



ANNUAL REPORT 2018-2019



**SHILCHAR
TECHNOLOGIES LIMITED**



Corporate Information

BOARD OF DIRECTORS

Mr. Jitendra C. Shah	Chairman & Director
Mr. Alay J. Shah	Managing Director
Mr. O. P. Khanna	Director
Mr. Mukesh D. Patel	Director
Ms. Reshma S. Patel	Director
Mr. Zarksis Parabia	Director
Mr. Prajesh K. Purohit	CFO
Ms. Niki Tiwari	Company Secretary

BANKERS

Bank of Baroda
Standard Chartered Bank
The Hongkong and Shanghai Banking Corporation Limited

AUDITORS

M/s. CNK & Associates LLP,
Chartered Accountants,
C - 201 - 202 Shree siddhi vinayak Complex
Opp. Alkapuri, Railway Station,
Faramji Road - Alkapuri,
Vadodara - 390 005

REGISTERED OFFICE

Bil Road, Bil - 391 410, Dist. Vadodara, India.
Phone : 0265-268 0466, 268 0566 Fax : 0265-268 0611
Email : info@shilchar.com
Visit us at www.shilchar.com
CIN : L29308GJ1986PLC008387

REGISTER & TRANSFER AGENT

MCS Share Transfer Agent Limited
1st Floor, Neelam Apartment,
88, Sampatrao Colony
Above Chappanbhog Sweet,
Alkapuri, Vadodara - 390 007
Ph. No. : 0265-231 4757 / 235 0490

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NOTICE

NOTICE is hereby given that the Thirty Third (33rd) Annual General Meeting of Members of Shilchar Technologies Limited (the Company) will be held at the Registered office of the Company at Bil Road, Bil- 391 410, District Vadodara, in the State of Gujarat on 10th, the Saturday of August, 2019 at 10.00 a.m. to transact the following business :

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2019 including the Balance Sheet as at March 31, 2019 and the Statement of Profit of Loss and Cash Flow for the year ended on that date together with and the reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the Audited Financial Statement of the Company, the Boards Report and the Auditors’ Report thereon for the financial year ended on 31st March, 2019 be and are hereby received, approved and adopted.”

2. To declare a Dividend on equity shares of the Company for the financial year ended 31st March, 2019.

“RESOLVED THAT the Dividend at the rate of Rs.2/- per Equity Share on 38, 13,400 Equity Shares of Rs.10/- each as recommended by the Board of Directors be and is hereby approved.”

3. To appoint a Director in place of Mr. Alay J. Shah (DIN 00263538), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Alay J. Shah (DIN 00263538), a Director of the Company who retires by rotation at this Meeting being eligible for re-appointment, be and is hereby re-appointed as Director of the Company whose period of Office shall be liable to determination by retirement of Director by rotation.”

Special Business:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with schedule IV and any other applicable provisions of the Companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Reshma Patel (holding DIN 00165162), Independent Director of the Company be and is hereby reappointed as an Independent Director of the Company to hold office for further term of five consecutive years from March 27, 2020 up to March 26, 2025 whose period of office shall not be liable to determination by retirement by rotation.”

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

“RESOLVED THAT pursuant to provision of Section 148(3) of the Companies Act, 2013 read with Rule 4 of Companies (Audit & Auditors) Rules, 2014 and upon recommendation Audit committee and as proposed by the Board, consent of the Company be and is hereby accorded to pay remuneration of Rs.25000 excluding out of pocket expenses plus applicable GST to Cost Auditors of the Company M/s. K H Shah & Co, Cost Accountants, Vadodara for the F.Y. 2019-2020.

RESOLVED FURTHER that the Board of Directors and / or its delegated authority be and is hereby authorized to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

By order of the Board of Directors
For SHILCHAR TECHNOLOGIES LIMITED

Place: Bil, District Vadodara
Date: 25.05.2019

ALAY SHAH
MANAGING DIRECTOR
DIN: 00263538



Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

(PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

Name of Director	Mr. Alay J. Shah	Mrs. Reshma Patel
Date of Birth	04.07.1966	11.12.1960
Date of Appointment	30.7.2003	27.03.2015
Expertise in Specific Functional Area	Production, Finance Marketing and Administration	Design, Finance, Marketing and Administration.
Qualifications	BS (Electronics Engineering Technology)	Degree in Print Production Management and Emerging Technologies
Directors in other public limited companies	Nil	Nil
Other positions	Nil	Nil
Membership of committees in other public limited companies	Nil	1.Audit committee 2.Nomination and Remuneration committee 3.Shtakeholdres Relationship committee
Inter relationship	He is a Managing Director and relative of Mr. Jitendra C. Shah Chairman	Nil
Shares held in the company	10,45,516	Nil

NOTES:

1. The Register of members and Share Transfer Books of the Company will remain closed from 03/08/2019 to 10/08/2019 (both days inclusive) for annual closing and determining the entitlement of shareholders to the final dividend for 2018-19.
2. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to the special business at the meeting, is annexed hereto.
3. A MEMBER ENTITLED TO ATTEND AND VOTE IS ALSO ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
4. The instrument appointing the proxy (duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
5. With effect from April 01, 2014, *inter-alia*, provisions of section 149 of Companies Act, 2013, has been brought into force. In terms of the said section read with section 152(6) of the Act, the provisions of retirement by rotation are not applicable to Independent Directors. Accordingly, Mr. Alay J. Shah, Director will retire at the ensuing annual general meeting and being eligible offers himself for re-appointment.
6. In terms of THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 details of director retiring by rotation at the ensuing annual general meeting is given in annexure to this notice.
7. Statement as required under section 102 of the Companies Act, 2013, in respect of special business is annexed hereto.
8. Subject to the provisions of section 126 of the Companies Act, 2013, dividend as recommended by the Directors for the year ended 31st March, 2019, if declared, will be payable to those Members, whose names appear in the Register of Members as at the close of business on 10/08/2019 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL, as at the close of business on 10/08/2019. The dividend warrants will be posted on or about 04/09/2019.



- 8.1 *In respect of shares held in electronic/demat form, beneficial owners are requested to notify any change in their address, bank account, mandate, etc. to their respective Depository Participant.*
- 8.2 *Members holding shares in physical form are requested to notify any change in their address, bank account, etc. to the Company or to the Registrar and Transfer Agent.*
- 8.3 *With a view to prevent fraudulent encashment of dividend warrants, Members holding shares in physical form are advised to furnish particulars of their bank account together with their 9 digit MICR code number for recording the same.*
9. During the year under review, the Company has appointed M/s. MCS Share Transfer Agent Limited as its Registrar and Transfer Agent (RTA) having their administrative office situated at 1st Floor, Neelam Apartment, 88, Sampatrao Colony, Above Chappanbhog Sweet, Alkapuri, Vadodara - 390 007 in the State of Gujarat. The aforesaid RTA is handling registry work in respect of shares held both in physical form and in electronic/demats form. All requests for transfer of Equity Shares and allied matters along with the relevant transfer deeds and shares certificates should be sent either to the RTA or at the registered office of the Company.
10. Pursuant to the provisions of section 123 to 125 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 (the Rules), dividend for the financial year ended 31.03.2012 and thereafter, which remain unclaimed for a period of 7 years from the date of transfer of the same as referred to Section 124 of the Companies Act, 2013, will be transferred to the Investor Education and Protection Fund of the Central Government established under Section 125 of the Companies Act, 2013 in month of August, 2019. Members who have not yet encashed their warrant(s) are requested to make their claims to the Company without any delay. Pursuant to the Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on the website of the Company (www.shilchar.com), as also on the website of the IEPF viz. (www.iepf.gov.in).
11. Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.
12. Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
13. Members/Proxies/Representatives are requested to bring the attendance slip enclosed to the annual report /notice for attending the meeting.
14. Members are requested to intimate the Company of queries, if any, regarding these accounts / notice at least ten days before the Annual General Meeting to enable the Management to keep the information ready at the meeting.
16. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of transferee(s), surviving holder(s), legal heirs(s) and joint holder(s) respectively, along with necessary document at the time of lodgment of request for transfer/ transmission / transposition, is mandatory.
17. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (9.30 a.m. to 5.00 p.m.) on all working days except Sundays, upto and including the date of Annual General Meeting of the Company.
18. E –Voting:

The Company has provided remote e-voting (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited, as an alternate, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of the 33rd General Meeting of the Company dated 10/08/2019 (the AGM Notice).

The facility for voting either through electronic means system or through ballot/polling paper shall also be made available at the venue of the 33rd AGM. The members attending the meeting, who have not already cast their votes through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/S. Kashyap Shah & Co., Practicing Company Secretaries, Vadodara, as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E–Voting is optional. In terms of requirement of the Companies Act, 2013 and relevant Rules, the Company has fixed 03/08/2019 as the 'Cut-off Date.



The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them on the Cut-off Date i.e. 03/08/2019 only.

The instructions for shareholders voting electronically are as under:

The voting period begins on Wednesday, 07/08/2019 at (IST 10.00 a.m.) and ends on Friday, 09/08/2019 at (IST 5.00 p.m.). 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. 03/08/2019, (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The shareholders should log on to the e-voting website www.evotingindia.com.

Click on Shareholders.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company.

Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

After entering these details appropriately, click on "SUBMIT" tab.

- ❖ 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.
- ❖ For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ❖ Click on the EVSN for the relevant <SHILCHAR TECHNOLOGIES LIMITED> on which you choose to vote.
- ❖ 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.



- ❖ Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- ❖ 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.
- ❖ Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- ❖ You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- ❖ 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.
- ❖ Shareholders can also use Mobile app - “m-Voting” for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).

Note for Non – Individual Shareholders and Custodians

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c) After receiving the login details, User would be able to link the account (s) for which they wish to vote on.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) 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.
- f) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

General:

- (a) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (b) Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (c) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 03/08/2019.
- (d) Mr. Kashyap Shah, Practising Company Secretary, Vadodara, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (e) The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer’s report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (f) The results shall be declared on or after the AGM of the Company. The e-voting results along with the scrutinizer’s report shall be placed in the Company’s website www.shilchar.com and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- (g) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- (h) In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- (j) A Member can opt for only one mode of voting i.e. either through e-voting or in physical form. If a Member casts his / her vote by both modes, then voting done through e-voting shall prevail and the vote by ballot shall be treated as invalid.



ANNEXURE TO THE NOTICE

Statement pursuant to section 102 of Companies Act, 2013, in respect of item nos. 4 & 5 of the Notice:

Item No-4

- ❖ The Board of Directors at their meeting held on 27.03.2015, appointed Ms. Reshma Patel as an Additional Director of the Company to take effect from 27.03.2015. Her appointment was regularized at 29th Annual General Meeting held on 14th August, 2015. Ms. Reshma Patel holds office upto 26th March, 2020. Upon the recommendation of Nomination and Remuneration Committee and Board of Directors and Under Section 160 of the Companies Act, 2013, the Company has received requisite notice from a Member proposing the candidature of Ms. Reshma Patel for the office of Director.
- ❖ Ms. Reshma Patel, aged 59 years, holds a degree in Print Production Management and Emerging Technologies from the Graphic Arts Technical Foundation, Pittsburgh, USA. She had also worked in the position of Managing Director at Viramya Packlight Limited from 5th December 1985 to 30th September 2011. She is well averse of nitty-gritty of corporate matters.
- ❖ The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Reshma Patel as an Independent Director. Accordingly, the Board recommends this resolution.
- ❖ Except Ms. Reshma Patel no other Director or Key Managerial Personnel or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolution set out at Item no. 4 of the Notice.

Item no. 5

- ❖ As per the Cost Audit Rule 3A (IV) which are notified by the Ministry of Corporate Affairs on 30th June, 2014, the same is applicable to the Company and accordingly the Company is required to keep the Cost Records on or after the 1st day of April, 2014, and shall in compliance with the same within one hundred and eighty days of the commencement of every financial year to appoint a cost auditor with the approval of the shareholders.
- ❖ As per the provisions i.e. Section 148 of the Companies Act, 2013 and as per Companies (Audit & Auditors) Rules, 2014, the proposal of Appointment of Cost Auditors was placed before the Audit Committee and as recommended by Audit Committee along with the remuneration of Cost Auditors, the Board in its meeting held on 25.05.2019 considered and approval the said proposal to appoint M/s. K H Shah & Co., as Cost Auditors of the Company for the F.Y. 2019-2020 at the remuneration of Rs.25000/- excluding out of pocket expenses plus applicable service tax, Now, the resolution is being placed before the Members of the Company for the approval and ratification of the remuneration to the Cost Auditors.
- ❖ None of the Directors, relative of Directors or Key Managerial Personnel of the Company are in any way concerned or interested in the resolution proposed under this item no. 5.

The resolutions at Item No. 5 of the notice are recommended for approval.

By order of the Board of Directors
For SHILCHAR TECHNOLOGIES LIMITED

Place: Bil, District Vadodara
Date: 25.05.2019

MR. ALAY SHAH
MANAGING DIRECTOR
DIN: 00263538



SHILCHAR TECHNOLOGIES LIMITED

PROXY FORM

CIN: L29308GJ1986PLC008387
 Regd. Office: Bil Road, Bil-391410, District: Vadodara (Gujarat)
 Tel +91 992448207, Fax: 0265-2680611
 Website: www.shilchar.com
 E-mail: info@shilchar.com

Name of the Member(s):
Registered address:
E-mail ID:
Folio No/DP ID-Client ID:

I/We being the Member(s), holding _____ of the above named company, hereby appoint:

1	Name Address Email id	Signature
2	Name Address Email id	Signature
3	Name Address Email id	Signature

As my / our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting to be held on Saturday, 10th August, 2019, at 10.00 a.m. at registered office of the Company situated at Bil Road, Bil- 391 410, District Vadodara and adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Business:

1. Adoption of Financial Statements for the year ended 31.03.2019.
2. Approval of Final Dividend for the year ended 31.03.2019.
3. Re-appointment of Mr. Alay J. Shah who retires by rotation and being eligible, offers himself for re-appointment.

Special Business:

4. Re-appointment of Mrs. Reshma Patel as an Independent Director
5. Approval of remuneration of Cost Auditors for FY 2019-20.

In this 25th day of May,2019

Signature of Shareholder _____ Signature of Proxy holder(s): _____

Note: This form in order to be effective should be duly completed and deposited at the Registered Office of the Company



**Form No. MGT-12
Polling Paper**

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company		SHILCHAR TECHNOLOGIES LIMITED
Registered Office		CIN: L29308GJ1986PLC008387Bil Road, Bil-391410, District: Vadodara (Gujarat) Tel +91 992448207, Fax: 0265-2680611 Website: www.shilchar.com E-mail: info@shilchar.com
Sr.No	Particulars	Details
1	Name of the First Named Shareholder (In Block Letter)	
2	Postal Address	
3	Registered Folio No./ Client ID No. (* Applicable to investors holding shares in dematerialized form)	
4	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary / Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner.

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent to the resolution
1	To receive, consider and adopt the Audited Financial Statement including Consolidated Financial Statement comprising the Balance Sheet as at March 31, 2019 and the Statement of Profit of Loss and Cash Flow for the year ended on that date together with Report of Directors and Auditors thereon (Ordinary Resolution)			
2	To declare dividend on the Equity Shares of the company (Ordinary Resolution)			
3	To appoint a Director in Place Mr. Alay J. Shah (DIN 00263538) who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution).			
SPECIAL BUSINESS:				
4.	Reappointment of Mrs. Reshma Patel, as an Independent Director of the Company (Special Resolution)			
5.	To approve remuneration to Cost Auditors (Ordinary Resolution)			

Date : 25.05.2019
Place: Vadodara

(Signature of the Shareholder)



SHILCHAR TECHNOLOGIES LIMITED

CIN: L29308GJ1986PLC008387
Regd. Office: Bil Road, Bil-391410, District: Vadodara (Gujarat)
Tel +91 992448207, Fax: 0265-2680611
website: www.shilchar.com
e-mail: info@shilchar.com

ATTENDANCE SLIP

Name of the Member(s):

Registered address:

E-mail ID:

Folio No/DP ID-Client ID:

Number of Shares held:

I/We certify that I am a member / proxy of the Company.

I hereby record my presence at the 33rd Annual general Meeting of the Company to be held at its registered office at 10.00 a.m. on Saturday, 10th day of August, 2019.

Name of the Member / Proxy
(In Block Letters)

Signature of the Member / Proxy

Note: Please fill this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual report 2018-19 for the meeting.



BOARD'S REPORT

Your Directors have pleasure in presenting the 33rd Annual Report on the business and operations of the Company and the Audited Accounts for the Financial Year ended 31st March 2019.

1. FINANCIAL RESULTS:

		[Rupees in Lacs]
	2018-19	2017-18
Revenue from Operations	11838.51	8,800.50
Other Income	167.29	115.04
Total Revenue	12005.80	8,915.53
Less: Expenses before Interest and Depreciation	10415.22	7,857.75
Less: (a) Interest	280.38	125.92
(b) Depreciation	242.96	115.84
Profit / (Loss) Before Tax	1067.24	816.03
Less: Tax Expenses		
Current Tax	238.38	281.13
Deferred Tax	56.59	(41.58)
Short / (Excess) provision of earlier year	(2.26)	(10.09)
Profit after Tax	774.53	586.57

TRANSFER TO RESERVES:

No amount is transferred to the reserves by the Company.

2. DIVIDEND:

Your Directors have recommended a dividend of Rs.2/- per share (i.e.20%) on Company's paid up equity share capital comprising of 38,13,400 equity shares of Rs. 10/- each.

Thus, the total dividend outgo for the current fiscal will amount to Rs.76,26,800/- plus dividend distribution tax of Rs.15,52,664/-

3. OPERATIONAL HIGHLIGHTS AND PROSPECTS/ STATEMENT OF AFFAIRS:

The Company earned operational income of Rs. 11838.51lacs compared to Rs.8800.50 lacs for the previous year. The other income is Rs.167.29 lacs compared to Rs.115.04 lacs in the previous year.

The total revenue for the year is Rs.12,005.80 lacs against Rs.8915.53 lacs in the previous year. Profit after tax is Rs.774.53 lacs as compared to previous year figure of Rs. 586.57 lacs.

During the period under review, your company was able to export transformers valuing Rs.37.25 crores as compared to previous year Rs.13.86 crores.

The Company has concentrated on catering needs of renewable energy sector including solar and wind energy in local market wherein the Company has been enjoying commendable position being one of the top companies in India supplying transformers for renewable energy.

There is no change in nature of business of the Company during the financial year.

The Company has prepared the Financial Statements for the Financial Year 2018-2019 in accordance with Indian Accounting Standards (IND-AS).



PROSPECTS:

The current economic scenario shows positive signal of growth in power production sector, cement sector, construction, service sectors etc. The Company also looks forward new business from local private sectors but it largely depends on how the new power projects will take place under the initiatives taken by the Central Government.

EXPANSION OF CAPACITY AT NEW FACTORY:-

The Company has made investment of around Rs. 35 crores, for new production facility located on Padra – Jambusar highway. The new facility has state-of-the-art with modern equipments and material handling system. The Company has already started manufacturing operations at the new factory and would be able to achieve 100% capacity utilisation in next 2-3 years.

INSURANCE:

All the properties of the Company including buildings, plant & machinery and stocks have been insured.

4. ACCREDITATION:

Your Company has taken BIS approval for many ratings of transformers during the year. The Company has also received ISO 9001:2015 Certificate for its new plant during year 18-19.

5. CREDIT FACILITIES:

To fund expansion at new factory and for working operations, the Company has availed working capital loan and Foreign Currency Term loan from Standard Chartered Bank. Further, the Company has been optimally utilizing its fund based and non fund based working capital requirements as tied up with Bank of Baroda. During the year under review, the Company was comfortable in meeting its financial requirements. Effective financial measures have been continued to reduce cost of interest and bank charges.

6. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

In terms of Section 125 of the Companies Act, 2013, any unclaimed or unpaid Dividend relating to the financial year ended on 31/03/2011 was due for remittance on or before 30-01-2019 to the Investor Education and Protection Fund established by the Central Government. Pursuant to the provisions of Section 125 of the Companies Act, 2013, the Company transferred 200 shares to IEPF Account of Central Government for which dividend has remain unclaimed/unpaid for consecutive 7 years.

7. SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2019 was Rs. 3,81,34,000/-. During the year under review the company has not issued any shares or any convertible instruments.

8. MATERIAL CHANGES

No material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

9. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of energy, technology absorption, Foreign exchange Earnings and outgo as required under Section 134 (3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 is furnished in **Annexure I** and is attached to this report.

10. RISK MANAGEMENT

The Company has framed a sound Risk Management Policy to identify and evaluate business risks and opportunities and the same has become integral part of Company's day to day operations. The key business risks identified by the Company are as follows viz. Industry Risk, Management and Operations Risk, Market Risk, Government Policy risk, Liquidity risk, and Systems risk. The Company has in place adequate mitigation plans for the aforesaid risks.

11. CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

As per the provisions of Companies Act, 2013 regarding Corporate Social Responsibility, Company have spent CSR expenditure as per **Annexure- II** attached.



12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the furnishing above information is not applicable. Particulars of Investments are mentioned in Schedule 8 of the Financial Statements.

13. RELATED PARTY TRANSACTIONS

Related party transactions that were entered during the financial year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions with the Company's Promoters, Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Transactions with related parties entered by the Company in the normal course of business are periodically placed before the Audit Committee for its omnibus approval and the particulars of contracts entered during the year as per Form AOC-2 is enclosed as **Annexure-III**. The Board of Directors of the Company has, on the recommendation of the Audit Committee, adopted a policy to regulate transactions between the Company and its Related Parties, in compliance with the applicable provisions of the Companies Act 2013, the Rules thereunder and the Listing Agreement. This Policy was considered and approved by the Board has been uploaded on the website of the Company at www.shilchar.com under investors/ policy documents/Related Party Policy link.

14. DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Alay J. Shah, Director shall retire by rotation and he is eligible for re-appointment. There is no change in constitution of the Board during the year under review. It is proposed to re-appoint Mrs. Reshma Patel (holding DIN 00165162), Independent Director of the Company for further term of five consecutive years from March 27, 2020 up to March 26, 2025, Mrs. Reshma Patel holds a degree in Print Production Management and Emerging Technologies from the Graphic Arts Technical Foundation, Pittsburgh, USA. She had also worked in the position of Managing Director at Viramyapacklight Limited from 5th December 1985 to 30th September, 2011. She is well averse of nitty-gritty of corporate matters and the Company will be immensely benefited from her experience.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Reshma Patel as an Independent Director.

14.1 BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

14.2 REMUNERATION POLICY

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

14.3 MEETINGS

A calendar of Meetings is prepared and circulated in advance to the Directors. During the year four Board Meetings and four Audit Committee Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

The required particulars of various Committees are stated in the Corporate Governance Report, attached herewith.



14.4 DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfil all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013, Listing Regulations and the relevant rules. The Independent Directors confirm that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence and that he/she is independent of the management.

14.5 WHISTLE BLOWER POLICY

The Whistle Blower Policy (Vigil Mechanism) was constituted by the Board of Directors, pursuant to Section 177 of the Companies Act, 2013 and the Rules made thereunder to report genuine concerns of Directors and Employees. The Policy has been uploaded on the Company's website and can be accessed at the weblink <http://www.shilchar.com/power-distribution/investors-desk.aspx?pg=cm&id=10>.

15. AUDIT COMMITTEE AND VIGIL MECHANISM

The composition and other particulars of Audit Committee are provided in the Corporate Governance Report, attached herewith. In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy has been uploaded on the website of the Company at www.shilchar.com under investors/policy documents/Vigil Mechanism Policy link.

16. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 at the end of the
- (c) financial year and of the profit and loss of the company for that period;
- (d) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (e) the directors had prepared the annual accounts on a going concern basis; and
- (f) 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.
- (g) 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.

17. ANNUAL RETURN

The Annual Return will be placed at the website of the Company at Investors Desk in Annual Reports option on www.shilchar.com.

18. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

19. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review. No Unsecured loan availed from Directors during the year.

20. AUDITORS



20.1 STATUTORY AUDITORS

The Company at 32 Annual General Meeting held on 13.08.2018 made an appointment of M/s. CNK & Associates LLP, Chartered Accountants, Vadodara as Statutory Auditors to hold the office for term of 5 years until the conclusion of the 36th Annual General Meeting. 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 and have conveyed their eligibility to continue to hold the office for remaining term.

20.2 SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Kashyap Shah & Co., a Practicing Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as “**Annexure-V**”.

20.3 INTERNAL AUDITORS

M/s. C G Pradhan & Co, Chartered Accountants performs the duties of internal auditors of the Company and their report is reviewed by the audit committee from time to time.

21. OBSERVATION OF AUDITORS

There are no qualifications, reservations or adverse remarks made by the Auditors. Observations of auditors are self explanatory and do not call for further information.

22. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has adequate system of internal control/ Internal Finance Control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company.

The Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

23. SHARES

a. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

b. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

c. BONUS SHARES

No Bonus Shares were issued during the year under review.

d. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

24. CORPORATE GOVERNANCE:

As per Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate Section on Corporate Governance on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report.

25. MANAGEMENT DISCUSSION AND ANALYSIS:

The Management Discussion and Analysis Report is appended as **Annexure-VI** to this Report.



26. PARTICULARS OF EMPLOYEES:

Disclosure under the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 with reference to remuneration of employees in excess of the limits prescribed are hereunder:

Particulars	Name of the Employee: Mr Alay Shah
Designation of the Employee	Managing Director*
Remuneration Received	Rs.1,03,02,576/-
Nature of Employment, whether contractual / otherwise	Permanent
Qualification and experience of the Employee	28 years
Date of commencement of employment	1990
The age of the employee	53 Years
The last employment held by such employee before joining the Company	NA
The percentage of equity shares held by the employee in the company within the meaning of clause (iii) of sub - rule (2) of Rule 5	NA
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	NO

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 as amended, has been furnished herein below.

The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2018-19, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	% increase/decrease (-) in Remuneration in the Financial Year 2018-19	Ratio of remuneration of each Director / to median remuneration of employees
1.	Mr. Alay Shah, Managing Director	0.16%	40.10:1
2.	Mr. Prajesh Purohit, Chief Financial Officer	9.88%	4.05:1
3	Ms. Niki Tiwari, Company Secretary	Nil	0.81:1

Note: Independent Directors are paid only sitting fees and hence not included in the above table.

- ii) The median remuneration of employees of the Company during the financial year was Rs 2.39 lacs.
- iii) In the financial year, there was an increase of 17.76 % in the median remuneration of employees;
- iv) There were 111 permanent employees on the rolls of Company as on March 31, 2019
- v) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2018-19 was 13.99% whereas the increase in the managerial remuneration for the same financial year was 0.16%.
- vi) Remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

None of the Directors of the Company are in receipt of any commission from the Company.



27. COST AUDIT & COST RECORDS

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Amendment Rules, 2014 dated 31/12/2014, the activity of your Company falls under Non-regulated sectors and hence, maintenance of cost records as well as the cost audit, as the case may be has been applicable to the Company for the Financial Year 2018-19.

28. HUMAN RESOURCES:

During the period under review, the personal and industrial relations with the employees remained cordial in all respects. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The Company recognizes talent and has judiciously followed the principle of rewarding performance.

29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has zero tolerance for sexual harassment at its workplace. The Company has adopted an Anti-harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee are set up to redress complaints received regularly and are monitored by women line supervisors who directly report to the Chairman & Managing Director. No complaint is outstanding as on March 31, 2019 for redressal.

(i) number of complaints filed during the financial year:- Nil

(ii) number of complaints disposed of during the financial year:- Nil

(iii) number of complaints pending as at the end of the financial year: Nil

30. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS/ COURTS

During the year, no significant and material order was passed by the Regulators or courts.

31. STATEMENT OF COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

The Company has complied with the provisions of Secretarial Standards (I & II) issued by the Institute of Company Secretaries of India and approved by the Central Government under section 118(10) of the Companies Act, 2013.

32. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

For and on behalf of the Board of Directors
For **SHILCHAR TECHNOLOGIES LIMITED**

Place: Bil, District Vadodara

Date: 25.05.2019

JITENDRA SHAH
CHAIRMAN
(DIN- 00257348)



Annexure- I to the Director's Report 2018-19

Particulars under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended 31st March, 2019

Sr. No.	Particulars		
[A]	Conservation of Energy:		
(a)	Energy conservation measures taken:		
1.	Application of Gas based Ovens.		
2.	The lighting changed to Picture Tube Lights (PL)		
3.	The Company set up a wind mill project to generate eco friendly electricity, being used for captive consumption.		
4.	The numbers as well as capacity of capacitors changed to achieve improved power factor.		
5.	The consumption of Diesel is under close supervision.		
6.	Putting thrust on developing energy efficient transformers.		
(b)	Additional investments and proposals if any, being implemented for reduction of consumption of energy:-		
(c)	Impact of measures at (a) & (b) above for reduction of energy consumption and consequent impact on the cost of production of goods: Saving in power cost		
(d)	Total energy consumption and energy consumption per unit of production as per prescribed Form A:		
A.	Power & Fuel Consumption	2018-19	2017-18
1.	Electricity:		
a)	Purchased		
	Unit	1,234,010	666,193
	Total Amount (in Rs.)	9,592,933	5,170,306
	Rate/ Unit	7.78	7.76
b)	Own Generation:		
i)	Through Diesel Generator		
	Diesel Qty (in Ltr)	680	1,010
	No. of Units Generated	2,380	3,535
	Total Amount (in Rs.)	49,799	63,537
	Unit per Ltr of Diesel Oil		
	Total Cost per Unit		
ii)	Through Steam	Nil	Nil
	Turbine/ Generator	---	---
	Unit	---	---
	Units per Ltr. of Fuel Oil/ Gas	---	---
2.	Coal (Specify quantity and - where used)	NIL	NIL
3.	Furnace Oil:		
	Quantity in Liters	NIL	NIL
	Total Amount	NIL	NIL
	Average Rate/ Liter	NIL	NIL



4.	Others:		
a)	Light Diesel Oil:		
	LDO Consumed in Liters	NIL	NIL
	Total Amount	NIL	NIL
	Average Rate/ Liter	NIL	NIL
b)	Wind Generation:		
	Generated Units	465,172	374,000
	Total Amount	3,174,588	2,843,358
	Average Rate/ Unit	6.82	7.60

B. CONSUMPTION PER UNIT OF PRODUCTION:

Since the Company manufactures different types of transformers, it is not practicable to give consumption per unit of production.

FORM B

[B] Technology Absorption:

(a) Research & Development:

(1) Specific area in which R & D is carried out by the Company:

1.1 The Company is in the process of establishing state of the art facilities for research.

1.2 The Company has been investing in setting up optimum testing facilities at various stages of production process.

(2) Benefits derived as a result of the above R & D

Improvement in quality and better product mix

(3) Future plan of action:

To invest more in R & D activities.

(4) Expenditure on R & D:

During the financial year ended on 31.03.2019, the Company spent Rs.44.75 lacs on R & D activities, being 0.38% of its total turnover, as compared to Rs.35.34 lacs, being 0.40% in the previous year.

(b) Technology Absorption, Adaptation & innovation:

(1) Efforts in brief, made towards technology absorption, adaptation and innovation.

Your Company has continued its efforts to upgrade its manufacturing facilities of Electronics & telecommunication transformers.

[C] Foreign Exchange earnings and outgo:

Sr. No.	Particulars	2018-19	2017-18
01.	Earning from Export during the year	372,528,739	150,739,950
02.	Outgo: a) CIF value of Imports	15,566,375	11,975,587
	b) Expenditure in foreign currency	1,209,150	815,367
	c) Travelling	1,454,640	637,774

For and on behalf of the Board of Directors
For **SHILCHAR TECHNOLOGIES LIMITED**

Place: Bil, District Vadodara
Date: 25.05.2019

JITENDRA SHAH
CHAIRMAN
(DIN- 00257348)



Annexure- II ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or program.
CSR Policy is stated herein below: Weblink: CSR Policy is displayed at Company's Website www.shilchar.com.
2. (i) Composition of the CSR Committee:
Shri Jitendra Shah Chairman of the Committee
Shri Alay Shah Member
Shri Mukeshbhai Patel Member
Shri O P Khanna Member
3. Average net profit of the Company for last three financial years:
Average net profit: Rs.1,373.68 lacs
4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):
The Company is required to spend Rs.27.47lacs towards CSR for the FY 2018-19.
5. Details of CSR spend for the financial year 2018-19:
 - a. Total amount spent for the financial year: Rs.29.28 lacs
 - b. Amount unspent, if any: no
 - c. Manner in which the amount spent during the financial year is detailed below: (Rs. Lacs)

Sr. No.	Projects/ activities	Sector	Location District/ State	Amount outley (budget) project wise	Amount spent on project / program	Cumulative expenditure upto reporting reporting period	Amount Spent Direct / through implementing agency
1	Education	Trust	Mathura	10	10.5	10.5	Direct
2	Hospital	Trust	Vadodara	5	5.47	15.97	Direct
3	Education	Trust	Mathura	4	4.50	20.47	Direct
4	Education	Trust	Vadodara	2	2.95	23.42	Direct
5	Misc	Trust		5	5.86	29.82	Direct

6. Reasons for not spending: - Not Applicable
7. We hereby confirm that the implementation and monitoring of CSR policy, is in Compliance with CSR objectives and policy of the Company.

On behalf of the CSR Committee
For SHILCHR TECHNOLOGIES LIMITED

Jitendra Shah
Director

Mukesh Patel
Chairman of the Committee

Place: Vadodara
Date: 25th May, 2019



Annexure-III

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)
Form for disclosure of particulars of contracts/arrangements entered into by the company With related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso is given below:

1. Details of contracts or arrangements or transactions not at arm's length basis: NOT APPLICABLE

Sr. No.	Particulars	Details
a)	Name(s) of the related party and nature of relationship	Nil
b)	Nature of contracts/arrangements/transactions	Nil
c)	Duration of the contracts / arrangements/transactions	Nil
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	date(s) of approval by the Board	Nil
g)	Amount paid as advances, if any:	Nil
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangement or transactions at arm's length basis:

S.N.	Particulars	Details			
a)	Name(s) of the Related Party	Mr. Ashesh Shah	Mr. Aashay Alay Shah	Mr. Alay Shah	Mr. Aatman Alay Shah
b)	Nature of relationship	Related to Mr. Alay Shah, MD	Related to Mr. Alay Shah, MD	Director	Related to Mr. Alay Shah, MD
c)	Nature of contracts/ arrangements /transactions	Professional Fees	Employment	Employment	Employment
d)	Duration of the contracts / arrangements/transactions	01.04.2018 to 31.03.2019	01.04.2018 to 31.03.2019	01.04.2018 to 31.03.2019	01.04.2018 to 31.03.2019
e)	Salient terms of the contracts or arrangements or transactions including the value, if any	Professional fees of Rs. 1,25,000/- per month against availing marketing services	Working as Manager (Operations). Salary of Rs. 1,22,900/- per month.	Director Remuneration Rs. 8,56,148/-	Working as Manager (Operations) Salary of Rs. 75,485/- per month.
f)	date(s) of approval by the Board, if any	N.A.	N.A.	N.A.	N.A.
g)	Amount paid as advances, if any:	NIL	NIL	NIL	NIL

For and on behalf of the Board of Directors
For **SHILCHAR TECHNOLOGIES LIMITED**

Place: Bil, District Vadodara
Date: 25.05.2019

JITENDRA SHAH
CHAIRMAN
(DIN- 00257348)



Form No. MGT-9

Annexure IV- EXTRACT OF ANNUAL RETURN

as on the financial year ended on **31.03.2019**

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

I. REGISTRATION AND OTHER DETAILS:			
i)	CIN	:	L29308GJ1986PLC008387
ii)	Registration Date	:	13/01/1986
iii)	Name of the Company	:	Shilchar Technologies Limited
iv)	Category / Sub-Category of the Company	:	Public Company having Share Capital (Limited by Shares)
v)	Address of the Registered office and contact details	:	Bil Road Bil District Baroda Vadodara-391410 Telephone : 0265-2680466 Fax Number : 0265-2680611 Email : ppurohit@shilchar.com
vi)	Whether listed company	:	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	M/s. MCS Share Transfer Agent Limited 1st Floor, Neelam Apartment, 88 Sampatrao Colony, Above Chappanboug Sweet, Alkapuri, Vadodara-390 007 Tele No: 0265-2314757 Fax No: 0265-2341639 E-mail: mcsitdbaroda@gmail.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:			
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-			
Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
01.	Manufacturing of Distribution & Power Transformers	8504	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :					
[No. of Companies for which information is being filled]					
Sr.NO.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% of share held	Applicable Section
NIL	NIL	NIL	NIL	NIL	2 (87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
i) Category-wise Share Holding									
Category of Shareholders	No. of Shares held at the beginning of the year – 01.04.2018				No. of Shares held at the end of the year – 31.03.2019				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	2,511,075	Nil	2,511,075	65.85	2,511,075	Nil	2,511,075	65.85	Nil
b) Central Govt	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil



c) State govt (s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Bodies Corpo.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (1):-	2,511,075	Nil	2,511,075	65.84	2,511,075	Nil	2,511,075	65.85	Nil
(2) Foreign									
a) NRIs - Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Other Individuals	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
c) Bodies Corpo.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) Banks / FI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
e) Any Other....	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (A) (2):-	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	2,511,075	Nil	2,511,075	65.84	2,511,075	Nil	2,511,075	65.85	0.01
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
b) Banks / FI	Nil	Nil	Nil	Nil	21,498	Nil	21,498	0.56	+0.56
c) Central Govt.	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
d) State Govt(S)	Nil	Nil	Nil	Nil	15600	Nil	15600	0.41	+0.41
e) Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
f) Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
g) Foreign Portfolio Investor	41,805	Nil	41,805	1.10	41,805	Nil	41,805	1.10	Nil
h) Foreign Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
i) Others (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sub-total (B)(1):-	41,805	41,805	41,805	1.10	78,903	Nil	78,903	2.07	Nil
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	39,236	500	39,736	1.0420	63,968	Nil	63,968	1.68	0.64
ii) Overseas	289,653	Nil	289,653	7.5957	289,653	Nil	289,653	7.60	Nil
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 2 Lakh	293,044	40,900	333,944	8.7571	290,224	23,900	314,124	8.24	-0.52



ii) Individual shareholders holding nominal share capital in excess of Rs. 2 Lakh	84,837	NIL	84,837	2.2247	28,040	NIL	28,040	0.74	-1.4847
c) Others (Specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Individual	487,139	1,400	488,539	12.8111	513,029	1,000	514,029	13.47	0.66
HUF	23,811	Nil	23,811	0.6244	13,583	Nil	13,583	0.35	-0.27
Trust & Foundation	Nil	Nil	Nil	Nil	25	Nil	25	0.00	Nil
Sub-total (B)(2):-	1,217,720	42,800	1,260,520	33.055	1,198,522	24,900	1,223,422	32.08	NIL
Total Public Shareholding (B) = (B)(1)+(B)(2)	3,770,600	42,800	3,813,400	100	1,27,7425	24,900	1,302,325	34.15	NIL
C. Shares held by Custodian for GDRs & ADRs	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Grand Total (A+B+C)	3,770,600	42,800	3,813,400	100.00	3,788,500	24,900	3,813,400	100.00	NIL

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year – 01.04.2018			Shareholding at the end of the year – 31.03.2019			% change 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	
1.	Alay Jitendra Shah	1,045,416	27.41	NIL	1,045,516	27.42	NIL	
2.	Shilpa Alay Shah	401,970	10.54	NIL	401,970	10.54	NIL	No Change
3.	Aatman Alay Shah	394,382	10.34	NIL	394,382	10.34	NIL	No Change
4.	Aashay Alay Shah	394,382	10.34	NIL	394,382	10.34	NIL	No Change
5.	Alay Jitendra Shah (HUF)	274,825	7.21	NIL	274,825	7.21	NIL	No Change
6.	Jitendra Chimanlal Shah	100	0.00	NIL	0	0.00	NIL	100%
	Total	2,511,075	65.84		2,511,075	65.85		



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

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year – 01.04.2018			Shareholding at the end of the year – 31.03.2019			% 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	
1.	Alay Jitendra Shah	1,045,416	27.41	NIL	1,045,516	27.42	NIL	0.01
2.	Jitendra Shah (Date of transfer: 27-02-19)	100	0.01	NIL	0	0.00	NIL	-0.01

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

Sl. No.	Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
	For Each of the Top 10				
1.	Shah Family LLC	259,004	6.79	259004	6.79
2.	Raju Kirti Shah	186,850	4.90	186,850	4.90
3.	Ravi Kirti Shah	186,850	4.90	186,850	4.90
4.	KirtikantParshotamdas Shah	49,976	1.31	49,976	1.31
5.	Hayyan Ali Malallah Al Lawati	41,805	1.0936	41,805	1.0936
6.	Custom Magnetics Inc	30,649	0.80	30649	0.8037
7.	Garden View Meadows Pvt. Ltd.	0	0	29000	0.7605
8.	Chirag Surendrabhai Shah	28,040	0.73	28040	0.73
9.	Kitara India Small & Micro Cap Opportunity Fund (Ceic) Limited	0	0	21498	0.5637
10.	Keshav Garg	24797	0.6503	17406	0.4564

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Particulars	Shareholding at the end of the year		Cumulative Shareholding during the year	
			No. of shares	% of total Shares of the Company	No. of shares	% of total Shares of the Company
1.	Mr. Jitendra Chimanlal Shah	Chairman	0.00	0.00	100	0.00
2.	Mr. Alay Jitendra Shah	Managing Director	1,045,516	27.42	1,045,416	27.41
3.	Mr. Om Prakash Khanna	Independent Director	NIL	NIL	NIL	NIL
4.	Mr. Mukesh DahyabhaiPatel	Independent Director	NIL	NIL	NIL	NIL
5.	Mr. ZarksisParabia	Independent Director	NIL	NIL	NIL	NIL
6.	Mrs. Reshma Suresh Patel	Independent Director	NIL	NIL	NIL	NIL
7.	Mr. Prajesh K. Purohit	CFO	NIL	NIL	NIL	NIL
8.	Mrs. Niki Tiwari	Company Secretary	NIL	NIL	NIL	NIL



V. INDEBTEDNESS

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

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total IndebtednessRs.
Indebtedness at the beginning of the financial year				
i) Principal Amount (Working Capital)	Nil	Nil	Nil	Nil
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year				
- Addition	Nil	Nil	Nil	Nil
- Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year				
i) Principal Amount (Working Capital)	27,666,656	Nil	Nil	27,666,656
ii) Interest due but not paid	Nil	Nil	Nil	Nil
iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	27,666,656	Nil	Nil	27,666,656

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sr. No.	Particular of Remuneration	Mr. Alay J. Shah, Managing Director
1.	Gross Salary	10,273,776/-
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	10,273,776/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	28,800/-
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	NIL
2.	Stock Option	NIL
3.	Sweat Equity	NIL
4.	Commission- as % of Profit- Others, Specify.....	NIL
5.	Others, please specify	NIL
	Total (A)	10,302,576/-

B. Remuneration to other Directors:

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Director			
		Mr. Mukesh D. Patel	Mr. O.P. Khanna	Ms. Reshmaben Patel	Mr. Zarksis Parabia
1.	Fee for attending Board / Committee Meetings	105,000/-	20,000/-	105,000/-	75,000/-
2.	Commission	Nil	Nil	Nil	Nil
3.	Others, please specify... Consultancy / Professional Fees	Nil	Nil	Nil	Nil
	Total Amount in Rs.	105,000/-	20,000/-	105,000/-	75,000/-
	Total B (1)				



2. Other Non-Executive Director

Sr. No.	Particulars of Remuneration	Name of Director
		Nil
1.	Fee for attending Board / Committee Meetings	Nil
2.	Commission	Nil
3.	Others, please specify...Consultancy / Professional Fees	Nil
	Total B (2)	Nil

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel	
		Mr. Prajesh Purohit CFO (Amount in Rs.)	Ms. Niki Tiwari CS (Amount in Rs.)
1.	Gross Salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	971,187/-	228,036/-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil	Nil
2.	Stock Option	Nil	Nil
3.	Sweat Equity	Nil	Nil
4.	Commission- as % of Profit- Others, specify...	Nil	Nil
5.	Others, please specify	Nil	Nil
	Total	971,187/-	228,036/-

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

For SHILCHAR TECHNOLOGIES LIMITED

**JITENDRA C. SHAH
CHAIRMAN
DIN: 00257348**

**Date: 25.05.2019
Place: Vadodara**



Annexure -V
Secretarial Audit Report

(For the Financial year ended on 31st March, 2019)

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

To,
The Members,
SHILCHAR TECHNOLOGIES LIMITED
Bil Road, Village Bil,
Dist. Vadodara.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by SHILCHAR TECHNOLOGIES LIMITED (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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

1. The Companies Act, 2013 (the Act) and the rules made thereunder.
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings.
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act').
 - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. - Not Applicable to the Company during the Audit Period;
 - D. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. - Not Applicable to the Company during the Audit Period;
 - E. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. - Not Applicable to the Company during the Audit Period;
 - F. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. - Not Applicable to the Company during the Audit Period; and
 - H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. - Not Applicable to the Company during the Audit Period;



A. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have also examined compliance with the applicable clauses of the following: (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the provisions of the Act, Rules, *Regulations, Guidelines, Standards etc. mentioned above except the Company transferred shares to IEPF authority on 11th March, 2019, 200 Equity Shares against for which dividend remained unclaimed/ unpaid for 7 consecutive years. The Company is under process of transfer of 11,073 Equity shares to IEPF.*

Further, as per representation of management letter, considering its nature of business, process and location, the following Acts are specifically applicable to the Company. There are adequate systems and processes in the company to monitor and ensure compliance.

1. The Water (prevention and control of pollution) Act, 1974 & Rules
2. Air (Prevention & Control of Pollution) Act, 1981 & Rules
3. Environment Protection Act, 1986 & Rules
4. Water Cess Act, 1997 & Rules

We 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 year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 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. It is mentioned that Secretarial Standards were not mandatory to comply with during the Audit period.

During the Audit period, all the decisions were taken by the Board of Directors or Committee of the Board without any dissent by any of the Directors of the Company as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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

We further report that during the audit period, Pursuant to the provisions of Section 110 of the Companies Act, 2013 Special Resolutions were passed through Postal Ballot on 25.03.2019 for Continuation of Directorship Of Mr. Jitendra Shah, Non-Executive Director and Mr. Om Prakash Khanna, Non Executive Independent Director of the Company who have attained the age Above 75 Years.

Further, at Annual General Meeting held on 13.08.2018, the Company passed special resolution under sections 149, 150, 152 read with schedule IV of the Companies Act for re-appointment of Mr. Om Prakash Khanna and Mr. Mukesh Patel as Non Executive Independent Directors.

**For Kashyap Shah & Co.
Practising Company Secretaries**

**(Kashyap Shah)
Proprietor
FCS No. 7662; CP No. 6672**

**Place: Vadodara
Date: May 25, 2019**

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



Annexure to Secretarial Audit Report

To,
The Members,
SHILCHAR TECHNOLOGIES LIMITED
Bil Road, Village Bil,
Dist. Vadodara.

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and the processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and the practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our 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.

For Kashyap Shah & Co.
Practising Company Secretaries

(Kashyap Shah)
Proprietor
FCS No. 7662; CP No. 6672

Place: Vadodara
Date: May 25, 2019



To,
The Members,
SHILCHAR TECHNOLOGIES LIMITED
Bil Road, Village Bil,
Dist. Vadodara.

Annexure- VI to the Director's Report 2018-19

Management Discussion and Analysis

a) Industry Structure and Developments

The transformer market has witnessed significant growth, due to the increasing power generation capacity plans across the world, growing demand for replacing/refurbishing of ageing distribution transformers, and increasing electricity demand, particularly in China and India, owing to rapidly increasing industrial and infrastructural development activities. The global market for Distribution Transformers is projected to exceed US\$20.5 billion by 2022, driven by the unabated rise in power consumption and the resulting need for distribution and transmission networks.

b) Opportunities

Healthy growth is projected for the market in the coming years driven by government projects intended to generate power through conventional sources such as oil & gas, coal; adoption of energy-efficient transformers; replacement of the ageing power infrastructure; and efforts to integrate renewable energy to power grids. Another important growth driver is the growing demand for smart transformers driven by the establishment of smart power grids intended to respond to power requirements from load centers. Increasing share of renewable energy sources in the energy mix is expected to further fuel the demand for smart transformers as these devices offers multiple outputs as well as capable of working on a broad frequency range.

c) Threats

Changes in government policies in tax structures coupled with increasing competition from domestic and foreign players could lead to margin contraction due to pricing pressure. Some of the larger global players are already present in India. Since the industry is not very capital intensive, more local & foreign players could enter the market in future.

d) Segment wise performance

Power transformer forms the largest chunk of transformer market by value and account for about 60-65% of the total transformer industry. Distribution transformers would account for the remaining 40-45% of the total value of the transformer industry. Your Company is engaged in manufacturing of Distribution Transformers ranging from 5 KVA to 3000 KVA and Power Transformers ranging from 3000 KVA to 50,000 KVA. The Company also manufactures solar and windmill transformers for renewable energy sector.

e) Outlook

In the present scenario, Your company has concentrated on updating its technical capabilities to develop transformers of latest technology and design and in turn strengthen its market share and improvise its profitability. However, growing Indian economy, growth in electricity consumption, growing industrial demand, expanding export market, large scale generation capacity addition, setting up of national grid, rapid expansion of urban and rural distribution infrastructure will remain key drivers of the transformer market in India.

f) Risks and concerns

The industry faces risk of continuing volatility in raw material prices, uncertainty in tax policy of the Governments, meager investments in the sector of solar energy, wind energy, green energy projects and green transformers.

g) Internal control system

The Company has implemented internal control system at floor to shop level and we believe that Internal controls and systems implemented are adequate. These are also reviewed periodically by the Audit Committee and efforts are made to improve further, wherever possible.



h) Discussion on financial performance with respect to operational performance.

The Company earned operational income of Rs11,838.51 lacs compared to Rs. 8800.53 lacs for the previous year. The other income is Rs.167.29 lacs compared to Rs.115.04 lacs in the previous year. The total revenue for the year is Rs.12,005.80 lacs against Rs.8915.53 lacs in the previous year. Profit after tax is Rs.774.53 lacs as compared to previous year figure of Rs.586.57 lacs. The Company has concentrated on catering needs of renewable energy sector including solar and wind energy in local market wherein the Company has been enjoying commendable position being one of the top companies in India supplying transformers for renewable energy.

g) Material developments in Human resources / Industrial Relations front, including number of people Employed.

Your Company continued its activities during the year in a cordial atmosphere with utmost co-operation amongst employees and the management. As of the date of the report, the total numbers of the employees of Company are 111. The management is committed to promote safety, occupational health and proper environment is design, planning, training and completion of all tasks. Trainings are imparted to workmen in various new techniques and systems. During the period under review, your Company remains "Zero Discharging Pollution Unit". The Company undertakes various CSR activities before it became mandatory for the upliftment of society, betterment of human being, and the Company believes growth of all stakeholders vis a vis growth of the Company.



CORPORATE GOVERNANCE REPORT

A. MANDATORY REQUIREMENTS

1. Company's Philosophy on Code of Governance

The Company's purpose is business and to maximize long-term shareholder value by selling its goods and services. Therefore, our Corporate Governance processes are directed at ensuring that Company's actions, assets and agents are directed to achieving this purpose while complying with the Code of Governance and the Company's own policies and expectations and covers aspects such as ethical conduct, health, safety and the environment; control and finance; commitment to employees; and relationships.

Company's corporate governance conforms to regulatory and legal requirements, such as the terms of Listing Agreements with Stock Exchanges. In addition, it incorporates several practices aimed at a high level of business ethics, effective supervision and enhancement of value for all stakeholders. The Board lays emphasis on integrity and accountability.

Key aspects of the Company's Governance Processes are:

- Clear statements of Board Processes and Board Executive linkage.
- Disclosure, accountability, transparency, adequate systems and procedures to monitor the state of affairs of the Company to enable the Board in effectively discharging its responsibilities to the stakeholders of the Company.
- Identification and management of key risks to delivery of performance of the Company.

2. Board of Directors:

The Management of your Company is entrusted to the Managing Director.

Your Board of Directors closely monitors the performance of the Company and its Management, accord approvals and reviews strategies and, determines the remuneration of the management based on its performance. Your Board ensures legal and ethical conduct and high quality financial reporting. It holds itself accountable to the shareholders as well as other stakeholders for the long-term health of the Company.

(a) Composition & Category of Directors

Category	Number of Directors	%
Non-Executive and Independent Directors	04	66.67
Other Non-Executive Directors including the Chairman	01	16.67
Executive Director (Managing Director)	01	16.66
Total	06	100.00

As of the year ended 31st March, 2019, the Board of Directors had 6 (six) members that includes one woman director. The Board comprises of 4 (four) Non-Executive Directors and Mr. Alay Shah, Managing Director, being the only Whole time/ Executive Director. The Chairman of the Board is Non Executive & Non-Independent Director.

The Non-Executive Directors included Mr. O. P. Khanna, Mr. Mukesh D. Patel, Mr. Zarksis J Parabia and Mrs. Reshma Patel who are Independent Directors and Mr. Jitendra C. Shah is Non-Independent Directors.

Accordingly, the numbers of independent directors or numbers of non-executive directors are in agreement with the numbers stipulated by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(b) Number of Board Meetings held, dates on which held and Attendance of each Director at the Board Meetings and the last Annual General Meeting

Board Meetings held during the Year: 04



Dates on which Board Meetings were held	Total Strength of Board	No. of Directors Present
28-05-2018	06	05
13-08-2018	06	05
01-11-2018	06	05
13-02-2019	06	05

Attendance of Directors at Board Meeting and Annual General Meeting:

Name of Director	Attendance at Board Meetings held on					Attendance at Annual General Meeting held on
	28-05-2018	13-08-2018	01-11-2018	13-02-2019	% of Attendance	
Mr. Jitendra C. Shah	√	√	√	√	100	√
Mr. Alay J. Shah	√	√	√	√	100	√
Mr. Mukesh D. Patel	√	√	√	√	100	√
Mr. O. P. Khanna	√	Leave of Absence	Leave of Absence	Leave of Absence	25	-
Ms. Reshma Patel	√	√	√	√	100	√
Mr. Zarksis J Parabia	Leave of Absence	√	√	√	75	√

(c) Number of other Boards or Board Committees in which the Director is a Director/Member/Chairperson

Name of the Director(s)	Number of other Companies in which Director (including Alternate/Nominee Director)	Number of Committees (other than Shilchar Technologies Limited) in which Chairman / Member		Name of other Listed company in which holding directorship & category
		Chairman	Member	
Mr. Jitendra C Shah- Chairman	01	NIL	NIL	NIL
Mr. Alay Shah Managing Director	01	NIL	NIL	NIL
Mr. Mukesh Patel Independent Director	03	2	4	PUNJAB CHEMICALS AND CROP PROTECTION LIMITED (Independent Non executive Director), BANCO PRODUCTS (INDIA) LIMITED (Independent non executive Director)
Mr. O. P. Khanna Independent Director	02	NIL	NIL	NIL
Mr. Zarksis J. Parabia Independent Director	03	NIL	NIL	NIL
Mrs. Reshma Patel Independent Director	01	NIL	NIL	NIL



(d) Directors Profile & Chart of skill/ expertise/ competence of Board of Directors:-

The Board of Directors consists of multifaceted experienced directors in different field. A brief profile of all the Directors which outlines their expertise and competence on the Board is given herein below:

Mr. Jitendra C. Shah

Mr. Jitendra C. Shah, aged 82 years, is the founder of Shilchar Group. He is M.A. (Economics) from M S University of Baroda. He is having a wide business experience and industrialist. He is rendering his valuable service and vision to the Group since last many of the years.

Mr. Alay Shah

Mr. Alay Shah, aged 53 years, is son of Mr. Jitendra Shah, the Chairman and founder Director of the Company. He has been associated with the Company as one of the Promoter Directors since its incorporation. He is a bachelor of science with specialization in electronics and possesses more than 24 years of experience in the various areas of business including production, finance, marketing and administration. He is also a Director at AJ Shah Enterprise Private Limited. Besides, he holds membership in Shareholders and Investor Grievance Committee of the Company and attends meetings of the Audit Committee as Invitee.

Mr. Om Prakash Khanna

Mr. Om Prakash Khanna, aged 81 years, holds B. Tech (Hons.) in Mechanical Engineering from IIT, Kharagpur and holds Post Graduate degree in Manufacturing Management from ZIS Halle, Germany. He is a fellow member of Institution of Electrical Engineering (UK), Institution of Industrial Engineering, (India) and Indian Institute of Production Engineers, (India), respectively. He is having over 50 years of industrial experience while working various esteemed industrial houses of India and abroad. He has won many national and international awards during his working career. He was actively involved at national and state level of professional bodies. Mr. Mr. O. P. Khanna does not hold any shares in the Company.

Mr. Mukesh D. Patel :

Mr. Mukesh D. Patel, aged 70 years, is a graduate in Chemical Engineering, having over 40 years of experience in various areas of finance and Corporate Management at Director Level and had also played active role in various management associations. Mr. Mukesh D. Patel is Chairman of Shareholders and Investors' Grievance Committee and Audit Committee of the Board, respectively.

Besides, Mr. Mukesh D. Patel is Director on the Board of Punjab Chemicals and Crops Protection Limited, Banco Products (India) Limited and Universal Esters Limited. Shri Mukesh D. Patel does not hold any shares in the Company.

Mrs. Reshma Patel :

Ms. Reshma Patel, aged 59 years, educated in Print Production Management and Emerging Technologies from the Graphic Arts Technical Foundation, Pittsburgh, USA. She is presently working as the Chief Operating Officer at Light Publications since 1st October 2011. She is a member in Audit Committee, Shareholders and Investors' Grievance Committee and Nomination & Remuneration Committee. She is well averse of nitty-gritty of corporate matters. She does not hold any shares in the Company.

Mr.Zarksis Parabia :

Mr. Zarksis J Parabia, aged 45 years, is a Mechanical Engineer. He has versatile and rich experience in the field of Transportation of Super Heavy Over Dimensioned equipments, material management and Erection of Power Transformers with PAN India presence since last many years. He is having rich experience and business acumen in handling various facets of Corporate World, India and abroad. Mr. Zarksis Parabia is Chairman of Remuneration Committee and Member of Audit Committee and Shareholders and Investors' Grievance Committee of the Board, respectively. Shri Zarksis Parabia does not hold any shares in the Company.

3. Audit Committee

(a) Terms of Reference:

The terms of reference of this Committee include matters mandated in the Listing Agreement and the Companies Act, 2013, respectively. The Audit Committee reviews the audit reports submitted by the Internal Auditors, Cost Auditors and Statutory Auditors and to meet them to discuss their findings, suggestions and other related matters, financial results, effectiveness of internal audit processes, Company's risk management strategy and Company's established systems and procedures. The Audit Committee also reviews the functioning of the Whistle Blower mechanism. Besides having access



to all the required information from within the Company, the Committee may obtain external professionals advice, whenever required. The Committee acts as a link between the Statutory and the Internal Auditors and the Board of Directors of the Company.

(b) The Composition of Audit Committee as at 31.03.2019 and details of the Members participation at the Meetings of the Committee are as under:

As on 31st March 2019, the Audit Committee comprised of 3 Non-Executive and Independent Directors viz. Mr. Mukesh Patel, Mrs. Reshma Patel and Mr. Zarksis J Parabia, with the Mr. Alay Shah, being a Permanent Invitee to the Committee.

Mr. Mukesh D. Patel is a Chairman of the Audit Committee. All the members of Audit Committee have financial and accounting knowledge.

Four meetings were held during the financial year 1st April, 2018 to 31st March, 2019. The attendance of each Member of the Committee is given below:

Name of Director	Category	Attendance at Audit Committee Meetings held on				% of
		28-05-2018	13-08-2018	01-11-2018	13-02-2019	
Mr. Mukesh D. Patel	Independent Director	√	√	√	√	100
Ms. Reshma Patel	Independent Director	√	√	√	√	100
Mr. Zarksis J Parabia	Independent Director	Leave of Absence	√	√	√	75

4. Nomination and Remuneration Committee

(a) Terms of Reference

This Committee shall identify the persons, who are qualified to become Directors of the Company / who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal and also shall carry out evaluation of every director's performance. Committee shall also formulate the criteria for determining qualifications, positive attributes, independent of the Directors and recommend to the Board a Policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

(b) The Composition of the Nomination and Remuneration Committee as at 31.03.2019 and details of the Members participation at the Meetings of the Committee are as under:

As on 31st March, 2019, the Committee comprised of 3 Non-Executive Directors viz. Ms. Reshma Patel and Mr. Zarksis J Parabia, being Independent Directors and Mr. Jitendra C. Shah, being non-executive Chairman of the Board and Promoter Director. Mr. Zarksis J Parabia is Chairman of the Committee.

Name of Director	Category	Attendance at Nomination and Remuneration Committee Meetings held on		% of Attendance
		28-05-2018	13-02-2019	
Ms. Reshma Patel	Independent Director	√	√	100
Mr. Jitendra Shah	Promoter Director	√	√	100
Mr. Zarksis J Parabia	Independent Director	Leave of absence	√	50

(C) Remuneration & Board Diversity Policy

Sitting Fees

The Company pays sitting fees of Rs.15,000/- for attending the meeting of the Board of Directors and Rs.5000/- for attending the meeting of the Committee of Directors to Non-Executive Director/s.



Managing and Executive Directors

The Company pays remuneration to its Managing Director by way of salary, allowances and perquisites as per the Company's rules. The salary and other perquisites are approved by the Board of Directors on recommendation of the Nomination and Remuneration Committee and the salary is paid within the overall limits approved by the members of the Company. The Board on the recommendation of Nomination and Remuneration Committee approves the annual increment effective 1st April each year.

The Remuneration paid to the Directors is as under:

Sr. No.	Name of Director	Basic Salary Rs.	Perquisites & Allowances	Sitting Fees Rs.	Bonus Rs.	Professional Fees Rs.	Total Rs.
1.	Shri Jitendra C. Shah	NIL	NIL	NIL	NIL	NIL	NIL
2.	Shri Alay J. Shah	10,266,776	28,800	NIL	7,000	NIL	1,03,02,576
3.	Shri O. P. Khanna	NIL	NIL	20,000	NIL	NIL	20,000
4.	Shri Mukesh D. Patel	NIL	NIL	105,000	NIL	NIL	105,000
5.	Smt. Reshma Patel	NIL	NIL	105,000	NIL	NIL	105,000
6.	Shri Zarksis J Parabia	NIL	NIL	75,000	NIL	NIL	75,000

No sitting fee is paid to Executive Directors.

Remuneration paid to Executive Directors includes Company's contribution to Provident Fund and Pension Fund.

1. Introduction: Remuneration Policy

The remuneration policy for members of the Board of Directors and Executive Management of Shilchar Technologies Limited (herein after referred to as "Shilchar") reflects the interest of the shareholders and the Company taking into consideration any specific matters, including the assignments, the responsibilities undertaken and also be competitive with the external market. The Company recognizes the benefit of a Board that possesses the right balance of skills, knowledge, experience, expertise and diversity of perspective.

2. The Nomination and Remuneration Committee shall formulate eligible criteria for nomination and selection of Directors and recommended remuneration policy for the directors.

3. Appointment and Qualification of the Directors and the Composition of the Board shall be governed by the Nomination and Remuneration Committee.

In recognition of the fact that the selection of qualified directors is complex and crucial to the long-term success of the Company, the Nomination and Compensation Committee has established the following guidelines for the identification and evaluation of candidates for the membership on the Company's Board of Directors.

Candidates should be distinguished individuals who are prominent in their fields or otherwise possess exemplary qualities that will enable them to effectively function as directors of the Company. While the Nomination and Compensation Committee may not believe it appropriate at this to establish any specific minimum qualification for candidates, the Committee shall focus on the following qualities in identifying and evaluating candidates for Board membership.

Board Membership Criteria

- Educational background, business experience and skills
- Character, reputation of highest ethical standards and personal integrity
- Practical wisdom, Sound Business Judgment and strong sense of professionalism
- Independence and objectivity
- Diversity and multi-cultural experience and understanding



- Strong understanding of marketing, finance and other disciplines relevant to the success of business.
- Willingness to commit, as well as have sufficient time to discharge his or her duties to the Board.
- Ability to consider and understand all the constituencies of the Company, which includes stockholders, employees, customers, governmental units, creditors and the general public.
- Any other factors that the Nomination and Compensation Committee may consider to be relevant and appropriate for the appointment.

Recognizing that the overall composition of the Board is essential to the effective functioning of the Board the Nomination and Compensation Committee shall make appointment in the context of the existing composition of the Board so as to achieve an appropriate mix of backgrounds, skills, diversity and qualities. In making its determinations, the Nomination and Compensation Committee shall take into account all applicable legal, regulatory and stock exchange requirements concerning the composition of the Board and its committees.

4. Evaluation Criteria:

The Board constantly evaluates the contribution of the members and re-appoints them for tenure as per company requirement based on their performance linked to strategic objectives of the Company. Evaluation criteria may be membership accountability, governance, board operations, legal responsibilities, financial overview, board management relations and personal leadership.

5. Remuneration to the Board of Directors and Executive Management:

The remuneration of the Board of Directors and Executive Management is set by the Nomination and Remuneration Committee under the delegated powers of Board.

Efforts are made to ensure that the remuneration of the Managing Director / Whole time Director matches the level in comparable companies, whilst also taking into consideration board members' required competencies, qualification, efforts and scope of the board work, including the number of meetings.

Attracting and retaining top talent is the key objective of our approach to remuneration. This is done keeping in mind that the competitive and fair awards are linked to the key deliverable and also aligned with the market practices and stakeholders' expectations.

Accordingly, the Board of Directors believes that a combination of fixed and performance based pay to the Executive Management helps ensure the Company can attract, motive and retain key employees while reflecting the short and long term performance objectives and goal of the Company.

7. Linkage to Performance:

The relationship of remuneration to performance is clear and ties the larger part of remuneration to long-term performance. The level varies according to performance relative to measure linked directly to strategic priorities.

8. Policy on Diversity:

Shilchar is committed to the highest standards of corporate governance, transparency and accountability. Hence, we strive to leverage Diversity to contribute to the achievement of Shilchar's strategic objectives.

Accordingly, the Board aims to attract and maintain a Board which has an appropriate mix of Diversity, education, skills, knowledge, experience, expertise and cultural background. The Shilchar Board recognizes the value of appointment of individual who bring a variety of diverse opinions, perspectives, skills, experience, background and orientations to its business decision and its decision-making processes.

An overriding principle is that all appointment to the Board will be based upon the merit and suitability of the candidate. Taking this in to account, appointment of female members to the Board is also to add value of a more diverse board.

9. Review of the Board Diversity Policy:

The Nomination and Remuneration committee shall review this policy, as appropriate, to ensure the effectiveness of this policy. The nomination committee shall discuss any revision that may be required and recommend any such revisions to the Board for consideration any approval.



10. Disclosure and Publication:

A summary of this policy shall be disclosed in the Corporate Governance Report of the Annual Report of Company.

The aforesaid Policy has been re-affirmed and adopted by the Board of Directors in their Meeting held on 25/05/2019.

5. Meeting of Independent Directors:

The Company has complied with the definition of Independence as per Listing Regulations and according to the Provisions of section 149(6) Companies Act, 2013. The company has also obtained declarations from all the Independent Directors pursuant to section 149 (7) of the Companies Act, 2013.

Training of Independent Directors:

Whenever new Non-executive and Independent Directors are inducted in the Board they are introduced to our Company's culture and they are also introduced to Company's organization structure, business, constitution, board procedures, major risks and management strategy. The appointment letters of Independent Directors has been placed on the Company's website at www.shilchar.com under **investors/ policy documents / independent directors' letters link**.

Performance Evaluation of non-executive and Independent Directors

The Board has done evaluating the performance of Non-executive and Independent Directors for the financial year ended on 31/03/2019. All the Non-executive and Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

Separate Meeting of the Independent Directors:

A meeting of the Independent Directors was held on 25/05/2019 during the current financial year without the attendance of Non-Independent Directors and members of Management for:

I) reviewing the performance of non-independent directors and the Board as a whole;

II) Reviewing the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

III) Assessing the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Independent Directors viz., Mr. Mukesh D. Patel, Ms. Reshmaben Patel and Mr. Zarksis Parabia were present at the above meeting.

6. Stakeholder's Relationship Committee

As on 31st March, 2019, the Stakeholder's Relationship Committee comprised of Mr. Mukesh D. Patel Chairman, Mrs. Reshmaben Patel, Mr. Zarksis J Parabia and Mr. Alay Shah. Mrs. Niki Tiwari, Compliance Officer is the Secretary of the Committee.

(a) Terms of Reference

The Committee focuses primarily on monitoring expeditious redressal of investors / stakeholder's grievances.

(b) The Composition of the Stakeholder's Relationship Committee as at 31.03.2019 and details of the Members participation at the Meetings of the Committee are as under:

Name of Director	Category	Attendance at Stakeholder's Relationship Committee held on				% of Attendance
		28-05-2018	13-08-2018	01-11-2018	13-02-2019	
Mr. Mukesh D. Patel	Independent Director	√	√	√	√	100
Mr. Zarksis Parabia	Independent Director	Leave of Absence	√	√	√	75
Mrs. Reshmaben Patel	Independent Director	√	√	√	√	100



(c) Shareholder's Services:

Sr. No.	Nature of Complaints	2018 - 19		2017-18	
		Received	Answered	Received	Answered
1.	Non receipt of Shares lodged for Demat	NIL	NIL	NIL	NIL
2.	Non receipt of Dividend Warrants	NIL	NIL	NIL	NIL
3.	Others	NIL	NIL	NIL	NIL

7. General Body Meetings:

Location and time for the last three AGMs:

Year	Date	Venue	Time	Special Resolution(s)
2015-16	13/08/2016	Shilchar Technologies Limited Bil Road, Bil 391 410 District Vadodara.	10.00 a.m.	Appointment of Mr. Zarksis Parabia
2016-17	11/08/2017	Shilchar Technologies Limited Bil Road, Bil 391 410 District Vadodara.	10.00 a.m.	Re-appointment of Mr. Jitendra Shah Appointment of M/s. M/s.CNK & Associates LLP., Chartered Accountants, Vadodara as Statutory Auditor Re-appointment of Mr. Alay J. Shah as Managing Director
2017-18	13/08/2018	Shilchar Technologies Limited Bil Road, Bil 391 410 District Vadodara.	10.00 a.m.	Re-appointment of Mr. Om Prakash Khanna and Mr. Mukesh Patel as Independent directors.To pay remuneration to M/s. K.H.Shah & co, Cost Accountants, Vadodara as cost Auditor.

Postal Ballot:

Pursuant to the provisions of Section 110 of the Companies Act, 2013 following Special Resolutions were passed through Postal Ballot on 25.03.2019:

1. Continuance of Directorship Of Shri Jitendra Shah, Non-Executive Director Of The Company Aged Above 75 Years.
2. Continuance of Directorship Of Shri Om Prakash Khanna, Non-Executive Independent Director of The Company Aged Above 75 Years.

8. Disclosure

(i) Disclosures on materially significant related party transactions that may have potential conflict with the interest of company at large:

All transactions entered into with related parties as defined under the Act, and Regulation 23 of the Listing Regulations during FY 2018-19 were in the ordinary course of business and on arm's length pricing basis and therefore no approval of the Board of Directors/ Shareholders is applicable under the provisions of Section 188 of the Act. There were no materially significant transactions with the related parties during the financial year 2018-19 which were in conflict with the interest of Company. Suitable disclosures as required by Indian Accounting Standards (Ind AS 24) have been made in the notes to the Financial Statements. There was no transaction of a material nature with any of the related parties which was in conflict with the interest of the Company.

In terms of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 the Company is complying with the relevant Accounting Standards with reference to Related Party Disclosures. Further, the Company does not have any holding/ subsidiary and associate company and hence disclosure requirement under Para A.2 of Schedule V of the Regulations are not applicable. Policy dealing with related party transaction can be accessed at www.shilchar.com.



(ii) disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

- a. number of complaints filed during the financial year: Nil
- b. number of complaints disposed of during the financial year:- Nil
- c. number of complaints pending as on end of the financial year:- Nil

(iii) Cases of Non-Compliance:

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

(IV) Whistle Blower Policy / Vigil Mechanism:

The Company has designed Whistle Blower Policy / Vigil Mechanism to enable any person dealing with the Company to raise the alarm to the Audit Committee of the Company if he has reliable information about a malpractice, unethical practice, impropriety, abuse or financial wrongdoing. The disclosure will be thoroughly investigated by the Committee. The members of the Committee may seek information from any sources inside and outside the organization to investigate this, as deemed fit.

9. Means of Communication

(a)	Half – yearly report sent to each household of shareholders	:	No, as the results of the Company are published in the Newspapers.
(b)	Quarterly results - Newspapers in which results are normally published in	:	English and Gujarati newspapers
(c)	Any website, where displayed	:	www.shilchar.com
(d)	Whether it also displays official news releases	:	Yes
(e)	The presentations made to institutional investors or to the analysts	:	NIL

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES.

10. General Shareholder information

(a)	33 rd AGM Date, Time and Venue	:	Saturday, 10 th August, 2019 at 10.00 a.m. at Shilchar Technologies Limited, Bil Road, Bil, District Vadodara - 391 410.
(b)	Financial calendar	:	i. April 2019 to March 2020 ii. First Quarter 2019 Results – on or before 15 th August, 2019 iii. Second Quarter/ Half yearly Results 2019 – on or before 15 th November, 2019 iv. Third Quarter 2019 Results – on or before 15 th February, 2020 v. Audited Results for the Fourth Quarter/ Year ending 31 st March 2020, - on or before 31 st May, 2020.
(c)	Date of Book closure	:	03/08/2019 to 10/08/2019 (both days inclusive)
(d)	Dividend Payment date	:	On or after 10/08/2019 , if declared at Annual General Meeting on 10/08/2019
(e)	Listing on Stock Exchange.	:	The Company has paid Listing Fees for the period 1 st April, 2019 to 31 st March 2020 to BSE Limited.
(f)	(i) Stock Code – Physical (ii) Demat ISIN Number for NSDL & CDSL	:	531201 INE 024F01011



(g) Market price Date : High, Low during each month in last Financial year	:	<p>The High / Low market price of the shares during the year 2018-19 at the Stock Exchange, Mumbai were as under.</p> <table border="1" data-bbox="683 342 1422 837"> <thead> <tr> <th>Month</th> <th>High</th> <th>Low</th> <th>Close</th> </tr> </thead> <tbody> <tr> <td>Apr-18</td> <td>426.75</td> <td>355.15</td> <td>385.4</td> </tr> <tr> <td>May-18</td> <td>410</td> <td>325.15</td> <td>377.35</td> </tr> <tr> <td>Jun-18</td> <td>395</td> <td>351</td> <td>353.05</td> </tr> <tr> <td>Jul-18</td> <td>418</td> <td>345</td> <td>375</td> </tr> <tr> <td>Aug-18</td> <td>418</td> <td>358</td> <td>369.8</td> </tr> <tr> <td>Sep-18</td> <td>376</td> <td>332.1</td> <td>332.1</td> </tr> <tr> <td>Oct-18</td> <td>354</td> <td>282.05</td> <td>300</td> </tr> <tr> <td>Nov-18</td> <td>380</td> <td>280</td> <td>333.85</td> </tr> <tr> <td>Dec-18</td> <td>333</td> <td>299.1</td> <td>310</td> </tr> <tr> <td>Jan-19</td> <td>326.55</td> <td>305</td> <td>305</td> </tr> <tr> <td>Feb-19</td> <td>339.95</td> <td>290.1</td> <td>335.45</td> </tr> <tr> <td>Mar-19</td> <td>348.6</td> <td>305</td> <td>330</td> </tr> </tbody> </table>	Month	High	Low	Close	Apr-18	426.75	355.15	385.4	May-18	410	325.15	377.35	Jun-18	395	351	353.05	Jul-18	418	345	375	Aug-18	418	358	369.8	Sep-18	376	332.1	332.1	Oct-18	354	282.05	300	Nov-18	380	280	333.85	Dec-18	333	299.1	310	Jan-19	326.55	305	305	Feb-19	339.95	290.1	335.45	Mar-19	348.6	305	330
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(h) Stock Performance in comparison to Broad-based indices BSE Sensex.	:	N.A.																																																				
(i) Registrar and Transfer Agents	:	<p>M/s. MCS Share Transfer Agent Limited CIN: U67120WB2011PLC165872 Administrative Office: 1st Floor, Neelam Apartment,88, Sampatrao Colony, Above Chappanbhog Sweet,Alkapuri, Vadodara - 390 007 Gujarat Ph.Nos. 231 4757, 2350490 Email:mcsitdbaroda@gmail.com</p>																																																				
(j) Share Transfer System	:	<p>All the transfer and transmission requests are processed on fortnightly basis by MCS Share Transfer Agent Limited, being the Registrar & Transfer Agent (RTA). To facilitate prompt services, the RTA is also authorized to approve the transfers and dispatch the share certificates within stipulated time frame.</p>																																																				

DISTRIBUTION OF HOLDINGS AS ON 31.03.2019

Shareholders			Nos. of Shares	
Number of Shares held	Holders	% To Total	Number	%
Up to 500	1107	88.4892	116412	3.0527
501 to 1000	66	5.2758	50701	1.3295
1001 to 2000	23	1.8385	34705	0.9101
2001 to 3000	11	0.8793	26765	0.7019
3001 to 4000	10	0.7994	35660	0.9351
4001 to 5000	3	0.2398	13552	0.3554
5001 to 10000	9	0.7194	74562	1.9553
10001 to 50000	14	1.1191	317264	8.3197
50001 to 100000	2	0.1599	373700	9.7997
AND ABOVE	6	0.4796	2770079	72.6407
Total	1251	100	3813400	100



(l) Dematerialization of Shares and liquidity	:	98.88% of the paid-up capital has been dematerialized as on 31 st March, 2019.
(m) Outstanding GDRs / ADRs / Warrants or any Convertible instruments, conversion date and likely impact on equity	:	The company has not issued any GDRs / ADRs / Warrants or any convertible instruments
(n) Commodity price risk or foreign exchange risk and hedging activities	:	N.A
(o) Plant Locations	:	The Company's plants are located at Bill Road, Village: Bil 391 410 Vadodara. At near Muval Sub Station, Padra-Jambusar Highway, Gavasad - 391430, Vadodara, India.
(p) Address for correspondence	:	i. Shareholders correspondence should be addressed to either at Registered Office of the Company or at the address of RTA M/s. MCS Share Transfer Agent Limited given as above : ii. Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

11. The Company has adopted and been complying with the discretionary requirements as per Regulation 27(1) and Part E of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has displayed all applicable policies at its website at www.shilchar.com.
12. The Company has been complying with the corporate governance requirements specified in Regulation 17 to 27 of the Regulations and Website disclosures as envisaged in clause (b) to (i) of Regulation 46(2) of the Regulations.
13. Familiarization programme for independent Directors: The Chairman and secretary of the Company used to familiarize the independent Directors of the Company, their roles, rights, responsibilities, nature of industry, compliance procedures & checkpoints etc., from time to time.

Declaration / Certification:

a. Code of Conduct:

The Board has laid down a Code of Conduct applicable to all the Directors and senior management of the Company. Necessary certification to this effect is appended to this Corporate Governance Report.

b. CEO & CFO Certification:

As per requirements of Corporate Governance Code, Mr. Alay J. Shah, Managing Director and Mr. Prajesh Purohit, Chief Financial Officer has jointly furnished the necessary Certificate to the Board of Directors with respect to financial statements and cash flow statements for the year ended 31st March, 2018.

Declaration by Managing Director on Code of Conduct

I, Alay Shah, Managing Director of Shilchar Technologies Limited, do hereby declare that a formal code of Conduct has been laid down by the Board of Directors of Shilchar Technologies Limited, which has been applicable to all the Directors and senior management of the Company. The code of Conduct has been affirmed to by all the Directors and Senior management of the Company.

Place: Bil, District Vadodara
Date: 25.05.2019

ALAY SHAH
MANAGING DIRECTOR
DIN: 00263538



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Members,
SHILCHAR TECHNOLOGIES LIMITED
Bil Road, Village Bil,
Dist. Vadodara.

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Shilchar Technologies Limited having **CIN : L29308GJ1986PLC008387** and having registered Bil Road, Village Bil, Dist. Vadodara. (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority except Mr. N.A. (DIN N.A.) who has been debarred/disqualified by N.A. [give name of Statutory Authority and reason].

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	MUKESH DAHYABHAI PATEL	00009605	01/01/1995
2	RESHMA SURESH PATEL	00165162	27/03/2015
3	JITENDRA SHAH CHIMANLAL	00257348	30/07/2003
4	ALAY JITENDRA SHAH	00263538	01/10/2007
5	OM PRAKASH KHANNA	00304268	01/01/1995
6	ZARKSIS JAHANGIR PARABIA	02667359	14/03/2016

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

For Kashyap Shah & Co.
Practising Company Secretaries

Place: Vadodara
Date: May 25, 2019

(Kashyap Shah)
Proprietor
FCS No. 7662; CP No. 6672



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF SHILCHAR TECHNOLOGIES LIMITED

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Shilchar Technologies Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information. (hereinafter referred to as "the financial statements").

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

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key Audit Matters

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

Sr No	Key Audit Matter	Auditor's Response
1.	<p>Recognition and measurement of "Capital Work in Progress" to Property, Plant and Equipment.</p> <p>The company has capitalised new plant facility during the year from Capital Work in Progress to Property, Plant and Equipment.</p> <p>This is a key audit matter because significant capital expenditure has been incurred by the company for set up of new plant facilities.</p> <p>Refer Note 3 to financial statements.</p>	<p><i>Principal Audit Procedure:</i></p> <p>Our audit approach consisted of assessing the entity's process to identify accuracy of recognition and measurement of assets, both tangible and related direct expenditure (as per principles enunciated under Ind AS 16 'Property Plant and Equipment') as well as testing of the design and operating effectiveness of the internal controls for the same. We also carried out substantive testing as follows:-</p> <ul style="list-style-type: none"> ❖ Evaluated the design of internal controls relating to recognition and measurement of the said expenditure; ❖ Selected a sample of agreements and contracts related to the said expenditure which were relevant for the recognition and measurement; ❖ Performing the following procedures; <ul style="list-style-type: none"> ➤ Verification of costs of materials and services used; ➤ Verification of the costs of employee benefits attributable to the assets acquired; ➤ Review of directly attributable cost.



Information other than the Financial Statement and Auditor's Report thereon

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

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India, including the accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error;

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

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

Auditor's Responsibilities for the Audit of Financial Statements

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

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

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

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls;

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;



Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation;.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, statement of changes in equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid 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 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164(2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

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



- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 39 to the financial statements.
 - ii. The Company did not have any long-term contracts including derivatives contracts 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 Company.

For C N K & Associates LLP

Chartered Accountants
Firm Registration No. 101961W/W-100036

Alok Shah

Partner
Membership No.042005

Place: Vadodara
Date: 25th May, 2019



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

Referred to in Para 1 'Report on Other Legal and Regulatory Requirements' in our Independent Auditor's Report to the members of the Company on the Financial Statements for the year ended 31st March, 2019.

On the basis of such checks as considered appropriate and in terms of the information and explanations given to us, we state as under:

- I. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment;
- (b) As informed to us, the company has regular programme of physical verification of its fixed assets by which the fixed assets are verified in phased manner over a period of time. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the company and the nature of its assets;
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that, the title deeds of immovable properties are held in the name of the Company;
- II. As per the information and explanations given to us, Physical verification of inventory has been conducted at reasonable intervals by the management and No material discrepancies were noticed on physical verification;
- III. According to the information and explanations given to us, the Company has not granted any secured or unsecured loans to Companies, Firms, Limited Liability Partnership or any other parties covered in the register maintained under section 189 of the Companies Act, 2013. Therefore the requirements of sub-clause (a), (b) and (c) of clause (iii) are not applicable to the Company.
- IV. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable;
- V. In our opinion and as explained to us, the Company has not accepted any deposits during the year and therefore, the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed thereunder are not applicable to the company;
- VI. We have broadly reviewed the cost records maintained by the Company as prescribed 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 cost records have been made and maintained by the company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete;
- VII. According to the information and explanations given to us, in respect of statutory dues:
 - (a) According to the information and explanations given to us and the records examined by us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, Goods and Service Tax (GST), custom duty, cess and other statutory dues and there are no undisputed statutory dues outstanding as at 31st March, 2019, for a period of more than six months from the date they became payable;
 - (b) According to the information and explanations given to us and the records examined by us, there are no dues of income tax, sales tax, wealth-tax, service tax, duty of customs, duty of excise, value added tax or cess that has not been deposited on account of disputes except the following:

Name of the statute	Nature of dues	Amounts (Rs.)	Period to which the amounts relates	Forum where dispute is pending
Central Sales Tax Act	Central Sales Tax (Including interest and penalty thereon)	30,13,876	2010-11 2011-12	Tribunal
Central Sales Tax Act	Central Sales Tax (Including interest and penalty thereon)	12,03,200	2012-13 2013-14	Commissioner



- VIII. Based on our audit procedure and according to the information and explanation given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions or banks, Government or dues to debenture holders;
- IX. According to the information and explanations given to us, no moneys were raised by way of initial public offer or further public offer (including debt instruments) and the term loans were applied for the purpose for which the loan were obtained during the year;
- 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 incidence of fraud on or by the company noticed or reported during the year, nor we have been informed of any such case by the management;
- XI. In our opinion and according to the information and explanations given to us, the Company has paid/provided 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 the information and explanation given to us, the Company is not a Nidhi company. Accordingly, this clause of the Order is not applicable;
- XIII. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party 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 under review;
- XV. According to the information and explanation given to us and based on our examination of the records, the Company has not entered into non-cash transactions with the directors or persons connected with them. Hence, the provisions of Section 192 of the Act are not applicable;
- XVI. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For C N K & Associates LLP

Chartered Accountants

Firm Registration No. 101961W/W-100036

Alok Shah

Partner

Membership No.042005

Place: Vadodara

Date: 25th May, 2019



ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls under Clause (I) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

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

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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 internal financial controls with reference to financial statements of the company that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, 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 prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements of the company were established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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



Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an internal financial controls with reference to financial statements of the company and such internal financial controls over financial reporting were operating effectively as at 31st March, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For C N K & Associates LLP

Chartered Accountants
Firm Registration No. 101961W/W-100036

Alok Shah

Partner
Membership No.042005

Place: Vadodara

Date: 25th May, 2019



BALANCE SHEET AS AT 31st MARCH, 2019

Particulars	NOTE	As At March 31, 2019 Amount Rs.	As At March 31, 2018 Amount Rs.
ASSETS			
(1) Non current Assets			
(a) Property, Plant and Equipment	3	4,067.19	1,605.37
(b) Capital work-in-progress	3	-	2,192.85
(c) Intangible Assets	3	20.92	21.33
(d) Investment Property	4	39.97	-
(e) <u>Financial Assets</u>			
(i) Investments	5	35.07	70.07
(ii) Loans	6	29.32	34.50
(f) Other Non Current Assets	7	11.50	105.40
(2) Current assets			
(a) Inventories	8	1,701.45	1,142.78
(b) <u>Financial Assets</u>			
(i) Investments	9	-	533.08
(ii) Trade receivables	10	3,174.41	2,747.13
(iii) Cash and cash equivalents	11	34.54	72.32
(iv) Bank balances other than included in (iii) above	12	247.08	217.18
(v) Loans	13	5.58	4.30
(vi) Other financial assets	14	24.20	30.95
(c) Other current assets	15	474.10	801.55
	Total Assets	9,865.34	9,578.79
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	16	381.34	381.34
(b) Other Equity	17	5,708.52	5,023.19
	Total equity attributable to equity holders of the Company	6,089.86	5,404.53
LIABILITIES			
(2) Non-Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	1,045.25	1,040.12
(ii) Other financial liabilities	19	17.99	-
(b) Provisions	20	77.43	68.34
(c) Deferred Tax Liability (Net)	21	159.38	101.79
(3) Current liabilities			
(a) <u>Financial Liabilities</u>			
(i) Borrowings	22	276.67	211.66
(ii) Trade payables	23		
(a) total outstanding dues of micro enterprises and small enterprises		89.80	190.03
(b) total outstanding dues of creditors other than micro enterprises and small enterprises		1,633.92	2,107.63
(iii) Other financial liabilities	24	285.96	80.60
(b) Other current liabilities	25	162.88	366.38
(c) Provisions	26	1.84	4.03
(d) Current Tax Liabilities (Net)	27	24.36	3.70
	Total Liabilities	3,775.47	4,174.26
Total Equity and Liabilities		9,865.34	9,578.79

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For C N K & Associates LLP
CHARTERED ACCOUNTANTS
Firm Registration No.101961W/W-100036

Alok Shah
(Partner)
Membership No. 042005
Place: Vadodara
Date: 25th May 2019

For and on behalf of Board of Directors of
Shilchar Technologies Limited

Alay Shah
Managing Director
DIN - 00263538

Jitendra Shah
Chairman
DIN - 00257348

Niki Tiwari
Company Secretary

Prajesh Purohit
Chief Financial officer
Place: Vadodara
Date: 25th May 2019



STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st MARCH 2019

Particulars	NOTES	For the year ended March 31, 2019 Amount Rs.	For the year ended March 31, 2018 Amount Rs.
Revenue From Operations	28	11,838.51	8,800.50
Other Income	29	167.29	115.04
Total Income		12,005.80	8,915.53
EXPENSES			
Cost of materials consumed	30	8,946.34	6,503.27
Changes in Inventories of Finished goods, Stock-in-Trade and work-in-progress	31	(237.00)	(158.28)
Excise duty on sale of goods	-	-	47.07
Employee benefits expense	32	576.56	452.86
Finance costs	33	280.38	125.92
Depreciation and amortization expense	3,4	242.96	115.84
Other expenses	34	1,129.32	1,012.82
Total expenses		10,938.56	8,099.51
Profit/(loss) before tax		1,067.24	816.03
Tax expense:	35		
(1) Current tax		238.38	281.13
(2) Deferred tax		56.59	(41.58)
(3) Short/ (Excess) provision of earlier year		(2.26)	(10.09)
Profit (Loss) for the period		774.53	586.57
Other Comprehensive Income			
(i) Items that will not be reclassified to profit or loss			
- Remeasurement of Defined benefit plans		3.59	(3.19)
- Income tax relating to Remeasurement of Defined benefit plans		(1.00)	0.89
Total other comprehensive income		2.59	(2.30)
Total comprehensive income for the period		777.12	584.27
Earnings per equity share:	36		
(1) Basic		20.31	15.38
(2) Diluted		20.31	15.38

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For C N K & Associates LLP
CHARTERED ACCOUNTANTS
Firm Registration No.101961W/W-100036

Alok Shah
(Partner)
Membership No. 042005
Place: Vadodara
Date: 25th May 2019

For and on behalf of Board of Directors of
Shilchar Technologies Limited

Alay Shah
Managing Director
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Niki Tiwari
Company Secretary

Prajesh Purohit
Chief Financial officer
Place: Vadodara
Date: 25th May 2019



STATEMENT OF CASH FLOW FOR THE YEAR ENDED MARCH 31, 2019

Particulars	For the Year ended March 31, 2019 Amount Rs.	For the Year ended March 31, 2018 Amount Rs.
A Cash flow from operating activities		
Profit before income tax	1,067.24	816.03
Adjustments for :		
Depreciation and amortisation expense	242.96	115.84
Finance Costs	280.38	125.92
Interest Income	(20.22)	(25.30)
Expected Credit Loss Allowance	17.35	1.26
Fair valuation of Investments through FVTPL	4.69	(3.04)
Other Comprehensive Income (OCI) Reclassification	3.59	(3.19)
Unrealised foreign exchange (Gain)/Loss	111.83	(4.37)
Operating profit before working capital changes	1,707.83	1,023.16
Movements in working capital:		
(Increase) / Decrease in trade receivables	(458.51)	466.94
(Increase) / Decrease in inventories	(558.67)	(349.90)
(Increase) / Decrease in other assets	331.36	(252.49)
Increase / (Decrease) in trade payables	(573.90)	29.69
Increase / (Decrease) in other liabilities	(178.26)	(20.60)
Cash generated from operations :	269.86	896.80
Direct taxes paid (net)	(215.46)	(413.75)
Net cash from operating activities (A)	54.40	483.06
B Cash flows from investing activities		
Payment for property, plant and equipment (PPE) and Investment Property (including Capital work-in-progress and capital advances)	(457.60)	(1,776.86)
Sale/(Purchased) of Investments	563.39	607.92
Interest Received	26.97	44.33
Net cash (used) in Investing activities (B)	132.75	(1,124.60)
C Cash flow from financing activities :		
Interest paid	(280.38)	(125.92)
Proceeds/ (Repayment) of Borrowings	177.15	918.81
Dividend Paid	(91.79)	(137.69)
Net cash (used) in financing activities (C)	(195.03)	655.19
NET INCREASE IN CASH AND CASH EQUIVALENTS [(A) + (B) + (C)]	(7.87)	13.64
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
Balances with banks in current accounts and deposit account	288.72	272.51
Cash on hand	0.78	3.36
CASH AND CASH EQUIVALENTS AS PER NOTE 11 & 12	289.50	275.86
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
Balances with banks in current accounts and deposit account	278.46	288.72
Cash on hand	3.16	0.78
CASH AND CASH EQUIVALENTS AS PER NOTE 11 & 12	281.62	289.50

The accompanying notes are an integral part of the financial statements.
As per our Report of even date

For C N K & Associates LLP
CHARTERED ACCOUNTANTS
Firm Registration No.101961W/W-100036

Alok Shah
(Partner)
Membership No. 042005
Place: Vadodara
Date: 25th May 2019

For and on behalf of Board of Directors of
Shilchar Technologies Limited

Alay Shah
Managing Director
DIN - 00263538

Jitendra Shah
Chairman
DIN - 00257348

Niki Tiwari
Company Secretary

Prajesh Purohit
Chief Financial officer
Place: Vadodara
Date: 25th May 2019

a. Equity Share Capital:

Balance as at the 1st April 2017	381.34
Changes in equity share capital during 2017-18	-
Balance as at the 31st March 2018	381.34
Changes in equity share capital during 2018-19	-
Balance as at the 31st March 2019	381.34

b. Other Equity:

Particulars	Reserves and Surplus							Total Equity
	Capital Reserve	General Reserve	Securities Premium Reserve	Share Forfeiture	Subsidy	Revaluation Reserve	Retained Earnings	
As at 1st April, 2017	137.56	103.59	306.57	26.10	4.25	24.35	3,998.54	4,600.97
Profit for the year	-	-	-	-	-	-	586.57	586.57
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	(2.30)	(2.30)
Dividends paid including dividend tax thereon	-	-	-	-	-	-	(137.69)	(137.69)
Transferred during the year	-	-	-	-	-	(24.35)	-	(24.35)
As at 31st March, 2018	137.56	103.59	306.57	26.10	4.25	-	4,445.12	5,023.19
As at 1st April, 2018	137.56	103.59	306.57	26.10	4.25	-	4,445.12	5,023.19
Profit for the year	-	-	-	-	-	-	774.53	774.53
Remeasurement of the Net Defined benefit liability/asset, net of tax effect	-	-	-	-	-	-	2.59	2.59
Dividends paid including dividend tax thereon	-	-	-	-	-	-	(91.79)	(91.79)
As at 31st March, 2019	137.56	103.59	306.57	26.10	4.25	-	5,130.46	5,708.52

For C N K & Associates LLP
CHARTERED ACCOUNTANTS
Firm Registration No.101961W/W-100036

For and on behalf of Board of Directors of
Shilchar Technologies Limited

Alok Shah
(Partner)
Membership No. 042005

Place: Vadodara
Date: 25th May 2019

Alay Shah
Managing Director
DIN - 00263538

Niki Tiwari
Company Secretary

Jitendra Shah
Chairman
DIN - 00257348

Prajesh Purohit
Chief Financial officer

Place: Vadodara
Date: 25th May 2019



NOTES FORMING PART OF THE FINANCIAL STATEMENTS

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES:

1.1 Description of Business

SHILCHAR TECHNOLOGIES LIMITED ("the Company"), incorporated in the year 1986 is Public Limited Company and engaged in the business of manufacturing of "Distribution & Power Transformers" as well "Electronics & Telecommunication Transformers."

The Company made its public issue in the year 1995 and is listed on Mumbai Stock Exchange.

1.2 Basis of Preparation of Financial Statements

i. Compliance with Ind AS

The Financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Act to be read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

ii. Historical cost convention

The financial statements have been prepared on a historical cost basis, except the following:

- Certain financial assets and liabilities that are measured at fair value;
- Defined benefit plans – plan assets measured at fair value.

iii. Functional and presentation currency

These financial statements are presented in Indian Rupees, which is the Company's functional currency, and all values are rounded to the nearest lakhs, except otherwise indicated.

iv. Composition of Financial Statements

The financial statements comprise:

- Balance Sheet
- Statement of Profit and Loss
- Statement of Cash Flow
- Statement of Changes in Equity
- Notes to Financial Statements

1.3 Significant Accounting Policies and Other Explanatory Notes

A. Property, Plant and Equipment:

i. Recognition and measurement

Freehold land is carried at cost and not depreciated. All other items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items.

Income and expenses related to the incidental operations, not necessary to bring the item to the location and condition necessary for it to be capable of operating in the manner intended by management, are recognized in the Statement of Profit and Loss.

If significant parts of an item of property, plant and equipment have different useful life, then they are accounted and depreciated for as separate items (major components) of property, plant and equipment.

An Item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Statement of Profit and Loss.



ii. Subsequent Expenditure

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

iii. Capital Work-in-Progress

Plant and properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees and, for qualifying asset, borrowing costs capitalized in accordance with the Company's accounting policies. Such plant and Properties are classified and capitalized to the appropriate categories of Property, Plant and Equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the asset are ready for their intended use.

iv. Depreciation

Depreciation is recognised so as to write off the cost of the assets (other than freehold land and Capital work in progress) less their residual values over their useful lives, using the Straight Line Method on the basis of useful lives specified in part C of Schedule II to the Companies Act, 2013 except plant & equipment ranging from 10 – 20 years. The Estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in the estimated accounted for on a prospective basis.

B. Investment Property:

Property that is held for long-term rental yields or for capital appreciation or both, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognised. Investment properties are depreciated using the straight-line method over their estimated useful lives. Though the Company measures investment property using cost-based measurement, the fair value of investment property is disclosed in the notes.

C. Intangible Assets:

i. Recognition and measurement

Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any. Amortization is done over their estimated useful life on straight line basis from the date that they are available for intended use, subjected to impairment test.

ii. Amortization

Software, which is not an integral part of the related hardware is classified as an intangible asset and is amortized over the useful life of 3 years.

iii. De- recognition of Intangible Assets:

Intangible asset is de-recognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss when the asset is de-recognized.

D. Impairment:

i. Non - financial assets

At each balance sheet date, the Company assesses whether there is any indication that any property, plant and equipment and intangible assets with finite life may be impaired. If any such impairment exists, the recoverable amount of an asset is estimated to determine the extent of impairment, if any. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs of disposal and value in use. If the recoverable amount of the asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised in statement of Profit and Loss.



E. Inventories:

Inventories are measured at the lower of Cost and Net Realizable Value. The cost of inventories is based on the first-in first-out formula, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work in progress, costs includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses. The Net realisable value of work in progress is determined with reference to the selling prices of related finished products.

Raw materials, components and other supplies held for use in the production of finished products are not written down value below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realisable value.

F. Investments and Other Financial Assets:

i. Classification:

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

- Those to be measured subsequently at fair value (either through other comprehensive income, or through Statement of Profit and Loss), and
- Those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in Statement of Profit and Loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company reclassifies debt or equity investments when and only when its business model for managing those assets changes.

ii. Measurement

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

- (a) Amortized cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost.
- (b) Fair Value through Other Comprehensive Income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through Other Comprehensive Income (OCI), except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in Statement of Profit and Loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit and loss and recognized in other gains/ losses. Interest income from these financial assets is included in other income using the effective interest rate method.
- (c) Fair value through profit and loss: Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through Statement of Profit and Loss. Interest income from these financial assets is included in other income.



iii. Equity Instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to Statement of Profit and Loss. Dividends from such investments are recognized in Statement of Profit and Loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit and loss are recognized in other gain/losses in the Statement of Profit and Loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iv. Derecognition

A financial asset is derecognized only when

- (a) The Company has transferred the rights to receive cash flows from the financial asset or
- (b) Retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

G. Cash and Cash Equivalents:

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and highly liquid investments with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

Cash flow statement

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

H. Financial Liabilities:

i. Measurement

All financial liabilities are recognized initially at fair value and in the case of loans, borrowings and payables recognized net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

ii. Derecognition

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the Effective Interest rate (EIR) amortization process.

I. Foreign Currency Translation:

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Indian Rupee (INR) is the functional and presentation currency of the Company.

Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognized as income and expenses in the Statement of Profit and Loss, in the period in which they arise.



J. Derivatives:

Commodity Derivatives:

The Company is exposed to fluctuations in the prices of its raw materials. In case of principal raw materials such as copper, aluminum, oil etc, the risks on costing of the Company's products on account of fluctuations in prices of these materials is quite high. The Company tries to limit the effects of fluctuations in prices of these critical materials by following risk management policies including use of derivatives. For this, the Company enters into derivative buy or sell contracts for these commodities on the MCX Exchange. These contracts are generally not used for trading or speculation purposes.

In case of such derivative contracts, the gain or loss arising on exercise of option or settlement or cancellation are recognized in the Statement of Profit and Loss for the period. The derivative contracts outstanding as at the balance sheet are marked-to-market and corresponding gain or loss recognized on the same.

K. Revenue recognition:

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted i.e. the comparative information continues to be reported under Ind AS 18 and Ind AS 11. The effect on adoption of Ind AS 115 was insignificant.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company assesses promises in the contract that are separate performance obligations to which a portion of transaction price is allocated.

Revenue from the sale of goods is recognized at the point in time when control of the asset is transferred to the customer, generally on the delivery of the goods.

The Company considers whether there are other promises in the contract that are separate performance obligations to which a portion of the transaction price needs to be allocated. In determining the transaction price, the Company considers the effects of variable consideration, the existence of significant financing component, non-cash component and consideration payable to the customer like return, allowances, trade discounts and volume rebates.

Sales are disclosed excluding net of sales returns, service tax, value added tax and Goods and Service Tax (GST).

i. Dividend income

Dividend income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

ii. Lease income

Lease income is recognised in the Statement of Profit and Loss on straight line basis over the lease term, unless there is another systematic basis which is more representative of the time pattern of the lease. Revenue from lease rentals is disclosed net of indirect taxes, if any.

iii. Export Incentives

Export benefits available under prevalent schemes are accounted to the extent considered receivable.

iv. Insurance Claims

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

v. Other Income:

- i) Other income is comprised primarily of interest income, gain / loss on investments and exchange gain/loss on foreign currency transactions. Interest income is recognized using the effective interest method.
- ii) Income from Sale of Wind Operated Power is accounted on accrual basis on confirmation of units generated and supplied to the State Electricity Board as per the agreement.



L. Employee benefits:

i. Short-term obligations:

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employee's services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

ii. Provident Fund:

Contribution towards provident fund for employees is made to the regulatory authorities, where the Company has no further obligations. Such benefits are classified as Defined Contribution Schemes as the Company does not carry any further obligations, apart from the contributions made on a monthly basis.

iii. Gratuity:

The Company provides for gratuity, a defined benefit plan (the "Gratuity Plan") covering eligible employees in accordance with the Payment of Gratuity Act, 1972. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. The gratuity plan in Company is funded through annual contributions to Life Insurance Corporation of India (LIC) under its Company's Gratuity Scheme. The liability or asset recognised in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The Company's liability is actuarially determined (using the Projected Unit Credit method) at the end of each year. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

iv. Compensated Absences:

Entitlement of employees accumulating earned leave and eligibility of compensation or encashment of the same is also a defined benefit obligation and is treated as long term in nature in terms of the policies of the Company for the same. The value of obligation towards the same is provided for on the basis of actuarial valuation using projected unit credit method as at the balance sheet date. Actuarial gain / losses are immediately taken to the Statement of Profit and Loss and are not deferred

M. Borrowing costs:

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

N. Income tax:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in India. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit nor loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.



Deferred tax assets are recognised for all deductible temporary differences only if it is probable that future taxable amounts will be available to utilise those temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

O. Provisions and Contingencies:

i. Provisions

Provisions for legal claims, product warranties and make good obligations are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Long-term provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money. Short term provisions are carried at their redemption value and are not offset against receivables from reimbursements.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

ii. Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

iii. Contingent Assets

Contingent Assets are not recognised but are disclosed in the notes to the financial statements.

P. Earnings per Share:

i. Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the company, excluding any costs of servicing equity other than ordinary shares.
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year.

ii. Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.



Q. Leases:

Lease in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases.

As a lessee

Payments made under operating leases (net of incentives received from the lessor) are charged to Statement of Profit and Loss on a straight line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

As a lessor

Lease income from operating leases where the Company is a lessor is recognized in income on a straight line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases.

The respective leased assets are included in the balance sheet based on their nature.

R. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting to the Chief Operating Decision Maker "CODM" of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segment. The Company has monthly review and forecasting procedure in place and CODM reviews the operations of the Company as a whole.

S. Exceptional items:

Certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company is such that its disclosure improves the understanding of the performance of the Company, such income or expense is classified as an exceptional item and accordingly, disclosed in the notes accompanying to the financial statements.

1.4 Key Accounting Judgments, Estimates and Assumptions

In preparing these financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expense. Actual results may differ from these estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Any change in these estimates and assumptions will generally be reflected in the financial statements in current period or prospectively, unless they are required to be treated retrospectively under relevant accounting standards.

2. RECENT ACCOUNTING PRONOUNCEMENTS:

Ind AS 116: Leases

Ind AS 116 will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees.

The Company is in process of evaluating the impact of the same.

3 Property, Plant and Equipments (All Amounts are in Rs. Lakhs Unless otherwise stated)

Particulars	Land - Freehold	Windmill	Electrical Installation	Office Buildings	Factory Buildings	Plant and Equipments	Furniture & Fixture	Vehicles	Office Equipment	Computers	Software	Total
Gross carrying amount												
As at 1st April, 2018	666.33	85.45	21.64	1.47	355.02	555.66	19.00	112.89	16.27	19.47	25.74	1,878.92
Additions	-	-	249.87	-	1,250.83	1,116.59	73.11	35.01	10.97	7.09	0.90	2,744.35
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Adjustment (Refer below note (ii))	-	-	-	-	(40.99)	-	-	-	-	-	-	(40.99)
Gross carrying amount As at 31st March, 2019	666.33	85.45	271.51	1.47	1,564.86	1,672.25	92.11	147.90	27.24	26.56	26.64	4,582.28
Accumulated depreciation												
As at 1st April, 2018	-	12.23	5.11	1.47	37.75	138.67	9.68	27.86	5.51	9.54	4.41	252.22
Charge for the year	-	6.12	23.05	-	61.67	113.53	6.61	16.23	4.36	9.07	1.31	241.94
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Closing accumulated depreciation												
As at 31st March, 2019	-	18.35	28.16	1.47	99.42	252.20	16.29	44.09	9.87	18.61	5.72	494.16
Net carrying amount:												
As at 31st March, 2019	666.33	67.10	243.35	-	1,465.44	1,420.04	75.82	103.81	17.37	7.95	20.92	4,088.11
As at 1st April, 2018	666.33	73.22	16.53	-	317.27	416.99	9.32	85.03	10.76	9.93	21.33	1,626.70

Notes: (i) Borrowing cost capitalised during the year amounts to NIL (P.Y: Rs.12.58 Lakhs).

(ii) During the year, the company has rented out some of area of building. The said premise has been classified as Investment property [As per Indian Accounting Standard (Ind AS) -40, Investment Properties] as it is not intended to be occupied substantially for use by, or in the operations, of the company..

3 Property, Plant and Equipments

Particulars	Land - Freehold	Windmill	Electrical Installation	Office Buildings	Factory Buildings	Plant and Equipments	Furniture & Fixture	Vehicles	Office Equipment	Computers	Software	Total
Gross carrying amount												
As at 1st April, 2017	677.54	85.45	21.64	1.47	367.34	516.88	19.00	102.85	14.96	10.78	15.64	1,833.53
Additions	-	-	-	-	-	38.78	-	10.04	1.31	8.69	10.10	68.92
Disposals	-	-	-	-	-	-	-	-	-	-	-	-
Transfer from Revaluation Reserve	(11.21)	-	-	-	(12.32)	-	-	-	-	-	-	(23.53)
Gross carrying amount As at 31st March, 2018	666.33	85.45	21.64	1.47	355.02	555.66	19.00	112.89	16.27	19.47	25.74	1,878.92
Accumulated depreciation												
As at 1st April, 2017	-	6.12	4.11	1.47	18.73	74.43	8.08	13.64	3.10	5.62	1.08	136.38
Charge for the year	-	6.12	0.99	-	19.02	64.24	1.60	14.22	2.41	3.92	3.33	115.84
Closing accumulated depreciation As at 31st March, 2018	-	12.23	5.11	1.47	37.75	138.67	9.68	27.86	5.51	9.54	4.41	252.22
Net carrying amount:												
As at 31st March, 2018	666.33	73.22	16.53	-	317.27	416.99	9.32	85.03	10.76	9.93	21.33	1,626.71
As at 1st April, 2017	677.54	79.33	17.52	-	348.61	442.45	10.91	89.21	11.86	5.16	14.56	1,697.15

Notes: (i) Borrowing cost capitalised during the year amounts to Rs.12.58 Lakhs.

3 Capital work-in-progress:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Work in Progress	-	2,192.85
	-	2,192.85

4 Investment Property

Particulars	As at 31st March, 2019	As at 31st March, 2018
INVESTMENT PROPERTY (Transfer from Property, Plant and Equipment) Building given on Operating Lease		
Gross carrying amount As at 1st April,2018		
Transfer from Property,Plant and Equipments (Refer below note (i))	40.99	-
Additions	-	-
Disposals	-	-
Gross carrying amount As at 31st March, 2019	40.99	-
Accumulated depreciation As at 1st April,2018	-	-
Charge for the year	1.02	-
Disposals	-	-
Closing accumulated depreciation As at 31st March, 2019	1.02	-
Net carrying amount:		
As at 31st March, 2019	39.97	-
As at 1st April,2018	-	-

Note:

- (i) During the year, the company has rented out some of area of building. The said premise has been classified as Investment property [As per Indian Accounting Standard (Ind AS) -40, Investment Properties] as it is not intended to be occupied substantially for use by, or in the operations, of the company.
- (ii) Refer note (46) for other disclosure.

5 Investments

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investments at fair value through Other Comprehensive Income Investment in Equity Instruments (Unquoted) (Fully Paid- up)		
E-Cube India Solutions Limited	35.07	70.07
Total	35.07	70.07
Aggregate Value of unquoted investment	35.07	70.07

6 Loans

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, considered good		
- Deposits	29.32	34.50
Total	29.32	34.50

7 Other Non - Current Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, considered good		
Capital Advances	11.50	105.40
Total	11.50	105.40



8 Inventories

Particulars	As at 31st March, 2019	As at 31st March, 2018
Inventories (lower of cost and net realised value)		
Raw Materials	966.97	645.30
Work-in-Progress	218.52	155.16
Finished goods	515.96	342.32
Total	1,701.45	1,142.78

9 Current Investments

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investments at fair value through profit or loss		
Investment in Mutual Fund	-	533.08
Total	-	533.08

10 Trade Receivables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Receivables considered Good-Secured	-	-
Trade Receivables considered Good-Unsecured		
- Receivable from Related Parties	5.60	5.60
- Others	3,193.50	2,748.86
	3,199.10	2,754.47
Trade Receivables which have significant increase in credit risk	-	-
Trade Receivables credit impaired	-	-
Total	3,199.10	2,754.47
Less : Expected Credit Loss Allowance	(24.69)	(7.33)
Total	3,174.41	2,747.13

11 Cash and cash equivalents

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with banks		
(a) In current accounts	31.39	8.29
(b) In Cash Credit accounts*	-	63.25
Cash on Hand	3.16	0.78
Total	34.54	72.32

* Secured by hypothecation of inventories and trade receivables.

12 Bank Balances Other than Cash and Cash Equivalents

Particulars	As at 31st March, 2019	As at 31st March, 2018
Other Bank Balances		
(a) Balances held as Margin Money	243.10	213.20
(b) Unpaid dividend	3.98	3.98
Total	247.08	217.18



13 Loans

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, considered good		
Deposit	5.58	4.30
Total	5.58	4.30

14 Other Financial Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
-Accrued Interest Income	24.20	30.95
Total	24.20	30.95

15 Other Current Assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Advance to Suppliers	27.73	39.19
(b) Advances to Employee	3.05	1.16
(c) Prepaid expenses	16.07	37.34
(d) Balances with Government authorities	414.51	705.44
(e) Other Receivables	12.73	18.43
Total	474.10	801.55

16 Share Capital

(a) Authorised Equity Share Capital

Particulars	No. of Shares	Amount
At 1st April, 2018	5,000,000	500.00
Increase /(decreased) during the year	-	-
At 31st March 2019	5,000,000	500.00

(b) Issued Equity Share Capital

Particulars	No. of Shares	Amount
At 1st April, 2018	3,813,400	381.34
Increase /(decreased) during the year	-	-
At 31st March 2019	3,813,400	381.34

(c) Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period.

Shareholders	As at 31st March, 2019		As at 31st March, 2018	
	No. of shares	Amount	No. of shares	Amount
At the beginning of the period	3,813,400	381.34	3,813,400	381.34
Increase /(decreased) during the year	-	-	-	-
At the end of the period	3,813,400	381.34	3,813,400	381.34

(d) Terms & Rights attached to each class of shares;

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. In the event of the liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the shareholders.

(e) Shares held by shareholders each holding more than 5% of the shares

Shareholders	As at 31st March, 2019		As at 31st March, 2018	
	No. of shares	Percentage	No. of shares	Percentage
Equity shares with voting rights				
Alay Jitendra Shah	1,045,516	27.42%	1,045,416	27.41%
Shilpa Alay Shah	401,970	10.54%	401,970	10.54%
Aatman Alay Shah	394,382	10.34%	394,382	10.34%
Aashay Alay Shah	394,382	10.34%	394,382	10.34%
Alay Jitendra Shah (HUF)	274,825	7.21%	274,825	7.21%
Shah Family LLC	259,004	6.79%	259,004	6.79%
Total	2,770,079	72.64%	2,769,979	72.64%

17 Other Equity

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Reserve	137.56	137.56
General Reserve	103.59	103.59
Securities Premium	306.57	306.57
Share Forfeiture	26.10	26.10
Subsidy	4.25	4.25
Revaluation reserve	-	-
Retained Earnings	5,130.45	4,445.12
Total	5,708.52	5,023.19

17.1

Particulars	As at 31st March, 2019	As at 31st March, 2018
Capital Reserve (on account of amalgamation)		
Balance as per the last financial statements	137.56	137.56
General Reserve (transfer of a portion of the net profit)		
Balance as per the last financial statements	103.59	103.59
Securities Premium Reserve (Excess of face value of the equity shares)		
Balance as per the last financial statements	306.57	306.57
Share Forfeiture Account (on account of forfeiture of shares in earlier year)		
Balance as per the last financial statements	26.10	26.10
Subsidy (on account of subsidy received in earlier year)		
Balance as per the last financial statements	4.25	4.25
Revaluation Reserve		
Balance as per the last financial statements	-	24.35
Less: transferred	-	(24.35)
	-	-
Retained Earnings		
Balance as per the last financial statements	4,445.12	3,998.54
Profit for the year	774.53	586.57
Items of Other Comprehensive Income		
Add/(Less): Remeasurement of the Net Defined benefit liability/asset, net of tax effect	2.59	(2.30)
Less: Appropriations		
Dividend on Equity shares including tax thereon	(91.79)	(137.69)
Total	5,130.45	4,445.12



18 Borrowings

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured - at amortized cost		
(a) Term Loans		
- from Banks (Refer below note)	1,045.25	1,040.12
Total	1,045.25	1,040.12

(i) Nature of Security

The above Term loans are secured by way of equitable mortgage against industrial property of Factory Land and Building situated at Jambusar Padra Highway, village Gavasad, Sub-District Padra, District - Vadodara.

(ii) Term of Repayment

The above foreign term loan of USD 20.14 lakhs is repayable in five years on quarterly instalments starting from March 2019 along with interest for the period. The instalments are of USD 1.01 Lakhs each quarter and interest rate are ranging from 4.72 % to 6.63 % p.a.

19 Other non current Financial Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Capital Creditor	10.49	-
(b) Security Deposits	7.50	-
Total	17.99	-

20 Provisions

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
Provision for Gratuity (Net)	60.73	51.49
Provision for Compensated absences	16.71	16.85
Total	77.43	68.34

21 Deferred Tax Liabilities (Net)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Assets		
The balance comprises temporary differences attributable to:		
Provision For Employee Benefit	24.07	20.13
Remeasurements of the defined benefit plans	1.00	2.73
Unused tax credit	44.16	-
Others	6.87	-
Total DTA	76.09	22.86
Deferred Tax Liability		
The balance comprises temporary differences attributable to:		
Depreciation	235.47	124.65
Total DTL	235.47	124.65
Net Deferred Tax Asset/(Liability)	(159.38)	(101.79)



22 Borrowings

Particulars	As at 31st March, 2019	As at 31st March, 2018
Secured		
a) Loans repayable on demand		
- From banks (Refer below note)	276.67	211.66
Total	276.67	211.66

Note : The Bank facilities of Working Capital being Cash Credit, Export Packing Credit and other Facilities obtained from Bank of Baroda and HSBC are secured by Hypothecation of Stocks, Book Debts, Extension of charge on Current Assets for Letters of Credit, Hypothecation of Plant and Machinery (both present and future) and Equitable Mortgage of entire Factory Land and Building including Corporate Office of the Company.

23 Trade Payables

Particulars	As at 31st March, 2019	As at 31st March, 2018
Trade Payables		
(a) total outstanding dues of micro enterprises and small enterprises (Refer note 41)	89.80	190.03
(b) total outstanding dues of creditors other than micro enterprises and small enterprises	1633.92	2107.63
Total	1,723.72	2,297.65

24 Other Financial Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Current Maturities on long term debt (Refer Note (i) below)	280.00	75.00
(b) Unpaid Dividends*	3.98	3.90
(c) Security Deposits	1.98	1.70
Total	285.96	80.60

(*) To be deposited with Investor Education and Protection Fund as and when they became due.

Note (i): Current maturities of long-term debt (Refer Notes (i and ii) in Note 18 - Long-term borrowings for details of security and guarantee):

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Term loans from banks:	280.00	75.00
Total	280.00	75.00

25 Other Current Liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) Advance's from Customers	78.55	231.56
(b) Statutory Liabilities	5.02	17.00
(c) Salary and Wages Payable	32.32	32.89
(d) Other payable	47.00	84.93
Total	162.88	366.38



26 Provisions

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits		
- Provision for gratuity	1.42	2.23
- Provision for Compensated absences	0.42	1.80
Total	1.84	4.03

27 Current Tax Liabilities (Net)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for Tax (Net of Advance Tax)	24.36	3.70
Total	24.36	3.70

28 Revenue from Operations

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Sale of Products		
- Sale of Products*	11,838.51	8,800.50
Total	11,838.51	8,800.50

*The revenue from operations for the period of 01.04.17 to 30.06.17 includes excise duty recovered on sales of Rs. 47.07 lakhs.

Disaggregation of revenue

Revenue based on Geography

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Sale of Products		
- Domestic Sales	8,113.22	7,414.58
- Export Sales	3,725.29	1,385.92

29 Other Income

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Interest Income	20.22	25.30
Fair Value change of investment held for trading	(4.69)	3.04
Export Incentives	73.51	25.39
Income from Windmill	31.75	20.46
Rent Income	15.00	-
Gain on foreign currency transactions/translations	-	11.86
Income from Liquid Fund	15.00	20.35
Others	16.51	8.63
Total	167.29	115.04



30 Cost of Raw Material and Components

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Cost of Raw Material Consumed	8,879.62	6,456.83
Consumable Store and Spares	66.72	46.44
Total	8,946.34	6,503.27

31 Changes in inventories of finished goods, work-in-progress and stock-in-trade

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Inventories at the end of the year:		
Finished Goods	515.96	342.32
Work In Progress	218.52	155.16
	734.48	497.48
Inventories at the beginning of the year:		
Finished Goods	342.32	123.60
Work In Progress	155.16	229.33
	497.48	352.93
Net (increase) / decrease	(237.00)	(144.55)
Differential Excise Duty on Opening and Closing Stock of Finished Goods		(13.73)
Net (increase) / decrease	(237.00)	(158.28)

32 Employee benefits expense

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Salary, Wages, Bonus and Others etc.	507.65	400.94
Contributions to Provident Fund and Other Funds	28.22	31.84
Staff Welfare Expenses	40.69	20.08
Total	576.56	452.86

33 Finance costs

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a) Interest expense	216.01	92.13
(b) Other Borrowing costs	64.38	33.79
Total	280.38	125.92

34 Other Expenses

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Power and Fuel	97.53	49.71
Processing cost	264.62	297.49
Carting, Freight, Octroi Inwards	57.41	49.71
Repairs & Maintenance:		
Building	4.96	3.38
Plant & Machinery	14.45	4.83



Others	29.56	34.67
Legal and Professional Fees	49.75	64.20
Testing charges	68.78	80.70
Freight / Clearing & Forwarding Charges on Sales (net of recoveries)	148.96	176.91
Rent	-	4.00
Payments to Auditors (Refer note 42)	2.95	2.95
Corporate Social Responsibility Expenses (Refer Note 43)	29.28	19.74
Travelling Expense	93.65	60.94
Research and development expenses	44.76	35.34
Directors sitting fees	3.05	3.05
Loss on foreign currency transactions/translations(Net)	70.25	-
Allowance for doubtful debts (Expected Credit Loss Allowance)	17.35	1.26
Miscellaneous Expenses	132.01	123.94
Total	1,129.32	1,012.82

35 Taxes Reconciliation

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
(a) Income tax expense		
<i>(i) Current tax</i>		
Current tax on profits for the year	238.38	281.13
Short/ (Excess) provision of earlier year	(2.26)	(10.09)
	236.12	271.04
<i>(ii) Total Deferred tax expenses (Benefits)</i>	56.59	(41.58)
	56.59	(41.58)
Total Income tax expenses (i + ii)	292.71	229.46
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
Profit before income tax expense	1,067.24	816.03
Tax at the Indian tax rate of % 21.54% (2017-2018 – 34.61%)	229.88	282.41
Non-deductible tax expenses (Disallowances 43B)	-	4.20
Deductible tax expenses (allowances 43B)	-	(5.28)
Unused tax credit(MAT)	(44.16)	-
Others (including deferred tax)	106.98	(51.87)
Income Tax Expense	292.71	229.46

The Company falls under the provisions of Minimum Alternate Tax u/s 115JB of Income Tax Act, 1961 and the applicable Indian statutory tax rate for year ended 31st March, 2019 is 21.54% and for 31st March, 2018 it was 34.61%.

36 Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

i. Profit attributable to Equity holders of Company

Particulars	31st March, 2019	31st March, 2018
Profit attributable to equity holders of the Company for basic and diluted earnings per share	774.53	586.57



ii. Weighted average number of ordinary shares

Particulars	31st March, 2019	31st March, 2018
Issued ordinary shares(in Nos)	3,813,400	3,813,400
Weighted average number of shares at 31st March for basic and diluted earnings per shares	3,813,400	3,813,400
Basic earnings per share	20.31	15.38

37 Disclosure as required under Ind AS 19 - Employee Benefits

[A] Defined contribution plans:

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

The Company recognised Rs. 14.89 Lakhs (P.Y : Rs. 12.93 Lakhs) for provident fund contributions in the Statement of Profit and Loss.

[B] Defined benefit plan:

The Company makes annual contributions to Shilchar Technologies Limited Employees' Gratuity Fund managed by LIC, a funded defined benefit plan for qualifying employees. The scheme provides for payment to vested employees as under:

- On normal retirement / early retirement / withdrawal / resignation: As per the provisions of Payment of Gratuity Act, 1972 with vesting period of 5 years of service.
- On death in service: As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at 31st March, 2019.

Defined benefit plans / compensated absences - As per actuarial valuation

a) Reconciliation in present value of obligations (PVO) - Defined Benefit Obligation:	Gratuity Funded as on	
	31st March, 2019	31st March, 2018
Present value of Benefit Obligations at the beginning of the period	70.32	53.31
Current Service Cost	7.61	7.64
Past Service Cost	-	7.31
Interest Cost	5.41	4.11
Benefits Paid	(9.63)	(5.18)
Actuarial (Gains) / Losses due to change in assumptions	(3.56)	3.14
Present value of Benefit Obligations at the end of the period	70.16	70.32

b) Change in fair value of plan assets:	Gratuity Funded as on	
	31st March, 2019	31st March, 2018
Fair value of Plan assets at the beginning of the year	16.60	20.45
Expected Return on plan assets	0.91	1.38
Contributions by Employer	0.10	-
Benefits paid	(9.63)	(5.18)
Actuarial Gains and (Losses)	0.03	(0.05)
Fair value of Plan assets at the end of the year	8.01	16.60

c) Reconciliation of PVO and fair value of plan assets:	Gratuity Funded as on	
	31st March, 2019	31st March, 2018
Present value of Benefit Obligations at the end of the period	70.16	70.32
Fair value of Plan assets at the end of the year	8.01	16.60
Net (Asset) / Liability recognised in Balance sheet	62.14	53.72



d) Net Expenses recognised in the statement of Profit and Loss accounts	Gratuity Funded as on	
	31st March, 2019	31st March, 2018
Net Interest Cost	4.50	2.73
Current Service Cost	7.61	7.64
Past Service Cost	-	7.31
Total	12.11	17.68

e) Amount recognised in Other comprehensive income remeasurements:	Gratuity Funded as on	
	31st March, 2019	31st March, 2018
Actuarial (Gains) / Losses	(3.58)	3.19

f) Assumptions used in the accounting for the gratuity plan:	Gratuity Funded as on	
	31st March, 2019	31st March, 2018
Discount Rate (%)	7.70%	7.70%
Rate of return on plan assets (For funded scheme) (%)	7.70%	7.70%
Salary escalation rate (%)	7.00%	7.00%
Mortality* :		
* Indian Assured Lives Mortality (2006-08)		

g) Sensitivity Analysis

Particulars	Gratuity Funded as on	
	31st March, 2019	31st March, 2018
+1.00% Change in Rate of Discounting	65.86	65.81
-1.00% Change in Rate of Discounting	74.95	75.32
+1.00% Change in Rate of Salary escalation	74.94	75.31
-1.00% Change in Rate of Salary escalation	65.80	65.74
+1.00% Change in Rate of Withdrawal	70.22	70.37
-1.00% Change in Rate of Withdrawal	70.10	70.27

38 Related Party Disclosures

a) Name of the related party and nature of relationship: -

Sr No	Particulars	Relationship
I	Key Managerial Personnel / Directors:	
	Mr. Jitendra Shah	Chairman & Director
	Mr. Alay Shah	Managing Director
	Mr. Mukesh Patel	Independent Director
	Mrs. Reshma Patel	Independent Director
	Mr. Om Prakash Khanna	Independent Director
	Mr. Zarkis Jahangir Parabia	Independent Director
	Mr. Prajesh Purohit	Chief Financial Officer
	Ms. Niki Tiwari	Company Secretary
II	Relatives of Key Managerial Personnel	
	Mrs. Shilpa Shah	Relative Of Key management Person
	Mr. Aashay Shah	Relative Of Key management Person
	Mr. Aatman Shah	Relative Of Key management Person
	Mr. Ashesh Shah	Relative Of Key management Person
III	Entities controlled by Directors/Relatives of Directors	
	E-cube India Solutions Ltd	Entities controlled by Directors/Relatives of Directors



b) Key Managerial Personnel Compensation

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Short-term employee benefits	114.04	108.57
Terminal Benefits	25.05	24.44
Other Benefits	20.91	31.37
Total Compensation	160.00	164.38

c) Transactions with Related Parties:

During the year, the following transactions were carried out with related parties and relative of Key Managerial Personnel in the ordinary course of the business.

Sr No	Key Managerial Personnel and their relatives	Name of Parties	For the year ended 31st March, 2019	For the year ended 31st March, 2018
1	Key Managerial Personnel Remuneration	Mr. Alay Shah	102.73	122.95
		Mr. Prajesh Purohit	9.71	8.99
		Ms. Mauli Bhatt	-	0.55
		Ms. Niki Tiwari	1.92	0.52
2	Relative Of Key management Person Remuneration	Mr. Aashay Shah	14.75	8.07
		Mr. Atman shah	9.06	6.43
		Mrs. Shilpa Shah	8.54	15.44
3	Dividend Paid	Mr. Alay Shah	20.91	31.36
		Mrs. Shilpa Shah	8.04	12.06
		Mr. Aatman Shah	7.89	11.83
		Mr. Aashay Shah	7.89	11.83
4	Professional fees	Mr Ashesh shah	15.00	15.00
5	Lease rent paid	Mr. Alay Shah	-	4.00
6	Perquisite of electricity	Mrs. Shilpa Shah	0.47	1.29
		Mr. Alay Shah	0.29	-
7	Sitting Fees	Mr. Om Prakash Khanna	0.20	0.20
		Mr. Mukesh Patel	1.05	1.05
		Mrs. Reshma Patel	1.05	1.05
		Mr. Zarkis Jahangir Parabia	0.75	0.75

d) Outstanding Balances

Sr No	Particulars	As at 31st March, 2019	As at 31st March, 2018
1	Entities controlled by Directors/Relatives of Directors Trade Receivables	5.60	5.60
2	Key Managerial Personnel and relatives Mrs. Shilpa Shah Mr. Alay Shah Mr. Aashay Shah Mr. Aatman Shah Mr. Prajesh Purohit Ms. Niki Tiwari	-	1.14
		2.97	4.96
		0.98	0.85
		0.76	0.51
		0.65	0.79
		0.15	0.15



39 Contingent Liabilities

Sr No	Particulars	As at 31st March, 2019	As at 31st March, 2018
(i)	Contingent Liabilities		
	a) Liabilities Disputed in appeals - Sales Tax	53.03	41.00
	b) Claims against the Company not acknowledged as debt (on account of outstanding law suits)	0.23	3.27
	c) Letter of Credit, Bank Guarantees and corporate Guarantees	1812.73	1,726.01
	Total	1,865.99	1,770.28
(ii)	Estimated amount of contracts remaining to be executed on capital account and not provided for:		
	- Tangible Assets	18.00	502.17

40 Disclosure pursuant to Ind AS 17 - Leases

The Company has obtained premises for its business operations under operating lease or leave and license agreements. These are not non-cancellable and are renewable by mutual consent on mutually agreeable terms.

Lease payments are recognised in Statement of Profit and Loss under the head "Rent Expense" in note no 34.

41 Disclosure related to Micro, Small and Medium Enterprises:

On the basis of confirmation obtained from the supplier who have registered themselves under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006) and based on the information available with the company, the following are the details:

Particulars	As at 31st March, 2019	As at 31st March, 2018
(a) The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;		
i) Principle Amount	89.80	190.03
ii) Interest Due thereon	NIL	NIL
(b) The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006), along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
(c) The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006;	-	-
(d) The amount of interest accrued and remaining unpaid at the end of each accounting year; and	-	-
(e) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-

42 Payments to Auditors

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Statutory Auditors		
Audit Fees	2.95	2.95



43 Corporate Social Responsibility (CSR)

As per section 135 of the Companies Act , 2013 , a CSR committee has been formed by the company. The areas for CSR activities are promoting education, art and culture, healthcare, destitute care and rehabilitation and rural development projects as specified in Schedule VII of the Companies Act, 2013. The details of amount required to be spent and actual expenses spent during the year is as under:

- (a) Gross amount required to be spent by the company during the year: Rs. 27.47 Lakhs (Previous Year Rs. 28.03 Lakhs)
(b) Amount spent during the year on:

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
1. Construction / Acquisition of Assets		
- In cash	-	-
- Yet to be paid in cash	-	-
2. On purpose other than (i) above		
- In cash	29.28	19.74
- Yet to be paid	-	8.29

44 Operating Segments

The activities of the Company relate to only one segment i.e. Transformers & Parts.

Geographical Information

The analysis of geographical information is based on the geographical location of the customers. The geographical information considered for disclosure are as follows:

Revenue by Geography

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Within India	8,113	7,415
Outside inida	3,725	1,386

Carrying value of segment assets

Particulars	As at 31st March, 2019	As at 31st March, 2018
Within India	8,914	9,220
Outside inida	951	358

Property, Plant and Equipment by Geographical Locations

The Company has common PPE for producing goods for domestic as well as overseas market. There are no PPE situated outside India. Hence, additional segment-wise information for PPE / additions to PPE has not been furnished.

45 Dividends to Non-Resident Shareholders:

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Dividend	579,306	868,959
Number of Non resident shareholders	2	2
Number of Equity shares held by such non resident shareholders	289,653	289,653
Year to which Dividend relates	2017-18	2016-17



46 Investment Property

(i)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Amount Recognised in profit or loss for Investment properties Rental Income	15.00	-
Depreciation	1.02	-
Profit from Investment Property	13.98	-

(ii)

Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Fair Value	-	-
Investment Properties	94.96	-
Total	94.96	-

Estimation of Fair Value: Method of Estimation

The company has used approve registered valuer's valuation report for the purpose of determining fair value of the Building.

47 Fair Value Measurements

Financial instruments by category

Particulars	As at 31st March, 2019			As at 31st March, 2018		
	FVTPL	FVOCI	Amortized Cost	FVTPL	FVOCI	Amortized Cost
Financial Assets						
Investments						
- Equity Instruments	-	35.07	-	-	70.07	-
- Mutual Funds	-	-	-	533.08	-	-
Deposits	-	-	34.89	-	-	38.80
Trade Receivables	-	-	3,174.41	-	-	2,747.13
Cash and Cash Equivalents	-	-	34.54	-	-	72.32
Bank Balances other than above	-	-	247.08	-	-	217.18
Other Financial Assets	-	-	24.20	-	-	30.95
Total Financial Assets	-	35.07	3,515.13	533.08	70.07	3,106.38
Financial Liabilities						
Borrowings	-	-	1,601.92	-	-	1,326.78
Other current financial Liabilities	-	-	23.94	-	-	5.60
Trade payables	-	-	1,723.72	-	-	2,297.65
Total Financial Liabilities	-	-	3,349.59	-	-	3,630.03

(i) **Fair value hierarchy**

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognized and measured at fair value. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.



Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at 31st March, 2019	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investments at FVTPL					
Mutual Funds	9	-	-	-	-
Financial Investments at FVOCI					
Equity Instruments	5	-	35.07	-	35.07
Total Financial Assets		-	35.07	-	35.07
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

Financial Assets and Liabilities measured at fair value - recurring fair value measurements

As at 31st March, 2018	Notes	Level 1	Level 2	Level 3	Total
Financial Assets					
Financial Investments at FVTPL					
Mutual Funds	9	533.08	-	-	533.08
Financial Investments at FVOCI					
Equity Instruments	5	-	70.07	-	70.07
Total Financial Assets		533.08	70.07	-	603.15
Financial Liabilities		-	-	-	-
Total Financial Liabilities		-	-	-	-

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes mutual funds that have quoted price. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

There are no transfers between levels 1 and 2 during the year.

The Company's policy is to recognise transfers into and transfers out of fair value hierarchy levels at the end of the reporting period.

(ii) Valuation technique used to determine fair value.

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of the remaining financial instruments is determined using discounted analysis (if any).

48 Financial Risk Management

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.



(A) Credit risk

Credit risk is the risk of incurring a loss that may arise from a borrower or debtor failing to make required payments. Credit risk arises mainly from outstanding receivables from free market dealers, cash and cash equivalents, employee advances and security deposits. The Company manages and analyses the credit risk for each of its new clients before standard payment and delivery terms and conditions are offered.

(i) Credit risk management

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business;
- ii) Actual or expected significant changes in the operating results of the counterparty;
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;
- iv) Significant increase in credit risk on other financial instruments of the same counterparty;
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognized from initial recognition of the receivables. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit Losses (ECL), the Company considers reasonable and relevant information that is available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward looking information.

The reconciliation of ECL is as follows:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balance at the beginning of the year	7.33	6.07
Provision made/(reversed) during the year	17.35	1.26
Balance at the end	24.69	7.33

Other than trade and other receivables, the Company has no other financial assets that are past due but not impaired

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

(i) Maturities of financial liabilities

The tables herewith analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for:

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.



Contractual maturities of financial liabilities.

Particulars	Less than 1 year	More than 1 year	Total
As at 31st March, 2019			
Non-derivatives			
Borrowings	276.67	1,045.25	1,321.92
Trade payables	1,723.72	-	1,723.72
Other financial liabilities	285.96	17.99	303.94
Total Non-derivative liabilities	2,286.34	1,063.24	3,349.59
As at 31st March, 2018			
Non-derivatives			
Borrowings	211.66	1,040.12	1,251.78
Trade payables	2,297.65	-	2,297.65
Other financial liabilities	80.60	-	80.60
Total Non-derivative liabilities	2,589.91	1,040.12	3,630.03

(C) Market risk

(i) Foreign currency risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The risk is measured through a forecast of foreign currency for the Company's operations.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in Indian Rupee, are as follows:

(i) Trade receivable and other Receivable

Currency	As at March 31, 2019		
	Trade receivable and other Receivable	Hedges available	Net exposure to foreign currency risk
USD	936.51	-	936.51
EURO	14.98	-	14.98

Currency	As at March 31, 2018		
	Trade receivable and other Receivable	Hedges available	Net exposure to foreign currency risk
USD	358.41	-	358.41

(ii) Trade payable and other payable

Currency	As at March 31, 2019		
	Trade receivable and other Receivable	Hedges available	Net exposure to foreign currency risk
USD	1,347.12	-	1,347.12
GBP	0.81	-	0.81



Currency	As at March 31, 2018		
	Trade receivable and other Receivable	Hedges available	Net exposure to foreign currency risk
USD	1,352.38	-	1,352.38

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly in USD sensitivity from unhedged foreign currency denominated financial instruments.

	Impact on profit after tax	
	31st March, 2019	31st March, 2018
USD sensitivity		
INR/USD increases by 5%	(20.53)	(49.70)
INR/USD decreases by 5%	20.53	49.70

49 Capital Management

Risk management

For the purpose of the company's capital management, equity includes equity share capital and all other equity reserves attributable to the equity holders of the Company. The Company manages its capital to optimise returns to the shareholders and makes adjustments to it in light of changes in economic conditions or its business requirements. The Company's objectives are to safeguard continuity, maintain a strong credit rating and healthy capital ratios in order to support its business and provide adequate return to shareholders through continuing growth and maximise the shareholders value. The Company funds its operation through internal accruals. The management and Board of Directors monitor the return on capital as well as the level of dividends to shareholders.

50 Event after reporting Period

The Board of Director recommended final dividend of Rs.2/- per equity share for the financial year ended on 31st March, 2019. The payment is subject to approval of share holder in ensuing Annual General Meeting of the Company. (Previous year Rs. 2 per equity share).

51 These Financial Statements were authorised for issue in accordance with the resolution of the Board of Directors in its meeting held on 25th May, 2019.

52 The previous year's figures have been regrouped / rearranged wherever necessary to make it comparable with the current year.

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

As per our Report of even date

For C N K & Associates LLP
CHARTERED ACCOUNTANTS
Firm Registration No.101961W/W-100036

Alok Shah
Partner
Membership No. 042005

Place: Vadodara
Date: 25th May 2019

For and on behalf of Board of Directors of
Shilchar Technologies Limited

Alay Shah
Managing Director
DIN - 00263538

Niki Tiwari
Company Secretary

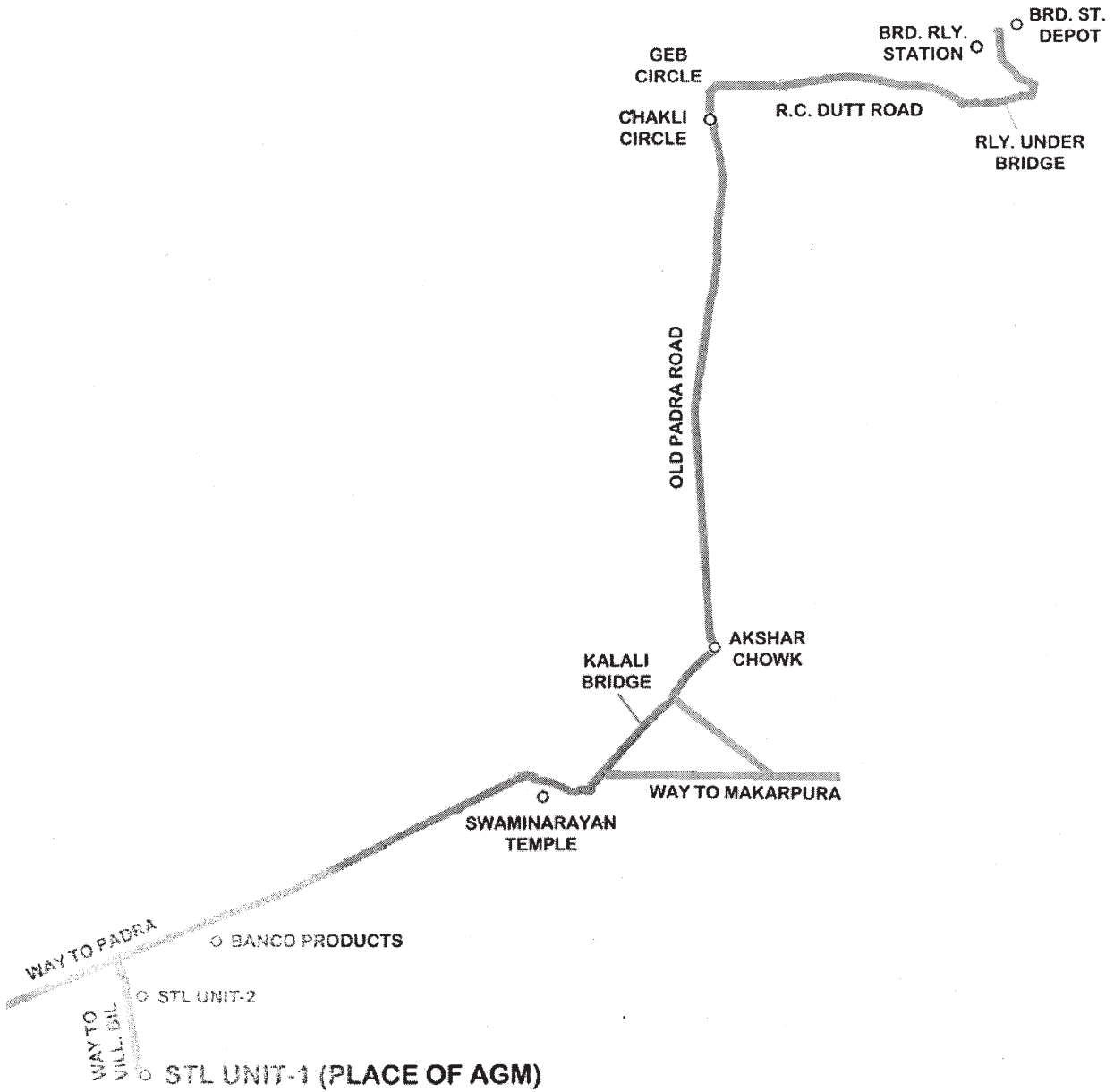
Jitendra Shah
Chairman
DIN - 00257348

Prajesh Purohit
Chief Financial Officer

Place: Vadodara
Date: 25th May 2019



MAP TO REACH PLACE OF AGM
AT SHILCHAR TECHNOLOGIES LTD. (STL)





**SHILCHAR
TECHNOLOGIES LIMITED**

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