



# ANNUAL REPORT

## 55<sup>th</sup>



**ROLCON**  
ENGINEERING CO. LTD.  
Engineered for Excellence

| 2021-22

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

|                                 |                                |
|---------------------------------|--------------------------------|
| Shri Suresh H. Amin             | Chairman & Whole Time Director |
| Shri Ashish S. Amin             | Managing Director              |
| Shri Ashok Krishnadas Parikh    | Director                       |
| Shri Kailashchandra K. Seksaria | Director                       |
| Shri Wolfgang Fuchs             | Director                       |
| Shri Mahesh H. Joshi            | Director                       |
| Shri Kiran M. Patel             | Director                       |
| Dr. Arpita A. Amin              | Director                       |
| Smt. Harshila H. Patel          | Director                       |

### **KMPS**

|                       |  |
|-----------------------|--|
| Shri Vinubhai K. Shah | Chief Financial Officer                |
| Shri Dharmesh Chauhan | Company Secretary & Compliance Officer |

### **AUDITOR**

M/s. JHS & Associates LLP  
Chartered Accountants  
C-701, Merry Ellen,  
Ceasars Cross Road,  
Amboli, Andheri (W),  
Mumbai – 400058

### **BANKERS**

State Bank of India  
Corporation Bank  
Bank of Maharashtra

### **REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India Pvt Ltd

### **REGISTERED OFFICE**

Anand – Sojitra Road,  
Vallabh vidyanagar - 388120,  
Anand, Gujarat, India.

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## NOTICE

Notice is hereby given that the **55<sup>th</sup>** Annual General Meeting of the Shareholders of ROLCON ENGINEERING COMPANY LIMITED (CIN:L29259GJ1961PLC001439) will be held on Friday, July 29, 2022, at 3:00 p.m. at the Registered office of the Company at Vallabh Vidyanagar-388120, Gujarat to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone and consolidated financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To Declare Dividend of Rs. 2/- (20%) per equity share, for the financial year 2021-22.
3. To Appoint a Director in place of Dr. Arpita A. Amin (DIN: 01927591), who retires by rotation and, being eligible, offer herself for re-appointment.

### SPECIAL BUSINESS:

4. Appointment of Mr. Wolfgang Fuchs (DIN: 07317102).  
To Consider and if thought fit, to pass, the following resolution as an ordinary Resolution: "RESOLVED THAT pursuant to the provision of SEBI (LODR) Regulation, 2015, and Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Wolfgang Fuchs (DIN: 07317102) Additional Director pursuant to the Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five Consecutive years from the date of this Annual General Meeting and shall not be liable to retire by rotation hereinafter in accordance with the provisions of Companies Act."
5. Appointment of Shri Kiran M. Patel (DIN: 00084171).  
To Consider and if thought fit, to pass, the following resolution as an ordinary Resolution: "RESOLVED THAT pursuant to the provision of

SEBI (LODR) Regulation, 2015 and Section 149, 150, 152 & any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Shri Kiran Patel (DIN: 00084171) Additional Director pursuant to the Section 161 of the Act, and who holds office as such up to the date of this Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for five Consecutive years from the date of this Annual General Meeting and shall not be liable to retire by rotation hereinafter in accordance with the provisions of Companies Act."

6. Re-Appointment of Shri Suresh H. Amin (DIN: 00494016).

To Consider and if thought fit, to pass the following resolution as a Special Resolution: "RESOLVED THAT, pursuant to the provision of Sections 196, 197, 198, and 203 read with the schedules V and other applicable provisions, if any, of the companies Act, 2013 and the rules made thereunder and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee Shri Suresh H. Amin (DIN: 00494016), be and is hereby appointed as Chairman & Whole time Director of the Company for a period of 5 (five) years with effect from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027, on such terms and conditions and the remuneration/emoluments, in such manner as may be agreed to between the Board of Directors and Shri Suresh H. Amin (DIN: 00494016) as set out in the explanatory statement annexed to this Notice convening AGM Meeting and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to pay remuneration in excess of the limit specified section 197 and in Part -I and section I and II of part II of schedule V of the companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015.

RESOLVED FURTHER THAT pursuant to the section 196(3)(a) of the Companies Act, 2013. the consent of the members be and is hereby accorded to in the reappointment of Shri Suresh H. Amin (DIN: 00494016).

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to take all such steps including the power to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Shri Suresh H Amin, subject to such approval as may be necessary, proper and expedient and to do any act, deeds, matters and things to give effect to this resolution.”

7. Re-Appointment of Shri Ashish S. Amin (DIN: 01130354).

To Consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT, pursuant to the provision of Sections 196, 197, 198, and 203 read with the schedules V and other applicable provisions, if any, of the companies Act, 2013 and the rules made thereunder and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of the Nomination & Remuneration Committee Shri Ashish S. Amin (DIN: 01130354), be and is hereby appointed as Managing Director of the Company for a period 5 (five) years with effect from 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027, on such terms and conditions and the

remuneration/emoluments, in such manner as may be agreed to between the Board of Directors and Shri Ashish S. Amin (DIN: 01130354) as set out in the explanatory statement annexed to this Notice convening AGM Meeting and he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded to pay remuneration in excess of the limit specified section 197 and in Part -I and section I and II of part II of schedule V of the companies Act, 2013 and Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Director be and is hereby authorized to take all such steps including the power to alter and vary the terms and conditions of the said appointment

in such manner as may be agreed to between the Board and Shri Ashish S. Amin (DIN: 01130354), subject to such approval as may be necessary, proper and expedient and to do any act, deeds, matters and things to give effect to this resolution.”

**NOTES:**

1. Since the AGM will be held at Registered Office of the company, the route map of the venue of the Meeting is annexed hereto.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. The instrument of proxy in order to be effective must be deposited at the Registered Office of the Company, duly completed and signed not later than 48 hours before the meeting.
3. An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM and profiles of Director seeking re-appointment at this AGM pursuant to Regulations 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, are annexed to this notice of the AGM.
4. Pursuant to Sections 101 and 136 of the Act read with the relevant Rules made thereunder and Regulation 36 of the SEBI Listing Regulations, companies can send Annual Reports and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository Participant(s). For Members who have not registered their email address, physical copies of the Annual Report for the financial year 2021-22, are being sent in the permitted mode.
5. The Notice and Annual Report will also be available on the Company's website: [www.rolconengineering.com](http://www.rolconengineering.com) and websites of the Stock Exchange: [www.bseindia.com](http://www.bseindia.com).
6. The Securities and Exchange Board of India ("SEBI") has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details, signature) and nomination details by holders of securities in prescribed Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14. Effective from January 1, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/documents are provided to

RTA. On or after 1 April 2023, in case any of the above cited documents/details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s).

7. Pursuant to SEBI circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022, the securities will be issued in dematerialized form only against any request by investor, hence it is advisable to convert your share in demat form for ease of dealing in securities markets.
8. Procedure for Inspection of Documents: (a) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred in the Notice will be available for inspection by the members during the AGM. All documents referred to in the Notice will also be available for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM.
9. DIVIDEND: Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act.

**For resident shareholders,** taxes shall be deducted at source under Section 194 of the IT Act as follows:

|  |
|--|
| Members having valid PAN 10% or as notified by the Government of India |
|--|

|  |
|--|
| Members not having PAN / valid PAN 20% or as notified by the Government of India |
|--|

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2022-23 does not exceed Rs. 5,000/- and in cases where members provide Form 15G/Form 15H subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as

prescribed under the IT Act to claim a lower/Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower/Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above.

**For non-resident shareholders,** taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member
- Copy of Tax Residency Certificate (TRC) for the FY 2022-23 obtained from the revenue authorities of the country of tax residence, duly attested by member
- Self-declaration in Form 10F
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors/Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) The aforementioned documents are required to Email:- [rolcon@rolconengineering.com](mailto:rolcon@rolconengineering.com) on or before July 23, 2022.

10. The Company has fixed **Friday, July 22, 2022** as the '**Record Date**' for determining entitlement of members to final dividend for the financial year ended March 31, 2022, if approved at the AGM.
11. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Company Secretary, at the Company's



registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

12. The Register of Members and Share Transfer Books of the Company will remain closed from **July 23, 2022 to July 29, 2022** (Both days inclusive)
13. **Remote E-voting:** The Company is pleased to provide Remote E-Voting facility through InstaVote as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolution mentioned in the notice of 55<sup>th</sup> Annual General Meeting of the Company.

#### **Remote e-Voting Date and Time Instruction for shareholders:**

The voting period begins on **July 26, 2022** at 9:00 a.m. and ends on **July 28, 2022** at 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 **July 22, 2022** may cast their vote electronically.

#### **Remote e-Voting Instructions for shareholders:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

#### **Login method for Individual shareholders holding securities in demat mode is given below:**

- 1) Individual Shareholders holding securities in demat mode with **NSDL**
  1. Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this

will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

- 2) Individual Shareholders holding securities in demat mode with **CDSL**
  1. Existing users who have opted for Easi/Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <https://web.cdslindia.com/myeasi/home/login> or [www.cdslindia.com](http://www.cdslindia.com) and click on New System Myeasi.
  2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**3) Individual Shareholders (holding securities in demat mode) login through their depository participants.**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form/Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
  - A. User ID:** Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders

holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/Company shall use the sequence number provided to you, if applicable).

**C. DOB/DOI:** Enter the Date of Birth (DOB)/Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format).

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders holding shares in **physical** form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
  - Shareholders holding shares in **NSDL form**, shall provide 'D' above
  - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click "confirm" (Your password is now generated).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
  4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour /against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour/against, click on '**Submit**'.  
A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

### **Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian/Mutual Fund/Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/Corporate Body' login for the Scrutinizer to verify the same.

### **Helpdesk for Individual Shareholders holding securities in physical mode/Institutional shareholders :**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

### **Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL

| <b>Login type</b>  | <b>Helpdesk details</b>  |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30       |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 or 22- 23058542-43. |

### **Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime:

<https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter. User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company.

### **Individual Shareholders holding securities in demat mode with NSDL/CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

### **OTHER INSTRUCTIONS:**

1. Shri Kiran Vaghela, Practicing Company Secretary, Proprietor of M/s. Kiran Vaghela & Associate, Anand (C.P.No: 18617) has been appointed as the Scrutinizer to Scrutinize the e-Voting process (InstaVote) Including the Poll at the Annual general Meeting, in a fair and transparent manner.
2. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, after conclusion of Annual general Meeting, unblock

the votes in the presence of at least two witnesses (not in the Employment of the Company) and make out a scrutinizer's Report of the votes cast in the favor or against, if any, forthwith to the chairman of the Company.

3. Member who have not voted earlier and present at Annual General Meeting, shall be provided voting facility by poll Paper. Members have the option to request for a physical copy of the Poll Paper by sending an E-mail to [rolcon@rolconengineering.com](mailto:rolcon@rolconengineering.com) by mentioning their Folio No./DP ID and Client ID No. Poll Paper received after specified date will be treated as invalid.
4. Member can opt for only one mode of voting i.e. either through E-voting or in physical form. If a member cast his/her vote by both modes, than voting done through E-voting shall be prevail and the vote by Ballot shall be treated as invalid. The result declared along with scrutinizer's report shall be placed on the Company's website [www.rolconengineering.com](http://www.rolconengineering.com) and on the website of the: <https://instavote.linkintime.co.in> within 2 days of the passing of the resolutions at the 55<sup>th</sup> AGM of the Company and Communicated to the BSE Ltd where the Shares of the company are listed.

For and on Behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Ashish S. Amin**  
Managing Director  
(DIN: 01130354)

Vallabh Vidyanagar  
July 1, 2022

## **EXPLANATORY STATEMENT**

The Explanatory Statement, as requires under the section 102 of the companies Act, 2013, set out all material fact relating to the special business.

### **Item No. 4:**

The Board, based on the recommendation of the nomination and remuneration committee, at its meeting held on October 29, 2021, proposed re-appointment of Mr. Wolfgang Fuchs (DIN: 07317102) w.e.f. October 29, 2021 as an Additional Director (Independent Director) who hold office up to the ensuing Annual General Meeting Pursuant to the provisions of Section 161 of the Companies Act, 2013 and applicable rules made thereunder, The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board, he is having extensive and in-depth business understanding and will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other laws/regulations for the time being in force, to the extent applicable to the Company.

The resolution seeks the approval of members for the re-appointment of Mr. Wolfgang Fuchs (DIN: 07317102) as an independent director of the Company up to 59<sup>th</sup> Annual General meeting for the FY 2025-26 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification or re-enactment(s) thereof) and his office shall not be liable to retire by rotation as per the provisions of Section 161 of the Act, an additional director appointed by the Board, shall hold office up to the date of the ensuing annual general meeting and shall be appointed as a director by the members. The Board, at its meeting held on October 29, 2021, re-appointed Mr. Wolfgang Fuchs (DIN: 07317102) as an additional and independent director who holds office up to the ensuing AGM. Accordingly, his appointment is placed for the approval of members.

In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Mr. Wolfgang Fuchs (DIN: 07317102), is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommend the ordinary Resolution set forth in Item No. 4 for approval of the Members.

### **Item No. 5**

The Board, based on the recommendation of the nomination and remuneration committee, at its meeting held on October 29, 2021, proposed re-appointment of Shri Kiran M. Patel (DIN: 00084171) w.e.f. October 29, 2021 as an Additional Director (Independent Director) who hold office up to the ensuing Annual General Meeting Pursuant to the provisions of Section 161 of the Companies Act, 2013 and applicable rules made thereunder, The Company has received from him all statutory disclosures/declarations including, (i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“the Appointment Rules”), (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

In the opinion of the Board, he is having extensive and in-depth business understanding and will bring tremendous value to the Board and to the Company. He fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other laws/regulations for the time being in force, to the extent applicable to the Company.

The resolution seeks the approval of members for the re-appointment of Shri Kiran M. Patel (DIN: 00084171) as an independent director of the Company up to 59<sup>th</sup> Annual General meeting for the FY 2025-26 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification or re-enactment(s) thereof) and his office shall not be liable to retire by rotation as per the provisions of

Section 161 of the Act, an additional director appointed by the Board, shall hold office up to the date of the ensuing Annual General Meeting and shall be appointed as a director by the members. The Board, at its meeting held on October 29, 2021, re-appointed Shri Kiran M. Patel (DIN: 00084171) as an additional and independent director who holds office up to the ensuing AGM. Accordingly, his appointment is placed for the approval of members. In compliance with the General circular number 20/2020 issued by the MCA, this item is considered unavoidable and forms part of this Notice.

None of the Directors, Key Managerial Personnel of the Company or their relatives except Shri Kiran M. Patel (DIN: 00084171), is in any way, concerned or interested, financially or otherwise, in the aforementioned resolution.

The Board of Directors recommend the ordinary Resolution set forth in Item No. 5 for approval of the Members.

**Item No. 6:**

On the recommendation of the Remuneration committee, the Board of Directors as its Meeting held on May 20, 2022, has appointed Shri Suresh H Amin (DIN: 004904016), as Chairman and Whole time Director of the Company with the effect from the 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August 2027, for the period of five (5) years, subject to the approval of shareholders at the ensuing Annual General Meeting.

Shri Suresh H Amin (DIN: 004904016) is not disqualified in terms of Section 164 of the Act and has given his consent to act as the Whole time Director of the Company. Shri Suresh H Amin (DIN: 004904016) satisfies all the conditions as set out in Section 196(3) of the Act.

Brief profile and details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, has provided at the end of this notice.

The brief particulars of terms and Condition of his appointment are as below:

The Whole time Director shall be subject to the superintendence, control and Direction of the Board of Directors and he will be entrusted with substantial power of the management and will also perform such other duties as may from time to time be entrusted to him.

**Period of Appointment:** effect from the 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027

**Remuneration:**

**a) Salary:** Rs. 1,80,000/-per month with such further increment/s as may be determined by the Board based on the recommendation of the Nomination and Remuneration Committee from time to time in the Scale Rs.1,80,000/- to Rs.7,00,000/-.

**b) Commission:** Commission payable, in addition to the salary and perquisites @ 1.5% at the end of each financial year calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in the Companies Act, 2013. However, such commission shall not exceed the annual salary.

**c) Perquisites:** In addition to salary and commission the he shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or allowance for utilities such as gas, electricity, water, furnishing and repairs, club fees, leave travel concession for self and family, medical insurance and such other perquisites and allowances as may be determined by the Board of Directors Subject to the overall ceiling of remuneration stipulated in provision of law.

For the purpose of calculation the above ceiling, perquisites shall be evaluated as per Income-Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Provision for use of the Company's car for official duties, telephone and other communication facilities at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, 1961. Gratuity payable at a rate not exceeding half a month's salary for each completed year of

service. Encashment of leave at the end of the tenure would be according to the policy of the Company. The Whole time Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committee thereof.

**D) Minimum Remuneration:**

Notwithstanding anything herein contained, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profit or its profits are inadequate, the Company will pay above remuneration as minimum remuneration by way of salary, perquisites and any other allowance according to the agreements.

And accordingly, special resolution has proposed to Shareholders at their ensuing General Meeting to pay minimum remuneration according to the agreement of appointment as per provisions of schedule V of the Companies Act, 2013.

The consent of the members as a Special Resolution of also requires to pay remuneration in excess of the limit specified section 197 and in Part -I and section I and II of part II of schedule V of the companies Act, 2013 and Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Also, consent of the members as a Special Resolution requires pursuant to the section 196(3)(a) of the Companies Act, 2013.

The Draft Agreement between the Company and Shri Suresh H. Amin shall be available for the inspection by the members.

The Board Recommends the resolution as set out at item No. 6 of the Notice for your approval as a Special Resolution.

Shri Suresh H. Amin, Shri Ashish S. Amin and Dr. Arpita A. Amin are said to be concerned and interested in the resolution. None of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

**Item No. 7:**

On the recommendation of the Remuneration committee, the Board of Directors as its Meeting

held on May 20, 2022, has appointed Shri Ashish S. Amin (DIN: 01130354), as Managing Director of the Company with the effect from the 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August 2027, for the period of five (5) years, subject to the approval of shareholders at the ensuing Annual General Meeting.

Shri Ashish S. Amin (DIN: 01130354) is not disqualified in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company. Shri Ashish S. Amin (DIN: 01130354) satisfies all the conditions as set out in Section 196(3) of the Act.

Brief profile and details under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has provided at the end of this notice.

The brief particulars of terms and Condition of his appointment are as below:

The Managing Director shall be subject to the superintendence, control and Direction of the Board of Directors and he will be entrusted with substantial power of the management and will also perform such other duties as may from time to time be entrusted to him.

**Period of Appointment:** effect from the 2<sup>nd</sup> August, 2022 to 1<sup>st</sup> August, 2027.

**Remuneration:**

**a) Salary:** Rs.1,85,000/-per month with such further increment/s as may be determined by the Board based on the recommendation of the Nomination and Remuneration Committee from time to time in the Scale Rs. 1,85,000/- to Rs.7,00,000/- .

**b) Commission:** Commission payable, in addition to the salary and perquisites @ 1.25% at the end of each financial year calculated with reference to the net profits of the Company in a particular financial year, subject to the overall ceiling stipulated in the Companies Act, 2013. However, such commission shall not exceed the annual salary.

**c) Perquisites:** In addition to salary and commission the he shall be entitled to perquisites and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement of expenses or allowance for utilities such as gas, electricity, water,

furnishing and repairs, club fees, leave travel concession for self and family, medical insurance and such other perquisites and allowances as may be determined by the Board of Directors Subject to the overall ceiling of remuneration stipulated in provision of law.

For the purpose of calculation the above ceiling, perquisites shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites shall be evaluated at actual cost.

Provision for use of the Company's car for official duties, telephone and other communication facilities at residence (including payment for local calls and long distance official calls), shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income-Tax Act, 1961. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. Encashment of leave at the end of the tenure would be according to the policy of the Company. The Managing Director shall not be paid any sitting fees for attending meeting of the Board of Directors or Committee thereof.

**d) Minimum Remuneration:** Notwithstanding anything herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profit or its profits are inadequate, the Company will pay above remuneration as minimum remuneration by way of salary, perquisites and any other allowance according to the agreements.

And accordingly, special resolution has proposed to Shareholders at their ensuing General Meeting to pay minimum remuneration according to the agreement of appointment as per provisions of schedule V of the Companies Act, 2013.

The consent of the members as a Special Resolution of also requires to pay remuneration in excess of the limit specified section 197 and in Part -I and section I

and II of part II of schedule V of the companies Act, 2013 and Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Draft Agreement between the Company and Shri Ashish S. Amin shall be available for the inspection by the members.

The Board Recommends the resolution as set out at item No. 7 of the Notice for your approval as a Special Resolution.

Shri Ashish S. Amin, Shri Suresh H. Amin, and Dr. Arpita A. Amin are said to be concerned and interested in the resolution. None of the other Directors or key managerial personnel or their relatives are in any way concerned or interested, financially or otherwise, in the above resolution.

For and on Behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Ashish S. Amin**

Managing Director  
(DIN: 01130354)

Vallabh Vidyanagar  
July 1, 2022



**Details of Directors Seeking Re-appointment at 55<sup>th</sup> Annual General Meeting pursuant to regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015, and Secretarial Standards – 2)**

| <b>Particular</b>  | <b>Suresh Amin</b>   | <b>Ashish Amin</b>  | <b>Wolfgang Fuchs</b>                    | <b>Kiran Patel</b>                  | <b>Arpita Amin</b>  |
|--|--|---|--|-------------------------------------|---|
| DIN  | 00494016   | 01130354  | 07317102                                 | 00084171                            | 01927591  |
| Date of Birth  | Aug. 13, 1936  | Jun. 19, 1973   | May 29, 1958                             | Oct. 30, 1951                       | Apr. 22, 1974   |
| Date of Appointment  | Apr. 28, 1982  | Sep. 4, 2014  | Oct. 29, 2021                            | Oct. 29, 2021                       | Feb. 9, 2019  |
| Qualification  | Mechanical Engineer. Master Degree (M.S.) from Brunschweig University, West Germany. | B.S. from Bradley University U.S.A.   | Dip. Ing., Germany                       | Chartered Accountant                | M.B.B.S.  |
| Expertise in the Function area   | Engineering & Wide Management experience   | Manufacturing, Production, Operation, Planning and Engineering.                                   | Engineering & Wide Management experience | Internal Audit, Tax Audit & Finance | Administration, Planning and management                   |
| Relation with Director inter-se  | Shri A. S. Amin, M.D. (Son), Dr A. A. Amin (Daughter-in-law)                         | Son of Shri. S. H. Amin, Chairman & WTD (Father), Dr. A. A. Amin, Non-Executive Director (Spouse) | NIL                                      | NIL                                 | Shri A. S. Amin (Spouse), Shri S. H. Amin (Father In-law) |
| Directorship in other Listed/ public company As on March 31, 2022                                | NIL  | NIL   | NIL                                      | NIL                                 | NIL   |
| Memberships / Chairmanships of committees of other Listed/ public companies as on March 31, 2022 | NIL  | NIL   | NIL                                      | NIL                                 | NIL   |
| Number of Share held in company as on March 31, 2022   | 2,02,160<br>(Including HUF share)  | 86,350  | NIL                                      | NIL                                 | 2432  |

For and on Behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-  
**Ashish S. Amin**  
Managing Director  
DIN: 01130354

Vallabh Vidyanagar  
July 1, 2022

# BOARD'S REPORT

To,  
THE MEMBERS OF  
ROLCON ENGINEERING CO. LTD.

Your Directors takes pleasure in presenting the **55<sup>th</sup> Annual Report** together with the Audited Financial Statements (consolidated & standalone) and Auditors' Report for the financial year ended **March 31, 2022**. The financial highlights for the year under review are given below:

(Amt. in Lakh except EPS)

| Particulars   | Standalone       |                  | Consolidated     |                  |
|---|------------------|------------------|------------------|------------------|
|   | F. Y.<br>2021-22 | F. Y.<br>2020-21 | F. Y.<br>2021-22 | F. Y.<br>2020-21 |
| Revenue   | 4189.80          | 2556.14          | 4189.80          | 2556.14          |
| Other Income  | 64.20            | 55.97            | 64.20            | 55.97            |
| <b>Total Income</b>                                     | <b>4254.00</b>   | <b>2612.11</b>   | <b>4254.00</b>   | <b>2612.11</b>   |
| <b>Expenses</b>   |                  |                  |                  |                  |
| Operating Expenditure                                   | 3765.71          | 2451.56          | 3765.71          | 2451.56          |
| Depreciation and amortisation Expenses                  | 75.27            | 60.89            | 75.27            | 60.89            |
| <b>Total Expenses</b>                                   | <b>3840.58</b>   | <b>2512.45</b>   | <b>3840.58</b>   | <b>2512.45</b>   |
| Profit Before Finance Cost and Tax                      | 413.42           | 99.66            | 413.42           | 99.66            |
| Finance Cost  | 11.69            | 5.81             | 11.69            | 5.81             |
| Share of Profit/Loss of Associates                      | 0                | 0                | -2.93            | -1.51            |
| <b>Profit Before Tax (PBT)</b>                          | <b>401.73</b>    | <b>93.85</b>     | <b>398.80</b>    | <b>92.34</b>     |
| Tax Expenses  | 109.08           | 36.49            | 109.08           | 36.49            |
| <b>Profit After Tax (PAT)</b>                           | <b>292.65</b>    | <b>57.36</b>     | <b>289.72</b>    | <b>55.85</b>     |
| <b>Other Comprehensive income</b>                       |                  |                  |                  |                  |
| -Re-measurements of the defined benefit plans           | 6.86             | -7.17            | 6.86             | -7.17            |
| -Equity instruments through other comprehensive income  | 9.92             | 21.49            | 9.92             | 21.49            |
| -Fair value Changes on Investment of Associates Company | 0                |                  | -0.11            |                  |
| -Fair Value Changes in Investment                       | 8.74             |                  | 8.74             |                  |
| Profit For the year                                     | 318.17           | 71.68            | 315.13           | 70.17            |
| Attributable to:  |                  |                  |                  |                  |
| Shareholders of the Company                             | 318.17           | 71.68            | 315.13           | 70.17            |
| Opening Balance of retained Earning                     | 452.41           | 418.56           | 450.90           | 418.56           |
| Closing Balance of retained Earing                      | 780.72           | 473.91           | 776.17           | 472.39           |
| Equity share capital                                    | 75.60            | 75.60            | 75.60            | 75.60            |
| Reserve   | 1394.89          | 1088.07          | 1390.34          | 1086.56          |
| EPS (in Rs.)  | 38.71            | 9.48             | 38.32            | 9.28             |

## PERFORMANCE

During the year, your Company has achieved very good performance, where consolidated revenue from operations reached at Rs. 4189.80 Lakh as compared to Rs. 2556.14 lakh in previous year, and Operational Profit (PBT) stood at 398.80 lakh as compared to 92.34 Lakh in previous year. Your Company's performance has been discussed in detail in the 'Management Discussion and Analysis Report'. Management had no extraordinary impact and least adjustment requisite in the financial results of F.Y. 2021-22. Further the management will continue to closely monitor the developments and possible impact of expected wave of COVID- 19, and conflict bit in russia and ukraine if any, on its Financial Condition, Liquidity and operation.

There are no material changes and commitments affecting the financial position of your Company, which have occurred between the end of the year and date of this report. Further, there has been no change in the nature of business of the Company.

## TRANSFER TO RESERVES

The Company has not transferred any amount to the Reserves for the financial year ended March 31, 2022.

## DIVIDEND

The Board of Directors of your Company has Recommend dividend @ 20% per equity share of Rs.10/- for F.Y. 2021-22, payable to those shareholders whose names appear in the Register of Members as on the Book Closure/Record Date.

## SHARE CAPITAL

During the year under review, the Company has not altered/modified its authorized share capital and has not issued any shares including equity shares with differential rights as to dividend, voting or otherwise. The Company's paid-up equity share capital stood at Rs. 75.60 lakh as on March 31, 2022.

## PARTICULARS OF LOAN, GUARANTEES OR INVESTMENTS

Detail of the loan, Guarantees and investments covered under provision of section 186 of the company Act, 2013.

| Particular                                     | Amount<br>(Rs. in Lakh) |
|--|-------------------------|
| Investment in mutual fund                      | 100.39                  |
| Investment in Equity Instruments               | 0.08                    |
| Investment in Equity Instruments of Associates | 79.49                   |
| <b>Total Investment</b>                        | <b>179.96</b>           |

## FIXED DEPOSIT

Your Company has not accepted any Deposits under Chapter V of the Act during the year and as such, no amount of principal or Interest on Deposit from public is outstanding as on March 31, 2022.

## IEPF

During the year your company has not transferred any amount of Dividend including Share to IEPF.

## ASSOCIATE COMPANY

M/s. Sudeep Rub-Chem Private Limited is an Associate Company of the Company and Pursuant to the Section 129(3) of the Companies Act, 2013 read with rule 5 of the Companies (Accounts) Rules, 2014, a statement containing silent features of the Financial Statements of the Company's Associate Company in form No. AOC-1 is attached in the **Annexure-A**.

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to Regulation 34(2) of Securities and Exchange Board of India (LODR), Regulation, 2015, a Management and Discussion and Analysis report is given in the **Annexure-B**.

## DIRECTORS and KMPs

- The Board at its meeting held on October 30, 2021, on recommendation of the Nomination and Remuneration Committee, had appointed Mr. Wolfgang Fuchs (DIN: 07317102), and Shri Kiran Patel (DIN: 00084171) subject to the approval of the members.
- All Independent Directors have given Declarations that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013.
- The Board of the Company is duly constituted and none of the Directors of your company is disqualified as per section 164(2) of the Companies Act, 2013. Your Directors have made necessary disclosures, as required under various provisions of Companies Act, 2013 and SEBI (LODR) Regulation, 2015.

## BOARD EVALUATION

In Compliance with the provisions of the Companies Act, 2013, and Regulation 25(4)(a) of the SEBI Regulation, Annual Performance evaluation of the Board and its Directors was carried out on based of selected parameters. All the Board Members have evaluated the Performance of Board as whole, Individual Performance of each Board member and the Chairman, Managing Director and Board

Committees of the Company, considering the views of executive directors and non-executive directors. In a separate meeting of the independent directors, performance of the independent and the non-independent directors was evaluated.

There are no such material observations which are carried by the Directors on evaluation of the Board. Further, in the view of previous year's observation company has taken steps as suggested by the Directors.

#### **MEETINGS OF BOARD AND COMMITTEES**

The Board met 4 (Four) times during the year, and the intervening gap between the meetings was within the period prescribed under the Act and the SEBI Listing Regulations and as per the Circulars issued by the Ministry of Corporate Affairs and SEBI. The Details of the meetings of Board of Directors, Audit Committee and Nomination & Remuneration Committee held for the F.Y. 2021-22 are given in **Annexure-C**.

##### **i) AUDIT COMMITTEE**

The Audit Committee helps Board monitor the management's financial reporting process and ensures that Disclosures are accurate, timely and at highest level. It also oversees the Work of internal and independent Auditors. During the year under review, all recommendations made by the Audit Committee were accepted by the Board.

Audit Committee is formulated by the Company with the following Composition;

1. Shri Kiran M. Patel:  
Chairman of the Audit Committee
2. Shri Ashish S. Amin:  
Member of the Audit Committee
3. Shri Mahesh H. Joshi:  
Member of the Audit Committee

##### **ii) NOMINATION & REMUNERATION COMMITTEE AND POLICY**

Our Nomination & Remuneration Committee is formulated by the Company with the following Composition;

1. Shri Kiran M. Patel:  
Chairman of the N & R Committee
2. Dr Arpita A. Amin:  
Member of the N & R Committee
3. Shri Mahesh H. Joshi:  
Member of the N & R Committee

The Board has on the recommendation of the Nomination & Remuneration Committee framed a

policy for selection and appointment of Directors, Senior Management and their remuneration. The detailed remuneration policy is available on the company's website: [www.rolconengineering.com](http://www.rolconengineering.com)

#### **MEETING OF INDEPENDENT DIRECTORS**

In terms of requirements under Schedule IV of the Companies Act, 2013, and Regulation 25 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of the Independent Directors was held on February 3, 2022.

The Independent Directors at the meeting, inter alia, reviewed the following:-

- Performance of Non-Independent Directors and Board as a whole.
- Performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.
- Assessed 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.

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your directors make the following statements in the terms of the section 134(3)C and 134(5) of the Company Act, 2013:

- a) That in the preparation of the Annual financial statements for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) That such accounting policies have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2022 and of the profit of the Company for the year ended on that date;
- c) That Proper and sufficient care has been taken for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 2013 and for safeguarding the assets of the Company for preventing and detecting fraud and other irregularities;
- d) That the Annual Accounts have been prepared on a going concern basis;
- e) That the proper internal financial controls were in place and that the financial control were

adequate and were operating effectively;  
f) That proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **RELATED PARTY TRANSACTIONS**

Your Company has adopted a Related Party Transactions Policy. The Audit Committee reviews this policy from time to time and also reviews and approves all related party transactions, to ensure that the same are in line with the provisions of applicable law and the Related Party Transactions Policy. The policy was amended by the Board of Directors on March 31, 2022, to incorporate the new requirements introduced under the SEBI Listing Regulations.

All related party transactions that were entered into during the financial year were on at arm's length basis and were in the ordinary course of business. All the related party transactions were placed before the Audit Committee for prior approval or omnibus approval, as case may be. Prior approval of the board and Audit Committee were obtained on a quarterly basis for the transactions which were of a foreseen and repetitive nature, if any.

Hence, No such contract or arrangement with Related Parties referred to in Section 188 (1) of the Act entered by the Company during the year which required to be disclosed in Form AOC-2.

Further, Company has framed a policy on RPTs for the purpose of identification, approval and monitoring of such transactions. The policy on Related Party Transactions is hosted on the company's website: [www.rolconengineering.com](http://www.rolconengineering.com).

### **VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a Vigil Mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. Further, a dedicated helpline has been set up by the company in Line management. The helpline can be contacted to report any suspected or confirmed incident of fraud/misconduct. Details of the Policy are available on the company's website: [www.rolconengineering.com](http://www.rolconengineering.com).

### **CODE OF CONDUCT**

The Board has framed and approved code of conduct for Board of Directors and senior management of the company in Compliance with Regulation 17(5) of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015. Details of the Policy are available on the company's website: [www.rolconengineering.com](http://www.rolconengineering.com)

### **INTERNAL FINANCIAL CONTROLS**

Adequate internal financial controls are in place which ensures the reliability of financial and operational information. The regulatory and statutory compliances are ensured to enables the business processes and also ensures financial discipline and fosters accountability.

### **INTERNAL AUDITOR**

Shri Kanchanlal M. Parikh, (M.No. 008539), Chartered Accountant, who is our internal auditors have carried out internal audit for the FY 2021-22. Their reports were reviewed and consider by the Audit Committee.

### **AUDITORS**

At the 52<sup>nd</sup> AGM held on July 16, 2019, the Members have appointment of M/s JHS & Associates-LLP, Chartered Accountants (133288W/W100099), as Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of that AGM till the conclusion of the 57<sup>th</sup> AGM (F.Y. 2023-24).

There are no qualifications, reservations or adverse remarks made by Statutory Auditors, in their report for the F.Y. 2021-22.

### **SECRETARIAL AUDIT**

Pursuant to provision 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. Kiran Vaghela and Associates (C.P.No. 18617), Anand, a firm of Company Secretaries in practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor of the company is annexed herewith as **Annexure-D**.

The Secretarial Auditor's Report for the financial year 2021-22 does not contain any qualification, reservation or adverse remark.

### **ANNUAL SECRETARIAL COMPLIANCE REPORT**

As per BSE circular LIST/COMP/12/2019-20 dated May 14, 2019, the company is claiming exemption under Regulation 15(2) of SEBI (LODR) Regulations, 2015 accordingly company is not required to submit Annual Secretarial Compliance Report to stock exchange.

### **CORPORATE GOVERNANCE**

Pursuant to the SEBI circular dated September 15, 2014 and Regulation 15(2) contained in Chapter IV to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 dated September

2, 2015 in Connection with Corporate Governance is not applicable to the company, since the paid-up capital of the company is less than Rs. 10 Crores and Net Worth of the company is below Rs. 25 Crores as on last day of previous financial year.

#### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.**

The information on Conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure-E**.

#### **DETAILS OF ORDER PASSED BY THE REGULATORS**

There were no significant and material orders passed by the regulators or courts or tribunals impacting the Going Concern Status and Company's Operation in the future.

#### **ANNUAL RETURN**

Pursuant to Section 92(3) and 134(3)(a) of the Act the Annual Return of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014 (as amended), is placed on the website of the company and is accessible at the weblink: <http://rolconengineering.com/Annual-Return.aspx>

#### **PARTICULARS OF EMPLOYEES**

There is no employee whose details is required to be disclosed pursuant to Section 197 of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORK PLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013.**

The Company has safe and healthy work environment that enables its employees to work without fear, prejudices, gender bias and Sexual harassment and also set up guideline in line with the requirement of The Sexual Harassment of Women at workplace (Prevention, Prohibition & Redressal) Act, 2013. Further, Your Company has in place a Sexual Harassment Prevention and Grievance Handling Policy in line with the requirement of the provision of the Act. Company has not received any complaints during the financial year.

#### **ACKNOWLEDGEMENT**

Your Directors place on record their sincere appreciation for overwhelming co-operation and assistance received from investors, customers, business associates, bankers, as well as regulatory and governmental authorities. Your Directors also thank the employees at all levels, who, through their dedication, co-operation, support and smart work, have enabled the Company to achieve growth.

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

Vallabh Vidyanagar

May 20, 2022.

## Annexure - A

### Form AOC - 1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of Subsidiaries/Associate companies/Joint ventures

### Part "B": Associates and Joint Ventures

(Amt. in Lakhs)

| Sr. No. | Particular  | 1   |
|---------|---|---|
| 1       | <b>Name of Associates</b>   | Sudeep Rub-Chem Private Limited                             |
| 2       | <b>Latest audited Balance Sheet Date</b>  | May 20, 2022  |
| 3       | <b>Shares of Associate/Joint Ventures held by the company on the year end</b>     |   |
|         | No.   | 1450  |
|         | Amount of Investment in Associates/Joint Ventures                                 | 79.49   |
|         | Extend of Holding %   | 48.34%  |
| 4       | <b>Description of how there is significant Influence</b>                          | Directors are Members and having control on decision making |
| 5       | <b>Reason why the associate/Joint Ventures is not consolidated</b>                | Accounts of Associates have been Consolidated               |
| 6       | <b>Net worth attributable to Shareholding as per latest audited Balance Sheet</b> | 1465.94   |
| 7       | <b>Profit / Loss for the year</b>   |   |
|         | i. Considered in Consolidation  | (2.93)  |
|         | i. Not Considered in Consolidation  | -   |

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

Vallabh Vidyanagar  
May 20, 2022

## **ANNEXURE – ‘B’**

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Pursuant to Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Management Discussion and Analysis Report covering business performance and outlook (within limits set by Company's competitive position) is given below:

#### **A. INDUSTRY STRUCTURE AND DEVELOPMENT**

##### **Global Economy**

World has faced a long battle against the COVID-19 virus and its new strains, the global economic recovery is continuing, even as the pandemic resurges. The global economy recorded a robust growth of 5.9% in FY 2021, against the 3.3% in FY 2020. Effective policies, vaccination drives, timely interest rate redressal and relaxation of the lockdowns by the Government worldwide boosted demand in various segment of the economy.

However, at the end of the FY 2021-22, the war between Russia and Ukraine has weakened the momentum of progress and uncertainty has increased worldwide. The Global Supply chain has disturbed and fuel price has been increased which also expected to boom in FY 2022 and coming years. On the other hand Europe is facing severe difficulty due to interruption threat by Russia. Overall, the pricing of inflation is expected in following to this unpredicted crisis.

Going forward the IMF expects the Global growth likely to be 3.6% in 2022. War induced commodity price increases and broadening price pressure have led to 2022 inflation projections of 5.7% in advanced economies and 8.7% in emerging and developing economies. S&P Global rating GDP growth forecast at 3.2% for 2022.

##### **Indian Economy**

The outbreak of COVID-19 pandemic halted life in FY 2020-21 and for some considerable time in FY 2021-22 as well. However, Indian Economy has shown steady growth inching closer to the pre pandemic level. The Government brought in various reforms that boosted the manufacturing sector and by year 2025, the government expenditure on infrastructure will be increased by Rs. 111 lakh. The government led changes in interest rates, liquidity rates and policies, at the regular intervals help the Indian economy to gain momentum.

The Economic Survey advance estimates a growth

rate of 8.9% in FY 2022-23. The IMF projects a GDP growth of 8.2% for FY 2022-23 and 6.9% for FY 2023-24, which is slight lower than earlier forecast, reflecting in part weaker domestic demand as higher oil prices are expected to weigh on private consumption and investment and a drag from lower net exports.

The growth prospects across various sectors seem promising. Agriculture is expected to grow at 3.9% on the back of a good monsoon. The manufacturing and construction segments are estimated to grow in double digits, bolstered by rising demand, easy availability of credit and stimulus packages, and a favourable base. Private consumption is expected to grow and the Government expenditure is keeping the economic activity ticking. This also means investment demand, as represented by the gross fixed capital formation, is likely to grow at the rate of 15%. Owing to robust revenue collections and nominal GDP growth of 17.6%, Government capital expenditure is expected to rise during Q4 FY 2021-22. The fiscal deficit for FY 2021-22 went marginally up from 6.8% to 6.9%, and is likely to be 6.4% in FY 2022-23. This can be attributed to the Government's focus on investment led growth, conservatism and realism. The Government is being mindful about the pandemic-related concerns and the global geopolitical challenges have emerged and the rate hikes cycle is about to start globally.

The Indian Economy remains optimistic in terms of growth opportunities. Certain risks, such as the rise in fuel prices, inflation, international war tens situation as well as new strains and variants of the COVID19 virus, can be challenging. But India continues to be an attractive space for investors, as an alternate manufacturing destination for specific industries, such as Information Technology, Manufacturing Industry and the Agricultural Sector.

##### **Industrial & Engineering Market**

India's engineering sector has witnessed a remarkable growth over the last few years driven by increased investment in infrastructure and industrial production. The engineering sector, being closely associated with the manufacturing and infrastructure sectors, is of strategic importance to India's economy. India, on its quest to become a global superpower, has made significant stride towards developing its engineering sector. The engineering sector in India attracts immense interest from foreign players as it enjoys a comparative advantage in terms of manufacturing cost, technology, and innovation. The above, coupled with favourable regulatory policies and growth in the manufacturing sector, has enabled



several foreign players to invest in India. The Indian engineering sector is of strategic importance to the economy owing to its intense integration with other industry segments. The sector has been delicensed and enjoys 100% FDI. With the aim to boost the manufacturing sector, the Government has relaxed the excise duties on factory gate tax, capital goods, consumer durables and vehicles.

## B. OPPORTUNITIES AND THREATS

### Opportunities

- The global Drive Chain market reached a value of US\$4.9 Billion in 2021. Looking forward, it is expected to reach US\$6.1 Billion in 2022 by 2027, exhibiting at a CAGR of 3.8% during 2022-2027. Growing at a revised CAGR in the post-COVID-19 period Cement, Sugar and Fertilizer Industries is expected to boom in where Conveyor Chain is mainly used.
- The rising demand for Steel in the world has predicted that in FY 2022-23 crude steel production in India is estimated to increase by 18%, to reach 120 million tonnes.
- Engineering Manufacturing Company's Demand for spare would increase slowly in response to the overall manufacturing growth in the Country and outside and as such business of industrial chain sprocket is expected to rise.

### Threats

- Russia and Ukraine war: Based on the current conflict between Russia and Ukraine created global tense and inflation on the price of natural gas and oil and future market environment estimates, the base cost of material is expected to continue to be volatile. GDP witnessed contraction pushing forecast below estimated.
- Covid-19 pandemic: With the threat of the pandemic continuing globally, China is still fighting against COVID. Also, Experts warn the world to remain alert.
- Availability of Steel and its Price Volatility is very high.
- High bond yield in USA at all-time high, which has huge impact on global economy and Dollar index.
- Inflation index in USA at highest level, so as India has huge impact on demand all over the world.

## C. OUTLOOK

The Indian Economy remains optimistic in terms of growth opportunities. The overall macro-economic stability indicators suggest that the Indian economy is well positioned to take on the challenges of FY 2022-23. Strategies adopted by the Indian Government, such as PLI scheme and The Company is confident that it can utilise future opportunities and face future challenges with agility in order to meet the shareholders' expectation of sustainable growth and profitability. The key focus areas are:

- Adoption of New Technology and Machinery
- Diversification New Products/ Services from Existing Customer
- Increasing the Value Addition per product
- To Sustain the EBITDA levels
- Retaining the existing Customer base and wallet share
- More Focus on Marketing all over the globe
- To explore Export sales
- Growth oriented Investment

## D. DISCUSSION ON FINANCIAL

### performance with respect to operational performance

The Highlights of the Company's performance is provided below:

- Turnover increased by 63.75 % and stood at 4189.80 Lakh due to fast recovery in economy and increases overall demand from all sectors in the country (YoY).
- PBT grown by 331.88 % from 92.34 Lakh to 398.80 Lakh
- PAT grown by 418.75 % from 55.85 Lakh to 289.72 Lakh
- EBITDA has Increased by 205.43% from 159.04 Lakh to 485.76 Lakh
- Long term borrowing has grown by 567.10 % from 9.02 Lakh to 60.14 Lakh (Overdraft from the bank against Fixed Deposit)
- Operating cash flow now stands at 1.58 Crs as against 0.95 Crs in LY

Segment: The Company has identified its business of Manufacturing 'Engineering Goods' which is only 'operating Segment' as primary reportable segment.

## E. KEY FINANCIAL RATIOS:

| Ratios              | Units | FY 2021-22 | FY 2020-21 | % Change |
|---------------------|-------|------------|------------|----------|
| Debtors Turnover    | Times | 9.97       | 6.97       | 3        |
| Inventory Turnover  | Times | 6.25       | 3.68       | 2.57     |
| EBIDTA margin       | %     | 20.19      | 6.22       | 13.97    |
| Net Profit margin   | %     | 6.91       | 2.18       | 4.73     |
| Return on Net worth | %     | 2.57       | 2.24       | 0.33     |
| Current Ratio       | Times | 1.68       | 1.75       | (0.07)   |
| Debt Equity Ratio   | Times | 0.71       | 0.73       | (0.02)   |

## F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company maintains adequate and effective internal control systems commensurate with its size and complexity. It also ensures that they are recorded in All material respects to permit preparation of financial statements in conformity with established accounting principles, along with the assets of the Company being adequately safeguarded against significant misuse or loss. In the opinion of the Management, the Company has adequate internal audit and control systems to ensure that all transactions are authorized, recorded and reported correctly. An independent internal audit function is an important element of the Company's internal control systems. This is supplemented through an extensive internal audit program and periodic review by the management and the Audit Committee. The Corporate Governance practices instituted by the Company are discussed in detail in the chapter on Corporate Governance which forms part of the Annual Report.

## G. RISKS AND CONCERNS

The Management maintains an active oversight of the risk and the effectiveness of the risk mitigation strategies and plans put in place by the Company. Covid-19 and unexpected conflict in Europe specially between Russia and Ukraine highlighted the need to proactively define and implement strategies to address uncertain or contingent risk as one of the key business risks facing the Company. The general slowdown of the economy due to disruptions caused by the pandemic and war zone as well as continued volatility in input costs and foreign exchange remains a risk. The Company has appropriate

mitigation plans to protect margins while continuing to grow and transform the business. While the Company's focus on long term strategic drivers and brand building continues.

Strategic and pricing interventions as well as cost and efficiency management programs were undertaken keeping in mind input costs, competitive positioning and product brand strategy. The Company actively managed its cyber security risk including the impact of greater remote working required during the pandemic by promoting the right behaviors and using tools and processes to protect its information, systems, assets and people against current and emerging cyber security threats. The Company has a robust risk mitigation plan to minimize identified risks through continuous monitoring and mitigating actions as may be required.

## H. HUMAN RESOURCE AND INDUSTRIAL RELATIONS

The Company recognizes that human capital is its cardinal asset. Prudent HR practices have helped nurture the skills and growth of its employees. The Company extensively invests in training programmes and learning modules. It reinforces engagement with employees across levels by providing an enriched workplace and transparent communication. With new ways of working during the pandemic, the Company is now geared to create a digitally-enabled workplace to the extent possible, with seamless virtual collaboration. The Company consciously works and maintains harmonious industrial relations at its offices and plants. It believes and nurtures a culture of complete transparency through open communication channels with easy access. The Company

further refines its policies in alignment with its organizational interest, benefitting everyone at the same time. As on March FY 2022, the Company had a total team of 248 employees adding value to the organization.

#### **CAUTIONARY STATEMENT**

The statement forming a part of this Report may contain certain forward-looking remarks with the meaning of applicable Securities Law and Regulations. Many factors could cause the actual results, performances, or achievements of the Company to be materially different from any future results, performances, or achievements. Significant factors that could make a difference to the Company's operations include domestic and international economic conditions, changes in government regulations, tax regime and other statutes.

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

Vallabh Vidyanagar  
May 20, 2022.

## ANNEXURE – ‘C’ TO BOARD’S REPORT

| Type of Meetings                            | Date   |
|---|--|
| Board of Director’s Meetings                | May 28, 2021<br>August 08, 2021<br>October 29, 2021<br>February 03, 2022 |
| Audit Committee Meetings                    | May 28, 2021<br>August 06, 2021<br>October 29, 2021<br>February 03, 2022 |
| Nomination & Remuneration Committee Meeting | October 29, 2021   |

For and on behalf of Board’s of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

Vallabh Vidyanagar  
May 20, 2022

## ANNEXURE – ‘D’ TO BOARD’S REPORT

### Form No. MR-3

#### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[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,  
**Rolcon Engineering Company Limited**  
Anand Sojitra Road,  
Vallabh Vidyanagar-388120, Gujarat, India.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROLCON ENGINEERING COMPANY LIMITED (CIN:L29259GJ1961PLC001439) (hereinafter called ‘the company’). Secretarial Audit was conducted in accordance with the Guidance Notes issued by the Institute of Company Secretaries of India and 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, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2022 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 the other records maintained by the Company for the financial year ended on March 31, 2022 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;

3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. As informed to us, there were no FDI transactions in the Company during the year under review.
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, 1992;
  - c) 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 – Company has appointed SEBI registered Category-I Registrar and Share Transfer Agent.

During period under report, no specific law is applicable to the Company.

We have also examined compliance with the applicable clauses/regulations of the following to the extent applicable to the company during the period of the Audit:

- (i) Secretarial Standards 1 & 2 issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange i.e. BSE Limited.
- (iii) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

**We report that** During the Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above:

**We further report that** there were no actions/events in pursuance of the following regulations requiring compliance thereof by the Company during the period of this report:

- a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- b) The Securities and Exchange Board of India

- (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended from time to time;
  - d) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013, as amended from time to time;
  - e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, and
  - f) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

We further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by auditor/other designated professionals.

**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 period under review were carried out in compliance with the provisions of the Act.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes. However, there were no any dissenting views.

**We further report that** there are adequate systems and processes on 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, there was no other specific event/activities having a major bearing on the company's affair in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For, KIRAN VAGHELA & ASSOCIATES**  
Company Secretaries

**Kiran Vaghela**  
(Proprietor)  
M.No.:A39229/C.P.No.:18617  
UDIN: A039229D000283297

Anand  
May 7, 2022

Note: This report is to be read with our letter of even date which is annexed as **ANNEXURE-1** and forms an integral part of this report.

**ANNEXURE-1** of secretarial Audit Report

**For, KIRAN VAGHELA & ASSOCIATES**  
Company Secretaries

To,  
The Members,  
**Rolcon Engineering Company Limited**  
Anand Sojitra Road,  
Vallabh Vidyanagar-388120, Gujarat, India.

**Kiran Vaghela**  
(Proprietor)  
M.No.:A39229/C.P.No.:18617  
UDIN: A039229D000283297

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

Anand  
May 7, 2022

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of 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.
7. We Conducted our Audit in the manner specified under section 204 of the Company's Act, 2013 and rules made there under, which seeks an opinion and reasonable assurance about the compliance status of various applicable acts and rules of the Company.

## **ANNEXURE – ‘E’ TO BOARD’S REPORT**

For and on behalf of Board of Directors of  
**Rolcon Engineering Company Limited**

Sd/-

**Suresh H. Amin**

Chairman & WTD

DIN: 00494016

### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO**

(Pursuant to the section 134(3)(m) of the Companies Act, 2013 read with Rules 8(3) of the Companies (Accounts) Rules, 2014)

Vallabh Vidyanagar  
May 20, 2022

#### **A. CONSERVATION OF ENERGY**

Energy conservation measures taken:

1. Monitoring closely high energy consuming equipment.
2. Installation of capacitors bank for achieving optimum power factor.
3. Use of Stabilizers on entire factory lighting thereby achieving overall reduction in energy consumption.
4. Optimum uses of compressors & monitoring air losses
5. Impact of the measures of 1, 2, 3 & 4 above for reduction of energy consumption and consequent impact on the cost of production of goods. Saving in fuel cost was achieved.

#### **B. TECHNOLOGY ABSORPTION**

1. The Company is using Latest technology for manufacture of Chains and Sprockets which has been implemented as per International Standard in Consultation with our technical collaborator M/s. KOBO GmbH & Co. KG. GERMANY and same has been fully absorbed.
2. Company has obtained ISO 9001-2015 certificate for industrial Chain and Sprocket separately from TUV (RWTUV SYSTEMS GmbH) GERMANY.
3. The Company is continuously improving its quality and installed Latest equipment and new Testing & Measuring Equipment viz. Fatigue Testing Machine, Wear Testing Machine, Spectroscope, Ultrasonic Tester, Magnetic Crack Detector etc.

#### **C. FOREIGN EXCHANGE EARNING AND OUTGOING**

Total Foreign exchange used and earned:

USED :- 71.75 Lakh

EARNED :- 267.10 Lakh



## **INDEPENDENT AUDITOR'S REPORT**

**To**  
**The Members of**  
**ROLCON ENGINEERING COMPANY LIMITED**  
**Report on the Audit of Standalone Ind AS**  
**Financial Statements**

### **Opinion**

We have audited the accompanying standalone Ind AS financial statements of ROLCON ENGINEERING COMPANY LIMITED, which comprise the Balance Sheet as at March, 31 2022, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March, 31 2022, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### **Basis for Opinion**

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

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current year. These matters were

addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### **Information Other than the Financial Statements 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 Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

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

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

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

### **Management's Responsibility for the Standalone Ind AS Financial Statements**

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards (Ind AS) 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 the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were

operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the

Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone 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 standalone 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 standalone 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, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act dated 25.02.2020, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, based on our audit, we further report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c. the Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the standalone Ind AS financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended;
  - e. On the basis of written representations received from the directors as on March, 31 2022, and taken on record by the Board of Directors, none of the directors is disqualified as on March, 31 2022 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". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

- 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. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
  - i.) The Company has disclosed the impact of pending litigations on its financial position in its financial statements;
  - ii.) As informed to us, the Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise;
  - iii.) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- i. (a) The respective Managements of the Company and its associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in note no.42(v) to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such associates to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company

or any of such associates (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

**FOR JHS & Associates LLP**  
Chartered Accountants  
Registration No. 133288W/W100099

(b) The respective Managements of the Company and its associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in note no.42(vi) to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Vallabh Vidyanagar  
May 20, 2022.

**Saurabh Shah**  
Partner  
Membership No: 110914  
UDIN:22110914AJHWBV1613

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

(j) As stated in Notes to the standalone financial statements

- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.
- (b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

**ANNEXURE - A TO THE INDEPENDENT AUDITORS' REPORT  
ANNEXURE REFERRED TO PARAGRAPH 1 UNDER "REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS" OF OUR REPORT OF EVEN DATE ON THE ACCOUNTS FOR THE YEAR ENDED ON MARCH 31, 2022 OF ROLCON ENGINEERING COMPANY LIMITED.**

1. In respect of its fixed assets :

(a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.

(B) The Company does not have any intangible assets and hence reporting under clause 3(i)(a)(B) of the Order is not applicable.

(b) The Company has a program of physical verification of Property, Plant and Equipment and right-of-use assets so to cover all the assets once every three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant and Equipment were due for verification during the year and were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification

© Based on our examination of the property tax receipts for land on which building is constructed, registered sale deed / transfer deed / conveyance deed and other relevant records provided to us, we report that, the title in respect of self-constructed buildings and title deeds of all other immovable properties, disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

(d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year and hence reporting under clause 3(i)(d) of the Order is not applicable.

(e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder and hence

reporting under clause 3(i)(e) of the Order is not applicable.

2.

(a) As explained to us, the inventories have been physically verified by the management during the year at reasonable intervals. In our opinion, having regard to the nature and location of stocks, the frequency of verification is reasonable. Further according to the information and explanations given to us, no material discrepancies were noticed on physical verification of inventory as compared to the book records.

(b) The Company has not been sanctioned working capital limits in excess of ₹ 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.

3. During the year under review, the Company has not made any investments in, nor provided any guarantee or securities or granted any loans or advances in the nature of loans secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties. Hence reporting under Clause 3(iii) of the Order is not applicable.

4. During the year under review, the Company has not made any loans, investments, guarantees and securities where the provisions of section 185 and 186 of the Companies Act, 2013 are applicable to the Company and hence reporting under clause 3(iv) of the Order is not applicable.

5. In our opinion and according to the information and explanations given to us the Company has not accepted any deposits during the year under review, within the meaning of Section 73 to 76 of the Companies Act, 2013 and the rules made there under and the directives issued by the Reserve Bank of India, where applicable. Hence reporting under Clause 3(v) of the Order is not applicable.

6. We have broadly reviewed the books of account and records maintained by the Company as specified by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013 with respect to its manufacturing activities and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. The contents of these accounts

- and records have not been examined by us.
7. According to the information and explanations given to us in respect of statutory and other dues :
    - (a) The Company has been regular in depositing undisputed statutory dues, including Goods and Service Tax, Provident fund, Employees' state Insurance, Income Tax, Sales tax, Service Tax, duty of Customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities during the year. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of statutory dues which has remained outstanding as on March 31, 2022 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 on the basis the records produced before us by the Company, there are no undisputed dues pending for Payments in respect of Goods and Service Tax, Provident fund, Employees' state Insurance, Income Tax, Sales tax, Service Tax, duty of Customs, duty of excise, value added tax, cess and any other statutory dues.
  8. During the year under review, there were no transactions relating to previously unrecorded income in the books of accounts, that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961)
  9. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon.
    - (b) The Company has not been declared willful defaulter by the bank or financial institution or government or any government authority.
    - (c) During the year under review, the Company has raised term loan from Bank and said was applied for the purpose for which the loans were obtained.
    - (d) On an overall examination of the financial statements of the Company, funds raised on short- term basis have, prima facie, not been used during the year for long -term purposes by the Company.
    - (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
  - (f) The Company has not raised any loans during the year and hence reporting on clause 3(ix)(f) of the Order is not applicable.
  10. (a) The company has not raised moneys by way of initial public offer or further public offer including debt instruments during the year. Accordingly, the reporting of clause 3 (x)(a) of the Order are not applicable.
    - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
  11. (a) During the course of our examination of the books of account 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 instances of fraud by the Company and no material fraud on the Company has been noticed or reported during the year, nor have we been informed of such case by the management.
    - (b) No report under sub -section (12) of section 143 of the Companies Act has been filed in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
    - (c) We have taken into consideration the whistle blower complaints, if any received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.
  12. The Company is not a Nidhi Company and hence, the reporting of clause 3 (xii) of the Order are not applicable to the Company.
  13. According to information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, and details have been disclosed in the standalone Ind AS Financial Statements as required by applicable Accounting Standard.
  14. (a) In our opinion and based upon the audit procedures performed and the information and explanations given by the management the Company has an adequate internal audit system commensurate with the size and the nature of its business.
    - (b) We have considered, the internal audit reports for the year under audit, issued to the

Company during the year and till date, in determining the nature, timing and extent of our audit procedures.

15. In our opinion and based upon the audit procedures performed and the information and explanations given by the management the Company has not entered in to any non-cash transactions with its Directors or persons connected with its directors during the year under review and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
16. (a) In our opinion, the Company is not required to be registered under section 45- IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3 (xvi)(a), (b) and (c) of the Order is not applicable.  
(b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi) (d) of the Order is not applicable.
17. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
18. There has been no resignation of the statutory auditors of the Company during the year.
19. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
20. As per section 135(1) of the Company Act,

2013, Corporate Social Responsibility provisions are not applicable to the Company, during the year under review and hence reporting under clause 3 (xx)(a), and (b) of the Order is not applicable.

**FOR JHS & Associates LLP**  
Chartered Accountants  
Registration No. 133288W/W100099

**Saurabh Shah**  
Partner  
Membership No: 110914  
UDIN:22110914AJHWBV1613

Vallabh Vidyanagar  
May 20, 2022.

## **ANNEXURE - B TO THE AUDITORS' REPORT**

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

We have audited the internal financial controls over financial reporting of ROLCON ENGINEERING COMPANY LIMITED as of March 31, 2022 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 Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

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

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

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

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

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

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

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal



financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, 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 JHS & Associates LLP**

Chartered Accountants  
Registration No. 133288W/W100099

**Saurabh Shah**

Partner  
Membership No: 110914  
UDIN:22110914AJHWBV1613

Vallabh Vidyanagar  
May 20, 2022.

**ROLCON ENGINEERING COMPANY LIMITED**  
**STANDALONE BALANCE SHEET AS AT MARCH 31, 2022**

(INR. in Lakhs)

| Sr. No   | EQUITY AND LIABILITIES   | Note No | As at<br>March 31, 2022 | As at<br>March 31, 2021 |
|----------|--|---------|-------------------------|-------------------------|
| <b>A</b> | <b>ASSETS</b>  |         |                         |                         |
| <b>1</b> | <b>Non-current assets</b>  |         |                         |                         |
|          | a. Property, plant and equipment                                   | 1       | 580.59                  | 458.52                  |
|          | b. Financial assets  |         |                         |                         |
|          | i. Investments   | 2       | 179.95                  | 161.62                  |
|          | ii. Others Financial Assets  | 3       | 17.42                   | 17.17                   |
|          | c. Deferred tax assets (Net)                                       | 4       | 57.42                   | 49.52                   |
|          | <b>Total Non Current Assets</b>                                    |         | <b>835.39</b>           | <b>686.84</b>           |
| <b>2</b> | <b>Current assets</b>  |         |                         |                         |
|          | a. Inventories   | 5       | 397.00                  | 358.27                  |
|          | b. Financial assets  |         |                         |                         |
|          | i. Trade receivables   | 6       | 559.99                  | 280.19                  |
|          | ii. Cash and cash equivalents                                      | 7       | 246.04                  | 161.80                  |
|          | iii. Bank Balances other than Above                                | 8       | 436.28                  | 416.04                  |
|          | iv. Loans  | 9       | 4.38                    | 12.27                   |
|          | v. Other Financial Assets  | 10      | 13.77                   | 5.80                    |
|          | c. Other current assets  | 11      | 23.89                   | 86.74                   |
|          | <b>Total Current Assets</b>  |         | <b>1,681.35</b>         | <b>1,321.11</b>         |
|          | <b>TOTAL ASSETS</b>  |         | <b>2,516.74</b>         | <b>2,007.95</b>         |
| <b>B</b> | <b>EQUITY AND LIABILITIES</b>                                      |         |                         |                         |
| <b>1</b> | <b>Equity</b>  |         |                         |                         |
|          | a. Equity Share Capital  | 12      | 75.60                   | 75.60                   |
|          | b. Other Equity  | 13      | 1,394.89                | 1,088.07                |
|          | <b>Total Equity</b>  |         | <b>1,470.49</b>         | <b>1,163.67</b>         |
|          | <b>Liabilities</b>   |         |                         |                         |
| <b>2</b> | <b>Non-current liabilities</b>                                     |         |                         |                         |
|          | a. Financial liabilities   |         |                         |                         |
|          | i. Borrowings  | 14      | 28.21                   | 60.14                   |
|          | b. Provisions  | 15      | 15.08                   | 28.06                   |
|          | <b>Total Non Current Liabilities</b>                               |         | <b>43.29</b>            | <b>88.21</b>            |
| <b>3</b> | <b>Current liabilities</b>   |         |                         |                         |
|          | a. Financial liabilities   |         |                         |                         |
|          | i. Trade Payables  | 16      |                         |                         |
|          | a) Total Outstanding Due of Micro and Small Enterprises            |         | 399.10                  | 102.89                  |
|          | b) Total Outstanding Due of Other than Micro and Small Enterprises |         | 333.39                  | 405.29                  |
|          | ii. Other financial liabilities                                    | 17      | 0.53                    | -                       |
|          | b. Other current liabilities                                       | 18      | 244.15                  | 218.31                  |
|          | c. Provisions  | 19      | 25.79                   | 29.58                   |
|          | <b>Total Current Liabilities</b>                                   |         | <b>1,002.96</b>         | <b>756.08</b>           |
|          | <b>TOTAL EQUITY AND LIABILITIES</b>                                |         | <b>2,516.74</b>         | <b>2,007.95</b>         |

See accompanying notes to the financial statements  
As per our report of even date attached

27 **For ROLCON ENGINEERING COMPANY LIMITED**

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W  
**Saurabh Shah**  
Partner  
Membership No. 110914  
Vallabh Vidyanagar  
May 20, 2022

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
Managing Director  
(DIN: 01130354)

**K.M. Patel**  
Director  
(DIN: 00084171)

**M.H. Joshi**  
Director  
(DIN: 00856573)

**V.K. Shah**  
CFO

**D.A. Chauhan**  
Company Secretary

Vallabh Vidyanagar  
May 20, 2022

**ROLCON ENGINEERING COMPANY LIMITED**  
**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED ON MARCH 31, 2022**

(INR. in Lakhs)

| Sr. No      | PARTICULARS  | Note No | For the year ended March 31, |                 |
|-------------|--|---------|------------------------------|-----------------|
|             |  |         | 2022                         | 2021            |
|             | <b>Income</b>  |         |                              |                 |
| i           | - Revenue from Operations  | 20      | 4,189.80                     | 2,556.14        |
| ii          | - Other Income   | 21      | 64.20                        | 55.97           |
| <b>iii</b>  | <b>Total Income ( I+II)</b>  |         | <b>4,254.01</b>              | <b>2,612.11</b> |
|             | <b>iv Expenses</b>   |         |                              |                 |
|             | a. Cost of Materials Consumed  | 22      | 1,919.33                     | 1,145.43        |
|             | b. Purchase of Stock in Trade  |         | -                            | -               |
|             | c. Changes in inventories of finished goods, work in progress and stock-in-trade       | 23      | 5.02                         | (32.66)         |
|             | d. Employee Benefits Expenses  | 24      | 678.19                       | 594.41          |
|             | e. Finance Costs   | 25      | 11.69                        | 5.81            |
|             | f. Depreciation and Amortisation Expenses  | 1       | 75.27                        | 60.89           |
|             | g. Other Expenses  | 26      | 1,162.77                     | 744.38          |
|             | <b>Total expenses (iv)</b>   |         | <b>3,852.27</b>              | <b>2,518.26</b> |
| <b>v</b>    | <b>Profit/ (loss) before exceptional items and Extraordinary Item and tax (iii-iv)</b> |         | <b>401.73</b>                | <b>93.85</b>    |
| <b>vi</b>   | <b>Exceptional items</b>   |         | -                            | -               |
| <b>vii</b>  | <b>Profit/ (loss) before Extraordinary Item and tax (v-vi)</b>                         |         | <b>401.73</b>                | <b>93.85</b>    |
| <b>viii</b> | <b>Profit/ (loss) before Tax (v-vi)</b>  |         | <b>401.73</b>                | <b>93.85</b>    |
|             | <b>ix Tax expense</b>  |         |                              |                 |
|             | a) Current tax   |         | 109.49                       | -               |
|             | b) Deferred tax  |         | 0.84                         | 36.49           |
|             | c) For Earlier Years (Including MAT Credit for Previous Year)                          |         | (1.25)                       | -               |
|             | <b>Total Tax Expense</b>   |         | <b>109.08</b>                | <b>36.49</b>    |
| <b>x</b>    | <b>Profit/ (loss) for the period from continuing operations (vii-viii)</b>             |         | <b>292.65</b>                | <b>57.36</b>    |
| <b>xi</b>   | <b>Profit/ (loss) for the period (xi+xiv)</b>  |         | <b>292.65</b>                | <b>57.36</b>    |
|             | <b>Other comprehensive income</b>  |         |                              |                 |
|             | Items that will not be reclassified to profit or loss                                  |         |                              |                 |
|             | -Remeasurement Gain/ (Loss) of the defined benefit plans                               |         | 6.86                         | (7.17)          |
|             | -Fair value changes on investments   |         | 9.92                         | 21.49           |
|             | Income tax relating to items that will be reclassified to profit or loss               |         |                              |                 |
|             | -Fair value changes on investments   |         | 8.74                         | -               |
|             | <b>Total comprehensive income for the period</b>                                       |         | <b>318.16</b>                | <b>71.68</b>    |
|             | <b>xii Earnings per equity share</b>   |         |                              |                 |
|             | a) Basic   |         | 38.71                        | 7.59            |
|             | b) Diluted   |         | 38.71                        | 7.59            |

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See accompanying notes to the financial statements  
As per our report of even date attached

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
Managing Director  
(DIN: 01130354)

**K.M. Patel**  
Director  
(DIN: 00084171)

**Saurabh Shah**  
Partner  
Membership No. 110914

**M.H. Joshi**  
Director  
(DIN: 00856573)

**V.K. Shah**  
CFO

**D.A. Chauhan**  
Company Secretary

Vallabh Vidyanagar  
May 20, 2022

Vallabh Vidyanagar  
May 20, 2022

**ROLCON ENGINEERING COMPANY LIMITED**  
**STANDALONE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022**

(INR. in Lakhs)

| PARTICULARS   | Year ended March 31 |                 |
|---|---------------------|-----------------|
|   | 2022                | 2021            |
| <b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>                      |                     |                 |
| <b>Net profit before tax and extraordinary items</b>                  | 401.73              | 93.85           |
| Adjustments for :   |                     |                 |
| Depreciation  | 75.27               | 60.89           |
| Provision in value of Diminution in investments                       | -                   | 0.01            |
| Provision for Expected Credit Loss                                    | 3.09                | -               |
| Interest expenses   | 1.80                | 1.92            |
| Interest income   | (26.11)             | (26.46)         |
| Dividend Income   | (0.01)              | (0.01)          |
| Profit on Sale of Assets  | (3.61)              | (4.95)          |
| Profit on Sale of Mutual Fund   | (1.28)              | (0.01)          |
| <b>Operating profit before working capital changes</b>                | <b>450.89</b>       | <b>125.24</b>   |
| <b>Adjustments for (increase) / decrease in operating assets</b>      |                     |                 |
| Adjustments for Working Capital changes:                              |                     |                 |
| Inventories   | (38.73)             | 35.81           |
| Trade Receivables   | (282.89)            | 173.46          |
| Short-term loans and advances   | 7.89                | (2.19)          |
| Long-term loans and advances  | -                   | -               |
| Other current assets  | (11.20)             | 9.55            |
| Other non-current assets  | (0.25)              | (1.51)          |
| <b>Adjustments for increase / (decrease) in operating liabilities</b> |                     |                 |
| Trade Payables  | 224.31              | (242.59)        |
| Short term Provision  | (3.79)              | (2.82)          |
| Other current liabilities   | 26.36               | 93.37           |
| Long term Provision   | (6.13)              | (15.47)         |
| <b>Cash generated from operations</b>                                 | <b>366.47</b>       | <b>172.85</b>   |
| Direct taxes paid   | (34.19)             | (14.42)         |
| <b>Net cash from operating activities (A)</b>                         | <b>332.28</b>       | <b>158.43</b>   |
| <b>(B) CASH FLOW FROM INVESTING ACTIVITIES :</b>                      |                     |                 |
| Acquisition of Property, Plant & Equipments                           | (200.45)            | (76.10)         |
| Proceeds from sale of Property, Plant & Equipments                    | 6.71                | 4.95            |
| Investment in Instrument  | (13.55)             | (100.69)        |
| Proceeds from Disposal of Investments                                 | 6.42                | 3.50            |
| Interest Received   | 18.13               | 26.35           |
| Dividend Received   | 0.01                | 0.01            |
| <b>Net cash from / (used) in investing activities (B)</b>             | <b>(182.73)</b>     | <b>(141.98)</b> |
| <b>(C) CASH FLOW FROM FINANCING ACTIVITIES :</b>                      |                     |                 |
| Proceeds of long term borrowings                                      | -                   | -               |
| Repayment of Short term borrowings                                    | (31.93)             | 51.13           |
| Interest paid   | (1.80)              | (1.92)          |
| Dividend Paid   | (11.34)             | (11.34)         |
| Corporate Dividend Tax Paid   | -                   | -               |

|   |                |                |              |
|---|----------------|----------------|--------------|
| <b>Net Cash from / (used) in financing activities</b>                 | <b>(C)</b>     | <b>(45.08)</b> | <b>37.87</b> |
| <b>Net Increase / (Decrease) in cash and cash equivalents</b>         | <b>(A+B+C)</b> | <b>104.48</b>  | <b>54.32</b> |
| <b>Cash and cash equivalent at beginning of the year</b>              |                |                |              |
| <b>the components being :</b>   |                |                |              |
| Cash on hand  |                | 0.10           | 0.55         |
| Balance with banks on current, margin and deposit deposit accounts    |                | 577.74         | 522.96       |
|   |                | 577.84         | 523.51       |
| <b>Cash and cash equivalents at end of the year</b>                   |                |                |              |
| <b>the components being :</b>   |                |                |              |
| Cash on hand  |                | 0.05           | 0.10         |
| Balances with scheduled banks on current, margin and deposit accounts |                | 682.28         | 577.74       |
|   |                | 682.32         | 577.84       |
| <b>Net Increase / (Decrease) as disclosed above</b>                   |                | <b>104.48</b>  | <b>54.32</b> |

As per our report of even date attached

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W

**Saurabh Shah**  
Partner  
Membership No. 110914

Vallabh Vidyanagar  
May 20, 2022

**For ROLCON ENGINEERING COMPANY LIMITED**

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**K.M. Patel**  
Director  
(DIN: 00084171)

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Director  
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**D.A. Chauhan**  
Company Secretary

Vallabh Vidyanagar  
May 20, 2022

**ROLCON ENGINEERING COMPANY LIMITED**  
**STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022**

**Attributable to the Equity Holders**

(INR. in Lakhs)

| Particulars  | Equity Share Capital | Other Equity    |                 |                  | Other comprehensive income                     |  | Total Equity attributable to equity holder of the Company |
|--|----------------------|-----------------|-----------------|------------------|--|--|---|
|  |                      | Capital Reserve | General Reserve | Retained Earning | Investments through other comprehensive income | Other item of other comprehensive income |   |
| <b>Balance as at April 1, 2020</b>                         | <b>75.60</b>         | <b>4.00</b>     | <b>605.17</b>   | <b>418.56</b>    | -  | -  | <b>1,103.33</b>   |
| <b>Changes in equity for the year ended March 31, 2021</b> |                      |                 |                 |                  |  |  |   |
| Profit for the year  | -                    | -               | -               | 57.36            | -  | -  | <b>57.36</b>  |
| Remeasurement of the net defined benefit liability/assets  | -                    | -               | -               | -                | -  | (7.17)                                   | <b>(7.17)</b>   |
| Equity instruments through other comprehensive income      | -                    | -               | -               | -                | 21.49  | -  | <b>21.49</b>  |
| Fair value changes on investments                          | -                    | -               | -               | -                | -  | -  | -   |
| <b>Total Comprehensive income for the year</b>             | -                    | -               | -               | -                | <b>21.49</b>                                   | <b>(7.17)</b>                            | <b>14.32</b>  |
| Transfer to general reserve                                | -                    | -               | 5.00            | (5.00)           | -  | -  | -   |
| Dividend   | -                    | -               | -               | (11.34)          | -  | -  | <b>(11.34)</b>  |
| Dividend distribution tax                                  | -                    | -               | -               | -                | -  | -  | -   |
| <b>Balance as at March 31, 2021</b>                        | <b>75.60</b>         | <b>4.00</b>     | <b>610.17</b>   | <b>459.58</b>    | <b>21.49</b>                                   | <b>(7.17)</b>                            | <b>1,163.67</b>   |
| <b>Balance as at April 1, 2021</b>                         | <b>75.60</b>         | <b>4.00</b>     | <b>610.17</b>   | <b>459.58</b>    | <b>21.49</b>                                   | <b>(7.17)</b>                            | <b>1,163.67</b>   |
| <b>Changes in equity for the year ended March 31, 2022</b> |                      |                 |                 |                  |  |  |   |
| Profit for the year  | -                    | -               | -               | 292.65           | -  | -  | <b>292.65</b>   |
| Remeasurement of the net defined benefit liability/assets  | -                    | -               | -               | -                | -  | 6.86                                     | <b>6.86</b>   |
| Equity instruments through other comprehensive income      | -                    | -               | -               | -                | 9.92   | -  | <b>9.92</b>   |
| Fair value changes on investments                          | -                    | -               | -               | (0.50)           | -  | -  | <b>(0.50)</b>   |
| <b>Total Comprehensive income for the year</b>             | -                    | -               | -               | <b>(0.50)</b>    | <b>9.92</b>                                    | <b>6.86</b>                              | <b>16.27</b>  |
| Transfer to general reserve                                | -                    | -               | -               | -                | -  | -  | -   |
| Dividend   | -                    | -               | -               | (11.34)          | -  | -  | <b>(11.34)</b>  |
| Dividend distribution tax                                  | -                    | -               | -               | -                | -  | -  | -   |
| <b>Balance as at March 31, 2022</b>                        | <b>75.60</b>         | <b>4.00</b>     | <b>610.17</b>   | <b>740.39</b>    | <b>31.41</b>                                   | <b>(0.31)</b>                            | <b>1,461.25</b>   |

See accompanying notes to the financial statements  
As per our report of even date attached

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W

**Saurabh Shah**  
Partner  
Membership No. 110914

Vallabh Vidyanagar  
May 20, 2022

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Company Secretary

Vallabh Vidyanagar  
May 20, 2022

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 1. PROPERTY, PLANT AND EQUIPMENT**

(INR. in Lakhs)

| Particulars   | Land Freehold | Buildings     | Plant and machinery | Computer Equipments | Furniture and fixtures | Vehicles      | Office Equipments | Total           |
|---|---------------|---------------|---------------------|---------------------|------------------------|---------------|-------------------|-----------------|
| <b>Gross carrying value as at April 1,2021</b>      | <b>5.13</b>   | <b>603.96</b> | <b>1,690.89</b>     | <b>35.91</b>        | <b>139.24</b>          | <b>127.90</b> | <b>86.10</b>      | <b>2,689.14</b> |
| Additions   | -             | 8.31          | 130.38              | 5.61                | 12.67                  | 37.42         | 6.07              | <b>200.45</b>   |
| Deletions   | -             | -             | -                   | -                   | -                      | 62.08         | -                 | <b>62.08</b>    |
| <b>Gross carrying value as at March 31,2022</b>     | <b>5.13</b>   | <b>612.27</b> | <b>1,821.28</b>     | <b>41.52</b>        | <b>151.91</b>          | <b>103.24</b> | <b>92.17</b>      | <b>2,827.51</b> |
| <b>Accumulated depreciation as at April 1, 2021</b> | <b>-</b>      | <b>339.94</b> | <b>1,556.85</b>     | <b>32.76</b>        | <b>110.49</b>          | <b>117.74</b> | <b>72.85</b>      | <b>2,230.62</b> |
| Depreciation  | -             | 24.94         | 31.44               | 1.97                | 8.23                   | 3.18          | 5.50              | <b>75.27</b>    |
| Accumulated depreciation on deletions               | -             | -             | -                   | -                   | -                      | 58.98         | -                 | <b>58.98</b>    |
| <b>Accumulated depreciation as at March 31,2022</b> | <b>-</b>      | <b>364.88</b> | <b>1,588.29</b>     | <b>34.73</b>        | <b>118.72</b>          | <b>61.94</b>  | <b>78.35</b>      | <b>2,246.91</b> |
| <b>Carrying value as at March 31, 2022</b>          | <b>5.13</b>   | <b>247.38</b> | <b>232.99</b>       | <b>6.79</b>         | <b>33.18</b>           | <b>41.30</b>  | <b>13.82</b>      | <b>580.59</b>   |
| <b>Carrying value as at April 1, 2021</b>           | <b>5.13</b>   | <b>264.02</b> | <b>134.04</b>       | <b>3.15</b>         | <b>28.75</b>           | <b>10.17</b>  | <b>13.25</b>      | <b>458.52</b>   |

| Particulars   | Land Freehold | Buildings     | Plant and machinery | Computer Equipments | Furniture and fixtures | Vehicles      | Office Equipments | Total           |
|---|---------------|---------------|---------------------|---------------------|------------------------|---------------|-------------------|-----------------|
| <b>Gross carrying value as at April 1,2020</b>      | <b>5.13</b>   | <b>590.61</b> | <b>1,649.30</b>     | <b>33.75</b>        | <b>127.34</b>          | <b>127.90</b> | <b>79.01</b>      | <b>2,613.04</b> |
| Additions   | -             | 13.35         | 41.60               | 2.17                | 11.90                  | -             | 7.09              | <b>76.10</b>    |
| Deletions   | -             | -             | -                   | -                   | -                      | -             | -                 | -               |
| <b>Gross carrying value as at March 31,2021</b>     | <b>5.13</b>   | <b>603.96</b> | <b>1,690.89</b>     | <b>35.91</b>        | <b>139.24</b>          | <b>127.90</b> | <b>86.10</b>      | <b>2,689.14</b> |
| <b>Accumulated depreciation as at April 1,2020</b>  | <b>-</b>      | <b>313.65</b> | <b>1,540.24</b>     | <b>31.25</b>        | <b>103.77</b>          | <b>113.12</b> | <b>67.69</b>      | <b>2,169.73</b> |
| Depreciation  | -             | 26.28         | 16.61               | 1.50                | 6.72                   | 4.62          | 5.16              | <b>60.89</b>    |
| Accumulated depreciation on deletions               | -             | -             | -                   | -                   | -                      | -             | -                 | -               |
| <b>Accumulated depreciation as at March 31,2021</b> | <b>-</b>      | <b>339.94</b> | <b>1,556.85</b>     | <b>32.76</b>        | <b>110.49</b>          | <b>117.74</b> | <b>72.85</b>      | <b>2,230.62</b> |
| <b>Carrying value as at March 31, 2021</b>          | <b>5.13</b>   | <b>264.02</b> | <b>134.04</b>       | <b>3.15</b>         | <b>28.75</b>           | <b>10.17</b>  | <b>13.25</b>      | <b>458.52</b>   |
| <b>Carrying value as at April 1, 2020</b>           | <b>5.13</b>   | <b>276.96</b> | <b>109.05</b>       | <b>2.49</b>         | <b>23.57</b>           | <b>14.79</b>  | <b>11.32</b>      | <b>443.31</b>   |

**Note 2. NON CURRENT INVESTMENTS**

| PARTICULARS                      | As at March 31 |               |
|----------------------------------|----------------|---------------|
|                                  | 2022           | 2021          |
|                                  | Amount         | Amount        |
| Mutual funds units               | 100.39         | 82.06         |
| Equity instruments of Associates | 79.49          | 79.49         |
| Other equity instruments         | 0.08           | 0.08          |
| <b>Total</b>                     | <b>179.95</b>  | <b>161.62</b> |

| Details of Investments |  |                       |                 |                   |                          |                       |              |                  |               |                  |               |   |              |             |                                 |  |                    |
|------------------------|--|-----------------------|-----------------|-------------------|--------------------------|-----------------------|--------------|------------------|---------------|------------------|---------------|---|--------------|-------------|---------------------------------|--|--------------------|
| Sr. No.                | Name of the Body Corporate                           | No. of Shares / Units |                 | Quoted / Unquoted | Partly Paid / Fully paid | Extent of Holding (%) |              | Cost Value (Rs.) |               | Fair Value (Rs.) |               | Investment carries at fair value through other comprehensive income |              |             | SHORT TERM/ LONG TERM GAIN/LOSS |  | Basis of Valuation |
|                        |  | 2022 (3)              | 2021 (4)        |                   |                          | 2022 (7)              | 2021 (8)     | 2022 (9)         | 2021 (10)     | 2022 (11)        | 2021 (12)     | 2022 (13)   | 2021 (14)    | 2022 (15)   | 2021 (16)                       |  |                    |
| <b>A.</b>              | <b>Mutual fund units</b>                             |                       |                 |                   |                          |                       |              |                  |               |                  |               |   |              |             |                                 |  |                    |
| 1                      | ADITYA BIRLA SL - EQUITY HYBRID 95 FUND REG.- GROWTH | 817                   | 817             |                   |                          |                       |              | 6.68             | 6.08          | 9.54             | 7.45          | 1.49  | 1.37         | -           | -                               |  | Market value       |
| 2                      | DSP BLACKROCK BALANCED FUND                          | 17,297                | 17,297          |                   |                          |                       |              | 25.00            | 25.00         | 39.50            | 35.03         | 4.47  | 10.03        | -           | -                               |  | Market value       |
| 3                      | DSP BLACKROCK DYNAMIC ASSET ALLOCATION FUND-REG-GR   | 48,271                | 48,271          |                   |                          |                       |              | 7.50             | 7.00          | 9.95             | 8.92          | 0.53  | 1.92         | -           | -                               |  | Market value       |
| 4                      | ABSL INDIA GENNEXT FUND                              | 1,083                 | 1,083           |                   |                          |                       |              | 1.55             | 0.95          | 2.05             | 1.20          | 0.26  | 0.25         | -           | -                               |  | Market value       |
| 5                      | AXIS - MIDCAP FUND                                   | 2,499                 | 2,499           |                   |                          |                       |              | 1.60             | 1.00          | 2.31             | 1.37          | 0.35  | 0.37         | -           | -                               |  | Market value       |
| 6                      | ICICI PRUDENTIAL - EQUITY & DEBT FUND                | 706                   | 706             |                   |                          |                       |              | 1.55             | 0.95          | 2.26             | 1.20          | 0.47  | 0.25         | -           | -                               |  | Market value       |
| 7                      | INVESCO - INDIA CONTRA FUND                          | 2,254                 | 2,254           |                   |                          |                       |              | 1.70             | 1.10          | 2.32             | 1.42          | 0.30  | 0.32         | -           | -                               |  | Market value       |
| 8                      | NIPPON INDIA- EQUITY HYBRID FUND SEGREGATED          | 0                     | 28,586          |                   |                          |                       |              | 0.00             | 5.15          | 0.00             | 5.38          | (0.23)  | 0.23         | 1.27        | -                               |  | Market value       |
| 9                      | PRINCIPAL BALANCED ADVANTAGE FUND                    | 42,284                | 42,284          |                   |                          |                       |              | 13.68            | 8.88          | 15.61            | 9.77          | 1.04  | 0.89         | -           | -                               |  | Market value       |
| 10                     | DSP ULTRA SHORT FUND-GR                              | 7                     | 7               |                   |                          |                       |              | 0.17             | 0.17          | 0.21             | 0.20          | 0.01  | 0.03         | -           | -                               |  | Market value       |
| 11                     | ICICI PRUDENTIAL -BAL. ADVANTAGE FUND -REG-G         | 3,931                 | 3,931           |                   |                          |                       |              | 2.76             | 1.75          | 3.05             | 1.74          | 0.31  | (0.00)       | -           | (0.01)                          |  | Market value       |
| 12                     | ICICI PRUDENTIAL LIQUID FUND                         | -                     | 251             |                   |                          |                       |              | -                | 0.75          | -                | 0.76          | (0.01)  | 0.01         | 0.005       | 0.01                            |  | Market value       |
| 13                     | KOTAK BALANCE ADVANTAGE FUND REG-G                   | 13,304                | 13,304          |                   |                          |                       |              | 3.01             | 1.75          | 3.26             | 1.75          | 0.24  | 0.003        | -           | -                               |  | Market value       |
| 14                     | KOTAK LIQUID FUND                                    | -                     | 18              |                   |                          |                       |              | -                | 0.75          | -                | 0.76          | (0.01)  | 0.01         | 0.005       | 0.01                            |  | Market value       |
| 15                     | PGIM INDIA BALANCED ADVANTAGE FUND                   | 49,998                | 49,998          |                   |                          |                       |              | 5.00             | 5.00          | 5.73             | 5.10          | 0.63  | 0.10         | -           | -                               |  | Market value       |
| 16                     | ABSL BALANCED ADVANTAGE FUND                         | 694                   | -               |                   |                          |                       |              | 0.50             | -             | 0.50             | -             | 0.00  | -            | -           | -                               |  | Market value       |
| 17                     | HDFC EQUITY SAVINGS FUND                             | 1,037                 | -               |                   |                          |                       |              | 0.50             | -             | 0.50             | -             | 0.00  | -            | -           | -                               |  | Market value       |
| 18                     | KOTAK CORPORATE BOND FUND                            | 17                    | -               |                   |                          |                       |              | 0.50             | -             | 0.50             | -             | 0.00  | -            | -           | -                               |  | Market value       |
| 19                     | MAHINDRA MANULIFE MUTUAL FUND                        | 7,505                 | -               |                   |                          |                       |              | 1.50             | -             | 1.55             | -             | 0.05  | -            | -           | -                               |  | Market value       |
| 20                     | PGIM INDIA MUTUAL FUND                               | 1,674                 | -               |                   |                          |                       |              | 1.50             | -             | 1.53             | -             | 0.03  | -            | -           | -                               |  | Market value       |
|                        | <b>Total mutual fund units</b>                       | <b>2,21,963</b>       | <b>2,11,306</b> |                   |                          |                       |              | <b>74.70</b>     | <b>66.27</b>  | <b>100.39</b>    | <b>82.06</b>  | <b>9.92</b>   | <b>15.79</b> | <b>1.28</b> | <b>(0.01)</b>                   |  |                    |
| <b>B.</b>              | <b>Equity instruments of Associates</b>              |                       |                 |                   |                          |                       |              |                  |               |                  |               |   |              |             |                                 |  |                    |
| 1                      | SUDEEP RUB-CHEM PRIVATE LIMITED                      | 1,450                 | 1,450           | Unquoted          | Fully Paid               | 48.34                 | 48.34        | 79.49            | 79.49         | 79.49            | 79.49         | -   | -            | -           | -                               |  | Cost               |
|                        | <b>Total equity instruments of Associates</b>        | <b>1,450</b>          | <b>1,450</b>    |                   |                          | <b>48.34</b>          | <b>48.34</b> | <b>79.49</b>     | <b>79.49</b>  | <b>79.49</b>     | <b>79.49</b>  | <b>-</b>  | <b>-</b>     | <b>-</b>    | <b>-</b>                        |  |                    |
| <b>C.</b>              | <b>Other equity instruments</b>                      |                       |                 |                   |                          |                       |              |                  |               |                  |               |   |              |             |                                 |  |                    |
| 1                      | The CHAROTAR GAS SAHAKARI MANDALI LTD                | 15                    | 15              | Unquoted          | Fully Paid               |                       |              | 0.08             | 0.08          | 0.08             | 0.08          | -   | -            | -           | -                               |  | Cost               |
| 2                      | The V.V.C.C. BANK LTD                                | 1                     | 1               | Unquoted          | Fully Paid               |                       |              | 0.001            | 0.001         | 0.001            | 0.001         | -   | -            | -           | -                               |  | Cost               |
|                        | <b>Total other equity instruments</b>                | <b>16</b>             | <b>16</b>       |                   |                          |                       |              | <b>0.08</b>      | <b>0.08</b>   | <b>0.08</b>      | <b>0.08</b>   | <b>-</b>  | <b>-</b>     | <b>-</b>    | <b>-</b>                        |  |                    |
|                        | <b>Total non current investments</b>                 | <b>2,23,429</b>       | <b>2,12,772</b> |                   |                          | <b>48.34</b>          | <b>48.34</b> | <b>154.26</b>    | <b>145.84</b> | <b>179.95</b>    | <b>161.62</b> | <b>9.92</b>   | <b>15.79</b> | <b>1.28</b> | <b>(0.01)</b>                   |  |                    |



**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 3. OTHER FINANCIAL ASSETS**

(INR in Lakhs)

| PARTICULARS                         | As at March 31 |              |
|-------------------------------------|----------------|--------------|
|                                     | 2022           | 2021         |
|                                     | Amount         | Amount       |
| <b>Unsecured, considered good :</b> |                |              |
| Deposits                            | 17.42          | 17.17        |
| Advance for Capital Expenditure     | -              | -            |
| <b>Total</b>                        | <b>17.42</b>   | <b>17.17</b> |

**Note 4. DEFERRED TAX ASSET (NET)**

| PARTICULARS  | As at March 31 |              |
|--|----------------|--------------|
|  | 2022           | 2021         |
|  | Amount         | Amount       |
| Deferred Tax Assets  |                |              |
| - On account of unabsorbed Depreciation                                      | -              | 2.15         |
| - On account of Disallowances Under income tax act                           | 11.37          | 14.99        |
| - On account of Difference Between Book Depreciation And Depreciation As per |                |              |
| Income Tax Act   | 37.31          | 32.38        |
| - Fair Value Changes on Investment   | 8.74           | -            |
| <b>Total</b>   | <b>57.42</b>   | <b>49.52</b> |

**Note 5. INVENTORIES**

| PARTICULARS                 | As at March 31 |               |
|-----------------------------|----------------|---------------|
|                             | 2022           | 2021          |
|                             | Amount         | Amount        |
| Stock In Hand               |                |               |
| a) Raw Materials and Stores | 138.58         | 94.82         |
| b) Semi-Finished Goods      | 116.70         | 116.33        |
| c) Finished Goods           | 141.72         | 147.12        |
| <b>Total</b>                | <b>397.00</b>  | <b>358.27</b> |

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 6. TRADE RECEIVABLES**

**Trade Receivables ageing schedule As at March 31, 2022**

(INR in Lakhs)

| PARTICULARS   | Outstanding for following periods from due date of payment |                  |           |           |                   | Total         |
|---|--|------------------|-----------|-----------|-------------------|---------------|
|   | Less than 6 months   | 6 months 1 years | 1-2 years | 2-3 years | More than 3 years |               |
| (i) Undisputed Trade receivables – considered good        | 558.99   | 3.24             | -         | 0.85      | -                 | 563.08        |
| Less:-Allowances for Expected Credit Loss                 | 0.02   | 2.22             |           | 0.85      |                   | 3.09          |
| <b>Net Undisputed Trade receivables – considered good</b> | <b>558.97</b>  | <b>1.02</b>      | -         | -         | -                 | <b>559.99</b> |
| (ii) Undisputed Trade Receivables – credit impaired       | -  | -                | -         | -         | 19.92             | 19.92         |
| Less:-Allowances for Expected Credit Loss                 | -  | -                | -         | -         | 19.92             | 19.92         |
| <b>Total</b>  | <b>558.97</b>  | <b>1.02</b>      | -         | -         | -                 | <b>559.99</b> |

**Trade Receivables ageing schedule As at March 31, 2021**

| PARTICULARS   | Outstanding for following periods from due date of payment |                  |              |           |                   | Total         |
|---|--|------------------|--------------|-----------|-------------------|---------------|
|   | Less than 6 months   | 6 months 1 years | 1-2 years    | 2-3 years | More than 3 years |               |
| (i) Undisputed Trade receivables – considered good  | 260.35   | 7.31             | 12.53        | -         | -                 | 280.19        |
| Net Undisputed Trade receivables – considered good  | 260.35   | 7.31             | 12.53        | -         | -                 | 280.19        |
| (ii) Undisputed Trade Receivables – credit impaired | -  | -                | -            | -         | 19.92             | 19.92         |
| Less:-Allowances for Expected Credit Loss           | -  | -                | -            | -         | 19.92             | 19.92         |
| <b>Total</b>  | <b>260.35</b>  | <b>7.31</b>      | <b>12.53</b> | -         | -                 | <b>280.19</b> |

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 7. CASH AND CASH EQUIVALENTS**

(INR in Lakhs)

| PARTICULARS                                   | As at March 31 |               |
|---|----------------|---------------|
|   | 2022           | 2021          |
|   | Amount         | Amount        |
| <b>I. Cash &amp; Cash Equivalents</b>         |                |               |
| a. Balances with banks                        | 134.27         | 31.70         |
| b. Cash on hand                               | 0.05           | 0.10          |
| <b>II. Other Balances</b>                     |                |               |
| Fixed Deposit (With maturity below 12 months) | 111.72         | 130.00        |
| <b>Total</b>                                  | <b>246.04</b>  | <b>161.80</b> |

**Note 8. BANK BALANCE OTHER THAN ABOVE**

| PARTICULARS                                   | As at March 31 |               |
|---|----------------|---------------|
|   | 2022           | 2021          |
|   | Amount         | Amount        |
| <b>I. Other Balances</b>                      |                |               |
| Fixed Deposit (With maturity above 12 months) | 436.28         | 416.04        |
| <b>Total</b>                                  | <b>436.28</b>  | <b>416.04</b> |

**Note 9. LOANS**

| PARTICULARS                         | As at March 31 |              |
|-------------------------------------|----------------|--------------|
|                                     | 2022           | 2021         |
|                                     | Amount         | Amount       |
| <b>Unsecured, considered good :</b> |                |              |
| a. Loans & Advances to Staff        | 0.40           | 3.40         |
| b. Advance to Suppliers - Others    | 3.98           | 8.87         |
| <b>Total</b>                        | <b>4.38</b>    | <b>12.27</b> |

**Note 10. OTHER FINANCIAL ASSETS**

| PARTICULARS                         | As at March 31 |             |
|-------------------------------------|----------------|-------------|
|                                     | 2022           | 2021        |
|                                     | Amount         | Amount      |
| <b>Unsecured, considered good :</b> |                |             |
| a. Interest Receivable              | 13.77          | 5.80        |
| <b>Total</b>                        | <b>13.77</b>   | <b>5.80</b> |

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 11. OTHER CURRENT ASSETS**

(INR in Lakhs)

| PARTICULARS   | As at March 31 |              |
|---|----------------|--------------|
|   | 2022           | 2021         |
|   | Amount         | Amount       |
| <b>Unsecured, considered good :</b>                   |                |              |
| a . Prepaid Expenses                                  | 17.66          | 9.87         |
| b. Mat Credit Entitlement                             | 7.23           | 50.09        |
| c. GST Receivable                                     | 3.41           | -            |
| d. Advance Payment of Income Tax ( Net of Provisions) |                |              |
| - Advance income tax & TDS                            | 74.67          | 53.45        |
| - Less: Provision for Taxation                        | 79.09          | 26.67        |
|   | (4.42)         | 26.78        |
| <b>Total</b>  | <b>23.89</b>   | <b>86.74</b> |

**Note 12. EQUITY SHARE CAPITAL**

| PARTICULARS                                       | As at March 31  |               |                 |               |
|---|-----------------|---------------|-----------------|---------------|
|   | 2022            |               | 2021            |               |
|   | Number          | Amount        | Number          | Amount        |
| <b>Authorised</b>                                 |                 |               |                 |               |
| Equity Shares of Rs. 10/- each                    | 14,60,000       | 146.00        | 14,60,000       | 146.00        |
| 10% Redeemable Preference Share of Rs. 100/- each | 4,000           | 4.00          | 4,000           | 4.00          |
| <b>Total</b>                                      |                 | <b>150.00</b> |                 | <b>150.00</b> |
| <b>Issued Subscribed &amp; Paid up</b>            |                 |               |                 |               |
| Equity Share of Rs. 10/- each fully Paid - Up     | 7,56,000        | 75.60         | 7,56,000        | 75.60         |
| <b>Subscribed but not fully Paid up</b>           | NIL             | NIL           | NIL             | NIL           |
| <b>Total</b>                                      | <b>7,56,000</b> | <b>75.60</b>  | <b>7,56,000</b> | <b>75.60</b>  |

**Reconciliation of Issued, Subscribed and Paid Up Equity Share Capital**

| PARTICULARS                                     | March 31, 2022 |        | March 31, 2021 |        |
|---|----------------|--------|----------------|--------|
|   | Number         | Amount | Number         | Amount |
| Shares outstanding at the beginning of the year | 7,56,000       | 75.60  | 7,56,000       | 75.60  |
| Shares Issued during the year                   | -              | -      | -              | -      |
| Shares bought back during the year              | -              | -      | -              | -      |
| Shares outstanding at the end of the year       | 7,56,000       | 75.60  | 7,56,000       | 75.60  |

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Reconciliation of Issued, Subscribed and Paid Up Preference Share Capital**

(INR in Lakhs)

| PARTICULARS                                     |        |        |        |        |
|---|--------|--------|--------|--------|
|   | Number | Amount | Number | Amount |
| Shares outstanding at the beginning of the year | -      | -      | -      | -      |
| Shares Issued during the year                   | -      | -      | -      | -      |
| Shares bought back during the year              | -      | -      | -      | -      |
| Shares outstanding at the end of the year       | -      | -      | -      | -      |

| Name of Shareholders holding more than 5% of Equity Shares | As at March 31     |                    | As at March 31     |                   |
|--|--------------------|--------------------|--------------------|-------------------|
|  | 2022               |                    | 2021               |                   |
|  | No. of Shares held | 26.00 % of Holding | No. of Shares held | 26.00% of Holding |
| Equity Shares :  |                    |                    |                    |                   |
| Suresh H Amin  | 1,96,535           | 25.95              | 1,96,535           | 25.95             |
| Ashish S Amin  | 86,350             | 11.42              | 86,350             | 11.42             |
| The Oriental Insurance Company Ltd.                        | 75,600             | 10.00              | 75,600             | 10.00             |
| Neha M Patel   | 70,920             | 9.38               | 70,920             | 9.38              |
| Malay S Shah   | 63,040             | 8.34               | 63,040             | 8.34              |
| National Insurance Company Ltd.                            | 54,000             | 7.14               | 54,000             | 7.14              |
| Rupal N Patel  | 47,280             | 6.25               | 47,280             | 6.25              |

**Details of Shares Held By Promoters**

**Shares held by promoters the end of the year March 31, 2022**

| Sr. No. | Promoters name                 | No. of Shares at the begging of the year | Change during the year | No. of Shares at the end of the year | % of total shares | % Change during the year |
|---------|--------------------------------|--|------------------------|--------------------------------------|-------------------|--------------------------|
| 1       | Sureshbhai Himabhai Amin       | 1,96,535                                 |                        | 1,96,535                             | 26.00             | -                        |
| 2       | Ashishbhai Sureshbhai Amin     | 86,350                                   | -                      | 86,350                               | 11.42             | -                        |
| 3       | Prashant C. Amin               | 11,720                                   | -                      | 11,720                               | 1.55              | -                        |
| 4       | Hemant Chandrakant Amin        | 6,850                                    | -                      | 6,850                                | 0.91              | -                        |
| 5       | Kunal Hemant Amin              | 6,550                                    | -                      | 6,550                                | 0.87              | -                        |
| 6       | Chirag Hemant Amin             | 6,095                                    | -                      | 6,095                                | 0.81              | -                        |
| 7       | Sureshbhai Himabhai Amin (HUF) | 5,625                                    | -                      | 5,625                                | 0.74              | -                        |
| 8       | Rajendra H. Amin               | 3,151                                    | -                      | 3,151                                | 0.42              | -                        |
| 9       | Arpita Ashish Amin             | 2,432                                    | -                      | 2,432                                | 0.32              | -                        |
| 10      | Asha Pradeep Desai             | 1,890                                    | -                      | 1,890                                | 0.25              | -                        |
|         | <b>Total</b>                   | <b>3,27,198</b>                          |                        | <b>3,27,198</b>                      | <b>43.29</b>      |                          |

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Details of Shares Held By Promotors**

**Shares held by promoters the end of the year March 31, 2021**

(INR in Lakhs)

| Sr. No. | Promoters name                 | No. of Shares at the begging of the year | Change during the year | No. of Shares at the end of the year | % of total shares | % Change during the year |
|---------|--------------------------------|--|------------------------|--------------------------------------|-------------------|--------------------------|
| 1       | Sureshbhai Himabhai Amin       | 1,96,198                                 | 337                    | 1,96,535                             | 26.00             | 0.048                    |
| 2       | Ashishbhai Sureshbhai Amin     | 86,350                                   | -                      | 86,350                               | 11.42             | -                        |
| 3       | Prashant C. Amin               | 11,720                                   | -                      | 11,720                               | 1.55              | -                        |
| 4       | Hemant Chandrakant Amin        | 6,850                                    | -                      | 6,850                                | 0.91              | -                        |
| 5       | Kunal Hemant Amin              | 6,550                                    | -                      | 6,550                                | 0.87              | -                        |
| 6       | Chirag Hemant Amin             | 6,095                                    | -                      | 6,095                                | 0.81              | -                        |
| 7       | Sureshbhai Himabhai Amin (HUF) | 5,625                                    | -                      | 5,625                                | 0.74              | -                        |
| 8       | Rajendra H. Amin               | 3,151                                    | -                      | 3,151                                | 0.42              | -                        |
| 9       | Arpita Ashish Amin             | 2,432                                    | -                      | 2,432                                | 0.32              | -                        |
| 10      | Asha Pradeep Desai             | 1,890                                    | -                      | 1,890                                | 0.25              | -                        |
|         | <b>Total</b>                   | <b>3,26,861</b>                          | <b>337</b>             | <b>3,27,198</b>                      | <b>43.29</b>      | <b>0.048</b>             |

| PARTICULARS  | Aggregate No. of Shares As at March 31, |      |      |      |      |
|--|---|------|------|------|------|
|  | 2022                                    | 2021 | 2020 | 2019 | 2018 |
| <b>Equity Shares :</b>   |   |      |      |      |      |
| Fully paid up pursuant to contract(s) without payment being received in cash | -                                       | -    | -    | -    | -    |
| Fully paid up by way of bonus shares   | -                                       | -    | -    | -    | -    |
| Shares bought back   | -                                       | -    | -    | -    | -    |
| <b>Preference Shares :</b>   |   |      |      |      |      |
| Fully paid up pursuant to contract(s) without payment being received in cash | -                                       | -    | -    | -    | -    |
| Fully paid up by way of bonus shares   | -                                       | -    | -    | -    | -    |
| Shares bought back   | -                                       | -    | -    | -    | -    |

| Unpaid Calls | Amount |
|--------------|--------|
| By Directors | -      |
| By Officers  | -      |

**Rights, preferences and restrictions attached to shares:**

**Equity Shares:** The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, Except in case of Interim Dividend. In the event of Liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts, in proportion to their shareholding.

**ROLCON ENGINEERING COMPANY LIMITED**

**NOTES FORMING PART OF STANDALONE FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 13. OTHER EQUITY**

(INR in Lakhs)

| PARTICULARS   | As at March 31  |                 |
|---|-----------------|-----------------|
|   | 2022            | 2021            |
|   | Amount          | Amount          |
| <b>a. Capital Redemption Reserve</b>  |                 |                 |
| Opening Balance   | 4.00            | 4.00            |
| <b>Add:-</b>  |                 |                 |
| Current Year Transfer   | -               | -               |
| <b>Less:-</b>   |                 |                 |
| Written Back in Current Year  | -               | -               |
| <b>Closing Balance (Total-A)</b>  | <b>4.00</b>     | <b>4.00</b>     |
| <b>b. General Reserves</b>  |                 |                 |
| Opening Balance   | 610.17          | 605.17          |
| <b>Add:-</b>  |                 |                 |
| Current Year Transfer   | -               | 5.00            |
| <b>Less:-</b>   |                 |                 |
| Written Back in Current Year  | -               | -               |
| <b>Closing Balance(Total-B)</b>   | <b>610.17</b>   | <b>610.17</b>   |
| <b>c. Surplus</b>   |                 |                 |
| Opening balance   | 452.41          | 418.56          |
| <b>Add:-</b>  |                 |                 |
| Net Profit/(Net Loss) For the Current Year  | 308.25          | 50.19           |
| Proposed Dividend of Previous Year Not Approved                                   | -               | -               |
| Tax on Dividend of Previous Year Not Approved                                     | -               | -               |
| <b>Less:-</b>   |                 |                 |
| Transfer to Reserves  | -               | 5.00            |
| Final Dividend Paid   | 11.34           | 11.34           |
| Tax on Proposed Dividend  |                 |                 |
| <b>Closing Balance(Total-C)</b>   | <b>749.32</b>   | <b>452.41</b>   |
| <b>d. Items of other comprehensive income - Fair value changes in Investments</b> |                 |                 |
| Opening balance   | 21.49           | -               |
| <b>Add:-</b>  |                 |                 |
| Net Profit/(Net Loss) For the Current Year  | 9.92            | 21.49           |
| <b>Closing Balance(Total-D)</b>   | <b>31.41</b>    | <b>21.49</b>    |
| <b>Sub-total (C+D)</b>  | <b>780.72</b>   | <b>473.90</b>   |
| <b>Total</b>  | <b>1,394.89</b> | <b>1,088.07</b> |

**Note 14. BORROWINGS - NON CURRENT**

| PARTICULARS   | As at March 31 |              |
|---|----------------|--------------|
|   | 2022           | 2021         |
|   | Amount         | Amount       |
| <b>Secured</b>  |                |              |
| Car loans from HDFC Bank  | 28.21          | -            |
| <b>Bank OverDraft</b>   |                |              |
| Over Draft from ICICI Bank (Secured by Hypothecation of Fixed Deposits) | -              | 60.14        |
| <b>Total</b>  | <b>28.21</b>   | <b>60.14</b> |

**Note 15. LONG TERM PROVISIONS**

(INR in Lakhs)

| PARTICULARS    | As at March 31 |              |
|----------------|----------------|--------------|
|                | 2022           | 2021         |
|                | Amount         | Amount       |
| - For Gratuity | 15.08          | 28.06        |
| <b>Total</b>   | <b>15.08</b>   | <b>28.06</b> |

**Note 16. TRADE PAYABLES****Trade payables Aging Schedule As at March 31, 2022**

| PARTICULARS   | Outstanding for following periods from due date of payment |           |           |                   | Total         |
|---|--|-----------|-----------|-------------------|---------------|
|   | Less than 1 years  | 1-2 years | 2-3 years | More than 3 years |               |
| (1)Total Outstanding Due of Micro and Small Enterprise            | 399.10   | -         | -         | -                 | 399.10        |
| (2)Total Outstanding Due of Other Than Micro and Small Enterprise | 333.39   | -         | -         | -                 | 333.39        |
| <b>Total</b>  | <b>732.49</b>  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>732.49</b> |

**Trade payables Aging Schedule As at March 31, 2021**

| PARTICULARS   | Outstanding for following periods from due date of payment |           |           |                   | Total         |
|---|--|-----------|-----------|-------------------|---------------|
|   | Less than 1 years  | 1-2 years | 2-3 years | More than 3 years |               |
| (1)Total Outstanding Due of Micro and Small Enterprise            | 102.89   | -         | -         | -                 | 102.89        |
| (2)Total Outstanding Due of Other Than Micro and Small Enterprise | 405.29   | -         | -         | -                 | 405.29        |
| <b>Total</b>  | <b>508.18</b>  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>508.18</b> |

**Note 17. OTHER FINANCIAL LIABILITIES - CURRENT**

| PARTICULARS                                | As at March 31 |          |
|--|----------------|----------|
|  | 2022           | 2021     |
|  | Amount         | Amount   |
| <b>Secured</b>                             |                |          |
| - Current Maturity of Long Term Borrowings | 0.53           | -        |
| <b>Total</b>                               | <b>0.53</b>    | <b>-</b> |

**Note 18. OTHER CURRENT LIABILITIES**

| PARTICULARS              | As at March 31 |               |
|--------------------------|----------------|---------------|
|                          | 2022           | 2021          |
|                          | Amount         | Amount        |
| <b>Unsecured</b>         |                |               |
| Other Payables           |                |               |
| - Advance from Customers | 185.98         | 165.53        |
| - Salary Payable         | 41.18          | 38.39         |
| - Statutory Dues         | 11.64          | 11.50         |
| - Rent Payable           | 0.88           | 0.91          |
| - Other Payable          | 4.46           | 1.98          |
| <b>Total</b>             | <b>244.15</b>  | <b>218.31</b> |



**Note 19. PROVISIONS**

(INR in Lakhs)

| PARTICULARS                         | As at March 31 |              |
|-------------------------------------|----------------|--------------|
|                                     | 2022           | 2021         |
|                                     | Amount         | Amount       |
| (a) Provision for employee benefits |                |              |
| - For Bonus                         | 13.40          | 13.81        |
| - For Gratuity                      | 12.39          | 15.78        |
|                                     |                |              |
| <b>Total</b>                        | <b>25.79</b>   | <b>29.58</b> |

**NOTES FORMING PART OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS****Note 20. REVENUE FROM OPERATIONS**

| PARTICULARS         | As at March 31  |                 |
|---------------------|-----------------|-----------------|
|                     | 2022            | 2021            |
|                     | Amount          | Amount          |
| (a) Domestic Sales: |                 |                 |
| Chains              | 3,019.91        | 2,270.91        |
| Sprockets           | 670.14          | 114.45          |
| (b) Exports Sales : |                 |                 |
| Chains              | 375.30          | 99.50           |
| Sprockets           | 13.69           | 6.12            |
| Scrap Sales         | 110.75          | 65.17           |
| <b>Total</b>        | <b>4,189.80</b> | <b>2,556.14</b> |

**Note 21. OTHER INCOME**

| PARTICULARS                            | As at March 31 |              |
|--|----------------|--------------|
|  | 2022           | 2021         |
|  | Amount         | Amount       |
| <b>Income from Investments</b>         |                |              |
| a) Dividend Income From Investments    | 0.01           | 0.01         |
| b) Interest on Bank Fixed Deposits     | 26.11          | 26.46        |
| c) Interest on Income Tax Refund       | 2.00           | 0.39         |
| d) Interest on MGVCL Deposits          | 0.66           | 0.91         |
|  |                |              |
| Rent Income                            | 1.85           | 2.85         |
| Profit on Sale of Asset                | 3.61           | 4.95         |
| Foreign Exchange Variation ( Profit)   | -              | 0.28         |
| Income from Wind Electric Generators   | 10.49          | 9.93         |
| Discount & sales                       | 1.61           | -            |
| Long term Capital Gain on Mutual Fund  | 1.27           | -            |
| Short term Capital Gain on Mutual Fund | 0.01           | 0.01         |
| Bad Debt Recovery                      | -              | -            |
| Freight Outward (Sales)                | 0.24           | 0.86         |
| Duty DrawBack                          | 0.25           | 0.20         |
| Packing and Forwarding Income          | 16.09          | 9.12         |
| <b>Total</b>                           | <b>64.20</b>   | <b>55.97</b> |

**Note 22. COST OF MATERIAL CONSUMED**

(INR in Lakhs)

| PARTICULARS                     | As at March 31  |                 |
|---------------------------------|-----------------|-----------------|
|                                 | 2022            | 2021            |
|                                 | Amount          | Amount          |
| Opening Stock                   | 94.82           | 163.29          |
| Add : Purchases during the Year | 1,963.08        | 1,076.97        |
| <b>sub Total</b>                | <b>2,057.90</b> | <b>1,240.26</b> |
| Less : Closing Stock            | 138.58          | 94.82           |
| <b>Total</b>                    | <b>1,919.33</b> | <b>1,145.43</b> |

**Break up Of Raw Materials Consumed :**

| PARTICULARS  | As at March 31  |                 |
|--|-----------------|-----------------|
|  | 2022            | 2021            |
|  | Amount          | Amount          |
| Flats  | 587.49          | 373.02          |
| Round Bars   | 533.61          | 311.17          |
| Plates   | 266.87          | 168.75          |
| Others (Angles, Bearings, C.I.Castings, Pipe & Tubes,Steel Strips) | 172.23          | 104.35          |
| Other components   | 359.12          | 188.15          |
| <b>Total</b>   | <b>1,919.33</b> | <b>1,145.43</b> |

**Note 23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

| PARTICULARS                                 | As at March 31 |                |
|---|----------------|----------------|
|   | 2022           | 2021           |
|   | Amount         | Amount         |
| <b>Opening Stock:</b> Semi -Finished Goods  | 116.33         | 121.67         |
| Finished Goods                              | 147.12         | 109.12         |
|   | <b>263.45</b>  | <b>230.79</b>  |
| <b>Closing Stock :</b> Semi -Finished Goods | 116.70         | 116.33         |
| Finished Goods                              | 141.72         | 147.12         |
|   | <b>258.43</b>  | <b>263.45</b>  |
| <b>(Increase)/Decrease in Stock</b>         | <b>5.02</b>    | <b>(32.66)</b> |

**Note 24. EMPLOYEE BENEFIT EXPENSES**

| PARTICULARS  | As at March 31 |               |
|--|----------------|---------------|
|  | 2022           | 2021          |
|  | Amount         | Amount        |
| Managerial Remuneration                                | 36.96          | 34.85         |
| Salaries & Wages                                       | 568.20         | 487.44        |
| Contribution to Provident Fund                         | 29.95          | 27.38         |
| Staff Welfare Expenses                                 | 11.26          | 12.80         |
| Exgratia / Bonus / Contribution to Superannuation Fund | 21.32          | 20.68         |
| Gratuity   | 10.49          | 11.26         |
| <b>Total</b>   | <b>678.19</b>  | <b>594.41</b> |

**Note 25. FINANCE COST**

| PARTICULARS                  | As at March 31 |             |
|------------------------------|----------------|-------------|
|                              | 2022           | 2021        |
|                              | Amount         | Amount      |
| Interest : Fixed Period Loan | 1.27           | 0.93        |
| : Others                     | 0.54           | 0.99        |
| Bank Charges                 | 9.88           | 3.90        |
| <b>Total</b>                 | <b>11.69</b>   | <b>5.81</b> |

**Note 26. OTHER EXPENSES**

(INR in Lakhs)

| PARTICULARS   | As at March 31  |               |
|---|-----------------|---------------|
|   | 2022            | 2021          |
|   | Amount          | Amount        |
| Power & Fuel  | 175.75          | 116.73        |
| Store, Tools, Oil & Packing Material Consumed       | 261.52          | 153.91        |
| Machining Charges                                   | 274.32          | 145.58        |
| Clearing & Forwarding Expenses                      | 9.09            | 4.64          |
| Freight Inwards                                     | 40.78           | 22.32         |
| Rent  | 14.06           | 13.46         |
| Rates & Taxes                                       | 2.70            | 2.01          |
| Stationery, Printing, Postage, etc.                 | 15.75           | 13.32         |
| Insurance Premium                                   | 7.82            | 7.31          |
| Works & Office Expense                              | 30.04           | 23.35         |
| Advertisement                                       | 0.51            | 1.68          |
| Forwarding & Transport Charges                      | 86.75           | 53.86         |
| Commission to Distributors/Agents                   | 28.09           | 35.53         |
| Professional, Consultation & Legal Fees             | 30.75           | 27.98         |
| Travelling & Conveyance                             | 46.14           | 20.79         |
| Computer Expenses                                   | 3.32            | 1.87          |
| Repairs & Maintenance                               |                 |               |
| : Machineries                                       | 17.81           | 20.19         |
| : Buildings   | 24.81           | 26.27         |
| : Windmill Repairing Expenses                       | 3.49            | 0.31          |
| : Others  | 48.71           | 28.82         |
| Payment to Auditors                                 |                 |               |
| - As Audit Fees                                     | 0.92            | 0.92          |
| - For Tax Audit Fees                                | 0.35            | 0.35          |
| - In Other Capacity                                 | 0.60            | 0.50          |
| - Re-imburement of expenses                         | 0.14            | 0.12          |
| Donation  | 0.38            | 0.38          |
| Subscription & Membership Fees                      | 1.38            | 1.03          |
| Garden Expenses A/c                                 | 2.92            | 2.97          |
| Liquidated Damages                                  | 10.16           | 0.70          |
| Bab Debts Written off                               | 3.32            | 0.10          |
| Provision for Expected Credit Loss                  | 3.09            | -             |
| Director Sitting Fees                               | 1.70            | 1.90          |
| Foreign Exchange Variation ( Loss )                 | 0.48            | -             |
| Service Tax/Sales Tax / Central Excise/GST Exp      | 0.02            | 3.22          |
| Tender Fees   | -               | 0.20          |
| Festival Expense                                    | 3.07            | 0.39          |
| Security Service                                    | 6.20            | 6.59          |
| Prior Period Expense                                | 0.57            | 0.94          |
| Discount And Claims                                 | 5.25            | 3.25          |
| Interest On Payment of GST                          | 0.02            | 0.90          |
| Provision for Diminution in Valuation Of Investment | -               | 0.01          |
| <b>Total</b>  | <b>1,162.77</b> | <b>744.38</b> |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### NOTE: 27. ACCOUNTING POLICIES

#### 1. CORPORATE INFORMATION

Rolcon Engineering Company Limited is a public company domiciled in India incorporated in 1967 under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the company is located at Vallabh Vidyanagar, Gujarat. The Company is principally engaged in the business of Manufacturing of Industrial Chain and Sprocket.

The Financial statements for the year ended March 31, 2022 are approved by the company's Board of directors and authorized for issue in the meeting held on May 20, 2022.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

##### 2.1.1 BASIS OF PREPARATION

These standalone financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statements have been prepared on a historical cost basis, except for the following assets which have been measured at fair value or revalued amount. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), Defined benefit plans – plan assets measured at fair value.

The financial statements are presented in INR and all values are rounded to the nearest INR in lakhs up to two decimals except when otherwise indicated.

##### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

###### a. Current versus Non-current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Expected to be realised within twelve months after the reporting period; or

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

###### All other assets are classified as non current.

###### A liability is current when:

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

###### Operating Cycle

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

###### b. Foreign Currencies

The Company's financial statements are presented in INR, which is also the company's functional currency.

###### Transactions and balances

Transactions in foreign currencies are initially recorded by the company's functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement of such transaction and on translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are recognised in statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation

of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

### c. Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability OR
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

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

- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

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

External values are involved for valuation of significant assets, such as properties and involvement of external valour's is decided upon the Management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Company's external valour's, which valuation techniques and inputs to use for each case.

At each reporting date, Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements, estimates and assumptions (Note No. 2.3)
- Investment properties (Note No. 2.2 (g))
- Financial instrument (Note No. 2.2 (n))

### d. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received

or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognized.

### **Sale of goods**

Revenue from Sale of Goods are recognised when entity satisfy a performance obligation by transferring a promised goods. Sales are stated net of rebate and trade discount and exclude Goods and Service tax. With regard to sale of product, income is reported when significant control connected with the ownership have been transferred to the buyers. This usually occurs upon dispatch, after the price has been determined. The Company does not provide any extended warranties or maintenance contracts to its customers.

### **Interest income**

For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

### **Dividend Income**

Income from dividend on investments is accrued in the year in which it is declared, whereby right to receive is established.

### **Export Benefits**

The benefits accrued under the duty drawback scheme as per the Import and export Policy in respect of exports under the said scheme are recognized when there is a reasonable assurance that the benefit will be received and the company will comply with all attached conditions. The above benefit has been included under the head 'Export Incentives.'

### **Other Income**

- Rent Income is recognized on time proportion basis as per agreement and net of Taxes.
- Income from sale of wind operated power is recognized on accrual basis on confirmation of unit generated and supplied to the State Electricity Board as per the agreement.

## **e. Taxes**

### **Current Income Tax**

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

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

### **Deferred Tax**

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

Deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

## **f. Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The present value of the expected cost for the

decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work-in-progress comprises cost of Property, Plant and Equipment that are not yet installed and ready for their intended use at the balance sheet date.

**Derecognition**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

**Depreciation**

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013. The identified component of fixed assets is depreciated over their useful lives and the remaining components are depreciated over the life of the principal assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed at each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

**g. Investment Properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

The cost includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on Investment property is

provided on the written down value basis over useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act, 2013.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valour’s applying a valuation model recommended by the International Valuation Standards Committee.

An investment property is derecognised on disposal or on permanently withdrawal from use or when no future economic benefits are expected from its disposal. Any gain or loss arising on Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

**h. Intangible Assets:**

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

**Amortisation**

Intangible assets are amortized on straight line basis over their individual respective useful life. The management estimates the useful life of assets as under:

| Assets            | Year    |
|-------------------|---------|
| Technical Knowhow | 7 years |
| Software          | 7 years |

**i. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**j. Inventories**

Raw Materials and Store Items are valued at

Weighted Average Cost method. Cost of Raw Materials and Store Items comprises of cost of purchase, direct expenses net of Input tax credit and other cost incurred in bringing the inventories to their present location and conditions.

Finished goods and Semi-finished Goods are valued at lower of cost or net realization value. These are valued based on weighted average cost of production, including appropriate proportion of cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Net realization value is the estimated selling price in the ordinary course of business.

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

#### **k. Impairment of Non-Financial Assets**

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

#### **l. Provisions**

##### **General**

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

When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in provision due to the passage of time is as a finance cost.

#### **m. Employee benefits**

##### **a) Short Term Employee Benefits**

Short term employee benefits are recognised as expense at the undiscounted amount expected to be paid over the period of services rendered by the employee to the company.

##### **b) Post-Employment Benefits**

###### **(i) Defined contribution plan**

These are plan in which the company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contribution to Employee provident fund and superannuation fund. The Company payments to the defined contribution are reported as expenses during the period in which the employee performs the services that the payment covers.

###### **(ii) Defined benefit plan**

Expenses for defined gratuity payment plans are calculated as at the balance sheet date by independent actuaries in the manner that distributes expenses over the employees working life. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discounted rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term i.e. almost equivalent to the average balance working period of the employees.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and



the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Past service costs are recognised in statement of profit or loss on the earlier of;

- The date of the plan amendment or curtailment, and
  - The date that the Company recognises related restructuring costs;
- Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss;
- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
  - Net interest expense or income.

#### **Other long term employment benefits:**

The employee's long term compensated absences are Company's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation, to recognise the obligation on the net basis.

#### **n. Financial Instruments**

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **Financial Assets**

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

All financial assets, except investment in associates, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### **Subsequent Measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through other comprehensive income (FVTOCI)
- c) Financial assets at fair value through profit or loss (FVTPL)
- d) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

#### **Financial assets at amortised cost**

A financial asset is measured at the amortised cost if:

- a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

#### **Financial assets at fair value through other comprehensive income.**

A financial asset is measured at fair value through other comprehensive income if:

- a) the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding. Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

### **Financial assets at fair value through profit or loss.**

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has other investments at FVTPL.

After initial measurement, such financial assets are subsequently measured at fair value with all changes recognised in Statement of profit and loss.

### **Equity investments**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

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

#### **Derecognition of financial assets**

A financial asset is derecognised when:

- a) the contractual rights to the cash flows from the financial asset expire,  
OR
- b) The Company has transferred its contractual rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially

all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### **Loans and Borrowings**

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

### **Financial guarantee contracts**

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

### **Derecognition**

A financial liability is derecognised when the

obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### **o. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the group's cash management.

#### **p. Dividend distribution**

The group recognizes a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorized and the distribution is no longer at the discretion of the group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

#### **q. Earnings per Share**

Basic EPS is calculated by dividing the profit / loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit / loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

### **2.3 Significant accounting judgments, estimates and assumptions**

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### **Judgments**

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the financial statements:

#### **Estimates and assumptions**

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

#### **Defined benefit plans (gratuity benefits)**

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The underlying bonds are further reviewed for

quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 28(a).

### **Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

### **Allowance for uncollectible trade receivables**

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Additionally, a large number of minor receivables is grouped into homogeneous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible

### **Warranty Provision**

Management estimates the Warranty provision for future warranty claims based on historical warranty claim information as well as recent trends that might suggest that past cost information may differ from future claims. The assumptions made in relation to the current period are consistent with those in the prior periods. Factors that could impact the estimated claim information include the success of the company's productivity and quality initiatives.

### **Intangible Assets**

Refer Note 2.2 (h) for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 1.

### **Property, Plant and Equipment**

Refer Note 2.2 (f) for the estimated useful life of Property, plant and equipment. The carrying value

of Property, plant and equipment has been disclosed in Note 1.

**NOTE: 28. Retirement Benefits:**

1. The **Gratuity liability** is determined based on the Actuarial Valuation done by Actuary as at balance sheet date in context of the Revised IND AS-19 issued by the ICAI, as follows:

**TABLE SHOWING CHANGE IN THE PRESENT VALUE OF PROJECTED BENEFIT OBLIGATION**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| <b>Present Value of Benefit Obligation at the Beginning of the Period</b>          | <b>181.93</b>  | <b>175.13</b>  |
| Interest Cost  | 11.81          | 11.54          |
| Current Service Cost   | 7.23           | 7.30           |
| Past Service Cost  | 0.41           | -              |
| Liability Transferred In/ Acquisitions   | -              | -              |
| (Liability Transferred Out/ Divestments)   | -              | -              |
| (Gains)/ Losses on Curtailment   | -              | -              |
| (Liabilities Extinguished on Settlement)   | -              | -              |
| (Benefit Paid Directly by the Employer)  | -              | -              |
| (Benefit Paid From the Fund)   | (23.49)        | (19.29)        |
| The Effect Of Changes in Foreign Exchange Rates                                    | -              | -              |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Demographic Assumptions | (0.03)         | -              |
| Actuarial (Gains)/Losses on Obligations - Due to Change in Financial Assumptions   | (2.59)         | 0.78           |
| Actuarial (Gains)/Losses on Obligations - Due to Experience                        | (4.33)         | 6.47           |
| <b>Present Value of Benefit Obligation at the End of the Period</b>                | <b>170.94</b>  | <b>181.93</b>  |

**TABLE SHOWING CHANGE IN THE FAIR VALUE OF PLAN ASSETS**

(INR in Lakhs)

| COMPONENTS  | March 31, 2022 | March 31, 2021 |
|---|----------------|----------------|
| <b>Fair Value of Plan Assets at the Beginning of the Period</b>             | <b>138.09</b>  | <b>115.10</b>  |
| Interest Income   | 8.96           | 7.58           |
| Contributions by the Employer   | 20.00          | 34.62          |
| Expected Contributions by the Employees                                     | -              | -              |
| Assets Transferred In/Acquisitions  | -              | -              |
| (Assets Transferred Out/ Divestments)                                       | -              | -              |
| (Benefit Paid from the Fund)  | (23.49)        | (19.29)        |
| (Assets Distributed on Settlements)   | -              | -              |
| (Expenses and Tax for managing the Benefit Obligations- paid from the fund) | -              | -              |
| Effects of Asset Ceiling  | -              | -              |
| The Effect of Changes In Foreign Exchange Rates                             | -              | -              |
| Return on Plan Assets, Excluding Interest Income                            | (0.09)         | 0.08           |
| <b>Fair Value of Plan Assets at the End of the Period</b>                   | <b>143.47</b>  | <b>138.09</b>  |

**AMOUNT RECOGNISED IN THE BALANCE SHEET**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| (Present Value of Benefit Obligation at the end of the Period) | (170.95)       | (181.93)       |
| Fair Value of Plan Assets at the end of the Period             | 143.48         | 138.09         |
| Funded Status (Surplus/ (Deficit))                             | (27.47)        | (43.84)        |
| <b>Net (Liability)/Asset Recognized in the Balance Sheet</b>   | <b>(27.47)</b> | <b>(43.84)</b> |

**NET INTEREST COST FOR CURRENT PERIOD**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Present Value of Benefit Obligation at the Beginning of the Period | 181.93         | 175.13         |
| (Fair Value of Plan Assets at the Beginning of the Period)         | (138.09)       | (115.10)       |
| Net Liability/(Asset) at the Beginning                             | 43.84          | 60.03          |
| Interest Cost  | 11.81          | 11.54          |
| (Interest Income)  | (8.96)         | (7.58)         |
| <b>Net Interest Cost for Current Period</b>                        | <b>2.85</b>    | <b>3.96</b>    |

**EXPENSES RECOGNIZED IN THE STATEMENT OF PROFIT OR LOSS FOR CURRENT PERIOD**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Current Service Cost   | 7.23           | 7.30           |
| Net Interest Cost  | 2.84           | 3.96           |
| Past Service Cost  | 0.41           | -              |
| (Expected Contributions by the Employees)                        | -              | -              |
| (Gains)/Losses on Curtailments And Settlements                   | -              | -              |
| Net Effect of Changes in Foreign Exchange Rates                  | -              | -              |
| <b>Expenses Recognized in Statement of Profit &amp; Loss A/c</b> | <b>10.48</b>   | <b>11.26</b>   |

**EXPENSES RECOGNIZED IN THE OTHER COMPREHENSIVE INCOME (OCI) FOR CURRENT PERIOD**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Actuarial (Gains)/Losses on Obligation For the Period        | (6.94)         | 7.25           |
| Return on Plan Assets, Excluding Interest Income             | 0.09           | (0.08)         |
| Change in Asset Ceiling                                      | -              | -              |
| <b>Net (Income)/Expense For the Period Recognized in OCI</b> | <b>(6.85)</b>  | <b>7.17</b>    |

**BALANCE SHEET RECONCILIATION**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Opening Net Liability  | 43.84          | 60.03          |
| Expenses Recognized in Statement of Profit or Loss           | 10.49          | 11.26          |
| Expenses Recognized in OCI                                   | (6.86)         | 7.17           |
| Net Liability/(Asset) Transfer In                            | -              | -              |
| Net (Liability)/Asset Transfer Out                           | -              | -              |
| (Benefit Paid Directly by the Employer)                      | -              | -              |
| (Employer's Contribution)                                    | (20.00)        | (34.62)        |
| <b>Net Liability/(Asset) Recognized in the Balance Sheet</b> | <b>27.47</b>   | <b>43.84</b>   |

## ACTUARIAL ASSUMPTION

| COMPONENTS                       | March 31, 2022  | March 31, 2021  |
|----------------------------------|---|---|
| Expected Return on Plan Assets   | 6.84%   | 6.49%   |
| Rate of Discounting              | 6.84%   | 6.49%   |
| Rate of Salary Increase          | 6.00%   | 6.00%   |
| Rate of Employee Turnover        | 5.00%   | 5.00%   |
| Mortality Rate During Employment | Indian Assured Lives<br>Mortality (2012-14)<br>Ultimate | Indian Assured Lives<br>Mortality (2006-08)<br>Ultimate |

## OTHER DETAILS

| COMPONENTS  | March 31, 2022 | March 31, 2021 |
|---|----------------|----------------|
| No of Active Members  | 92             | 102            |
| Per Month Salary For Active Members                           | 1,507,919      | 1,577,614      |
| Weighted Average Duration of the Projected Benefit Obligation | 6              | 6              |
| Average Expected Future Service                               | 7              | 7              |
| Projected Benefit Obligation                                  | 17,095,136     | 18,193,104     |
| Expected Contribution in the Next Year                        | 1,507,919      | 1,577,614      |

## SECURITY ANALYSIS

| Projected Benefit Obligation on Current Assumptions     | 170.95 | 181.93 |
|---|--------|--------|
| Delta Effect of +1% Change in Rate of Discounting       | (6.94) | (7.53) |
| Delta Effect of -1% Change in Rate of Discounting       | 7.63   | 8.28   |
| Delta Effect of +1% Change in Rate of Salary Increase   | 6.80   | 7.37   |
| Delta Effect of -1% Change in Rate of Salary Increase   | (6.29) | (6.82) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 0.54   | 0.52   |
| Delta Effect of -1% Change in Rate of Employee Turnover | (0.58) | (0.56) |

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

- 2 Liability in respect of **Superannuation Benefits** extended to eligible employees is contributed by the Company to Life Insurance Corporation of India against a Master Policy @ 15% of the Basic Salary of all the eligible employees.
- 3 The Company's contribution Rs.29.95 Lakhs (P.Y. Rs. 27.38 Lakhs) paid / payable for the year to **Provident Fund** is charged to the Statement of Profit And Loss.

## Note 29. Transactions with Related Parties – IND AS 24

As required by the Accounting Standard 18 “Transactions with Related Parties”.

(i) List of Related Parties:-

| Party   | Relationship   |
|---|--|
| a. Associates   | Sudeep Rub – Chem Pvt. Ltd.  |
| b. Individual/Enterprise having control Significant Influence         | Shri S. H. Amin<br>Shri A. S. Amin   |
| c. Key Management Personnel   | Shri S. H. Amin<br>Shri A. S. Amin<br>Smt. A. A. Amin<br>Shri A. K. Parikh<br>Shri Wolfgang Fuchs<br>Shri K. K. Seksaria<br>Shri K. M. Patel<br>Shri M. H. Joshi<br>Smt. H. H. Patel<br><b>Executive Officers</b><br>Shri V. K. Shah<br>Shri D. A. Chauhan |
| d. Enterprises over which (b) or (c) above have significant influence | Sudeep Rub-Chem Pvt. Ltd.<br>Cyto Pvt. Ltd.<br>Japsaw Pvt. Ltd<br>Milling Engineers  |

(ii) Transactions during the period with Related Parties / Key Management Personnel are as under:

| Sr. No. | Name of the Related Party | Nature of Relationship               | Key Persons                                       | Nature of Transaction    | Transaction During The Year INR in Lakhs | Previous Year INR in Lakhs |
|---------|---------------------------|--------------------------------------|---|--------------------------|--|----------------------------|
| 1       | Sudeep-Rub-Chem Pvt. Ltd. | Directors are members in the company | Shri. S.H.Amin<br>Shri. A.S.Amin                  | Purchase of Shares       | Nil                                      | 79.49                      |
| 2       | Mr. S.H.Amin              | Chairman & Whole Time Director       | —   | Remuneration             | 15.60                                    | 14.73                      |
| 3       | Mr. S.H.Amin              | Chairman & Whole Time Director       | —   | Rent                     | 4.80                                     | 4.80                       |
| 4       | Mr. A.S.Amin              | Managing Director                    | —   | Remuneration             | 18                                       | 16.95                      |
| 5       | Mr. A.S.Amin              | Managing Director                    | —   | Rent                     | 6.98                                     | 6.98                       |
| 6       | Cyto Pvt Ltd.             | Directors are members in the company | Shri. S.H.Amin<br>Shri. A.S.Amin<br>Smt. A.A.Amin | Job Work<br>Rent<br>Rent | 4.63<br>2.28<br>0.35                     | Nil<br>1.68<br>Nil         |
| 7       | Japsaw Pvt. Ltd.          | Directors are members in the company | Shri. S.H.Amin<br>Smt. A.A.Amin                   | Job Work<br>Rent         | 79.62<br>1.20                            | 68.57<br>0.90              |
| 8       | Milling Engineers         | Directors are members in the company | Miss. H.A. Amin<br>Smt. A.A.Amin                  | Rent<br>Commission       | 0.30<br>13.92                            | 0.30<br>11.08              |



**Note 30. Contingent Liabilities:**

There is no contingent liability.

| <b>Note 31. Earning per Share:</b> | <b>2021-22</b>    | <b>2020-21</b>    |
|------------------------------------|-------------------|-------------------|
|                                    | <b>INR in Rs.</b> | <b>INR in Rs.</b> |
| Basic Earnings Per Share           | 38.71             | 7.59              |
| Diluted Earnings Per Share         | 38.71             | 7.59              |
| Face Value per Share               | 10.00             | 10.00             |

Earning Per Share is Calculated by dividing the profit/loss attributable to the Equity Shareholders by weighted average number of Equity share outstanding during the period. The number used in calculating Basic and Diluted Earnings per Equity share are as stated below:

|  | <b>2021-22</b> | <b>2020-21</b> |
|--|----------------|----------------|
| Profit/ (Loss) after Taxation (INR in Lakhs) | 292.65         | 57.36          |
| Weighted average No. of share during year    | 7, 56,000      | 7, 56,000      |

**NOTE 32. Value of Imports on CIF basis during the year in respect of :**

|                   | <b>Current Year<br/>INR in Lakhs</b> | <b>Previous Year<br/>INR in Lakhs</b> |
|-------------------|--------------------------------------|---------------------------------------|
| Raw Materials     | 90.69                                | 27.13                                 |
| Stores and Spares | NIL                                  | NIL                                   |
| Capital Goods     | NIL                                  | NIL                                   |

**NOTE 33. Expenditure in Foreign Currency on account of :** (INR in Lakhs)

|            |      |      |
|------------|------|------|
| Travelling | 2.04 | 1.14 |
|------------|------|------|

**NOTE 34. Value of Stores & Spares Consumed :** (INR in Lakhs)

|            |        |        |        |        |
|------------|--------|--------|--------|--------|
| Imported   | NIL    | 0.00   | NIL    | 0.00   |
| Indigenous | 261.52 | 100.00 | 153.91 | 100.00 |
|            | 261.52 | 100.00 | 153.91 | 100.00 |

**NOTE 35. Remittance in Foreign Currency on account of dividend to Non-Resident Share-holders :**

|                                 | <b>Current Year</b> | <b>Previous Year</b> |
|---------------------------------|---------------------|----------------------|
| Dividend of financial year      | 2021-22             | 2020-21              |
| No. of share holders            | 1                   | 1                    |
| No. of Shares                   | 31,520              | 31,520               |
|                                 | Rupees              | Rupees               |
| Net amount of Dividend Remitted | 0.38                | 0.38                 |

**NOTE 36. Earnings in Foreign Exchange - Export of Goods on FOB basis :**

|                   | INR in Lakhs | INR in Lakhs |
|-------------------|--------------|--------------|
| Industrial Chains | 354.70       | 59.03        |
| Sprocket Wheels   | 8.98         | 1.51         |
|                   | 363.68       | 60.53        |

**NOTE 37. Additional regulatory information****Ratios**

| Particulars                      | Numerator/<br>Denominator                                | March 31, 2022     |                      |        | March 31, 2021 | % Variance |
|----------------------------------|--|--------------------|----------------------|--------|----------------|------------|
|                                  |  | Numerator (Amount) | Denominator (Amount) | Ratio  | Ratio          |            |
| Current ratio                    | Current assets/ Current liabilities                      | 1,681.35           | 1,002.96             | 1.68   | 1.75           | (0.07)     |
| Debt-equity ratio                | Total debt/ Shareholder's Equity                         | 1,046.25           | 1,470.49             | 0.71   | 0.73           | (0.02)     |
| Debt service coverage ratio      | Earnings available for debt service/ Debt Service        | 403.54             | 1,002.96             | 0.40   | 0.13           | 0.27       |
| Return on equity ratio           | [Net Profits after taxes ]/ Average Shareholder's Equity | 292.65             | 1,317.08             | 22.22% | 5.06%          | 17.16%     |
| Inventory turnover ratio         | Cost of goods sold OR sales/ Average Inventory           | 2,361.62           | 377.64               | 6.25   | 3.68           | 2.57       |
| Trade receivables turnover ratio | Net Credit Sales/ Average Accounts Receivable            | 4,189.80           | 420.09               | 9.97   | 6.97           | 3.00       |
| Trade payables turnover ratio    | Net Credit Purchases/ Average Trade Payables             | 1,963.08           | 620.34               | 3.16   | 1.71           | 1.45       |
| Net capital turnover ratio       | Net Sales/ Working Capital                               | 4,189.80           | 678.39               | 6.18   | 4.52           | 1.66       |
| Net profit ratio                 | Net Profit/ Net Sales                                    | 292.65             | 4,189.80             | 6.98%  | 2.24%          | 4.74%      |
| Return on capital employed       | Earning before interest and taxes/ Capital Employed      | 403.54             | 1,513.78             | 26.66% | 7.65%          | 19.01%     |
| Return on investment             | Total Return/ Total Cost of investments                  | 25.69              | 154.26               | 16.65% | 11%            | 5.83%      |

**Note 38. Micro, Small and Medium Enterprises Development Act, 2006**

The Company has amounts due to suppliers covered under MSMED Act.

The disclosure pursuant to the said Act is as under.

| PARTICULARS   | For the year ended<br>March 31, 2022<br>INR in Lakhs | For the year ended<br>March 31, 2021<br>INR in Lakhs |
|---|--|--|
| Principal Amount due at year end  | 1725.47  | 372.98   |
| Interest due and remaining unpaid   | NIL  | NIL  |
| Principal amount paid beyond due date   | 641.70   | 11.13  |
| Interest Paid in terms of section 16 of the Act   | NIL  | NIL  |
| Amount of Interest due and Payable for period of delay in payment made beyond on Principal amount paid beyond the appointed day | 30.95  | 16.31  |
| Amount of Interest accrued and remaining unpaid for earlier year  | NIL  | NIL  |

The Information has been given in respect of such suppliers to the extent they could be identified as micro, small enterprises on the basis of information available with the Company. This has been relied upon by the Auditors.

**Note 39. Disclosure of material impact of COVID-19 pandemic on listed entities as per SEBI circular (SEBI/HO/CFD/CMD1/CIR/P/2020/84) dated May 20, 2020 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The novel coronavirus (COVID-19) pandemic has been spreading around the world rapidly. Moreover, second wave of pandemic has a serious impact in India. The Virus has not just affected the human, but business of almost all industries.

The management has made the assessment of impact of Covid-19 on its liquidity & Financials and has conclude that there was some significant Impact on Production and Function of Corporate Office, Sales & Revenue, Demand & Supply, Liquidity crunches, Trade receivables etc.

However, Company has adequate liquidity and having no such major debt therefore, Management expects no such extraordinary impact and least adjustment requisite in the financial results. Further, the management will continue to closely monitor the developments and possible impact of second wave of COVID- 19, if any, on its Financial Condition, Liquidity and operation of upcoming quarters.

**Note 40. The Balances of the most of the Debtors, Creditors and Loans and Deposits of the Company are confirmed periodically.**

**Note 41 Disclosure**

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (ii) The company has not availed any facility from bank against security of current assets and hence there no requirement to submit quarterly returns and statement of current assets
- (iii) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (v) The company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- (ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237of the Companies Act, 2013

**Note 42. The figures have been rounded INR in Lakhs up to Two decimal. Parties Balances are subject to their confirmations and reconciliation and consequential adjustments, if any.**

**Note 43. Previous year figures have been regrouped and recast wherever necessary to make them comparable with current year's figures.**

**Note 44 Note No. 1 to 43 form an integral part of Financial Statements.**

Signature to Balance Sheet, Statement of Profit & Loss and Note 1 to Note 44.

As per our report of even date attached herewith.

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W

**Saurabh Shah**  
Partner  
Membership No. 110914

Vallabh Vidyanagar  
May 20, 2022

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**K.M. Patel**  
Director  
(DIN: 00084171)

**V.K. Shah**  
CFO

**A.S. Amin**  
Managing Director  
(DIN: 01130354)

**M.H. Joshi**  
Director  
(DIN: 00856573)

**D.A. Chauhan**  
Company Secretary

Vallabh Vidyanagar  
May 20, 2022

## INDEPENDENT AUDITOR'S REPORT

**To**  
**The Members of**  
**ROLCON ENGINEERING COMPANY LIMITED**

### **REPORT ON THE CONSOLIDATED IND AS FINANCIAL STATEMENTS**

#### **Opinion**

We have audited the accompanying consolidated Ind AS financial statements of ROLCON ENGINEERING COMPANY LIMITED (hereinafter referred to as "the Holding Company") and its Associates (the Holding Company and its Associates together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss including the statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements") In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, the consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### **Basis for Opinion**

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

and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### **Key Audit Matters**

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

(a) we did not audit the financial statements of a Associates included in the consolidated Ind AS financial statements, whose financial statements reflect total Loss for the Period Rs.6.04 Lacs and total Other Comprehensive Income of Rs. NIL for the year ended on that date, as considered in the consolidated Ind AS financial statements.

These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated Ind AS financial statements, in so far as it related to the amounts and disclosures included in respect of this associates, is based solely on the report of the other auditors.

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

#### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but

does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

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

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

### **Management's Responsibility for the Consolidated Financial Statements**

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

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its associates companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial

Materiality is the magnitude of misstatements in the consolidated 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 consolidated 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 Section 143(3) of the Act, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements;
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
  - d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended;
  - e) On the basis of written representations received from all the directors of the Holding Company as on 31st March, 2022 taken on record by the Board of Directors of the Holding Company and the report of its Associates company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 2022 from being appointed as a director in terms of

sub-section (2) of Section 164 of the Companies Act, 2013;

f) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate report in "Annexure A"; which is based on the auditors' reports of the Holding company and associates company, incorporated in India; and

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 Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

i.) The consolidated Ind AS financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

ii.) The Group did not have any long-term contracts including derivative contracts for which there were material foreseeable losses

iii.) There has been no delay in transferring amounts required to be transferred, to the Investor Education and Protection Fund by the Holding and Associates Company, incorporated in India.

l) (a) The respective Managements of the Company and its associates which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in note no.41(v) to the accounts, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company or any of such associates to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company or any of such

subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) The respective Managements of the Company and its subsidiaries which are companies incorporated in India, whose financial statements have been audited under the Act, have represented to us that, to the best of their knowledge and belief, as disclosed in note no.41(vi) to the accounts, no funds (which are material either individually or in the aggregate) have been received by the Company or any of such subsidiaries from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company or any of such subsidiaries shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us on the Company and its associates which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.

j) As stated in Notes to the standalone financial statements

(a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with Section 123 of the Act, as applicable.

(b) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.

2. With respect to the matters specified in paragraphs 3(xxii) and 4 of the Companies (Auditor's Report) Order, 2020 (the "Order"/ "CARO") issued by the Central Government in terms of Section 143(11) of the Act, to be included in the Auditor's report, according to the information and explanations given to us, and based on the CARO reports issued by us



for the Company and its associates included in the consolidated financial statements of the Company, to which reporting under CARO is applicable, we report that there are no qualifications or adverse remarks in these CARO reports.

**For JHS & Associates LLP**

Chartered Accountants  
Registration No. 133288W/W100099

**Saurabh Shah**

Partner  
Membership No. 110914  
UDIN: 22110914AJHUZL9107

Vallabh Vidyanagar  
May 20, 2022

**REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (i) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 (“THE ACT”)**

In conjunction with our audit of the consolidated Ind AS financial statements of the Company as of and for the year ended March 31, 2022, we have audited the internal financial controls over financial reporting of ROLCON ENGINEERING COMPANY LIMITED (hereinafter referred to as “the Holding Company”) and its associates company which are companies incorporated in India, as of that date.

**MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

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

**AUDITORS’ RESPONSIBILITY.**

Our responsibility is to express an opinion on the financial controls over financial reporting of the Holding and its associates company, which are companies incorporated in India, 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”) issued by the Institute of Chartered Accountants of India 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 adequate internal financial controls over financial

reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence obtained by us and the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Holding and its associates company, which are companies incorporated in India.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

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

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL**

## **REPORTING**

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

## **OPINION**

In our opinion, to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors, as referred to in the Other Matters paragraph, the Holding Company and its associates, which are companies incorporated in India, have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the these entities, considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

## **OTHER MATTERS**

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the associates company which is incorporated in India, is based solely on the corresponding report of the auditors of such company incorporated in India. Our opinion is not modified in respect of the above matter.

**For JHS & Associates LLP**

Chartered Accountants  
Registration No. 133288W/W100099

**Saurabh Shah**

Partner  
Membership No. 110914  
UDIN: 22110914AJHUZL9107

Vallabh Vidyanagar  
May 20, 2022

**ROLCON ENGINEERING COMPANY LIMITED**  
**CONSOLIDATED BALANCE SHEET AS AT MARCH 31, 2022**

(INR. in Lakhs)

| Sr. No   | EQUITY AND LIABILITIES   | Note No      | As at<br>March 31, 2022 | As at<br>March 31, 2021 |
|----------|--|--------------|-------------------------|-------------------------|
| <b>A</b> | <b>ASSETS</b>  |              |                         |                         |
| <b>1</b> | <b>Non-current assets</b>  |              |                         |                         |
|          | a. Property, plant and equipment                                   | 1            | 580.59                  | 458.52                  |
|          | b. Financial assets  |              |                         |                         |
|          | i. Investments   | 2            | 175.40                  | 160.11                  |
|          | ii. Others Financial Assets  | 3            | 17.42                   | 17.17                   |
|          | c. Deferred tax assets (Net)                                       | 4            | 57.42                   | 49.52                   |
|          | <b>Total Non Current Assets</b>                                    |              | <b>830.84</b>           | <b>685.33</b>           |
| <b>2</b> | <b>Current assets</b>  |              |                         |                         |
|          | a. Inventories   | 5            | 397.00                  | 358.27                  |
|          | b. Financial assets  |              |                         |                         |
|          | i. Trade receivables   | 6            | 559.99                  | 280.19                  |
|          | ii. Cash and cash equivalents                                      | 7            | 246.04                  | 161.80                  |
|          | iii. Bank Balances other than Above                                | 8            | 436.28                  | 416.04                  |
|          | iv. Loans  | 9            | 4.38                    | 12.27                   |
|          | v. Other Financial Assets  | 10           | 13.77                   | 5.80                    |
|          | c. Other current assets  | 11           | 23.89                   | 86.74                   |
|          | <b>Total Current Assets</b>  |              | <b>1,681.35</b>         | <b>1,321.11</b>         |
|          | <b>TOTAL ASSETS</b>  |              | <b>2,512.19</b>         | <b>2,006.44</b>         |
| <b>B</b> | <b>EQUITY AND LIABILITIES</b>                                      |              |                         |                         |
| <b>1</b> | <b>Equity</b>  |              |                         |                         |
|          | a. Equity Share Capital  | 12           | 75.60                   | 75.60                   |
|          | b. Other Equity  | 13           | 1,390.34                | 1,086.56                |
|          | <b>Total Equity</b>  |              | <b>1,465.94</b>         | <b>1,162.16</b>         |
|          | <b>Liabilities</b>   |              |                         |                         |
| <b>2</b> | <b>Non-current liabilities</b>                                     |              |                         |                         |
|          | a. Financial liabilities   |              |                         |                         |
|          | i. Borrowings  | 14           | 28.21                   | 60.14                   |
|          | b. Provisions  | 15           | 15.08                   | 28.06                   |
|          | <b>Total Non Current Liabilities</b>                               | <b>43.29</b> | <b>88.21</b>            |                         |
| <b>3</b> | <b>Current liabilities</b>   |              |                         |                         |
|          | a. Financial liabilities   |              |                         |                         |
|          | i. Trade Payables  | 16           |                         |                         |
|          | a. Total Outstanding Due of Micro and Small Enterprises            |              | 399.10                  | 102.89                  |
|          | b. Total Outstanding Due of Other than Micro and Small Enterprises |              | 333.39                  | 405.29                  |
|          | ii. Other financial liabilities                                    | 17           | 0.53                    | -                       |
|          | b. Other current liabilities                                       | 18           | 244.15                  | 218.31                  |
|          | c. Provisions  | 19           | 25.79                   | 29.58                   |
|          | <b>Total Current Liabilities</b>                                   |              | <b>1,002.96</b>         | <b>756.08</b>           |
|          | <b>TOTAL EQUITY AND LIABILITIES</b>                                |              | <b>2,512.19</b>         | <b>2,006.44</b>         |

See accompanying notes to the financial statements  
As per our report of even date attached

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For **ROLCON ENGINEERING COMPANY LIMITED**

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W  
**Saurabh Shah**  
Partner  
Membership No. 110914  
Vallabh Vidyanagar  
May 20, 2022

**S.H. Amin**  
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(DIN: 00494016)

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**V.K. Shah**  
CFO

**D.A. Chauhan**  
Company Secretary

Vallabh Vidyanagar  
May 20, 2022

**ROLCON ENGINEERING COMPANY LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022**

(INR. in Lakhs)

| Sr. No      | PARTICULARS  | Note No | For the year ended |                 |
|-------------|--|---------|--------------------|-----------------|
|             |  |         | March 31, 2022     | March 31, 2021  |
|             | <b>Income</b>  |         |                    |                 |
| i           | - Revenue from Operations  | 20      | 4,189.80           | 2,556.14        |
| ii          | - Other Income   | 21      | 64.20              | 55.97           |
| <b>iii</b>  | <b>Total Income ( I+II)</b>  |         | <b>4,254.01</b>    | <b>2,612.11</b> |
|             | <b>iv Expenses</b>   |         |                    |                 |
|             | a. Cost of Materials Consumed  | 22      | 1,919.33           | 1,145.43        |
|             | b. Purchase of Stock in Trade  |         | -                  | -               |
|             | c. Changes in inventories of finished goods, work in progress and stock-in- trade      | 23      | 5.02               | (32.66)         |
|             | d. Employee Benefits Expenses  | 24      | 678.19             | 594.41          |
|             | e. Finance Costs   | 25      | 11.69              | 5.81            |
|             | f. Depreciation and Amortisation Expenses  | 1       | 75.27              | 60.89           |
|             | g. Other Expenses  | 26      | 1,162.77           | 744.38          |
|             | <b>Total expenses (iv)</b>   |         | <b>3,852.27</b>    | <b>2,518.26</b> |
|             | a. Share of Profit/ (Loss) of Associates   |         | (2.93)             | (1.51)          |
| <b>v</b>    | <b>Profit/ (loss) before exceptional items and Extraordinary Item and tax (iii-iv)</b> |         | <b>398.80</b>      | <b>92.34</b>    |
| <b>vi</b>   | <b>Exceptional items</b>   |         | -                  | -               |
| <b>vii</b>  | <b>Profit/ (loss) before Extraordinary Item and tax (v-vi)</b>                         |         | <b>398.80</b>      | <b>92.34</b>    |
| <b>viii</b> | <b>Profit/ (loss) before Tax (v-vi)</b>  |         | <b>398.80</b>      | <b>92.34</b>    |
|             | <b>ix Tax expense</b>  |         |                    |                 |
|             | a) Current tax   |         | 109.49             | -               |
|             | b) Deferred tax  |         | 0.84               | 36.49           |
|             | c) For Earlier Years (Including MAT Credit for Previous Year)                          |         | (1.25)             | -               |
|             | <b>Total Tax Expense</b>   |         | <b>109.08</b>      | <b>36.49</b>    |
| <b>x</b>    | <b>Profit/ (loss) for the period from continuing operations (vii-viii)</b>             |         | <b>289.72</b>      | <b>55.85</b>    |
| <b>xi</b>   | <b>Profit/ (loss) for the period (xi+xiv)</b>  |         | <b>289.72</b>      | <b>55.85</b>    |
|             | <b>Other comprehensive income</b>  |         |                    |                 |
|             | Items that will not be reclassified to profit or loss                                  |         |                    |                 |
|             | Remeasurement Gain/ (Loss) of the defined benefit plans                                |         | 6.86               | (7.17)          |
|             | Fair value changes on investments  |         | 9.92               | 21.49           |
|             | Fair value changes on investments of Associate Company                                 |         | (0.11)             | -               |
|             | Income tax relating to items that will be reclassified to profit or loss               |         |                    |                 |
|             | Fair value changes on investments  |         | 8.74               | -               |
|             | <b>Total comprehensive income for the period</b>                                       |         | <b>315.12</b>      | <b>70.17</b>    |
|             | <b>xii Earnings per equity share</b>   |         |                    |                 |
|             | a) Basic   |         | 38.32              | 7.39            |
|             | b) Diluted   |         | 38.32              | 7.39            |

See accompanying notes to the financial statements  
As per our report of even date attached

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**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**A.S. Amin**  
Managing Director  
(DIN: 01130354)

**K.M. Patel**  
Director  
(DIN: 00084171)

**Saurabh Shah**  
Partner  
Membership No. 110914

**M.H. Joshi**  
Director  
(DIN: 00856573)

**V.K. Shah**  
CFO

**D.A. Chauhan**  
Company Secretary

Vallabh Vidyanagar  
May 20, 2022

Vallabh Vidyanagar  
May 20, 2022

**ROLCON ENGINEERING COMPANY LIMITED**  
**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2022**

(INR. in Lakhs)

| PARTICULARS   | Year ended March 31 |                 |
|---|---------------------|-----------------|
|   | 2021                | 2020            |
| <b>(A) CASH FLOW FROM OPERATING ACTIVITIES :</b>                      |                     |                 |
| <b>Net profit before tax and extraordinary items</b>                  | <b>398.80</b>       | <b>93.85</b>    |
| Adjustments for :   |                     |                 |
| Depreciation  | 75.27               | 60.89           |
| Provision in value of Diminution in investments                       | -                   | 0.01            |
| Provision for Expected Credit Loss                                    | 3.09                | -               |
| Interest expenses   | 1.80                | 1.92            |
| Interest income   | (26.11)             | (26.46)         |
| Dividend Income   | (0.01)              | (0.01)          |
| Profit on Sale of Assets  | (3.61)              | (4.95)          |
| Profit on Sale of Mutual Fund   | (1.28)              | (0.01)          |
| <b>Operating profit before working capital changes</b>                | <b>447.96</b>       | <b>125.24</b>   |
| <b>Adjustments for (increase) / decrease in operating assets</b>      |                     |                 |
| Adjustments for Working Capital changes:                              |                     |                 |
| Inventories   | (38.73)             | 35.81           |
| Trade Receivables   | (282.89)            | 173.46          |
| Short-term loans and advances   | 7.89                | (2.19)          |
| Long-term loans and advances  | -                   | -               |
| Other current assets  | (11.20)             | 9.55            |
| Other non-current assets  | (0.25)              | (1.51)          |
| <b>Adjustments for increase / (decrease) in operating liabilities</b> |                     |                 |
| Trade Payables  | 224.31              | (242.59)        |
| Short term Provision  | (3.79)              | (2.82)          |
| Other current liabilities   | 26.36               | 93.37           |
| Long term Provision   | (6.13)              | (15.47)         |
| <b>Cash generated from operations</b>                                 | <b>363.54</b>       | <b>172.85</b>   |
| Direct taxes paid   | (34.19)             | (14.42)         |
| <b>Net cash from operating activities (A)</b>                         | <b>329.35</b>       | <b>158.43</b>   |
| <b>(B) CASH FLOW FROM INVESTING ACTIVITIES :</b>                      |                     |                 |
| Acquisition of Property, Plant & Equipments                           | (200.45)            | (76.10)         |
| Proceeds from sale of Property, Plant & Equipments                    | 6.71                | 4.95            |
| Investment in Instrument  | (13.55)             | (100.69)        |
| Proceeds from Disposal of Investments                                 | 9.35                | 3.50            |
| Interest Received   | 18.13               | 26.35           |
| Dividend Received   | 0.01                | 0.01            |
| <b>Net cash from / (used) in investing activities (B)</b>             | <b>(179.80)</b>     | <b>(141.98)</b> |
| <b>(C) CASH FLOW FROM FINANCING ACTIVITIES :</b>                      |                     |                 |
| Proceeds of long term borrowings                                      | -                   | -               |
| Repayment of Short term borrowings                                    | (31.93)             | 51.13           |
| Interest paid   | (1.80)              | (1.92)          |
| Dividend Paid   | (11.34)             | (11.34)         |
| Corporate Dividend Tax Paid   | -                   | -               |

|   |                |                |               |
|---|----------------|----------------|---------------|
| <b>Net Cash from / (used) in financing activities</b>                 | <b>(c)</b>     | <b>(45.08)</b> | <b>37.87</b>  |
| <b>Net Increase / (Decrease) in cash and cash equivalents</b>         | <b>(A+B+C)</b> | <b>104.48</b>  | <b>54.32</b>  |
| <b>Cash and cash equivalent at beginning of the year</b>              |                |                |               |
| <b>the components being :</b>   |                |                |               |
| Cash on hand  |                | 0.10           | 0.55          |
| Balance with banks on current, margin and deposit deposit accounts    |                | 577.74         | 522.96        |
|   |                | <b>577.84</b>  | <b>523.51</b> |
| <b>Cash and cash equivalents at end of the year</b>                   |                |                |               |
| <b>the components being :</b>   |                |                |               |
| Cash on hand  |                | 0.05           | 0.10          |
| Balances with scheduled banks on current, margin and deposit accounts |                | 682.28         | 577.74        |
|   |                | <b>682.32</b>  | <b>577.84</b> |
| <b>Net Increase / (Decrease) as disclosed above</b>                   |                | <b>104.48</b>  | <b>54.32</b>  |

As per our report of even date attached

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W

**Saurabh Shah**  
Partner  
Membership No. 110914

Vallabh Vidyanagar  
May 20, 2022

**For ROLCON ENGINEERING COMPANY LIMITED**

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**K.M. Patel**  
Director  
(DIN: 00084171)

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**A.S. Amin**  
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**M.H. Joshi**  
Director  
(DIN: 00856573)

**D.A. Chauhan**  
Company Secretary

Vallabh Vidyanagar  
May 20, 2022

**ROLCON ENGINEERING COMPANY LIMITED**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022**

**Attributable to the Equity Holders**

(INR. in Lakhs)

| Particulars   | Equity Share Capital | Other Equity    |                 |                  | Other comprehensive income                     |  | Total Equity attributable to equity holder of the Company |
|---|----------------------|-----------------|-----------------|------------------|--|--|---|
|   |                      | Capital Reserve | General Reserve | Retained Earning | Investments through other comprehensive income | Other item of other comprehensive income |   |
| <b>Balance as at April 1, 2020</b>                                  | <b>75.60</b>         | <b>4.00</b>     | <b>605.17</b>   | <b>418.56</b>    | <b>-</b>                                       | <b>-</b>                                 | <b>1,103.33</b>   |
| <b>Changes in equity for the year ended March 31, 2021</b>          |                      |                 |                 |                  |  |  |   |
| Profit for the year   | -                    | -               | -               | 55.85            | -  | -  | 55.85   |
| Remeasurement of the net defined benefit liability/assets           | -                    | -               | -               | -                | -  | (7.17)                                   | (7.17)  |
| Equity instruments through other comprehensive income               | -                    | -               | -               | -                | 21.49  | -  | 21.49   |
| Equity instruments through other comprehensive income of Associates | -                    | -               | -               | -                | -  | -  | -   |
| Fair value changes on investments                                   | -                    | -               | -               | -                | -  | -  | -   |
| <b>Total Comprehensive income for the year</b>                      | <b>-</b>             | <b>-</b>        | <b>-</b>        | <b>-</b>         | <b>21.49</b>                                   | <b>(7.17)</b>                            | <b>14.32</b>  |
| Transfer to general reserve   | -                    | -               | 5.00            | (5.00)           | -  | -  | -   |
| Dividend  | -                    | -               | -               | (11.34)          | -  | -  | (11.34)   |
| Dividend distribution tax   | -                    | -               | -               | -                | -  | -  | -   |
| <b>Balance as at March 31, 2021</b>                                 | <b>75.60</b>         | <b>4.00</b>     | <b>610.17</b>   | <b>458.07</b>    | <b>21.49</b>                                   | <b>(7.17)</b>                            | <b>1,162.16</b>   |
| <b>Balance as at April 1, 2021</b>                                  | <b>75.60</b>         | <b>4.00</b>     | <b>610.17</b>   | <b>458.07</b>    | <b>21.49</b>                                   | <b>(7.17)</b>                            | <b>1,162.16</b>   |
| <b>Changes in equity for the year ended March 31, 2022</b>          |                      |                 |                 |                  |  |  |   |
| Profit for the year   | -                    | -               | -               | 289.72           | -  | -  | 289.72  |
| Remeasurement of the net defined benefit liability/assets           | -                    | -               | -               | -                | -  | 6.86                                     | 6.86  |
| Equity instruments through other comprehensive income               | -                    | -               | -               | -                | 9.92   | -  | 9.92  |
| Equity instruments through other comprehensive income of Associates | -                    | -               | -               | -                | (0.11)   | -  | (0.11)  |
| Fair value changes on investments                                   | -                    | -               | -               | (0.50)           | -  | -  | (0.50)  |
| <b>Total Comprehensive income for the year</b>                      | <b>-</b>             | <b>-</b>        | <b>-</b>        | <b>(0.50)</b>    | <b>9.81</b>                                    | <b>6.86</b>                              | <b>16.16</b>  |
| Transfer to general reserve   | -                    | -               | -               | -                | -  | -  | -   |
| Dividend  | -                    | -               | -               | (11.34)          | -  | -  | (11.34)   |
| Dividend distribution tax   | -                    | -               | -               | -                | -  | -  | -   |
| <b>Balance as at March 31, 2022</b>                                 | <b>75.60</b>         | <b>4.00</b>     | <b>610.17</b>   | <b>735.95</b>    | <b>31.30</b>                                   | <b>(0.31)</b>                            | <b>1,456.70</b>   |

See accompanying notes to the financial statements  
As per our report of even date attached

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W

**Saurabh Shah**  
Partner  
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Director  
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Company Secretary

Vallabh Vidyanagar  
May 20, 2022



**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 1. PROPERTY, PLANT AND EQUIPMENT**

(INR. in Lakhs)

| Particulars   | Land Freehold | Buildings     | Plant and machinery | Computer Equipments | Furniture and fixtures | Vehicles      | Office Equipments | Total           |
|---|---------------|---------------|---------------------|---------------------|------------------------|---------------|-------------------|-----------------|
| <b>Gross carrying value as at April 1,2021</b>      | <b>5.13</b>   | <b>603.96</b> | <b>1,690.89</b>     | <b>35.91</b>        | <b>139.24</b>          | <b>127.90</b> | <b>86.10</b>      | <b>2,689.14</b> |
| Additions   | -             | 8.31          | 130.38              | 5.61                | 12.67                  | 37.42         | 6.07              | <b>200.45</b>   |
| Deletions   | -             | -             | -                   | -                   | -                      | 62.08         | -                 | <b>62.08</b>    |
| <b>Gross carrying value as at March 31,2022</b>     | <b>5.13</b>   | <b>612.27</b> | <b>1,821.28</b>     | <b>41.52</b>        | <b>151.91</b>          | <b>103.24</b> | <b>92.17</b>      | <b>2,827.51</b> |
| <b>Accumulated depreciation as at April 1,2021</b>  | <b>-</b>      | <b>339.94</b> | <b>1,556.85</b>     | <b>32.76</b>        | <b>110.49</b>          | <b>117.74</b> | <b>72.85</b>      | <b>2,230.62</b> |
| Depreciation  | -             | 24.94         | 31.44               | 1.97                | 8.23                   | 3.18          | 5.50              | <b>75.27</b>    |
| Accumulated depreciation on deletions               | -             | -             | -                   | -                   | -                      | 58.98         | -                 | <b>58.98</b>    |
| <b>Accumulated depreciation as at March 31,2022</b> | <b>-</b>      | <b>364.88</b> | <b>1,588.29</b>     | <b>34.73</b>        | <b>118.72</b>          | <b>61.94</b>  | <b>78.35</b>      | <b>2,246.91</b> |
| <b>Carrying value as at March 31, 2022</b>          | <b>5.13</b>   | <b>247.38</b> | <b>232.99</b>       | <b>6.79</b>         | <b>33.18</b>           | <b>41.30</b>  | <b>13.82</b>      | <b>580.59</b>   |
| <b>Carrying value as at April 1, 2021</b>           | <b>5.13</b>   | <b>264.02</b> | <b>134.04</b>       | <b>3.15</b>         | <b>28.75</b>           | <b>10.17</b>  | <b>13.25</b>      | <b>458.52</b>   |

| Particulars   | Land Freehold | Buildings     | Plant and machinery | Computer Equipments | Furniture and fixtures | Vehicles      | Office Equipments | Total           |
|---|---------------|---------------|---------------------|---------------------|------------------------|---------------|-------------------|-----------------|
| <b>Gross carrying value as at April 1,2020</b>      | <b>5.13</b>   | <b>590.61</b> | <b>1,649.30</b>     | <b>33.75</b>        | <b>127.34</b>          | <b>127.90</b> | <b>79.01</b>      | <b>2,613.04</b> |
| Additions   | -             | 13.35         | 41.60               | 2.17                | 11.90                  | -             | 7.09              | <b>76.10</b>    |
| Deletions   | -             | -             | -                   | -                   | -                      | -             | -                 | -               |
| <b>Gross carrying value as at March 31,2021</b>     | <b>5.13</b>   | <b>603.96</b> | <b>1,690.89</b>     | <b>35.91</b>        | <b>139.24</b>          | <b>127.90</b> | <b>86.10</b>      | <b>2,689.14</b> |
| <b>Accumulated depreciation as at April 1,2020</b>  | <b>-</b>      | <b>313.65</b> | <b>1,540.24</b>     | <b>31.25</b>        | <b>103.77</b>          | <b>113.12</b> | <b>67.69</b>      | <b>2,169.73</b> |
| Depreciation  | -             | 26.28         | 16.61               | 1.50                | 6.72                   | 4.62          | 5.16              | <b>60.89</b>    |
| Accumulated depreciation on deletions               | -             | -             | -                   | -                   | -                      | -             | -                 | -               |
| <b>Accumulated depreciation as at March 31,2021</b> | <b>-</b>      | <b>339.94</b> | <b>1,556.85</b>     | <b>32.76</b>        | <b>110.49</b>          | <b>117.74</b> | <b>72.85</b>      | <b>2,230.62</b> |
| <b>Carrying value as at March 31, 2021</b>          | <b>5.13</b>   | <b>264.02</b> | <b>134.04</b>       | <b>3.15</b>         | <b>28.75</b>           | <b>10.17</b>  | <b>13.25</b>      | <b>458.52</b>   |
| <b>Carrying value as at April 1, 2020</b>           | <b>5.13</b>   | <b>276.96</b> | <b>109.05</b>       | <b>2.49</b>         | <b>23.57</b>           | <b>14.79</b>  | <b>11.32</b>      | <b>443.31</b>   |

**Note 2. NON CURRENT INVESTMENTS**

| PARTICULARS                      | As at March 31 |               |
|----------------------------------|----------------|---------------|
|                                  | 2022           | 2021          |
|                                  | Amount         | Amount        |
| Mutual funds units               | 100.39         | 82.06         |
| Equity instruments of Associates | 74.94          | 77.98         |
| Other equity instruments         | 0.08           | 0.08          |
| <b>Total</b>                     | <b>175.40</b>  | <b>160.11</b> |

| Details of Investments |  |                       |                 |                   |                          |                       |              |                  |               |                  |               |   |               |                                 |                    |              |
|------------------------|--|-----------------------|-----------------|-------------------|--------------------------|-----------------------|--------------|------------------|---------------|------------------|---------------|---|---------------|---------------------------------|--------------------|--------------|
| Sr. No.                | Name of the Body Corporate                           | No. of Shares / Units |                 | Quoted / Unquoted | Partly Paid / Fully paid | Extent of Holding (%) |              | Cost Value (Rs.) |               | Fair Value (Rs.) |               | Investment carries at fair value through other comprehensive income |               | SHORT TERM/ LONG TERM GAIN LOSS | Basis of Valuation |              |
|                        |  | 2022 (3)              | 2021 (4)        |                   |                          | 2022 (7)              | 2021 (8)     | 2022 (9)         | 2021 (10)     | 2022 (11)        | 2021 (12)     | 2022 (13)   | 2021 (14)     |                                 |                    | 2022 (15)    |
| <b>A.</b>              | <b>Mutual fund units</b>                             |                       |                 |                   |                          |                       |              |                  |               |                  |               |   |               |                                 |                    |              |
| 1                      | ADITYA BIRLA SL - EQUITY HYBRID 95 FUND REG.- GROWTH | 817                   | 817             |                   |                          |                       |              | 6.68             | 6.08          | 9.54             | 7.45          | 1.49  | 1.37          | -                               | -                  | Market value |
| 2                      | DSP BLACKROCK BALANCED FUND                          | 17,297                | 17,297          |                   |                          |                       |              | 25.00            | 25.00         | 39.50            | 35.03         | 4.47  | 10.03         | -                               | -                  | Market value |
| 3                      | DSP BLACKROCK DYNAMIC ASSET ALLOCATION FUND-REG-GR   | 48,271                | 48,271          |                   |                          |                       |              | 7.50             | 7.00          | 9.95             | 8.92          | 0.53  | 1.92          | -                               | -                  | Market value |
| 4                      | ABSL INDIA GENNEXT FUND                              | 1,083                 | 1,083           |                   |                          |                       |              | 1.55             | 0.95          | 2.05             | 1.20          | 0.26  | 0.25          | -                               | -                  | Market value |
| 5                      | AXIS - MIDCAP FUND                                   | 2,499                 | 2,499           |                   |                          |                       |              | 1.60             | 1.00          | 2.31             | 1.37          | 0.35  | 0.37          | -                               | -                  | Market value |
| 6                      | ICICI PRUDENTIAL - EQUITY & DEBT FUND                | 706                   | 706             |                   |                          |                       |              | 1.55             | 0.95          | 2.26             | 1.20          | 0.47  | 0.25          | -                               | -                  | Market value |
| 7                      | INVESCO - INDIA CONTRA FUND                          | 2,254                 | 2,254           |                   |                          |                       |              | 1.70             | 1.10          | 2.32             | 1.42          | 0.30  | 0.32          | -                               | -                  | Market value |
| 8                      | NIPPON INDIA- EQUITY HYBRID FUND SEGREGATED          | 0                     | 28,586          |                   |                          |                       |              | 0.00             | 5.15          | 0.00             | 5.38          | 0.23  | 0.23          | 1.27                            | -                  | Market value |
| 9                      | PRINCIPAL BALANCED ADVANTAGE FUND                    | 42,284                | 42,284          |                   |                          |                       |              | 13.68            | 8.88          | 15.61            | 9.77          | 1.04  | 0.89          | -                               | -                  | Market value |
| 10                     | DSP ULTRA SHORT FUND-GR                              | 7                     | 7               |                   |                          |                       |              | 0.17             | 0.17          | 0.21             | 0.20          | 0.01  | 0.03          | -                               | -                  | Market value |
| 11                     | ICICI PRUDENTIAL -BAL. ADVANTAGE FUND -REG-G         | 3,931                 | 3,931           |                   |                          |                       |              | 2.76             | 1.75          | 3.05             | 1.74          | 0.31  | 0.00          | -                               | (0.01)             | Market value |
| 12                     | ICICI PRUDENTIAL LIQUID FUND                         | -                     | 251             |                   |                          |                       |              | -                | 0.75          | -                | 0.76          | 0.01  | 0.01          | 0.005                           | 0.01               | Market value |
| 13                     | KOTAK BALANCE ADVANTAGE FUND REG-G                   | 13,304                | 13,304          |                   |                          |                       |              | 3.01             | 1.75          | 3.26             | 1.75          | 0.24  | 0.003         | -                               | -                  | Market value |
| 14                     | KOTAK LIQUID FUND                                    | -                     | 18              |                   |                          |                       |              | -                | 0.75          | -                | 0.76          | 0.01  | 0.01          | 0.005                           | 0.01               | Market value |
| 15                     | PGIM INDIA BALANCED ADVANTAGE FUND                   | 49,998                | 49,998          |                   |                          |                       |              | 5.00             | 5.00          | 5.73             | 5.10          | 0.63  | 0.10          | -                               | -                  | Market value |
| 16                     | ABSL BALANCED ADVANTAGE FUND                         | 694                   | -               |                   |                          |                       |              | 0.50             | -             | 0.50             | -             | 0.00  | -             | -                               | -                  | Market value |
| 17                     | HDFC EQUITY SAVINGS FUND                             | 1,037                 | -               |                   |                          |                       |              | 0.50             | -             | 0.50             | -             | 0.00  | -             | -                               | -                  | Market value |
| 18                     | KOTAK CORPORATE BOND FUND                            | 17                    | -               |                   |                          |                       |              | 0.50             | -             | 0.50             | -             | 0.00  | -             | -                               | -                  | Market value |
| 19                     | MAHINDRA MANULIFE MUTUAL FUND                        | 7,505                 | -               |                   |                          |                       |              | 1.50             | -             | 1.55             | -             | 0.05  | -             | -                               | -                  | Market value |
| 20                     | PGIM INDIA MUTUAL FUND                               | 1,674                 | -               |                   |                          |                       |              | 1.50             | -             | 1.53             | -             | 0.03  | -             | -                               | -                  | Market value |
|                        | <b>Total mutual fund units</b>                       | <b>2,21,963</b>       | <b>2,11,306</b> |                   |                          |                       |              | <b>74.70</b>     | <b>66.27</b>  | <b>100.39</b>    | <b>82.06</b>  | <b>9.92</b>   | <b>15.79</b>  | <b>1.28</b>                     | <b>(0.01)</b>      |              |
| <b>B.</b>              | <b>Equity instruments of Associates</b>              |                       |                 |                   |                          |                       |              |                  |               |                  |               |   |               |                                 |                    |              |
| 1                      | SUDEEP RUB-CHEM PRIVATE LIMITED                      | 1,450                 | 1,450           | Unquoted          | Fully Paid               | 48.34                 | 48.34        | 79.49            | 79.49         | 74.94            | 77.98         | (0.11)  | (0.00)        | -                               | -                  | Cost         |
|                        | <b>Total equity instruments of Associates</b>        | <b>1,450</b>          | <b>1,450</b>    |                   |                          | <b>48.34</b>          | <b>48.34</b> | <b>79.49</b>     | <b>79.49</b>  | <b>74.94</b>     | <b>77.98</b>  | <b>(0.11)</b>   | <b>(0.00)</b> | -                               | -                  |              |
| <b>C.</b>              | <b>Other equity instruments</b>                      |                       |                 |                   |                          |                       |              |                  |               |                  |               |   |               |                                 |                    |              |
| 1                      | The CHAROTAR GAS SAHAKARI MANDALI LTD                | 15                    | 15              | Unquoted          | Fully Paid               |                       |              | 0.08             | 0.08          | 0.08             | 0.08          | -   | -             | -                               | -                  | Cost         |
| 2                      | The V.V.C. BANK LTD                                  | 1                     | 1               | Unquoted          | Fully Paid               |                       |              | 0.001            | 0.001         | 0.001            | 0.001         | -   | -             | -                               | -                  | Cost         |
|                        | <b>Total other equity instruments</b>                | <b>16</b>             | <b>16</b>       |                   |                          |                       |              | <b>0.08</b>      | <b>0.08</b>   | <b>0.08</b>      | <b>0.08</b>   | -   | -             | -                               | -                  |              |
|                        | <b>Total non current investments</b>                 | <b>2,23,429</b>       | <b>2,12,772</b> |                   |                          | <b>48.34</b>          | <b>48.34</b> | <b>154.26</b>    | <b>145.84</b> | <b>175.40</b>    | <b>160.11</b> | <b>9.92</b>   | <b>15.79</b>  | <b>1.28</b>                     | <b>(0.01)</b>      |              |

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 3. OTHER FINANCIAL ASSETS**

(INR in Lakhs)

| PARTICULARS                         | As at March 31 |              |
|-------------------------------------|----------------|--------------|
|                                     | 2022           | 2021         |
|                                     | Amount         | Amount       |
| <b>Unsecured, considered good :</b> |                |              |
| Deposits                            | 17.42          | 17.17        |
| Advance for Capital Expenditure     | -              | -            |
| <b>Total</b>                        | <b>17.42</b>   | <b>17.17</b> |

**Note 4. DEFERRED TAX ASSET (NET)**

| PARTICULARS  | As at March 31 |              |
|--|----------------|--------------|
|  | 2022           | 2021         |
|  | Amount         | Amount       |
| Deferred Tax Assets  |                |              |
| - On account of unabsorbed Depreciation                                      | -              | 2.15         |
| - On account of Disallowances Under income tax act                           | 11.37          | 14.99        |
| - On account of Difference Between Book Depreciation And Depreciation As per |                |              |
| Income Tax Act   | 37.31          | 32.38        |
| - Fair Value Changes on Investment   | 8.74           | -            |
| <b>Total</b>   | <b>57.42</b>   | <b>49.52</b> |

**Note 5. INVENTORIES**

| PARTICULARS                 | As at March 31 |               |
|-----------------------------|----------------|---------------|
|                             | 2022           | 2021          |
|                             | Amount         | Amount        |
| Stock In Hand               |                |               |
| a) Raw Materials and Stores | 138.58         | 94.82         |
| b) Semi-Finished Goods      | 116.70         | 116.33        |
| c) Finished Goods           | 141.72         | 147.12        |
| <b>Total</b>                | <b>397.00</b>  | <b>358.27</b> |

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 6. TRADE RECEIVABLES**

**Trade Receivables ageing schedule As at March 31, 2022**

(INR in Lakhs)

| PARTICULARS   | Outstanding for following periods from due date of payment |                  |           |           |                   | Total         |
|---|--|------------------|-----------|-----------|-------------------|---------------|
|   | Less than 6 months   | 6 months 1 years | 1-2 years | 2-3 years | More than 3 years |               |
| (i) Undisputed Trade receivables – considered good        | 558.99   | 3.24             | -         | 0.85      | -                 | 563.08        |
| Less:-Allowances for Expected Credit Loss                 | 0.02   | 2.22             |           | 0.85      |                   | 3.09          |
| <b>Net Undisputed Trade receivables – considered good</b> | <b>558.97</b>  | <b>1.02</b>      | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>559.99</b> |
| (ii) Undisputed Trade Receivables – credit impaired       | -  | -                | -         | -         | 19.92             | 19.92         |
| Less:-Allowances for Expected Credit Loss                 | -  | -                | -         | -         | 19.92             | 19.92         |
| <b>Total</b>  | <b>558.97</b>  | <b>1.02</b>      | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>559.99</b> |

**Trade Receivables ageing schedule As at March 31, 2021**

| PARTICULARS   | Outstanding for following periods from due date of payment |                  |              |           |                   | Total         |
|---|--|------------------|--------------|-----------|-------------------|---------------|
|   | Less than 6 months   | 6 months 1 years | 1-2 years    | 2-3 years | More than 3 years |               |
| (i) Undisputed Trade receivables – considered good        | 260.35   | 7.31             | 12.53        | -         | -                 | 280.19        |
| <b>Net Undisputed Trade receivables – considered good</b> | <b>260.35</b>  | <b>7.31</b>      | <b>12.53</b> | <b>-</b>  | <b>-</b>          | <b>280.19</b> |
| (ii) Undisputed Trade Receivables – credit impaired       | -  | -                | -            | -         | 19.92             | 19.92         |
| Less:-Allowances for Expected Credit Loss                 | -  | -                | -            | -         | 19.92             | 19.92         |
| <b>Total</b>  | <b>260.35</b>  | <b>7.31</b>      | <b>12.53</b> | <b>-</b>  | <b>-</b>          | <b>280.19</b> |

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 7. CASH AND CASH EQUIVALENTS**

(INR in Lakhs)

| PARTICULARS                                   | As at March 31 |               |
|---|----------------|---------------|
|   | 2022           | 2021          |
|   | Amount         | Amount        |
| <b>I. Cash &amp; Cash Equivalents</b>         |                |               |
| a. Balances with banks                        | 134.27         | 31.70         |
| b. Cash on hand                               | 0.05           | 0.10          |
| <b>II. Other Balances</b>                     |                |               |
| Fixed Deposit (With maturity below 12 months) | 111.72         | 130.00        |
| <b>Total</b>                                  | <b>246.04</b>  | <b>161.80</b> |

**Note 8. BANK BALANCE OTHER THAN ABOVE**

| PARTICULARS                                   | As at March 31 |               |
|---|----------------|---------------|
|   | 2022           | 2021          |
|   | Amount         | Amount        |
| <b>I. Other Balances</b>                      |                |               |
| Fixed Deposit (With maturity above 12 months) | 436.28         | 416.04        |
| <b>Total</b>                                  | <b>436.28</b>  | <b>416.04</b> |

**Note 9. LOANS**

| PARTICULARS                         | As at March 31 |              |
|-------------------------------------|----------------|--------------|
|                                     | 2022           | 2021         |
|                                     | Amount         | Amount       |
| <b>Unsecured, considered good :</b> |                |              |
| a. Loans & Advances to Staff        | 0.40           | 3.40         |
| b. Advance to Suppliers - Others    | 3.98           | 8.87         |
| <b>Total</b>                        | <b>4.38</b>    | <b>12.27</b> |

**Note 10. OTHER FINANCIAL ASSETS**

| PARTICULARS                         | As at March 31 |             |
|-------------------------------------|----------------|-------------|
|                                     | 2022           | 2021        |
|                                     | Amount         | Amount      |
| <b>Unsecured, considered good :</b> |                |             |
| a. Interest Receivable              | 13.77          | 5.80        |
| <b>Total</b>                        | <b>13.77</b>   | <b>5.80</b> |

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 11. OTHER CURRENT ASSETS**

(INR in Lakhs)

| PARTICULARS   | As at March 31 |              |
|---|----------------|--------------|
|   | 2022           | 2021         |
|   | Amount         | Amount       |
| <b>Unsecured, considered good :</b>                   |                |              |
| a . Prepaid Expenses                                  | 17.66          | 9.87         |
| b. Mat Credit Entitlement                             | 7.23           | 50.09        |
| c. GST Receivable                                     | 3.41           | -            |
| d. Advance Payment of Income Tax ( Net of Provisions) |                |              |
| - Advance income tax & TDS                            | 74.67          | 53.45        |
| - Less: Provision for Taxation                        | 79.09          | 26.67        |
|   | (4.42)         | 26.78        |
|   |                |              |
| <b>Total</b>  | <b>23.89</b>   | <b>86.74</b> |

**Note 12. EQUITY SHARE CAPITAL**

| PARTICULARS                                       | As at March 31  |               |                 |               |
|---|-----------------|---------------|-----------------|---------------|
|   | 2022            |               | 2021            |               |
|   | Number          | Amount        | Number          | Amount        |
| <b>Authorised</b>                                 |                 |               |                 |               |
| Equity Shares of Rs. 10/- each                    | 14,60,000       | 146.00        | 14,60,000       | 146.00        |
| 10% Redeemable Preference Share of Rs. 100/- each | 4,000           | 4.00          | 4,000           | 4.00          |
|   |                 |               |                 |               |
| <b>Total</b>                                      |                 | <b>150.00</b> |                 | <b>150.00</b> |
| <b>Issued Subscribed &amp; Paid up</b>            |                 |               |                 |               |
| Equity Share of Rs. 10/- each fully Paid - Up     | 7,56,000        | 75.60         | 7,56,000        | 75.60         |
|   |                 |               |                 |               |
| <b>Subscribed but not fully Paid up</b>           | NIL             | NIL           | NIL             | NIL           |
|   |                 |               |                 |               |
| <b>Total</b>                                      | <b>7,56,000</b> | <b>75.60</b>  | <b>7,56,000</b> | <b>75.60</b>  |

**Reconciliation of Issued, Subscribed and Paid Up Equity Share Capital**

| PARTICULARS                                     | 31.03.2022 |        | 31.03.2021 |        |
|---|------------|--------|------------|--------|
|   | Number     | Amount | Number     | Amount |
| Shares outstanding at the beginning of the year | 7,56,000   | 75.60  | 7,56,000   | 75.60  |
| Shares Issued during the year                   | -          | -      | -          | -      |
| Shares bought back during the year              | -          | -      | -          | -      |
| Shares outstanding at the end of the year       | 7,56,000   | 75.60  | 7,56,000   | 75.60  |

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Reconciliation of Issued, Subscribed and Paid Up Preference Share Capital**

(INR in Lakhs)

| PARTICULARS                                     | 31.03.2022 |        | 31.03.2021 |        |
|---|------------|--------|------------|--------|
|   | Number     | Amount | Number     | Amount |
| Shares outstanding at the beginning of the year | -          | -      | -          | -      |
| Shares Issued during the year                   | -          | -      | -          | -      |
| Shares bought back during the year              | -          | -      | -          | -      |
| Shares outstanding at the end of the year       | -          | -      | -          | -      |

| Name of Shareholders holding more than 5% of Equity Shares | As at March 31     |                   | As at March 31     |                   |
|--|--------------------|-------------------|--------------------|-------------------|
|  | 2022               |                   | 2021               |                   |
|  | No. of Shares held | 26.00% of Holding | No. of Shares held | 26.00% of Holding |
| Equity Shares :  |                    |                   |                    |                   |
| Suresh H Amin  | 1,96,535           | 25.95             | 1,96,535           | 25.95             |
| Ashish S Amin  | 86,350             | 11.42             | 86,350             | 11.42             |
| The Oriental Insurance Company Ltd.                        | 75,600             | 10.00             | 75,600             | 10.00             |
| Neha M Patel   | 70,920             | 9.38              | 70,920             | 9.38              |
| Malay S Shah   | 63,040             | 8.34              | 63,040             | 8.34              |
| National Insurance Company Ltd.                            | 54,000             | 7.14              | 54,000             | 7.14              |
| Rupal N Patel  | 47,280             | 6.25              | 47,280             | 6.25              |

**Details of Shares Held By Promoters**

Shares held by promoters at end of the year March 31, 2022

| Sr. No. | Promoters name                 | No. of Shares at the beging of the year | Change during the year | No. of Shares at the end of the year | % of total shares | % Change during the year |
|---------|--------------------------------|---|------------------------|--------------------------------------|-------------------|--------------------------|
| 1       | Sureshbhai Himabhai Amin       | 1,96,535                                | -                      | 1,96,535                             | 26.00             | -                        |
| 2       | Ashishbhai Sureshbhai Amin     | 86,350                                  | -                      | 86,350                               | 11.42             | -                        |
| 3       | Prashant C. Amin               | 11,720                                  | -                      | 11,720                               | 1.55              | -                        |
| 4       | Hemant Chandrakant Amin        | 6,850                                   | -                      | 6,850                                | 0.91              | -                        |
| 5       | Kunal Hemant Amin              | 6,550                                   | -                      | 6,550                                | 0.87              | -                        |
| 6       | Chirag Hemant Amin             | 6,095                                   | -                      | 6,095                                | 0.81              | -                        |
| 7       | Sureshbhai Himabhai Amin (HUF) | 5,625                                   | -                      | 5,625                                | 0.74              | -                        |
| 8       | Rajendra H. Amin               | 3,151                                   | -                      | 3,151                                | 0.42              | -                        |
| 9       | Arpita Ashish Amin             | 2,432                                   | -                      | 2,432                                | 0.32              | -                        |
| 10      | Asha Pradeep Desai             | 1,890                                   | -                      | 1,890                                | 0.25              | -                        |
|         | Total                          | 3,27,198                                |                        | 3,27,198                             | 43.29             |                          |

**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Details of Shares Held By Promotors**

Shares held by promoters at end of the year March 31, 2021

(INR in Lakhs)

| Sr. No. | Promoters name                 | No. of Shares at the begging of the year | Change during the year | No. of Shares at the end of the year | % of total shares | % Change during the year |
|---------|--------------------------------|--|------------------------|--------------------------------------|-------------------|--------------------------|
| 1       | Sureshbhai Himabhai Amin       | 1,96,198                                 | 337                    | 1,96,535                             | 26.00             | 0.048                    |
| 2       | Ashishbhai Sureshbhai Amin     | 86,350                                   | -                      | 86,350                               | 11.42             | -                        |
| 3       | Prashant C. Amin               | 11,720                                   | -                      | 11,720                               | 1.55              | -                        |
| 4       | Hemant Chandrakant Amin        | 6,850                                    | -                      | 6,850                                | 0.91              | -                        |
| 5       | Kunal Hemant Amin              | 6,550                                    | -                      | 6,550                                | 0.87              | -                        |
| 6       | Chirag Hemant Amin             | 6,095                                    | -                      | 6,095                                | 0.81              | -                        |
| 7       | Sureshbhai Himabhai Amin (HUF) | 5,625                                    | -                      | 5,625                                | 0.74              | -                        |
| 8       | Rajendra H. Amin               | 3,151                                    | -                      | 3,151                                | 0.42              | -                        |
| 9       | Arpita Ashish Amin             | 2,432                                    | -                      | 2,432                                | 0.32              | -                        |
| 10      | Asha Pradeep Desai             | 1,890                                    | -                      | 1,890                                | 0.25              | -                        |
|         | <b>Total</b>                   | <b>3,26,861</b>                          | <b>337</b>             | <b>3,27,198</b>                      | <b>43.29</b>      | <b>0.048</b>             |

| PARTICULARS  | Aggregate No. of Shares As at March 31, |      |      |      |      |
|--|---|------|------|------|------|
|  | 2022                                    | 2021 | 2020 | 2019 | 2018 |
| <b>Equity Shares :</b>   |   |      |      |      |      |
| Fully paid up pursuant to contract(s) without payment being received in cash | -                                       | -    | -    | -    | -    |
| Fully paid up by way of bonus shares   | -                                       | -    | -    | -    | -    |
| Shares bought back   | -                                       | -    | -    | -    | -    |
| <b>Preference Shares :</b>   |   |      |      |      |      |
| Fully paid up pursuant to contract(s) without payment being received in cash | -                                       | -    | -    | -    | -    |
| Fully paid up by way of bonus shares   | -                                       | -    | -    | -    | -    |
| Shares bought back   | -                                       | -    | -    | -    | -    |

| Unpaid Calls | Amount |
|--------------|--------|
| By Directors | -      |
| By Officers  | -      |

**Rights, preferences and restrictions attached to shares:**

**Equity Shares:** The company has one class of equity shares having a par value of Rs.10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting , Except in case of interim Dividend. In the event of Liquidation, the equity shareholders are eligible to recive the remaining assests of the company after distribution of all preferential amounts, in proportion to their shareholding.



**ROLCON ENGINEERING COMPANY LIMITED**  
**NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS AS AT MARCH 31, 2022**

**Note 13. OTHER EQUITY**

(INR in Lakhs)

| PARTICULARS                                     | As at March 31  |                 |
|---|-----------------|-----------------|
|   | 2022            | 2021            |
|   | Amount          | Amount          |
| <b>a. Capital Redemption Reserve</b>            |                 |                 |
| Opening Balance                                 | 4.00            | 4.00            |
| <b>Add:-</b>                                    |                 |                 |
| Current Year Transfer                           | -               | -               |
| <b>Less:-</b>                                   |                 |                 |
| Written Back in Current Year                    | -               | -               |
| <b>Closing Balance (Total-A)</b>                | <b>4.00</b>     | <b>4.00</b>     |
| <b>b. General Reserves</b>                      |                 |                 |
| Opening Balance                                 | 610.17          | 605.17          |
| <b>Add:-</b>                                    |                 |                 |
| Current Year Transfer                           | -               | 5.00            |
| <b>Less:-</b>                                   |                 |                 |
| Written Back in Current Year                    | -               | -               |
| <b>Closing Balance(Total-B)</b>                 | <b>610.17</b>   | <b>610.17</b>   |
| <b>c. Surplus</b>                               |                 |                 |
| Opening balance                                 | 450.90          | 418.56          |
| <b>Add:-</b>                                    |                 |                 |
| Net Profit/(Net Loss) For the Current Year      | 305.21          | 48.68           |
| Proposed Dividend of Previous Year Not Approved | -               | -               |
| Tax on Dividend of Previous Year Not Approved - | -               | -               |
| <b>Less:-</b>                                   |                 |                 |
| Transfer to Reserves                            | -               | 5.00            |
| Final Dividend Paid                             | 11.34           | 11.34           |
| Tax on Proposed Dividend                        |                 |                 |
| <b>Closing Balance(Total-C)</b>                 | <b>744.77</b>   | <b>450.90</b>   |
| <b>d. Items of other comprehensive income -</b> |                 |                 |
| <b>Fair value changes in Investments</b>        |                 |                 |
| Opening balance                                 | 21.49           | -               |
| <b>Add:-</b>                                    |                 |                 |
| Net Profit/(Net Loss) For the Current Year      | 9.92            | 21.49           |
| <b>Closing Balance(Total-D)</b>                 | <b>31.41</b>    | <b>21.49</b>    |
| <b>Sub-total (C+D)</b>                          | <b>776.17</b>   | <b>472.39</b>   |
| <b>Total</b>                                    | <b>1,390.34</b> | <b>1,086.56</b> |

**Note 14. BORROWINGS - NON CURRENT**

| PARTICULARS  | As at March 31 |              |
|--|----------------|--------------|
|  | 2022           | 2021         |
|  | Amount         | Amount       |
| <b>Secured</b>   |                |              |
| Car loans from HDFC Bank   | 28.21          | -            |
| <b>Bank OverDraft</b>  |                |              |
| Over Draft from ICICI Bank ( Secured by Hypothecation of Fixed Deposits) | -              | 60.14        |
| <b>Total</b>   | <b>28.21</b>   | <b>60.14</b> |

**Note 15. LONG TERM PROVISIONS**

(INR in Lakhs)

| PARTICULARS    | As at March 31 |              |
|----------------|----------------|--------------|
|                | 2022           | 2021         |
|                | Amount         | Amount       |
| - For Gratuity | 15.08          | 28.06        |
| <b>Total</b>   | <b>15.08</b>   | <b>28.06</b> |

**Note 16. TRADE PAYABLES****Trade payables Aging Schedule As at March 31, 2022**

| PARTICULARS   | Outstanding for following periods from due date of payment |           |           |                   | Total         |
|---|--|-----------|-----------|-------------------|---------------|
|   | Less than 1 years  | 1-2 years | 2-3 years | More than 3 years |               |
| (1)Total Outstanding Due of Micro and Small Enterprise            | 399.10   | -         | -         | -                 | 399.10        |
| (2)Total Outstanding Due of Other Than Micro and Small Enterprise | 333.39   | -         | -         | -                 | 333.39        |
| <b>Total</b>  | <b>732.49</b>  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>732.49</b> |

**Trade payables Aging Schedule As at March 31, 2021**

| PARTICULARS   | Outstanding for following periods from due date of payment |           |           |                   | Total         |
|---|--|-----------|-----------|-------------------|---------------|
|   | Less than 1 years  | 1-2 years | 2-3 years | More than 3 years |               |
| (1)Total Outstanding Due of Micro and Small Enterprise            | 102.89   | -         | -         | -                 | 102.89        |
| (2)Total Outstanding Due of Other Than Micro and Small Enterprise | 405.29   | -         | -         | -                 | 405.29        |
| <b>Total</b>  | <b>508.18</b>  | <b>-</b>  | <b>-</b>  | <b>-</b>          | <b>508.18</b> |

**Note 17. OTHER FINANCIAL LIABILITIES - CURRENT**

| PARTICULARS                                | Year ended March 31, |          |
|--|----------------------|----------|
|  | 2022                 | 2021     |
|  | Amount               | Amount   |
| <b>Secured</b>                             |                      |          |
| - Current Maturity of Long Term Borrowings | 0.53                 | -        |
| <b>Total</b>                               | <b>0.53</b>          | <b>-</b> |

**Note 18. OTHER CURRENT LIABILITIES**

| PARTICULARS              | Year ended March 31, |               |
|--------------------------|----------------------|---------------|
|                          | 2022                 | 2021          |
|                          | Amount               | Amount        |
| <b>Unsecured</b>         |                      |               |
| Other Payables           |                      |               |
| - Advance from Customers | 185.98               | 165.53        |
| - Salary Payable         | 41.18                | 38.39         |
| - Statutory Dues         | 11.64                | 11.50         |
| - Rent Payable           | 0.88                 | 0.91          |
| - Other Payable          | 4.46                 | 1.98          |
| <b>Total</b>             | <b>244.15</b>        | <b>218.31</b> |

**Note 19. PROVISIONS**

(INR in Lakhs)

| PARTICULARS                         | Year ended March 31, |              |
|-------------------------------------|----------------------|--------------|
|                                     | 2022                 | 2021         |
|                                     | Amount               | Amount       |
| (a) Provision for employee benefits |                      |              |
| - For Bonus                         | 13.40                | 13.81        |
| - For Gratuity                      | 12.39                | 15.78        |
|                                     |                      |              |
| <b>Total</b>                        | <b>25.79</b>         | <b>29.58</b> |

**NOTES TO CONSOLIDATED STATEMENT OF PROFIT AND LOSS****Note 20. REVENUE FROM OPERATIONS**

| PARTICULARS         | Year ended March 31, |                 |
|---------------------|----------------------|-----------------|
|                     | 2022                 | 2021            |
|                     | Amount               | Amount          |
| (a) Domestic Sales: |                      |                 |
| Chains              | 3,019.91             | 2,270.91        |
| Sprockets           | 670.14               | 114.45          |
| (b) Exports Sales : |                      |                 |
| Chains              | 375.30               | 99.50           |
| Sprockets           | 13.69                | 6.12            |
| Scrap Sales         | 110.75               | 65.17           |
| <b>Total</b>        | <b>4,189.80</b>      | <b>2,556.14</b> |

**Note 21. OTHER INCOME**

| PARTICULARS                            | Year ended March 31, |              |
|--|----------------------|--------------|
|  | 2022                 | 2021         |
|  | Amount               | Amount       |
| <b>Income from Investments</b>         |                      |              |
| a) Dividend Income From Investments    | 0.01                 | 0.01         |
| b) Interest on Bank Fixed Deposits     | 26.11                | 26.46        |
| c) Interest on Income Tax Refund       | 2.00                 | 0.39         |
| d) Interest on MGVCL Deposits          | 0.66                 | 0.91         |
|  |                      |              |
| Rent Income                            | 1.85                 | 2.85         |
| Profit on Sale of Asset                | 3.61                 | 4.95         |
| Foreign Exchange Variation ( Profit)   | -                    | 0.28         |
| Income from Wind Electric Generators   | 10.49                | 9.93         |
| Discount & sales                       | 1.61                 | -            |
| Long term Capital Gain on Mutual Fund  | 1.27                 | -            |
| Short term Capital Gain on Mutual Fund | 0.01                 | 0.01         |
| Bad Debt Recovery                      | -                    | -            |
| Freight Outward (Sales)                | 0.24                 | 0.86         |
| Duty DrawBack                          | 0.25                 | 0.20         |
| Packing and Forwarding Income          | 16.09                | 9.12         |
| <b>Total</b>                           | <b>64.20</b>         | <b>55.97</b> |

**Note 22. COST OF MATERIAL CONSUMED**

(INR in Lakhs)

| PARTICULARS                     | Year ended March 31, |                 |
|---------------------------------|----------------------|-----------------|
|                                 | 2022<br>Amount       | 2021<br>Amount  |
| Opening Stock                   | 94.82                | 163.29          |
| Add : Purchases during the Year | 1,963.08             | 1,076.97        |
| <b>sub Total</b>                | <b>2,057.90</b>      | <b>1,240.26</b> |
| Less : Closing Stock            | 138.58               | 94.82           |
| <b>Total</b>                    | <b>1,919.33</b>      | <b>1,145.43</b> |

**Break up Of Raw Materials Consumed :**

| PARTICULARS  | Year ended March 31, |                 |
|--|----------------------|-----------------|
|  | 2022<br>Amount       | 2021<br>Amount  |
| Flats  | 587.49               | 373.02          |
| Round Bars   | 533.61               | 311.17          |
| Plates   | 266.87               | 168.75          |
| Others (Angles, Bearings, C.I.Castings, Pipe & Tubes,Steel Strips) | 172.23               | 104.35          |
| Other components   | 359.12               | 188.15          |
| <b>Total</b>   | <b>1,919.33</b>      | <b>1,145.43</b> |

**Note 23. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE**

| PARTICULARS                                 | Year ended March 31, |                |
|---|----------------------|----------------|
|   | 2022<br>Amount       | 2021<br>Amount |
| <b>Opening Stock:</b> Semi -Finished Goods  | 116.33               | 121.67         |
| Finished Goods                              | 147.12               | 109.12         |
|   | <b>263.45</b>        | <b>230.79</b>  |
| <b>Closing Stock :</b> Semi -Finished Goods | 116.70               | 116.33         |
| Finished Goods                              | 141.72               | 147.12         |
|   | <b>258.43</b>        | <b>263.45</b>  |
| <b>(Increase)/Decrease in Stock</b>         | <b>5.02</b>          | <b>(32.66)</b> |

**Note 24. EMPLOYEE BENEFIT EXPENSES**

| PARTICULARS  | Year ended March 31, |                |
|--|----------------------|----------------|
|  | 2022<br>Amount       | 2021<br>Amount |
| Managerial Remuneration                                | 36.96                | 34.85          |
| Salaries & Wages                                       | 568.20               | 487.44         |
| Contribution to Provident Fund                         | 29.95                | 27.38          |
| Staff Welfare Expenses                                 | 11.26                | 12.80          |
| Exgratia / Bonus / Contribution to Superannuation Fund | 21.32                | 20.68          |
| Gratuity   | 10.49                | 11.26          |
| <b>Total</b>   | <b>678.19</b>        | <b>594.41</b>  |

**Note 25. FINANCE COST**

| PARTICULARS                  | Year ended March 31, |                |
|------------------------------|----------------------|----------------|
|                              | 2022<br>Amount       | 2021<br>Amount |
| Interest : Fixed Period Loan | 1.27                 | 0.93           |
| : Others                     | 0.54                 | 0.99           |
| Bank Charges                 | 9.88                 | 3.90           |
| <b>Total</b>                 | <b>11.69</b>         | <b>5.81</b>    |

**Note 26. OTHER EXPENSES**

(INR in Lakhs)

| PARTICULARS   | Year ended March 31, |               |
|---|----------------------|---------------|
|   | 2022                 | 2021          |
|   | Amount               | Amount        |
| Power & Fuel  | 175.75               | 116.73        |
| Store, Tools, Oil & Packing Material Consumed       | 261.52               | 153.91        |
| Machining Charges                                   | 274.32               | 145.58        |
| Clearing & Forwarding Expenses                      | 9.09                 | 4.64          |
| Freight Inwards                                     | 40.78                | 22.32         |
| Rent  | 14.06                | 13.46         |
| Rates & Taxes                                       | 2.70                 | 2.01          |
| Stationery, Printing, Postage, etc.                 | 15.75                | 13.32         |
| Insurance Premium                                   | 7.82                 | 7.31          |
| Works & Office Expense                              | 30.04                | 23.35         |
| Advertisement                                       | 0.51                 | 1.68          |
| Forwarding & Transport Charges                      | 86.75                | 53.86         |
| Commission to Distributors/Agents                   | 28.09                | 35.53         |
| Professional, Consultation & Legal Fees             | 30.75                | 27.98         |
| Travelling & Conveyance                             | 46.14                | 20.79         |
| Computer Expenses                                   | 3.32                 | 1.87          |
| Repairs & Maintenance                               |                      |               |
| : Machineries                                       | 17.81                | 20.19         |
| : Buildings   | 24.81                | 26.27         |
| : Windmill Repairing Expenses                       | 3.49                 | 0.31          |
| : Others  | 48.71                | 28.82         |
| Payment to Auditors                                 |                      |               |
| - As Audit Fees                                     | 0.92                 | 0.92          |
| - For Tax Audit Fees                                | 0.35                 | 0.35          |
| - In Other Capacity                                 | 0.60                 | 0.50          |
| - Re-imburement of expenses                         | 0.14                 | 0.12          |
| Donation  | 0.38                 | 0.38          |
| Subscription & Membership Fees                      | 1.38                 | 1.03          |
| Garden Expenses A/c                                 | 2.92                 | 2.97          |
| Liquidated Damages                                  | 10.16                | 0.70          |
| Bab Debts Written off                               | 3.32                 | 0.10          |
| Provision for Expected Credit Loss                  | 3.09                 | -             |
| Director Sitting Fees                               | 1.70                 | 1.90          |
| Foreign Exchange Variation ( Loss )                 | 0.48                 | -             |
| Service Tax/Sales Tax / Central Excise/GST Exp      | 0.02                 | 3.22          |
| Tender Fees   | -                    | 0.20          |
| Festival Expense                                    | 3.07                 | 0.39          |
| Security Service                                    | 6.20                 | 6.59          |
| Prior Period Expense                                | 0.57                 | 0.94          |
| Discount And Claims                                 | 5.25                 | 3.25          |
| Interest On Payment of GST                          | 0.02                 | 0.90          |
| Provision for Diminution in Valuation Of Investment | -                    | 0.01          |
| <b>Total</b>  | <b>1,162.77</b>      | <b>744.38</b> |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### NOTE: 27. ACCOUNTING POLICIES

#### 1. CORPORATE INFORMATION

The consolidated financial statements comprise financial statements of ROLCON ENGINEERING COMPANY LIMITED (“the Parent Company”) and its Associates (hereinafter referred to as “the Group”) for the year ended March 31, 2022.

**The Parent Company** Rolcon Engineering Company Limited is a public company domiciled in India incorporated in 1967 under the provisions of the Companies Act applicable in India. Its shares are listed on two recognized stock exchanges in India. The registered office of the company is located at Vallabh Vidyanagar, Gujarat. The Company is principally engaged in the business of Manufacturing of Industrial Chain and Sprocket.

The Consolidated financial statements for the year ended March 31, 2022 are approved by the company’s Board of directors and authorized for issue in the meeting held on May 20, 2022.

#### 2. SIGNIFICANT ACCOUNTING POLICIES

##### 2.1.1 BASIS OF PREPARATION

These consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (referred to as “Ind AS”) as prescribed under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The Consolidated financial statements have been prepared on a historical cost basis, except for the following assets which have been measured at fair value or revalued amount. Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments), Defined benefit plans – plan assets measured at fair value.

The Consolidated financial statements are presented in INR and all values are rounded to the nearest INR in lakhs up to two decimals except when otherwise indicated.

##### 2.1.2 BASIS OF CONSOLIDATION

The Consolidated Financial Statements (CFS)

include the financial statements of the Company and its Subsidiaries, Associates, Joint ventures together with the share of the total comprehensive income of Subsidiaries, Associates, Joint ventures.

Subsidiaries are entities controlled by the Group. Associates are entities over which the Group exercises significant influence but does not control. An entity / arrangement in which the Group has the power to exercise control jointly with one or more uncontrolled entities is called a joint venture (“JV”) or a joint operation (“JO”). Unlike in a JV where parties have proportionate interests in the assets and liabilities of the JV entity, parties have rights over and obligations towards specified assets and liabilities in a JV.

Control, significant influence and joint control is assessed annually with reference to the voting power (usually arising from equity shareholdings and potential voting rights) and other rights (usually contractual) enjoyed by the Group in its capacity as an investor that provides it the power and consequential ability to direct the investee’s activities and significantly affect the Group’s returns from its investment. Such assessment requires the exercise of judgement and is disclosed by way of a note to the Financial Statements. The Group is considered not to be in control of entities where it is unclear as to whether it enjoys such power over the investee.

An investment in an associate or a JV is initially recognised at cost on the date of the investment, and inclusive of any goodwill / capital reserve embedded in the cost, in the Balance Sheet. The proportionate share of the Group in the net profits / losses as also in the other comprehensive income is recognised in the Statement of Profit and Loss and the carrying value of the investment is adjusted by a like amount (referred as ‘equity method’).

#### 2.2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### a. Current versus Non-current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as

current when it is:

- Expected to be realised or intended to be sold or consumed in the normal operating cycle;
- Expected to be realised within twelve months after the reporting period; or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

**All other assets are classified as non-current.**

**A liability is current when:**

- It is expected to be settled in the normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**Operating Cycle**

Operating cycle of the Company is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

**b. Foreign Currencies**

The Company's Consolidated financial statements are presented in INR, which is also the company's functional currency.

**Transactions and balances**

Transactions in foreign currencies are initially recorded by the company's functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement of such transaction and on translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rate are recognised in statement of profit or loss.

Non-monetary items that are measured in terms of

historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

**c. Fair Value Measurement**

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability
- OR
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

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

significant to the fair value measurement as a whole:

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

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

External values are involved for valuation of significant assets, such as properties and involvement of external valour's is decided upon the Management. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Company's external valour's, which valuation techniques and inputs to use for each case.

At each reporting date, Management analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the Company's accounting policies. For this analysis, Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarizes accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Significant accounting judgements,

estimates and assumptions (Note No. 2.3)

- Investment properties (Note No. 2.2 (g))
- Financial instrument (Note No. 2.2 (n))

#### **d. Revenue Recognition**

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

The specific recognition criteria described below must also be met before revenue is recognized.

#### **Sale of goods**

Revenue from Sale of Goods are recognised when entity satisfy a performance obligation by transferring a promised goods. Sales are stated net of rebate and trade discount and exclude Goods and Service tax. With regard to sale of product, income is reported when significant control connected with the ownership have been transferred to the buyers. This usually occurs upon dispatch, after the price has been determined. The Company does not provide any extended warranties or maintenance contracts to its customers.

#### **Interest income**

For all debt instruments measured at amortized cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortized cost of a financial liability. Interest income is included in other income in the statement of profit and loss.

#### **Dividend Income**

Income from dividend on investments is accrued in the year in which it is declared, whereby right to receive is established.

#### **Export Benefits**

The benefits accrued under the duty drawback scheme as per the Import and export Policy in respect of exports under the said scheme are recognized when there is a reasonable assurance that the benefit will be received and the company



will comply with all attached conditions. The above benefit has been included under the head 'Export Incentives.'

#### **Other Income**

- Rent Income is recognized on time proportion basis as per agreement and net of Taxes.
- Income from sale of wind operated power is recognized on accrual basis on confirmation of unit generated and supplied to the State Electricity Board as per the agreement.

#### **e. Taxes**

##### **Current Income Tax**

Current Income Tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities.

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

##### **Deferred Tax**

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

Deferred tax asset is recognised to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised.

#### **f. Property, Plant and Equipment**

Property, plant and equipment are stated at cost, net of accumulated depreciation and

accumulated impairment losses, if any. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of Property, plant and equipment are required to be replaced at intervals, the Company recognises such parts as individual assets with specific useful lives and depreciates them accordingly. All other repair and maintenance costs are recognised in statement of profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Capital work-in-progress comprises cost of Property, Plant and Equipment that are not yet installed and ready for their intended use at the balance sheet date.

#### **Derecognition**

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

#### **Depreciation**

Depreciation is calculated on a written down value basis over the estimated useful lives of the assets as prescribed under Part C of Schedule II of the Companies Act, 2013. The identified component of fixed assets is depreciated over their useful lives and the remaining components are depreciated over the life of the principal assets. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed at each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

#### **g. Investment Properties**

Investment properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulate impairment loss, if any. The cost

includes the cost of replacing parts and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of the property are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. All other repair and maintenance costs are recognised in profit or loss as incurred.

Depreciation on Investment property is provided on the written down value basis over useful lives of the assets as prescribed under Part C of Schedule II to the Companies Act 2013.

Though the Company measures investment property using cost based measurement, the fair value of investment property is disclosed in the notes. Fair values are determined based on an annual evaluation performed by an accredited external independent valour's applying a valuation model recommended by the International Valuation Standards Committee.

An investment property is derecognised on disposal or on permanently withdrawal from use or when no future economic benefits are expected from its disposal. Any gain or loss arising on Derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.

**h. Goodwill on Consolidation:**

Goodwill arising on consolidation is stated at cost subject to impairment losses, where applicable.

On acquisition of subsidiary, the goodwill / capital reserve arising from such acquisition included in the carrying amount of the investment is disclosed separately in consolidated financial statements.

On acquisition of an associate or joint venture, the goodwill / capital reserve arising from such acquisition is included in the carrying amount of the investment but not disclosed separately.

On disposal of a subsidiary, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss.

Impairment loss, if any, to the extent the carrying amount exceed the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed. For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is

monitored for internal management purposes.

**I. Intangible Assets:**

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

**Amortisation**

Intangible assets are amortized on straight line basis over their individual respective useful life. The management estimates the useful life of assets as under:

| Assets            | Year    |
|-------------------|---------|
| Technical Knowhow | 7 years |
| Software          | 7 years |

**j. Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

**k. Inventories**

Raw Materials and Store Items are valued at Weighted Average Cost method. Cost of Raw Materials and Store Items comprises of cost of purchase, direct expenses net of Input tax credit and other cost incurred in bringing the inventories to their present location and conditions.

Finished goods and Semi-finished Goods are valued at lower of cost or net realization value. These are valued based on weighted average cost of production, including appropriate proportion of cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Net realization value is the estimated selling price in the ordinary course of business.

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

## **I. Impairment of Non-Financial Assets**

The Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price or value in use, which means the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if, and only if, the reversal can be related objectively to an event occurring after the impairment loss was recognized. The carrying amount of an asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

## **m. Provisions General**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

## **n. Employee benefits**

### **a) Short Term Employee Benefits**

Short term employee benefits are recognised as expense at the undiscounted amount

expected to be paid over the period of services rendered by the employee to the company.

### **b) Post-Employment Benefits**

#### **(i) Defined contribution plan**

These are plan in which the company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contribution to Employee provident fund and superannuation fund. The Company payments to the defined contribution plans are reported as expenses during the period in which the employee performs the services that the payment covers.

#### **(ii) Defined benefit plan**

Expenses for defined gratuity payment plans are calculated as at the balance sheet date by independent actuaries in the manner that distributes expenses over the employees working life. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discounted rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term i.e. almost equivalent to the average balance working period of the employees.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognized immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur.

Past service costs are recognised in statement of profit or loss on the earlier of;

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs;

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss;

- Service costs comprising current service

costs, past-service costs, gains and losses on curtailments and non-routine settlements;

- a) Net interest expense or income.

#### **Other long term employment benefits:**

The employee's long term compensated absences are Company's defined benefit plans. The present value of the obligation is determined based on the actuarial valuation using the Projected Unit Credit Method as at the date of the Balance sheet. In case of funded plans, the fair value of plan asset is reduced from the gross obligation, to recognise the obligation on the net basis.

#### **o. Investment in Associate and Joint venture:**

Investment in associate and joint venture is accounted for using the "Equity method" less accumulated impairment, if any.

#### **p. Financial Instruments**

Financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **Financial Assets**

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

All financial assets, except investment in associates, are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial assets.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

##### **Subsequent Measurement**

For purposes of subsequent measurement, financial assets are classified in four categories:

- a) Financial assets at amortised cost
- b) Financial assets at fair value through other comprehensive income (FVTOCI)
- c) Financial assets at fair value through profit or loss (FVTPL)
- d) Equity instruments measured at fair value through other comprehensive income (FVTOCI)

##### **Financial assets at amortised cost**

A financial asset is measured at the amortised cost if:

- a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss.

##### **Financial assets at fair value through other comprehensive income**

A financial asset is measured at fair value through other comprehensive income if:

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

Financial assets included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI).

##### **Financial assets at fair value through profit or loss**

FVTPL is a residual category for financial assets. Any financial asset, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a financial asset, which otherwise meets amortized cost or fair value through other comprehensive income criteria, as at fair value through profit or loss. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has other investments at FVTPL.

After initial measurement, such financial assets are subsequently measured at fair value with all

changes recognised in Statement of profit and loss.

### **Equity investments**

All equity investments in scope of Ind-AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

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

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

### **Derecognition of financial assets**

A financial asset is derecognised when:

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

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

### **Loans and Borrowings**

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

### **Financial guarantee contracts**

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

### **Derecognition**

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

### **q. Cash and cash equivalents**

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term

deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the group's cash management.

#### **r. Dividend distribution**

The group recognizes a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorized and the distribution is no longer at the discretion of the group. As per the corporate laws in India, a distribution is authorized when it is approved by the shareholders. A corresponding amount is recognized directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

#### **s. Earnings per Share**

Basic EPS is calculated by dividing the profit / loss for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year.

Diluted EPS is calculated by dividing the profit / loss attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on conversion of all the dilutive potential ordinary shares into ordinary shares.

### **2.3 Significant accounting judgments, estimates and assumptions**

The preparation of the Company's Consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

#### **Judgments**

In the process of applying the Company's accounting policies, management has made the following judgments, which have the most significant effect on the amounts recognized in the Consolidated financial statements:

#### **Estimates and assumptions**

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

#### **Defined benefit plans (gratuity benefits)**

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

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation.

The underlying bonds are further reviewed for quality. Those having excessive credit spreads are excluded from the analysis of bonds on which the discount rate is based, on the basis that they do not represent high quality corporate bonds.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 28(a).

#### **Taxes**

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is

required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

**Allowance for uncollectible trade receivables**

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts. Estimated irrecoverable amounts are based on the ageing of the receivable balance and historical experience. Additionally, a large number of minor receivables is grouped into homogeneous groups and assessed for impairment collectively. Individual trade receivables are written off when management deems them not to be collectible.

**Warranty Provision**

Management estimates the Warranty provision for future warranty claims based on historical warranty claim information as well as recent trends that might suggest that past cost information may differ from future claims. The assumptions made in relation to the current period are consistent with those in the prior periods. Factors that could impact the estimated claim information include the success of the company's productivity and quality initiatives.

**Intangible Assets**

Refer Note 2.2 (i) for the estimated useful life of Intangible assets. The carrying value of Intangible assets has been disclosed in Note 1.

**Property, Plant and Equipment**

Refer Note 2.2 (f) for the estimated useful life of Property, plant and equipment. The carrying value of Property, plant and equipment has been disclosed in Note 1.

**NOTE: 28. Retirement Benefits:**

1. The **Gratuity liability** is determined based on the Actuarial Valuation done by Actuary as at balance sheet date in context of the Revised IND AS-19 issued by the ICAI, as follows:

**TABLE SHOWING CHANGE IN THE PRESENT VALUE OF PROJECTED BENEFIT OBLIGATION**  
(INR in Lakhs)

| COMPONENTS  | March 31, 2022 | March 31, 2021 |
|---|----------------|----------------|
| <b>Present Value of Benefit Obligation at the Beginning of the Period</b>             | <b>181.93</b>  | <b>175.13</b>  |
| Interest Cost   | 11.81          | 11.54          |
| Current Service Cost  | 7.23           | 7.30           |
| Past Service Cost   | 0.41           | -              |
| Liability Transferred In/ Acquisitions  | -              | -              |
| (Liability Transferred Out/ Divestments)  | -              | -              |
| (Gains)/ Losses on Curtailment  | -              | -              |
| (Liabilities Extinguished on Settlement)  | -              | -              |
| (Benefit Paid Directly by the Employer)   | -              | -              |
| (Benefit Paid From the Fund)  | (23.49)        | (19.29)        |
| The Effect Of Changes in Foreign Exchange Rates                                       | -              | -              |
| Actuarial (Gains)/Losses on Obligations -<br>Due to Change in Demographic Assumptions | (0.03)         | -              |
| Actuarial (Gains)/Losses on Obligations -<br>Due to Change in Financial Assumptions   | (2.59)         | 0.78           |
| Actuarial (Gains)/Losses on Obligations - Due to Experience                           | (4.33)         | 6.47           |
| <b>Present Value of Benefit Obligation at the End of the Period</b>                   | <b>170.94</b>  | <b>181.93</b>  |

**TABLE SHOWING CHANGE IN THE FAIR VALUE OF PLAN ASSETS**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| <b>Fair Value of Plan Assets at the Beginning of the Period</b>                | <b>138.09</b>  | <b>115.10</b>  |
| Interest Income  | 8.96           | 7.58           |
| Contributions by the Employer  | 20.00          | 34.62          |
| Expected Contributions by the Employees  | -              | -              |
| Assets Transferred In/Acquisitions   | -              | -              |
| (Assets Transferred Out/ Divestments)  | -              | -              |
| (Benefit Paid from the Fund)   | (23.49)        | (19.29)        |
| (Assets Distributed on Settlements)  | -              | -              |
| (Expenses and Tax for managing the Benefit Obligations-<br>paid from the fund) | -              | -              |
| Effects of Asset Ceiling   | -              | -              |
| The Effect of Changes In Foreign Exchange Rates                                | -              | -              |
| Return on Plan Assets, Excluding Interest Income                               | (0.09)         | 0.08           |
| <b>Fair Value of Plan Assets at the End of the Period</b>                      | <b>143.47</b>  | <b>138.09</b>  |



**AMOUNT RECOGNISED IN THE BALANCE SHEET**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| (Present Value of Benefit Obligation at the end of the Period) | (170.95)       | (181.93)       |
| Fair Value of Plan Assets at the end of the Period             | 143.48         | 138.09         |
| Funded Status (Surplus/ (Deficit))                             | (27.47)        | (43.84)        |
| <b>Net (Liability)/Asset Recognized in the Balance Sheet</b>   | <b>(27.47)</b> | <b>(43.84)</b> |

**NET INTEREST COST FOR CURRENT PERIOD**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Present Value of Benefit Obligation at the Beginning of the Period | 181.93         | 175.13         |
| (Fair Value of Plan Assets at the Beginning of the Period)         | (138.09)       | (115.10)       |
| Net Liability/(Asset) at the Beginning                             | 43.84          | 60.03          |
| Interest Cost  | 11.81          | 11.54          |
| (Interest Income)  | (8.96)         | (7.58)         |
| <b>Net Interest Cost for Current Period</b>                        | <b>2.85</b>    | <b>3.96</b>    |

**EXPENSES RECOGNIZED IN THE STATEMENT OF PROFIT OR LOSS FOR CURRENT PERIOD**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Current Service Cost   | 7.23           | 7.30           |
| Net Interest Cost  | 2.84           | 3.96           |
| Past Service Cost  | 0.41           | -              |
| (Expected Contributions by the Employees)                        | -              | -              |
| (Gains)/Losses on Curtailments And Settlements                   | -              | -              |
| Net Effect of Changes in Foreign Exchange Rates                  | -              | -              |
| <b>Expenses Recognized in Statement of Profit &amp; Loss A/c</b> | <b>10.48</b>   | <b>11.26</b>   |

**EXPENSES RECOGNIZED IN THE OTHER COMPREHENSIVE INCOME (OCI) FOR CURRENT PERIOD**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Actuarial (Gains)/Losses on Obligation For the Period        | (6.94)         | 7.25           |
| Return on Plan Assets, Excluding Interest Income             | 0.09           | (0.08)         |
| Change in Asset Ceiling                                      | -              | -              |
| <b>Net (Income)/Expense For the Period Recognized in OCI</b> | <b>(6.85)</b>  | <b>7.17</b>    |

**BALANCE SHEET RECONCILIATION**

(INR in Lakhs)

| COMPONENTS   | March 31, 2022 | March 31, 2021 |
|--|----------------|----------------|
| Opening Net Liability  | 43.84          | 60.03          |
| Expenses Recognized in Statement of Profit or Loss           | 10.49          | 11.26          |
| Expenses Recognized in OCI                                   | (6.86)         | 7.17           |
| Net Liability/(Asset) Transfer In                            | -              | -              |
| Net (Liability)/Asset Transfer Out                           | -              | -              |
| (Benefit Paid Directly by the Employer)                      | -              | -              |
| (Employer's Contribution)                                    | (20.00)        | (34.62)        |
| <b>Net Liability/(Asset) Recognized in the Balance Sheet</b> | <b>27.47</b>   | <b>43.84</b>   |

## ACTUARIAL ASSUMPTION

| COMPONENTS                       | March 31, 2022  | March 31, 2021  |
|----------------------------------|---|---|
| Expected Return on Plan Assets   | 6.84%   | 6.49%   |
| Rate of Discounting              | 6.84%   | 6.49%   |
| Rate of Salary Increase          | 6.00%   | 6.00%   |
| Rate of Employee Turnover        | 5.00%   | 5.00%   |
| Mortality Rate During Employment | Indian Assured Lives<br>Mortality (2012-14)<br>Ultimate | Indian Assured Lives<br>Mortality (2006-08)<br>Ultimate |

## OTHER DETAILS

| PARTICULARS   | March 31, 2022 | March 31, 2021 |
|---|----------------|----------------|
| No of Active Members  | 92             | 102            |
| Per Month Salary For Active Members                           | 1,507,919      | 1,577,614      |
| Weighted Average Duration of the Projected Benefit Obligation | 6              | 6              |
| Average Expected Future Service                               | 7              | 7              |
| Projected Benefit Obligation                                  | 17,095,136     | 18,193,104     |
| Expected Contribution in the Next Year                        | 1,507,919      | 1,577,614      |

## SECURITY ANALYSIS

| Projected Benefit Obligation on Current Assumptions     | 170.95 | 181.93 |
|---|--------|--------|
| Delta Effect of +1% Change in Rate of Discounting       | (6.94) | (7.53) |
| Delta Effect of -1% Change in Rate of Discounting       | 7.63   | 8.28   |
| Delta Effect of +1% Change in Rate of Salary Increase   | 6.80   | 7.37   |
| Delta Effect of -1% Change in Rate of Salary Increase   | (6.29) | (6.82) |
| Delta Effect of +1% Change in Rate of Employee Turnover | 0.54   | 0.52   |
| Delta Effect of -1% Change in Rate of Employee Turnover | (0.58) | (0.56) |

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

- 2 Liability in respect of **Superannuation Benefits** extended to eligible employees is contributed by the Company to Life Insurance Corporation of India against a Master Policy @ 15% of the Basic Salary of all the eligible employees.
- 3 The Company's contribution Rs.29.95 Lakhs (P.Y. Rs. 27.38 Lakhs) paid / payable for the year to Provident Fund is charged to the Statement of Profit And Loss.

## Note 29. Transactions with Related Parties – IND AS 24

As required by the Accounting Standard 18 “Transactions with Related Parties”.

(i) List of Related Parties:-

| Party   | Relationship   |
|---|--|
| a. Associates   | Sudeep Rub – Chem Pvt. Ltd.  |
| b. Individual/Enterprise having control Significant Influence         | Shri S. H. Amin<br>Shri A. S. Amin   |
| c. Key Management Personnel   | Shri S. H. Amin<br>Shri A. S. Amin<br>Smt. A. A. Amin<br>Shri A. K. Parikh<br>Shri Wolfgang Fuchs<br>Shri K. K. Seksaria<br>Shri K. M. Patel<br>Shri M. H. Joshi<br>Smt. H. H. Patel<br><b>Executive Officers</b><br>Shri V. K. Shah<br>Shri D. A. Chauhan |
| d. Enterprises over which (b) or (c) above have significant influence | Sudeep Rub-Chem Pvt. Ltd.<br>Cyto Pvt. Ltd.<br>Japsaw Pvt. Ltd.<br>Milling Engineers   |

(ii) Transactions during the period with Related Parties / Key Management Personnel are as under:

| Sr. No. | Name of the Related Party | Nature of Relationship               | Key Persons                                       | Nature of Transaction    | Transaction During The Year INR in Lakhs | Previous Year INR in Lakhs |
|---------|---------------------------|--------------------------------------|---|--------------------------|--|----------------------------|
| 1       | Sudeep-Rub-Chem Pvt. Ltd. | Directors are members in the company | Shri. S.H.Amin<br>Shri. A.S.Amin                  | Purchase of Shares       | Nil                                      | 79.49                      |
| 2       | Mr. S.H.Amin              | Chairman & Whole Time Director       | —   | Remuneration             | 15.60                                    | 14.73                      |
| 3       | Mr. S.H.Amin              | Chairman & Whole Time Director       | —   | Rent                     | 4.80                                     | 4.80                       |
| 4       | Mr. A.S.Amin              | Managing Director                    | —   | Remuneration             | 18                                       | 16.95                      |
| 5       | Mr. A.S.Amin              | Managing Director                    | —   | Rent                     | 6.98                                     | 6.98                       |
| 6       | Cyto Pvt Ltd.             | Directors are members in the company | Shri. S.H.Amin<br>Shri. A.S.Amin<br>Smt. A.A.Amin | Job Work<br>Rent<br>Rent | 4.63<br>2.28<br>0.35                     | Nil<br>1.68<br>Nil         |
| 7       | Japsaw Pvt. Ltd.          | Directors are members in the company | Shri. S.H.Amin<br>Smt. A.A.Amin                   | Job Work<br>Rent         | 79.62<br>1.20                            | 68.57<br>0.90              |
| 8       | Milling Engineers         | Directors are members in the company | Miss. H.A. Amin<br>Smt. A.A. Amin                 | Rent<br>Commission       | 0.30<br>13.92                            | 0.30<br>11.08              |

### Note 30. Contingent Liabilities:

There is no contingent liability.

| Note 31. Earning per Share : | 2021-22    | 2020-21    |
|------------------------------|------------|------------|
|                              | INR in Rs. | INR in Rs. |
| Basic Earnings Per Share     | 38.71      | 7.59       |
| Diluted Earnings Per Share   | 38.71      | 7.59       |
| Face Value per Share         | 10.00      | 10.00      |

Earning Per Share is Calculated by dividing the profit/loss attributable to the Equity Shareholders by weighted average number of Equity share outstanding during the period. The number used in calculating Basic and Diluted Earnings per Equity share are as stated below:

|   | 2021-22   | 2020-21   |
|---|-----------|-----------|
| Profit/ (Loss) after Taxation (INR in Lakhs.) | 292.65    | 57.36     |
| Weighted average No. of share during year     | 7, 56,000 | 7, 56,000 |

### Note 32. Segment Reporting As per Ind AS 108 on “Operating Segments”

Identification of Segments

#### (a) Primary Segment - Business Segment

The company is engaged in the business of manufacturing of “Engineering Goods”, which is the only Operating Segment as per Ind AS 108.

#### 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:

Sales within India include sales to customers located within India.

Sales outside India include sales to customers outside India.

### Revenue as per Geographical Locations

| Particulars  | March 31, 2022  | March 31, 2021  |
|--------------|-----------------|-----------------|
| Within India | 3798.44         | 2405.09         |
| Asia         | 225.02          | 84.93           |
| Europe       | 6.42            | 0.96            |
| Africa       | 49.17           | 0.00            |
| <b>Total</b> | <b>4,079.05</b> | <b>2,490.98</b> |

Carrying value of all segment assets are within India for Rs. 2,516.74 Lakhs/- (P.Y. Rs.2007.95 Lakhs).

**Note 33. Value of Imports on CIF basis during the year in respect of :**

|                   | Current Year<br>INR in Lakhs | Previous Year<br>INR in Lakhs |
|-------------------|------------------------------|-------------------------------|
| Raw Materials     | 90.69                        | 27.13                         |
| Stores and Spares | NIL                          | NIL                           |
| Capital Goods     | NIL                          | NIL                           |

**NOTE 34. Expenditure in Foreign Currency on account of :**

(INR in Lakhs)

|            |      |      |
|------------|------|------|
| Travelling | 2.04 | 1.14 |
|------------|------|------|

**NOTE 35. Value of Stores & Spares Consumed :**

|            | Current Year  |                  | Previous Year |                  |
|------------|---------------|------------------|---------------|------------------|
|            | INR in Lakhs  | % of Consumption | INR in Lakhs  | % of Consumption |
| Imported   | NIL           | 0.00             | NIL           | 0.00             |
| Indigenous | 261.52        | 100.00           | 153.91        | 100.00           |
|            | <b>261.52</b> | <b>100.00</b>    | <b>153.91</b> | <b>100.00</b>    |

**NOTE 36. Remittance in Foreign Currency on account of dividend to Non-Resident Share-holders:**

|                                 | Current Year | Previous Year |
|---------------------------------|--------------|---------------|
| Dividend of financial year      | 2021-22      | 2020-21       |
| No. of share holders            | 1            | 1             |
| No. of Shares held              | 31,520       | 31,520        |
|                                 | Rupees       | Rupees        |
| Net amount of Dividend Remitted | 0.38         | 0.38          |

**NOTE 37. Earnings in Foreign Exchange - Export of Goods on FOB basis :**

|                   | INR in Lakhs | INR in Lakhs |
|-------------------|--------------|--------------|
| Industrial Chains | 354.70       | 59.03        |
| Sprocket Wheels   | 8.98         | 1.51         |
|                   | 363.68       | 60.53        |

## NOTE 38. Additional regulatory information

### Ratios

| Particulars                      | Numerator/<br>Denominator                                   | March 31, 2022        |                         |        | March<br>31, 2021 | % Variance |
|----------------------------------|---|-----------------------|-------------------------|--------|-------------------|------------|
|                                  |   | Numerator<br>(Amount) | Denominator<br>(Amount) | Ratio  | Ratio             |            |
| Current ratio                    | Current assets/ Current liabilities                         | 1,681.35              | 1,002.96                | 1.68   | 1.75              | (0.07)     |
| Debt-equity ratio                | Total debt/ Shareholder's Equity                            | 1,046.25              | 1,470.49                | 0.71   | 0.73              | (0.02)     |
| Debt service coverage ratio      | Earnings available for debt service/ Debt Service           | 403.54                | 1,002.96                | 0.40   | 0.13              | 0.27       |
| Return on equity ratio           | [Net Profits after taxes ]/<br>Average Shareholder's Equity | 292.65                | 1,317.08                | 22.22% | 5.06%             | 17.16%     |
| Inventory turnover ratio         | Cost of goods sold OR sales/<br>Average Inventory           | 2,361.62              | 377.64                  | 6.25   | 3.68              | 2.57       |
| Trade receivables turnover ratio | Net Credit Sales/ Average<br>Accounts Receivable            | 4,189.80              | 420.09                  | 9.97   | 6.97              | 3.00       |
| Trade payables turnover ratio    | Net Credit Purchases/<br>Average Trade Payables             | 1,963.08              | 620.34                  | 3.16   | 1.71              | 1.45       |
| Net capital turnover ratio       | Net Sales/ Working Capital                                  | 4,189.80              | 678.39                  | 6.18   | 4.52              | 1.66       |
| Net profit ratio                 | Net Profit/ Net Sales                                       | 292.65                | 4,189.80                | 6.98%  | 2.24%             | 4.74%      |
| Return on capital employed       | Earning before interest and<br>taxes/ Capital Employed      | 403.54                | 1,513.78                | 26.66% | 7.65%             | 19.01%     |
| Return on investment             | Total Return/ Total Cost<br>of investments                  | 25.69                 | 154.26                  | 16.65% | 11%               | 5.83%      |

### Note 39. Micro, Small and Medium Enterprises Development Act, 2006

The Company has amounts due to suppliers covered under MSMED Act.  
The disclosure pursuant to the said Act is as under.

| PARTICULARS   | For the year ended<br>March 31, 2022<br>INR in Lakhs | For the year ended<br>March 31, 2021<br>INR in Lakhs |
|---|--|--|
| Principal Amount due at year end  | 1725.47  | 372.98   |
| Interest due and remaining unpaid   | NIL  | NIL  |
| Principal amount paid beyond due date   | 641.70   | 11.13  |
| Interest Paid in terms of section 16 of the Act   | NIL  | NIL  |
| Amount of Interest due and Payable for period of delay in payment made beyond on Principal amount paid beyond the appointed day | 30.95  | 16.31  |
| Amount of Interest accrued and remaining unpaid for earlier year  | NIL  | NIL  |

The Information has been given in respect of such suppliers to the extent they could be identified as micro, small enterprises on the basis of information available with the Company. This has been relied upon by the Auditors.

### Note 40. Disclosure of material impact of COVID-19 pandemic on listed entities as per SEBI circular (SEBI/HO/CFD/CMD1/CIR/P/2020/84) dated May 20, 2020 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The novel coronavirus (COVID-19) pandemic has been spreading around the world rapidly. Moreover, second wave of pandemic has a serious impact in India. The Virus has not just affected the human, but business of almost all industries.

The management has made the assessment of impact of Covid-19 on its liquidity & Financials and has conclude that there was some significant Impact on Production and Function of Corporate Office, Sales & Revenue, Demand & Supply, Liquidity crunches, Trade receivables etc.

However, Company has adequate liquidity and having no such major debt therefore, Management expects no such extraordinary impact and least adjustment requisite in the financial results. Further, the management will continue to closely monitor the developments and possible impact of second wave of COVID- 19, if any, on its Financial Condition, Liquidity and operation of upcoming quarters.

**Note 41. The Balances of the most of the Debtors, Creditors and Loans and Deposits of the Company are confirmed periodically.**

**Note 42. Disclosure**

- (i) The company does not have any Benami property, where any proceeding has been initiated or pending against the company for holding any Benami property.
- (ii) The company has not availed any facility from bank against security of current assets and hence there no requirement to submit quarterly returns and statement of current assets
- (iii) The company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iv) The company have not traded or invested in Crypto currency or Virtual Currency during the period/year.
- (v) The company have not advanced or loaned or invested funds to any other person(s) or entity (ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
  - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
  - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The company has no such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961.
- (viii) The company is not declared as wilful defaulter by any bank or financial Institution or other lender.
- (ix) There is no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237of the Companies Act, 2013

**Note 43. The figures have been rounded INR in Lakhs up to Two decimal. Parties Balances are subject to their confirmations and reconciliation and consequential adjustments, if any.**

**Note 44. Previous year figures have been regrouped and recast wherever necessary to make them comparable with current year's figures.**

**Note 45. Note No. 1 to 44 form an integral part of Financial Statements**

Signature to Balance Sheet, Statement of Profit & Loss and Note 1 to Note 45.  
As per our report of even date attached herewith.

**For ROLCON ENGINEERING COMPANY LIMITED**

**FOR JHS & ASSOCIATES LLP**  
Chartered Accountants  
Firm Reg. No. 133288W/100099W

**Saurabh Shah**  
Partner  
Membership No. 110914

Vallabh Vidyanagar  
May 20, 2022

**S.H. Amin**  
Chairman & WTD  
(DIN: 00494016)

**K.M. Patel**  
Director  
(DIN: 00084171)

**V.K. Shah**  
CFO

**A.S. Amin**  
Managing Director  
(DIN: 01130354)

**M.H. Joshi**  
Director  
(DIN: 00856573)

**D.A. Chauhan**  
Company Secretary

Vallabh Vidyanagar  
May 20, 2022





Form No. MGT-11

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**ROLCON ENGINEERING COMPANY LIMITED**

Registered Office: Anand- Sojitra Road, Vallabh Vidyanagr –388120, Gujarat, India.

CIN: L29259GJ1961PLC001439

E-mail: rolcon@rolconengineering.com, Website: www.rolconengineering.com

55<sup>th</sup> ANNUAL GENERAL MEETING – July 29, 2022

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

I/We, being the holder(s) of \_\_\_\_\_ equity shares of ROLCON ENGINEERING CO. LTD , hereby appoint,

1. Name :  
E-mail Id :  
Address :  
Signature : \_\_\_\_\_ , or failing him/her
2. Name :  
E-mail Id :  
Address :  
Signature : \_\_\_\_\_ , or failing him/her
3. Name :  
E-mail Id :  
Address :  
Signature : \_\_\_\_\_ , or failing him/her

As my/our proxy to attend and vote (on a poll ) for me/us and on my/ our behalf at 55<sup>th</sup> Annual General Meeting of the Company, to be held on 29 July, 2022 at 3:00 p.m. at registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited standalone and consolidated financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.
2. To Declare Dividend of Rs. 2/- (20%) per equity share, for the financial year 2021-22.
3. To Appoint a Director in place of Dr. Arpita A. Amin (DIN: 01927591), who retires by rotation and, being eligible, offer herself for re-appointment.

**SPECIAL BUSINESS:**

4. Re-appointment of Mr. Wolfgang Fuchs (DIN: 07317102) as an Independent Director of the Company.
5. Re-appointment of Mr. Kiran M. Patel (DIN: 00084171) as an Independent Director of the Company.
6. Re-Appointment of Mr. Suresh H. Amin (DIN: 00494016) as Chairman & Whole time Director of the Company.
7. Re-Appointment of Mr. Ashish S. Amin (DIN: 01130354), as Managing Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2022

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of Proxy holder(s)

Affix  
Revenue  
stamp

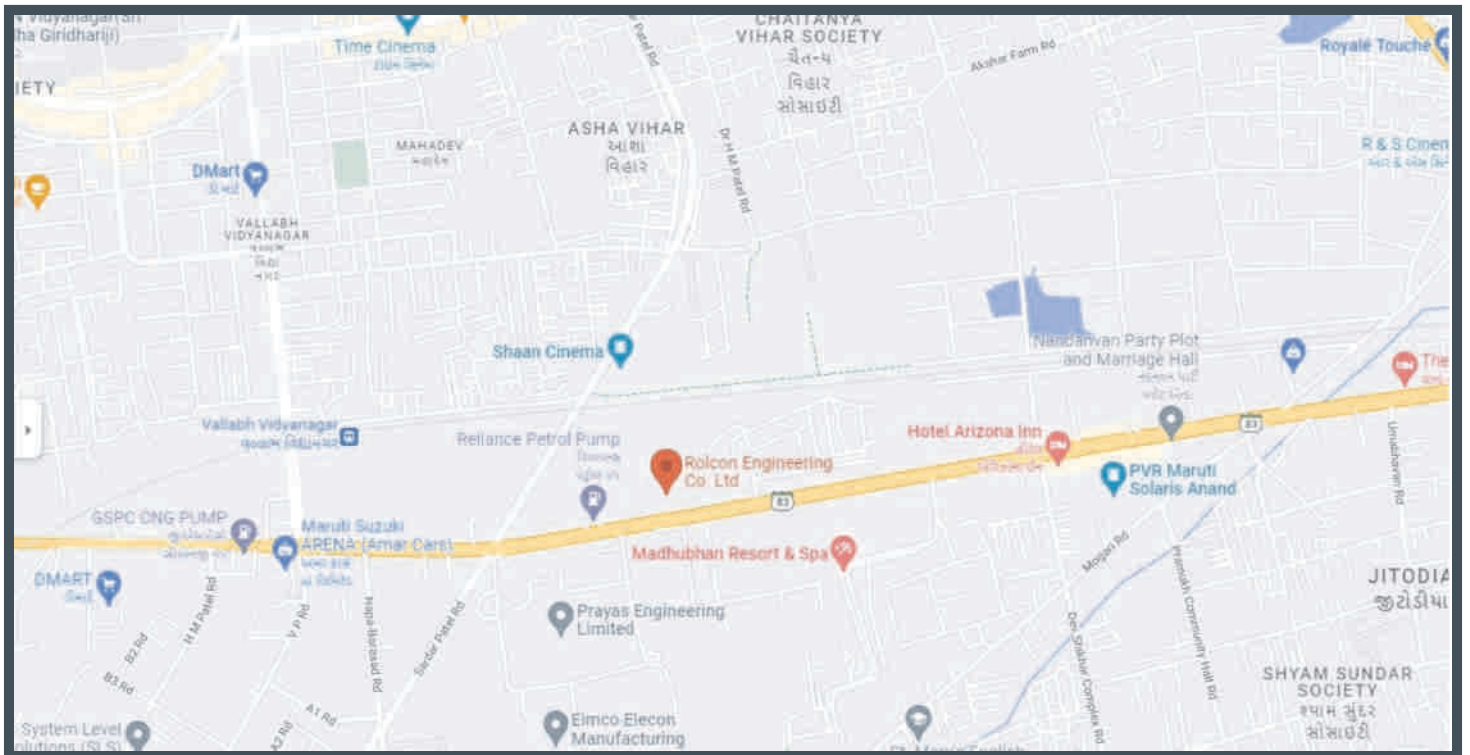
Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



# ROUTE MAP OF THE VENUE

**Address :** Anand - Sojitra Road, Vallabh Vidyanagar - 388120

**Landmark :** Anand Sojitra Road





ROLCON ENGINEERING CO LTD,  
Anand-Sojitra Road,  
Vallabh Vidyanagar-388 120,  
Gujarat, India.  
(ISO 9001 : 2015 COMPANY)

Email :- [rolcon@rolconengineering.com](mailto:rolcon@rolconengineering.com)  
Web :- [www.rolconengineering.com](http://www.rolconengineering.com)  
Phone :- 02692-230766 | 02692-230866