accordance with the applicable provisions of the Companies Act, 2013 and SEBI Regulations, in particular, Regulation 17 to 27 and 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Compliance Certificate issued by the Statutory Auditors on compliance of conditions of corporate governance is annexed to the Directors' Report.

For Ruchi Infrastructure Limited

Narendra Shah

Executive Director

DIN: 02143172

Place : Indore

Date : August 22, 2017

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# Independent Auditors' Report

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To,  
The Members of  
Ruchi Infrastructure Limited

## Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of Ruchi Infrastructure Limited ("The Company") which comprises the Balance Sheet as at 31<sup>st</sup> March, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

## Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (the Act) with respect to the preparation of these standalone financial statement that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standard specified under Section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014. This Responsibility also includes maintenance of adequate accounting records in accordance with the provision 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

## Auditor's Responsibility

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

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

## Opinion

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

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure A statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the 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 and proper returns adequate for the purposes of our audit have been received from the branches not visited by us.
  - c) The Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account and with the returns received from the branches not visited by us.
  - d) In our opinion, the aforesaid standalone financial statements comply with the accounting standards specified under section 133 of the act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of section 164(2) of the Act.

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- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014 read with Companies (Audit and Auditors) Amendment Rules, 2017, in our opinion and to be best of our information and according to the explanations given to us:
- The company has disclosed the impact of pending litigations on its financial position in its financial statement – refer note 29 to the financial statement;
  - The Company did not have any long term contract including derivative contract for which there were any material foreseeable losses.
  - There were no amount which, required to be transferred, to the Investor Education and Protection Fund by the company.
  - The Company has provided requisite disclosures in the financial statements- refer note 37 as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company.

**For Ashok Khasgiwala & Co.**  
**Chartered Accountants**  
(Firm Reg. No. 000743C)

**CA Ashok Khasgiwala**  
(Partner)  
M.No. 070288

Date : May 30, 2017  
Place : Mumbai

## **ANNEXURE A TO INDEPENDENT AUDITOR'S REPORT**

Referred to in paragraph (1) under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Ruchi Infrastructure Limited on the standalone financial statements for the year ended 31<sup>st</sup> March, 2017.

- In respect of its Fixed Assets :
  - The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
  - As explained to us, the fixed assets of the Company have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and the nature of its assets. No material discrepancies between the book records and the physical inventory have been noticed. In our opinion, the frequency of verification is reasonable.
  - According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- In respect of its Inventories:

The inventories has been physically verified by the Management during the year. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed.
- According to the information and explanations given to us, the Company has granted unsecured loans to two company covered in the register maintained under section 189 of the Companies Act, 2013. The company has not granted any loans secured or unsecured to firms, LLPs or other parties covered in the register maintained under section 189 of the Companies Act, 2013. In respect of the aforesaid loans granted :
  - The terms and conditions of the grant of such loans are not prejudicial to the company's interest;
  - There is no stipulation of schedule of repayment of principal and payment of interest. We are unable to make specific comment on the regularity of repayment of principal and payment of interest.
- 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, with respect to the loans and investments made and guarantee given. The company has not provided any security in terms of section 185 and 186 of the Act..
- In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the Rules, framed there under. As informed to us no Order has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal.
- We have broadly reviewed the cost records maintained by the Company pursuant to the rules made by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

# Independent Auditors' Report (Contd.)

- vii. In respect of Statutory dues :
- a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion the Company is generally regular in depositing undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There were no undisputed statutory dues in arrears, as at 31<sup>st</sup> March, 2017 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no dues of sales tax, value added tax, income tax, service tax, duties of customs, duties of excise which have not been deposited with appropriate authorities on account of any dispute except as follows :

Name of the Statute	Nature of Dues	(Amount in lakhs)	Related Period	Forum where dispute is pending
Sales Tax / VAT Acts	Sales Tax /Vat	4,28,515	2007-2008	M.P. Commercial tax appellate board
Sales Tax / VAT Acts	Sales Tax /Vat	4,73,681	2011-2012	Jt. Commissioner of Commercial Taxes , Mangalore
Sales Tax / VAT Acts	Sales Tax /Vat	3,54,273	2009-2010	Addl. Commissioner of Commercial Taxes, Indore
Sales Tax / VAT Acts	Entry Tax	70,53,833	2013-2014	The High Court, Kolkatta
Central Excise & Service Tax Act	Service Tax	2,80,29,281	2009-2010 to 2013-14	Appeal at CESTAT, New Delhi
Central Excise & Service Tax Act	Service Tax	1,64,92,393	2014-15	The Commissioner Indore
Central Excise & Service Tax Act	Service Tax	1,60,52,075	2009-2012	The Commissioner Indore
Income Tax Act	Income Tax	32,97,742	2007-2008 to 2009-10	CIT (Appeals) Mumbai

- viii. According to the records of the company examined by us and as per the information and explanations given to us, the Company has not defaulted in repayment of loans and borrowings to a financial institution, bank or government as on the balance sheet date. During the year the company has defaulted in repayment of borrowings to South Indian Bank amounting ₹68,82,14,351/-, which has been made good by the company. The Company has not issued any debenture.
- ix. In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer (including debt instruments) and In our opinion and according to the information and explanations given to us, the term loans obtained during the year have been applied for the purpose for which they were obtained.
- x. During the course of our examination of the books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the company by the officers or employees, noticed or reported during the year, nor have we been informed of such case by the management.
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. In our opinion and according to information and explanation given to us, the company is not a Nidhi Company therefore, the provision of para 3 (xii) of the Order is not applicable to the company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year, therefore the provision of para 3 (xiv) of the Order is not applicable to the company.
- xv. In our opinion and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with him during the year, hence the provision of para 3 (xv) of the Order is not applicable to the company.
- xvi. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 therefore, the provision of para 3 (xvi) of the Order is not applicable to the company for the year under audit.

For Ashok Khaskiwala & Co.  
Chartered Accountants  
(Firm Reg. No. 000743C)

CA Ashok Khaskiwala  
(Partner)  
M.No. 070288

Date : May 30, 2017  
Place : Mumbai

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# Independent Auditors' Report (Contd.)

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## Annexure B To the Independent Auditor's Report of even date on the Standalone Financial Statements of Ruchi Infrastructure Limited

### 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 Ruchi Infrastructure Limited ("the Company") as of March 31, 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

#### Opinion

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

For Ashok Khasgiwala & Co.  
Chartered Accountants  
(Firm Reg. No. 000743C)

CA Ashok Khasgiwala  
(Partner)  
M.No. 070288

Date : May 30, 2017  
Place : Mumbai



# Ruchi Infrastructure Limited

## BALANCE SHEET AS AT MARCH 31, 2017

(Amounts in ₹)

Particulars	Note	As at March 31, 2017	As at March 31, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	1	75,13,01,242	75,13,01,242
(b) Reserves and surplus	2	136,37,48,746	142,40,50,948
		<b>211,50,49,988</b>	<b>217,53,52,190</b>
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	112,28,49,329	24,22,09,169
(b) Deferred tax liabilities ( Net )	4	2,91,73,075	1,51,07,604
(c) Other Long Term Liabilities	5	—	25,65,50,000
(d) Long-term provisions	6	28,08,326	32,97,502
		<b>115,48,30,730</b>	<b>51,71,64,275</b>
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	7	3,77,24,741	195,69,35,420
(b) Trade payables	8	136,72,85,423	180,81,51,511
(c) Other current liabilities	9	14,21,13,854	7,67,43,023
(d) Short-term provisions	10	10,47,327	4,27,85,399
		<b>154,81,71,345</b>	<b>388,46,15,353</b>
<b>TOTAL</b>		<b>481,80,52,063</b>	<b>657,71,31,818</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets			
(i) Tangible assets	11	204,66,39,510	140,73,95,694
(ii) Intangible assets	11	1,66,46,103	2,93,79,096
(iii) Capital work-in-progress		40,710	10,22,86,794
		<b>206,33,26,323</b>	<b>153,90,61,584</b>
(b) Non-current Investments	12	60,10,94,304	80,51,48,651
(c) Long-term loans and advances	13	15,21,94,355	18,75,30,870
(d) Other non-current assets	14	4,58,93,203	4,55,82,211
		<b>286,25,08,185</b>	<b>257,73,23,316</b>
<b>(2) Current Assets</b>			
(a) Current Investments	15	37,12,524	1,48,679
(b) Inventories	16	14,28,00,921	199,01,94,954
(c) Trade Receivables	17	116,13,76,917	142,70,83,904
(d) Cash and Bank Balances	18	15,99,06,587	4,18,28,412
(e) Short-term loans and advances	19	23,06,91,019	28,21,48,577
(f) Other current assets	20	25,70,55,910	25,84,03,976
		<b>195,55,43,878</b>	<b>399,98,08,502</b>
<b>TOTAL</b>		<b>481,80,52,063</b>	<b>657,71,31,818</b>
The accompanying notes to accounts forming an integral part to the financial statements	1 to 51		
General Information and significant accounting policies	A-B		

As per our report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Narendra Shah**  
Executive Director  
DIN 02143172

**Krishna Das Gupta**  
Director  
DIN 00374379

**CA Ashok Khasgiwala**  
Partner  
Membership No. 070288  
Mumbai, May 30, 2017

**Ravindra Kumar Kakani**  
Chief Financial Officer

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2017



# Ruchi Infrastructure Limited

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED MARCH 31, 2017

(Amounts in ₹)

Particulars	Note	For the year ended 31st March 2017	For the Year ended 31st March 2016
<b>INCOME :</b>			
<b>I.</b> Revenue from operations	21	293,39,33,646	2322,72,70,594
<b>II.</b> Other income	22	6,08,64,852	2,85,90,404
<b>III. Total Revenue (I + II)</b>		299,47,98,498	2325,58,60,998
<b>IV. EXPENSES</b>			
Cost of materials consumed	23	8,84,34,124	28,44,58,592
Purchases of stock-in-trade	24	34,21,73,828	18,52,85,05,222
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	178,87,42,744	337,48,68,853
Employee benefits expense	26	7,18,92,630	8,16,06,894
Finance costs	27	25,62,25,453	35,56,75,278
Depreciation and amortisation expense	11	10,19,32,644	10,00,43,519
Other expenses	28	41,54,59,452	57,29,79,397
<b>Total expenses</b>		306,48,60,875	2329,81,37,755
<b>V. Profit / (Loss ) before exceptional and extraordinary items and tax (III-IV)</b>		(7,00,62,377)	(4,22,76,757)
<b>VI.</b> Exceptional items (Refer Note 11 (ii))		1,04,33,455	—
<b>VII. Profit/ (Loss) before Extraordinary items and tax (V - VI)</b>		(8,04,95,832)	(4,22,76,757)
<b>VIII.</b> Extraordinary Items		—	—
<b>IX. Profit / (Loss) before tax (VII -VIII)</b>		(8,04,95,832)	(4,22,76,757)
<b>X. Tax Expense</b>			
Current tax		51,74,475	—
Deferred tax		1,40,65,472	75,73,609
Tax for earlier years		—	—
<b>XI. Profit/ (loss) for the year (IX - X)</b>		(9,97,35,779)	(4,98,50,366)
<b>XII. Earning per equity share (Face Value of Re. 1 each)</b>	33		
(1) Basic		(0.68)	(0.44)
(2) Diluted		(0.68)	(0.44)
The Accompanying notes to accounts forming an integral part to the financial statements	1 to 51		
General Information and significant accounting policies	A-B		

As per our report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Narendra Shah**  
Executive Director  
DIN 02143172

**Krishna Das Gupta**  
Director  
DIN 00374379

**CA Ashok Khasgiwala**  
Partner  
Membership No. 070288  
Mumbai, May 30, 2017

**Ravindra Kumar Kakani**  
Chief Financial Officer

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2017

# Ruchi Infrastructure Limited

## CASH FLOW STATEMENT ANNEXED TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Particulars	2016-2017 ₹	2015-2016 ₹
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax & Extraordinary Item	(8,04,95,832)	(4,22,76,757)
Adjustment For :		
Depreciation	10,19,32,644	10,00,43,519
Finance Cost	25,62,25,453	35,56,75,278
Interest Received	(1,16,18,767)	(1,12,86,504)
Dividend Income	—	(25,21,540)
(Profit) / Loss on Sale of Investments	(2,49,18,500)	1,06,93,330
(Profit) / Loss on Sale of Fixed Assets	(28,19,275)	—
Provision for diminution in value of investment	10,33,54,347	3,77,00,001
Share in Profit of Partnership Firm	(25,63,845)	(81,83,675)
Reversal of Depreciation	(33,08,392)	(17,87,112)
Exceptional Items	1,04,33,455	—
Provision for Doubtful Debts	3,60,00,000	—
	38,22,21,288	43,80,56,540
<b>Operating profit before working capital changes</b>	38,22,21,288	43,80,56,540
Adjustment For :		
Trade and other receivables	28,41,93,486	29,36,27,959
Inventories	184,73,94,032	331,49,06,302
Trade and Other Payables	(69,57,88,436)	(303,02,82,651)
	1,43,57,99,082	57,82,51,610
<b>Cash Generated from Operations</b>	181,80,20,370	101,63,08,150
Direct Taxes Paid	(87,21,504)	(1,09,44,124)
<b>Net cash flow from/ (used in) operating activities</b>	180,92,98,866	100,53,64,026
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(60,60,59,372)	(11,54,02,878)
Subsidy Received	78,43,000	44,70,100
Sale of fixed assets	41,75,787	—
Purchase of New Investment	(35,63,845)	(25,35,49,726)
Sale of Investment	12,56,18,500	25,80,86,122
Interest Received	1,17,09,923	34,43,857
Dividend Received	—	25,21,540
(Investment in ) / Redemption of bank deposit with maturity more than three months	35,40,633	10,02,77,576
Share in Profit of Partnership Firm	25,63,845	81,83,675
<b>Net cash flow from /(used in) Investing Activities</b>	(45,41,71,529)	80,30,266
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed from long and short term Borrowing	94,88,00,616	24,69,73,152
Repayment of long and short term Borrowing	(191,92,10,679)	(89,34,84,465)
Finance Cost	(26,34,36,400)	(35,66,73,869)
Dividend and Dividend Tax Paid	—	(5,42,54,888)
<b>Net cash flow from/(used in) financing activities</b>	(123,38,46,463)	(105,74,40,070)
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents for the year</b>	12,12,80,874	(4,40,45,778)
<b>Cash and Cash Equivalents at Beginning of the Year</b>	3,27,27,185	7,67,72,963
<b>Cash and Cash Equivalents at end of the Year</b>	15,40,08,059	3,27,27,185
<b>Increase/ (Decrease) in Cash and Cash Equivalents</b>	12,12,80,874	(4,40,45,778)

As per our Report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Narendra Shah**  
Executive Director  
DIN 02143172

**Krishna Das Gupta**  
Director  
DIN 00374379

**CA Ashok Khasgiwala**  
Partner  
Membership No. 070288  
Mumbai, May 30, 2017

**Ravindra Kumar Kakani**  
Chief Financial Officer

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2017

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# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

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## A. GENERAL INFORMATION

Ruchi Infrastructure Limited (the company) is a Public Limited Company incorporated on 28th August, 1984 in India under the provision of Companies Act, 1956. The Company is engaged in the business of Infrastructure viz. storage of liquid commodities, Agri-warehousing facilities, Wind power generation, Trading of various commodities and manufacturing of Soap. Its equity shares are listed on National Stock Exchange of India Ltd. (NSE) and BSE Ltd. (BSE).

## B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Accounting

The accounts have been prepared in accordance with the historical cost convention. The financial statements are prepared as a going concern under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India.

These financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Rule 7 of the Companies (Accounts) Rules, 2014 in respect of section 133 of the Companies Act, 2013 and other recognized accounting practices and policies.

### b) Use of Estimates

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. The difference between actual results and estimates are recognized in the period in which the results are known / materialize.

### c) Revenue recognition

The Company follows mercantile system of the accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

Sales revenue is recognized on transfer of the significant risks and rewards of ownership of the goods to the buyer and stated net of sales tax, VAT, trade discounts and rebates but includes excise duty.

Income from services is recognized as they are rendered based on arrangement / agreement with the concern customers.

The Export incentives are accounted for on accrual basis taking into account certainty of realization and its subsequent utilization.

Interest income is recognized on time proportion basis.

Revenue from Power Supply is accounted for on the basis of sales to state distribution companies in terms of the power purchase agreement or on the basis of sales under merchant trading based on the contracted rate as the case may be.

Dividend Income on investment is accounted for as and when the right to receive the payment is established.

### d) Fixed Assets

#### (i) Property, Plant and Equipment

Property, Plant and Equipments are stated at costs. The cost comprises of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates. Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.

#### (ii) Intangible assets

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion and impairment loss, if any.

#### (iii) Depreciation / Amortization

Depreciation on Plant, Property & Equipment is provided in the manner specified in Schedule II to the Companies Act, 2013. Depreciation of an asset is the difference between Original cost / revalued amount and the estimated residual value and is charged to the statement of profit and loss over the useful life of an asset on written down value method. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on addition/ disposal of assets has been provided on pro rata basis with reference to date of addition /disposal. Depreciation on assets disposed /discarded is charged upto the date on which such asset is sold.

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# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

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Intangible Assets – Computer software are amortized over a period of 3 years and Jetty is amortized over the period of lease with Gujarat Maritime Board.

**e) Borrowing cost**

Borrowing cost attributable to the acquisition and constructions of qualifying assets are capitalized as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to statement of Profit and Loss.

**f) Valuation of inventories**

Inventories are valued at lower of cost and net realizable value, except by-product/scrap is valued at net realizable value. Cost of inventory is arrived at by using Moving Average Price Method. Cost of inventory is generally comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of realizable by products is included as cost of the product.

**g) Government Grant**

Government grants and subsidies from Government are recognized when there is reasonable certainty that the grant / subsidy will be received and all attaching conditions will be complied with. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of a depreciable asset by way of a reduced depreciation charge. Government grants in the nature of promoter's contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve.

**h) Investment**

Investment are valued at cost of acquisition. In case of long term investments, no provision is made for diminution in the value of investments, where, in the opinion of the Board of Directors such diminution is temporary. Current Investments are stated at lower of cost and fair value.

**i) Foreign currency transaction**

- a) All transactions in foreign currency are recorded at the rates of the exchange prevailing on the dates when the relevant transactions took place; any gain/ loss on account of the fluctuations in the rate of exchange is recognized in the statement of Profit and Loss.
- b) Monetary items in the form of loans, current assets and current liabilities in foreign currencies at the close of the year are converted in the Indian currency at the appropriate rate of exchange prevailing on the dates of the Balance Sheet. Resultant gain or loss on account of fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- c) In respect of the Forward Exchange Contracts entered into to hedge foreign currency risks, the difference between the Forward Rate and Exchange Rate at the inception of the contract is recognized as income or expense over the life of the contract.

**j) Employee Benefits**

- i) Defined Contribution Plan - Contributions to Provident Fund and Family Pension fund are charged to the statement of Profit and Loss.
- ii) The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.
- iii) The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees' gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Statement of Profit and Loss. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in Statement of Profit and Loss.
- iv) Short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period when the employees render the services.

**k) Provision, Contingent Liabilities and Contingent Asset**

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Provision (excluding

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# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

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retirement benefits) are not discounted to their present value and are determined based on the best estimates 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. Contingent liabilities are not recognized but are disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

**l) Taxes on Income**

Provision for Current Tax is the amount of tax payable on taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on the timing difference, being the difference between taxable income and the accounting income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**m) Segment Accounting**

Segment Accounting Policies:-

Following accounting policies have been followed by the company for segment reporting.

- (1) The Company has disclosed business segment as the primary segment. Segments have been identified taking into account the type of products, the differing risk and returns and the internal reporting system. The various segments identified by the Company comprised as under:

Name of Segment	Comprised of
Commodities	- Trading of Oils,Castor Seeds, Cotton and other Commodities
Infrastructure	- Storage, Agri Warehousing, Wind Energy
Others	- Manufacturing of Soaps

By products/scrap related to each segment have been included in respective segment.

- (2) Segment revenue, segment results, segment assets and segment liabilities includes respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un- allocable corporate cost. Assets and liabilities that cannot be allocated between the segments are shown as un- allocable corporate assets and liabilities respectively. Inter segment revenue are recognized at sale price.

**n) Leases**

**a) As a Lessee**

Leases , where risk and reward of ownership, are significantly retained by the lessor are classified as operating leases and lease rental thereon are charged to the statement of profit and loss over the period of lease.

**b) As a Lessor**

Asset subject to operating leases are included in Fixed Asset, lease income is recognized in the statement of profit and loss on straight line basis over the lease term. Cost including depreciation are recognized as an expenses in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc. recognized immediately in the statement of profit and loss.

**o) Impairment of Assets**

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/ external factors.

An asset is impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior period is reversed if there has been an indication that impairment loss recognized for an asset no longer exists or may have decreased.

**p) Cash Flow Statement**

Cash Flows are reported using indirect method, whereby Profit (loss) before extraordinary items and tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. The Cash Flow from Operating, Investing and Financial activities of the Company are segregated based on the available information.

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amounts in ₹)

	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 1 : SHARE CAPITAL</b>		
<b>A Authorised</b>		
i) Equity Shares 50,00,00,000 equity shares (Previous year 50,00,00,000 equity shares) of ₹ 1/- each	50,00,00,000	50,00,00,000
ii) Preference Shares 2,00,00,000 (Previous year 2,00,00,000) Cumulative Redeemable Preference Shares of ₹ 100/- each	200,00,00,000	200,00,00,000
	250,00,00,000	250,00,00,000
<b>B Issued, Subscribed and Fully Paid up</b>		
i) Equity Shares 20,52,39,942 Equity Shares (Previous year 20,52,39,942 equity shares) of ₹ 1 each fully paid up	20,52,39,942	20,52,39,942
ii) Preference Shares 54,60,613 (Previous year 54,60,613) 6 % Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100 each fully paid up	54,60,61,300	54,60,61,300
<b>TOTAL</b>	<b>75,13,01,242</b>	<b>75,13,01,242</b>

## 1.1 The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	Amount	No. of Shares	Amount
<b>A. Equity Shares :</b>				
Equity Shares at the beginning of the year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
Add: Shares issued during the year	—	—	—	—
Equity Shares at the end of the Year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
<b>B. Preference Shares :</b>				
Preference Shares at the beginning of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300
Shares issued during the year	—	—	—	—
Preference Shares at the end of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300

## 1.2 Terms / Rights attached to Equity Shares :

The company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors (if any) is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend which is paid as and when declared by the Board of Directors. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

## 1.3 Terms / Rights attached to Preference Shares :

Preference shares are non convertible, cumulative, redeemable and have a par value of ₹100/- per share. Each preference shareholder is eligible for one vote per share only on resolutions affecting their rights and interest. Shareholders are entitled to dividend at the rate of 6 % p.a. which is cumulative. In the event of liquidation of the company before redemption, the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## 1.4 The details of shareholders' holding more than 5 % Shares

Name of shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of Shares held	% of holding	No. of Shares held	% of holding
<b>A. EQUITY SHARES :</b>				
Bunkim Finance and Investments Pvt Ltd	2,89,86,321	14.12	2,89,86,321	14.12
Ruchi Soya Industries Ltd	2,73,24,239	13.31	2,73,24,239	13.31
Mahakosh Holding Pvt Ltd	1,50,57,840	7.34	1,50,57,840	7.34

## B. PREFERENCE SHARES :

Name of shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Wellway Development Ltd	27,96,281	51.21	27,96,281	51.21
Apec Investments Ltd	17,33,345	31.74	17,33,345	31.74
Everlead Trading Ltd	9,30,987	17.05	9,30,987	17.05

## 1.5a. The Company had allotted 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each as under :

17,33,345 Shares were allotted on 30th March, 2006

37,27,268 Shares were allotted on 9th October, 2006

## b. The aforesaid Preference Shares are redeemable as under :

₹ 25/- to be redeemed after 18 years from date of allotment

₹ 75/- to be redeemed after 19 years from date of allotment

(Previous year : ₹ 33 to be redeemed after 12 years from date of allotment)

₹ 33 to be redeemed after 13 years from date of allotment

₹ 34 to be redeemed after 14 years from date of allotment)

The terms and conditions of redemption of preference shares have been modified during the year with the consent of the Preference shareholders and are subject to approval of equity shareholders of the Company.

The Company at its sole discretion has an option to prematurely redeem the preference shares in full or in part after completion of three years from the date of allotment.

## 1.6 For the period of five years immediately preceeding the date at which the Balance Sheet is prepared, i.e. 31.03.2017, the Company has not allotted any shares pursuant to Contract(s) without payment being received in Cash or by way of bonus shares or bought back any shares / class of shares.

(Amounts in ₹)

	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 2: RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>		
Balance as at the beginning of the year	33,78,73,450	33,78,73,450
Add : Received During the Year	—	—
Balance as at the end of the year	33,78,73,450	33,78,73,450
<b>Securities Premium Account</b>		
Balance as at the beginning of the year	11,79,04,024	11,79,04,024
Add : Received during the year	—	—
Balance as at the end of the year	11,79,04,024	11,79,04,024
<b>Capital Subsidy</b>		
Balance as at the beginning of the year	—	20,00,000
Less : Transfer to General Reserve	—	20,00,000
Balance as at the end of the year	—	—
<b>General Reserve</b>		
Balance as at the beginning of the year	89,06,40,864	88,86,40,864
Add : Transfer from Capital Subsidy	—	20,00,000
Balance as at the end of the year	89,06,40,864	89,06,40,864



# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	7,76,32,610	16,69,16,553
Add/ Less : Profit / (Loss) for the Year	(9,97,35,779)	(4,98,50,366)
	(2,21,03,169)	11,70,66,187
Less : Appropriations		
Proposed Dividend - Preference Shares (Refer Note 49)	(3,27,63,678)	3,27,63,678
Tax on Proposed Dividend	(66,69,899)	66,69,899
Balance as at the end of the year	1,73,30,408	7,76,32,610
	136,37,48,746	142,40,50,948
<b>NOTE - 3: LONG - TERM BORROWINGS</b>		
<b>a) Secured</b>		
Term Loans		
A. From Banks	93,22,09,169	26,09,62,007
Less: Current maturities of long term borrowings (Refer Note 9)	7,11,66,033	1,87,52,838
	86,10,43,136	24,22,09,169
B. From Others	27,75,53,454	—
Less: Current maturities of long term borrowings (Refer Note 9)	1,57,47,261	—
	26,18,06,193	—
	112,28,49,329	24,22,09,169

**A. Term Loan from Banks**

- a. Term Loan from State Bank of India**
- i) Term Loan of ₹ 26,00,00,000/- from State Bank of India (Outstanding amount ₹ 23,26,69,152/- Previous year ₹ 24,69,73,152/-) is secured by exclusive first charge on future receivables from sale of wind power, charge by way of hypothecation on 18 wind turbine generators ( WTG's ) located at location No P-161 to P-167, P-170 to P-178, Village Palsodi, and P-117, P-179 Village Gopalpura Dist Ratlam (M.P) 17 WTG's and location No. N-22 Village Palnagar Dist. Dewas (M.P), 1 WTG, and personal guarantee of Mr. Dinesh Shahra. The rate of interest as at the year end is 15.10% p.a (Previous year 12.10 %).
  - ii) The Loan is repayable in 139 scattered monthly installments starting from September, 2015 and last installment due in March, 2027.

Year	No of Installments	Amount of Installments ₹	Total Amount ₹
2015-2016	7	18,57,000	1,29,99,000
2016-2017	12	11,92,000	1,43,04,000
2017-2018	12	13,54,000	1,62,48,000
2018-2019	12	13,00,000	1,56,00,000
2019-2020	12	15,17,000	18,204,000
2020-2021	12	16,25,000	1,95,00,000
2021-2022	12	18,42,000	2,21,04,000
2022-2023	12	19,50,000	2,34,00,000
2023-2024	12	21,67,000	2,60,04,000
2024-2025	12	22,75,000	2,73,00,000
2025-2026	12	24,92,000	2,99,04,000
2026-2027	11	28,71,000	3,15,81,000
2026-2027	1	28,52,000	28,52,000
<b>Total</b>	<b>139</b>		<b>26,00,00,000</b>

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## b. Term Loan from South Indian Bank Ltd

Term Loan of ₹ 69,00,00,000/- [Outstanding amount ₹ 69,00,00,000/- (Previous year ₹ Nil)] from South Indian Bank Ltd. is secured by,

- i) Hypothecation of all current assets of the Company including receivables other than those charged to existing lenders of the Company.
- ii) Collateral security by way of hypothecation / mortgage of warehouses of the Company located at :
  - a. Survey No. 30/1, 30/2, 30/3, 30/4, Village Linga, District Chindwada (MP), Area of Land- 26353 sq mt.
  - b. Survey No. 253/1, 257/1, 258 and 259, Village Chaigaon, Devi Tehsil, District Khandwa, Area of land- 37100 sq mt.
  - c. Survey No. 711, 712, 713, Village Jamunia, Kala patwari, Halka No. 11, Mhow Nasirawad road, Tehsil and District Ratlam (MP), area of land - 62300 sq mt.
  - d. Survey No. 734/2, 751/2, 752, 756/2, 756/3, 756/4, 756/5, 758/1, 759/1, Patwari Halka No. 31, Village Mangrol, Mhow Nasirawad road, Tehsil and District Ratlam (MP), area of land - 53100 sq mt.
  - e. Survey No. 167/1, 168/1, 78/1, 78/3, 79/2, 74, 75, 76, 77, 79/1, 78/2, 173/1, Village Raigaon, Tehsil Raghuraj Nagar District Satna(MP), area of land - 36300 sq mt.
- iii) The rate of Interest as at the year end is 11.50 % (Previous year Nil).
- iv) The loan is repayable in 26 scattered installments starting from September 2017 with the last installment due in December, 2023.

Year	No of Installments	Amount of Installments ₹	Total Amount ₹
2017-2018	1	1,66,66,000	1,66,66,000
2017-2018	2	1,66,67,000	3,33,34,000
2018-2019	4	1,87,50,000	7,50,00,000
2019-2020	4	1,87,50,000	7,50,00,000
2020-2021	4	2,50,00,000	10,00,00,000
2021-2022	4	3,12,50,000	12,50,00,000
2022-2023	4	3,75,00,000	15,00,00,000
2023-2024	2	3,83,30,000	7,66,60,000
2023-2024	1	3,83,40,000	3,83,40,000
<b>Total</b>	<b>26</b>		<b>69,00,00,000</b>

## c. (i) Term Loan from HDFC Bank Ltd.,

Term Loan of ₹ 59,70,000/- from HDFC Bank , [Outstanding amount ₹ 17,55,925/- (Previous year ₹30,17,009/-)] is secured by charge on specific asset financed by the Bank. The loan is repayable in 60 Equated Monthly Installment of ₹ 1,24,700/- (Including interest) commencing from July 2013, last installment being due in June 2018. Rate of Interest as at the year end is 9.61% p.a. (Previous year 9.61%).

## (ii) Term Loan from HDFC Bank Ltd.

Term Loan of ₹ 1,62,42,847/- from HDFC Bank, [Outstanding amount ₹ 77,84,092/- (Previous year ₹ 1,09,71,846/-)] is secured by charge on specific asset financed by the Bank. The loans are repayable in 60 Equated Monthly Installment of ₹ 3,47,114/- (Including interest) commencing from April 2014, last installment being due in March, 2019. Rate of Interest as at the year end is 10.25% p.a. (Previous year 10.25%).

## B. Term Loan from Others

### Term Loan from JM Financial Products Ltd.

Term Loan of ₹ 28,00,00,000/- from JM Financial Products Limited, [Outstanding amount ₹ 27,75,53,454/- (Previous year ₹ Nil)] is secured by

- i) mortgage of property of the Company situated at Flat No 14, Vandan Co operative Housing Society, 29-A, Doongersey Road, Malabar Hill, Walkeshwar, Mumbai, pledge of 80,00,000 equity shares of Ruchi Soya Industries Ltd. held by the Company. The rate of interest as at the year end is 12 % p.a ( Previous year Nil).
- ii) The loan is repayable in 120 equated monthly installment of ₹ 40,17,187/- (including interest) commencing from February 2017 with the last installment being due in January, 2027.

- C. Secured Long Term Borrowings aggregating to ₹ 23,56,62,524/- (Previous year ₹ 24,69,73,152/-) including interest accrued but not due on borrowings of ₹ 29,93,372/- (Previous year ₹ Nil) are secured by personal guarantee of Mr. Dinesh Shahra.

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 4 : DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liability		
On difference between book depreciation and tax depreciation	3,01,01,592	2,53,88,908
	3,01,01,592	2,53,88,908
Defferred Tax Assets		
On account of unabsorbed lossess under Income Tax Act, 1961	—	1,02,81,304
On account of other timing difference	9,28,517	—
	9,28,517	1,02,81,304
Deferred Tax Liability ( Net )	2,91,73,075	1,51,07,604
<b>NOTE - 5: OTHER LONG TERM LIABILITIES</b>		
<b>Trade Payables</b>		
– Due to Micro and Small Enterprises	—	—
– Due to others (Refer Note 8 for MSMED Act, 2006 disclosure)	—	25,65,50,000
	—	25,65,50,000
<b>NOTE - 6 : LONG TERM PROVISIONS</b>		
Provision for employee benefits (Refer Note No. 36 for disclosure as per AS-15)	28,08,326	32,97,502
	28,08,326	32,97,502
<b>NOTE - 7 : SHORT TERM BORROWINGS</b>		
Secured :		
<b>(i) From Banks</b>		
Working Capital Loan - Repayable on demand (Refer Note i)	—	107,00,00,000
<b>(ii) From Others</b>		
Working Capital Loan (Refer Note ii)	3,77,24,741	88,69,35,420
	3,77,24,741	195,69,35,420

## Note :

- Working capital demand loans from Banks are secured by exclusive charge by way of pledge of all present and future specific current assets and by hypothecation of book debts, stocks, and other receivables.
- Working capital loan from others is secured by exclusive charge by way of pledge of stocks of commodities.

## NOTE - 8 : TRADE PAYABLES

– Due to Micro and Small Enterprises	—	—
– Due to others	136,72,85,423	180,81,51,511
	136,72,85,423	180,81,51,511

## Note:-

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006.

- Trade Payables includes Nil (Previous Year Nil) amount due to micro and small enterprises registered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED).
- The details of amount outstanding to Micro, Small and Medium Enterprises are as under :

Particulars	As at March 31, 2017	As at March 31, 2016
Principle amount due and remain unpaid	—	—
Interest due on above and unpaid interest	—	—
Interest paid	—	—
Interest payment made beyond appointed day during the year	—	—
Interest due and payable for the period of delay	—	—
Interest accrued and remaining unpaid	—	—
Amount of further interest remaining due and payable in succeeding years	—	—

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

- c. The information has been determined to the extent such parties have been identified on the basis of information available with the Company and relied upon by the auditors.

(Amounts in ₹)

	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 9 : OTHER CURRENT LIABILITIES</b>		
a. Current maturities of long-term borrowings (Refer Note 3 for security details)	<b>8,69,13,294</b>	1,87,52,838
Interest accrued but not due on borrowings	<b>57,27,908</b>	1,29,38,855
Unclaimed Dividends *	<b>1,42,393</b>	1,53,728
Other Payables		
(i) Statutory Dues	<b>57,39,311</b>	66,67,591
(ii) Advances from Customers	<b>2,02,65,074</b>	1,98,71,140
(iii) Creditors for Capital Expenses	<b>33,42,441</b>	11,86,388
(iv) Bank overdraft as per books	<b>1,49,15,533</b>	—
(v) Other Liabilities **	<b>50,67,900</b>	1,71,72,483
	<b>14,21,13,854</b>	7,67,43,023
<b>Note :</b>		
* There are no amount due and outstanding, to be credited to investors education and protection fund.		
** Other Liabilities includes amounts payable to employees and expenses.		
<b>NOTE - 10 : SHORT TERM PROVISIONS</b>		
A. Provision for employee benefits (Refer Note No 36 for disclosure as per AS-15)	<b>10,47,327</b>	33,51,822
Provision - Others		
(i) For Proposed Preference Dividend (Refer Note 49)	—	3,27,63,678
(ii) For Corporate Tax on Dividend	—	66,69,899
	<b>10,47,327</b>	4,27,85,399

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

NOTE - 11 : FIXED ASSETS

(Amounts in ₹)

	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As on 01.04.2016	Additions	Deductions	As on 31.03.2017	Upto 01.04.2016	For the year	Adjustment	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
<b>Tangible Assets</b>										
<b>Own Assets</b>										
LAND - FREE HOLD	52,58,64,209 (51,48,42,131)	3,86,730 (1,10,22,078)	4,33,267 —	52,58,17,672 (52,58,64,209)	— —	— —	— —	— —	52,58,17,672 (52,58,64,209)	52,58,64,209 (51,48,42,131)
LAND - LEASEHOLD	3,26,55,483 (3,26,55,483)	5,43,23,916 —	— —	8,69,79,399 (3,26,55,483)	1,47,09,902 (1,34,98,226)	28,71,573 (12,11,676)	— —	1,75,81,475 (1,47,09,902)	6,93,97,924 (1,79,45,581)	1,79,45,581 (1,91,57,257)
BUILDINGS	53,54,56,101 (53,50,42,892)	— (48,83,309)	78,92,987 (44,70,100)	52,75,63,114 (53,54,56,101)	25,74,59,506 (23,61,39,692)	1,45,78,320 (2,31,06,926)	33,30,115 (17,87,112)	26,87,07,711 (25,74,59,506)	25,88,55,403 (27,79,96,595)	27,79,96,595 (29,89,03,200)
PLANT AND MACHINERY	1,12,77,41,653 (1,11,53,78,667)	11,25,162 (1,23,62,986)	21,150 —	1,12,88,45,665 (1,12,77,41,653)	83,03,20,324 (78,32,25,807)	4,15,03,278 (4,70,94,517)	11,140 —	87,18,12,462 (83,03,20,324)	25,70,33,203 (29,74,21,329)	29,74,21,329 (33,21,52,860)
FURNITURE & FIXTURES	5,45,55,969 (5,44,63,595)	9,80,36,229 (92,374)	3,938 —	15,25,88,260 (5,45,55,969)	4,46,40,976 (3,99,61,134)	73,39,320 (46,79,842)	3,599 —	5,19,76,697 (4,46,40,976)	10,06,11,563 (99,14,993)	99,14,993 (1,45,02,461)
VEHICLES	7,44,40,782 (7,43,88,973)	40,43,416 (51,809)	86,06,823 —	6,98,77,375 (7,44,40,782)	5,47,55,859 (4,38,78,886)	72,48,729 (1,08,76,973)	77,78,080 —	5,42,26,508 (5,47,55,859)	1,56,50,867 (1,96,84,923)	1,96,84,923 (3,05,10,087)
OFFICE EQUIPMENT	69,28,547 (57,41,388)	2,90,73,931 (11,87,159)	6,61,097 —	3,53,41,381 (69,28,547)	54,57,890 (46,13,605)	29,43,090 (8,44,285)	6,05,209 —	77,95,771 (54,57,890)	2,75,45,610 (14,70,657)	14,70,657 (11,27,783)
<b>Assets given on operating lease</b>										
Building	37,68,17,224 (37,68,17,224)	55,77,78,657 —	— —	93,45,95,881 (37,68,17,224)	16,22,07,820 (16,02,88,991)	1,76,79,735 (19,18,829)	— —	17,98,87,555 (16,22,07,820)	75,47,08,326 (21,46,09,404)	21,46,09,404 (21,65,28,233)
Plant & Machinery	40,64,99,538 (40,64,99,538)	— —	— —	40,64,99,538 (40,64,99,538)	36,40,11,535 (35,47,23,085)	54,69,061 (92,88,450)	— —	36,94,80,596 (36,40,11,535)	3,70,18,942 (4,24,88,003)	4,24,88,003 (5,17,76,453)
<b>TOTAL</b>	<b>3,14,09,59,506</b>	<b>74,47,68,041</b>	<b>1,76,19,262</b>	<b>3,86,81,08,285</b>	<b>1,73,35,63,812</b>	<b>9,96,33,106</b>	<b>1,17,28,143</b>	<b>1,82,14,68,775</b>	<b>2,04,66,39,510</b>	<b>1,40,73,95,694</b>
<i>Previous Year</i>	<i>(3,11,58,29,891)</i>	<i>(2,95,99,715)</i>	<i>(44,70,100)</i>	<i>(3,14,09,59,506)</i>	<i>(1,63,63,29,426)</i>	<i>(9,90,21,498)</i>	<i>(17,87,112)</i>	<i>(1,73,35,63,812)</i>	<i>(1,40,73,95,694)</i>	<i>(1,47,95,00,465)</i>
<b>Intangible Assets</b>										
JETTY	13,31,31,996 (13,31,31,996)	— —	— —	13,31,31,996 (13,31,31,996)	10,37,52,900 (10,27,30,879)	22,99,538 (10,22,021)	-1,04,33,455 —	11,64,85,893 (10,37,52,900)	1,66,46,103 (2,93,79,096)	2,93,79,096 (3,04,01,117)
SOFTWARE	47,250 (47,250)	— —	— —	47,250 (47,250)	47,250 (47,250)	— —	— —	47,250 (47,250)	— —	— —
<b>TOTAL</b>	<b>13,31,79,246</b>	<b>—</b>	<b>—</b>	<b>13,31,79,246</b>	<b>10,38,00,150</b>	<b>22,99,538</b>	<b>-1,04,33,455</b>	<b>11,65,33,143</b>	<b>1,66,46,103</b>	<b>2,93,79,096</b>
<i>Previous Year</i>	<i>(13,31,79,246)</i>	<i>—</i>	<i>—</i>	<i>(13,31,79,246)</i>	<i>(10,27,78,129)</i>	<i>(10,22,021)</i>	<i>—</i>	<i>(10,38,00,150)</i>	<i>(2,93,79,096)</i>	<i>(3,04,01,117)</i>

- Note :**
- i) The Ownership of Jetty - ₹ 13,31,31,996/- (At Cost) (Previous Year ₹ 13,31,31,996/-) rests with the Gujarat Maritime Board
  - ii) The Company has revised the remaining useful life of Jetty under intangible assets. Consequently amortisation related to earlier year amounting to ₹ 1,04,33,455/- has been provided in the current year and shown as exceptional item in statement of Profit and Loss.
  - iii) amounts in ( ) indicates figures for previous year.

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 12: NON CURRENT INVESTMENTS</b>		
<b>A In Equity Shares</b>		
<b>Quoted (Non Trade Investments)</b>		
13,71,800 (Previous Year 13,71,800) Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Ltd	48,03,500	48,03,500
11,700 (Previous Year 11,700) Equity Shares of ₹ 10/- each fully paid up in Ruchi Strips & Alloys Ltd	1,11,155	1,11,155
Less : Provision for diminution in value of investment	(86,455)	—
	24,700	1,11,155
82,59,625 (Previous Year 82,59,625) Equity Shares of ₹ 2/- each fully paid up in Ruchi Soya Industries Ltd	32,75,16,711	32,75,16,711
Less : Provision for diminution in value of investment	(10,32,67,892)	—
	22,42,48,819	32,75,16,711
	22,90,77,019	33,24,31,366
<b>Unquoted</b>		
<b>In Subsidiary Companies (Non Trade Investments)</b>		
70,00,000 (Previous Year 70,00,000) Equity shares of ₹ 10 each fully paid up in Peninsular Tankers Pvt Ltd	3,78,00,001	3,78,00,001
Less : Provision for diminution in value of Investment	(3,78,00,001)	(3,78,00,001)
Nil (Previous Year 10,000) Equity Shares of ₹ 10/- each fully paid up in Union Infrastructure Solutions Pvt Ltd	—	1,00,000
Less : Provision for diminution in value of Investment	—	(1,00,000)
	—	—
92,29,990 (Previous Year 92,29,990) Equity Shares of ₹ 10/- each fully paid up in Ruchi Renewable Energy P Ltd	25,36,49,726	25,36,49,726
<b>In Other than Subsidiary Companies (Non Trade Investments)</b>		
7,00,000 (Previous Year 7,00,000) Equity Shares of ₹ 10/- each fully paid up in Ruchi Acroni Industries Ltd	70,00,000	70,00,000
1,25,000 (Previous Year 1,25,000) Equity Shares of ₹ 10/- each fully paid up in Ruchi Global Ltd	12,50,000	12,50,000
10,000 (Previous Year Nil) Equity Shares of ₹ 10/- each fully paid up in Union Infrastructure Solutions Pvt Ltd	1,00,000	—
Less : Provision for diminution in value of Investment (Refer Note No 44)	(1,00,000)	—
	26,18,99,726	26,18,99,726
<b>In Subsidiary Companies (Trade Investments)</b>		
9,800 (Previous Year 9,800) Equity Shares of ₹ 10/- each fully paid up in Mangalore Liquid Impex Pvt Ltd	98,000	98,000
	98,000	98,000
<b>B In Preference Shares- Unquoted</b>		
2,00,000 (Previous Year 2,00,000) 6% Redeemable Non convertible cumulative Preference Shares of ₹ 100 each fully paid up in Ruchi Soya Industries Ltd	2,00,00,000	2,00,00,000
Nil (Previous Year 9,50,000) 6% Non Convertible Redeemable cumulative Preference Shares of ₹ 100 each fully paid up in Ruchi Realty Holdings Ltd	—	10,07,00,000
	2,00,00,000	12,07,00,000

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

		(Amounts in ₹)	
		As at March 31, 2017	As at March 31, 2016
<b>C In Partnership Firm</b>			
Capital Account with Narang & Ruchi Developers (Refer Note No 32)		9,00,19,559	9,00,19,559
		9,00,19,559	9,00,19,559
		60,10,94,304	80,51,48,651
<b>NOTE :</b>			
a. Investments are valued at cost less provision for other than temporary diminution.			
b. Aggregate amount of Quoted Investments		33,24,31,366	33,24,31,366
c. Aggregate Market Value of Quoted Investments		25,94,60,189	28,58,11,935
d. Aggregate amount of Unquoted Investments - In Equity Shares		29,98,97,727	29,98,97,727
In Preference Shares		2,00,00,000	12,07,00,000
In Partnership Firm		9,00,19,559	9,00,19,559
e. Aggregate provision for diminution in value of Investments		14,12,54,348	3,79,00,001
<b>NOTE - 13: LONG - TERM LOANS AND ADVANCES</b>			
<b>Unsecured , Considered Good</b>			
a. Capital advances		2,20,17,436	5,84,80,022
b. Security Deposits		1,77,64,924	2,23,37,704
c. Balance with Government Authorities		24,88,349	3,36,527
d. Advance Income Tax and Tax deducted at Source (Net of Provision for taxation of ₹ 16,58,32,461/- Previous Year ₹ 16,06,57,987/-)		10,99,23,646	10,63,76,617
		15,21,94,355	18,75,30,870
<b>NOTE -14: OTHER NON-CURRENT ASSETS</b>			
a. Interest Accrued on Deposit		27,88,367	21,39,441
b. Balance with Banks in Deposit Accounts having maturity over 12 months (Earmarked as security for Guarantees issued by Bank)		4,31,04,836	4,34,42,770
		4,58,93,203	4,55,82,211
<b>NOTE - 15: CURRENT INVESTMENTS</b>			
<b>Unquoted</b>			
1,00,000 (Previous year Nil) units of ₹ 10 each in IDBI Midcap Fund		10,00,000	—
<b>Investment in Partnership Firm</b>			
Balance in Current Account with Narang & Ruchi Developers		27,12,524	1,48,679
		37,12,524	1,48,679
<b>Note:</b>			
a. Aggregate amount of Unquoted Investments		37,12,524	1,48,679
b. Current Investments are valued at lower of cost and fair value			
<b>NOTE - 16: INVENTORIES</b>			
(As valued and certified by the management)			
a. Raw Materials (Including Packing Material)		26,15,196	6,12,66,485
b. Work-in-progress		4,01,212	2,16,003
c. Finished goods		5,62,436	13,01,76,149
d. Stock in trade		13,92,22,077	179,85,36,317
		14,28,00,921	199,01,94,954
<b>Note:</b> Inventories are valued at lower of cost or net realisable value, except by-products/scrap, which are valued at net realisable value			



# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>Broad Categories of Inventory</b>		
<b>a. Details of Raw Materials</b>		
Oils	—	5,75,98,001
Soaps	25,07,806	22,56,038
Packing Materials	1,07,390	14,12,446
	<u>26,15,196</u>	<u>6,12,66,485</u>
<b>b. Details of Work in Progress</b>		
Soaps	4,01,212	2,16,003
	<u>4,01,212</u>	<u>2,16,003</u>
<b>c. Details of Finished Goods</b>		
Oils	—	12,94,34,198
Soaps	5,62,436	7,41,951
	<u>5,62,436</u>	<u>13,01,76,149</u>
<b>d. Details of Stock In Trade</b>		
Oils	—	4,77,96,843
Castor Seed	13,92,22,077	175,07,39,474
	<u>13,92,22,077</u>	<u>179,85,36,317</u>
<b>NOTE - 17: TRADE RECEIVABLES</b>		
<b>Unsecured ,considered good</b>		
Outstanding for a period exceeding six months from the date they are due for payment	90,31,04,869	13,94,13,714
Other trade receivables*	29,42,72,048	128,76,70,190
	<u>119,73,76,917</u>	<u>142,70,83,904</u>
Less : Provision for doubtful debts	3,60,00,000	—
	<u>116,13,76,917</u>	<u>142,70,83,904</u>
*Includes ₹ 1,53,47,744/- due from Subsidiary (Previous Year ₹ 1,05,33,038/-)		
<b>NOTE - 18: CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
Balances with Banks		
a. In Current Accounts	10,05,11,376	3,05,07,906
b. Cheques in Hand	5,27,38,000	—
c. Cash on hand	7,58,683	22,19,279
	<u>15,40,08,059</u>	<u>3,27,27,185</u>
<b>Other Bank Balances</b>		
a. In Deposit Accounts having less than 3 months maturity	18,78,476	25,75,939
b. In Deposit Accounts having 3 to 12 months maturity	38,77,659	63,71,560
c. In Deposit accounts having more than 12 months maturity	4,31,04,836	4,34,42,770
Less : Shown under Other Non Current Assets (Refer Note 14)	(4,31,04,836)	(4,34,42,770)
d. In earmarked unclaimed dividend account	1,42,393	1,53,728
	<u>15,99,06,587</u>	<u>4,18,28,412</u>
<b>Note :</b>		
Earmarked Balances in Deposit Accounts		
(i) Deposits having less than 3 months maturity	18,78,476	25,75,939
(ii) Deposits having 3 to 12 months maturity	38,77,659	63,71,560
(iii) Deposits having over 12 months maturity	4,31,04,836	4,34,42,770

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 19: SHORT-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
a. Loan to related party (Refer Note No. 45)	5,83,00,000	—
<b>b. Others</b>		
i. Advance to Suppliers	2,75,14,410	2,98,78,757
ii. Balance with Government Authorities	6,23,76,492	15,74,75,130
iii. Other Advances Recoverable in Cash or In Kind or for value to be received	8,25,00,117	9,47,94,690
	<b>23,06,91,019</b>	<b>28,21,48,577</b>
<b>NOTE - 20: OTHER CURRENT ASSETS</b>		
<b>a. Interest Accrued</b>		
(i) On Fixed Deposits with Banks	1,45,230	25,96,224
(ii) On Others	65,63,073	48,52,161
<b>b. Other Receivable *</b>	<b>25,03,47,607</b>	<b>25,09,55,591</b>
	<b>25,70,55,910</b>	<b>25,84,03,976</b>

\*Other Receivables include Export Incentives receivable.

	(Amounts in ₹)	
	For the year 2016-2017	For the year 2015-2016
<b>NOTE - 21 : REVENUE FROM OPERATIONS</b>		
A Sales of products (Gross )	262,44,29,080	2282,40,54,190
B Sale of Services		
Cargo Handling Income	4,02,48,671	9,13,82,519
C Rental Income from storage and Warehouse	20,67,74,554	24,47,89,588
D Sale of Wind Power Generated	6,24,81,341	6,23,62,684
	<b>293,39,33,646</b>	<b>2322,25,88,981</b>
E Other Operating Revenues		
Export Incentive	—	44,94,633
Other Operating Income	—	1,86,980
	<b>—</b>	<b>46,81,613</b>
	<b>293,39,33,646</b>	<b>2322,72,70,594</b>
<b>Details of Sales of Products</b>		
Oils	35,59,07,341	7,17,64,11,560
Cotton	27,86,145	45,49,89,278
Extractions	23,10,86,052	6,28,566
Castor Seeds	2,01,10,83,243	15,16,92,53,429
Others	94,630	2,85,911
Soaps	2,34,71,669	2,24,85,446
	<b>262,44,29,080</b>	<b>2282,40,54,190</b>

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amounts in ₹)

	For the year 2016-2017	For the year 2015-2016
<b>NOTE - 22: OTHER INCOME</b>		
a. Interest Income	1,16,18,767	1,12,86,504
b. Dividend Income From Long Term Investment from other than subsidiary Companies	—	25,21,540
c. Share in Profit of Partnership firm	25,63,845	81,83,675
d. Profit on sale of Fixed Assets	28,19,275	—
e. Profit on sale of Investment	2,49,18,500	—
f. Other Non Operating Income (Refer Note No 34 (b))	1,89,44,465	65,98,685
	<b>6,08,64,852</b>	<b>2,85,90,404</b>
<b>NOTE - 23: COST OF MATERIALS CONSUMED</b>		
a) Raw materials consumed	7,24,23,602	27,36,32,265
b) Packing materials consumed	1,60,10,522	1,08,26,327
Materials consumed	<b>8,84,34,124</b>	<b>28,44,58,592</b>
<b>a. Details of Raw Material Consumed</b>		
Oils	5,75,98,001	25,91,08,262
Soap	1,48,25,601	1,45,24,003
	<b>7,24,23,602</b>	<b>27,36,32,265</b>

## b. Details of Imported and Indigenous materials consumed

	2016-2017	2015-2016
	Amounts in ₹	Amounts in ₹
<b>(i) Raw materials</b>		
Imported	—	—
Indigenous	7,24,23,602	27,36,32,265
<b>(ii) Packing materials</b>		
Imported	—	—
Indigenous	1,60,10,522	1,08,26,327

	For the year 2016-2017	For the year 2015-2016
<b>NOTE - 24: PURCHASES OF STOCK-IN-TRADE</b>		
Purchase of Stock in Trade	34,21,73,828	18,52,85,05,222
<b>Details of Purchase of Stock in Trade</b>		
Oils	20,94,805	6,56,06,66,434
Cotton	24,63,742	43,90,56,327
Extractions	23,36,71,454	6,59,999
Castor Seeds	10,39,43,827	11,52,81,22,462
	<b>34,21,73,828</b>	<b>18,52,85,05,222</b>

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	For the year 2016-2017	For the year 2015-2016
<b>NOTE - 25: CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Inventory at the beginning of the year		
Finished goods	13,01,76,149	5,53,833
Work-in-progress	2,16,003	1,85,400
Stock In Trade	179,85,36,317	530,30,58,089
	192,89,28,469	530,37,97,322
Less: Inventory at the end of the year		
Finished goods	5,62,436	13,01,76,149
Work-in-progress	4,01,212	2,16,003
Stock In Trade	13,92,22,077	179,85,36,317
	14,01,85,725	192,89,28,469
Net (Increase)/ Decrease in inventories	178,87,42,744	337,48,68,853
<b>NOTE - 26: EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Other Benefits	6,69,11,147	7,57,24,281
Contribution to Provident and Other Funds	33,07,570	39,34,916
Workmen & Staff Welfare expenses	16,73,913	19,47,697
	7,18,92,630	8,16,06,894
<b>NOTE - 27: FINANCE COSTS</b>		
Interest Expenses	24,90,35,685	34,99,06,722
Other borrowing costs	71,89,768	57,68,556
	25,62,25,453	35,56,75,278
<b>NOTE - 28: OTHER EXPENSES</b>		
Stores & Chemicals Consumed	2,78,848	17,67,578
Processing Charges	88,13,207	1,87,55,138
Rent	1,86,65,316	10,19,99,975
Repairs and Maintenance		
Of Buildings	52,76,196	33,86,123
Of Plant and Machinery	2,13,16,362	2,11,73,672
Of Others	57,62,291	83,96,833
Manufacturing Expenses	9,40,897	7,75,798
Insurance	31,50,658	54,03,706
Rates and Taxes	96,19,073	54,28,460
Bank Charges and Commission	6,64,682	13,15,759
Brokerage and Commission	88,479	19,36,599
Freight and Forwarding Charges	69,25,786	47,00,914
Export Expenses	—	2,16,79,489
Material Handling Expenses	6,18,82,488	11,31,99,487
Donation	57,000	10,41,500
Bad Debts written off	46,51,400	—
Net Loss/(Gain) on foreign exchange transactions and translation	59,04,763	16,55,06,788
Loss on Sale of Investment	—	1,19,80,400
Provision for doubtful debts	3,60,00,000	—
Provision for Dimunition in value of investments ( Net)	10,33,54,347	3,77,00,001
Miscellaneous Expenses	12,21,07,659	4,68,31,177
	41,54,59,452	57,29,79,397

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	2016-2017	2015-2016
<b>29. Contingent Liabilities and commitments</b> (to the extent not provided for)		
<b>A. Contingent Liabilities:</b>		
i. Bills discounted with company's bankers	—	34,07,68,476
ii. Demands disputed in appeals :		
a. Income Tax	32,97,742	74,06,759
b. Sales Tax	12,56,469	12,56,469
c. Entry Tax	70,53,833	—
d. Service Tax	6,05,73,749	6,04,63,552
iii. Corporate Guarantee given on behalf of Subsidiary (Ruchi Renewable Energy Pvt Ltd)	76,00,00,000	76,00,00,000
iv. Arrears of dividend on 54,60,613 6% non convertible Cumulative redeemable preference shares of ₹ 100 each	6,55,27,536	—
<b>B. Commitments:</b>		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advances of ₹ 2,20,17,436/- Previous Year ₹ 5,84,80,022/-)	1,08,93,127	1,88,92,365

30. Trade Payables (Note 5 & 8) include bills payable for purchase of goods ₹ 134,37,90,755/- (Previous Year ₹ 198,91,21,920/-).

	2016-2017	2015-2016
<b>31. Payments to the auditor</b> (incl. service tax)		
a. For Statutory audit	5,17,500	4,77,530
b. For Tax audit	1,43,750	1,14,000
c. For other services	10,424	2,44,507
d. For cost audit	46,000	45,800
e. For reimbursement of expenses	10,237	12,709

32. Details of Investment in partnership firm:  
Narang & Ruchi Developers:

	2016-17			2015-2016		
Name of the Partner	Balance in Capital Account	Balance in Current Account	% age of share in Profit/Loss	Balance in Capital Account	Balance in Current Account	% age of share in Profit /Loss
Ruchi Infrastructure Ltd	9,00,19,559	27,12,524	70	9,00,19,559	1,48,679	70
Narang Developers Pvt Ltd	1,00,02,173	17,20,785	30	1,00,02,173	6,21,994	30

## 33. EARNING PER SHARE (EPS)

	2016-2017	2015-2016
<b>Basic and diluted earnings per share :</b>		
a. Net Profit /(loss) after tax	(9,97,35,779)	(4,98,50,366)
b. Less : Preference dividend including tax there on	3,94,33,570	3,94,33,570
c. Profit/(loss) available for equity shareholders	(13,91,69,349)	(8,92,83,936)
d. Weighted average number of equity shares	20,52,39,942	20,52,39,942
e. Nominal value of ordinary share	1	1
f. Basic and diluted earning per share	(0.68)	(0.44)

34. a. The Company has set up agri warehousing and marketing infrastructure at various locations against which company is entitled to back ended subsidy as per the scheme of Ministry of Agriculture , Government of India.
- b. As per accounting policy adopted consistently , the Company has credited ₹ 78,43,000/- (Previous year ₹ 44,70,100/-) to related assets account on receipt of subsidy from the competent authority. Depreciation provided on related assets in the earlier years is reversed to statement of profit and loss account on subsidy received during the year. During the year depreciation of ₹ 33,08,392/- (Previous year ₹ 17,87,112/-) has been written back and shown in other income.

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## 35. DISCLOSURE ON FINANCIAL AND DERIVATIVE INSTRUMENTS :

The Company uses foreign currency forward exchange contracts to hedge its exposures in foreign currency related to firm commitment and highly probable forecasted transactions.

- Notional amount of forward contract entered into by the Company and outstanding - Nil (Previous year Nil).
- Foreign Currency exposure which are not hedged as at the year end:
  - Payable in foreign currency on account of expenses and refund of customer advances:

Particulars		2016-2017		2015-2016	
Currency	Amount in Foreign Currency	Amount in INR	Currency	Amount in Foreign Currency	Amount in INR
USD	33,199	21,52,580	USD	33,227	22,04,063

- Receivable in foreign currency on account of exports:

Particulars		2016-2017		2015-2016	
Currency	Amount in Foreign Currency	Amount in INR	Currency	Amount in Foreign Currency	Amount in INR
USD	52,87,298	34,28,21,006	USD	9,68,186	6,42,22,585

## 36. DISCLOSURE AS PER AS-15 – EMPLOYEE BENEFITS

### A) GRATUITY

- The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Profit and Loss Account. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 “Employee Benefits” (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in statement of Profit and Loss. Disclosure as per AS-15 is as under:

(Amounts in ₹)

	2016-2017	2015-2016
<b>Change in obligation during the year ended 31<sup>st</sup> March 2017</b>		
Obligation at the beginning of the year	1,04,03,613	85,43,039
Current Service cost	8,22,262	7,21,339
Interest Cost	8,28,128	6,79,172
Benefits payments	(8,74,065)	(10,70,403)
Actuarial (Gains)/Losses on obligations – Due to change in financial assumptions	4,12,234	(7,428)
Actuarial (Gains)/Losses on obligations – Due to experience	(20,82,675)	15,37,894
<b>Change in the fair value of plan assets</b>		
Fair value of plan assets at the beginning of the year	81,46,007	85,72,743
Expected return on plan assets	6,48,422	6,81,533
Contributions	17,09,718	—
Benefits paid	(8,74,065)	(10,70,403)
Actuarial Gains/(Losses) on plan assets-Due to experience	90,138	(37,866)
Fair value of plan assets at the end of the year	97,20,220	81,46,007
<b>Amount recognized in Balance Sheet</b>		
Present value of defined benefit obligation at the end of the year	(95,09,497)	(1,04,03,613)
Fair value of plan assets at the end of the year	97,20,220	81,46,007
Funded Status surplus /(deficit)	2,10,723	(22,57,606)
Net (Liability)/Asset recognized in balance sheet	2,10,723	(22,57,606)
<b>Balance Sheet Reconciliation</b>		
Net Liability at the beginning of the year	22,57,606	(29,704)
Expenses recognized in statement of profit and loss	(7,58,611)	22,87,310
Employee’s Contributions during the year	(17,09,718)	—
Net Liability/(Asset) recognized in balance sheet	(2,10,723)	22,57,606

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amounts in ₹)

	2016-2017	2015-2016
<b>Amounts recognized in Statement of profit and loss</b>		
Current service cost	8,22,262	7,21,339
Net Interest cost	1,79,706	(2,361)
Actuarial (Gains)/Losses	(17,60,579)	15,68,332
Expenditure recognized in the profit and loss account	(7,58,611)	22,87,310
<b>Actual return on plan assets</b>		
Expected return on plan assets for the year	6,48,422	6,81,533
Actuarial Gains/(Losses) on plan assets- Due to experience	90,138	(37,866)
Actual return on plan assets	7,38,560	6,43,667
<b>Percentage of each category of plan assets to fair value of plan assets</b>		
Insurance Fund	97,20,220	81,46,007
Percentage	100%	100%
<b>Actuarial assumptions</b>		
Expected return on plan assets	7.27%	7.96%
Discount Rate Current	7.27%	7.96%
Salary escalation Current	5.00%	5.00%

The Company's gratuity funds are managed by the Life Insurance Corporation of India and therefore the composition of the fund assets is not presently ascertained.

## ii) Expected Contribution to the Fund in the Next Year

	2016-2017	2015-2016
Gratuity	4,57,127	24,27,093

## iii) Amounts recognized in current year and previous four years

Particulars	2016-17	2015-16	2014-15	2013-14	2012-13
<b>Gratuity</b>					
Defined Benefit Obligation	(95,09,457)	(1,04,03,613)	(85,43,039)	(76,03,660)	(87,14,497)
Fair Value of Plan Assets	97,20,220	81,46,007	85,72,743	71,80,274	59,75,860
Surplus/ (Deficit)	2,10,723	(22,57,606)	29,704	(4,23,386)	(27,38,637)
Experience adjustments on plan liabilities Loss / (Gains)	(20,82,675)	15,37,894	(9,49,336)	(20,34,002)	27,27,992
Experience adjustments on plan assets (Loss) / Gains	90,138	(37,866)	52,257	50,376	69,441

## B. LEAVE ENCASHMENT

The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.

Liability on account of leave encashment as at the year end ₹ 38,55,653/- (Previous year ₹ 43,91,718/-).

## 37. Specified Bank Notes

Pursuant to notification dated 30<sup>th</sup> March, 2017 in exercise of power conferred by section 467(1) the central government has made amendments to Schedule III of the Act. According to aforesaid notification every company shall disclose the details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016. Details of the same are provided in the table below:-



# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amounts in ₹)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	17,54,000	7,17,873	24,71,873
(+) Permitted receipts	—	81,500	81,500
(-) Permitted payments	—	39,772	39,772
(-) Amount deposited in Banks	17,54,000	—	17,54,000
Closing cash in hand as on 30.12.2016	—	7,59,601	7,59,601

## 38. Value of Imported and indigenous stores & spares consumed:

	2016-17		2015-16	
	Value in ₹	%	Value in ₹	%
Imported	—	—	—	—
Indigenous	2,78,848	100	17,67,578	100

## 39. A. Value of Imports calculated on CIF basis:

	2016-17 ₹	2015-16 ₹
Capital goods	15,51,595	15,07,719

## B. Expenditure in Foreign Currency

Ocean Freight Expenses	—	1,20,85,572
Brokerage	—	12,86,974
Other Expenses	—	8,44,953

## 40. Earning in foreign Currency

Export of Goods – calculated on FOB basis	—	44,94,63,295
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## 41. Dividend remitted in foreign currency to Non Resident Shareholders

### EQUITY SHARES

	2016-17	2015-16
Number of Non Resident Equity Shareholders	1	1
Number of Equity Shares held by them	58,22,800	58,22,800
(i) Amount of Dividend Paid during the year	—	3,49,368
(ii) Year to which dividend relates	—	2014-2015

### PREFERENCE SHARES

Number of Non Resident Preference Shareholders	3	3
Number of Preference Shares held by them	54,60,613	54,60,613
(i) Amount of Dividend Paid during the year	—	3,27,63,678
(ii) Year to which dividend relates	—	2014-2015

## 42. (a) Leases - Where company is Lessor

The assets given on cancellable operating leases by the Company are included in fixed assets. Lease income is recognized in the statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation are recognized as an expense in the Statement of Profit and Loss. Initial direct costs are recognized immediately in the statement of Profit and Loss.

The aggregate amount of Operating lease income recognized in the Statement of Profit and Loss is ₹ 20,67,74,554/- (Previous year ₹ 24,47,89,588/-).

## (b) Leases - Where company is Lessee

The Company has taken office premises and warehouses under cancellable operating lease agreements. These are renewable on periodic basis at the option of both lessor and lessee.

The company has not recognized any contingent rent as expense in the statement of profit and loss.

The aggregate amount of operating lease payments recognized in the statement of profit and loss is ₹1,25,54,264/- (Previous year ₹ 9,61,00,446/-).

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## 43. Capital Work-In-Progress (Building)

Expenditure incurred during construction period has been dealt with as under:

	2016-2017 ₹	2015-2016 ₹
Opening Balance	2,00,48,473	1,26,74,110
<b>Expenses incurred</b>		
Professional Fees	31,70,500	66,56,100
Travelling Expenses	—	—
Electricity Expenses	1,69,650	1,78,930
Security Expenses	2,23,989	3,19,225
Freight Expenses	1,66,442	—
Miscellaneous Expenses	15,76,381	2,20,108
	2,53,55,435	2,00,48,473
Balance pending allocation to be capitalised	—	2,00,48,473
Amount allocated to assets during the year	2,53,55,435	—

44. Union Infrastructure Solutions Pvt. Ltd. has ceased to be a subsidiary during the year in view of issue of additional equity share capital resulting in the shareholding of the Company falling below 20%.

## 45. RELATED PARTY DISCLOSURE

### List of Related Parties and Relationships :

#### a) Parties where control exists :

Peninsular Tankers Private Limited (Subsidiary)  
Mangalore Liquid Impex Private Limited (Subsidiary)  
Union Infrastructure Solutions Pvt. Ltd. (Subsidiary - Upto February 9, 2017)  
Ruchi Renewable Energy Pvt Ltd (Subsidiary)  
Narang and Ruchi Developers (Associate)

#### b) Key Management Personnel & their relative :

Mr. Dinesh Shahra, Managing Director (Upto April 8, 2016)  
Mr. Kailash Shahra (Brother of Director) (Upto April 8, 2016)  
Mr. Suresh Shahra (Brother of Director) (Upto April 8, 2016)  
Mr. Santosh Shahra (Brother of Director) (Upto April 8, 2016)  
Mrs. Abha Devi Shahra (Wife of Director) (Upto April 8, 2016)  
Mr. Sarvesh Shahra (Son of Director) (Upto April 8, 2016)  
Ms. Amrita Shahra (Daughter of Director) (Upto April 8, 2016)  
Mr. Ankesh Shahra (Son of Director) (Upto April 8, 2016)  
Ms. Amisha Shahra (Daughter of Director) (Upto April 8, 2016)  
Mrs. Geeta Devi Koolwal (Sister of Director) (Upto April 8, 2016)  
Mrs. Vashu Devi Jhalani (Sister of Director) (Upto April 8, 2016)  
Mrs. Vidhya Devi Khandelwal (Sister of Director) (Upto April 8, 2016)  
Mr. Ashish Mehta (Company Secretary)  
Mr. Narendra Shah (Chief Financial Officer Upto April 7, 2016 and Executive Director from April 8, 2016)  
Mr. Ravindra Kumar Kakani (Chief Financial Officer from April 8, 2016)

#### c) Entities where Key Management Personnel & their relatives have significant influence and where transactions exist during the year.

1. Ruchi Biofuels Pvt. Ltd. (Upto April 8, 2016)
2. Ruchi Soya Industries Limited (Upto April 8, 2016)
3. Mahadeo Shahra Sukrut Trust (Upto April 8, 2016)
4. Disha Foundation (Trust) (Upto April 8, 2016)
5. Dinesh Shahra HUF (Upto April 8, 2016)

## NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

Nature of relationship	Subsidiaries			Associate	Entities where KMP and relatives of KMP have significant influence				
	Mangalore Liquid Impex Pvt Ltd	Peninsular Tankers Pvt. Ltd.	Ruchi Renewable Energy Pvt Ltd		Narang & Ruchi Developers	Ruchi Soya Industries Ltd.	Ruchi Bio Fuels Pvt. Ltd.	Mahadeo Shakra Sukrut Trust	Dinesh Khandelwal (Trustee of Disha Foundation)
Purchase of Goods	—	—	—	—	—	334,69,95,766	—	—	—
Interest Paid	—	—	—	—	—	3,45,083	—	—	—
Processing Charges Paid	—	—	—	—	—	1,87,55,138	—	—	—
Donation Given	—	—	—	—	—	—	—	2,10,000	—
Dividend Paid	—	—	—	—	—	16,39,454	—	—	—
Sale of Goods	—	—	—	—	—	614,15,45,507	—	—	2,10,336
Storage/ Cargo Handling Income Received	1,54,21,243 1,73,77,920	—	—	—	—	9,87,30,081	8,82,132	—	—
Rent Received	—	27,580 6,870	—	—	—	—	—	—	—
Interest Received	1,28,240	—	32,11,407 53,91,291	—	—	—	—	—	—
Loan Given	80,00,000	—	6,53,00,000 27,33,00,000	—	—	—	—	—	—
Dividend Received	—	—	—	—	—	25,21,540	—	—	—
Investment in Shares	—	—	25,35,49,726	—	—	—	—	—	—
Share in Profit of Partnership Firm	—	—	—	25,63,845 81,83,675	—	—	—	—	—
Reduction of Capital	—	—	—	2,92,88,871	—	—	—	—	—
BALANCES AS AT THE YEAR END									
Amount Receivable	1,53,47,744 1,05,33,038	—	—	—	—	—	—	—	—
Trade Receivable	—	—	—	—	—	—	—	—	—
Interest Receivable	—	—	15,83,073 48,52,162	—	—	—	—	—	—
Loan Receivable	—	—	5,83,00,000	—	—	—	—	—	—
Guarantee Outstanding	—	—	76,00,000 76,00,000	—	—	—	—	—	—

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# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## 46. Segment Reporting

(a) Primary segment - business segment

(Amounts in ₹)

	Commodities	Infrastructure	Others	Unallocable	Total
Segment Revenue	260,09,57,411	30,95,04,566	2,34,71,669	—	293,39,33,646
	2280,62,50,357	39,85,34,791	2,24,85,446	—	2322,72,70,594
Segment Result before Finance Cost and Tax	18,96,03,643	11,71,37,052	49,51,654	(12,55,29,273)	18,61,63,076
	18,46,93,471	18,39,01,397	46,90,217	(5,98,86,564)	31,33,98,521
Finance Cost					25,62,25,453
					35,56,75,278
Profit Before Tax , Exceptional Items					(7,00,62,377)
					(4,22,76,757)
Exceptional Items					(1,04,33,455)
					—
Profit Before Tax					(8,04,95,832)
					(4,22,76,757)
<b>Provison for Taxes</b>					
Current Tax					51,74,475
					—
Tax for earlier Year					—
					—
Deferred Tax					1,40,65,472
					75,73,609
Profit After Taxes					(9,97,35,779)
					(4,98,50,366)
Segment Assets	150,00,57,102	151,79,08,900	2,05,60,873	177,95,25,188	481,80,52,063
	373,05,93,296	154,71,84,532	2,09,85,127	127,83,68,863	657,71,31,818
Segment Liabilities	135,63,69,298	2,95,79,512	34,20,023	131,36,33,242	270,30,02,075
	206,56,31,821	2,61,30,252	11,37,421	230,88,80,134	440,17,79,628
Segment Depreciation	3,11,619	7,79,71,641	8,44,276	2,28,05,108	10,19,32,644
	2,22,675	8,75,10,355	9,24,573	1,13,85,916	10,00,43,519
Cost incurred to acquire fixed assets	3,00,000	5,72,81,611	—	68,71,86,430	74,47,68,041
	1,70,490	2,90,28,240	—	4,00,985	2,95,99,715
Non Cash expenditure other than depreciation	—	—	—	—	—
	—	—	—	—	—

## Secondary Segment - Geographical Segment

All Operating facilities of the Company are located in India

	2016-17	2015-16
Domestic Revenue	2,93,39,33,646	22,77,22,81,316
Export Revenue	—	45,49,89,278
Total Revenue	2,93,39,33,646	23,22,72,70,594

# Notes

## NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

47. (i) Disclosure Pursuant to Section 186 (4) of the Companies Act, 2013.

a. Particulars of Loan given and Outstanding as on 31<sup>st</sup> March 2017

Particulars	2016-2017		2015-2016	
	Loan Given (₹)	Amount Outstanding as at 31 <sup>st</sup> March 2017	Loan Given (₹)	Amount Outstanding as at 31 <sup>st</sup> March 2016
Ruchi Renewable Energy Pvt Ltd	6,53,00,000	5,83,00,000	27,33,00,000	—
Mangalore Liquid Impex Pvt Ltd	80,00,000	—	—	—

b. The above loans given are unsecured and classified under Short Term Loans and advances as Inter Corporate Deposits and are charged interest at the rate of 12.50% p.a. The same are utilized by the recipient for general corporate purpose. (Refer Note 19).

c. Investment made and outstanding as at the year end :

The same are classified under respective heads for purposes mentioned in their object clause. Refer Note 12 & 15.

d. Guarantees/ Securities given and outstanding as at the end of the year

Guarantees given

(Amounts in ₹)

	2016-2017	2015-2016
Ruchi Renewable Energy Pvt Ltd (Subsidiary)	76,00,00,000	76,00,00,000

(ii) Disclosure under regulation 34 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulation , 2015

During the year the Company has given the following loans to its Subsidiaries :

Particulars	2016-2017			2015-2016		
	Loan Given (₹)	Amount Outstanding as at 31 <sup>st</sup> March 2017	Maximum Amount outstanding during the year	Loan Given (₹)	Amount Outstanding as at 31 <sup>st</sup> March 2016	Maximum Amount outstanding during the year
Ruchi Renewable Energy Pvt Ltd	6,53,00,000	5,83,00,000	6,53,00,000	27,33,00,000	—	27,33,00,000
Mangalore Liquid Impex Pvt Ltd	80,00,000	—	80,00,000	—	—	—

48. The Company is required to spend on Corporate social responsibility activities under Section 135 of the Companies Act, 2013 for the year ended 31<sup>st</sup> March 2017 – ₹ Nil ( Previous Year ₹ Nil) calculated as per Section 198 of the Companies Act, 2013.

Expenditure incurred (Paid through Bank ) on Corporate social responsibility activities during the year ₹ Nil (Previous Year ₹ 6,00,000/-) on other than capital expenditure.

49. Dividend on preference shares of ₹ 3,27,63,678 was proposed on 27<sup>th</sup> May, 2016, subject to approval of shareholders and made provision in the accounts for financial year 2015-16. Subsequently, considering future financial needs of the Company, the board decided to rescind the recommendation of dividend on preference shares. Hence, the provision for proposed dividend with tax thereon has been reversed during the year.

# Notes

NOTES FORMING AN INTEGRAL PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

50. The following charges created by various lenders on the Company’s assets are not satisfied and being shown as outstanding as per records with the Ministry of Corporate Affairs. However, all the amounts have been duly paid off by the Company.

(Amounts in ₹)

Name of Lender	Amount on which charge was created	Year of Repayment
Industrial Development Bank of India	6,50,00,000	2005-2006
Axis Bank Ltd	355,00,00,000	2014-2015
Axis Bank Ltd	180,00,00,000	2014-2015
Rabobank	85,00,00,000	2016-2017

51. Previous year’s figures have been re-grouped or re-arranged wherever considered necessary to make them comparable with current year’s figures.

As per our report of even date attached

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**CA Ashok Khasgiwala**  
Partner  
Membership No. 070288  
Mumbai, May 30, 2017

For and on behalf of the Board of Directors

**Narendra Shah**  
Executive Director  
DIN 02143172

**Ravindra Kumar Kakani**  
Chief Financial Officer

**Krishna Das Gupta**  
Director  
DIN 00374379

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2017

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# Independent Auditors Report

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To,  
The Members of  
Ruchi Infrastructure Limited

## Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of Ruchi Infrastructure Limited (hereinafter referred to as “the Holding Company”) and its subsidiary (the Holding and its subsidiary together referred to as “the Group”) comprising the Consolidated Balance Sheet as at 31st March, 2017, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

## Management’s Responsibility for the Consolidated Financial Statements

The Holding Company’s Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. 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 the assets of the Group and for preventing and detecting frauds and other irregularities; the 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 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 financial statements by the Directors of the Holding Company, as aforesaid

## Auditor’s Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company’s preparation and presentation of the consolidated financial statements that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company’s Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors’ in terms of their reports referred to in the Other Matters Paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

## Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the 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 consolidated state of affairs of the Group entities as at 31st March, 2017, and their consolidated loss and their consolidated cash flows for the year ended on that date.

## Other Matter

We did not audit the financial statements of two subsidiary whose financial statements reflect total assets of ₹102,81,01,414/- as at 31st March, 2017, total revenues of ₹ 17,55,10,273/- and net profit/(loss) of ₹ (5,60,90,339/-) and cash outflows amounting to ₹ 8,07,51,481/- for the year ended on that date as considered in the consolidated financial statements. These financial



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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 amount and disclosures included in respect of these subsidiaries and our report in terms of sub- section (3) and (11) of section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditor.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by section 143 (3) of the Act, 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 purposes of our audit of the aforesaid consolidated 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 appears from our examination of those books and reports of the other auditor.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement 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 financial statements comply with the accounting standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors of the Holding company, as on 31<sup>st</sup> March 2017 taken on records by the Board of Directors of the Holding Company and the reports of the statutory auditor of its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India, is disqualified as on 31<sup>st</sup> March, 2017 from being appointed as a director in terms of section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its Subsidiaries Company incorporated in India and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
  - 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 read with Companies (Audit and Auditors) Amendment Rules, 2017, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The consolidated financial statements disclosed the impact of pending litigations on the consolidated financial position of the Group – refer note 29 to the consolidated financial statements;
    - ii. The Group did not have any long term contract including derivative contract for which there were any material foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding company and its subsidiary company incorporated in India.
    - iv. The Company has provided requisite disclosures in the financial statements- refer note 44 as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company.

**For Ashok Khasgiwala & Co.**  
**Chartered Accountants**  
(Firm Reg. No. 000743C)

**CA Ashok Khasgiwala**  
(Partner)  
M.No. 070288

Date : May 30, 2017  
Place : Mumbai

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# Independent Auditors' Report (Contd.)

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## **Annexure A To the Independent Auditor's Report of even date on the Consolidated Financial Statements of Ruchi Infrastructure Limited**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31<sup>st</sup> March, 2017, we have audited the internal financial controls over financial reporting of Ruchi Infrastructure Limited ("the Holding Company") and its subsidiary companies which are companies 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 companies 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. 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 the respective 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 and obtained by other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

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

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

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

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### **Opinion**

In our opinion, the Holding Company and its subsidiary companies, which are companies 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, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

### **Other Matters**

Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to three subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For Ashok Khasgiwala & Co.**  
**Chartered Accountants**  
(Firm Reg. No. 000743C)

**CA Ashok Khasgiwala**  
(Partner)  
M.No. 070288

Date : May 30, 2017  
Place : Mumbai

# Ruchi Infrastructure Limited

## CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2017

(Amounts in ₹)

Particulars	Note	As at March 31, 2017	As at March 31, 2016
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share capital	1	75,13,01,242	75,13,01,242
(b) Reserves and surplus	2	151,03,76,309	161,65,36,932
		226,16,77,551	236,78,38,174
<b>(2) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	176,36,55,996	96,22,09,169
(b) Deferred tax liabilities (Net)	4	1,16,33,886	1,15,56,215
(c) Other Long Term Liabilities	5	—	25,65,50,000
(d) Long-term provisions	6	28,08,326	32,97,502
		177,80,98,208	123,36,12,886
<b>(3) Current Liabilities</b>			
(a) Short-term borrowings	7	3,77,24,741	195,69,35,420
(b) Trade payables	8	140,35,62,506	197,13,24,752
(c) Other current liabilities	9	22,93,91,783	10,24,48,163
(d) Short-term provisions	10	10,47,327	4,27,85,399
		167,17,26,357	407,34,93,734
Minority Interest		87,841	65,444
<b>TOTAL</b>		<b>571,15,89,957</b>	<b>767,50,10,238</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed assets			
(i) Tangible assets	11	291,83,01,235	240,21,73,016
(ii) Intangible assets	11	17,81,90,893	19,09,23,886
(iii) Capital work-in-progress		1,42,11,876	11,64,57,960
		311,07,04,004	270,95,54,862
(b) Non-current Investments	12	34,73,46,578	55,14,00,925
(c) Long-term loans and advances	13	17,54,21,664	18,89,27,293
(d) Other non-current assets	14	4,59,34,910	4,56,20,576
		367,94,07,156	349,55,03,656
<b>(2) Current Assets</b>			
(a) Current Investments	15	37,12,524	1,48,679
(b) Inventories	16	14,28,00,921	199,01,94,953
(c) Trade Receivables	17	123,51,88,537	147,87,85,836
(d) Cash and Bank Balances	18	21,61,90,801	17,03,34,105
(e) Short-term loans and advances	19	17,69,57,593	28,64,50,714
(f) Other current assets	20	25,73,32,425	25,35,92,295
		203,21,82,801	417,95,06,582
<b>TOTAL</b>		<b>571,15,89,957</b>	<b>767,50,10,238</b>

The Accompanying notes to accounts forming an integral part to the financial statements

General Information and significant accounting policies

A-B

1 to 45

As per our report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Narendra Shah**  
Executive Director  
DIN 02143172

**Krishna Das Gupta**  
Director  
DIN 00374379

**CA Ashok Khasgiwala**  
Partner  
M. No. 070288  
Mumbai, May 30, 2017

**Ravindra Kumar Kakani**  
Chief Financial Officer

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2017

# Ruchi Infrastructure Limited

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

(Amounts in ₹)

Particulars	Note	For the year ended 31st March 2017	For the Year ended 31st March 2016
<b>INCOME :</b>			
<b>I.</b> Revenue from operations	21	315,17,73,045	2326,07,85,405
<b>II.</b> Other income	22	5,62,69,534	1,80,04,733
<b>III. Total Revenue (I + II)</b>		<b>320,80,42,579</b>	<b>2327,87,90,138</b>
<b>IV. EXPENSES</b>			
Cost of materials consumed	23	8,84,34,124	28,44,58,592
Purchases of stock-in-trade	24	39,21,36,204	1854,44,67,993
Changes in inventories of finished goods, work-in-progress and stock-in-trade	25	178,87,42,744	337,48,68,853
Employee benefits expense	26	747,23,630	8,17,23,158
Finance costs	27	34,01,08,659	35,74,17,335
Depreciation and amortisation expense	11	22,50,80,822	11,23,05,240
Other expenses	28	43,06,71,926	54,87,25,858
<b>Total expenses</b>		<b>333,98,98,109</b>	<b>2330,39,67,029</b>
<b>V. Profit / (Loss) before exceptional and extraordinary items and tax (III-IV)</b>		<b>(13,18,55,530)</b>	<b>(2,51,76,891)</b>
<b>VI.</b> Exceptional items (Refer Note 11 (ii))		<b>1,04,33,455</b>	<b>—</b>
<b>VII. Profit/ (Loss) before Extraordinary items and tax (V - VI)</b>		<b>(14,22,88,985)</b>	<b>(2,51,76,891)</b>
<b>VIII.</b> Extraordinary Items		<b>—</b>	<b>—</b>
<b>IX. Profit /(Loss) before tax (VII - VIII)</b>		<b>(14,22,88,985)</b>	<b>(2,51,76,891)</b>
<b>X. Tax Expense</b>			
Current tax		57,68,991	5,43,339
Deferred tax		77,672	3,49,83,112
Tax for earlier years		—	—
<b>XI. Profit/ (loss) for the year (IX - X)</b>		<b>(14,81,35,648)</b>	<b>(6,07,03,342)</b>
<b>XII. Share in Profit of Associate</b>		<b>25,63,845</b>	<b>81,83,675</b>
<b>XIII. Minority interest</b>		<b>(22,397)</b>	<b>(18,404)</b>
<b>XIV. Profit for the year</b>		<b>(14,55,94,200)</b>	<b>(5,25,38,071)</b>
<b>XVI. Earning per equity share (Face Value of Re. 1 each)</b>	33		
(1) Basic		(0.90)	(0.45)
(2) Diluted		(0.90)	(0.45)
The Accompanying notes to accounts forming an integral part to the financial statements	1 to 45		
General Information and significant accounting policies	A-B		

As per our report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Narendra Shah**  
Executive Director  
DIN 02143172

**Krishna Das Gupta**  
Director  
DIN 00374379

**CA Ashok Khasgiwala**  
Partner  
M. No. 070288  
Mumbai, May 30, 2017

**Ravindra Kumar Kakani**  
Chief Financial Officer

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2017

# Ruchi Infrastructure Limited

## CASH FLOW STATEMENT ANNEXED TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2017

Particulars	2016-2017 ₹	2015-2016 ₹
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net profit before tax & Extraordinary Item	(14,22,88,985)	(2,51,76,891)
Adjustment For :		
Depreciation	22,50,80,822	11,23,05,240
Finance Cost	34,01,08,472	35,74,17,335
Interest Received	(93,28,502)	(88,84,508)
Dividend Income	—	(25,21,540)
Loss/(Profit) on sale of investments	(2,49,18,500)	1,06,93,330
(Profit) \ Loss on Sale of Fixed Assets	(28,19,275)	—
Provision for diminution in value of investment	10,33,09,141	—
Reversal of Depreciaton	(33,08,392)	(17,87,112)
Other non cash item	4,707	—
Exceptional Items	1,04,33,455	—
Provision for doubtful debts	3,60,00,000	—
	53,22,72,943	44,20,45,854
<b>Operating profit before working capital changes</b>	53,22,72,943	44,20,45,854
Adjustment For :		
Trade and other receivables	30,85,25,070	26,96,05,851
Inventories	184,73,94,032	331,49,06,302
Trade and Other Payables	(79,23,49,828)	(286,30,32,920)
	136,35,69,274	72,14,79,233
<b>Cash Generated from Operations</b>	189,58,42,217	116,35,25,087
Direct Taxes Paid	(90,49,587)	(1,18,89,205)
<b>Net cash flow from/ (used in) operating activities</b>	188,67,92,630	115,16,35,882
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(60,60,91,952)	(111,12,45,532)
Subsidy Received	78,43,000	44,70,100
Sale of fixed assets	41,75,786	—
Purchase of New Investment	(10,00,000)	—
Sale of Investment	12,56,18,500	26,62,66,695
Interest Received	92,40,147	58,87,750
Dividend Received	—	25,21,540
(Investment in) / Redemption of bank deposit with maturity more than three months	(3,61,130)	9,98,69,576
Share in Profit of Partnership Firm	—	—
<b>Net cash flow from /(used in) Investing Activities</b>	(46,05,75,649)	(73,22,29,871)
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed from long and short term Borrowing	94,88,00,616	96,69,73,152
Repayment of long and short term Borrowing	(198,25,64,012)	(89,34,84,465)
Finance Cost	(34,73,19,419)	(35,84,15,926)
Dividend and Dividend Tax Paid	—	(5,42,54,889)
<b>Net cash flow from/(used in) financing activities</b>	(138,10,82,815)	(33,91,82,128)
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents for the year</b>	4,51,34,166	8,02,23,883
<b>Cash and Cash Equivalents at Beginning of the Year</b>	16,08,24,922	8,06,01,039
<b>Cash and Cash Equivalents at End of the Year</b>	20,59,59,088	16,08,24,922
<b>Increase (decrease) in Cash and Cash Equivalents</b>	4,51,34,166	8,02,23,883

As per our report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Narendra Shah**  
Executive Director  
DIN 02143172

**Krishna Das Gupta**  
Director  
DIN 00374379

**CA Ashok Khasgiwala**  
Partner  
M. No. 070288  
Mumbai, May 30, 2017

**Ravindra Kumar Kakani**  
Chief Financial Officer

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2017

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# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2017

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## A. GENERAL COMPANY INFORMATION

Ruchi Infrastructure Ltd is a Public Limited Company incorporated on 28<sup>th</sup> August 1984 as Columbia Leasing and Finance Ltd. The name of the Company was changed to Ruchi Infrastructure and Finance Ltd on 2<sup>nd</sup> September 1994 and to Ruchi Infrastructure Ltd on 14<sup>th</sup> June 1995. The Company is engaged in the business of infrastructure, development and operation of Storage Tanks, Warehouses and Jetty and generation of power from wind energy. The Company is also engaged in trading of various commodities. The Registered Office of the Company is situated at 615, Tulsiani Chambers, Nariman Point, Mumbai-400021. The Company's equity shares are listed on the BSE Limited and the National Stock Exchange of India Limited.

The Company has the following subsidiaries :

Name of Subsidiary		% age of Holding
i. Peninsular Tankers Pvt Ltd	:	100
ii. Mangalore Liquid Impex Pvt Ltd	:	98
iii. Union Infrastructure Solutions Pvt Ltd (Upto 9 <sup>th</sup> February 2017)	:	100
iv. Ruchi Renewable Energy Pvt Ltd	:	100

## B. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

### a) Basis of Accounting

The Accounts have been prepared in accordance with the historical cost convention. The financial statements are prepared as a going concern under the historical cost convention on an accrual basis of accounting in accordance with the Generally Accepted Accounting Principles (GAAP) in India.

These financial statements have been prepared to comply in all material aspects with the Accounting Standards notified under Rule 7 of the Companies (Accounts) Rules, 2014 in respect of section 133 of the Companies Act, 2013 and other recognized accounting practices and policies.

### b) Use of Estimates

The preparation and presentation of financial statements requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenue and expenses during the reported period. The difference between actual results and estimates are recognized in the period in which the results are known / materialize.

### c) Revenue recognition

The Company follows mercantile system of the accounting and recognizes income and expenditure on accrual basis except those with significant uncertainties.

Sales revenue is recognized on transfer of the significant risks and rewards of ownership of the goods to the buyer and stated net of sales tax, VAT, trade discounts and rebates but includes excise duty.

Income from services is recognized as they are rendered based on arrangement / agreement with the concern customers.

The Export incentives are accounted for on accrual basis taking into account certainty of realization and its subsequent utilization.

Interest income is recognized on time proportion basis.

Revenue from Power Supply is accounted for on the basis of sales to state distribution companies in terms of the power purchase agreement or on the basis of sales under merchant trading based on the contracted rate as the case may be.

Dividend Income on investment is accounted for as and when the right to receive the payment is established.

### d) Fixed Assets

#### (i) Property, Plant and Equipment

Property, Plant and Equipments are stated at costs. The cost comprises of its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates. Any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the company.



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# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2017

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**(ii) Intangible assets**

Intangible Assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion and impairment loss, if any.

**(iii) Depreciation / Amortization**

Depreciation on Plant, Property & Equipment is provided in the manner specified in Schedule II to the Companies Act, 2013. Depreciation of an asset is the difference between Original cost / revalued amount and the estimated residual value and is charged to the statement of profit and loss over the useful life of an asset on written down value method. The estimated useful life of assets and estimated residual value is taken as prescribed under Schedule II to the Companies Act, 2013.

Depreciation on addition/ disposal of assets has been provided on pro rata basis with reference to date of addition /disposal. Depreciation on assets disposed /discarded is charged upto the date on which such asset is sold.

Intangible Assets – Computer software are amortized over a period of 3 years and Jetty is amortized over the period of lease with Gujarat Maritime Board.

**e) Borrowing cost**

Borrowing cost attributable to the acquisition and constructions of qualifying assets are capitalized as part of the cost of such asset up to the date when such asset is ready for its intended use. Other borrowing costs are charged to statement of Profit and Loss.

**f) Valuation of inventories**

Inventories are valued at lower of cost and net realizable value, except by-product/scrap is valued at net realizable value. Cost of inventory is arrived at by using Moving Average Price Method. Cost of inventory is generally comprises of cost of purchases, cost of conversion and other cost incurred in bringing the inventories to their present location and condition. The excise duty in respect of closing inventory of realizable by products is included as cost of the product.

**g) Government Grant**

Government grants and subsidies from Government are recognized when there is reasonable certainty that the grant/ subsidy will be received and all attaching conditions will be complied with. Government grants whose primary condition is that the Company should purchase, construct or otherwise acquire capital assets are presented by deducting them from the carrying value of the assets. The grant is recognized as income over the life of a depreciable asset by way of a reduced depreciation charge. Government grants in the nature of promoter's contribution like investment subsidy, where no repayment is ordinarily expected in respect thereof, are treated as capital reserve.

**h) Investment**

Investment are valued at cost of acquisition. In case of long term investments, no provision is made for diminution in the value of investments, where, in the opinion of the Board of Directors such diminution is temporary. Current Investments are stated at lower of cost and fair value.

**i) Foreign currency transaction**

- a) All transactions in foreign currency are recorded at the rates of the exchange prevailing on the dates when the relevant transactions took place; any gain/ loss on account of the fluctuations in the rate of exchange is recognized in the statement of Profit and Loss.
- b) Monetary items in the form of loans, current assets and current liabilities in foreign currencies at the close of the year are converted in the Indian currency at the appropriate rate of exchange prevailing on the dates of the Balance Sheet. Resultant gain or loss on account of fluctuation in the rate of exchange is recognized in the statement of Profit and Loss.
- c) In respect of the Forward Exchange Contracts entered into to hedge foreign currency risks, the difference between the Forward Rate and Exchange Rate at the inception of the contract is recognized as income or expense over the life of the contract.

**j) Employee Benefits**

- i) Defined Contribution Plan - Contributions to Provident Fund and Family Pension fund are charged to the statement of Profit and Loss.
- ii) The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.

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# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2017

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- iii) The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees' gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Statement of Profit and Loss. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in Statement of Profit and Loss.
- iv) Short term employee benefits expected to be paid in exchange for services rendered by employees is recognized during the period when the employees render the services.

**k) Provision, Contingent Liabilities and Contingent Asset**

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is possible that there will be an outflow of resources. Provision (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimates 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. Contingent liabilities are not recognized but are disclosed in the financial statements. Contingent assets are neither recognized nor disclosed in the financial statements.

**l) Taxes on Income**

Provision for Current Tax is the amount of tax payable on taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on the timing difference, being the difference between taxable income and the accounting income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the balance sheet date.

Deferred tax assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**m) Segment Accounting**

Segment Accounting Policies:-

Following accounting policies have been followed by the company for segment reporting.

- (1) The Company has disclosed business segment as the primary segment. Segments have been identified taking into account the type of products, the differing risk and returns and the internal reporting system. The various segments identified by the Company comprised as under:

Name of Segment	Comprised of
Commodities	- Trading of Oils, Castor Seeds, Cotton and other Commodities
Infrastructure	- Storage, Agri Warehousing, Wind Energy
Others	- Manufacturing of Soaps

By products/scrap related to each segment have been included in respective segment.

- (2) Segment revenue, segment results, segment assets and segment liabilities includes respective amounts directly identified with the segment and also an allocation on reasonable basis of amounts not directly identified. The expenses which are not directly relatable to the business segment are shown as un- allocable corporate cost. Assets and liabilities that cannot be allocated between the segments are shown as un- allocable corporate assets and liabilities respectively. Inter segment revenue are recognized at sale price.

**n) Leases**

**a) As a Lessee**

Leases, where risk and reward of ownership, are significantly retained by the lessor are classified as operating leases and lease rental thereon are charged to the statement of profit and loss over the period of lease.

**b) As a Lessor**

Asset subject to operating leases are included in Fixed Asset, lease income is recognized in the statement of profit and loss on straight line basis over the lease term. Cost including depreciation are recognized as an expenses in the statement of profit and loss. Initial direct costs such as legal cost, brokerage cost etc. recognized immediately in the statement of profit and loss.

**o) Impairment of Assets**

The carrying amount of assets are reviewed at each Balance Sheet date, if there is any indication of impairment based on internal/ external factors.

# Notes

## NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

An asset is impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. An impairment loss recognized in prior period is reversed if there has been an indication that impairment loss recognized for an asset no longer exists or may have decreased.

**p) Cash Flow Statement**

Cash Flows are reported using indirect method, whereby Profit (loss) before extraordinary items and tax is adjusted for the effect of transactions of non-cash nature and any deferrals or accruals of the past or future cash receipts or payments. The Cash Flow from Operating, Investing and Financial activities of the Company are segregated based on the available information.

**q) Basis of Consolidation**

- a) The Consolidated financial statements relate to Ruchi Infrastructure Ltd (the Company) and its subsidiaries and associates as under :

Entity	Basis of Consolidation	Country of Incorporation	% age of Shareholding of the Company	% age of Share in Consolidated (Profit) / Loss
Peninsular Tankers Pvt Ltd	Subsidiary	India	100	(6.89)
Mangalore Liquid Impex Pvt Ltd	Subsidiary	India	98	(0.76)
Union Infrastructure Solutions Pvt Ltd.(Upto 9th February, 2017)	Subsidiary	India	100	0.01
Ruchi Renewable Energy Pvt Ltd	Subsidiary	India	100	38.62
Narang & Ruchi Developers	Associate	India	90	—

- b) The consolidated Financial Statements have been prepared in accordance with Accounting Standard 21 (AS-21) as notified under rule 7 of the Companies (Accounts) Rules, 2014 in respect of Section 133 of the Companies Act, 2013 and recognized accounting practices and policies on the following basis :
- The financial statements of the Company and its subsidiaries have been combined on a line to line basis by adding together like items of assets, liabilities, income and expenses.
  - The financial statements of Associates have been consolidated using the Equity method of accounting.
  - Intragroup balances, intragroup transactions and resulting unrealized profits/lossess have been eliminated in full.
  - Minority interest in the net assets of subsidiaries has been separately disclosed in the consolidated financial statements. Minority interest in income for the year has been separately disclosed in the statement of profit and loss.
  - Figures pertaining to the subsidiaries and the partnership firm have been reclassified to bring them in line with parent Company's financial statements.
  - The excess of / shortfall in the cost to the Company of its investment over the Company's portion of equity as at the date of investment is recognized in the consolidated financial statements as goodwill / capital reserve. The resultant goodwill , if any, is capitalized.
  - In case of foreign subsidiaries, revenue items are consolidated at the quarterly average rates prevailing during the year. At the year end, monetary items are translated at rates prevailing at the end of the year.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

(Amounts in ₹)

	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 1 : SHARE CAPITAL</b>		
<b>A Authorised</b>		
i) Equity Shares 50,00,00,000 equity shares (Previous year 50,00,00,000 equity shares) of ₹ 1/- each	50,00,00,000	50,00,00,000
ii) Preference Shares 2,00,00,000 (Previous year 2,00,00,000) Cumulative Redeemable Preference Shares of ₹ 100/- each	200,00,00,000	200,00,00,000
	250,00,00,000	250,00,00,000
<b>B Issued, Subscribed and Fully Paid up</b>		
i) Equity Shares 20,52,39,942 Equity Shares (Previous year 20,52,39,942 equity shares) of ₹ 1 each fully paid up	20,52,39,942	20,52,39,942
ii) Preference Shares 54,60,613 (Previous year 54,60,613) 6 % Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100 each fully paid up	54,60,61,300	54,60,61,300
<b>TOTAL</b>	<b>75,13,01,242</b>	<b>75,13,01,242</b>

## 1.1 The reconciliation of the number of shares and amount outstanding is set out below:

Particulars	As at March 31, 2017		As at March 31, 2016	
	No. of Shares	Amount	No. of Shares	Amount
<b>A. Equity Shares :</b>				
Equity Shares at the beginning of the year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
Add: Shares issued during the year	—	—	—	—
Equity Shares at the end of the Year	20,52,39,942	20,52,39,942	20,52,39,942	20,52,39,942
<b>B. Preference Shares :</b>				
Preference Shares at the beginning of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300
Shares issued during the year	—	—	—	—
Preference Shares at the end of the year	54,60,613	54,60,61,300	54,60,613	54,60,61,300

## 1.2 Terms / Rights attached to Equity Shares :

The company has one class of equity shares having a par value of ₹ 1 per share. Each shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors (if any) is subject to the approval of shareholders in the ensuing Annual General Meeting, except in case of interim dividend which is paid as and when declared by the Board of Directors. In the event of liquidation, the equity shareholders will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion to their shareholding.

## 1.3 Terms / Rights attached to Preference Shares :

Preference shares are non convertible, cumulative, redeemable and have a par value of ₹100/- per share. Each preference shareholder is eligible for one vote per share only on resolutions affecting their rights and interest. Shareholders are entitled to dividend at the rate of 6 % p.a. which is cumulative. In the event of liquidation of the company before redemption, the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## 1.4 The details of shareholders' holding more than 5 % Shares

Name of shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of Shares held	% of holding	No. of Shares held	% of holding
<b>A. EQUITY SHARES :</b>				
Bunkim Finance and Investments Pvt Ltd	2,89,86,321	14.12	2,89,86,321	14.12
Ruchi Soya Industries Ltd	2,73,24,239	13.31	2,73,24,239	13.31
Mahakosh Holding Pvt Ltd	1,50,57,840	7.34	1,50,57,840	7.34

## B. PREFERENCE SHARES :

Name of shareholder	As at March 31, 2017		As at March 31, 2016	
	No. of Shares held	% of holding	No. of Shares held	% of holding
Wellway Development Ltd	27,96,281	51.21	27,96,281	51.21
Apec Investments Ltd	17,33,345	31.74	17,33,345	31.74
Everlead Trading Ltd	9,30,987	17.05	9,30,987	17.05

## 1.5a. The Company had allotted 6% Non Convertible, Cumulative, Redeemable Preference Shares of ₹ 100/- each as under :

17,33,345 Shares were allotted on 30th March, 2006

37,27,268 Shares were allotted on 9th October, 2006

## b. The aforesaid Preference Shares are redeemable as under :

₹ 25/- to be redeemed after 18 years from date of allotment

₹ 75/- to be redeemed after 19 years from date of allotment

(Previous year : ₹ 33 to be redeemed after 12 years from date of allotment)

₹ 33 to be redeemed after 13 years from date of allotment

₹ 34 to be redeemed after 14 years from date of allotment)

The terms and conditions of redemption of preference shares have been modified during the year with the consent of the Preference shareholders and are subject to approval of equity shareholders of the Company.

The Company at its sole discretion has an option to prematurely redeem the preference shares in full or in part after completion of three years from the date of allotment.

## 1.6 For the period of five years immediately preceeding the date at which the Balance Sheet is prepared, i.e. 31.03.2017, the Company has not allotted any shares pursuant to Contract(s) without payment being received in Cash or by way of bonus shares or bought back any shares / class of shares.

(Amounts in ₹)

Particulars	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 2: RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>		
Balance as at the beginning of the year	55,22,34,685	55,22,34,685
Add : Received During the Year	—	—
Balance as at the end of the year	55,22,34,685	55,22,34,685
<b>Securities Premium Account</b>		
Balance as at the beginning of the year	27,92,53,849	11,79,04,024
Add : Received during the year	—	16,13,49,825
Balance as at the end of the year	27,92,53,849	27,92,53,849
<b>Capital Subsidy</b>		
Balance as at the beginning of the year	—	20,00,000
Less : Transfer to General Reserve	—	20,00,000
Balance as at the end of the year	—	—
<b>General Reserve</b>		
Balance as at the beginning of the year	89,06,40,864	88,86,40,864
Add : Transfer from Capital Subsidy	—	20,00,000
Balance as at the end of the year	89,06,40,864	89,06,40,864

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>Surplus in Statement of Profit and Loss</b>		
Balance as at the beginning of the year	(10,55,92,466)	(1,36,20,818)
Add/ Less : Profit / (Loss) for the Year	(14,55,94,200)	(5,25,38,071)
	(25,11,86,666)	(6,61,58,889)
Less : Appropriations		
Proposed Dividend - Preference Shares	(3,27,63,678)	3,27,63,678
Tax on Proposed Dividend	(66,69,899)	66,69,899
Balance as at the end of the year	(21,17,53,089)	(10,55,92,466)
	151,03,76,309	161,65,36,932
<b>NOTE - 3: LONG - TERM BORROWINGS</b>		
<b>a) Secured</b>		
Term Loans		
A. From Banks	93,22,09,169	26,09,62,007
Less: Current maturities of long term borrowings (Refer Note 9)	7,11,66,033	1,87,52,838
	86,10,43,136	24,22,09,169
B. From Others	98,17,20,121	72,00,00,000
Less: Current maturities of long term borrowings (Refer Note 9)	7,91,07,261	—
	90,26,12,860	72,00,00,000
	176,36,55,996	96,22,09,169

**A. Term Loan from Banks**

- a. Term Loan from State Bank of India**
- i) Term Loan of ₹ 26,00,00,000/- from State Bank of India [Outstanding amount ₹ 23,26,69,152/- (Previous year ₹ 24,69,73,152/-)] is secured by exclusive first charge on future receivables from sale of wind power, charge by way of hypothecation on 18 wind turbine generators (WTG's) located at location No P-161 to P-167, P-170 to P-178, Village Palsodi, and P-117, P-179 Village Gopalpura Dist Ratlam (M. P.) 17 WTG's and location No N-22 Village Palnagar Dist. Dewas (M. P.), 1 WTG, and personal guarantee of Mr. Dinesh Shahra. The rate of interest as at the year end is 15.10% p.a (Previous year 12.10%)
  - ii) The Loan is repayable in 139 scattered monthly installments starting from September 2015 and last installment due in March, 2027.

Year	No of Installments	Amount of Installments ₹	Total Amount ₹
2015-2016	7	18,57,000	1,29,99,000
2016-2017	12	11,92,000	1,43,04,000
2017-2018	12	13,54,000	1,62,48,000
2018-2019	12	13,00,000	1,56,00,000
2019-2020	12	15,17,000	1,82,04,000
2020-2021	12	16,25,000	1,95,00,000
2021-2022	12	18,42,000	2,21,04,000
2022-2023	12	19,50,000	2,34,00,000
2023-2024	12	21,67,000	2,60,04,000
2024-2025	12	22,75,000	2,73,00,000
2025-2026	12	24,92,000	2,99,04,000
2026-2027	11	28,71,000	3,15,81,000
2026-2027	1	28,52,000	28,52,000
Total	139		26,00,00,000

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## b. Term Loan from South Indian Bank Ltd

Term Loan of ₹ 69,00,00,000/- [Outstanding amount ₹ 69,00,00,000/- (Previous year ₹ Nil)] from South Indian Bank is secured by,

- i) Hypothecation of all current assets of the Company including receivables other than those charged to existing lenders of the Company,
- ii) Collateral security by way of hypothecation / mortgage of warehouses of the Company located at :
  - a. Survey No. 30/1, 30/2, 30/3, 30/4, Village Linga, District Chindwada (MP), Area of Land- 26353 sq mt.
  - b. Survey No. 253/1, 257/1, 258 and 259, Village Chaigaon, Devi Tehsil, District Khandwa, Area of land- 37100 sq mt.
  - c. Survey No. 711, 712, 713, Village Jamunia, Kala patwari, Halka No. 11, Mhow Nasirawad road, Tehsil and District Ratlam (MP), area of land - 62300 sq mt.
  - d. Survey No. 734/2, 751/2, 752, 756/2, 756/3, 756/4, 756/5, 758/1, 759/1, Patwari Halka No. 31, Village Mangrol, Mhow Nasirawad road, Tehsil and District Ratlam (MP), area of land - 53100 sq mt.
  - e. Survey No. 167/1, 168/1, 78/1, 78/3, 79/2, 74, 75, 76, 77, 79/1, 78/2, 173/1, Village Raigaon, Tehsil Raghuraj Nagar District Satna (MP), area of land - 36300 sq mt.
- iii) The rate of Interest as at the year end is 11.50% (Previous year Nil)
- iv) The loan is repayable in 26 scattered installments starting from September, 2017 with the last installment due in December 2023.

Year	No of Installments	Amount of Installments ₹	Total Amount ₹
2017-2018	1	1,66,66,000	1,66,66,000
2017-2018	2	1,66,67,000	3,33,34,000
2018-2019	4	1,87,50,000	7,50,00,000
2019-2020	4	1,87,50,000	7,50,00,000
2020-2021	4	2,50,00,000	10,00,00,000
2021-2022	4	3,12,50,000	12,50,00,000
2022-2023	4	3,75,00,000	15,00,00,000
2023-2024	2	3,83,30,000	7,66,60,000
2023-2024	1	3,83,40,000	3,83,40,000
<b>Total</b>	<b>26</b>		<b>69,00,00,000</b>

## c. (i) Term Loan from HDFC Bank Ltd.

Term Loan of ₹ 59,70,000/- from HDFC Bank, [Outstanding amount ₹ 17,55,925/- (Previous year ₹ 30,17,009/-)] is secured by charge on specific asset financed by the Bank. The loan is repayable in 60 Equated Monthly Installment of ₹ 1,24,700/- (Including interest) commencing from July 2013, last installment being due in June, 2018. Rate of Rate of Interest as at the year end is 9.61% p.a. (Previous year 9.61%).

## (ii) Term Loan from HDFC Bank Ltd.

Term Loan of ₹ 1,62,42,847/- from HDFC Bank, [(Outstanding amount ₹ 77,84,092/- (Previous year ₹ 1,09,71,846/-)] is secured by charge on specific asset financed by the Bank. The loans are repayable in 60 Equated Monthly Installment of ₹ 3,47,114/- (Including interest) commencing from April 2014, last installment being due in March 2019. Rate of Interest as at the year end is 10.25% p.a. (Previous year 10.25%).

## B. Term Loan from Others

### a. Term Loan from Indian Renewable Energy Development Agency Ltd (IREDA)

- i) Term Loan of ₹ 76,00,00,000/- from IREDA, [Outstanding amount ₹ 70,41,66,667/- (Previous year ₹ 72,00,00,000/-)] is secured by,
  - a) Exclusive first charge by way of mortgage on all the immovable properties of the company , both present and future pertaining to the 14.70 Mw windmill power generation project, situated in District Ratlam and Ujjain, Madhya Pradesh.
  - b) Exclusive first charge by way of hypothecation of all movable assets/properties, both present and future pertaining to the 14.70 Mw windmill power generation project, situated in District Ratlam and Ujjain, Madhya Pradesh.



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

- c) First charge on all the rights, title, interest, benefits, claims and demands whatsoever of the Company pertaining to the project (including warranties and guarantees provided therein) but not limited to agreement for sale of CERs, if any O & M contract, insurance contract, including PPA etc.
- d) creation of pledge over 99% / 51% of the share capital of the Company held by promoter in favour of IREDA.
- e) Corporate guarantee of Ruchi Infrastructure Limited.
- ii) The rate of interest as at the year end is 11.10% p.a.
- iii) The loan is repayable in 48 equal quarterly installments starting from March, 2017 with the last installment due in June 2028.

Year	No of Installments	Amount of Installments ₹	Total Amount ₹
2017-2018	4	1,58,40,000	6,33,60,000
2018-2019	4	1,58,40,000	6,33,60,000
2019-2020	4	1,58,40,000	6,33,60,000
2020-2021	4	1,58,40,000	6,33,60,000
2021-2022	4	1,58,40,000	6,33,60,000
2022-2023	4	1,58,40,000	6,33,60,000
2023-2024	4	1,58,40,000	6,33,60,000
2024-2025	4	1,58,40,000	6,33,60,000
2025-2026	4	1,58,40,000	6,33,60,000
2026-2027	4	1,58,40,000	6,33,60,000
2027-2028	4	1,58,40,000	6,33,60,000
2028-2029	3	1,58,40,000	4,75,20,000
2028-2029	1	1,55,20,000	1,55,20,000

**b. Term Loan from JM Financial Products Ltd**

Term Loan of ₹ 28,00,00,000/- from JM Financial Products Limited, [Outstanding amount ₹ 27,75,53,454/- (Previous year ₹ Nil)] is secured by,

- i) mortgage of property of the Company situated at Flat No 14, Vandan Co operative Housing Society 29-A, Doongersey Road, Malabar Hill, Walkeshwar, Mumbai, pledge of 80,00,000 shares of Ruchi Soya Industries Ltd. held by the Company. The rate of interest as at the year end is 12% p.a (Previous year Nil).
- ii) The loan is repayable in 120 equated monthly installment of ₹ 40,17,187/- including interest commencing from February 2017 with the last installment being due in January, 2027.

C. Secured Long Term Borrowings aggregating to ₹ 23,56,62,524/- (Previous year ₹ 24,69,73,152/-) including interest accrued but not due on borrowings of ₹ 29,93,372/- (Previous year ₹ Nil) are secured by personal guarantee of Mr. Dinesh Shahra.

	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 4 : DEFERRED TAX LIABILITIES (NET)</b>		
Deferred Tax Liability		
On difference between book depreciation and tax depreciation	1,25,62,403	3,37,90,967
	1,25,62,403	3,37,90,967
Defferred Tax Assets		
On account of unabosorbed losses under Income Tax Act, 1961	—	2,22,34,752
Other timing differences	9,28,517	—
	9,28,517	2,22,34,752
Deferred Tax Liability (Net)	1,16,33,886	1,15,56,215

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 5: OTHER LONG TERM LIABILITIES</b>		
<b>Trade Payables</b>		
– Due to Micro and Small Enterprises	—	—
– Due to others	—	25,65,50,000
	—	25,65,50,000
<b>NOTE - 6 : LONG TERM PROVISIONS</b>		
Provision for employee benefits (Refer Note No. 36 for disclosure as per AS-15)	28,08,326	32,97,502
	28,08,326	32,97,502
<b>NOTE - 7 : SHORT TERM BORROWINGS</b>		
Secured :		
<b>(i) From Banks</b>		
Working Capital Loan - repayable on demand	—	107,00,00,000
<b>(ii) From Others</b>		
Working Capital Loan	3,77,24,741	88,69,35,420
	3,77,24,741	195,69,35,420
<b>Note :</b>		
i) Export Packing Credit / Working capital demand loans from Bank are secured by exclusive charge by way of pledge over all present and future specific current assets including book debts, stock, and other receivables.		
(ii) Working capital loan from others are secured by exclusive charge by way of pledge of commodities as acceptable to the lender.		
<b>NOTE - 8 : TRADE PAYABLES</b>		
– Due to Micro and Small Enterprises	—	—
– Due to others	140,35,62,506	197,13,24,752
	140,35,62,506	197,13,24,752
<b>NOTE - 9 : OTHER CURRENT LIABILITIES</b>		
a. Current maturities of long-term borrowings (Refer Note 3 for security details)	15,02,73,294	1,87,52,838
b. Interest accrued but not due on borrowings	73,10,981	1,29,38,855
c. Unclaimed Dividends *	1,42,393	1,53,728
d. Other Payables		
(i) Statutory Dues	57,94,496	66,94,494
(ii) Advances from Customers	2,02,65,074	1,98,71,140
(iii) Creditors for Capital Expenses	2,56,22,112	—
(iv) Bank Overdraft in current account	1,49,15,533	—
(v) Other Liabilities **	50,67,900	4,40,37,108
	22,93,91,783	10,24,48,163
<b>Note :</b>		
* There are no amount due and outstanding, to be credited to investors education and protection fund.		
** Other Liabilities includes amounts payable to employees and expenses.		
<b>NOTE - 10 : SHORT TERM PROVISIONS</b>		
<b>A.</b> Provision for employee benefits (Refer Note No 36 for disclosure as per AS-15)	10,47,327	33,51,822
<b>B</b> Provision - Others		
(i) For Proposed Preference Dividend	—	3,27,63,678
(iii) For Corporate Tax on Dividend	—	66,69,899
	10,47,327	4,27,85,399

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## NOTE - 11 : FIXED ASSETS

(Amounts in ₹)

	GROSS BLOCK				DEPRECIATION & AMORTISATION				NET BLOCK	
	As on 01.04.2016	Additions	Deductions	As on 31.03.2017	Upto 01.04.2016	For the year	Adjustment	Upto 31.03.2017	As on 31.03.2017	As on 31.03.2016
<b>Tangible Assets</b>										
LAND - FREE HOLD	56,26,02,996 (51,48,42,131)	3,86,730 (47,760,865)	4,33,267 —	56,25,56,459 (56,26,02,996)	— —	— —	— —	— —	56,25,56,459 (56,26,02,996)	56,26,02,996 (51,48,42,131)
LAND - LEASEHOLD	3,26,55,483 (3,26,55,483)	5,43,23,916 —	— —	8,69,79,399 (3,26,55,483)	1,47,09,902 (1,34,98,226)	28,71,573 (12,11,676)	— —	1,75,81,475 (1,47,09,902)	6,93,97,924 (1,79,45,581)	1,79,45,581 (1,91,57,257)
BUILDINGS	53,99,56,101 (53,95,42,892)	— (48,83,309)	78,92,987 (44,70,100)	53,20,63,114 (53,99,56,101)	25,80,08,526 (23,62,62,939)	1,49,62,674 (2,35,32,699)	33,30,115 (17,87,112)	26,96,41,085 (25,80,08,526)	26,24,22,029 (28,19,47,575)	28,19,47,575 (30,32,79,953)
PLANT AND MACHINERY	209,45,97,655 (112,31,64,804)	11,25,162 (97,14,32,851)	21,150 —	209,57,01,667 (209,45,97,655)	84,31,27,828 (78,42,21,508)	16,42,44,343 (5,89,06,320)	11,140 —	100,73,61,031 (84,31,27,828)	108,83,40,636 (125,14,69,827)	125,14,69,827 (33,89,43,296)
FURNITURE & FIXTURES	5,45,74,413 (5,44,82,039)	9,80,36,229 (92,374)	3,938 —	15,26,06,704 (5,45,74,413)	4,46,48,012 (3,99,63,955)	73,42,398 (46,84,057)	3,599 —	5,19,86,811 (4,46,48,012)	10,06,19,893 (99,26,401)	99,26,401 (1,45,18,084)
VEHICLES	7,44,54,268 (7,44,02,459)	40,43,416 (51,809)	86,06,823 —	6,98,90,861 (7,44,54,268)	5,47,61,003 (4,38,80,948)	72,50,979 (1,08,80,055)	77,78,080 —	5,42,33,902 (5,47,61,003)	1,56,56,959 (1,96,93,265)	1,96,93,265 (3,05,21,511)
OFFICE EQUIPMENT	69,66,271 (57,45,112)	2,91,06,512 (12,21,159)	6,61,097 —	3,54,11,686 (69,66,271)	54,76,306 (46,15,173)	29,60,521 (8,61,133)	6,05,209 —	78,31,618 (54,76,306)	2,75,80,068 (14,89,965)	14,89,965 (11,29,939)
<b>Assets given on operating lease</b>										
Building	37,68,17,224 (37,68,17,224)	55,77,78,657 —	— —	93,45,95,881 (37,68,17,224)	16,22,07,820 (16,02,88,991)	1,76,79,735 (19,18,829)	— —	17,98,87,555 (16,22,07,820)	75,47,08,326 (21,46,09,404)	21,46,09,404 (21,65,28,233)
Plant & Machinery	40,64,99,538 (40,64,99,538)	— —	— —	40,64,99,538 (40,64,99,538)	36,40,11,536 (35,47,23,086)	54,69,061 (92,88,450)	— —	36,94,80,597 (36,40,11,536)	3,70,18,941 (4,24,88,002)	4,24,88,002 (5,17,76,452)
<b>TOTAL</b>	<b>414,91,23,949</b>	<b>74,48,00,622</b>	<b>1,76,19,262</b>	<b>487,63,05,309</b>	<b>174,69,50,933</b>	<b>22,27,81,284</b>	<b>1,17,28,143</b>	<b>195,80,04,074</b>	<b>291,83,01,235</b>	<b>240,21,73,016</b>
Previous Year	(312,81,51,682)	(102,54,42,367)	(44,70,100)	(414,91,23,949)	(163,74,54,826)	(11,12,83,219)	(17,87,112)	(174,69,50,933)	(240,21,73,016)	(149,06,96,856)
<b>Intangible Assets</b>										
JETTY	13,31,31,996 (13,31,31,996)	— —	— —	13,31,31,996 (13,31,31,996)	10,37,52,900 (10,27,30,879)	22,99,538 (10,22,021)	-1,04,33,455 —	11,64,85,893 (10,37,52,900)	1,66,46,103 (2,93,79,096)	2,93,79,096 (3,04,01,117)
SOFTWARE	47,250 (47,250)	— —	— —	47,250 (47,250)	47,250 (47,250)	— —	— —	47,250 (47,250)	— —	— —
Goodwill	16,15,44,790 (1,94,964)	— (16,13,49,826)	— —	16,15,44,790 (16,15,44,790)	— —	— —	— —	— —	16,15,44,790 (16,15,44,790)	16,15,44,790 (1,94,964)
<b>TOTAL</b>	<b>29,47,24,036</b>	<b>—</b>	<b>—</b>	<b>29,47,24,036</b>	<b>10,38,00,150</b>	<b>22,99,538</b>	<b>-1,04,33,455</b>	<b>11,65,33,143</b>	<b>17,81,90,893</b>	<b>19,09,23,886</b>
Previous Year	(13,33,74,210)	(16,13,49,826)	—	(29,47,24,036)	(10,27,78,129)	(10,22,021)	—	(10,38,00,150)	(19,09,23,886)	(3,05,96,081)

**Note :**

- i) The Ownership of Jetty - ₹ 13,31,31,996/- (At Cost) (Previous Year ₹ 13,31,31,996/-) rests with the Gujarat Maritime Board.
- ii) The Company has revised the remaining useful life of Jetty under intangible assets. Consequently amortisation related to earlier year amounting to ₹ 1,04,33,455/- has been provided in the current year and shown as exceptional item in statement of Profit and Loss.
- iii) amounts in () indicates figures for previous year.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 12: NON CURRENT INVESTMENTS</b>		
<b>A In Equity Shares (Non Trade Investments)</b>		
<b>Quoted</b>		
12,54,675 (Previous Year 12,54,675) Equity Shares of ₹ 10/- each fully paid up in National Steel & Agro Industries Ltd	48,03,500	48,03,500
11,700 (Previous Year 11,700) Equity Shares of ₹ 10/- each fully paid up in Ruchi Strips & Alloys Ltd	1,11,155	1,11,155
Less : Provision for diminution in value of investment	(86,455)	—
	24,700	1,11,155
82,59,625 (Previous Year 82,59,625) Equity Shares of ₹ 2/- each fully paid up in Ruchi Soya Industries Ltd	32,75,16,711	32,75,16,711
Less : Provision for diminution in value of investment	(10,32,67,892)	—
	22,42,48,819	32,75,16,711
	22,90,77,019	33,24,31,366
<b>In Other than Subsidiary Companies</b>		
<b>Unquoted</b>		
7,00,000 (Previous Year 7,00,000) Equity Shares of ₹ 10/- each fully paid up in Ruchi Acroni Industries Ltd	70,00,000	70,00,000
1,25,000 (Previous Year 1,25,000) Equity Shares of ₹ 10/- each fully paid up in Ruchi Global Ltd	12,50,000	12,50,000
10,000 (Previous Year 10,000) Equity Shares of ₹ 10/- each fully paid up in Union Infrastructure Solutions Pvt Ltd	1,00,000	—
Less : Provision for diminution in value of investment	(1,00,000)	—
	82,50,000	82,50,000
<b>B In Preference Shares- Unquoted</b>		
2,00,000 (Previous Year 2,00,000) 6% Redeemable Non convertible cumulative Preference Shares of ₹ 100 each fully paid up in Ruchi Soya Industries Ltd	2,00,00,000	2,00,00,000
Nil (Previous Year 9,50,000) 6% Non Convertible Redeemable cumulative Preference Shares of ₹ 100 each fully paid up in Ruchi Realty Holdings Ltd	—	10,07,00,000
	2,00,00,000	12,07,00,000
<b>C In Partnership Firm</b>		
Capital Account with Narang & Ruchi Developers (Refer Note No 32)	9,00,19,559	9,00,19,559
	9,00,19,559	9,00,19,559
	34,73,46,578	55,14,00,925
<b>NOTE :</b>		
a. Investments are valued at Cost less provision for other than temporary diminution.		
b. Aggregate amount of Quoted Investments	33,24,31,366	33,24,31,366
c. Aggregate Market Value of Quoted Investments	25,94,60,189	28,58,11,935
d. Aggregate amount of Unquoted Investments - In Equity Shares	83,50,000	82,50,000
In Preference Shares	2,00,00,000	12,07,00,000
In Partnership Firm	9,00,19,559	9,00,19,559
e. Aggregate provision for diminution in value of Investments	10,34,54,347	—

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>NOTE - 13: LONG - TERM LOANS AND ADVANCES</b>		
<b>Unsecured , Considered Good</b>		
a Capital advances	2,20,17,436	5,84,80,022
b Security Deposits	3,07,83,692	2,33,39,528
c Balance with Government Authourities	24,88,349	3,36,527
d Inter corporate deposits	1,00,09,247	—
e Advance Income Tax and Tax deducted at Source (Net of Provision for taxation of ₹ 16,76,95,066/- Previous Year ₹ 16,22,08,013/-)	11,01,22,940	10,67,71,216
	<u>17,54,21,664</u>	<u>18,89,27,293</u>
<b>NOTE -14: OTHER NON-CURRENT ASSETS</b>		
a Interest Accrued on Deposit	27,88,665	21,39,831
b Balance with Banks in Deposit Accounts having maturity over 12 months (Earmarked as security for Guarantees issued by Bank)	4,31,46,245	4,34,80,745
	<u>4,59,34,910</u>	<u>4,56,20,576</u>
<b>NOTE - 15: CURRENT INVESTMENTS</b>		
<b>Unquoted</b>		
1,00,000 (Previous Year Nil) units of IDBI Midcap Fund	10,00,000	—
<b>Investment in Partnership Firm</b>		
Balance in Current Account with Narang & Ruchi Developers	27,12,524	1,48,679
	<u>37,12,524</u>	<u>1,48,679</u>
<b>Note:</b>		
a. Aggregate amount of Unquoted Investments	37,12,524	1,48,679
b. Current Investments are valued at lower of cost or at fair value		
<b>NOTE - 16: INVENTORIES</b>		
(As valued and certified by the management)		
a) Raw Materials (Including Packing Material)	26,15,196	6,12,66,484
b) Work-in-progress	4,01,212	2,16,003
c) Finished goods	5,62,436	13,01,76,149
d) Stock in trade	13,92,22,077	179,85,36,317
	<u>14,28,00,921</u>	<u>199,01,94,953</u>
<b>Note:</b> Inventories are valued at lower of cost or net realisable value, except by-products/scrap, which are valued at net realisable value		
<b>Broad Catogories of Inventory</b>		
<b>a. Details of Raw Materials</b>		
Oils	—	5,75,98,001
Soaps	25,07,806	22,56,038
Packing Materials	1,07,390	14,12,445
	<u>26,15,196</u>	<u>6,12,66,484</u>
<b>b. Details of Work in Progress</b>		
Soaps	4,01,212	2,16,003
	<u>4,01,212</u>	<u>2,16,003</u>

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	As at March 31, 2017	As at March 31, 2016
<b>c. Details of Finished Goods</b>		
Oils	—	12,94,34,198
Soaps	5,62,436	7,41,951
	<u>5,62,436</u>	<u>13,01,76,149</u>
<b>d. Details of Stock In Trade</b>		
Oils	—	4,77,96,843
Castor Seed	13,92,22,077	175,07,39,474
	<u>13,92,22,077</u>	<u>179,85,36,317</u>
<b>NOTE - 17: TRADE RECEIVABLES</b>		
Outstanding for a period exceeding six months from the date they are due for payment	93,80,50,608	17,83,87,244
Other trade receivables	33,31,37,929	130,03,98,592
	<u>127,11,88,537</u>	<u>147,87,85,836</u>
Less : Provison for doubtful debts	3,60,00,000	—
	<u>123,51,88,537</u>	<u>147,87,85,836</u>
<b>NOTE - 18: CASH AND BANK BALANCES</b>		
<b>Cash and cash equivalents</b>		
a. Balances with Banks		
In Current Accounts	15,08,52,389	15,84,82,159
b. In Deposit Accounts having muturity less than 3 months	15,88,676	—
c. Cheques in Hand	5,27,38,000	—
d. Cash on hand	7,80,023	23,42,763
	<u>20,59,59,088</u>	<u>16,08,24,922</u>
<b>Other Bank Balances</b>		
a. In Deposit Accounts having maturity less than 3 months	18,78,476	25,75,939
b. In Deposit Accounts having maturity 3 to 12 months	82,10,844	67,79,516
c. In Deposit accounts having maturity of more than 12 months	4,31,46,245	4,34,80,745
Less : Shown under Other Non Current Assets (Refer Note 14)	(4,31,46,245)	(4,34,80,745)
d. In unclaimed dividend account	1,42,393	1,53,728
	<u>21,61,90,801</u>	<u>17,03,34,105</u>
Note :		
Earmarked Balances in Deposit Accounts		
(i) Deposit having maturity less than 3 months	18,78,476	25,75,939
(ii) Deposit having maturity 3 to 12 months	82,10,844	67,79,516
(iii) Deposits having maturity over 12 months	4,31,46,245	4,34,80,745

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	As at March 31, 2017	(Amounts in ₹) As at March 31, 2016
<b>NOTE - 19: SHORT-TERM LOANS AND ADVANCES</b>		
<b>Unsecured, Considered Good</b>		
<b>a. Others</b>		
i. Advance to Suppliers	2,75,14,410	2,98,78,757
ii. Balance with Government Authorities	6,48,77,391	15,97,80,388
iii. Other Advances Recoverable in Cash or In Kind or for value to be received	8,45,65,792	9,67,91,569
	<b>17,69,57,593</b>	<b>28,64,50,714</b>
<b>NOTE - 20: OTHER CURRENT ASSETS</b>		
<b>a Interest Accrued</b>		
(i) On Fixed Deposits with Banks	3,30,029	26,02,457
(ii) On Others	65,63,073	34,247
<b>b Other Receivable*</b>	<b>25,04,39,323</b>	<b>25,09,55,591</b>
	<b>25,73,32,425</b>	<b>25,35,92,295</b>

\*Other Receivables include Export Incentives receivable.

	For the year 2016-2017	(Amounts in ₹) For the year 2015-2016
<b>NOTE - 21 : REVENUE FROM OPERATIONS</b>		
A Sales of products (Gross)	267,93,91,580	2284,20,17,410
B Sale of Services		
Cargo Handling Income	2,26,15,297	7,40,04,599
C Rental Income from storage and Warehouse	23,70,80,924	27,70,62,840
D Sale of Wind Power Generated	19,65,72,203	6,30,18,943
	<b>313,56,60,004</b>	<b>2325,61,03,792</b>
E Other Operating Revenues		
Export Incentive	—	44,94,633
Other Operating Income	1,61,13,041	1,86,980
	<b>1,61,13,041</b>	<b>46,81,613</b>
	<b>315,17,73,045</b>	<b>2326,07,85,405</b>
<b>Details of Sales of Products</b>		
Oils	41,08,69,841	717,64,11,560
Cotton	27,86,145	45,49,89,278
Extractions	23,10,86,052	1,85,91,786
Castor Seeds	201,10,83,243	1516,92,53,429
Others	94,630	2,85,911
Soaps	2,34,71,669	2,24,85,446
	<b>267,93,91,580</b>	<b>2284,20,17,410</b>



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

		For the year 2016-2017	(Amounts in ₹) For the year 2015-2016
<b>NOTE - 22: OTHER INCOME</b>			
a	Interest Income	93,28,501	88,84,508
b	Dividend Income From Long Term Investments from other than subsidiary Companies	—	25,21,540
c	Profit on sale of Fixed Assets	28,19,275	—
d	Profit on sale of investments	2,49,18,500	12,87,070
e	Other Non Operating Income (Refer Note No 34 (b))	1,92,03,258	53,11,615
		5,62,69,534	1,80,04,733
<b>NOTE - 23: COST OF MATERIALS CONSUMED</b>			
a)	Raw materials consumed	7,24,23,602	27,36,32,265
b)	Packing materials consumed	1,60,10,522	1,08,26,327
Materials consumed		8,84,34,124	28,44,58,592
<b>a. Details of Raw material consumed</b>			
Oils		5,75,98,001	25,91,08,262
Soap		1,48,25,601	1,45,24,003
		7,24,23,602	27,36,32,265
<b>b. Details of Imported and Indigenous materials consumed</b>			
		2016-2017	2015-2016
		Amounts in ₹	Amounts in ₹
		%	%
<b>(i) Raw materials</b>			
Imported		—	—
Indigenous		7,24,23,602	27,36,32,265
<b>(ii) Packing materials</b>			
Imported		—	—
Indigenous		1,60,10,522	1,08,26,327
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# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	For the year 2016-2017	For the year 2015-2016
<b>NOTE - 25: CHANGES IN INVENTORIES OF FINISHED GOODS WORK-IN-PROGRESS AND STOCK-IN-TRADE</b>		
Inventory at the beginning of the year		
Finished goods	13,01,76,149	5,53,833
Work-in-progress	2,16,003	1,85,400
Stock In Trade	179,85,36,317	530,30,58,089
	192,89,28,469	530,37,97,322
Less : Inventory at the end of the year		
Finished goods	5,62,436	13,01,76,149
Work-in-progress	4,01,212	2,16,003
Stock In Trade	13,92,22,077	179,85,36,317
	14,01,85,725	192,89,28,469
Net (Increase)/ Decrease in inventories	178,87,42,744	337,48,68,853
<b>NOTE - 26: EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Other Benefits	6,97,35,147	7,58,40,545
Contribution to Provident and Other Funds	33,07,570	39,34,916
Workmen & Staff Welfare expenses	16,80,913	19,47,697
	7,47,23,630	8,17,23,158
<b>NOTE - 27: FINANCE COSTS</b>		
Interest Expenses	33,29,18,891	35,16,48,779
Other borrowing costs	71,89,768	57,68,556
	34,01,08,659	35,74,17,335
<b>NOTE - 28: OTHER EXPENSES</b>		
Stores & Chemicals Consumed	2,78,848	17,67,578
Processing Charges	88,13,207	1,87,55,138
Power and Fuel	8,65,058	—
Rent	2,57,05,142	10,83,32,826
Repairs and Maintenance,		
Of Buildings	52,76,196	33,86,123
Of Plant and Machinery	2,14,17,007	2,13,68,172
Of Others	59,48,750	85,54,958
Manufacturing Expenses	9,40,897	7,75,798
Insurance	37,63,167	54,60,605
Rates and Taxes	1,00,03,497	71,59,066
Bank Charges and Commission	6,65,157	13,16,901
Brokerage and Commission	88,479	19,36,599
Freight and Forwarding Charges	69,25,786	47,00,914
Export Expenses	—	2,16,79,489
Material Handling Expenses	6,17,84,185	11,58,28,541
Donation	57,000	10,41,500
Bad Debts written off	46,51,400	—
Net Loss/(Gain) on foreign exchange transactions and translation	59,04,763	16,55,06,788
Loss on sale of long term investments	—	1,19,80,400
Provision for doubtful debts	3,60,00,000	—
Provision for Dimunition in value of investments (Net)	10,33,09,141	—
Miscellaneous Expenses	12,82,74,246	4,91,74,462
	43,06,71,926	54,87,25,858

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

		(Amounts in ₹)	
		2016-2017	2015-2016
<b>29. Contingent Liabilities and commitments</b> (to the extent not provided for)			
<b>A. Contingent Liabilities:</b>			
i.	Bills discounted with company's bankers	—	34,07,68,476
ii.	Demands disputed in appeals :		
a.	Income Tax	32,97,742	74,06,759
b.	Sales Tax	12,56,469	12,56,469
c.	Entry Tax	70,53,833	—
d.	Service Tax	6,05,73,749	6,04,63,552
iii.	Arrears of dividend on 54,60,613 6% non convertible Cumulative redeemable preference shares of ₹ 100 each	6,55,27,536	—
<b>B. Commitments:</b>			
Estimated amount of contracts remaining to be executed On capital account and not provided for (Net of advances of ₹ 2,20,17,436/- Previous Year ₹ 5,84,80,022/-)		1,08,93,127	1,88,92,365

**30.** Trade Payables (Note 5 & 8) include bills payable for purchase of goods ₹ 134,47,19,409/- (Previous Year ₹ 200,55,63,574/-)

		2016-2017	2015-2016
<b>31. Payments to the auditor</b> (incl service tax)			
a.	For Statutory audit	6,21,100	5,42,338
b.	For Tax audit	1,61,000	1,39,000
c.	For other services	86,722	2,44,507
d.	For cost audit	46,000	45,800
e.	For reimbursement of expenses	10,237	12,709

**32. Details of Investment in partnership firm:**  
Narang & Ruchi Developers:

Name of the Partner	2016-17			2015-2016		
	Balance in Capital Account	Balance in Current Account	% age of share in Profit/Loss	Balance in Capital Account	Balance in Current Account	% age of share in Profit/Loss
Ruchi Infrastructure Ltd	9,00,19,559	27,12,524	70	9,00,19,559	1,48,679	70
Narang Developers Pvt Ltd	1,00,02,173	17,20,785	30	1,00,02,173	6,21,994	30

## 33. EARNING PER SHARE (EPS)

	2016-2017	2015-2016
<b>Basic and diluted earnings per share :</b>		
a. Net Profit /(loss) after tax	(14,55,94,200)	(5,25,38,071)
b. Less : Preference dividend including tax there on	3,94,33,570	3,94,33,570
c. Profit/(loss) available for equity shareholders	(18,50,27,770)	(9,19,71,641)
d. Weighted average number of equity shares	20,52,39,942	20,52,39,942
e. Nominal value of ordinary share	1	1
f. Basic and diluted earning per share	(0.90)	(0.45)

- 34. a.** The Company has set up agri warehousing and marketing infrastructure at various locations against which company is entitled to back ended subsidy as per the scheme of Ministry of Agriculture, Government of India.
- b.** As per accounting policy adopted consistently, the Company has credited ₹ 78,43,000/- (Previous year ₹ 44,70,100/-) to related assets account on receipt of subsidy from the competent authority. Depreciation provided on related assets in the earlier years is reversed to statement of profit and loss account on subsidy received during the year. During the year depreciation of ₹ 33,08,392/- (Previous year ₹ 17,87,112/-) has been written back and shown in other income.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

## 35. DISCLOSURE ON FINANCIAL AND DERIVATIVE INSTRUMENTS :

The Company uses foreign currency forward exchange contracts to hedge its exposures in foreign currency related to firm commitment and highly probable forecasted transactions.

- Notional amount of forward contract entered into by the Company and outstanding - Nil (Previous Year Nil).
- Foreign Currency exposure which are not hedged as at the year end:
  - Payable in foreign currency on account of expenses and refund of customer advances:

2016-2017			2015-2016		
Currency	Amount in Foreign Currency	Amount in INR	Currency	Amount in Foreign Currency	Amount in INR
USD	33,199	21,52,580	USD	33,227	22,04,063

- Receivable in foreign currency on account of exports:

2016-2017			2015-2016		
Currency	Amount in Foreign Currency	Amount in INR	Currency	Amount in Foreign Currency	Amount in INR
USD	52,87,298	34,28,21,006	USD	9,68,186	6,42,22,585

## 36. DISCLOSURE AS PER AS-15 – EMPLOYEE BENEFITS

### A) GRATUITY

- The Company has opted for scheme with Life Insurance Corporation of India to cover its liabilities towards employees gratuity. The annual premium paid to Life Insurance Corporation of India is charged to Profit and Loss Account. The Company also carries out actuarial valuation of gratuity using Projected Unit Credit Method as required by Accounting Standard 15 "Employee Benefits" (Revised 2005) and difference between fair value of plan assets and liability as per actuarial valuation as at year end is recognized in statement of Profit and Loss.

Disclosure as per AS-15 is as under:

(Amounts in ₹)

	2016-2017	2015-2016
<b>Change in obligation during the year ended 31<sup>st</sup> March 2017</b>		
Obligation at the beginning of the year	1,04,03,613	85,43,039
Current Service cost	8,22,262	7,21,339
Interest Cost	8,28,128	6,79,172
Benefits payments	(8,74,065)	(10,70,403)
Actuarial (Gains)/Losses on obligations – Due to change in financial assumptions	4,12,234	(7,428)
Actuarial (Gains)/Losses on obligations – Due to experience	(20,82,675)	15,37,894
<b>Change in the fair value of plan assets</b>		
Fair value of plan assets at the beginning of the year	81,46,007	85,72,743
Expected return on plan assets	6,48,422	6,81,533
Contributions	17,09,718	—
Benefits paid	(8,74,065)	(10,70,403)
Actuarial Gains/(Losses) on plan assets-Due to experience	90,138	(37,866)
Fair value of plan assets at the end of the year	97,20,220	81,46,007
<b>Amount recognized in Balance Sheet</b>		
Present value of defined benefit obligation at the end of the year	(95,09,497)	(1,04,03,613)
Fair value of plan assets at the end of the year	97,20,220	81,46,007
Funded Status surplus/(deficit)	2,10,723	(22,57,606)
Net (Liability)/Asset recognized in balance sheet	2,10,723	(22,57,606)
<b>Balance Sheet Reconciliation</b>		
Net Liability at the beginning of the year	22,57,606	(29,704)
Expenses recognized in statement of profit and loss	(7,58,611)	22,87,310
Employee's Contributions during the year	(17,09,718)	—
Net Liability/(Asset) recognized in balance sheet	(2,10,723)	22,57,606

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

	(Amounts in ₹)	
	2016-2017	2015-2016
<b>Amounts recognized in Statement of profit and loss</b>		
Current service cost	8,22,262	7,21,339
Net Interest cost	1,79,706	(2,361)
Actuarial (Gains)/Losses	(17,60,579)	15,68,332
Expenditure recognized in the profit and loss account	(7,58,611)	22,87,310
<b>Actual return on plan assets</b>		
Expected return on plan assets for the year	6,48,422	6,81,533
Actuarial Gains/(Losses) on plan assets- Due to experience	90,138	(37,866)
Actual return on plan assets	7,38,560	6,43,667
<b>Percentage of each category of plan assets to fair value of plan assets</b>		
Insurance Fund	97,20,220	81,46,007
Percentage	100%	100%
<b>Actuarial assumptions</b>		
Expected return on plan assets	7.27%	7.96%
Discount Rate Current	7.27%	7.96%
Salary escalation Current	5.00%	5.00%

The Company's gratuity funds are managed by the Life Insurance Corporation of India and therefore the composition of the fund assets is not presently ascertained.

ii) Expected Contribution to the Fund in the Next Year

	2016-2017	2015-2016
Gratuity	4,57,127	24,27,093

iii) Amounts recognized in current year and previous four years

Particulars	2016-2017	2015-2016	2014-2015	2013-2014	2012-2013
<b>Gratuity</b>					
Defined Benefit Obligation	(95,09,457)	(1,04,03,613)	(85,43,039)	(76,03,660)	(87,14,497)
Fair Value of Plan Assets	97,20,220	81,46,007	85,72,743	71,80,274	59,75,860
Surplus/ (Deficit)	2,10,723	(22,57,606)	29,704	(4,23,386)	(27,38,637)
Experience adjustments on plan liabilities Loss / (Gains)	(20,82,675)	15,37,894	(9,49,336)	(20,34,002)	27,27,992
Experience adjustments on plan assets (Loss) / Gains	90,138	(37,866)	52,257	50,376	69,441

## B. LEAVE ENCASHMENT

The liability in respect of leave encashment is determined using actuarial valuation carried out as at Balance Sheet date. Actuarial gains and losses are recognized in full in Statement of Profit and Loss for the year in which they occur.

Liability on account of leave encashment as at the year end ₹ 38,55,653/- (Previous year ₹ 43,91,718/-).

### 37. (a) Leases -Where company is Lessor

The assets given on cancellable operating leases by the Company are included in fixed assets. Lease income is recognized in the statement of Profit and Loss on a straight line basis over the lease term. Costs, including depreciation

# Notes

## NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

are recognized as an expense in the Statement of Profit and Loss. Initial direct costs are recognized immediately in the statement of Profit and Loss.

The aggregate amount of Operating lease income recognized in the Statement of Profit and Loss is ₹ 23,70,80,924/- (Previous year 27,70,62,840/-).

**(b) Leases - Where company is Lessee**

The Company has taken office premises and warehouses under cancellable operating lease agreements. These are renewable on periodic basis at the option of both lessor and lessee.

The company has not recognized any contingent rent as expense in the statement of profit and loss.

The aggregate amount of operating lease payments recognized in the statement of profit and loss is ₹ 1,25,54,264/- (Previous year ₹ 9,61,00,446/-).

### 38. Capital Work-In-Progress (Building)

Expenditure incurred during construction period has been dealt with as under:

	2016-2017 ₹	2015-2016 ₹
Opening Balance	2,00,48,473	1,26,74,110
<b>Expenses incurred</b>		
Professional Fees	31,70,500	66,56,100
Travelling Expenses	—	—
Electricity Expenses	1,69,650	1,78,930
Security Expenses	2,23,989	3,19,225
Freight Expenses	1,66,442	—
Miscellaneous Expenses	15,76,381	2,20,108
	2,53,55,435	2,00,48,473
Balance Pending Allocation to be capitalised	—	2,00,48,473
Amount Allocated to Assets during the year	2,53,55,435	—

**39.** Union Infrastructure Pvt Ltd, has ceased to be a subsidiary during the year in view of issue of additional Equity share capital resulting in the shareholding of the Company falling below 20%.

### NOTE - 40 : RELATED PARTY DISCLOSURE

#### List of Related Parties and Relationships :

a) **Parties where control exists :**

Narang and Ruchi Developers (Associate)

b) **Key Management Personnel & their relative :**

Mr. Dinesh Shahra, Managing Director (Upto April 8, 2016)

Mr. Kailash Shahra (Brother of Director) (Upto April 8, 2016)

Mr. Suresh Shahra (Brother of Director) (Upto April 8, 2016)

Mr. Santosh Shahra (Brother of Director) (Upto April 8, 2016)

Mrs. Abha Devi Shahra (Wife of Director) (Upto April 8, 2016)

Mr. Sarvesh Shahra (Son of Director) (Upto April 8, 2016)

Ms. Amrita Shahra (Daughter of Director) (Upto April 8, 2016)

Mr. Ankesh Shahra (Son of Director) (Upto April 8, 2016)

Ms. Amisha Shahra (Daughter of Director) (Upto April 8, 2016)

Mrs. Geeta Devi Koolwal (Sister of Director) (Upto April 8, 2016)

Mrs. Vashu Devi Jhalani (Sister of Director) (Upto April 8, 2016)

Mrs. Vidhya Devi Khandelwal (Sister of Director) (Upto April 8, 2016)

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2017

- Mr. Ashish Mehta (Company Secretary)  
Mr. Narendra Shah (Chief Financial Officer Upto April 7, 2016 and Executive Director from April 8, 2016)  
Mr. Ravindra Kumar Kakani (Chief Financial Officer from 08/04/2016)
- c) **Entities where Key Management Personnel & their relatives have significant influence and where transactions exist during the year.**
1. Ruchi Biofuels Pvt. Ltd. (Upto April 8, 2016)
  2. Ruchi Soya Industries Limited (Upto April 8, 2016)
  3. Mahadeo Shahra Sukrut Trust (Upto April 8, 2016)
  4. Disha Foundation (Trust) (Upto April 8, 2016)
  5. Dinesh Shahra HUF (Upto April 8, 2016)

Related Party Transactions

Nature of Relationship	Associate	Entities where KMP and relatives of KMP have significant influence			
	Narang & Ruchi Developers	Ruchi Soya Industries Ltd.	Ruchi Bio Fuels Pvt. Ltd.	Mahadeo Shahra Sukrut Trust	Dinesh Khandelwal (Trustee of Disha Foundation)
Purchase of Goods	— —	— 334,69,95,766	— —	— —	— —
Interest Paid	— —	— 3,45,083	— —	— —	— —
Processing Charges Paid	— —	— 1,87,55,138	— —	— —	— —
Donation Given	— —	— —	— —	— 2,10,000	— —
Dividend Paid	— —	— 16,39,454	— —	— —	— 2,10,336
Sale of Goods /Assets	— —	— 614,15,45,507	— —	— —	— —
Storage/ Cargo Handling Income Received	— —	— 9,87,20,081	— 8,82,132	— —	— —
Rent Received	— —	— —	— —	— —	— —
Dividend Received	— —	— 25,21,540	— —	— —	— —
Share in Profit of Partnership Firm	25,63,845 81,83,675	— —	— —	— —	— —
Reduction of Capital	— 2,92,88,871	— —	— —	— —	— —

Nature of Relationship	Key Management Personnel				
	Mr.Dinesh Shahra	Mr. N. K. Maheshwari	Mr. Ashish Mehta	Mr. Narendra Shah	Mr. Ravindra Kakani
Remuneration / Salary Paid	20,333 13,44,000	— 5,26,341	21,62,669 20,42,151	37,77,774 15,99,170	8,76,337 —

Nature of Relationship	Relatives of Key Management Personnel							
	Dinesh Shahra (HUF)	Kailash Shahra	Suresh Chandra Shahra (HUF)	Santosh Shahra	Sarvesh Shahra	Ankesh Shahra	Amrita Shahra	Vidya Devi Khandelwal
Rent Paid	— 36,00,000	— —	— —	— —	— —	— —	— —	— —
Director Sitting Fees Paid	— —	— —	— —	— —	— —	— —	— 4,000	— —
Dividend Paid	— 600	— 4,32,000	— 72,000	— 4,32,000	— 358	— 4,56,000	— —	— 30



# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2017

## 41. SEGMENT REPORTING

### (a) Primary Segment - Business Segment

(Amounts in ₹)

	Commodities	Infrastructure	Others	Unallocable	Total
Segment Revenue	266,09,19,911 2282,42,13,577	46,73,81,465 41,40,86,382	2,34,71,669 2,24,85,446	— —	315,17,73,045 2326,07,85,405
Segment Result before Finance Cost and Tax	19,94,98,609 18,65,99,270	13,41,45,748 15,63,59,550	49,51,654 46,90,217	(130,342,882) (15,408,593)	20,82,53,129 33,22,40,444
Finance Cost					34,01,08,659 35,74,17,335
Profit Before Tax, Exceptional Items					(13,18,55,530) (2,51,76,891)
Exceptional Items					1,04,33,455 —
Profit Before Tax					(14,22,88,985) (2,51,76,891)
Provision for Taxes					
Current Tax					5,768,991 543,339
Tax for earlier Year					— —
Deferred Tax					77,672 3,49,83,112
Profit After Taxes, before minority interest and share in profit of associate					(14,81,35,648) (6,07,03,342)
Segment Assets	153,31,51,647 378,74,50,845	246,23,04,975 255,63,15,612	2,05,60,873 2,09,85,127	169,55,72,462 131,02,58,654	571,15,89,957 767,50,10,238
Segment Liabilities	135,73,42,381 208,21,56,575	79,29,68,107 19,19,42,509	34,20,023 11,37,421	129,60,94,054 303,18,70,115	344,98,24,565 530,71,06,620
Segment Depreciation	3,11,619 2,22,675	20,11,19,820 9,97,72,075	844,276 924,573	22,805,107 11,385,917	225,080,822 112,305,240
Cost incurred to Acquire Fixed Assets	3,00,000 1,70,490	5,73,14,192 102,48,70,892	— —	68,71,86,430 4,00,985	74,48,00,622 102,54,42,367
Non Cash expenditure other than depreciation	— —	— —	— —	— —	— —

### Secondary Segment - Geographical Segment

All Operating facilities of the Company are located in India

	For the year 2016-2017	For the year 2015-2016
Domestic Revenue	315,17,73,045	2280,57,96,127
Export Revenue	—	45,49,89,278
<b>Total Revenue</b>	<b>315,17,73,045</b>	<b>2326,07,85,405</b>

42. Dividend on preference shares of ₹ 3,27,63,678 was proposed on 27th May, 2016, subject to approval of shareholders of the Holding Company and made provision in the accounts for financial year 2015-16. Subsequently, considering future financial needs of the Holding Company, its board decided to rescind the recommendation of dividend on preference shares. Hence, the provision for proposed dividend with tax thereon has been reversed during the year.
43. The following charges created by various lenders to the Holding Company are not satisfied and being shown as outstanding as per records with the Ministry of Corporate Affairs. However, all the amounts have been duly paid off by the Holding company.

# Notes

NOTES FORMING INTEGRAL PART OF CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED  
MARCH 31, 2017

Name of Lender	Amount on which charge was created	Year of Repayment
Industrial Development Bank of India	6,50,00,000	2005-2006
Axis Bank Ltd	355,00,00,000	2014-2015
Axis Bank Ltd	180,00,00,000	2014-2015
Rabobank	85,00,00,000	2016-2017

**44. Specified Bank Notes**

Pursuant to notification dated 30<sup>th</sup> March, 2017 in exercise of power conferred by section 467(1) the central government has made amendments to Schedule III of the Act. According to aforesaid notification every company shall disclose the details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016. Details of the same are provided in the Table below:-

(Amount in ₹)

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	17,54,000	7,81,582	25,35,582
(+) Permitted receipts	—	1,67,370	1,67,370
(-) Permitted payments	—	1,33,247	1,33,247
(-) Amount deposited in Banks	17,54,000	870	17,54,870
Closing cash in hand as on 30.12.2016	—	8,14,835	8,14,835

**45.** Previous year's figures have been regrouped or rearranged wherever considered necessary to make them comparable with current year's figures.

As per our report of even date attached

For and on behalf of the Board of Directors

**For ASHOK KHASGIWALA & CO.**  
Chartered Accountants

**Narendra Shah**  
Executive Director  
DIN 02143172

**Krishna Das Gupta**  
Director  
DIN 00374379

**CA Ashok Khasgiwala**  
Partner  
M. No. 070288  
Mumbai, May 30, 2017

**Ravindra Kumar Kakani**  
Chief Financial Officer

**Ashish Mehta**  
Company Secretary

Mumbai, May 30, 2017

## ANNEXURE

### Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures.

[Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014.]

#### Part A : Subsidiaries

Sr No		Subsidiary	Subsidiary	Subsidiary	Subsidiary (Upto February 9, 2017)
1	Name of the Subsidiary	Peninsular Tankers Pvt Ltd	Mangalore Liquid Impex Pvt Ltd	Ruchi Renewable Energy Pvt Ltd	Union Infrastructure Solutions Pvt Ltd
2	Reporting period for the Subsidiary concerned if different from holding Company's reporting period	Not Applicable	Not Applicable	Not Applicable	Not Applicable
3	Reporting currency and exchange rate on the last date of the relevant financial year in the case of foreign Subsidiary	Not Applicable	Not Applicable	Not Applicable	Not Applicable
4	Share Capital	7,00,00,000	1,00,000	9,22,99,900	Not Applicable
5	Reserves & Surplus	(1,50,32,416)	42,69,665	9,43,55,800	Not Applicable
6	Total Assets	5,59,40,669	4,15,74,195	96,89,70,720	Not Applicable
7	Total Liabilities	5,59,40,669	4,15,74,195	96,89,70,720	Not Applicable
8	Investments	—	—	—	Not Applicable
9	Turnover	5,99,62,500	3,03,06,370	14,52,03,903	—
10	Profit before taxation	1,02,13,815	16,25,120	(7,11,08,743)	(4,700)
11	Provision for taxation	—	5,05,253	36,57,963	—
12	Profit after taxation	1,02,13,815	11,19,867	(7,47,66,705)	(4,700)
13	Proposed Dividend	—	—	—	—
14	% of shareholding	100%	98%	100%	100%

**Notes :** i) Names of Subsidiaries which are yet to commence operations : Nil  
ii) Names of Subsidiaries which have been liquidated or sold during the year : Union Infrastructure Solutions Pvt Ltd ceased to exist as the subsidiary w.e.f. February 9, 2017 (Refer Note No. 44 to the Standalone Financial Statements).

Part “B”: Associates and Joint Ventures

Sr. No.	Name of Associates Partnership Firm	Narang & Ruchi Developers
1.	Latest audited Balance Sheet Date	31 <sup>st</sup> March, 2017
2.	Shares of Associate/Joint Ventures held by the company on the year end	
	Nos.	Not Applicable
	Amount of Investment in Associates/Joint Venture	₹ 9,01,68,238/-
	Extent of Holding %	90%
3.	Description of how there is significant influence	Due to majority shareholding
4.	Reason why the associate/joint venture is not consolidated	Not Applicable
5.	Networth attributable to Shareholding as per latest audited Balance Sheet	₹ 9,40,09,537/-
6.	Profit / Loss for the year	₹ 36,62,636/-
	Considered in consolidation	₹ 25,65,845/-
	Not considered in consolidation	₹ 10,98,791/-
7.	Names of associates or joint ventures which are yet to commence operations	Nil
8.	Names of associates or joint ventures which have been liquidated or sold during the year	Nil

For and on behalf of Board of Directors

<b>Narendra Shah</b> Executive Director DIN 02143172	<b>Krishna Das Gupta</b> Director DIN 00374379
<b>Ravindra Kumar Kakani</b> Chief Financial Officer	<b>Ashish Mehta</b> Company Secretary

Mumbai, May 30,2017

## FORM NO. MGT-11

### Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

CIN : L65990MH1984PLC033878  
Name of the Company : Ruchi Infrastructure Limited  
Registered office : 615, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

Name of the member (s) :	.....
Registered address :	.....
E-mail id :	.....
Folio No./Client Id* :	.....
DP ID* :	.....

\*Applicable to shareholders holding shares in electronic form.

I/We ..... (name) of .....  
(place) being the holder(s) of ..... shares of the above named Company, hereby appoint :

1. Name: .....  
Address: .....  
.....  
E-mail Id: ..... Signature: ....., or failing him
2. Name: .....  
Address: .....  
.....  
E-mail Id: ..... Signature: ....., or failing him
3. Name: .....  
Address: .....  
.....  
E-mail Id: ..... Signature: .....,

Continued overleaf

### Ruchi Infrastructure Limited

CIN :L65990MH1984PLC033878

Registered office : 615, Tulsiani Chambers, Nariman Point, Mumbai – 400 021

Phone: +91 22 6656 0600/2282 4851 Email:ruchiinfrasecretarial@ruchiinfrastructure.com

### ATTENDANCE SLIP

DP.Id*	
Client Id* :	

\*Applicable to shareholders holding shares in electronic form

Folio No.	
No. of Shares	

Name and Address of Shareholder :

I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting of the Company held at Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 on Wednesday, the September 27, 2017 at 9.15 a.m.

Signature of Shareholder

as my/our proxy to attend and vote (on a pole) for me/us and on my/our behalf at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Wednesday, September 27, 2017 at 9.15 a.m. at Rangswar Hall, Chavan Centre, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai - 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolution	For	Against
1	To consider and adopt the audited financial statment of the Company for the financial year ended March 31, 2017, the reports of Board of Directors and Auditors thereon; and the audited consolidated financial statement of the Company for the financial year ended March 31, 2017.		
2	To appoint a Director in place of Mr. Narendra Shah (DIN: 02143172), who retires by rotation and being eligible, offers himself for re-appointment.		
3	To ratify the appointment of Auditors.		
4	To appoint Mrs. Ruchi Joshi (DIN: 07406575) an an Independent Director of the Company.		
5	To appoint Mr. Mohan Das Kabra (DIN: 07896243) as an Independent Director of the Company.		

Signed this \_\_\_\_\_ day of September, 2017

\_\_\_\_\_  
Signature of shareholder :

\_\_\_\_\_  
Signature of Proxy holder :



Note : 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.



If undelivered please return to:

Sarthak Global Limited  
Registrar and Share Transfer Agent  
(Unit: Ruchi Infrastructure Limited)  
170/10, Film Colony, RNT Marg, Indore 452 001 Madhya Pradesh



**Ruchi Infrastructure Limited**

Registered Office:  
615, Tulsiani Chambers, Nariman Point, Mumbai 400021 Maharashtra  
Tel: +91 22 6656 0600



# RUCHI INFRASTRUCTURE LIMITED

(CIN: L65990MH1984PLC033878)

Regd. Office: 615, Tulsiani Chambers, Nariman Point, Mumbai-400021

Phone: 022- 66560600, Website: [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com)

## NOTICE TO MEMBERS

Notice is hereby given that the 33rd Annual General Meeting (AGM) of Ruchi Infrastructure Limited is scheduled to be held on Wednesday, September 27, 2017 at 9.15 AM at Rangswar Hall, Chavan Center, Yashwantrao Chavan Pratishthan, Gen. Jagannathrao Bhonsle Marg, Mumbai – 400021.

The Company has on September 2, 2017 completed the dispatch of Notice of 33rd AGM/Annual Report for the financial year 2016-17. The Annual Report for the financial year 2016-17 (including Notice of 33rd AGM) is also available on the Company's website [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com) and [www.evotingindia.com](http://www.evotingindia.com).

The business of 33rd AGM may be transacted by electronic voting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has engaged Central Depository Services (India) Limited (CDSL) for the purpose. The e-voting commences on Saturday, September 23, 2017 at 10:00 AM and ends on Tuesday, September 26, 2017 at 5:00 PM. The e-voting shall not be allowed beyond the said date and time.

A person, whose name appears in the Register of Members/beneficial owners as on the cut-off date i.e. September 15, 2017, shall be entitled to avail the facility of e-voting at the meeting.

Any person who has become the member of the Company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. September 15, 2017 may obtain the User ID and password by sending a request at [investors@sarthakglobal.com](mailto:investors@sarthakglobal.com). The detailed procedure for obtaining user ID and password is also provided in the Notice of 33rd AGM. If the member is already registered with CDSL for e-voting then he can use his existing user ID and password for casting the vote through e-voting.

The facility for voting through ballot paper shall be made available at the meeting and the members attending the meeting who have not cast their vote by e-voting shall be able to vote at the meeting. The members who have cast their vote by e-voting may attend the meeting but shall not be entitled to cast vote again.

In case of any queries/grievances connected with the e-voting, the members may write to Mr. Ashish Mehta, Company Secretary at [ruchiinfrasecretarial@ruchiinfrastructure.com](mailto:ruchiinfrasecretarial@ruchiinfrastructure.com) or Sarthak Global Limited at [investors@sarthakglobal.com](mailto:investors@sarthakglobal.com). Specific queries for e-voting process may also be made to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Members may also refer Frequently Asked Questions ("FAQ") at [www.evotingindia.com](http://www.evotingindia.com) for their queries pertaining to e-voting.

Place : Mumbai  
Date : September 2, 2017

For Ruchi Infrastructure Limited  
Company Secretary



## रूची इन्फ्रास्ट्रक्चर लिमिटेड

(सीआयएन:एल६५९९०एमएच१९८४पीएलसी०३३८७८)

नोंदणी कार्यालय: ६१५, तुलसियानी चेंबर्स, नरिमन पॉइंट मुंबई-४०० ०२१

फोन: ०२२-६६५६० ६००, वेबसाईट: [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com)

### सभासदांना सूचना

सूचना वाढारे देण्यात येते की, रूची इन्फ्रास्ट्रक्चर लिमिटेडची ३३ वी वार्षिक सर्वसाधारण सभा ही रंगव्हर हॉल, चव्हाण सेंट्र, क्वाबंतराव चव्हाण प्रतिष्ठान, जन. जगन्नाथराव भोसले मार्ग, मुंबई-४०० ०२१ येथे बुधवार, २७ सप्टेंबर, २०१७ रोजी स. १.१५ वा. घेण्यात येणार आहे.

कंपनीने वित्तीय वर्ष २०१६-१७ करिता वार्षिक अहवाल (३३ व्या एजीएमची सूचना पाठविल्याचे काम २ सप्टेंबर, २०१७ रोजी पूर्ण केले आहे. वित्तीय वर्ष २०१६-१७ करिता वार्षिक अहवाल (३३ व्या एजीएमच्या सूचनेसह) कंपनीची वेबसाईट [www.ruchiinfrastructure.com](http://www.ruchiinfrastructure.com) आणि [www.evotingindia.com](http://www.evotingindia.com) वर सुद्धा उपलब्ध आहे.

३३ व्या एजीएमच्या व्यवसायाचा कंपनी अधिनियम २०१३ च्या कलम १०८ सहवाचता सुधारणेनुसार कंपनीज (मॅनेजमेंट अँड २०१४च्या मिनिस्ट्रेशन) कलस अँड नियम २० आणि सेबी (लिस्टिंग ऑव्हिल-गेलान्स अँड डिस्कलोजर रिक्वायर्मेंट्स) रेग्युलेशन २०१५ च्या रेग्युलेशन ४४ नुसार इलेक्ट्रॉनिक मतदानाने व्यवहार करता येईल. कंपनी त्यासाठी सेंट्रल डिपॉझिटरी सर्व्हिसेस (इंडिया) लिमिटेडसह जोडली गेली आहे. ई-मतदानासाठी जनिवार, २३ सप्टेंबर, २०१७ रोजी स. १०.०० वा. सुरुवात होईल आणि मंगळवार २६ सप्टेंबर, २०१७ रोजी सायं. ५.०० वा. संपेल. सदर तारीख आणि वेळेनंतर ई-मतदानासाठी परवानगी देण्यात येणार नाही.

ज्या व्यक्तीची नावे कट ऑफ तारीख म्हणजेच १५ सप्टेंबर, २०१७ रोजीस लाभकारी मतक/सभासद रजिस्ट्रारमध्ये नोंदविलेली असतील ते सभेत ई-मतदानाची सुविधा घेण्यास हक्कदार राहतील.

कोणतीही व्यक्ती सभेची सूचना पाठविल्यामुसार कंपनीची सभासद बनली असल्यास आणि कट ऑफ तारीख म्हणजेच १५ सप्टेंबर, २०१७ रोजीस सेअर्स धारण केलेले असल्यास ते [investors@sarthakglobal.com](mailto:investors@sarthakglobal.com) येथे विनंती पाठवून वुजर आयडी आणि पासवर्ड प्राप्त करू शकतात. वुजर आयडी आणि पासवर्ड प्राप्त करण्याची तपशीलवार प्रक्रिया ३३ व्या एजीएमच्या सूचनेत सुद्धा देण्यात आली आहे. जर सभासदांनी ई-मतदानाकरिता सीडीएसएलकडे अगोदर नोंदणी केली असेल तर ते ई-मतदानामार्फत मतदान करण्यासाठी त्यांचा विद्यमान वुजर आयडी आणि पासवर्ड वापरू शकतात.

बॅलट पेपरमार्फत मतदानाची सुविधा सभेत उपलब्ध करण्यात येईल आणि सभेला हजर असलेले सभासद ज्यांनी ई-मतदानद्वारे त्यांचे मतदान केलेले नाही त्यांना सभेत मतदान करणे शक्य होईल. ज्या सभासदांनी ई-मतदानद्वारे त्यांचे मतदान केलेले आहे ते सभेला हजर राहू शकतात परंतु पुन्हा मतदान करण्यासाठी हक्कदार नाहीत.

ई-मतदानाशी संबंधित कोणतीही चौकशी/तक्रारीसाठी सभासद [ruchiinfrastructure@ruchiinfrastructure.com](mailto:ruchiinfrastructure@ruchiinfrastructure.com) येथे श्री. आशिष मेहता, कंपनी सचिव किंवा [investors@sarthakglobal.com](mailto:investors@sarthakglobal.com) येथे सार्यक स्तोबल लिमिटेडकडे लिहू शकतात. ई-मतदानाची विशेष चौकशी [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) कडे सुद्धा करता येईल. सभासद ई-मतदानाशी संबंधित त्यांच्या चौकशीसाठी [www.evotingindia.com](http://www.evotingindia.com) येथे क्रिकेटली आस्वड क्वेश्चन ("एफएसुज") चा सुद्धा संदर्भ घेऊ शकतात.

ठिकाण: मुंबई

दिनांक: २ सप्टेंबर, २०१७

रूची इन्फ्रास्ट्रक्चर लिमिटेडकरिता

कंपनी सचिव

