



**INDO BORAX  
&  
CHEMICALS LTD.**

**38<sup>th</sup> ANNUAL REPORT 2018-19**

**BOARD OF DIRECTORS**

S.K. Jain	:	Chairman & Managing Director
Sajal Jain	:	Vice Chairman & Executive Director, CFO
Arun S. Sureka	:	Non Executive and Independent Director
Narendra Kumar Mittal	:	Non Executive and Independent Director
Govind R. Parmar	:	Non Executive and Independent Director
Sreelekha Jain	:	Non-Executive Director
Pravin Chavan	:	Company Secretary
Bankers	:	Syndicate Bank, Kotak Mahindra Bank Ltd, State Bank of India.
Auditors	:	Pulindra Patel & Co., Chartered Accountants
Registered Office	:	302, Link Rose, Linking Road, Santacruz (West), Mumbai - 400 054.
Works	:	Pithampur : Sector II, Pithampur Industrial Area, Dist. Dhar (M.P.), Pin : 454 775
Registrar & Transfer Agent	:	Sharex Dynamic (India) Pvt. Ltd. C-101, 247-Park, L B S Marg, Vikhroli (West), Mumbai - 400 083
Subsidiary Company	:	Indoborax Infrastructure Pvt. Ltd. (CIN-U45400MH2009PTC197583)

**NOTICE**

NOTICE is hereby given that the Thirty Eighth (38) Annual General Meeting of the members of Indo Borax & Chemicals Ltd. will be held on Saturday, 14<sup>th</sup> September, 2019 at Mini Auditorium of S.N.D.T. Women's University, Sir Vithaldas Vidya Vihar, Opp. Lido Cinema, Juhu Road, Santacruz (W), Mumbai – 400 049 at 1.00 p.m. to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the Boards' Report and Auditors thereon.
2. To declare a dividend of Rs. 1.50 per equity share for the year ended 31<sup>st</sup> March, 2019.
3. To appoint a Director in place of Mr. Sajal Jain, Vice Chairman & Executive Director (DIN: 00314855) of the Company, who retires by rotation and being eligible, offers himself for re-appointment.

**SPECIAL BUSINESS:****4. Re-appointment of Mr. Arun Sureka (DIN: 00148145), as an Independent Director.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements ) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Arun Sureka (DIN: 00148145), who was appointed as an Independent Director of the Company for a term of five consecutive years up to 31<sup>st</sup> March, 2019 by the shareholders at 33<sup>rd</sup> Annual General Meeting and in respect of whom the company has received notice in writing from the Director under section 160 of the Act proposing his candidature for the



office of a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

**5. Re-appointment of Mr. Narendra Kumar Mittal (DIN: 00314916), as an Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements ) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Narendra Kumar Mittal (DIN: 00314916), who was appointed as an Independent Director of the Company for a term of five consecutive years up to 31<sup>st</sup> March, 2019 by the shareholders at 33<sup>rd</sup> Annual General Meeting and in respect of whom the company has received notice in writing from the Director under section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

**6. Re-appointment of Mr. Govind Parmar (DIN: 03556411), as an Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements ) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and based on the recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors, Mr. Govind Parmar (DIN: 03556411), who was appointed as an Independent Director of the Company for a term of five consecutive years up to 31<sup>st</sup> March, 2019 by the shareholders at 33<sup>rd</sup> Annual General Meeting and in respect of whom the company has received notice in writing from the Director under section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

**7. Ratify the remuneration of the Cost Auditor for the financial year ending 31<sup>st</sup> March, 2020.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as recommended by the Audit Committee, payable during the financial year 2019-20 to M/s. B. F. Modi & Associates, Cost Accountants, (Membership No.6955, Firm Registration No. 100604) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2020, be paid the remuneration as set out in the explanatory statement annexed to the Notice convening this Meeting.

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

**8. Approval for increase in remuneration while holding office of profit/place of profit by Mr. Saumya Jain.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 (1)(f) of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, rules, regulations, and guidelines (including any statutory modification(s), amendments, or re-enactment(s) thereof for the time being in force) and approval of members of the Company be and is hereby accorded for holding of office or place of profit/employment by Mr. Saumya Jain, son of Executive Director Mr. Sajal Jain and Mrs. Sreelekha Jain, and a grandson of Mr. S. K. Jain, Chairman & Managing Director and promoter of the Company with effect from 1<sup>st</sup> October, 2019 on a total remuneration exceeding Rs. 2,50,000/- per month including but not limited to all basic, additional, fixed and variable remunerations, bonus, incentives, allowances, commission, benefits, perquisites, amenities and conveniences etc. as are more particularly specified in the relevant explanatory statement annexed to the notice of this meeting;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to review and determine from time to time, the term of holding of the said office or place of profit/employment of Mr. Saumya Jain, including his remuneration, at its discretion, and to do all such necessary acts, deeds, matters or things, as are required to be done in this regard.”

By Order of the Board of Directors  
INDO BORAX & CHEMICALS LTD

Pravin Chavan  
Company Secretary

**Mumbai: 29<sup>th</sup> May, 2019**

**NOTES:**

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and the proxy need not be a Member of the Company. A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights, may appoint a single person as a proxy and such shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.

The proxy form duly completed and signed, should be lodged with the Company, at its registered office not less than 48 hours before the commencement of the AGM.

Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send to the Company a certified true copy of Board Resolution together with the specimen signature(s) of the representative (s) authorized under the said Board Resolution to attend and vote on their behalf at the meeting.

Members/Proxies/Authorized Representatives should bring the enclosed Attendance Slip duly filled in along with Annual Report, for attending the meeting. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Numbers for identification.

2. The Register of Members and Share Transfer Books will remain closed from 7<sup>th</sup> September, 2019 to 14<sup>th</sup> September, 2019 (both days inclusive), in connection with the ensuing AGM and the payment of dividend.
3. The final dividend as recommended by the Board of Directors, if approved by the members at the AGM, will be paid after 14<sup>th</sup> September, 2019, as under:
  - a) To all beneficial owners in respect of shares held in electronic form as per the data as may be made available by the National Securities Depository Limited and the Central Depository Services (India) Limited as of the close of the business hours on 7<sup>th</sup> September, 2019;
  - b) To all shareholders in respect of shares held in physical form after giving effect to transfers in respect of



- complete and valid request lodged with the company on or before the close of business hours on 7<sup>th</sup> September, 2019.
4. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 to 8 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment at this AGM are also annexed.
  5. The requirement to place the matter relating to appointment of Statutory Auditors for ratification by members at every Annual General Meeting has been done away with vide notification dated 7<sup>th</sup> May, 2018, issued by the Ministry of Corporate Affairs. Accordingly no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on 19<sup>th</sup> August, 2017.
  6. Members holding shares in physical form are requested to immediately intimate change of address, if any to the Registrar and Share Transfer Agent of the Company viz. Sharex Dynamic (India) Private Ltd., quoting reference of the Registered Folio Number. Members holding shares in the electronic form are advised to inform any change in address to their respective Depository Participants. The address as furnished to the Company by the respective Depositories viz. NSDL & CDSL will be printed on the dividend envelopes. The Company or its Registrars can not act on any request received directly from the shareholders holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the shareholders.
  7. Members holding shares in physical mode are required to submit their Permanent Account Number (PAN) to the Registrar and Share Transfer Agents viz. Sharex Dynamic (India) Private Limited, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, as mandated by the Securities and Exchange Board of India (SEBI) for every participants in securities market.  
Members holding shares in electronic mode are requested to submit their PAN to their respective DP's with whom they are maintaining their demat accounts, as mandated by the SEBI for every participants in securities market.
  8. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
  9. The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2010-11, from time to time on due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government. Pursuant to provisions of Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of unpaid and unclaimed amount lying with the Company as on 25<sup>th</sup> August, 2018 (the date of last Annual General Meeting) on the website of the Company. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investors Education and Protection Fund (IEPF). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated time line. The Members, whose unclaimed dividends/shares have been transferred to IEPF Authority, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). For details, please refer to corporate governance report which is a part of this Annual Report.
  10. Shareholders seeking any information with regard to Accounts or desirous of asking questions at the AGM are requested to write to the Company at least seven days in advance, so as to enable the management to keep the information ready at the meeting.
  11. SEBI has decided that securities of listed companies can be transferred only in dematerialized form with effect from 1<sup>st</sup> April, 2019. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares that are held by them in physical form.
  12. The Notice of AGM along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.



13. Members holding shares in electronic mode may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or Sharex Dynamic (I) Private Limited, cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants (DP) by the members.
14. Members holding shares in electronic mode are requested to intimate any change in their address or bank mandates to their DP's with whom they are maintaining their demat accounts. Members holding shares in physical mode are requested to advise any change in their address or bank mandates to the Company/Sharex.
15. Route Map of the Venue of the AGM is appearing at the end of this Annual Report.
16. Voting through Electronics Means:

In compliance with the provisions of Section 108 of the Act and the Rule 20 of the Companies (Management & Administration) Rules 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and SS-2 issued by ICSI, the Company has provided members a facility to exercise their rights to vote at the 38<sup>th</sup> AGM by electronic means. The members may cast their votes using an electronic voting system from place other than venue of the Meeting ('remote e-voting').

Remote e-voting period commences on 11<sup>th</sup> September, 2019 (9:00 am IST) and ends on 13<sup>th</sup> September, 2019 (5.00 pm IST). During this period, the members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 7<sup>th</sup> September, 2019, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting after end of voting period on 13<sup>th</sup> September, 2019. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company as on 7<sup>th</sup> September, 2019. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting and at the venue of AGM voting by Ballot/Polling Papers.

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

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Ballot/Polling Papers, for all those Members, who are present at the AGM and not cast their votes by availing remote e-voting facility.

M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process and voting through poll paper process in fair and transparent manner.

The Scrutinizer shall, within a period of 48 hours from the conclusion of AGM, make a consolidated scrutinizers report of the votes cast in favour or against, if any, and submit it to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.indoborax.com](http://www.indoborax.com) and on the website of CDSL immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**17. The instructions for shareholders voting electronically are as under:**

- (I) The voting period begins on 11<sup>th</sup> September, 2019 (9:00 am IST) and ends on 13<sup>th</sup> September, 2019 (5:00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 7<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



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

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant **Indo Borax & Chemicals Limited** on which you choose to vote.

(xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**(xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

**(xix) Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and



password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### **STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013.**

As required under section 102 of the Companies Act, (“Act”), the following explanatory statement sets out all material facts relating to the business under Item nos. 4 to 8 of the accompanying Notice:

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

Mr. Arun Sureka, was appointed as an Independent Director at Thirty third (33<sup>rd</sup>) Annual General Meeting (“AGM”) of the Company with effect from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019. Pursuant to the provisions of the Act with rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) an Independent Director shall hold office for a term up to five consecutive years on Board of Directors of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

The Board of Directors at its meeting held on 29<sup>th</sup> March, 2019 on the recommendation of Nomination and Remuneration Committee approved the re-appointment of Mr. Arun Sureka, as Independent Director of the Company for a second term with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 based on his skills, experience, knowledge and report of performance evaluation.

Mr. Arun Sureka is entitled to sitting fees and to reimbursement of expenses incurred by him, in connection with attendance at Board, Committee and General Meetings.

The Company has in terms of 160(1) of the Act received in writing a notice from a director, proposing his candidature for the office of Independent Director of the Company. In the opinion of the Board Mr. Arun Sureka, fulfils the conditions specified in the Act and rules made thereunder and SEBI Listing Regulations for his re-appointment as an Independent Director of the Company. The copy of letter of appointment of Mr. Arun Sureka, as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the Company.

The Board considers that the continued association of Mr. Arun Sureka would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Board recommends the Special Resolution at Item no. 4 of this Notice for approval of the Members.

Except Mr. Arun Sureka, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

##### **Item No. 5**

Mr. Narendra Kumar Mittal, was appointed as an Independent Director at Thirty third (33<sup>rd</sup>) Annual General Meeting (“AGM”) of the Company with effect from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019. Pursuant to the provisions of the Act with rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) an Independent Director shall hold office for a term up to five consecutive years on Board of Directors of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

The Board of Directors at its meeting held on 29<sup>th</sup> March, 2019 on the recommendation of Nomination and Remuneration Committee approved the re-appointment of Mr. Narendra Kumar Mittal, as Independent Director of the Company for a second term with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 based on his skills, experience, knowledge and report of performance evaluation.

Mr. Narendra Kumar Mittal is entitled to sitting fees and to reimbursement of expenses incurred by him, in connection with attendance at Board, Committee and General Meetings.

The Company has in terms of 160(1) of the Act received in writing a notice from a director, proposing his candidature for the office of Independent Director of the Company. In the opinion of the Board Mr. Narendra Kumar Mittal, fulfils the conditions specified in the Act and rules made thereunder and SEBI Listing Regulations for his re-appointment as an Independent Director of the Company. The copy of letter of appointment of Mr. Narendra Kumar



Mittal, as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the Company.

The Board considers that the continued association of Mr. Narendra Kumar Mittal would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Board recommends the Special Resolution at Item no. 5 of this Notice for approval of the Members.

Except Mr. Narendra Kumar Mittal, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

**Item No. 6**

Mr. Govind Parmar, was appointed as an Independent Director at Thirty third (33<sup>rd</sup>) Annual General Meeting (“AGM”) of the Company with effect from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019. Pursuant to the provisions of the Act with rules made thereunder and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) an Independent Director shall hold office for a term up to five consecutive years on Board of Directors of the Company and shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board Report.

The Board of Directors at its meeting held on 29<sup>th</sup> March, 2019 on the recommendation of Nomination and Remuneration Committee approved the re-appointment of Mr. Govind Parmar, as Independent Director of the Company for a second term with effect from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 based on his skills, experience, knowledge and report of performance evaluation.

Mr. Govind Parmar is entitled to sitting fees and to reimbursement of expenses incurred by him, in connection with attendance at Board, Committee and General Meetings.

The Company has in terms of 160(1) of the Act received in writing a notice from a director, proposing his candidature for the office of Independent Director of the Company. In the opinion of the Board Mr. Govind Parmar, fulfils the conditions specified in the Act and rules made thereunder and SEBI Listing Regulations for his re-appointment as an Independent Director of the Company. The copy of letter of appointment of Mr. Govind Parmar, as an Independent Director setting out terms and conditions would be available for inspection without any fee by the members at the registered office of the Company.

The Board considers that the continued association of Mr. Govind Parmar would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director.

Board recommends the Special Resolution at Item no. 6 of this Notice for approval of the Members.

Except Mr. Govind Parmar, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way concerned or interested, in the Resolution set out at Item No. 6 of the Notice.

**Item No. 7**

The Board, on the recommendation of Audit Committee, has approved the appointment and remuneration of the Cost Auditor M/s. B. F Modi & Associates, Cost Accountants (Firm Registration No. 100604) to conduct the audit of the cost records relating to a boron products & other chemicals of the Company for the financial year ending 31<sup>st</sup> March, 2020 with audit fees of Rs. 20,000/- plus goods and service tax as applicable and reimbursement of actual expenses as incurred by them in connection with the aforesaid audit.

In accordance with the provisions of Section 148 of the Act, read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item no. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ended 31<sup>st</sup> March, 2020.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

**Item No. 8**

Mr. Saumya Jain, was appointed as Business Development Manager, with effect from 1<sup>st</sup> June, 2017 on a total remuneration not exceeding Rs. 2, 50,000/- per month. With his successful induction now it is proposed to revise his remuneration as given below, which would be in excess of Rs. 2, 50,000/- per month. Further his remuneration may be reviewed and revised from time to time by his employer as per its remuneration policy. Besides salary, his remuneration will also include all basic, additional, fixed and variable remunerations, bonus, incentives,



allowances, benefits, perquisites, amenities, and conveniences etc. as per rules of his employer.

Mr. Saumya Jain, aged 25 years is a B.Sc. in Aerospace Engineering from the prestigious University of Illinois, USA. On completing his studies, he joined Indo Borax & Chemicals Ltd, as Business Development Manager, from 1<sup>st</sup> June, 2017 and he has been involved in development of new product i.e. lithium hydroxide and to look after day to day affairs of the factory. As per Ministry of Agriculture and Farmers Welfare vide its order dated 16<sup>th</sup> May, 2019, boric acid shall bear the Standard Mark under the licence issued by the Bureau of Indian Standard in accordance with the Bureau of Indian Standards (Conformity Assessment) Regulation, 2018. Mr. Saumya Jain has applied for the BIS with Bureau of Indian Standard and also he has taken initiative to upgrade the process of manufacturing of boric acid according to the BIS standard. He also taken lead role in application for registration of boric acid under the Bureau of Indian Standard (BIS).

Mr. Saumya Jain is a related party within the definition of section 2 (76) of the Act. Pursuant to the provision of Section 188 of the Act, read with Rule 15 of the Companies (Meeting and its Powers) Rules, 2014, appointment of any related party to any office or place of profit/employment in the Company at a monthly remuneration exceeding Rs. 2, 50,000/- requires prior approval by way of Special Resolution of the Company. Hence the approval of the members is sought for payment of remuneration to him as proposed in the resolution under this item of business.

The information as required in accordance with Rule 15 of the Companies (Meeting and its Powers) Rules, 2014 as well as pursuant to section 102 of the Act, is as under:

1. Name of the related party: Mr. Saumya Jain
2. Name of the Director or Key Managerial Personnel who is related: Mr. Sajal Jain, Vice Chairman & Executive Director, Mrs. Sreelekha Jain, Director and Mr. S. K. Jain, Chairman & Managing Director.
3. Nature of relationship: Mr. Saumya Jain is a son of Mr. Sajal Jain Vice Chairman & Executive Director and Mrs. Sreelekha Jain, Director and grandson of Mr. S. K. Jain, Chairman & Managing Director of the Company. Mr. Saumya Jain himself holding 28000 equity shares of Indo Borax & Chemicals Ltd.
4. Nature, material terms, monetary value and particulars of the contract or arrangement:
  - i) Basic salary of Rs. 3,00,000/- per month;
  - ii) Provision of furnished or unfurnished company owned or leased Accommodation or House Rent Allowance in lieu thereof @ 60% of Salary;
  - iii) Telephone/mobile communication facilities as per company's rules.
  - iv) Medical reimbursement, leave encashment, medical/accident insurance, leave travel assistance or allowances or such other perquisites and allowances in accordance with the rules of the company;
  - v) Company's contribution to Provident Fund, Superannuation and Gratuity Fund or payment of gratuity as applicable from time to time and terminal leave encashment;
  - vi) Conveyance: Company's car with driver for official use.
  - vii) Reimbursement of expenses incurred for the business of company as per Company's rules.
5. Any other information relevant important for the members to take a decision on proposed resolution: Please refer to his qualification and experience as mentioned aforesaid under this item of business.

In respect of this resolution, Mr. Saumya Jain, who is beneficiary, being son of Mr. Sajal Jain, both of them related to each other. Since Mr. Sajal Jain is Vice Chairman & Executive Director, Mrs. Sreelekha Jain, Director & Mr. S. K Jain, Chairman and Managing Director and promoters, all of them are interested and concerned to the extent of the remuneration and benefits that Mr. Saumya Jain may get by holding the said office or place of profit/employment upon appointment of Mr. Saumya Jain as proposed.

Except the above no other Director, Key Managerial Personnel or their relative are any way concerned or interested in the proposed resolution.

The Board recommends the resolution set forth in Item no. 8 for approval of Members.

By Order of the Board  
For Indo Borax & Chemicals Ltd

Pravin Chavan  
Company Secretary

**Mumbai: 29<sup>th</sup> May, 2019**

**Registered Office: 302, Link Rose, Linking Road, Santacruz (West), Mumbai – 400 054**

Annexure to Notice dated 29<sup>th</sup> May, 2019

In pursuance of the Regulation 36(3) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards-2 issued by the ICSI, details of directors seeking appointment/re-appointment at the ensuing Annual General Meeting are as follows:

<b>Name</b>	Mr. Arun Sureka (DIN-00148145)	Mr. Narendra K. Mittal (DIN: 00314916)	Mr. Govind Parmar (DIN-03556411)	Mr. Sajal Jain (DIN: 00314855)
<b>Date of Birth, Age</b>	27-10-1955, 64	07-05-1962, 57	25-12-1959, 60	06-09-1967, 52
<b>Nationality</b>	Indian	Indian	Indian	Indian
<b>Date of appointment</b>	27-04-1987	18-08-1998	30-05-2011	26-05-2008
<b>Designation</b>	Director	Director	Director	Vice Chairman and Executive Director
<b>Qualification</b>	B. Sc, LLB, FCA	B. Com, LLB, MBA, FCA	B. Com	B.Com
<b>Expertise in specific functional area</b>	Arun Sureka, has nearly 38 years of professional experience in the field of taxation, audits and accounts.	Narendra Kumar Mittal has nearly 26 years of professional experience in the field of administration, taxation, audits and accounts.	Govind Parmar, has over 34 years of professional experience in the field accounts, management and general administration.	Mr. Sajal Jain, has almost three decade of experience in the Boric Acid industry. He has been associated with the Company from 1 <sup>st</sup> April, 1990. He is responsible for the managing the affairs of the company, procurement of import of material, operational functions of plant, finance and administration.
<b>Directorships held other Public Companies.</b>	NIL	NIL	NIL	NIL
<b>Chairperson of Board of Committees</b>	Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee	Stake Holders Relationship Committee	NIL	NIL
<b>Member of Board Committees</b>	Stake Holders Relationship Committee	Audit Committee, Nomination and Remuneration Committee	Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee	Audit Committee, Corporate Social Responsibility Committee
<b>No. of meetings attended during the year</b>	7 of 7	6 of 7	7 of 7	6 of 7
<b>Shareholding in Company as on 31.03.2019</b>	50	NIL	NIL	6,06,496
<b>Disclosure of relationships between directors inter-se</b>	NA	NA	NA	Mr. Sajal Jain, is a son of Mr. S. K. Jain, Chairman & Managing Director and husband of Mrs. Sreelekha Jain, Non-Executive Director

**DIRECTORS' REPORT**

**To The Members of Indo Borax & Chemicals Ltd,**

Your Directors have pleasure in presenting 38<sup>th</sup> Annual Report of Indo Borax & Chemicals Limited along with the Audited Statement of Accounts for the financial year ended 31<sup>st</sup> March, 2019.

**FINANCIAL RESULTS**

The performance of the Company for the financial year ended 31<sup>st</sup> March, 2019 is summarized below:

(Rs. in lakhs)

Particulars	Standalone		Consolidated	
	31-3-2019	31-3-2018	31-3-2019	31-3-2018
Sales	12834.88	9858.09	12834.88	10263.09
Less: Excise Duty	-	174.40	-	174.40
Net Sales	12834.88	9683.69	12834.88	10088.69
Other Income	537.98	423.57	550.73	438.12
<b>Profit before Depreciation &amp; Taxation</b>	<b>2548.22</b>	<b>2143.36</b>	<b>2559.41</b>	<b>2182.02</b>
Less : Depreciation	130.49	133.18	140.16	142.90
Provision for Taxation	664.90	658.00	670.92	658.76
Deferred Tax	(5.17)	39.48	(5.17)	39.99
<b>Profit after Depreciation &amp; Taxation</b>	<b>1758.00</b>	<b>1312.70</b>	<b>1753.51</b>	<b>1340.37</b>
Other Comprehensive Income for the year	(8.20)	(287.12)	(8.20)	(287.11)
<b>Total Comprehensive Income for the year</b>	<b>1749.80</b>	<b>1025.58</b>	<b>1745.31</b>	<b>1053.27</b>
Balance brought forward from previous year	8860.84	7993.18	8969.75	8074.42
<b>Profit available for appropriation</b>	<b>10610.64</b>	<b>9018.76</b>	<b>10715.07</b>	<b>9127.69</b>
Less : Appropriations				
Dividend	48.14	48.13	48.14	48.13
Tax on Dividend	9.89	9.79	9.89	9.79
Transfer to General Reserve	175.00	100.00	175.00	100.00
<b>Balance carried to Balance Sheet</b>	<b>10377.61</b>	<b>8860.84</b>	<b>10482.04</b>	<b>8969.75</b>

**DIVIDEND**

Based on the Company's performance, the Directors have recommended final dividend of Rs. 1.50 per equity share of Rs. 10/- each on 32,09,000 Equity Shares, if approved by the members, would involve a cash outflow of Rs. 58.04 Lakhs including dividend tax.

**TRANSFER TO RESERVES**

During the year your company has transferred Rs. 175.00 Lakhs to General Reserve out of the amount available for appropriation and an amount of Rs. 10377.61 Lakhs is proposed to be retained in the profit and loss account.

**STATE OF COMPANY AFFAIRS**

On standalone basis, sales for the financial year 2018-19 stood at Rs. 12,834.88 lakhs, higher by 32.54% over the previous year sales of Rs. 9,683.69 Lakhs. Earnings before tax and depreciation was Rs. 2,548.22 lakhs, which was higher by 18.89% over EBTD of Rs. 2,143.36 Lakhs in 2017-18. The profit after tax for the year was Rs. 1,758.00 lakhs, which was higher by 33.92% over the PAT of Rs. 1,312.70 lakhs in 2017-18.

On consolidated basis, sales for the financial year 2018-19 stood at Rs. 12,834.88 lakhs, higher by 27.22 % over the previous year of Rs. 10,088.69 lakhs. Earnings before tax and depreciation was Rs. 2559.41 lakhs, which was higher by 17.29% over EBTD of Rs. 2182.02 Lakhs in 2017-18. The profit after tax for the year was Rs. 1753.51 lakhs, which was higher by 30.82 over the PAT of Rs. 1340.37 lakhs in 2017-18. During the year the production of boron products increased by 17.00% as compared to 30% increase in previous year.

**SUBSIDIARY COMPANY**

Company has only one wholly owned subsidiary, Indoborax Infrastructure Private Limited. There are no associate companies or joint ventures companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act"). There has been no material change in the nature of business of the subsidiary.

As pursuant to provision of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiary in Form AOC-1 is attached to the financial statements of the Company.

**CONSOLIDATED FINANCIAL STATEMENTS**

The consolidated financial statements of the company and its subsidiary which form part of Annual Report have been prepared in accordance with section 129(3) of the Companies Act, 2013. Consolidated Financial Statements for the year ended 31<sup>st</sup> March, 2019 along with report of the auditors thereon are attached herewith.

**INTERNAL FINANCIAL CONTROL**

The details in respect of the internal financial control and their adequacy are included in Management Discussion & Analysis, which forms part of this report.

**NUMBER OF MEETING OF THE BOARD**

Seven meetings of the board were held during the year. For details of meetings of Board, please refer to the Corporate Governance Report, which is a part of this report.

**COMMITTEES OF THE BOARD**

Details of all the committees along with their composition, name of the members, meetings held during the year and attendance are provided in the Corporate Governance Report, which forms a part of this Report.

**RESPONSIBILITY STATEMENT OF THE BOARD OF DIRECTORS**

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

- (i) in the preparation of the annual accounts; the applicable accounting standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year and of the profit of the Company for that period;
- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) they have prepared the annual accounts on a going concern basis;
- (v) they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- (vi) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Mr. Arun Sureka, Mr. Narendra Kumar Mittal and Mr. Govind Parmar, were appointed as Independent Directors of the Company with effect from 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2019. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on 29<sup>th</sup> March, 2019 has approved the re-appointment of Mr. Arun Sureka, Mr. Narendra Kumar Mittal and Mr. Govind Parmar for further term of five years from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024, subject to the approval of shareholders through special resolution.

Based on the experience, skill and knowledge and report of their performance evaluation, the board was of the opinion that their association would be immense benefit of the company and it would be desirable to avail their services as Independent Directors.

Company has received declaration from all the Independent Directors of the company confirming that they meet the criteria of independence prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to provisions of section 203 of the Act, the key managerial personnel of the company are Mr. S. K. Jain, Chairman and Managing Director, Mr. Sajal Jain, Chief Executive and Chief Financial Officer and Mr. Pravin Chavan, Company Secretary.

**BOARD EVALUATION**

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the provisions of the Act and SEBI Listing Regulation.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as board composition and structure, effectiveness of board process, information and functioning etc. The performance of the committees was evaluated by the board after seeking inputs from committee members on the basis of criteria such as composition of committees, effectiveness of committee meetings etc.

In separate meeting of independent Directors, performance of the non-independent directors, performance of the board as a whole and the Chairman was evaluated, taking into account the views of the executive directors and non-executive directors.

Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated.

**CORPORATE SOCIAL RESPONSIBILITY**

The brief outline of the Corporate Social Responsibility Policy (CSR Policy) of the Company and initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure I** of this report in the format



prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The details about the CSR committee, please refer to the Corporate Governance Report, which form part of this report. The CSR policy is available on the website of the company <http://www.indoborax.com/CSR-Policy.php>

**VIGIL MECHANISM**

The Company has formulated whistle blower policy for Directors and employees to report their genuine concerns regarding unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics Policy. The said mechanism also provides for adequate safeguard against victimization of persons who use such mechanism and makes provision for direct access to the chairman of the Audit Committee in the appropriate or exceptional cases. We affirm that no employee of the company was denied access to the Audit Committee. The Whistle Blower Policy have been disclosed on website of the Company at <http://www.indoborax.com/Whistle-Blower-Policy.php>

**ENVIRONMENT HEALTH AND SAFETY, PROTECTION OF WOMEN AT WORKPLACE**

The Company is conscious of the importance of environmentally clean and safe operations. Company conducts its operations in such manner so as to ensure safety of all concerned, compliances of environmental regulations and preservation of natural resources.

The company has adopted a policy on prevention, prohibition and redressal of Sexual harassment at workplace and has duly constituted an Internal Complaint Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During the year company has not received any complaints on sexual harassment. There have been no complaints in other areas.

**PARTICULARS OF EMPLOYEES**

The information required under Section 197 of the Act read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are given below:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company and percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary in the financial year:

Name of the Directors	Ratio of median remuneration	% increase in remuneration in the financial year
Mr. Sushil Kumar Jain, Managing Director	56.29	42.47
Mr. Sajal Jain, Chief Executive & Chief Financial Officer	56.29	42.47
Mr. Pravin Chavan, Company Secretary	-	7.57

Company has not paid any remuneration to non-executive directors except sitting fees.

- a) The percentage increase in the median remuneration of the employees in the financial year: 6.33%
- b) The number of permanent employees on the rolls of the company : 95
- c) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
The average annual increase was around 10.28 %. However during the year, the total increase in employee benefits is approximately 30%.  
During the year under review there was no such increment in the managerial salary, the commission which is based on % of profit have been increased, which is directly linked with the performance of the company. Increase in the managerial remuneration for the year was 42.47%.
- d) Affirmation that the remuneration is as per the remuneration policy of the Company: The Company affirms remuneration is as per the remuneration policy of the company.
- e) The statement containing names of top ten employees in terms of remuneration drawn and particulars of employees as required under Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel ) Rules, 2014 is provided in annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid annexure. In term of section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company Secretary.



**POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS:**

The Company's policy on directors appointment and remuneration and other matters provided in Section 178(3) of the Act, has been disclosed in the Corporate Governance Report, which forms part of the Directors Report.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

**TRANSACTIONS WITH RELATED PARTIES**

None of the transactions with related parties falls under the scope of Section 188(1) of the Act. The information on the transactions with related parties pursuant to Section 134 (3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in AOC-2 in **Annexure II** and same forms part of this report.

**DELISTING OF SECURITIES**

The Company had applied for delisting of shares from Kolkatta Stock Exchange in 2005-2006, however, till date the confirmation of delisting has not been received from Exchange.

**ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

**A. Conservation of Energy**

- |   |  |
|---|--|
| <ul style="list-style-type: none"> <li>i) Energy Conservation Measures taken</li> <li>ii) Utilization of alternate source of energy</li> <li>iii) Capital Investment on energy conservation equipment.</li> </ul> | <p>The Company continues to lay special emphasis on conservation of energy and have taken measures like regular monitoring of consumption, reduction of transmission losses and up to date maintenance of systems.</p> |
|---|--|

**B. Technology Absorption**

**1. Research & Development**

The Company has no specific Research & Development Department. However in house quality control facilities are utilised for product and process improvement and updation.

**2. Technology Absorption**

The Company has not imported any technology.

**C. Foreign Exchange Earnings and Outgo**

- |  |  |
|--|--|
| <ul style="list-style-type: none"> <li>a) Earnings</li> <li>b) Outgo <ul style="list-style-type: none"> <li>- Import of Raw Materials</li> <li>- Foreign Travel</li> <li>- Others</li> </ul> </li> </ul> | <p>: Nil</p> <p>:Rs. 6136.65 lakhs</p> <p>:Rs. 7.47 lakhs</p> <p>:Rs. 0.66 lakhs</p> |
|--|--|

**DEPOSITS FROM PUBLIC**

The Company has not accepted any deposit from public falling within the ambit of section 73 of the Companies Act, 2013 and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of Balance Sheet.

**RISK MANAGEMENT**

The Board of the company has formed a risk management committee to frame, implement and monitor the risk management plan for the company. The committee is responsible for reviewing the risk management plan and ensuring effectiveness. The audit committee has additional oversight in the areas of financial risk and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

The risk management policy has been covered in the management discussion and analysis, which forms part of this report.

**CORPORATE GOVERNANCE REPORT**

A separate detailed Corporate Governance Report and Certificate of Auditor of your Company regarding the compliance of the conditions of Corporate Governance as per SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 are annexed to this report.

**EXTRACT OF ANNUAL RETURN**

As provided under section 92(3) of the Act, the extract of the Annual Return is given **Annexure-III** in the prescribed Form MGT-9, which forms part of this report. The same is available on the Company's website viz.

[www.indoborax.com](http://www.indoborax.com).

**DISCLOSURE REQUIREMENTS**

As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors Certificate thereon, and the Management Discussion and Analysis are attached, which form part of this Report.

The Company has devised proper system to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively.

**STATUTORY AUDITORS**

At the thirty sixth AGM held on 19<sup>th</sup> August, 2017 the members approved appointment of Pulindra Patel & Co., Chartered Accountants, (Firm Registration No. 115187W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of forty-first AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from 7<sup>th</sup> May, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM and a note in respect of the same has been included in the Notice for this AGM.

**COMMENTS OF AUDITOR'S REPORT AND SECRETARIAL AUDIT REPORT**

The auditor's report and the secretarial audit report do not contain any qualifications, reservations or adverse remarks. Secretarial Audit report is attached to this report.

**COST AUDIT**

Pursuant to the provisions of Section 148 (3) of the Companies Act, 2013, qualified Cost Auditors have been appointed to conduct cost audit for the year under review relating to the products manufactured by the Company.

**ACKNOWLEDGEMENTS**

Your Directors thank to the clients, vendors, shareholders & bankers for their continued support during the year. Your Directors place on record their appreciation for the contribution made by employees at all levels. Your Company's growth has been possible due to their hard work, co-operation & support.

For and on behalf of the Board of Directors

Mumbai,  
May 29, 2019

*S. K. Jain*  
Chairman

**MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Directors present their report on the specified matters to the extent relevant or within limits that in their opinion are imposed by the company's own competitive position, as under:-

**Industry structure and development**

No reliable and published data is available specifically on boron products industry. As boron minerals and the lithium are not found in India, thus the basic inputs have to be essentially imported.

**Opportunity, threats, risks and concerns**

As, the basic input of boron minerals and lithium are imported, thus timely availability of basic inputs at competitive prices in desired quality, composition and quantities has been, continues to be and expected to remain a matter of concern, risk and threat. The company is continuously engaged in exploring and developing alternative sources for imported raw material to minimize the risk.

**Segment wise or product-wise performance**

The company is operating in a single reportable segment i.e. manufacturing and selling of Chemicals. The disclosures requirement of the Indian Accounting Standard (AS) 108 "operating Segment" notified under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rule, 2014 are not applicable.

**Outlook**

The domestic market for Boron products is expanding every year and the Company can sell more quantity, as its products are well known for its quality. In case of lithium the domestic market for the lithium is mainly depends on the grease manufactures.

As per Ministry of Agriculture and Farmers Welfare vide its order dated 16<sup>th</sup> May, 2019, boric acid shall bear the Standard Mark under the licence issued by the Bureau of Indian Standard in accordance with the Bureau of Indian Standards (Conformity Assessment) Regulation, 2018.

Company has applied for the BIS with Bureau of Indian Standard and also started upgrading the process of manufacturing of boric acid according to the BIS standard.

**Internal control system and their adequacy**



The Company has proper and adequate systems of internal controls to provide reasonable assurance that all assets are safeguarded; prevention and detection of frauds and errors, the accuracy and completeness of the accounting record, timely preparation of reliable financial disclosures, transactions are authorized and recorded correctly to ensure compliance with policies and statutes.

Internal control systems have been found to be adequate and commensurate with the size and nature of the business of the company and are reviewed from time to time for further improvement.

#### **Discussion on financial performance with respect to operational performance**

The net sales in current year stood at Rs. 12834.88 Lakhs as compared to Rs. 9683.69 Lakhs in previous year, which is higher by 32.54% due to higher sales of Boron Products & Lithium Hydroxide.

#### **Human Resources Development & Management**

The total permanent employees of the company are 95. There are no other reportable material developments in the matter of human resources and industrial relations, which were cordial throughout the year.

#### **Risk and Concerns**

The risk faced by the company are raw material risk, quality risk, competition risk, foreign exchange risk, realization risk, cost risk.

The risk management committee has mitigation plan against above risk. Company is continuously engaged in exploring and developing alternative sources of imported raw material to mitigate the raw material risk. Highest quality parameters are set for the production of the boron products, also ensure that there should be continuous supply of material to the customers which will mitigate the quality and competition risk. To mitigate the foreign exchange risk, company prefers to buy material on receipt of documents. If there is import of raw material on credit basis, the same are hedged.

### **ANNEXURE I TO DIRECTOR'S REPORT**

#### **1. A brief outline of Corporate Social Responsibility Policy:**

Social and environment responsibility has always been at the forefront of Indo Borax & Chemicals Ltd.'s operating philosophy. We believe that to succeed, an organization must maintain highest standards of corporate behavior towards its employees, consumers and societies in which it operates. We are in the opinion that CSR underlines the objectives of bringing about difference and adding values in our stakeholder's lives.

Indo Borax's Corporate Social Responsibility Policy is rooted in the Company's core values of quality, reliability and trust guided by best practices, and driven by our aspiration for excellence in the overall performance of our business.

The CSR activities undertaken by the company within the broad framework of Schedule VII of the Companies Act, 2013. The CSR activities carried out in FY 2018-19 such as health awareness program, eradicating hunger by distribution of foods grains to poor and needy people and promoting education by way of providing financial support to the financially challenged students.

**2. The composition of CSR committee :** The CSR committee of the directors comprising of Mr. Arun Sureka, Chairman of the Committee, Mr. Sajal Jain, Mr. Govind Parmar and Mrs. Sreelekha Jain

**3. Average net profit of the company for last three financial years for the purpose of computation of CSR :** Rs. 1508.00 Lakhs

**4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):** Rs. 30.16 Lakhs

**5. Details of CSR spent during the financial year:**

a) Total amount to be spent for the financial year: Rs. 30.16 Lakhs

b) Amount unspent: NIL

c) Manner in which the amount spent during the financial year: Attached

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

During the year, Company has spent more than two percent of the average net profit of the last three financial years.

**7. A responsibility statement of the CSR committee that the implementation and monitoring of CSR policy, is in compliance with CSR objectives and policy of the Company:**

We hereby declare that implementation and monitoring of the CSR policy are in compliance with CSR objectives and policy of the Company.

Sajal Jain  
Executive Director  
29<sup>th</sup> May, 2019

Arun Sureka  
Chairman, CSR Committee



## 5 (c). Details of amount spent on CSR activities during the financial year 2018-19 (Rs. in Lakhs)

Sr. No.	CSR project or activity identified/	Sector in which the project is covered	Project or programs (1) Local Area or other (2) specify the State and district where project was undertaken	Amount outlay (budget) Project or programs wise	Amount Spent on the project or programs Sub Heads: 1. Direct Expenditure on project 2. Overhead	Cumulative expenditure up to the reporting period	Amount Spent direct or through Implementing Agency
1.	Providing primary healthcare support and free medical camps for rural communities	Health & Hygiene	Ahmedabad, Gujarat	7.50	7.50	7.50	Implementing agency
2.	Distribution of food grain to poor and needy people	Eradicating Hunger	Mumbai, Maharashtra	11.00	11.00	11.00	Implementing agency
3.	Providing financial support to financially challenged students.	Education	Mumbai Maharashtra	12.15	12.15	12.15	Implementing agency
<b>Total Spending on CSR</b>				<b>30.65</b>	<b>30.65</b>	<b>30.65</b>	

**ANNEXURE II TO DIRECTOR'S REPORT****FORM NO. AOC -2**

[ Pursuant to Clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rules 8(2) of the Companies (Accounts) Rules, 2014]

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

1. Details of contracts or arrangements or transactions not at arm's length basis.
  - i. Name of the related party and nature of relationship: Not Applicable
  - ii. Nature of contracts or arrangements or transactions: Not Applicable
  - iii. Duration of the contracts/arrangements or transactions: Not Applicable
  - iv. Salient terms of the contracts or arrangements or transactions including value: Not Applicable
  - v. Justification for entering into such contracts or arrangements or transactions: Not Applicable
  - vi. Date of approval by the Board : Not Applicable
  - vii. Amount paid as advance, if any : Not Applicable
  - viii. Date on which special Resolution was passed in general meeting as required under first proviso to section 188: Not Applicable
2. Details of material contracts or arrangements or transactions at arm's length basis.
  - i. Name of the related party and nature of relationship: Not Applicable
  - ii. Nature of contracts or arrangements or transactions: Not Applicable
  - iii. Duration of the contracts/arrangements or transactions: Not Applicable
  - iv. Salient terms of the contracts or arrangements or transactions including value: Not Applicable
  - v. Justification for entering into such contracts or arrangements or transactions: Not Applicable
  - vi. Date of approval by the Board : Not Applicable
  - vii. Amount paid as advance, if any : Not Applicable
  - viii. Date on which special Resolution was passed in general meeting as required under first proviso to section 188: Not Applicable



**Annexure III**  
**Form No. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on financial year ended 31st March, 2019

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

**I REGISTRATION AND OTHER DETAILS**

I) CIN	L24100MH1980PLC023177
ii) Registration Date	23-09-1980
iii) Name of the Company	Indo Borax & Chemicals Limited
iv) Category/Sub-Category of the Company	Public Company/Limited by Shares
v) Address of the Registered office & Contact Details	302, Link Rose, Linking Road, Santacruz (West), Mumbai -400 054 Tel-2648 9142 Fax-2648 9143
vi) Whether Listed Company	Yes
vii) Name, Address and contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt Ltd Unit -1, Luthra Ind. Premises Andheri Kurla Road, Safed Pool, Andheri (E) Mumbai-400072 Tel-2851 5606/44 Fax-2851 2885

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sr. No.	Name and description of main products/service	NIC Code of the product/service	% total turnover of the Company
1	Boric/Boron Products & other Chemicals	202-Manufacture of other chemicals products	100.00%

**III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	Name and address of the company	CIN	Holding/Subsidiary /Associates	% of shares held	Applicable Section
1	Indoborax Infrastructure Private Limited 302, Link Rose, Linking Road, Santacruz (West), Mumbai -400 054	U45400MH2009PTC197583	Subsidiary	100%	2(87)(ii)


**IV SHAREHOLDING PATTERN (Equity share capital Breakup as percentage of Total Equity)**
**i) Category-wise share holding**

Category of Shareholders	No of Shares held at the beginning of the year				No of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A Promoters</b>									
<b>1 Indian</b>									
a) Individuals/HUF	17,78,342	-	17,78,342	55.42	17,78,342	-	17,78,342	55.42	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (1):-</b>	<b>17,78,342</b>	<b>-</b>	<b>17,78,342</b>	<b>55.42</b>	<b>17,78,342</b>	<b>-</b>	<b>17,78,342</b>	<b>55.42</b>	<b>-</b>
<b>2 Foreign</b>									
a) NRI-Individuals	-	-	-	-	-	-	-	-	-
b) Others-Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corporate	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (A) (2):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total shareholding of Promoter</b>									
<b>A= A(1)+A (2)</b>	<b>17,78,342</b>	<b>-</b>	<b>17,78,342</b>	<b>55.42</b>	<b>17,78,342</b>	<b>-</b>	<b>17,78,342</b>	<b>55.42</b>	<b>-</b>
<b>B Public Shareholding</b>									
<b>1 Institutions</b>									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (Specify)	-	-	-	-	-	-	-	-	-
<b>Sub-Total (B) (1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>2 Non- Institutional</b>									
a) Bodies Corporates									
i) Indian	59,502	13,700	73,202	2.28	63,787	12,200	75,987	2.37	0.09
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individuals shareholders holding nominal share capital upto Rs. 1 Lakh	6,97,679	1,82,500	8,80,179	27.43	7,50,014	1,46,800	8,96,814	27.95	0.52
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 Lakh	1,62,557	-	1,62,557	5.07	1,50,846	-	1,50,846	4.70	(0.36)
c) Others (Specify)- Clearing Members	21,512	-	21,512	0.67	4,264	-	4,264	0.13	(0.54)
Others (Specify)- NRI	78,740	13,200	91,940	2.87	77,079	11,400	88,479	2.76	(0.11)
IEPF Suspence Account	2,01,268	-	2,01,268	6.27	2,14,268	-	2,14,268	6.68	0.41
<b>Sub-Total (B) (2):-</b>	<b>12,21,258</b>	<b>2,09,400</b>	<b>14,30,658</b>	<b>44.58</b>	<b>12,60,258</b>	<b>1,70,400</b>	<b>14,30,658</b>	<b>44.58</b>	<b>(0.00)</b>
<b>Total Public shareholding</b>									
<b>B= B(1)+B (2)</b>	<b>12,21,258</b>	<b>2,09,400</b>	<b>14,30,658</b>	<b>44.58</b>	<b>12,60,258</b>	<b>1,70,400</b>	<b>14,30,658</b>	<b>44.58</b>	<b>-</b>
<b>C Shares held by custodian for GDRs &amp; ADRs</b>									
	-	-	-	-	-	-	-	-	-
<b>Grand Total ( A + B + C )</b>	<b>29,99,600</b>	<b>2,09,400</b>	<b>32,09,000</b>	<b>100.00</b>	<b>30,38,600</b>	<b>1,70,400</b>	<b>32,09,000</b>	<b>100.00</b>	<b>-</b>


**ii) Shareholding of Promoters**

Sr. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change during the year
		No. of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged/encumbered to total shares	
1	Sushilkumar Naimkumar Jain	5,10,351	15.904	-	7,99,244	24.906	-	9.003
2	Late Smt. Sushila Sushilkumar Jain	2,88,893	9.003	-	-	-	-	(9.003)
3	Sajal Sushilkumar Jain	6,06,496	18.900	-	6,06,496	18.900	-	-
4	Sreelekha Sajal Jain	2,07,702	6.472	-	2,07,702	6.472	-	-
5	Saumya Sajal Jain	28,000	0.873	-	28,000	0.873	-	-
6	Sushilkumar Naimkumar Jain-HUF	46,400	1.446	-	46,400	1.446	-	-
7	Sajal Sushilkumar Jain-HUF	90,500	2.820	-	90,500	2.820	-	-
	<b>Total</b>	<b>17,78,342</b>	<b>55.417</b>	<b>-</b>	<b>17,78,342</b>	<b>55.417</b>	<b>-</b>	<b>(0.000)</b>

**iii) Change in promoters shareholding ( Please specify, if there is no change )**

Sr. No		Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	17,78,342	55.42	17,78,342	55.42
	Date wise increase/decrease in Promoters shareholding during the year specifying the reasons for increase or decrease ( e.g. allotment/transfer/bonus/ sweat equity etc.	-	-	-	-
	At the end of the year	17,78,342	55.42	17,78,342	55.42

Note : There is no change in the total shareholding of the promoters between 01.4.2018 to 31.03.2019, however 2,88,893 shares jointly held by Late Smt. Sushila Jain, had been transfer in the name of Mr. S. K. Jain on death of 1st Holder.

**iv) Shareholding pattern of top ten shareholders ( other than directors, Promoters and holders of ADRs and GDRs):**

Sr. No	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cummulative	
		No. of Shares at the beginning (01/04/18)/ End of the year (31/03/19)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Investors Education & Protection Fund Authority, MCA	2,01,268	6.272	01-04-2018	-	Transfer	2,01,268	
				04-01-2019	13,000		2,14,268	
		2,14,268	6.677	31-03-2019	-		2,14,268	6.677
2	Rajiv Garg	60,000	1.870	01-04-2018	-	Buy	60,000	1.724
				03-08-2018	1,500		61,500	1.916
				29-03-2019	100		61,600	1.920
				31-03-2019	-		61,600	1.920
3	Anushri Anand Jain	42,671	1.330	01-04-2018	-	Buy	42,671	
				11-05-2018	897		43,568	1.358
				31-03-2019	-		43,568	1.358
4	Dr Ramesh Chimanlal Shah	22,208	0.692	01-04-2018	-	Sold	22,208	0.638
				11-05-2018	(460)		21,748	0.678
				31-08-2018	(1,750)		19,998	0.623
				28-09-2018	(930)		19,068	0.594
				05-10-2018	(1,068)		18,000	0.561
				31-03-2019	-		18,000	0.561
5	Anju Anand Jain	27,245	0.849	01-04-2018	-	Sold	27,245	
				01-06-2018	(4,401)		22,844	0.712
				17-08-2018	(5,599)		17,245	0.537
				31-03-2019	-		17,245	0.537



6	Prabhuraj Shankar Hiremath	13,275	0.414	01-04-2018	-		13,275	0.381
				14-09-2018	26	Buy	13,301	0.414
				21-09-2018	(34)	Sold	13,267	0.413
				12-10-2018	33	Buy	13,300	0.414
				31-03-2019			13,300	0.414
7	Deepa Prabhuraj Hiremath	10,282	0.320	01-04-2018	-		10,282	0.295
				05-10-2018	137	Buy	10,419	0.325
				12-10-2018	181	Buy	10,600	0.330
				26-10-2018	51	Buy	10,651	0.332
				02-11-2018	104	Buy	10,755	0.335
				07-12-2018	25	Buy	10,780	0.336
				28-12-2018	69	Buy	10,849	0.338
				04-01-2019	240	Buy	11,089	0.346
				11-01-2019	347	Buy	11,436	0.356
				18-01-2019	179	Buy	11,615	0.362
				25-01-2019	164	Buy	11,779	0.367
				01-02-2019	21	Buy	11,800	0.368
				08-02-2019	160	Buy	11,960	0.373
				15-02-2019	27	Buy	11,987	0.374
				22-02-2019	134	Buy	12,121	0.378
31-03-2019	-	Buy	12,121	0.378				
8	P Suryakant Shares & Stock Brokers Pvt Ltd	1,000	0.031	01-04-2018	-		1,000	0.031
				06-04-2018	11,000	Buy	12,000	0.374
				13-04-2018	(1,000)	Sold	11,000	0.343
				08-06-2018	5	Buy	11,005	0.343
				15-06-2018	(5)	Sold	11,000	0.343
				06-07-2018	1,000	Buy	12,000	0.374
				31-03-2019	-		12,000	0.374
9	Deenar Krishnarao Toraskar	10,433	0.325	01-04-2018	-		10,433	0.300
				31-03-2019		No Change	10,433	0.325
10	Bijal Suresh Dalal	9,000	0.280	01-04-2018			9,000	0.280
				31-03-2019		No Change	9,000	0.280
11	PSJ Securities Private Limited	11,000	0.343	01-04-2018			11,000	
				13-04-2018	(10,000)	Sold	1,000	0.031
				06-07-2018	(1,000)	Sold	-	0.000

**v) Shareholding of Director & Key Managerial Personnel**

Sr. No	Name	Shareholding		Date	Increase /Decrease in Shareholding	Reason	Cumulative Shareholding during the year (01/04/2018 to 31/03/2019)	
		No. of Shares at the beginning (01/04/18)/ End of the year (31/03/19)	% of total shares of the company				No. of Shares	% of total shares of the company
1	Sushilkumar Jain Managing Director	5,10,351	15.904	01-04-2018			5,10,351	15.904
				31-03-2019	2,88,893	Transmission	7,99,244	24.906
2	Sajal Jain Executive Director & Chief Financial Officer	6,06,496	18.900	01-04-2017	-	Nil Movement during the year	6,06,496	18.900
				31-03-2018	-			
3	Late Smt. Sushila Jain Non Executive Director	2,88,893	9.003	01-04-2018	-	Transmission	2,88,893	9.003
				31-03-2019	(2,88,893)		-	0.000
4	Sreelekha Jain Non Executive Director	2,07,702	6.472	01-04-2018	-	Nil Movement during the year	2,07,702	6.472
				31-03-2019	-			
5	Arun Sureka Non Executive Director	50	0.002	01-04-2018	-	Nil Movement during the year	-	
				31-03-2019	-		50	0.00
6	Narendra Kumar Mittal Non Executive Director	-	-	01-04-2018	-	Nil Holding	-	-
				31-03-2019	-			
7	Govind Parmar Non Executive Director	-	-	01-04-2018	-	Nil Holding	-	-
				31-03-2019	-			
8	Pravin Chavan Company Secretary	10	0.00	01-04-2018	-	Nil Movement during the year	-	
				31-03-2019	-		10	0.00


**V INDEBTEDNESS**

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

Amount In Lakhs.

	Secured Loan excluding deposit	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year ( 01/04/2018)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total ( i + ii + iii )</b>	-	-	-	-
Change in indebtedness during the financial year				
Addition	-	-	-	-
Deduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
Indebtedness at the end of the financial year ( 31/03/2019)				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total ( i + ii + iii )</b>	-	-	-	-

**VI REMUNERATION TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A Remuneration to Managing Director, Whole Time Director**

Amount In Lakhs.

Sr. No	Particulars of Remuneration	Name of the MD/WTD		Total Amount
		S K Jain	Sajal Jain #	
1	Gross Salary			
	a) Salary as per provisions contained in Section 17(1) of Income Tax Act, 1961	33.60	31.14	64.74
	b) Value of perquisites under section 17(2) of the Income Tax Act, 1961	25.21	3.56	28.77
	c) Profit in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	-as % of profit	75.35	99.46	174.81
	-others	-	-	-
5	Others	-	-	-
	<b>Total (A)</b>	<b>134.16</b>	<b>134.16</b>	<b>268.32</b>
	Ceiling as per Act	10% of Net Profit calculated as per section 198 of the Companies Act, 2013		

# Mr. Sajal Jain, is a Whole Time Director and Chief Financial Officer of the company

**B Remuneration to other Directors:**

Amount In Lakhs.

Sr. No	Particulars of Remuneration	Name of the Directors				Total Amount
		Arun Sureka	N K Mittal	Govind Parmar	Sreelekha Jain	
1	Independent Directors					
	-Fees for attending board/ Committee Meetings	0.57	0.39	0.51	-	1.47
	- Commission	-	-	-	-	-
	- Others	-	-	-	-	-
	Total (1)	0.57	0.39	0.51	-	1.47
2	Other Non-Executive Director					
	-Fees for attending board/ Committee Meetings	-	-	-	0.33	0.33
	- Commission	-	-	-	-	-
	- Others	-	-	-	-	-
	Total (2)	-	-	-	0.33	0.33
	Total (B)= (1)+(2)	0.57	0.39	0.51	0.33	1.80
	Ceiling as per Act	The sitting fees paid to above directors is within the limits prescribed under Section 197 of the Companies Act, 2013				

**C Remuneration to Key Managerial Personnel other than MD/WTD**

Amount In Lakhs.

Sr. No	Particulars of Remuneration	Key Managerial Personnel	Total Amount
		Pravin Chavan (Company Secretary)	
1	Gross Salary		
a)	Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961	23.08	23.08
b)	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	2.17	2.17
c)	Profits in lieu of salary u/s 17(3) of the Income Tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-
	- As percentage of Profit	-	-
	-other, specify	-	-
5	Others, Specify	-	-
	Total	25.25	25.25

Note: Mr. Sajal Jain, WTO &amp; CFO, whose remuneration detail is given in VI (A) above

**VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES**

There were no penalties/punishment/compounding of offences for the year ending 31st March, 2019

**REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's philosophy is to conduct its affairs in a manner which is transparent, clear and evident to those having dealings with or having a stake in the Company, namely shareholders, lenders, creditors and employees. The Company's philosophy on Corporate Governance is thus concerned with the ethics and values of the Company and its Directors, who are expected to act in the best interest of the Company and remain accountable to shareholders and other beneficiaries for their action.

The Company is in compliance with the requirements stipulated under SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015, ("SEBI Listing Regulations") as applicable, with regard to Corporate Governance.

**2. BOARD OF DIRECTORS**

The Board of Directors comprises of Chairman cum Managing Director, Vice Chairman cum Executive Director and four Non-Executive Directors of which three are Independent Directors. Since the Chairman is executive, the Board's composition meets with the stipulated requirement of at least half of the board comprising Independent Directors.

Independent Directors are non-executive directors as defined under Regulation 16(1) (b) of the SEBI Listing Regulations and Section 149(6) of the Act. The maximum tenure of the independent directors is in compliance with the Act. All the independent directors have confirmed that they meet the criteria of independence as mentioned under regulation 16 (1) (b) of the SEBI Listing Regulations and Section 149(6) of the Act.

During the year a separate meeting of the independent directors was held inter-alia to review the performance of the non-independent directors and the board as a whole.

During the financial year 2018-19 the Board of Directors met 7 times on the following dates: 16-May-2018, 30-May-2018, 14-Aug-2018, 12-Sep-2018, 14-Nov-2018, 13-Feb-2019 and 29-Mar-2019.

**Attendance of each Director at the Board Meetings and last Annual General Meeting:**

Name of Director	Relationship with other Directors	Category *	Designation	No. of Board Meetings Attended	Attendance at last AGM	No. of Directorships in other Boards (Excluding alternate Directorship and private companies) **	No. of Chairmanship/ Membership in other Board Committees
Mr. S. K. Jain	Father of Mr. Sajal Jain & father in law of Mrs. Sreelekha Jain	Promoter & E.D	Chairman & Managing Director	6	Yes	Nil	Nil
Mr. Sajal Jain	Son of Mr. S.K. Jain & husband of Mrs. Sreelekha Jain	E.D	Vice-Chairman & Executive Director, CFO	6	Yes	Nil	Nil
Mrs. Sreelekha Jain	Wife of Mr. Sajal Jain & daughter-in-law of Mr. S. K. Jain	N.E.D.	Director	6	Yes	Nil	Nil
Mr. Arun Sureka #	None	I & N.E.D	Director	7	Yes	Nil	Nil
Mr. N. K. Mittal #	None	I & N.E.D	Director	6	Yes	Nil	Nil
Mr. G.R.Parmar #	None	I & N.E.D	Director	7	Yes	Nil	Nil

● \*E.D. – Executive Director, N.E.D – Non Executive Director, I – Independent

● \*\* Includes the Public Company and Foreign Company but exclude Private and Section 8 Company.

● The directors familiarization program imparted to Independent Directors are available on the website of the company [www.indoborax.com](http://www.indoborax.com)

● Details of equity shares of the Company held by the Directors as on 31<sup>st</sup> March, 2019 are given below:

Mr. S. K. Jain	Mr. Arun Sureka	Mrs. Sreelekha Jain	Mr. Sajal Jain
7,99,244	50	2,07,702	6,06,496

● The gap between two meetings did not exceed one hundred and twenty days.

● The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.

● # Independent Directors re-appointed for 5 years w.e.f. 1<sup>st</sup> April, 2019 in the Board Meeting held on 29<sup>th</sup> March,



2019 on the recommendation of Nomination and Remuneration Committee, subject to approval of the members through special resolution in this Annual General Meeting.

● **Code of Conduct**

The Board has laid down a code of conduct of Business and Ethics for Board Members and Senior Management staff of the company and the same is available on company's website. The Board Members and Senior Management staff have affirmed compliance with the said code of conduct.

**3. Audit Committee:**

- a) The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.
- b) The terms of reference of the audit committee are broadly as under:
  - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct.
  - Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
  - Reviewing, with the management, the annual financial statements and auditors report thereon before submission to the board for approval.
  - Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
  - Approval or any subsequent modification or transactions of the company with related party.
  - Evaluation of internal financial controls.
  - Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed.
  - Review the information required as per SEBI Listing Regulations.
- c) The composition of Audit Committee and the details of the meeting attended by the Directors are given below:

Name of Member	Designation	No. of Committee meetings held	Attendance
Mr. Arun Sureka	Chairman	5	5
Mr. Narendra K. Mittal	Member	5	4
Mr. Govind Parmar	Member	5	5
Mr. Sajal Jain	Member	5	4

During the year under review, Audit Committee met 5times on the following dates:30-May-2018, 14-Aug-2018, 12-Sept-2018, 14-Nov-2018 and 13-Feb-2019.

**4. Nomination and Remuneration Committee:**

- i. Pursuant to Section 178 (1) of the Companies Act, 2013, the company has the Nomination and Remuneration Committee.
- ii. The Nomination and Remuneration Committee comprised of three independent directors' viz. Mr. Arun Sureka (Chairman), Mr. N.K. Mittal (Member) and Mr. Govind Parmar (Member).

Name of Member	Designation	No. of Committee meetings held	Attendance
Mr. Arun Sureka	Chairman	1	1
Mr. Narendra K. Mittal	Member	1	1
Mr. Govind Parmar	Member	1	1

Nomination and Remuneration Committee met once on 13-Feb-2019.

- iii. The broad terms of the role of the Nomination and Remuneration Committee are as under:
  1. Recommend to the Board its composition, the set up and composition of the committees.
  2. Recommend to board a policy relating to the remuneration of the directors, key managerial and senior managerial personnel.
  3. Formulate criteria for evaluation of every director's performance
  4. Devising policy on board diversity.
  5. Recommend to the board appointment, removal of Director, KMP and Senior Management Personnel.
  6. Succession planning for replacing Key Executives and overseeing.
  7. Any other matter as board may decide from time to time.
- iv. Performance evaluation criteria for Independent Directors:  
The performance evaluation criteria for independent directors is determined by the Nomination and



Remuneration Committee. The evaluation of Directors carried out on the basis of factors like participation and contribution by director, commitment, effective deployment of knowledge and expertise, relationship with stakeholders, integrity and confidentiality and independence of judgment and behavior.

v. **Remuneration Policy:**

The remuneration policy of the company enable to attract, retain and motivate employees to achieve results. The non-executive directors (including independent directors) will receive remuneration by way of fees for attending meeting of boards or committee thereof, as decided by the committee from time to time subject to the limits defined under the Companies Act, 2013 and rules.

The remuneration of the Managing Director & Executive Director are determine by the Nomination and Remuneration Committee, comprising of three independent directors. The commission payable to Managing Director & Executive Director is directly linked with the performance of the company. The commission payable to them is governed by the member's resolution. The commission is payable after approval of the accounts by shareholders in the Annual General Meeting.

The Company does not have any Employee Stock Option Scheme.

Annual Remuneration payable to employees comprises two parts- salary component and bonus component based on the extent of achievement of the individuals and the performance of the business unit.

vi. **Directors' Remuneration during 2018-19**

(Rs. In Lakhs)

Name of Director	Salary & HRA	Benefits	Commission	Meeting Fees	Total	Service Contract, Notice Period, Severance Fees
Mr.S.K.Jain	33.60	25.21	75.35	Nil	134.16	Contractual-retirement by rotation
Mr. Sajal Jain	31.14	3.56	99.46	Nil	134.16	Contractual-retirement by rotation *
Mrs. Sreelekha Jain	--	--	--	0.33	0.33	Retirement by Rotation
Mr. Arun Sureka	--	--	--	0.57	0.57	-
Mr. N. K. Mittal	--	--	--	0.39	0.39	-
Mr. G.R. Parmar	--	-	--	0.51	0.51	-

1. The Company has taken Group Gratuity Policy and contribution for the Managing Director& Executive Director, is not separately determined hence not included above.
2. Service contract of the Managing Director is for 5 years w.e.f. 01.04.2017, which may be terminated by six months' notice by either side. Service contract for Executive Director is also for 5 years w.e.f. 26.05.2018, which may be terminated by six months' notice by either side.
3. Mr. Sajal Jain, Executive Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offer himself for re-appointment.
4. Mr. Arun Sureka, Mr. N.K. Mittal & Mr. Govind Parmar, Independent Directors of the company has been re-appointed for further period of 5 years with effect from 1<sup>st</sup> April, 2019, subject to approval of the members in annual general meeting through special resolution.

**6. Stakeholders Relationship Committee:**

Pursuant to Section 178(5) of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulation, the company has formed "Stakeholders Relationship Committee". The Committee specifically looks into the redressal of Shareholders / Investors Grievances, if any, like grievances not addressed or Non-receipt of Annual Report/dividend warrants etc. and other related issues.

The composition of Shareholders' Grievances Committee and the details of the meeting attended by the Directors are given below:

Name of Member	Designation	No. of Committee meetings held	Attendance
Narendra K. Mittal	Chairman	2	1
Arun Sureka	Member	2	2
Sreelekha Jain	Member	2	2

During the year under review, the Committee met 2 times on following dates: 14-Aug-2018, &13-Feb-2019. At the year-end there were no grievances pending against company.

- Number of Complaints received during the year ended 31.03.2019 –9, Number of Complaints not resolved up to 31<sup>st</sup> March 2019 – Nil, Number of Share Transfers pending as on 31.03.2019 –Nil, Number of Share Transfers pending for more than 30 days as on 31.03.2019 - Nil



- Name & Designation of Compliance Officer–Mr.Pravin Chavan-Company Secretary& Compliance Officer

**6. Corporate Social Responsibility Committee:**

Pursuant to Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, committee was formed by the Board of Directors as “Corporate Social Responsibility Committee”.

The composition of Corporate Social Responsibility Committee and the details of the meeting attended by the Directors are given below:

<b>Name of Member</b>	<b>Designation</b>	<b>No. of Committee meetings held</b>	<b>Attendance</b>
Arun Sureka	Chairman	3	3
Govind Parmar	Member	3	3
Sajal Jain	Member	3	3
Sreelekha Jain	Member	3	3

During the year under review, the Committee met 3 times on following dates: 14-Aug-2018 and on 13-Feb-2019 & 29-Mar-2019.

**7. General Body Meetings:**

**a) Annual General Meeting**

The last three Annual General Meetings were held as under:

<b>Financial Year</b>	<b>Date</b>	<b>Time</b>	<b>Venue</b>	<b>No. of Special Resolutions</b>
2015-16	13.08.2016	1.00 p.m.	S.N.D.T. University Juhu, Mumbai	NIL
2016-17	19.08.2017	1.00 p.m.	S.N.D.T. University Juhu, Mumbai	NIL
2017-18	25.08.2018	1.00 p.m.	S.N.D.T. University Juhu, Mumbai	1

**b) Postal Ballot**

During the year company has not passed any resolution through Postal Ballot.

**8. Other Disclosures:**

- There were no transactions of material nature with the Promoters, Directors or the Management, subsidiaries or relatives etc. that may have potential conflict with the interest of the Company at large. For details of related party transactions refer financial accounts.
- There were no instances of non-compliance nor have any penalties, strictures been imposed by Stock Exchange or SEBI or any other statutory authority during the last three years on any matter related to Capital markets.
- The board has approved a policy for related party transactions which has been uploaded on the Company's website <http://www.indoborax.com/images/IBCL-RPT-Policy-01-04-2019.pdf>. The related party transactions have been approved by the Audit Committee.
- The Whistle Blower policy is in place, and it is hereby affirmed that no personnel has been denied access to the audit committee. The said policy has been uploaded on the website of the company.
- The Company has also adopted Policy on determination of material subsidiary, which has been uploaded on the Company's website <http://www.indoborax.com/images/pdf/Policy-on-Determination-of-Materiality-for-disclosure-of-events-or-information-1st-April-2019.pdf> The Company has complied with the mandatory requirements. It has fulfilled the following discretionary requirements as prescribed in Schedule II of Part E of the SEBI Listing Regulations:
  - The auditor's report on statutory financial statements of the company are unmodified.
  - Separate posts of Chairperson and Chief Executive Officer: The office of Chairman and Chief Executive Officer of the company are held by different individuals.
- The company has adopted a policy on determination of materiality for disclosures.
- The members of the board and senior management personnel have affirmed compliance with the code of conduct applicable to them. The certificate by the Chief Executive and the Managing Director

**9. Declaration regarding compliance by board members and senior management personnel with the Company's Code of conduct:**

The members of the board and senior management personnel have affirmed the compliance with Code applicable to them during the year ended 31<sup>st</sup> March, 2019. The annual report of the Company contains a certificate by the Managing Director and CEO in terms of SEBI Listing Regulations on the compliance declarations received from Independent Directors, Non-executive Directors and Senior Management.



**10. Means of Communication:**

The Company communicates with its shareholders on an annual basis through the Annual Report. The quarterly, half-yearly, nine monthly and yearly results are published in newspaper –Free Press Journal in English language & in Navshakti in Marathi.

- No presentations have been made to institutional investors or to the analysts.
- The Management Discussion and Analysis Report forms part of Directors Report.

As required, information relating to quarterly financial results, shareholding pattern etc. were provided to BSE Ltd and is available on website [www.indoborax.com](http://www.indoborax.com) & [www.bseindia.com](http://www.bseindia.com)

**11. General Information for Shareholder:**

**a. Annual General Meeting**

The Annual General Meeting of the Company will be held on Saturday, 14<sup>th</sup> September, 2019 at 1.00 p.m. at Mini Auditorium of S.N.D.T. Women's University, Sir Vithaldas Vidya Vihar, Opp. Lido Cinema, Juhu Road, Santacruz (W), Mumbai – 400 049.

**b. Financial Calendar for the financial year 2019-20 (tentative)**

Results for First Quarter : On or before 14<sup>th</sup> August, 2019  
 Results for Second Quarter : On or before 14<sup>th</sup> November, 2019  
 Results for Third Quarter : On or before 14<sup>th</sup> February, 2020  
 Results for the year ending 31<sup>st</sup> March 2018 : On or before 30<sup>th</sup> May, 2020

**c. Date of Book Closure** : 7<sup>th</sup> September, 2019 to 14<sup>th</sup> September, 2019  
 (both days inclusive)

**d. Dividend payment Date** : Dividend, if declared, shall be paid/credited on or after 14<sup>th</sup> September, 2019

**e. Listing on Stock Exchanges** : BSE Ltd, (BSE) Mumbai,  
 (The Kolkatta Stock Exchange Ltd.-Delisting confirmation from The Kolkatta Stock Exchange is still awaited)

**f. Stock Code** : 524342 - BSE Limited.

**g. Depositories** : NSDL and CDSL

**h. ISIN No.** : INE803D01013

**i. Listing Fees for 2019-20** : Paid for the BSE Ltd

**j. Custodial Fees to Depositories** : Annual Custody fees for the financial year 2019-20 will be paid to NSDL & CDSL on receipt of the invoice.

**k. Corporate Identity Number** : L24100MH1980PLC023177

**l. Monthly high / low price at The Bombay Stock Exchange Ltd (Financial Year 2018-19) :**

Month	High (Rs)	Low (Rs)	BSE Sensex High	BSE Sensex Low
April -2018	542.00	515.00	35160.36	32972.56
May-2018	545.35	501.80	35322.38	34302.89
June-2018	484.30	532.00	35423.48	34784.68
July-2018	506.00	463.15	37606.58	35106.57
August-2018	670.00	455.60	38645.07	37128.99
September-2018	765.15	576.65	36227.14	35985.63
October-2018	635.15	542.25	34442.05	33291.58
November-2018	647.05	557.70	36194.30	34303.38
December-2018	575.55	537.80	36068.33	34426.29
January-2019	535.00	419.25	36256.69	35375.51
February-2019	450.05	352.05	35867.44	35287.16
March-2019	442.85	383.55	38672.91	35926.94

**m. Registrar and Transfer (R & T) Agents:**

Sharex Dynamic (India) Pvt. Ltd, C-101, 247 Park, L B S Marg, Vikhroli (W), Mumbai – 400 083, Ph. +91-22- 28515606 / 28515644, E-mail: [support@sharexindia.com](mailto:support@sharexindia.com)

**n. Share Transfer System:**

Presently, fortnightly cycle is followed for processing physical transfer requests and Share transfers. The directors or designated officers are authorized severally to approve transfers, which are noted at subsequent Board Meeting. The company obtains from a Company Secretary in Practice, half-yearly certificate of compliance with the share transfer formalities as required under listing regulation and file a copy of the said certificate with Stock Exchange.



**o. Dematerialization of Shares:**

As on 31-Mar-2019, 30,38,600 equity shares representing 94.69% of the Company's paid-up equity share capital is held in electronic form.

During the year under review, the Company's equity shares have been actively traded on BSE Limited.

**p. Distribution of Shareholding as on 31-Mar-2019 :**

**Shareholding Pattern as on 31-Mar-2019**

Number of equity shares held	No. of Share holders	%	No. of Shares	%
1 - 100	3355	70.26	195036	6.08
101 - 200	640	13.40	113324	3.53
201 - 500	452	9.47	163266	5.08
501 - 1000	166	3.48	125656	3.92
1001 - 5000	124	2.60	280096	8.73
5001 - 10000	23	0.48	150745	4.70
10001 - 100000	11	0.23	353167	11.00
100001 & Above	4	0.08	1827710	56.96
<b>Total</b>	<b>4775</b>	<b>100.00</b>	<b>3209000</b>	<b>100.00</b>
In Physical Form			170400	5.31
In Electronic Form			3038600	94.69

Sr. No.	Category of Holders	No. of Shares	% to Total Shares
1	Indian Promoters	17,78,342	55.42
2	Non-Residents/FIIs/OCBs	88,479	2.76
3	Other Corporate Bodies	75,987	2.37
4	Indian Public	10,47,660	32.65
5	Clearing Members	4,264	0.13
6	IEPF Account	2,14,268	6.67
	<b>Total</b>	<b>32,09,000</b>	<b>100.00</b>

**q. Outstanding GDRs/ADRs/Warrants or any Convertible instruments:**

The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments.

**r. Location of Plant Facilities:**

Plant locations : Plot No. 43 to 46, 47A, 48, 48A, Industrial Estate, Sector II, Pithampur-454 775. (M.P.)

**s. Address for Correspondence:**

Pravin Chavan

Company Secretary & Compliance Officer

Indo Borax & Chemicals Ltd., 302, Link Rose, Linking Road, Santacruz (West), Mumbai – 400 054,

Ph No: +91-22- 2648 9142; Fax No. +91-22- 2648 9143

Email: [complianceofficer@indoborax.com](mailto:complianceofficer@indoborax.com)

**t. Unclaimed Dividend Amounts:**

Pursuant to Section 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividends, if not claimed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investors Education and Protection Fund ("IEPF").

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or statutory authority, restraining any transfer of shares.

In the interest of shareholders, the Company send notices to the shareholders to claim their dividend in order to avoid transfer of dividend/shares to IEPF Authority. Notices in this regard also published in the newspapers and the details of unclaimed dividend and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website.

In light of aforesaid provisions, the company has during the year under review, transferred to IEPF the unclaimed dividends, outstanding for seven consecutive years. Further, shares of the Company in respect of which dividend has not been claimed for seven consecutive years or more, have also been transferred to the demat account of IEPF Authority.

The details of unclaimed dividend and shares transferred to IEPF during the year 2018-19 are as follows:

Financial Year	Amount of unclaimed dividend transferred (Rs. In Lakhs)	Number of shares transferred
2009-10	5.12	201268
2010-11	4.65	13000

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website of [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same, duly signed to the Company, along with requisite



documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

Information in respect of various outstanding dividends and the date by which they can be claimed by the shareholder from the Company are as follows:

Financial Year	Amount outstanding as on 31.03.2019 (Rs. in Lakhs)	Due for transfer to IEPF on
2011-2012	6.00	29/08/2019
2012-2013	7.17	25/09/2020
2013-2014	5.46	31/10/2021
2014-2015	4.58	25/09/2022
2015-2016	4.58	16/09/2023
2016-2017	4.50	22/09/2024
2017-2018	1.61	27/09/2025

Members who have not encashed their dividend warrants pertaining to the aforesaid years may approach the company/its registrar, for obtaining payments thereof at least 20 days before they are due for transfer to the said fund.

- u. Disclosures with respect to demat suspense account/unclaimed suspense account:** There are no shares in any demat suspense account or unclaimed suspense account.

By Order of the Board of Directors

Mumbai  
May 29, 2019

**S. K. Jain**  
Managing Director



**INDEPENDENT AUDITOR'S COMPLIANCE CERTIFICATE**

To the Members of  
Indo Borax & Chemicals Ltd.

1. This report contains details of compliance of conditions of Corporate Governance by Indo Borax & Chemicals Ltd ('the Company') for the year ended 31<sup>st</sup> March, 2019, as stipulated in Regulations 17 to 27, and clause (b) to (i) of Regulations 46(2) and paragraph C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (applicable criteria), pursuant to the Listing Agreement of the Company with Stock Exchange.

**Management Responsibility for compliance with the conditions of SEBI Listing Regulations**

2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the company including the preparation and maintenance of all relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in the SEBI listing Regulations.

**Auditor's Responsibility**

3. Our examination was limited to procedures and implementation thereon, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. Our responsibility is to provide reasonable assurance that the company has complied with the conditions of Corporate Governance, as stipulated in the listing regulations.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes, Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ('ICAI'). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standards of Quality Control (SQC) 1, Quality Control for Firms that Perform Audit and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures also includes examining evidence supporting the particulars in the Corporate Governance Report on test basis. Further, our scope of work under this report did not involve us performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**Opinion**

8. In our opinion, and to the best of our information and according to explanations given to us and the representation provide by the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Listing Regulations.

**Other matters and Restrictions on use**

9. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
10. This certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of SEBI Listing Regulations, and it should not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Pulindra Patel & Co.**  
**Chartered Accountants**  
(Firm's Registration No.115187W)

**Pulindra Patel**  
*Proprietor*  
Membership No.048991



To,  
The Members Of  
INDO BORAX & CHEMICALS LTD.,  
302, Link Rose, Linking Road,  
Santacruz (West),  
MUMBAI - 400 054.

It is hereby certified and confirmed that as provided in SEBI Listing Regulations with the stock exchange, the Board members and the Senior Management personnel of the Company have affirmed compliance with the Code of conduct of the Company for the financial year ended 31st March, 2019.

For INDO BORAX & CHEMICALS LTD

(S.K. Jain)  
Managing Director

Mumbai  
May 29, 2019

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The Board of Directors  
Indo Borax & Chemicals Ltd.,  
2, Link Rose, Linking Road,  
Santacruz (West)  
Mumbai - 400 054

### **CEO / CFO CERTIFICATION**

We hereby certify that:

- a. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief,
  - I) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - II) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. No transaction are entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of the internal control systems pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee:
  - I) Significant changes, if any in internal control over financial reporting during the year.
  - II) Significant changes, if any in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - III) there are no instances of significant fraud of which we have become aware.

S.K.JAIN  
(Managing Director)

SAJAL JAIN  
(Executive Director & Chief Financial Officer )

Mumbai, May 29, 2019



## **Secretarial Audit Report**

For the Financial Year Ended 31<sup>st</sup> March, 2019

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

To,  
The Members of  
Indo Borax & Chemicals Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indo Borax & Chemicals Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period ended on 31<sup>st</sup> March, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Indo Borax & Chemicals Limited ("The Company") for the period ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company :-
  - 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009 (upto 10<sup>th</sup> November, 2018) and The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (w.e.f. 11th November, 2018)- Not Applicable as there was no reportable events during the financial year under review.
  - d. The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - Not Applicable to the Company during the audit period;
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-Not Applicable to the company during the audit period;
  - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; -Not applicable to the company during the audit period.
- VI. Other laws specifically applicable to the company namely:
  1. Water (Prevention and Control of Pollution) Act, 1974;
  2. Air (Prevention and Control of Pollution) Act, 1981;
  3. Indian Boiler Act, 1923 and rules issued thereunder;
  4. The Electricity Act, 2003 and rules issued thereunder.

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

- i) Secretarial Standards with regard to meeting of board of directors (SS-1) and general meeting (SS-2) issued by The Institute of Company Secretaries of India.
- ii) The Listing Agreements entered into by the Company with the BSE Limited read with the SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

During the period under review the Company has complied with the provisions of the Act, Rules,



Regulations, Guidelines, Standards, Listing Regulations etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive and Non-Executive Directors and Independent Directors. Adequate notice was given to all Directors at least seven days in advance to schedule the Board Meeting. Agenda and detailed notes on agenda were sent in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board Meetings, as represented by the management, were taken unanimously. I further report that as per the explanations given to me and the representations made by the management and relied upon by me there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Prasad Parab & Associates  
Company Secretaries

Prasad Parab

FCS No. 25324, CP No. 10235

Mumbai, 29<sup>th</sup> May, 2019

This Report is to be read with my letter of even date which is annexed as Appendix A and forms an integral part of this report.

**“Appendix A”**

To,  
The members,  
Indo Borax & Chemicals Ltd

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

Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.

I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verifications was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, I followed provide a reasonable basis for our opinion.

I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Wherever required, I have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examinations was limited to the verification of procedure on test basis.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For Prasad Parab & Associates  
Company Secretaries

Prasad Parab

Proprietor

FCS No. 25324, CP No. 10235

Mumbai  
29th May, 2019

**CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE**

[Pursuant to clause (i) of Point No. (10) of Para C of Schedule V of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015]

We have examined the following documents:

- i) Declaration of concern or interests as required under section 164 of the Companies Act, 2013 ('the Act');
- ii) Disclosure of concern or interests as required under Section 184 of the Act;

As submitted by the Directors of Indo Borax & Chemicals Ltd ('the Company') bearing CIN: L24100MH1980PLC023177) and having its registered office at 302, Link Rose, Linking Road, Santacruz (West), Mumbai -400 054, to the Board of Directors of the Company ("the Board) for the Financial Year 2019-20. We have considered non-disqualification to include non-debarment by Regulatory/Statutory Authorities.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Act.

Based on our examination of relevant documents made available to us by the Company and such other verifications carried out by us as deemed necessary and to the extent possible, in our opinion and to the best of our information and knowledge and according to the explanations provided by the Company, its officers and authorised representatives, we certify that as on date of this Certificate, none of the Directors on the Board of Company, as listed hereunder have been debarred or disqualified from being appointed or continuing as Directors of the Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

Sr.No.	Name of the Directors	Directors Identification Number
01	Mr.Sushil Kumar Jain	00292549
02	Mr. Sajal Jain	00314855
03	Mrs. Sreelekha Jain	08057896
04	Mr. Arun Sureka	00148145
05	Mr. Narendra K. Mittal	00314916
06	Mr. Govind Parmar	03556411

This Certificate has been issued as the request of the Company to make disclosure in its Corporate Governance Report of the Financial Year ended 31<sup>st</sup> March, 2019.

For Prasad Parab & Associates  
Company Secretaries

Prasad Parab  
Proprietor  
ACS: 25324  
COP: 10235

29<sup>th</sup> May, 2019

**INDEPENDENT AUDITOR'S REPORT****To the Members of INDO BORAX & CHEMICALS LIMITED****Report on the Financial Statements****Opinion**

We have audited the standalone financial statements of INDO BORAX & CHEMICALS LIMITED ("the Company") which comprises the Balance Sheet as at March 31, 2019, the Statement of Profit and Loss, (including Other Comprehensive Income), statement of changes in Equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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, 2019, and its total comprehensive income (comprising of profit and 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 Financial Statements 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 and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Responsibilities of the Management and Those charged With Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("The Act") with respect to the preparation of these Ind AS standalone financial statements that give a true and fair view of the financial position, financial performance, (including Other Comprehensive Income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified in the companies ( Indian Accounting Standard) rules 2015 ( as amended ) under section 133 of the Companies Act, 2013. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of 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 Ind AS financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The respective Board of Directors is also responsible for overseeing the company's financial reporting process.

**Auditor's Responsibility for the Audit of the Financial Statements**

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

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

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



- (iv) 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 interim 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.
- (v) Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the interim consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

From the matters communicated with those charged with governance, the auditor determines those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. In accordance with the requirements of SA 701, the auditor describes these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, the auditor determines that a matter should not be communicated in the auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

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

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

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

- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c. The Balance Sheet, the Statement of Profit and Loss, (including other comprehensive income) and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The company has disclosed the impact of pending litigations as at 31st March, 2019 on its financial position in its Ind AS financial position in its standalone financial statements – refer Note 37 to the Ind AS financial statements.
  - ii) The Company did not have any long term contracts including derivative contracts as at 31st March, 2019.
  - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the company during the year ended 31st March, 2019.

For Pulindra Patel & Co.  
Chartered Accountants  
(Firm's Registration No. 115187W)

Pulindra Patel  
Proprietor  
Membership No. 048991

Place: Mumbai  
Date: May 29, 2019



**Annexure (A) to the independent Auditor's Report**

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the members of INDO BORAX & CHEMICALS LIMITED on the standalone financial statements for the year ended 31st March, 2019]

1. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
 (b) All fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.  
 (c) As per the information and explanations given to us, the immovable properties owned by the company are held in the name of the company. In respect of immovable property taken on lease and disclosed as fixed assets in standalone financial statements, the lease agreement is in the name of the Company.
2. The Inventories have been physically verified during the year by the management. In our opinion, frequency of verification of inventory is reasonable. There are no material discrepancies noticed by the management.
3. According to the information and explanations given to us, the company has not granted any loans secured or unsecured to companies, firms Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act. Accordingly, the provisions of clause 3(iii) (a), (b,) and (c) of the Order are not applicable to the Company and hence not commented upon.
4. As per the information and explanations provided to us, there is no loans, investments, guarantees and securities given by the company, to which provisions of section 185 of the Companies Act, 2013 do not apply.
5. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013 and the rules framed there under.
6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie the prescribed cost records have been so made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
7. a) According to the information and explanations given to us and on the basis of the examination of the books of account, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Service tax, Value Added Tax Customs Duty, Excise Duty, and other statutory dues applicable to it with the appropriate authorities.  
 b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Customs Duty, Excise Duty and other undisputed statutory dues were outstanding, at the year end for a period of more than six months from the date they became payable.  
 According to the records of the Company, disputed commercial claim not deposited on account of dispute are as follows:

Name of Statute / Description	Amount Rs in lacs	Period to which the amount relates	Forum where dispute is pending
Commercial Claim	9.02	1992-93	Bombay High Court

8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans or borrowings to banks. The Company does not have any borrowings by way debentures.
9. The Company has not raised money by way of initial public offer including debt instruments during the year and did not have any term loans outstanding during the year.
10. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practice in India, and according to the information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. As per the information and explanations given to us the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V of the Companies Act, 2013.
12. As per the information and explanations given to us the company is not a Nidhi Company.
13. As per the information and explanations given to us the company all transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details have been disclosed in the Standalone Financial Statements, etc., as required by the applicable accounting standards.
14. As per the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year review.
15. As per the information and explanations given to us, the company has not entered into any non- cash transactions with the directors or persons connected with him.
16. As per the information and explanations given to us, the company is not required to get it registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Pulindra Patel & Co.  
 Chartered Accountants  
 (Firm's Registration No.115187W)  
 Pulindra Patel  
 Proprietor  
 Membership No. 048991

Place: Mumbai  
 Date: 29 May 2019

**ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT****REFERRED TO IN PARAGRAPH 1(F) OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF INDO BORAX & CHEMICALS LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of INDO BORAX & CHEMICALS LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

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

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

We believe that the audit evidence, we have obtained is sufficient and appropriate to provide a basis for our adverse 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, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Pulindra Patel & Co.  
Chartered Accountants  
(Firm's Registration No. 115187W)  
Pulindra Patel  
Proprietor  
Membership No. 048991

Place: Mumbai  
Date: 29 May 2019

**Standalone balance sheet as at March 31, 2019**

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	1	1,926.24	2,016.90
Capital work-in-progress	1	112.14	108.52
Investment in Properties	2	3,065.57	3,065.57
Investments in Subsidiaries	3	101.93	101.93
<b>Financial Assets</b>			
i. Investments	3(a)	27.48	26.05
ii. Loans	4	826.85	928.24
iii. Other Financial Assets	5	33.24	31.48
<b>Total non-current assets</b>		<b>6,093.45</b>	<b>6,278.69</b>
<b>Current assets</b>			
Inventories	6	1,166.12	1,003.72
<b>Financial assets</b>			
i. Investments	7	3,713.59	1,935.08
ii. Trade receivables	8	936.15	877.02
iii. Cash and cash equivalents	9	61.84	277.42
iv. Bank balances other than (iii) above	10	35.65	38.84
v. Loans	11	4.20	2.62
Other current assets	12	1,104.08	1,138.76
<b>Total current assets</b>		<b>7,021.63</b>	<b>5,273.46</b>
<b>Total assets</b>		<b>13,115.08</b>	<b>11,552.15</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	13	320.90	320.90
Other equity	14	11,715.31	10,023.55
<b>Total equity</b>		<b>12,036.21</b>	<b>10,344.45</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Other Financial Liabilities	15	75.75	75.75
Deferred Tax Liabilities	16	134.59	139.75
<b>Total non-current liabilities</b>		<b>210.34</b>	<b>215.50</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
i. Borrowings	-	-	-
ii. Trade payables	17		
Total outstanding dues of micro enterprises and small enterprises		0.21	3.84
Total outstanding dues of creditors other than micro enterprises and small enterprises		191.30	315.06
iii. Other financial liabilities	18	554.18	491.36
Provisions	19	122.84	181.94
<b>Total liabilities</b>		<b>868.53</b>	<b>992.20</b>
<b>Total equity and liabilities</b>		<b>13,115.08</b>	<b>11,552.15</b>

Notes 1 to 44 form an integral part of these financial statements

As per attached report of even date.

For Pulindra Patel &amp; Co.,

Chartered Accountants

Firm Registration No. 115187W

Pulindra Patel

Proprietor

Membership No. 048991

Place : Mumbai

Date : 29<sup>th</sup> May, 2019

Pravin Chavan

Company Secretary

For and on behalf of the Board Directors

Indo Borax &amp; Chemicals Limited

S.K.Jain

Chairman &amp; Managing Director

Arun Sureka

Director

Sreelekha Jain

Director

Sajal Jain

Executive Director &amp; CFO

N.K. Mittal

Director

Govind Parmar

Director

**Standalone statement of profit and loss for the year ended March 31, 2019**

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
<b>Continuing operations</b>			
Revenue from operations	20	12,834.88	9,683.69
Other income	21	537.98	423.57
<b>Total income</b>		<b>13,372.86</b>	<b>10,107.26</b>
<b>Expenses</b>			
Cost of raw materials and components consumed	22	7,936.97	5,992.75
Purchase of traded goods	23	19.49	-
(Increase)/decrease in inventories of finished goods, work-in-progress and traded goods	24	143.81	(80.88)
Employee benefit expenses	25	718.17	541.53
Finance Cost	26	0.45	0.66
Depreciation and amortisation expense	1	130.49	133.18
Other expenses	27	2,005.75	1,509.84
<b>Total expenses</b>		<b>10,955.13</b>	<b>8,097.08</b>
<b>Profit before exceptional items and tax</b>		<b>2,417.73</b>	<b>2,010.18</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>2,417.73</b>	<b>2,010.18</b>
Income tax expense			
- Current tax	28	664.90	658.00
- Deferred tax	28	(5.17)	39.48
<b>Total tax expense/(credit)</b>		<b>659.73</b>	<b>697.48</b>
<b>Profit from continuing operations</b>		<b>1,758.00</b>	<b>1,312.70</b>
<b>Profit for the year</b>		<b>1,758.00</b>	<b>1,312.70</b>

**Standalone statement of other comprehensive income for the year ended March 31, 2019**

Items that will be reclassified to profit or loss		-	-
Tax relating to above			
a) Items That Will Not Be Reclassified To Profit Or Loss		(8.20)	(297.03)
b) Income Tax Relating To Items That Will Not Be Reclassified To Profit Or Loss		-	9.91
		(8.20)	(287.12)
<b>OCI for the year</b>		<b>(8.20)</b>	<b>(287.12)</b>
		-	-
<b>Total comprehensive income for the year</b>		<b>1,749.80</b>	<b>1,025.58</b>

<b>Earnings per share</b>	29		
Basic		54.78	40.91
Diluted		54.78	40.91

The above statement of profit and loss should be read in conjunction with the accompanying notes.

**Notes 1 to 44 form an integral part of these financial statements.**

**As per attached report of even date.**

**For Pulindra Patel & Co.,**  
Chartered Accountants  
Firm Registration No. 115187W

**Pulindra Patel**  
Proprietor  
Membership No. 048991  
**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2019**

**Pravin Chavan**  
Company Secretary

**For and on behalf of the Board Directors**  
**Indo Borax & Chemicals Limited**

**S.K. Jain**  
Chairman & Managing  
Director

**Sajal Jain**  
Executive Director &  
CFO

**Arun Sureka**  
Director

**N.K. Mittal**  
Director

**Sreelekha Jain**  
Director

**Govind Parmar**  
Director

**Cash flow statement for the year ended 31st March, 2019**

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
<b>A Cash flow from operating activities :</b>			
Profit before tax		2,417.73	2,010.19
<b>Adjustments for:</b>			
Depreciation and amortization for the year	130.49		133.18
(Profit)/Loss on sale of Investment (Net)	(0.77)		(0.20)
Net unrealised foreign exchange (gain)/ loss	(169.65)		(84.91)
Net (profit)/loss on disposal of property, plant and equipment	(1.85)		(19.60)
Dividend received	(121.08)		(73.38)
Interest Income	(60.81)		(69.02)
Finance cost	0.45		0.66
		(223.22)	(113.27)
<b>Operating profit before working capital changes</b>		2,194.51	1,896.92
<b>Adjustments for:</b>			
Decrease/Increase in inventories	(162.41)		(591.71)
Decrease/(increase) in non-current financial assets	99.63		289.23
Decrease/(increase) in current financial assets	1.61		0.81
Decrease/(increase) in other current assets	36.66		(1,138.69)
Increase in trade receivables	110.52		(288.99)
Increase in trade payables	(127.39)		(55.16)
Increase in current financial liabilities	62.82		251.85
Increase in other provisions	30.96		11.35
		52.40	(1,521.31)
<b>Cash generated from operating activities</b>		2,246.91	375.61
Income Tax Paid (net)	(766.57)		(532.79)
		(766.57)	
<b>Net cash generated from operating activities</b>		1,480.34	(157.18)
<b>B Cash flow from investing activities:</b>			
Purchase of property, plant and equipment	(43.64)		(18.50)
Proceeds from disposal of property, plant and equipment	2.04		19.60
Purchase of Investments	(6,393.51)		(4,843.10)
Proceeds from redemption of investments, net	4,615.77		5,216.30
Interest received	60.81		69.02
Dividend received	121.08		73.38
<b>Net cash used in investing activities</b>		(1,637.45)	516.70
<b>C Cash flow from financing activities:</b>			
(Repayment)/proceeds of short term borrowings, net	-		(27.71)
Interest paid	(0.45)		(0.66)
Dividends Paid (including Dividend Distribution Tax)	(58.03)		(57.94)
<b>Net cash generated from financing activities</b>		(58.48)	(86.31)
Net increase in cash and cash equivalents (A+B+C)		(215.59)	273.21
Cash and cash equivalent sat the beginning of the year		279.17	5.97
<b>Cash and cash equivalents at the end of the year</b>		63.59	279.17

Note : Cash and cash equivalent includes Rs.1.75 lakhs (previous year Rs.1.75 lakhs) in Note no.10

As per attached report of even date.

**Notes 1 to 44 form an integral part of these financial statements.****As per attached report of even date.****For Pulindra Patel & Co.,**

Chartered Accountants

Firm Registration No. 115187W

**Pulindra Patel**

Proprietor

Membership No. 048991

**Pravin Chavan**

Company Secretary

**For and on behalf of the Board Directors****Indo Borax & Chemicals Limited****S.K.Jain**

Chairman &amp; Managing

Director

**Arun Sureka**

Director

**Sajal Jain**

Executive Director

&amp; CFO

**N.K. Mittal**

Director

**Place : Mumbai****Date : 29<sup>th</sup> May, 2019****Sreelekha Jain**

Director

**Govind Parmar**

Director

**STATEMENT OF CHANGES IN EQUITY****A. EQUITY SHARE CAPITAL :**

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	No. of shares	Amount
Issued, subscribed and fully paid-up shares			
Equity share of Rs. 10 each			
Balance as at 31 March 2018	13	3209000	320.90
Changes in Equity Share Capital during the year		-	-
Balance as at 31 March 2019	13	3209000	320.90

**B. OTHER EQUITY**

Particulars	Reserve & Surplus				
	Capital Redemption Reserve	Share Forfeiture Account	General Reserve	Retained Earning	Total
<b>Balance as at 31 March 2018</b>	27.20	1.39	1,134.11	8,860.84	10,023.55
Profit for the year	-	-	175.00	1,583.00	1,758.00
Other comprehensive income	-	-	-	(8.20)	(8.20)
<b>Total comprehensive income</b>	27.20	1.39	1,309.11	10,435.64	11,773.34
Dividends distributed to equity shareholders	-	-	-	48.14	48.14
Corporate dividend tax on dividend paid to Equity Shareholders	-	-	-	9.89	9.89
Balance as at 31 March 2019	27.20	1.39	1,309.11	10,377.61	11,715.31

**a) Capital Redemption Reserve**

The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

**b) Share Forfeiture Account**

Amount originally received on 19000 equity shares, inclusive of share premium on forfeiture of shares transferred to Share Forfeiture Account.

**c) General Reserves**

The Company created general reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to general reserve before declaring dividends. As per the Companies Act 2013, the requirement to transfer profits to general reserve is not mandatory. General reserve is a free reserve available to the Company.

**Notes 1 to 44 form an integral part of these financial statements.****As per attached report of even date.****For Pulindra Patel & Co.,**

Chartered Accountants

Firm Registration No. 115187W

**Pulindra Patel**

Proprietor

Membership No. 048991

**Place : Mumbai****Date : 29<sup>th</sup> May, 2019****Pravin Chavan**

Company Secretary

**For and on behalf of the Board Directors****Indo Borax & Chemicals Limited****S.K.Jain**Chairman & Managing  
Director**Arun Sureka**

Director

**Sreelekha Jain**

Director

**Sajal Jain**Executive Director  
& CFO**N.K. Mittal**

Director

**Govind Parmar**

Director

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019  
Corporate Information**

Indo Borax & Chemicals Limited (the Company) is a public limited company incorporated and domiciled in India. The registered office is at 302, Link Rose, Linking Road, Santacruz (West), Mumbai - 400054. The Company is engaged in manufacturing of Boron products and Lithium.

**A. Basis of Preparation****I) Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the "IndAS") as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Financial statements are presented in ₹ which is the functional currency of the Company and all values are rounded to the nearest Lakhs, except when otherwise indicated, further the transactions and balances with values below the rounding off norm adopted by the Company have been reflected as "0" in the relevant notes in these financial statements.

The financial statements of the Company for the year ended 31<sup>st</sup> March, 2019 were approved for issue in accordance with the resolution of the Board of Directors on 29<sup>th</sup> May, 2019.

**II) Current versus non current classification**

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

- i. Expected to be realised or intended to sold or consumed in normal operating cycle,
- ii. Held primarily for the purpose of trading,
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. 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 classified as current when:**

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

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**B. KEY ACCOUNTING ESTIMATES AND JUDGEMENTS**

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect their reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- (a) Measurement of defined benefit obligations - Note 25
- (b) Measurement and likelihood of occurrence of provisions and contingencies - Note 37
- (c) Recognition of deferred tax liabilities - Note 16

**C. SIGNIFICANT ACCOUNTING POLICIES****a) Property, Plant and Equipment:**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.



Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

**Subsequent measurement (depreciation and useful lives) :**

Depreciation on property, plant and equipment is provided on straight line method on assets located in Factory premises. The company has followed written-down value method of providing depreciation with respect to assets located at Head Office. The Depreciation is computed on the basis of useful lives (as set out below) prescribed in Schedule II the Act:

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

Description of Asset	Estimated useful life (in years)
Office Building	60
Factory Building	30
Plant and equipment	20
Office equipment	5
Computers	3
Electric installation	10
Furniture and fixtures	10
Vehicles	8

Leasehold improvements have been amortised over the estimated useful life of the assets or the period of lease, whichever is lower. The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

**De-recognition**

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

**b) Leased Assets :**

**Company as a lessee :**

**Operating Leases :**

**As a lessee**

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

**As a lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**c) Impairment of non-financial assets**

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount .

The impairment losses and reversals are recognised in statement of profit and loss.

**d) Investments in Subsidiary:**

Investments in subsidiary is carried at cost less accumulated impairment losses, if any. Where an indication of impairment exists, the carrying amount of the investment is assessed and written down immediately to its recoverable amount. On disposal of investments in subsidiary, the difference between net disposal proceeds and the carrying amounts are recognized in the Statement of Profit and Loss.

**e) Financial instruments**

**Financial assets**

**Initial recognition and measurement**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs.

**Subsequent measurement**



i) Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All the debt instruments of the Group are measured at amortised cost.

#### **Trade Receivables and Loans:**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

#### **Mutual Funds, Equity investment, bonds and other financial instruments :**

Mutual Funds, Equity investment, bonds and other financial instruments in the scope of Ind As 109 are measured at fair value through profit and loss account( FVTPL).

#### **Financial liabilities**

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

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

##### **Subsequent measurement**

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings.

##### **De-recognition of financial liabilities**

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

#### **f) Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is required to consider.

- i. All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- ii. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

#### **Trade receivables**

The Company applies approach permitted by Ind AS 109, financial instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

#### **Other financial assets**

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

#### **g) Inventories**

Raw Material: Lower of cost or net realisable value. Cost is determined on first in first out ('FIFO') basis.

Work in progress, are valued at lower of cost and net realisable value. Cost of work in progress and manufactured finished goods comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition.

Finished goods: Lower of cost or net realisable value. Cost is determined on FIFO basis, includes direct material and labour expenses and appropriate proportion of manufacturing overheads based on the normal capacity for manufactured goods.

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

#### **h) Foreign Currency Translation**

##### **Initial recognition**



The Company's financial statements are presented in INR, which is also the Company's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency at the exchange rates prevailing on the date of the transaction.

**Measurement at the balance sheet date**

Foreign currency monetary items of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. 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.

**Treatment of exchange difference**

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

**i) Income taxes :**

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ('OCI') or directly in equity.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act. Current income-tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

Deferred income-tax is calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

**j) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, demand deposits with banks/corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

**k) Post-employment, long term and short term employee benefits****i) Short Term Employee Benefits:**

All employee benefits payable within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia.

**ii) Defined contribution plans**

Employee benefits in the form of contribution to Provident Fund managed by Government authorities, Employees State Insurance Corporation and Labour Welfare Fund are considered as defined contribution plan and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due.

**iii) Defined benefit plans**

Retirement benefit in the form of Gratuity benefit is considered as defined benefit obligation and is provided for on the basis of an actuarial valuation.

**iv) Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of given years of service. The company makes contribution to employees group gratuity fund established by Life Insurance Corporation of India. Actuarial gains and losses arising from changes in actuarial assumptions are recognised in the Profit and Loss account in the period in which they arise.

**l) Operating expenses**

Operating expenses are recognised in profit or loss upon utilisation of the service or as incurred.

**m) Borrowing costs**

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

**n) 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:

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

The principal or the most advantageous market must be accessible by the Company.

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.

**o) Provisions, contingent assets and contingent liabilities**

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- i. Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- ii. Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized. However, when inflow of economic benefit is probable, related asset is disclosed.

**p) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**q) Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

Significant management judgements and estimates

The following are significant management judgements and estimates in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Recoverability of advances/receivables – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Defined benefit obligation (DBO) – Management estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date

Useful lives of depreciable/amortizable assets – Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence.

**r) Revenue recognition****Sales of goods**

The Company derives revenues primarily from sale of manufactured goods, traded goods and related services.

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. 01<sup>st</sup> April 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant.

The core principle of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. Specifically, the standard introduces a 5-step approach to revenue recognition:





**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**

**Note 1 - Property, plant and equipment**

(Amounts are in lakhs unless stated otherwise)

Particulars	Furniture							Capital work-in-progress
	Buildings	Plant and machinery	Office equipments	Vehicles	Leased Land	Total	Capital work-in-progress	
<b>Gross block</b>								
<b>As at April 01, 2017</b>	1,112.96	1,696.85	55.69	260.88	10.06	3,255.47	107.50	
Additions	-	-	1.42	-	-	17.48	1.02	
Deduction	-	26.21	-	-	-	26.21	-	
<b>As at March 31, 2018</b>	1,112.96	1,670.64	57.12	260.88	10.06	3,246.74	108.52	
Additions	-	5.61	16.25	17.36	-	40.02	3.62	
Deduction	-	-	-	9.24	-	9.24	-	
<b>As at March 31, 2019</b>	1,112.96	1,676.24	73.37	269.01	10.06	3,277.53	112.14	
Particulars	Furniture fixture and office-equipments							Capital work-in-progress
	Buildings	Plant and machinery	Office equipments	Vehicles	Leased Land	Total	Capital work-in-progress	
<b>Accumulated depreciation</b>								
<b>As at April 01, 2017</b>	210.27	575.20	43.77	219.44	-	1,122.88	-	
Depreciation charge during the year	43.87	60.08	4.08	13.52	-	133.18	-	
Deduction	-	26.21	-	-	-	26.21	-	
<b>As at March 31, 2018</b>	254.13	609.07	47.86	232.96	-	1,229.84	-	
Depreciation charge during the year	42.18	59.59	5.50	10.64	-	130.49	-	
Deduction	-	-	-	9.04	-	9.04	-	
<b>As at March 31, 2019</b>	296.31	668.66	53.36	234.56	-	1,351.29	-	
<b>Net carrying amount as at March 31, 2019</b>	<b>816.65</b>	<b>1,007.58</b>	<b>20.01</b>	<b>34.45</b>	<b>10.06</b>	<b>1,926.24</b>	<b>112.14</b>	
<b>Net carrying amount as at March 31, 2018</b>	<b>858.83</b>	<b>1,061.57</b>	<b>9.26</b>	<b>27.92</b>	<b>10.06</b>	<b>2,016.90</b>	<b>108.52</b>	

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**

<b>Note 2 - Investment property</b>	(Amounts are in lakhs unless stated otherwise)	
<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>Gross block</b>		
<b>Opening gross carrying amount</b>	3,065.57	3,065.57
<b>Closing gross carrying amount</b>	<b>3,065.57</b>	<b>3,065.57</b>
<b>Net carrying amount as at March 31, 2019</b>	<b>3,065.57</b>	-
<b>Net carrying amount as at March 31, 2018</b>	<b>3,065.57</b>	<b>3,065.57</b>

*(i) Amounts recognised in the statement of profit and loss for investment properties*

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Rental income	138.00	138.00
Direct operating expenses for property that generated rental income	(10.19)	(11.46)
Direct operating expenses for property that did not generate rental income	(20.68)	(23.11)
<b>Profit from investment properties before depreciation</b>	<b>107.13</b>	<b>103.43</b>
Depreciation	-	-
<b>Profit from investment properties</b>	<b>107.13</b>	<b>103.43</b>

*(ii) Leasing arrangements*

Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Within 1 year	69.00	67.00
Later than 1 year but not later than 5 years	-	-
Later than 5 years	-	-
<b>Total</b>	<b>69.00</b>	<b>67.00</b>

(iii) Fair value of investment property as on 31st March, 2019 is Rs. 3825 Lakhs ( Rs. 3656 lakhs)

The company obtains independent valuations for its investment in properties. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the company consider information from a variety of sources including:

\* current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences.

\* discounted cash flow projections based on reliable estimates of future cash flows.

\* capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

The fair values of investment in properties have been determined by Independent Valuer Thite valuers and engineers Private Limited and Shekhar Thite. The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data. All resulting fair value estimates for investment properties are included in level 3.



## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019

### Note 3 - Non-current investments

(Amounts are in lakhs unless stated otherwise)

Particulars	No. Of Share/Bond Unit	As at March 31, 2019	No. Of Share/Bond Unit	As at March 31, 2018
<b>A) Investments in subsidiaries :</b>				
<b>Unquoted</b>				
<b>In Equity Instruments at cost, fully paid-up</b>				
Indoborax Infrastructure Private Limited	10,000	101.93	10,000	101.93
<b>Total</b>		101.93		101.93
<b>Note 3(a) - NON CURRENT INVESTMENTS</b>				
Investment in Other Equity Instruments :				
<b>Unquoted, fully paid up</b>				
Reliance Media Works Ltd	675	-	675	-
<b>Investment in other Equity Instruments</b>				
<b>Quoted, fully paid up</b>				
<b>(At Fair value through Profit &amp; Loss)</b>				
Central Bank of India Ltd	3,200	1.17	3,200	2.35
Jaiprakash Associates Limited	4,500	0.24	4,500	0.85
Jindal Steel & Power Limited	300	0.54	300	0.66
Kamanwala Industries Limited	57,395	5.95	57,395	5.87
L & T Limited	900	12.46	900	7.87
National Thermal Power Limited	3,600	4.87	3,000	5.09
Nagarjuna Constructions Company Limited	1,500	1.69	1,500	1.76
Punj Lloyd Limited	4,000	0.08	4,000	0.68
Reliance Communication Limited	2,000	0.08	2,000	0.44
Unity Projects Limited	2,000	0.02	2,000	0.10
<b>Investment in Debentures - fully paid up</b>				
<b>Unquoted,</b>				
<b>(At Fair value through Profit &amp; Loss)</b>				
NTPC Ltd, Non Convertible Debentures	3,000	0.38	3,000	0.38
<b>Total</b>		27.48		26.05
Aggregate amount of quoted investments		27.48		26.05
Aggregate market value of listed and quoted investments		27.48		26.05
Aggregate amount of unquoted investments		101.93		101.93
Aggregate amount of impairment in value of investments		0.03		0.03

### Note 4 - Long term loans and advances

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Loans- Intercorporate Deposits</b>		
Inter Corporate Deposits	668.33	755.94
<b>Advances recoverable in cash or kind</b>		
Unsecured, considered good	105.95	128.99
Unsecured, considered doubtful	-	-
	105.95	128.99
Provision for doubtful advances	-	-
	105.95	128.99
<b>Other loans and advances, unsecured, considered good</b>		
Loans to employees	52.57	43.31
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
	52.57	43.31
<b>Total</b>	826.85	928.24



## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019

### Note 5 - Other Non Current Financial Assets

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2018
Unsecured, considered good <b>Security Deposits</b>	33.24	31.48
<b>Total</b>	<b>33.24</b>	<b>31.48</b>

### Note 6 - Inventories

Particulars	As at March 31, 2019	As at March 31, 2018
Raw materials	1,052.40	851.72
Stock in Process	24.54	12.50
Finished goods	31.37	91.28
Stock of Consumable Stores & Spare parts (at cost)	57.81	48.22
<b>Total</b>	<b>1,166.12</b>	<b>1,003.72</b>

### Note 7 - Current investments

Particulars	No. Of Share/Bond Unit	As at March 31, 2019	No. of Share/ Bond Unit	As at March 31, 2018
<b>Investment in Mutual Fund - fully paid up</b>				
<b>Unquoted- Fully paid up</b> <b>(At Fair value through Profit &amp; Loss)</b>				
ICICI Prudential Liquid Fund-Direct Plan Dividend	37,08,120	3,713.59	19,31,852	1,935.08
<b>Total</b>		<b>3,713.59</b>		<b>1,935.08</b>

Aggregate amount of quoted investments	3,713.59	1,935.08
Aggregate market value of listed and quoted investments	3,713.59	1,935.08
Aggregate amount of unquoted investments	-	-
Aggregate Provision for Impairment in the Value of Investments	-	-

### Note 8 - Trade receivables

Particulars	As at March 31, 2019	As at March 31, 2018
Trade Receivables which have significant increase in credit risk		
Trade Receivables - Credit Impaired		
Unsecured, considered good		
Unsecured, considered good	936.15	877.02
Less : Provision for doubtful receivables	-	-
<b>Total</b>	<b>936.15</b>	<b>877.02</b>

### Note 9 - Cash and cash equivalents

Particulars	As at March 31, 2019	As at March 31, 2018
Cash on hand	1.28	1.11
Bank balances		
- Current Account	60.56	276.31
<b>Total</b>	<b>61.84</b>	<b>277.42</b>


**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**
**Note 10 - Other bank balances**

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Margin money deposits	1.75	1.75
Unclaimed dividend account (refer note a below)	33.90	37.09
<b>Total</b>	<b>35.65</b>	<b>38.84</b>

Note : Not due for deposit to the Investors Education and Protection Fund

**Note 11 - Short term loans and advances**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Loans to Employees	4.20	2.62
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
<b>Total</b>	<b>4.20</b>	<b>2.62</b>

**Note 12 - Other current assets**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Prepaid expenses	14.32	14.16
Balance with govt authorities	1.79	1.79
Advances to Suppliers	942.07	982.24
Others	117.42	114.08
Interest Receivable	0.06	0.04
Income Tax Advances ( Net of Provisions)	28.42	26.45
<b>Total</b>	<b>1,104.08</b>	<b>1,138.76</b>

**Note 13 - Share capital and other equity**
**Share capital**

	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>Authorised shares</b>		
6000000 Equity Shares of ₹ 10/- each (Previous Year 6000000 Equity Shares of ₹ 10/- each)	600.00	600.00
<b>Issued, subscribed shares</b>		
3500000 Equity Shares of ₹ 10/- each (Previous year 3500000 Equity Shares)	350.00	350.00
	<b>350.00</b>	<b>350.00</b>
<b>Issued, subscribed and fully paid-up shares</b>		
3209000 Equity Shares of ₹ 10/- each (Previous year 3209000 Equity Shares)	320.90	320.90
	<b>320.90</b>	<b>320.90</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

<b>Equity Shares</b>	<b>Nos.</b>	<b>INR in Lakhs</b>
Balance as at 31st March 2018	3209000	320.90
Changes during the period	-	-
<b>Balance as at 31st March 2019</b>	<b>3209000</b>	<b>320.90</b>

**(b) Terms/ rights attached to equity shares**

The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

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

The distribution will be in proportion to the number of equity shares held by the equity shareholders.

During last five years no shares were allotted without payment being received in cash or as bonus shares, however company were bought back and extinguished 2,72,000 equity shares during the financial year 2014-15.

Amount originally received on forfeited shares Rs. 1,39,350/- (Inclusive of share premium) included in Reserve & Surplus


**(c) Details of shareholders holding more than 5% shares in the Company**
**(as per the register of members of the Company are as under) :-**

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	Nos. of Shares	% holding in the class	Nos. of Shares	% holding in the class
Equity shares of Rs. 10/- each fully paid				
Mr. S.K.Jain	799244	24.91	510351	15.90
Late Smt. Sushila Jain	-	0.00	288893	9.00
Mr. Sajal Jain	606496	18.90	606496	18.90
Mrs. Sreelekha Jain	207702	6.47	207702	6.47

**Note 14 - Other Equity**

(Amounts are in lakhs unless stated otherwise)

Reserves and Surplus	As at March 31, 2019	As at March 31, 2018
<b>Capital Redemption Reserve</b>	27.20	27.20
Balance Brought Forward	<b>27.20</b>	<b>27.20</b>
<b>Share Forfeiture Account</b>		
Balance Brought Forward	1.39	1.39
	<b>1.39</b>	<b>1.39</b>
<b>General Reserve</b>		
Balance Brought Forward	1,134.11	1,034.11
Transfer from Surplus	175.00	100.00
	<b>1,309.11</b>	<b>1,134.11</b>
<b>Surplus in the statement of profit and loss</b>		
Balance as per the last financial statements	8,860.84	7,993.19
Add: Profit for the year	1,749.80	1,025.58
Less : Dividend distributed on equity shares	48.14	48.13
Less : Tax on equity dividend	9.89	9.79
Less : Transfer to General Reserve	175.00	100.00
Closing Balance	<b>10,377.61</b>	<b>8,860.85</b>
<b>TOTAL</b>	<b>11,715.31</b>	<b>10,023.55</b>

**Note 15 - Other non-current financial liabilities**

Particulars	As at March 31, 2019	As at March 31, 2018
Leased Deposits	75.75	75.75
<b>Total</b>	<b>75.75</b>	<b>75.75</b>

**Note 16 - Deferred tax liabilities**

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Deferred tax liabilities arising on account of :</b>		
Diff. between accounting base and tax base of PPP	134.59	139.75
<b>Total</b>	<b>134.59</b>	<b>139.75</b>

**Note 17 - Trade payables**

Particulars	As at March 31, 2019	As at March 31, 2018
Total outstanding dues of micro enterprises and small enterprises (Refer Note below).	0.21	3.84
Total outstanding dues of creditors other than micro enterprises and small enterprises	191.30	315.06
<b>Total</b>	<b>191.51</b>	<b>318.90</b>

**a) Details of dues to Micro, Medium and Small Enterprises:**

	As at March 31, 2019	As at March 31, 2018
(I) The principal amount and the interest due there on (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year. Principal amount due to micro and small enterprises	0.09	3.84
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act, 2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	Nil	Nil
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act,2006.	0.11	Nil
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Media Enterprise Development Act,2006.	Nil	Nil



## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019

### Note 18 - Other current financial liabilities

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2018
a) Statutory dues payable	215.19	189.58
b) Salaries due to director	177.92	128.26
c) Advance received from clients	60.42	69.68
e) Other Liabilities	66.75	66.75
d) Unclaimed Dividend	33.90	37.09
<b>Total</b>	<b>554.18</b>	<b>491.36</b>

### Note 19 - Short term provisions

Particulars	As at March 31, 2019	As at March 31, 2018
Provision for gratuity (net) (Refer Note 25)	122.84	82.25
Provision for Tax (Net)	0.00	99.69
<b>Total</b>	<b>122.84</b>	<b>181.94</b>

### Note 20 - Revenue from operations

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Operating Income :</b>		
Manufactured goods	12,809.92	9,858.10
Traded goods	24.96	-
	12,834.88	9,858.10
Less : Excise	-	174.41
	<b>12,834.88</b>	<b>9,683.69</b>
<b>Sale of products comprises :</b>		
<b>Manufactured goods</b>		
Sales of Boron Product & other chemicals	12,809.92	9,858.10
<b>Traded goods</b>		
Ulexite	24.96	-
	<b>12,834.88</b>	<b>9,858.10</b>

### Note 21 - Other income

Particulars	As at March 31, 2019	As at March 31, 2018
Dividend income from investments	0.34	0.28
Dividend on Mutual Fund	120.75	73.10
Interest received	60.78	69.02
Interest received on Debenture	0.03	0.00
Gain/(Loss) on Sale of Investments	0.77	0.20
Net gain on foreign currency transactions and translation	169.65	84.91
Profit on Sale of Assets	1.84	19.60
MP VAT refund	0.00	1.11
Rent & Facility Charges	176.08	175.14
Sale of Scrap	7.74	0.21
<b>Total</b>	<b>537.98</b>	<b>423.57</b>

## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019

### Note 22 - Cost of materials consumed

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2018
Opening Stock	755.78	246.44
Add: Purchases	-	-
Ulexite	5,210.37	4,431.91
Sulphuric Acid	948.43	526.03
Lithium	2,037.78	1,444.73
Others	37.01	99.42
	<b>8,989.37</b>	<b>6,748.53</b>
Less : Closing Stock	1,052.40	755.78
<b>Total</b>	<b>7,936.97</b>	<b>5,992.75</b>

(a) Raw Materials Consumed Comprise :

Ulexite	4,782.47	3,924.18
Sulphuric Acid	950.47	524.65
Lithium	2,037.78	1,444.73
Others	35.96	99.18

(b) Value of imported raw materials consumed and the value of all indigenous raw materials similarly consumed and the percentage of each to the total

Particulars	As at March 31, 2019	%	As at March 31, 2018	%
Raw Materials				
(i) Imported	6,950.87	87.58	5,368.92	89.59
(ii) Indigenous	986.10	12.42	623.83	10.41
	<b>7,936.97</b>	<b>100.00</b>	<b>5,992.75</b>	<b>100.00</b>

### Note 23 - Purchase of Traded goods

Particulars	As at March 31, 2019	As at March 31, 2018
Ulexite	19.49	-
	<b>19.49</b>	<b>-</b>

### Note 24 - (Increase)/Decrease in inventories

Particulars	As at March 31, 2019	As at March 31, 2018
<b>Inventories at the beginning of the year</b>		
Finished goods	187.22	104.57
Work-in-progress	12.50	27.93
	<b>199.72</b>	<b>132.50</b>
<b>Inventories at the end of the year</b>		
Finished goods	31.37	187.22
Work-in-progress	24.54	12.50
Neutralisation of Excise duty on Opening & Closing stock of FG	-	13.66
	<b>55.91</b>	<b>213.38</b>
	<b>143.81</b>	<b>(80.88)</b>

### Note 25 - Employee benefit expenses

Particulars	As at March 31, 2019	As at March 31, 2018
Salaries, Wages, Bonus & Ex-gratia	622.64	491.40
Contribution to E.S.I.C.	5.30	5.13
Contribution to Provident Fund	29.16	26.15
Provision / Contribution to Group Gratuity and LIC	25.58	5.61
Workmen & Staff Welfare expenses	35.49	13.24
<b>Total</b>	<b>718.17</b>	<b>541.53</b>



## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019

(a) As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given

Defined Contribution Plan :

Contribution to Provident Fund is ₹ 29.16 Lakhs/- (Previous Year ₹ 26.15 Lakhs), ESIC and Labour Welfare Fund Includes ₹ 5.30 (Previous Year ₹ 5.13 Lakhs).

Defined Benefit Plan :

Gratuity and Leave Encashment:

The Company makes partly annual contribution to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, a funded benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days service for each completed year of service or part there of depending on the date of joining. The benefit vests after five years of continuous service.

Assumptions	Gratuity Funded		Leave Encashment	
	Non Funded As at March 31, 2019	Non Funded As at March 31, 2018	Non Funded As at March 31, 2019	Non Funded As at March 31, 2018
<b>Reconciliation of opening and closing balances of the present value of the defined benefit Obligation:</b>				
Present Value of obligation as at beginning of year	82.25	58.19	14.63	9.28
Current service cost	8.55	6.56	4.26	3.56
Prior service cost	17.64	-	-	0.00
Interest cost	6.37	4.48	0.83	0.47
Actuarial (gain) / loss	8.04	13.02	6.01	7.74
Benefits paid	-	-	(7.90)	-6.41
Present Value of obligation as at end of the year	122.85	82.25	17.82	14.63
<b>Change in Plan assets</b>				
Plan assets at period beginning , at fair value	79.93	66.64	-	-
Expected return on plan assets	6.98	5.43	-	-
Actuarial (gain) / loss	(1.60)	0.12	-	-
Contribution	20.59	7.74	7.90	6.41
Benefits paid	-	-	(7.90)	(6.41)
Fair value of Plan assets at end of the year	105.90	79.93	-	-
<b>Fair Value of Plan Assets</b>				
Fair Value of plan assets at beginning of year	79.93	66.64	-	-
Actual return on plan assets	5.39	5.55	-	-
Contributions	20.59	7.74	7.90	6.41
Benefits paid	-	-	(7.90)	(6.41)
Fair Value of plan assets at the end of year	105.90	79.93	-	-
Funded status	-	-	-	-
Excess of Actual over estimated return	Nil	Nil	Nil	Nil
<b>The Amounts to be recognized in the balance sheet and statements of profit and loss</b>				
Present value of obligations as at the end of year	122.84	82.25	17.82	14.63
Fair value of plan assets as at the end of the year	105.90	79.93	-	-
Funded status	-	-	-	-
Net asset/(liability) recognized in balance sheet	228.75	162.18	17.82	14.63



## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019

### Expenses for the year

Current service cost	8.55	6.56	4.26	3.56
Prior service cost	17.64	-	-	-
Interest cost on benefit obligation	6.37	4.48	0.83	0.47
Expected return on plan assets	(6.98)	(5.43)	-	-
Net actuarial (gain)/loss recognised in the year	-	-	6.01	7.74
<b>Total Expenses Recognised in the Profit and Loss Account</b>	<b>25.57</b>	<b>5.61</b>	<b>11.09</b>	<b>11.76</b>

### Remeasurement effects recognized in other Comprehensive Income

Actuarial (gain)/Losses due to Demographic Assumption changes in DBO	(1.49)	1.27	-	-
Actuarial (gain)/Losses due to Financial Assumption changes in DBO	(0.23)	1.19	-	-
Actuarial (Gain)/Losses due to Experience on DBO	9.76	10.56	-	-
Return on Plan Assets (Greater)/ Less than Discount rate	1.60	(0.12)	-	-
Net actuarial (gain)/loss recognised in the year	-	-	-	-
<b>Total Actuarial (gain)/loss included in OCI</b>	<b>9.63</b>	<b>12.90</b>	<b>-</b>	<b>-</b>

### Assumptions

	Gratuity Funded		Leave Encashment	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Discount Rate	7.70%	7.70%	7.70%	7.70%
Employee Turnover	5.00%	3.00%	5.00%	3.00%
Salary Escalation	5.00%	5.00%	5.00%	5.00%
Mortality	Indian Assured Lives Mortality 2006-08			

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors, such as supply and demand in the employment market.

### Note 26 - Net finance costs

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2018
Interest on Working Capital	0.21	0.52
Other Interest	0.24	0.14
<b>Total</b>	<b>0.45</b>	<b>0.66</b>

### Note 27 - Other expenses

Particulars	As at March 31, 2019	As at March 31, 2018
Stores, Spares and Packing	172.12	152.30
Power & Fuel	562.62	443.93
Repairs & Maintenance (Building)	3.63	6.95
Machinery & Electrical Repairs	67.77	9.24
Water Charges	13.64	13.36
Factory Expenses	342.10	296.88
Insurance Charges	5.92	6.30
Repairs-Others	5.12	12.37
Rent and Other Charges	70.29	70.88
Excise Duty	5.92	3.55
Rates & Taxes	5.28	20.68
Discount	-	1.36



Donation	0.05	10.04
Freight, Coolie & Cartage	35.49	29.83
Commission and Brokerage	367.73	192.06
Corporate Social Responsibility Contribution	30.65	29.10
Travelling and conveyance	56.22	72.10
Telephone charges	7.15	12.04
Printing & Stationery	3.43	5.45
Directors Sitting Fees	1.80	1.83
Vehicle Expenses	22.44	17.07
Auditors' Remuneration	12.94	13.37
Legal and Professional charges	70.46	49.48
Bank Charges	6.60	10.34
Sales Tax	0.20	0.21
Advertisement & Sales Promotion	113.90	13.65
General Expenses	22.28	15.47
<b>Total</b>	<b>2,005.75</b>	<b>1,509.84</b>

**Consumable Stores & Spares :**

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
a) Imported	-	-
b) Indigenous	71.60	68.35

**Note 28 - Taxation**
*-Income tax expense*

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<i>Current tax</i>		
Current tax on profits for the year	664.90	658.00
Adjustments for current tax of prior periods	-	-
<b>Total current tax expense</b>	<b>664.90</b>	<b>658.00</b>
<i>Deferred tax</i>		
Decrease/(increase) in deferred tax assets	-	-
(Decrease)/increase in deferred tax liabilities	(5.17)	39.48
<b>Total deferred tax expense/(benefit)</b>	<b>-5.17</b>	<b>39.48</b>
<b>Income tax expense</b>	<b>659.73</b>	<b>697.48</b>

The reconciliation of estimated income tax expenses at Indian statutory income tax rate to income tax expenses reported in the statement of profit & loss is as follows

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Profit before taxes	2,417.73	2,010.19
Indian statutory income tax rate	29.12	34.61
Expected income tax expenses	704.04	695.69
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense		
Income exempt from tax	(35.80)	(25.46)
Tax exemptions	(4.47)	(10.09)
Expenses Disallowed	71.46	84.44
Others (net)	(75.50)	(47.10)
<b>Total Income tax expenses</b>	<b>659.73</b>	<b>697.48</b>

**Note 29 - Earning Per Share:**

<b>Particular</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Profit after Tax	1,758.00	1,312.70
No. of shares outstanding	3209000	3209000
Weighted Average No. of shares + potential shares o/s	3209000	3209000
Earning per share (Basic)	54.78	40.91
Earning per share (Diluted)	54.78	40.91



## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019

### Note 30 - Value Of Imports On C.I.F. Basis:

(Amounts are in lakhs unless stated otherwise)

Particular	As at March 31, 2019	As at March 31, 2018
Raw Materials	6,136.65	4,961.50

### Note 31 - Expenditure In Foreign Currency:

Particular	As at March 31, 2019	As at March 31, 2018
1. Foreign Travels	7.47	34.18
2. Others	0.66	2.46
	8.13	36.64

### Note 32 - Remuneration to Auditors:

Particular	As at March 31, 2019	As at March 31, 2018
As Auditors	11.44	11.87
Tax Audit Fees	1.50	1.50
Total	12.94	13.37

Details of transactions between the Company and its related parties are disclosed below:

### Note 33 - Details of Related parties transactions are as under :

a) List of related parties and relationship where control exists or with whom transactions were entered into:

#### Subsidiary

Indoborax Infrastructure Private Limited

#### Key Management Personnel

Mr. S. K.Jain, Chairman and Managing Director

Mr. Sajal Jain, Executive Director & Chief Financial Officer

#### Relative of Key Management Personnel

Mr. Saumya Jain, Business Development Manager

#### b) Transactions during the year with related parties:

Sr. No.	Particulars	Subsidiary Company		Key Management Personnel		Relatives of Key Managerial Person	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	<b>Loan Given</b> Indoborax Infrastrucutre Private Ltd	-	75.95	-	-	-	-
2	<b>Payments to &amp; provision for Directors' remuneration</b>						
	Mr.S.K.Jain	-	-	131.65	91.66	-	-
	Mr. Sajal Jain	-	-	131.84	92.88	-	-
3	<b>Salary to relative</b> Mr. Saumya Jain	-	-	-	-	26.25	19.59

Sr. No.	Particulars	Subsidiary Company		Key Management Personnel		Relatives of Key Managerial Person	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	<b>Outstanding Loan given</b> Indo Boraxinfrastructure Pvt Ltd	-	-	-	-	-	-
2	<b>Outstanding Payables</b>						
	Mr.S.K.Jain	-	-	76.53	55.39	-	-
	Mr. Sajal Jain	-	-	101.39	72.87	-	-
	Mr. Saumya Jain	-	-	-	-	0.97	1.07



## Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019

### Note 34 - Financial instruments

#### i) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

#### Financial assets and liabilities measured at fair value - recurring fair value measurements

As at 31 March 2019	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Investment sat fair value through Other Comprehensive Income				
Shares	27.48	-	-	27.48
Mutual funds	3,713.59	-	-	3,713.59
Other	-	-	101.96	101.93
<b>Total financial assets</b>	<b>3,741.07</b>	<b>-</b>	<b>101.96</b>	<b>3,843.00</b>
<b>As at 31 March 2018</b>	<b>Level 1</b>	<b>Level 2</b>	<b>Level 3</b>	<b>Total</b>
<b>Financial assets</b>				
Investments at fair value through Other Comprehensive				
Shares	26.05	-	-	127.97
Mutual funds	1,935.08	-	-	1,935.08
Other	-	-	101.96	0.03
<b>Total financial assets</b>	<b>1,961.13</b>	<b>-</b>	<b>101.96</b>	<b>2,063.09</b>

#### (ii) Valuation process and technique used to determine fair value

Specific valuation techniques used to value financial instruments include: The use of quoted market prices for investments in shares and mutual funds.

### Note 35 -Financial Risk Management:

#### i) Financial Instruments by Cartagory :

Particulars	As at March 31, 2019		As at March 31, 2018	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial assets :</b>				
<b>Investments</b>				
Mutual funds Shares and Bond	3,741.07	-	2,063.05	-
<b>Loans</b>				
to others	-	162.72	-	174.92
to other body corporates	-	668.33	-	755.94
Trade receivables	-	936.15	-	877.02
Security deposits	-	33.24	-	31.48
Cash and cash equivalents	-	61.84	-	277.42
Unclaimed dividend account	-	33.90	-	37.09
<b>Total</b>	<b>3,741.07</b>	<b>1,896.18</b>	<b>2,063.05</b>	<b>2,153.88</b>
<b>Financial Liabilities</b>				
Borrowings	-	-	-	-
Trade payables	-	191.51	-	318.90
Other financial liabilities	-	629.93	-	567.11
<b>Total</b>	<b>-</b>	<b>821.44</b>	<b>-</b>	<b>886.00</b>

a) The carrying value of trade receivables, securities deposits, insurance claim receivable, loans given, cash and bank balances and other financial assets recorded at amortised cost, is considered to be a reasonable approximation of fair value.

The carrying value of borrowings, trade payables and other financial liabilities recorded at amortised cost is considered to be a reasonable approximation of fair value.


**ii) risk management**

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements:

<b>Risk</b>	<b>Exposure arising from</b>	<b>Measurement</b>	<b>Management</b>
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost	Aging analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (Rs.)	Cash flow forecasting sensitivity analysis	Material bought on receipt of documents, if material bought on credit same are hedged.
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis	Mix of borrowings credit same are taken at fixed and floating rates
Market risk-Ulexite, Lithium & other raw material prices	Payables linked to ulexite prices	Sensitivity analysis	The ulexite and other raw material is purchase at the prevailing price from suppliers.
Market risk - security price	Investments in equity securities	Sensitivity analysis	Portfolio diversification

**A) Credit Risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date.

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Where available at reasonable cost, external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various parts of India. The Company has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents, mutual funds, bank deposits, loans and derivative financial instruments is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Company provides for expected credit losses on financial assets by assessing individual financial instruments for expectation of any credit losses. Since the assets have very low credit risk, and are for varied natures and purpose, there is no trend that the company can draw to apply consistently to entire population. For such financial assets, the Company's policy is to provides for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

Detail of trade receivables that are past due is given below:

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>As at 31-Mar-19</b>	<b>As at 31-Mar-18</b>
Not due	757.85	727.12
0-30 days past due	157.37	117.61
31-60 days past due	10.53	19.51
61-90 days past due	2.27	12.78
More than	8.12	-
*rounded off to nil		
	<b>936.15</b>	<b>877.02</b>

**B) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

**Financing arrangements**

The Company had obtained credit facility of Rs. 1175 Lakhs from Kotak Mahindra Bank Ltd however the same has not been utilized.

**Contractual maturities of financial liabilities**

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



for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

31-Mar-19	Payable on demand	Less than 1 year	Less than 1-2 year	Less than 2-3 year	More than 3 year	Total
Borrowings	-	-	-	-	-	-
Trade payable	180.19	-	-	-	11.31	191.51
Other financial liabilities	94.32	459.86	-	-	-	554.18
<b>Total</b>	<b>274.52</b>	<b>459.86</b>	<b>-</b>	<b>-</b>	<b>11.31</b>	<b>745.69</b>

  

31-Mar-19	Payable on demand	Less than 1 year	Less than 1-2 year	Less than 2-3 year	More than 3 year	Total
Borrowings	-	-	-	-	-	-
Trade payable	57.72	244.32	-	-	16.85	318.90
Other financial liabilities	106.76	384.59	-	-	-	491.36
<b>Total</b>	<b>164.49</b>	<b>628.92</b>	<b>-</b>	<b>-</b>	<b>16.85</b>	<b>810.25</b>

### C) Market risk - foreign exchange

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US Dollar. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company, as per its overall strategy company imports raw materials on the basis of market demand. The Company does not use forward contracts and swaps for speculative purposes.

#### Sensitivity

The sensitivity to profit or loss from changes in the exchange rates arises mainly from financial instruments denominated in USD. In case of a reasonably possible change in INR/USD exchange rates of +/- 2% (previous year +/-3%) at the reporting date, keeping all other variables constant, there would have been an impact on profits of INR 240.29 Lakhs (previous year INR 198.46 Lakhs).

### D) Interest rate risk

#### i) Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2019, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. However there is no outstanding borrowing as at year end.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2018
Variable rate borrowing	-	-
Fixed rate borrowing	-	-
<b>Total Borrowings</b>	<b>-</b>	<b>-</b>

#### Sensitivity

The sensitivity to profit or loss in case of a reasonably possible change in interest rates of +/- 50 basis points (previous year: +/- 50 basis points), keeping all other variables constant, would have resulted in an impact on profits by INR 0.02 Lakhs (Previous year INR 0.04 Lakhs)

#### ii) Assets

The Company's financial assets are carried at amortised cost and are at fixed rate only. They are, therefore, not subject to interest rate risk since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

### E) Price risk

Exposure from investments in mutual funds:

The Company's exposure to price risk arises from investments in mutual funds held by the Company and classified in the balance sheet as fair value through other comprehensive income. To manage its price risk arising from investments in mutual funds, the Company invest only in liquid Funds.

#### Sensitivity

The sensitivity to profit or loss in case of an increase in price of the instrument by 5% keeping all other variables constant would have resulted in an impact on profits by 541.04 lakhs (previous year INR 243.96 Lakhs).

Exposure from trade payables:

Company generally import on advance payment or on payment at the time of receipt documents. If there is any transaction of imports on credit basis, then such transaction is hedged.

### Note 36 - Capital Management:

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern, to provide an adequate return to shareholders.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

The Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in the economic conditions and the risk characteristics of the underlying assets.

Particulars	As at March 31, 2019	As at March 31, 2018
Net debts	-	-
Total equity	12,036.21	10,344.45
<b>Gearing Ratio</b>	<b>0.00%</b>	<b>0.00%</b>

Particulars	As at March 31, 2019	As at March 31, 2018
Dividends		
(i) Equity shares	Nil	Nil
(ii) Dividends not recognised at the end of the reporting period	48.14	48.14



**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**

**37 Commitment and Contingent Liability:**

- a) In 1992, STC of India Ltd had claimed for Rs. 9.02 lakh towards price difference & others, against this, Honourable Bombay High Court ordered Company to give bank guarantee of Rs. 1.65 lakh (Previous year Rs. 1.65 lakh)
- b) Balance instalment towards work - in - progress of Rs. 2086.06 Lakhs, payable on the basis of various stages of completion of project over the period of five years.
- c) The Honourable Supreme Court, has passed a decision on 28th February, 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The Company, based on legal advice, is awaiting further clarifications in this matter in order to reasonably assess the impact on its financial statements, if any. Accordingly, the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered, and resultant impact on the past provident fund liability, cannot be reasonably ascertained, at present.

**38 Corporate Social Responsibility :**

The Company has incurred INR 30.65 lakhs (previous year INR 29.10 Lakhs) towards Social Responsibility activities. It is included in the Statement of Profit and Loss. Further, no amount has been spent on construction / acquisition of an asset of the Company and the entire amount has been spent in cash. The amount required to be spent under Section 135 of the Companies Act, 2013 for the year 2018 is INR 30.16 lakhs i.e. 2% of average net profits for last three financial years, calculated as per Section 198 of the Companies Act, 2013.

**39** The company has taken Credit facility from Kotak Mahindra Bank Ltd. for Rs. 1175 lakhs Secured by first pari passu charge on Present & Future Inventories, Receivables. The rate of interest on charge by the banks is Rs. 12.00%.

**40** Reporting under sub clause 32 of clause 49 of listing agreement issued by Securities and Exchange Board of India (SEBI), is not applicable to the company, as there is no loan given to subsidiary or Associates as defined under section 186 of the Companies Act, 2013 and no loans and advances are given which is outstanding for a period of more than seven years.

**41** All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

**42 Post reporting date events**

There are no adjusting or significant non-adjusting events have been occurred between 31 March 2019 and the date of authorization of the company's standalone financial statement.

**43 Authorization of Financial Statements**

The standalone financial statement for the year ended 31 March 2019 (including comparatives) were approved by the Board of Directors on 29th May 2019

**44** The previous year's figures have been regrouped and rearranged wherever necessary to make in compliance with the current financial year.

**Notes 1 to 44 form an integral part of these financial statements.**

**For Pulindra Patel & Co.,**  
Chartered Accountants  
Firm Registration No. 115187W

**For and on behalf of the Board Directors**  
**Indo Borax & Chemicals Ltd**  
**S.K. Jain**  
Chairman & Managing Director

**Sajal Jain**  
Executive Director  
& CFO

**Pulindra Patel**  
Proprietor  
Membership No. 048991  
**Place : Mumbai**  
**Date : 29th May, 2019**

**Pravin Chavan**  
Company Secretary

**Arun Sureka**  
Director

**N. K. Mittal**  
Director

**Sreelekha Jain**  
Director

**Govind Parmar**  
Director

**INDEPENDENT AUDITOR'S REPORT****To the Members of INDO BORAX & CHEMICALS LIMITED****Report on the Audit of the Consolidated Financial Statements****Opinion**

We have audited the accompanying consolidated financial statements of INDO BORAX & CHEMICALS LIMITED (hereinafter referred to as the 'Holding Company') and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2019, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated cash flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements"). In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of their consolidated state of affairs of the Company as at March 31, 2019, of consolidated profit/loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

**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 Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. 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 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.

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

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; 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 accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and of its associates and jointly controlled entities are responsible for assessing the ability of the Group and of its associates and jointly controlled entities 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 and of its associates and jointly controlled entities are responsible for overseeing the financial reporting process of the Group and of its associates and jointly controlled entities.

**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 scepticism throughout the audit. We also:

- (i) Identify and assess the risks of material misstatement of the interim consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- (ii) Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of



- such controls
- (iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management
  - (iv) 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 interim 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.
  - (v) Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the interim consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - (vi) 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 interim consolidated 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, the auditor determines those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. In accordance with the requirements of SA 701, the auditor describes these matters in the auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, the auditor determines that a matter should not be communicated in the auditor's report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication

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

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary company, incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities— Refer Note 38 to the consolidated financial statements.

ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

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

For Pulindra Patel & Co.  
Chartered Accountants  
Firm Registration No.: 115187W

**Pulindra Patel**  
Proprietor  
Membership No.: 048991

Place : Mumbai  
Date : 29th May, 2019

**ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF INDO BORAX & CHEMICALS LIMITED****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2019, We have audited the internal financial controls over financial reporting of Indo Borax & Chemicals Limited (hereinafter referred to as "the Holding Company") and its subsidiary 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, its subsidiary company, which is the company incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)".] These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI 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, 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 judgement, 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 internal financial controls system over financial reporting of the Company and its subsidiary companies, 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 authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

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

For Pulindra Patel & Co.  
Chartered Accountants  
Firm Registration No.: 115187W

Pulindra Patel  
Proprietor  
Membership No.: 048991

Place : Mumbai  
Date : 29th May, 2019

**Consolidated balance sheet as at March 31, 2019**

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>Note</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	1	1,926.24	2,016.90
Capital work-in-progress	1	112.14	108.52
Investment in Properties	2	3,065.57	3,065.57
Other intangible assets	3	9.67	19.33
<b>Financial Assets</b>			
i. Investments	4	27.48	26.05
ii. Loans	5	826.85	928.24
iii. Other Financial Assets	6	35.07	33.31
<b>Total non-current assets</b>		<b>6,003.02</b>	<b>6,197.92</b>
<b>Current assets</b>			
Inventories	7	1,166.12	1,003.72
<b>Financial assets</b>			
i. Investments	8	3,713.59	1,935.08
ii. Trade receivables	9	940.40	881.27
iii. Cash and cash equivalents	10	250.96	458.33
iv. Bank balances other than (iii) above	11	35.65	38.84
v. Loans	12	5.01	3.41
Other current assets	13	1,113.86	1,150.95
<b>Total current assets</b>		<b>7,225.59</b>	<b>5,471.60</b>
<b>Total assets</b>		<b>13,228.61</b>	<b>11,669.52</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	14	320.90	320.90
Other equity	15	11819.74	10132.45
<b>Equity attributable to owners of Indo Borax &amp; Chemicals Limited</b>		<b>12,140.64</b>	<b>10,453.35</b>
Non-controlling interests		-	-
<b>Total equity</b>		<b>12,140.64</b>	<b>10,453.35</b>
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Other Financial Liabilities	16	75.75	75.75
Deferred Tax Liabilities	17	134.59	139.76
<b>Total non-current liabilities</b>		<b>210.34</b>	<b>215.51</b>
<b>Current liabilities</b>			
<b>Financial liabilities</b>			
i. Borrowings	0	-	-
ii. Trade payables			
Total outstanding dues of micro enterprises and small enterprises	18	0.21	3.84
Total outstanding dues of creditors other than micro enterprises and small enterprises		194.22	317.50
iii. Other financial liabilities	19	559.93	497.38
Provisions	20	123.27	181.94
<b>Total liabilities</b>		<b>877.63</b>	<b>1,000.66</b>
<b>Total equity and liabilities</b>		<b>13,228.61</b>	<b>11,669.52</b>

Notes 1 to 45 form an integral part of these financial statements.

As per attached report of even date.

**For Pulindra Patel & Co.,**  
Chartered Accountants  
Firm Registration No. 115187W

**Pulindra Patel**

Proprietor  
Membership No. 048991

Place : Mumbai

Date : 29<sup>th</sup> May, 2019

**Pravin Chavan**  
Company Secretary

**S.K. Jain**  
Chairman & Managing Director

**Arun Sureka**  
Director

**Sreelekha Jain**  
Director

**For and on behalf of the Board Directors**  
**Indo Borax & Chemicals Limited**

**Sajal Jain**  
Executive Director & CFO

**N.K. Mittal**  
Director

**Govind Parmar**  
Director

**Consolidated statement of profit and loss for the year ended March 31, 2019**

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	As at March 31, 2019	As at March 31, 2018
<b>Continuing operations</b>			
Revenue from operations	21	12,834.88	10,088.69
Other income	22	550.73	438.12
<b>Total income</b>		<b>13,385.61</b>	<b>10,526.81</b>
<b>Expenses</b>			
Cost of raw materials and components consumed	23	7,936.97	5,992.75
Purchase of Traded goods	24	19.49	-
(Increase)/decrease in inventories of finished goods, work-in-progress and traded goods	25	143.81	265.08
Employee benefit expenses	26	718.17	541.76
Finance Cost	27	1.27	2.76
Depreciation and amortisation expense	1	140.16	142.90
Other expenses	28	2,006.48	1,542.43
<b>Total expenses</b>		<b>10,966.35</b>	<b>8,487.68</b>
<b>Profit before exceptional items and tax</b>		<b>2,419.26</b>	<b>2,039.13</b>
Exceptional items		-	-
<b>Profit before tax</b>		<b>2,419.26</b>	<b>2,039.13</b>
Income tax expense			
- Current tax	29	670.92	658.76
- Deferred tax	29	(5.17)	39.99
<b>Total tax expense/(credit)</b>		<b>665.75</b>	<b>698.76</b>
<b>Profit from continuing operations</b>		<b>1,753.51</b>	<b>1,340.37</b>
<b>Profit for the year</b>		<b>1,753.51</b>	<b>1,340.37</b>

**Consolidated statement of other comprehensive income for the year ended March 31, 2019***Items that will be reclassified to profit or loss*

Tax relating to above			
a) Items That Will Not Be Reclassified To Profit Or Loss		(8.20)	(297.03)
b) Income Tax Relating To Items That Will Not Be Reclassified To Profit Or Loss		-	9.91
		-	-
		<b>(8.20)</b>	<b>(287.12)</b>
<b>OCI for the year</b>		<b>(8.20)</b>	<b>(287.12)</b>
<b>Total comprehensive income for the year</b>		<b>1,745.31</b>	<b>1,053.25</b>

<b>Earnings per share</b>	30		
Basic		54.64	41.77
Diluted		54.64	41.77

The above statement of profit and loss should be read in conjunction with the accompanying notes.

**Notes 1 to 45 form an integral part of these financial statements.****As per attached report of even date.****For Pulindra Patel & Co.,**

Chartered Accountants

Firm Registration No. 115187W

**Pulindra Patel**

Proprietor

Membership No. 048991

**Place : Mumbai****Date : 29<sup>th</sup> May, 2019****Pravin Chavan**  
Company Secretary**For and on behalf of the Board Directors****Indo Borax & Chemicals Limited****S.K. Jain**

Chairman &amp; Managing Director

**Sajal Jain**

Executive Director &amp; CFO

**Arun Sureka**

Director

**N.K. Mittal**

Director

**Sreelekha Jain**

Director

**Govind Parmar**

Director

**Cash flow statement for the year ended 31st March, 2019**

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
<b>A Cash flow from operating activities :</b>			
Profit before tax		2,419.27	2,039.13
<b>Adjustments for:</b>			
Depreciation and amortization for the year	140.16		142.90
(Profit)/Loss on sale of Investment (Net)	(0.77)		(0.20)
Net unrealised foreign exchange (gain)/ loss	(169.65)		(84.91)
Net (profit)/loss on disposal of property, plant and equipment	(1.85)		(20.38)
Dividend received	(121.08)		(73.38)
Interest Income	(73.57)		(77.63)
Finance cost	1.27		2.76
		(225.49)	(110.84)
<b>Operating profit before working capital changes</b>		2,193.79	1,928.29
<b>Adjustments for:</b>			
Decrease/Increase in inventories	(162.41)		(245.75)
Decrease/(increase) in non-current financial assets	99.63		249.00
Decrease/(increase) in current financial assets	1.58		0.67
Decrease/(increase) in other current assets	37.38		(1,140.24)
Increase in trade receivables	110.52		(275.88)
Increase in trade payables	(126.91)		(62.96)
Increase in current financial liabilities	62.55		192.97
Increase in other provisions	30.96		11.49
		53.31	(1,270.70)
<b>Cash generated from operating activities</b>		2,247.09	657.60
Income Tax Paid (net)	(770.46)		(537.79)
		(770.46)	(537.79)
<b>Net cash generated from operating activities</b>		<b>1,476.63</b>	<b>119.80</b>
<b>B Cash flow from investing activities:</b>			
Purchase of property, plant and equipment	(43.64)		(18.50)
Proceeds from disposal of property, plant and equipment	2.04		21.00
Purchase of Investments	(6,393.51)		(4,843.10)
Proceeds from redemption of investments, net	4,615.77		5,216.30
Interest received	73.57		77.63
Dividend received	121.08		73.38
<b>Net cash used in investing activities</b>		<b>(1,624.70)</b>	<b>526.71</b>
<b>C Cash flow from financing activities:</b>			
(Repayment)/proceeds of short term borrowings, net	-		(134.28)
Interest paid	(1.27)		(2.76)
Dividends Paid (including Dividend Distribution Tax)	(58.03)		(57.94)
<b>Net cash generated from financing activities</b>		<b>(59.30)</b>	<b>(194.98)</b>
Net increase in cash and cash equivalents (A+B+C)		(207.37)	451.53
Cash and cash equivalents at the beginning of the year		460.08	8.55
<b>Cash and cash equivalents at the end of the year</b>		<b>252.71</b>	<b>460.08</b>

Note : Cash and cash equivalent includes Rs. 1.75 lakhs (previous year Rs. 1.75 lakhs) in Note no.11

As per attached report of even date.

**Notes 1 to 45 form an integral part of these financial statements.**

As per attached report of even date.

**For Pulindra Patel & Co.,**  
Chartered Accountants  
Firm Registration No. 115187W

**Pulindra Patel**  
Proprietor  
Membership No. 048991  
**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2019**

**Pravin Chavan**  
Company Secretary

**For and on behalf of the Board Directors**  
**Indo Borax & Chemicals Limited**

**S.K.Jain**  
Chairman & Managing  
Director

**Arun Sureka**  
Director

**Sreelekha Jain**  
Director

**Sajal Jain**  
Executive Director  
& CFO

**N.K. Mittal**  
Director

**Govind Parmar**  
Director

**STATEMENT OF CHANGES IN EQUITY****A. EQUITY SHARE CAPITAL :**

(Amounts are in lakhs unless stated otherwise)

Particulars	Note	No. of shares	Amount
Issued, subscribed and fully paid-up shares Equity share of Rs. 10 each			
Balance as at 31 March 2018	14	3209000	320.90
Changes in Equity Share Capital during the year		-	-
Balance as at 31 March 2019	14	3209000	320.90

**B. OTHER EQUITY**

Particulars	Reserve & Surplus				
	Capital Redemption Reserve	Share Forfeiture Account	General Reserve	Retained Earning	Total
<b>Balance as at 31 March 2018</b>	27.20	1.39	1,134.11	8,969.75	<b>10,132.45</b>
Profit for the year	-	-	175.00	1,578.51	1,753.51
Other comprehensive income	-	-	-	(8.20)	(8.20)
<b>Total comprehensive income</b>	<b>27.20</b>	<b>1.39</b>	<b>1,309.11</b>	<b>10,540.06</b>	<b>11,877.77</b>
Dividends distributed to equity shareholders	-	-	-	48.14	48.14
Corporate dividend tax on dividend paid to Equity Shareholders	-	-	-	9.89	9.89
<b>Balance as at 31 March 2019</b>	<b>27.20</b>	<b>1.39</b>	<b>1,309.11</b>	<b>10,482.03</b>	<b>11,819.74</b>

## a) Capital Redemption Reserve

The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

## b) Share Forfeiture Account

Amount originally received on 19000 equity shares, inclusive of share premium on forfeiture of shares transferred to Share Forfeiture Account.

## c) General Reserves

The Company created general reserve in earlier years pursuant to the provisions of the Companies Act wherein certain percentage of profits were required to be transferred to general reserve before declaring dividends. As per the Companies Act 2013, the requirement to transfer profits to general reserve is not mandatory. General reserve is a free reserve available to the Company.

**Notes 1 to 45 form an integral part of these financial statements.**

**For Pulindra Patel & Co.,**  
Chartered Accountants  
Firm Registration No. 115187W

**For and on behalf of the Board Directors**  
**Indo Borax & Chemicals Ltd**  
**S.K. Jain**  
Chairman & Managing Director

**Sajal Jain**  
Executive Director  
& CFO

**Pulindra Patel**  
Proprietor  
Membership No. 048991  
**Place : Mumbai**  
**Date : 29th May, 2019**

**Pravin Chavan**  
Company Secretary

**Arun Sureka**  
Director

**Sreelekha Jain**  
Director

**N.K. Mittal**  
Director

**Govind Parmar**  
Director



**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**  
**Corporate Information**

Indo Borax & Chemicals Limited (the Company) is a public limited company incorporated and domiciled in India. Its shares are listed on stock exchange in India. It has formed its subsidiary Indoborax Infrastructure Private Limited. The registered office is at 302, Link Rose, Linking Road, Santacruz (West), Mumbai - 400054. The Company is engaged in manufacturing of Boron products and Lithium.

The consolidated accounts for the year ended 31st March, 2019 were consolidated on the basis of the audited accounts presented by the subsidiary Indoborax Infrastructure Private Limited.

**General information and statement of compliance with Ind AS**

The consolidated financial statements include the financial statements of the Parent Company and its subsidiary (hereinafter referred as the 'Group'):

Name of the Subsidiary	Principle activities	Country of Incorporation	Proportion of ownership interest in (%)	
			2018-19	2017-18
Indoborax Infrastructure Private Limited	Builders and Developers	India	100%	100%

The consolidated financial statements have been prepared in accordance with Ind AS notified by the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. Accordingly, the consolidated financial statements for the year ended 31 March 2019 are the Group's first Ind AS consolidated financial statements. For periods up to and including the year ended 31 March 2019, the Group prepared its consolidated financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013 (the 'Act'), read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). Refer note 43 for the explanation of transition from previous GAAP to Ind AS.

**Note 1: Significant Accounting Policies:**

**(a) Overall consideration**

The consolidated financial statements have been prepared using the significant accounting policies and measurement bases summarised below. These were used throughout all periods presented in the financial statements, except where the Group has applied certain accounting.

**Basis of preparation**

The Consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the Consolidated financial statements. All assets and liabilities have been classified as current or non current as per the Group normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Subsidiary entity where the group exercise or controls more than one-half of its total share capital. The net assets and results of acquired businesses are included in the consolidated financial statements from their respective dates of acquisition, being the date on which the Group obtains control.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances. The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year. The financial statements of the Company and its subsidiary have been combined on a line-by- line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra group balances, intra group transactions and the unrealised profits/losses, unless cost/revenue cannot be recovered.

**a) Subsidiaries :**

Subsidiaries are all entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group. The Group combines the financial statements of the Holding Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests in the net assets of consolidated subsidiaries is identified and presented in the consolidated Balance Sheet separately within equity. Non-controlling interests in the net assets of consolidated subsidiaries consists of:



- (i) The amount of equity attributable to non-controlling interests at the date on which investment in a subsidiary is made; and
- (ii) The non-controlling interests share of movements in equity since the date parent subsidiary relationship came into existence. The profit and other comprehensive income attributable to non-controlling interests of subsidiaries are shown separately in the Statement of Profit and Loss and Statement of Changes in Equity.

**b) Current versus non current classification**

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

- i. Expected to be realised or intended to sold or consumed in normal operating cycle,
- ii. Held primarily for the purpose of trading,
- iii. Expected to be realised within twelve months after the reporting period, or
- iv. 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 classified as current when:**

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

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

**c) Property, Plant and Equipment:**

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company. All other repair and maintenance costs are recognised in statement of profit and loss as incurred.

**Subsequent measurement (depreciation and useful lives) :**

Depreciation on property, plant and equipment is provided on straight line method on assets located in Factory premises. The company has followed written-down value method of providing depreciation with respect to assets located at Head Office. The Depreciation is computed on the basis of useful lives (as set out below) prescribed in Schedule II the Act:

The amortisation period and the amortisation method for finite-life intangible assets is reviewed at each financial year end and adjusted prospectively, if appropriate.

<b>Description of Asset</b>	<b>Estimated useful life (in years)</b>
Office Building	60
Factory Building	30
Plant and equipment	20
Office equipment	5
Computers	3
Electric installation	10
Furniture and fixtures	10
Vehicles	8

Leasehold improvements have been amortised over the estimated useful life of the assets or the period of lease, whichever is lower. The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

**De-recognition**

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

**d) Leased Assets :****Company as a lessee :****Operating Leases :****As a lessee**

## Operating Leases :

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company, as lessee, are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

**As a lessor**

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term unless the receipts are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.

**e) Impairment of non-financial assets**

At each reporting date, the Company assesses whether there is any indication based on internal/external factors, that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognised in the statement of profit and loss. All assets are subsequently reassessed for indications that an impairment loss previously recognised may no longer exist. An impairment loss is reversed if the asset's or cash-generating unit's recoverable amount exceeds its carrying amount.

The impairment losses and reversals are recognised in statement of profit and loss.

**f) Financial instruments****Financial assets****Initial recognition and measurement**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the financial instrument and are measured initially at fair value adjusted for transaction costs.

**Subsequent measurement**

i) Financial instruments at amortised cost – the financial instrument is measured at the amortised cost if both the following conditions are met:

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

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. All the debt instruments of the Group are measured at amortised cost.

**Trade Receivables and Loans:**

Trade receivables are initially recognised at fair value. Subsequently, these assets are held at amortised cost, using the effective interest rate (EIR) method net of any expected credit losses. The EIR is the rate that discounts estimated future cash income through the expected life of financial instrument.

**Mutual Funds, Equity investment, bonds and other financial instruments :**

Mutual Funds, Equity investment, bonds and other financial instruments in the scope of Ind As 109 are measured at fair value through profit and loss account (FVTPL).

**Financial liabilities****Initial recognition and measurement**

All financial liabilities are recognised initially at fair value and transaction cost that is attributable to the acquisition of the financial liabilities is also adjusted. These liabilities are classified as amortised cost.

**Subsequent measurement**

Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method. These liabilities include borrowings.

**De-recognition of financial liabilities**

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

**g) Impairment of financial assets**

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss for financial assets.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the Company expects to receive. When estimating the cash flows, the Company is



required to consider.

- i. All contractual terms of the financial assets (including prepayment and extension) over the expected life of the assets.
- ii. Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

**Trade receivables**

The Company applies approach permitted by Ind AS 109, financial instruments, which requires expected lifetime losses to be recognised from initial recognition of receivables.

**Other financial assets**

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition and if credit risk has increased significantly, impairment loss is provided.

**h) Inventories**

Raw Material: Lower of cost or net realisable value. Cost is determined on first in first out ('FIFO') basis.

Work in progress, are valued at lower of cost and net realisable value. Cost of work in progress and manufactured finished goods comprises direct material, cost of conversion and other costs incurred in bringing these inventories to their present location and condition.

Finished goods: Lower of cost or net realisable value. Cost is determined on FIFO basis, includes direct material and labour expenses and appropriate proportion of manufacturing overheads based on the normal capacity for manufactured goods.

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

**i) Foreign Currency Translation****Initial recognition**

The Company's financial statements are presented in INR, which is also the Company's functional currency. Transactions in foreign currencies are recorded on initial recognition in the functional currency at the exchange rates prevailing on the date of the transaction.

**Measurement at the balance sheet date**

Foreign currency monetary items of the Company, outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction. 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.

**Treatment of exchange difference**

Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rate are recognised as income or expenses in the period in which they arise.

**j) Income taxes :**

Tax expense recognised in statement of profit and loss comprises the sum of deferred tax and current tax not recognised in Other Comprehensive Income ('OCI') or directly in equity.

Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income-tax Act. Current income-tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

Deferred income-tax is calculated using the liability method. Deferred tax liabilities are generally recognised in full for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that the underlying tax loss, unused tax credits or deductible temporary difference will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss or credit. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside statement of profit and loss is recognised outside statement of profit and loss (either in OCI or in equity).

**k) Cash and cash equivalents**

Cash and cash equivalents comprise cash in hand, demand deposits with banks/corporations and short-term highly liquid investments (original maturity less than 3 months) that are readily convertible into known amount of cash and are subject to an insignificant risk of change in value.

**l) Post-employment, long term and short term employee benefits****i) Short Term Employee Benefits:**

All employee benefits payable within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia.

**ii) Defined contribution plans**

Employee benefits in the form of contribution to Provident Fund managed by Government authorities, Employees State Insurance Corporation and Labour Welfare Fund are considered as defined contribution plan and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due.

**iii) Defined benefit plans**

Retirement benefit in the form of Gratuity benefit is considered as defined benefit obligation and is provided for on the basis of an actuarial valuation.

**iv) Gratuity**

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for payment to vested employees at retirement, death while in employment or on termination of employment of an amount based on the respective employee's salary and the tenure of employment. Vesting occurs upon completion of given years of service. The company makes contribution to employees group gratuity fund established by Life Insurance Corporation of India. Actuarial gains and losses arising from changes in actuarial assumptions are recognised in the Profit and Loss account in the period in which they arise.

**m) Operating expenses**

Operating expenses are recognised in profit or loss upon utilisation of the service or as incurred.

**n) Borrowing costs**

Borrowing costs directly attributable to the acquisitions, construction or production of a qualifying asset are capitalised during the period of time that is necessary to complete and prepare the asset for its intended use or sale. Other borrowing costs are expensed in the period in which they are incurred and reported in finance costs.

**o) 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 :

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

The principal or the most advantageous market must be accessible by the Company.

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.

**p) Provisions, contingent assets and contingent liabilities**

Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:

- i. Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
- ii. Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized. However, when inflow of economic benefit is probable, related asset is disclosed.

**q) Earnings per share**

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

**r) Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

Significant management judgements and estimates

The following are significant management judgements and estimates in applying the accounting policies of the Company that have the most significant effect on the financial statements.

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognised is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilised.

Evaluation of indicators for impairment of assets - The evaluation of applicability of indicators of impairment of



assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

Recoverability of advances/receivables - At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

Defined benefit obligation (DBO) - Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

Fair value measurements - Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date

Useful lives of depreciable/amortizable assets - Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence.

#### **s) Revenue recognition**

##### **Sales of goods**

IND AS 115: Revenue from Contracts with Customers

In March 2018, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying Ind AS 115, 'Revenue from Contracts with Customers'. The Standard is applicable to the Company with effect from 1st April, 2018.

Effective 01 April 2018, the Company has adopted Indian Accounting Standard 115 (Ind AS 115) - 'Revenue from contracts with customers' using the cumulative catch-up transition method, applied to contracts that were not completed as on the transition date i.e. 01st April 2018. Accordingly, the comparative amounts of revenue and the corresponding contract assets / liabilities have not been retrospectively adjusted. The effect on adoption of Ind-AS 115 was insignificant.

Revenue is recognized on satisfaction of performance obligation upon transfer of control of products to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products.

Step 1: Identify the contract(s) with a customer

Step 2: Identify the performance obligation in contract

Step 3: Determine the transaction price

Step 4: Allocate the transaction price to the performance obligations in the contract

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation

Under Ind AS 115, an entity recognises revenue when (or as) a performance obligation is satisfied, i.e. when 'control' of the goods or services underlying the particular performance obligation is transferred to the customer. The Company has completed its evaluation of the possible impact of Ind AS 115 and will adopt the standard from 1st April, 2018.

##### **Interest Income**

Interest income is recognised on an accrual basis using the effective interest method.

##### **Dividend**

Dividends are recognised at the time the right to receive the payment is established.

#### **t) Segment Information**

The company has one operating segment i.e. Chemical manufacturing which includes Boron Products and Lithium Hydroxide.

#### **u) Recent accounting pronouncements**

Amendments to Ind As 116, 'Leases'.

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

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

As per Ind A S 116, the lessee needs to recognise depreciation on rights of use assets and finance costs on lease liabilities in the statement of profit and loss. There will not be any material impact of the said implementation of Ind As 116 to the Company.



**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**

Note 1 - Property, plant and equipment (Amounts are in lakhs unless stated otherwise)																			
Particulars	Buildings			Furniture fixture and office- equipments			Plant and machinery		Office equipments		Vehicles		Leased Land		Total		Capital work-in- progress		
<b>Gross block</b>																			
<b>As at April 01, 2017</b>	1,112.96			119.02	1,696.85			55.69		268.13	10.06				3,262.72			107.50	
Additions					16.06			1.42		-					17.48			1.02	
Deduction					26.21					7.25					33.46				
<b>As at March 31, 2018</b>	1,112.96			135.08	1,670.64			57.12		260.88	10.06				3,246.74			108.52	
Additions					6.81			16.25		17.36					40.02			3.62	
Deduction					-			-		9.24					9.24				
<b>As at March 31, 2019</b>	1,112.96			135.89	1,676.24			73.37		269.01	10.06				3,277.53			112.14	
<b>Particulars</b>																			
<b>Accumulated depreciation</b>																			
<b>As at April 01, 2017</b>	210.27			74.20	575.20			43.77		226.01					1,129.45				
Depreciation charge during the year	43.87			11.62	60.08			4.08		13.58					133.24				
Deduction					26.21					6.63					32.85				
<b>As at March 31, 2018</b>	254.13			85.82	609.07			47.86		232.96					1,229.84				
Depreciation charge during the year	42.18			12.58	59.59			5.50		10.64					130.49				
Deduction					-			-		9.04					9.04				
<b>As at March 31, 2019</b>	296.31			98.40	668.66			53.36		234.56					1,351.29				
<b>Net carrying amount as at March 31, 2019</b>	816.65			37.48	1,007.58			20.01		34.45	10.06				1,926.24			112.14	
<b>Net carrying amount as at March 31, 2018</b>	858.83			49.25	1,061.57			9.26		27.92	10.06				2,016.90			108.52	

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**

<b>Particulars</b>	<b>(Amounts are in lakhs unless stated otherwise)</b>	
	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>Note 2 - Investment property</b>		
<b>Gross block</b>		
Opening gross carrying amount	3,065.57	3,065.57
Closing gross carrying amount	3,065.57	3,065.57
<b>Net carrying amount as at March 31, 2019</b>	3,065.57	-
<b>Net carrying amount as at March 31, 2018</b>	3,065.57	3,065.57

(i) Amounts recognised in the statement of profit and loss for investment properties

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Rental income	138.00	138.00
Direct operating expenses for property that generated rental income	(10.19)	(11.46)
Direct operating expenses for property that did not generate rental income	(20.68)	(23.11)
<b>Profit from investment properties before depreciation</b>	107.13	103.43
Depreciation	-	-
<b>Profit from investment properties</b>	<b>107.13</b>	<b>103.43</b>

(ii) Leasing arrangements

Minimum lease payments receivable under non-cancellable operating leases of investment properties are as follows:

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Within 1 year	69.00	67.00
Later than 1 year but not later than 5 years	-	-
Later than 5 years	-	-
<b>Total</b>	<b>69.00</b>	<b>67.00</b>

(iii) Fair value of investment property as on 31st March, 2019 is Rs. 3825 Lakhs (Rs. 3656 Lakhs). The company obtains independent valuations for its investment in properties. The best evidence of fair value is current prices in an active market for similar properties. Where such information is not available, the company consider information from a variety of sources including:

\* current prices in an active market for properties of different nature or recent prices of similar properties in less active markets, adjusted to reflect those differences.

\* discounted cash flow projections based on reliable estimates of future cash flows.

\* capitalised income projections based upon a property's estimated net market income, and a capitalisation rate derived from an analysis of market evidence.

The fair values of investment in properties have been determined by Independent Valuer Thite valuers and engineers Private Limited and Shekhar Thite. The main inputs used are the rental growth rates, expected vacancy rates, terminal yields and discount rates based on comparable transactions and industry data. All resulting fair value estimates for investment properties are included in level 3.

**Note 3 - Intangible assets**

<b>Particulars</b>	<b>Goodwill</b>	<b>Total</b>
<b>Gross block</b>		
<b>As at March 31, 2018</b>	29.00	29.00
Additions	-	-
Deduction	-	-
<b>As at March 31, 2019</b>	<b>29.00</b>	<b>29.00</b>
<b>Particulars</b>	<b>Goodwill</b>	<b>Total</b>
<b>Accumulated amortisation and impairment</b>		
<b>As at March 31, 2018</b>	9.67	9.67
Amortisation charge during the year	9.67	0.00
Impairment loss during the year	-	-
<b>As at March 31, 2019</b>	<b>19.33</b>	<b>9.67</b>
<b>Net carrying amount as at March 31, 2019</b>	<b>9.67</b>	-
<b>Net carrying amount as at March 31, 2018</b>	<b>19.33</b>	<b>19.33</b>

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019****Note 4 - Non-current investments**

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>No. Of Share/Bond Unit</b>	<b>As at March 31, 2019</b>	<b>No. Of Share/Bond Unit</b>	<b>As at March 31, 2018</b>
Other Equity Instruments :				
<b>Unquoted, fully paid up</b>				
Reliance Media Works Ltd	675	-	675	-
<b>Investment in other Equity Instruments</b>				
<b>Quoted, fully paid up</b>				
<b>At Fair value through Profit &amp; Loss</b>				
Central Bank of India Ltd	3,200	1.17	3,200	2.35
Jaiprakash Associates Limited	4,500	0.24	4,500	0.85
Jindal Steel & Power Limited	300	0.54	300	0.66
Kamanwala Industries Limited	57,395	5.95	57,395	5.87
L & T Limited	900	12.46	900	7.87
National Thermal Power Limited	3,600	4.87	3,000	5.09
Nagarjuna Constructions Company Limited	1,500	1.69	1,500	1.76
Punj Lloyd Limited	4,000	0.08	4,000	0.68
Reliance Communication Limited	2,000	0.08	2,000	0.44
Unity Projects Limited	2,000	0.01	2,000	0.10
<b>Investment in Debentures - fully paid up</b>				
<b>Unquoted,</b>				
<b>At Fair value through Profit &amp; Loss</b>				
NTPC Ltd, Non Convertible Debentures	3,000	0.38	3,000	0.38
		<b>27.48</b>		<b>26.05</b>

Aggregate amount of quoted investments	27.48	0	26.05
Aggregate market value of listed and quoted investments	27.48	0	26.05
Aggregate amount of unquoted investments	-	0	-
Aggregate amount of impairment in value of investments	0.03	0	0.03

**Note 5 - Long term loans and advances**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Unsecured, considered good	-	-
<b>Loans- Intercorporate Deposits</b>		
Inter Corporate Deposits	668.33	755.94
<b>Advances recoverable in cash or kind</b>		
Unsecured, considered good	105.95	128.99
Loans which have significant increase in credit risk		
Loans - credit impaired		
	105.95	128.99
Provision for doubtful advances	-	-
	105.95	128.99
<b>Other loans and advances, unsecured, considered good</b>		
Loans to employees	52.57	43.31
	52.57	43.31
<b>Total</b>	<b>826.85</b>	<b>928.24</b>

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019****Note 6 - Other non-current financial assets**

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019		As at March 31, 2018	
Unsecured, considered good				
<b>Security Deposits</b>		35.07		33.31
<b>Total</b>		<u>35.07</u>		<u>33.31</u>

**Note 7 - Inventories**

Particulars	As at March 31, 2019		As at March 31, 2018	
Raw materials		1,052.40		851.72
Stock in Process		24.54		12.50
Finished goods		31.37		91.28
Stock of Consumable Stores & Spare parts (at cost)		57.81		48.22
<b>Total</b>		<u>1,166.12</u>		<u>1,003.72</u>

**Note 8 - Current investments**

Particulars	No. Of Share/Bond Unit		As at March 31, 2019		No. Of Share/Bond Unit		As at March 31, 2018	
<b>In Units Of Mutual Fund - Quoted</b>								
<b>At Fair value through Profit &amp; Loss</b>								
ICICI Prudential Liquid Plan-IP	37,08,120		3,713.59		19,31,852		1,935.08	
<b>Total</b>			<u>3,713.59</u>				<u>1,935.08</u>	
Aggregate amount of quoted investments			3,713.59				1,935.08	
Aggregate market value of listed and quoted investments			3,713.59				1,935.08	
Aggregate amount of unquoted investments			-				-	
Aggregate Provision for Impairment in the Value of Investments			-				-	

**Note 9 - Trade receivables**

Particulars	As at March 31, 2019		As at March 31, 2018	
Trade Receivables which have significant increase in credit risk				
Trade Receivables - Credit Impaired				
Unsecured, considered good				
Unsecured, considered good		940.40		881.27
Less : Provision for doubtful receivables		-		-
<b>Total</b>		<u>940.40</u>		<u>881.27</u>

**Note 10 - Cash and cash equivalents**

Particulars	As at March 31, 2019		As at March 31, 2018	
Cash on hand		1.60		1.43
Bank balances		-		-
- Current Account		63.58		289.21
- Fixed Deposit with banks		185.78		167.69
<b>Total</b>		<u>250.96</u>		<u>458.33</u>

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019****Note 11 - Other bank balances**

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Margin money deposits	1.75	1.75
Unclaimed dividend account (refer note a below)	33.90	37.09
<b>Total</b>	<b>35.65</b>	<b>38.84</b>

Note : Not due for deposit to the Investors Education and Protection Fund

**Note 12 - Short term loans and advances**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Loans to Employees	4.20	2.62
Others	0.81	0.79
<b>Total</b>	<b>5.01</b>	<b>3.41</b>

**Note 13 - Other current assets**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Prepaid expenses	14.32	14.19
Balance with govt authorities	2.87	2.87
Advances to Suppliers	942.07	982.24
Others	120.18	117.55
Interest Receivable	0.06	0.04
Income Tax Advances ( Net of Provisions)	34.36	34.07
<b>Total</b>	<b>1,113.86</b>	<b>1,150.95</b>

**Note 14 - Share capital and other equity****Share capital**

	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>Authorised shares</b>		
6000000 Equity Shares of ₹ 10/- each (Previous Year 6000000 Equity Shares of ₹ 10/- each)	600.00	600.00
<b>Issued, subscribed shares</b>		
3500000 Equity Shares of ₹ 10/- each (Previous year 3500000 Equity Shares)	35.00	35.00
	<b>35.00</b>	<b>35.00</b>
<b>Issued, subscribed and fully paid-up shares</b>		
3209000 Equity Shares of ₹ 10/- each (Previous year 3209000 Equity Shares)	320.90	320.90
	<b>320.90</b>	<b>320.90</b>

**(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period**

<b>Equity Shares</b>	<b>Nos.</b>	<b>INR in Lakhs</b>
Balance as at 31st March 2018	3209000	320.90
Changes during the period	-	-
<b>Balance as at 31st March 2019</b>	<b>3209000</b>	<b>320.90</b>

**(b) Terms/ rights attached to equity shares**

The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.



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

The distribution will be in proportion to the number of equity shares held by the equity shareholders.

During last five years no shares were allotted without payment being received in cash or as bonus shares, however company were bought back and extinguished 2,72,000 equity shares during the financial year 2014-15.

Amount originally received on foreited shares Rs. 1,39,350/- (Inclusive of share premium) included in Reserve & Surplus

**(c) Details of shareholders holding more than 5% shares in the Company**

(as per the register of members of the Company are as under) :-

Name of the shareholder	As at March 31, 2019		As at March 31, 2018	
	Nos. of Shares	% holding in the class	Nos. of Shares	% holding in the class
Equity shares of Rs. 10/- each fully paid				
Mr. S.K.Jain	799244	24.91	510351	15.90
Smt. Sushila Jain	0	0.00	288893	9.00
Mr. Sajal Jain	606496	18.90	606496	18.90
Mrs. Sreelekha Jain	207702	6.47	207702	6.47

**Note 15 - Other Equity**

Reserves and Surplus	As at March 31, 2019	As at March 31, 2018
<b>Capital Redemption Reserve</b>	27.20	27.20
Balance Brought Forward	<b>27.20</b>	<b>27.20</b>
<b>Share Forfeiture Account</b>		
Balance Brought Forward	1.39	1.39
	<b>1.39</b>	<b>1.39</b>
<b>General Reserve</b>		
Balance Brought Forward	1,134.11	1,034.11
Transfer from Surplus	175.00	100.00
	<b>1,309.11</b>	<b>1,134.11</b>
<b>Surplus in the statement of profit and loss</b>		
Balance as per the last financial statements	8,969.75	8,074.42
Add: Profit for the year	1,745.31	1,053.25
Less: Dividend distributed on equity shares	48.14	48.13
Less: Tax on equity dividend	9.89	9.79
Less :Transfer to General Reserve	175.00	100.00
Closing Balance	<b>10,482.04</b>	<b>8,969.75</b>
<b>TOTAL</b>	<b>11,819.74</b>	<b>10,132.45</b>

**Note 16 - Other non-current financial liabilities**

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Leased Deposits	75.75	75.75
<b>Total</b>	<b>75.75</b>	<b>75.75</b>

**Note 17 - Deferred tax liabilities**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>Deferred tax liabilities arising on account of :</b>		
Diff. between accounting base and tax base of PPP	134.59	139.76
<b>Total</b>	<b>134.59</b>	<b>139.76</b>

**Note 18 - Trade payables**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Due to Micro, Small and Medium Enterprises (Refer Note below).	0.21	3.84
Others	194.22	317.50
<b>Total</b>	<b>194.43</b>	<b>321.34</b>

**a) DETAILS OF DUES TO MICRO, MEDIUM AND SMALL ENTERPRISES :**

	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
(I) The principal amount and the interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of each accounting year.	0.09	3.84
Principal amount due to micro and small enterprises	Nil	Nil
(ii) The amount of interest paid by the buyer in terms of Section 16 of the Micro Small and Medium Enterprise Development Act,2006, along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	0.11	Nil
iii) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act,2006.	Nil	Nil
iv) The amount of interest accrued and remaining unpaid at the end of each accounting year.	Nil	Nil
v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the Micro Small and Media Enterprise Development Act,2006.	Nil	Nil

**Note 19 - Other current financial liabilities**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
a) Statutory dues payable	215.19	189.86
b) Salaries due to director	177.92	128.26
c) Trade Security Deposit	5.75	5.75
d) Advance received from clients	60.42	69.68
e) Other Liabilities	66.75	66.75
f) Unclaimed Dividend	33.90	37.08
<b>Total</b>	<b>559.93</b>	<b>497.38</b>

**Note 20 - Short term provisions**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Provision for gratuity (net) (Refer Note 26)	122.85	82.25
Provision for Tax (Net)	0.42	99.69
<b>Total</b>	<b>123.27</b>	<b>181.94</b>


**Note 21 - Revenue from operations**

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>Operating Income :</b>		
Manufactured goods	12,809.92	10,263.10
Traded goods	24.96	-
	12,834.88	10,263.10
Less : Excise	-	174.41
	<b>12,834.88</b>	<b>10,088.69</b>
<b>Sale of products comprises :</b>		
<b>Manufactured goods</b>		
Sales of Boron Product & other chemicals	12,809.92	9,858.10
Sale of Constructed units	-	405.00
<b>Traded goods</b>		
Ulexite	24.96	-
	<b>12,834.88</b>	<b>10,263.10</b>

**Note 22 - Other income**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Dividend income from investments	0.34	0.28
Dividend on Mutual Fund	120.74	73.10
Interest received	73.54	77.63
Interest received on Debenture	0.03	-
Gain/(Loss) on Sale of Investments	0.77	0.20
Net gain on foreign currency transactions and translation	169.65	84.91
Profit on Sale of Assets	1.84	20.38
Credit Balance written back	-	5.15
Sales tax refund	-	1.11
Rent & Facility Charges	176.08	175.14
Sale of Scrap	7.74	0.22
<b>Total</b>	<b>550.73</b>	<b>438.12</b>

**Note 23 - Cost of materials consumed**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Opening Stock	755.78	246.44
Add: Purchases		
Ulexite	5,210.37	4,431.91
Sulphuric Acid	948.43	526.03
Lithium	2,037.78	1,444.73
Others	37.01	99.42
	8,989.37	6,748.53
Less : Closing Stock	1,052.40	755.78
<b>Total</b>	<b>7,936.97</b>	<b>5,992.75</b>

## (a) Raw Materials Consumed Comprise :

Ulexite	4,782.47	3,924.18
Sulphuric Acid	950.47	524.65
Lithium	2,037.78	1,444.73
Others	35.96	99.18

(b) Value of imported raw materials consumed and the value of all indigenous raw materials similarly consumed and the percentage of each to the total consumption.

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>%</b>	<b>As at March 31, 2018</b>	<b>%</b>
Raw Materials				
(i) Imported	6,950.87	87.58	5,368.92	89.59
(ii) Indigenous	986.10	12.40	623.83	10.41
	7,936.97	100.00	5,992.75	100.00

**Note 24 - Purchase of traded goods**

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<b>Ulexite</b>	19.49	-
	19.49	-

**Note 25 - (Increase)/Decrease in inventories**

(Amounts are in lakhs unless stated otherwise)

**Particulars****As at March 31, 2019**      **As at March 31, 2018****Inventories at the beginning of the year**

Finished goods	187.22	450.53
Work-in-progress	12.50	27.93
	<u>199.72</u>	<u>478.46</u>

**Inventories at the end of the year**

Finished goods	31.37	187.22
Work-in-progress	24.54	12.50
Neutralisation of Excise duty on Opening & Closing stock of FG	-	13.66
	<u>55.91</u>	<u>213.38</u>
	<u>143.81</u>	<u>265.08</u>

**Note 26 - Employee benefit expenses****Particulars****As at March 31, 2019**      **As at March 31, 2018**

Salaries, Wages, Bonus & Ex-gratia	622.64	491.63
Contribution to E.S.I.C.	5.30	5.13
Contribution to Provident Fund	29.16	26.15
Provision / Contribution to Group Gratuity and LIC	25.58	5.61
Workmen & Staff Welfare expenses	35.49	13.24
<b>Total</b>	<b><u>718.17</u></b>	<b><u>541.76</u></b>

(a) As per Accounting Standard 15 "Employee benefits", the disclosures as defined in the Accounting Standard are given below:

## Defined Contribution Plan :

Contribution to Provident Fund is ₹ 29.16 Lakhs (Previous Year ₹ 26.15 Lakhs), ESIC and Labour Welfare Fund Includes ₹ 5.30 Lakhs (Previous Year ₹ 5.13 Lakhs).

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**

Defined Benefit Plan :

Gratuity and Leave Encashment:

The Company makes partly annual contribution to the Employees' Group Gratuity-cum-Life Assurance Scheme of the Life Insurance Corporation of India, a funded benefit plan for qualifying employees. The scheme provides for lumpsum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days service for each completed year of service or part thereof depending on the date of joining. The benefit vests after five years of continuous service.

(Amounts are in lakhs unless stated otherwise)

**Assumptions**

	<b>Gratuity Funded</b>		<b>Leave Encashment</b>	
	<b>Non Funded As at March 31, 2019</b>	<b>Non Funded As at March 31, 2018</b>	<b>Non Funded As at March 31, 2019</b>	<b>Non Funded As at March 31, 2018</b>
<b>Reconciliation of opening and closing balances of the present value of the defined benefit Obligation:</b>				
Present Value of obligation as at beginning of year	82.25	58.19	14.63	9.28
Current service cost	8.55	6.56	4.26	3.56
Prior service cost	17.64	-	-	-
Interest cost	6.37	4.48	0.83	0.47
Actuarial (gain) / loss	8.04	13.02	6.01	7.74
Benefits paid	-	-	(7.90)	(6.41)
Present Value of obligation as at end of the year	122.85	82.25	17.82	14.63
<b>Change in Plan assets</b>				
Plan assets at period beginning , at fair value	79.93	66.64	-	-
Expected return on plan assets	6.98	5.43	-	-
Actuarial (gain) / loss	(1.60)	0.12	-	-
Contribution	20.59	7.74	7.90	6.41
Benefits paid	-	-	(7.90)	(6.41)
Fair value of Plan assets at end of the year	105.90	79.93	-	-
<b>Fair Value of Plan Assets</b>				
Fair Value of plan assets at beginning of year	79.93	66.64	-	-
Actual return on plan assets	5.39	5.55	-	-
Contributions	20.59	7.74	7.90	6.41
Benefits paid	-	-	(7.90)	(6.41)
Fair Value of plan assets at the end of year	105.90	79.93	-	-
Funded status	-	-	-	-
Excess of Actual over estimated return	Nil	Nil	Nil	Nil
<b>The Amounts to be recognized in the balance sheet and statements of profit and loss</b>				
Present value of obligations as at the end of year	122.84	82.25	17.82	14.63
Fair value of plan assets as at the end of the year	105.90	79.93	-	-
Funded status	-	-	-	-
Net asset/(liability) recognized in balance sheet	16.94	2.32	17.82	14.63
<b>Expenses for the year</b>				
Current service cost	8.55	6.56	4.26	3.56
Prior service cost	17.64	-	-	-
Interest cost on benefit obligation	6.37	4.48	0.83	0.47
Expected return on plan assets	(6.98)	(5.43)	-	-
Net actuarial (gain)/loss recognised in the year	-	-	6.01	7.74
Total Expenses Recognised in the Profit and Loss Account	25.57	5.61	11.09	11.76
<b>Remeasurement effects recognized in other Comprehensive Income</b>				
Actuarial (gain)/Losses due to Demographic Assumption changes in DBO (1.49)	-	1.27	-	-
Actuarial (gain)/Losses due to Financial Assumption changes in DBO (0.23)	-	1.19	-	-
Actuarial (Gain)/Losses due to Experience on DBO	9.76	10.56	-	-
Return on Plan Assets (Greater)/ Less than Discount rate	1.60	(0.12)	-	-
Net actuarial (gain)/loss recognised in the year	-	-	-	-
Total Actuarial (gain)/loss included in OCI	9.63	12.90	-	-

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**

Assumptions	Gratuity Funded		Leave Encashment	
	As at March 31, 2019	As at March 31, 2018	As at March 31, 2019	As at March 31, 2018
Discount Rate	7.70%	7.70%	7.70%	7.70%
Employee Turnover	5.00%	3.00%	5.00%	3.00%
Salary Escalation	5.00%	5.00%	5.00%	5.00%
Mortality	Indian Assured Lives Mortality 2006-08			

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion, and other relevant factors, such as supply and demand in the employment market.

**Note 27 - Net finance costs**

(Amounts are in lakhs unless stated otherwise)

Particulars	As at March 31, 2019	As at March 31, 2018
Interest on Working Capital	0.21	0.52
Other Interest	1.06	2.24
<b>Total</b>	<b>1.27</b>	<b>2.76</b>

**Note 28 - Other expenses**

Particulars	As at March 31, 2019	As at March 31, 2018
Stores, Spares and Packing	172.12	152.30
Power & Fuel	562.62	443.95
Repairs & Maintenance (Building)	3.63	6.95
Machinery & Electrical Repairs	67.77	9.24
Water Charges	13.64	13.36
Factory Expenses	342.10	296.88
Insurance Charges	5.92	6.30
Repairs-Others	5.21	15.31
Rent and Other Charges	70.29	71.09
Excise Duty	5.92	3.55
Rates & Taxes	5.31	20.68
Discount	-	1.35
Donation	0.05	10.04
Freight, Coolie & Cartage	35.49	29.83
Commission and Brokerage	367.73	200.06
Corporate Social Responsibility Contribution	30.65	29.10
Travelling and conveyance	56.22	72.10
Telephone charges	7.15	12.04
Printing & Stationery	3.43	5.45
Directors Sitting Fees	1.80	1.83
Vehicle Expenses	22.44	17.07
Auditors' Remuneration	13.09	14.17
Legal and Professional charges	70.91	51.65
Bank Charges	6.61	10.35
Sales Tax	0.20	0.21
Advertisement & Sales Promotion	113.90	13.65
General Expenses	22.29	33.92
<b>Total</b>	<b>2,006.48</b>	<b>1,542.43</b>

**Consumable Stores & Spares :**

Particulars	As at March 31, 2019	As at March 31, 2018
a) Imported	-	-
b) Indigenous	71.60	68.35

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019****Note 29 - Taxation***-Income tax expense*

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
<i>Current tax</i>		
Current tax on profits for the year	668.30	658.77
Adjustments for current tax of prior periods	2.62	0.00
<b>Total current tax expense</b>	<b>670.92</b>	<b>658.77</b>
<i>Deferred tax</i>		
Decrease/(increase) in deferred tax assets	-	-
(Decrease)/increase in deferred tax liabilities	(5.17)	39.99
<b>Total deferred tax expense/(benefit)</b>	<b>(5.17)</b>	<b>39.99</b>
<b>Income tax expense</b>	<b>665.75</b>	<b>698.76</b>

There conciliation of estimated income tax expenses at Indian statutory income tax rate to income tax expenses reported in the statement of profit & loss is as follows

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Profit before taxes	2,419.26	2,039.13
Indian statutory income tax rate	29.12	34.61
Expected income tax expenses	704.49	705.70
Tax effect of adjustments to reconcile expected income tax expense to reported income tax expense		
Income exempt from tax	(35.80)	(25.46)
Tax exemptions	4.47	(10.09)
Expenses Disallowed	71.46	84.44
Others (net)	(78.87)	(55.83)
<b>Total Income tax expenses</b>	<b>665.75</b>	<b>698.76</b>

**Note 30 - Earning Per Share:**

<b>Particular</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Profit after Tax	1,753.52	1,340.38
No. of shares outstanding	3209000	3209000
Weighted Average No. of shares + potential shares o/s	3209000	3209000
Earning per share (Basic)	54.64	41.77
Earning per share (Diluted)	54.64	41.77

**Note 31 - Value Of Imports On C.I.F. Basis:**

<b>Particular</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Raw Materials	6,136.65	4,961.50

**Note 32 - Expenditure In Foreign Currency:**

<b>Particular</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
1. Foreign Travels	7.47	34.18
2. Others	0.66	2.46
	8.13	36.64

**Note 33 - Remuneration to Auditors:**

<b>Particular</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
As Auditors	11.59	12.67
Tax Audit Fees	1.50	1.50
Total	13.09	14.17

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019**

Details of transactions between the Company and its related parties are disclosed below:

**Note 34 - Details of Related parties transactions are as under :**

a) List of related parties and relationship where control exists or with whom transactions were entered into:

**Subsidiary**

Indoborax Infrastructure Private Limited

**Key Management Personnel**

Mr. S. K. Jain, Chairman and Managing Director

Mr. Sajal Jain, Executive Director & Chief Financial Officer

**Relative of Key Management Personnel**

Mr. Saumya Jain, Business Development Manager

**b) Transactions during the year with related parties:**

(Amounts are in lakhs unless stated)

Sr. No.	Particulars	Subsidiary Company		Key Management Personnel		Relatives of Key Managerial Person	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	<b>Loan Given</b> Indoborax Infrastrucutre Private Ltd	-	75.95	-	-	-	-
2	<b>Payments to &amp; provision for Directors' remuneration</b> Mr.S.K.Jain	-	-	131.65	91.66	-	-
	Mr. Sajal Jain	-	-	131.84	92.88	-	-
3	<b>Salary to relative</b> Mr. Saumya Jain	-	-	-	-	26.25	19.59

Sr. No.	Particulars	Subsidiary Company		Key Management Personnel		Relatives of Key Managerial Person	
		2018-19	2017-18	2018-19	2017-18	2018-19	2017-18
1	<b>Outstanding Loan given</b> Indo Boraxinfrastructure Pvt Ltd	-	-	-	-	-	-
2	<b>Outstanding Payables</b> Mr.S.K.Jain	-	-	76.53	55.39	-	-
	Mr. Sajal Jain	-	-	101.39	72.87	-	-
	Mr. Saumya Jain	-	-	-	-	0.97	1.07

**Note 35 - Financial instruments**

I) Fair values hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are grouped into three levels of a fair value hierarchy. The three levels are defined based on the observability of significant inputs to the measurement, as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates.

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

**Financial assets and liabilities measured at fair value - recurring fair value measurements**

As at 31 March 2019	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Investments at fair value through Other Comprehensive Income				
Shares	27.10	-	0.03	27.13
Mutual funds	3,713.59	-	-	3,713.59
Others	-	0.38	-	0.38
<b>Total financial assets</b>	<b>3,740.69</b>	<b>0.38</b>	<b>0.03</b>	<b>3,741.10</b>
As at 31 March 2018	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Investments at fair value through Other Comprehensive Income				
Shares	25.67	-	0.03	25.70
Mutual funds	1,935.08	-	-	1,935.08
Others	-	0.38	-	0.38
<b>Total financial assets</b>	<b>1,960.75</b>	<b>0.38</b>	<b>0.03</b>	<b>1,961.16</b>

**(ii) Valuation process and technique used to determine fair value**

Specific valuation techniques used to value financial instruments include: the use of quoted market prices for investments in shares and mutual funds.

**Summary of Significant Accounting Policies and Other Explanatory Information for the year ended 31st March 2019****Note 36 -Financial Risk Management:****i) Financial Instruments by Cartagory :**

Particulars	As at March 31, 2019		As at March 31, 2018	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
<b>Financial assets :</b>				
<b>Investments</b>				
mutual funds Shares and Bond	3,741.07	-	1,961.13	-
<b>Loans</b>				
to others	-	163.53	-	175.71
to other body corporates	-	668.33	-	755.94
Trade receivables	-	940.40	-	881.27
Security deposits	-	35.07	-	33.31
Cash and cash equivalents	-	250.96	-	458.33
Unclaimed dividend account	-	33.90	-	37.09
<b>Total</b>	<b>3,741.07</b>	<b>2,092.19</b>	<b>1,961.13</b>	<b>2,341.65</b>
<b>Financial Liabilities</b>				
Borrowings	-	-	-	-
Trade payables	-	194.43	-	321.34
Other financial liabilities	-	635.68	-	573.13
<b>Total</b>	<b>-</b>	<b>830.11</b>	<b>-</b>	<b>894.47</b>

a) The carrying value of trade receivables, securities deposits, insurance claim receivable, loans given, cash and bank balances and other financial assets recorded at amortised cost, is considered to be a reasonable approximation of fair value.

The carrying value of borrowings, trade payables and other financial liabilities recorded at amortised cost is considered to be a reasonable approximation of fair value.

**ii) risk management**

The Company's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements:

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, trade receivables, derivative financial instruments, financial assets measured at amortised cost	Aging analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - foreign exchange	Recognised financial assets and liabilities not denominated in Indian rupee (Rs.)	Cash flow forecasting sensitivity analysis	Material bought on receipt of documents, if material bought on credit same are hedged.
Market risk - interest rate	Borrowings at variable rates	Sensitivity analysis	Mix of borrowings taken at fixed and floating rates
Market risk - Ulexite, Lithium Hydroxide & other raw material prices	Payables linked to ulexite prices	Sensitivity analysis	The ulexite, Lithium hydroxide and other raw material is purchase at the prevailing price from suppliers.
Market risk - security price	Investments in equity securities	Sensitivity analysis	Portfolio diversification

**A) Credit Risk**

Credit risk is the risk that a customer or counterparty to a financial instrument will fail to perform or pay amounts due to the Company causing financial loss. It arises from cash and cash equivalents, deposits with banks and financial institutions, security deposits, loans given and principally from credit exposures to customers relating to outstanding receivables. The Company's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at reporting date.

The Company continuously monitors defaults of customers and other counterparties, identified either individually or by the Company, and incorporates this information into its credit risk controls. Where available at reasonable cost,



external credit ratings and/or reports on customers and other counterparties are obtained and used. The Company's policy is to deal only with creditworthy counterparties.

In respect of trade and other receivables, the Company is not exposed to any significant credit risk exposure to any single counterparty or any company of counterparties having similar characteristics. Trade receivables consist of a large number of customers in various parts of India. The Company has very limited history of customer default, and considers the credit quality of trade receivables that are not past due or impaired to be good.

The credit risk for cash and cash equivalents, mutual funds, bank deposits, loans and derivative financial instruments is considered negligible, since the counterparties are reputable organisations with high quality external credit ratings.

Company provides for expected credit losses on financial assets by assessing individual financial instruments for expectation of any credit losses. Since the assets have very low credit risk, and are for varied natures and purpose, there is no trend that the company can draw to apply consistently to entire population. For such financial assets, the Company's policy is to provide for 12 month expected credit losses upon initial recognition and provides for lifetime expected credit losses upon significant increase in credit risk. The Company does not have any expected loss based impairment recognised on such assets considering their low credit risk nature, though incurred loss provisions are disclosed under each sub-category of such financial assets.

Detail of trade receivables that are past due is given below:

<b>Particulars</b>	<b>(Amounts are in lakhs unless stated otherwise)</b>	
	<b>As at 31-Mar-19</b>	<b>As at 31-Mar-18</b>
Not due	757.85	727.12
0-30 days past due	157.37	117.61
31-60 days past due	10.53	19.51
61-90 days past due	2.27	9.43
More than	12.37	7.60
*rounded off to nil		
	<b>940.40</b>	<b>881.27</b>

### **B) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

### **Financing arrangements**

The Company had obtained credit facility of Rs. 1175 Lakhs from Kotak Mahindra Bank Ltd, however the same has not been utilized.

### **Contractual maturities of financial liabilities**

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities for all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

<b>31-Mar-19</b>	<b>Payable on demand</b>	<b>Less than 1 year</b>	<b>Less than 1-2 year</b>	<b>Less than 2-3 year</b>	<b>More than 3 year</b>	<b>Total</b>
Borrowings	-	-	-	-	-	-
Trade payable	183.12	-	-	-	11.31	194.43
Other financial liabilities	94.32	465.61	-	-	-	559.93
<b>Total</b>	<b>277.44</b>	<b>465.61</b>	<b>-</b>	<b>-</b>	<b>11.31</b>	<b>754.36</b>

<b>31-Mar-18</b>	<b>Payable on demand</b>	<b>Less than 1 year</b>	<b>Less than 1-2 year</b>	<b>Less than 2-3 year</b>	<b>More than 3 year</b>	<b>Total</b>
Borrowings	-	-	-	-	-	-
Trade payable	57.72	246.77	-	-	16.85	321.34
Other financial liabilities	173.51	323.87	-	-	-	497.38
<b>Total</b>	<b>231.23</b>	<b>570.64</b>	<b>-</b>	<b>-</b>	<b>16.85</b>	<b>818.72</b>



**C) Market risk - foreign exchange**

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to US Dollar. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the Company's functional currency. The Company, as per its overall strategy company imports raw materials on the basis of market demand. The Company does not use forward contracts and swaps for speculative purposes.

**Sensitivity**

The sensitivity to profit or loss from changes in the exchange rates arises mainly from financial instruments denominated in USD. In case of a reasonably possible change in INR/USD exchange rates of +/- 2% (previous year +/- 3%) at the reporting date, keeping all other variables constant, there would have been an impact on profits of INR 240.29 Lakhs (previous year INR 198.46 Lakhs).

**D) Interest rate risk**

**I) Liabilities**

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At 31 March 2019, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. However there is no outstanding borrowing as at year end.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

(Amounts are in lakhs unless stated otherwise)

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Variable rate borrowing	-	-
Fixed rate borrowing	-	-
<b>Total Borrowings</b>	-	-

**Sensitivity**

The sensitivity to profit or loss in case of a reasonably possible change in interest rates of +/- 50 basis points (previous year: +/- 50 basis points), keeping all other variables constant, would have resulted in an impact on profits by INR 0.02 Lakhs (Previous year INR 0.04 Lakhs)

**ii) Assets**

The Company's financial assets are carried at amortised cost and are at fixed rate only. They are, therefore, not subject to interest rate risk since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

**E) Price risk**

**Exposure from investments in mutual funds:**

The Company's exposure to price risk arises from investments in mutual funds held by the Company and classified in the balance sheet as fair value through other comprehensive income. To manage its price risk arising from investments in mutual funds, the Company invest only in liquid Funds.

**Sensitivity**

The sensitivity to profit or loss in case of an increase in price of the instrument by 5% keeping all other variables constant would have resulted in an impact on profits by 541.04 lakhs (previous year INR 243.96 Lakhs).

**Exposure from trade payables:**

Company generally import on advance payment or on payment at the time of receipt documents. If there is any transaction of imports on credit basis, then such transaction is hedged.

**Note 37 - Capital Management:**

The Company's capital management objectives are to ensure the Company's ability to continue as a going concern, to provide an adequate return to shareholders.

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

The Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in the economic conditions and the risk characteristics of the underlying assets.

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Net debts	-	-
Total equity	12,140.64	10,453.35
Gearing Ratio	0.00%	0.00%

<b>Particulars</b>	<b>As at March 31, 2019</b>	<b>As at March 31, 2018</b>
Dividends		
(i) Equity shares	Nil	Nil
(ii) Dividends not recognised at the end of the reporting period	48.14	48.14



**Note 38 - Commitment and Contingent Liability:**

- a) In 1992, STC of India Ltd had claimed for Rs. 9,02,807/- towards price difference & others, against this, Honourable Bombay High Court ordered Company to give bank guarantee of Rs. 1,65,000/- (Previous year Rs. 1,65,000/-) b) Balance instalment towards work - in - progress of Rs. 2086.06 Lakhs, payable on the basis of various stages of completion of project over the period of five years.
- c) The Honourable Supreme Court, has passed a decision on 28th February, 2019 in relation to inclusion of certain allowances within the scope of "Basic wages" for the purpose of determining contribution to provident fund under the Employees' Provident Funds & Miscellaneous Provisions Act, 1952. The Company, based on legal advice, is awaiting further clarifications in this matter in order to reasonably assess the impact on its financial statements, if any. Accordingly, the applicability of the judgement to the Company, with respect to the period and the nature of allowances to be covered, and resultant impact on the past provident fund liability, cannot be reasonably ascertained, at present.

**Note 39 - Corporate Social Responsibility:**

The Company has incurred INR 30.65 lakhs (previous year INR 29.10 Lakhs) towards Social Responsibility activities. It is included in the Statement of Profit and Loss. Further, no amount has been spent on construction / acquisition of an asset of the Company and the entire amount has been spent in cash. The amount required to be spent under Section 135 of the Companies Act, 2013 for the year 2019 is INR 30.65 lakhs i.e. 2% of average net profits for last three financial years, calculated as per Section 198 of the Companies Act, 2013.

- 40 The Group has taken Credit facility from Kotak Mahindra Bank Ltd. for Rs. 1175 lakhs Secured by first pari passu charge on Present & Future Inventories, Receivables. The rate of interest on charge by the banks is Rs. 12.00%.
- 41 Reporting under Securities and Exchange Board of India (LODR), is not applicable to the company, as there is no loan given to subsidiary or Associates as defined under section 186 of the Companies Act, 2013 and no loans and advances are given which is outstanding for a period of more than seven years.
- 42 All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.
- 43 **Post reporting date events**  
There are no adjusting or significant non-adjusting events have been occurred between 31 March 2019 and the date of authorization of the company's standalone financial statement.  
Authorization of Financial Statements
- 44 The standalone financial statement for the year ended 31st March 2019 (including comparatives) were approved by the Board of Directors on 29th May 2019
- 45 The previous year's figures have been regrouped and rearranged wherever necessary to make in compliance with the current financial year.

**Notes 1 to 45 form an integral part of these financial statements.**

**As per attached report of even date.**

**For Pulindra Patel & Co.,**  
Chartered Accountants  
Firm Registration No. 115187W

**Pulindra Patel**  
Proprietor  
Membership No. 048991  
**Place : Mumbai**  
**Date : 29<sup>th</sup> May, 2019**

**Pravin Chavan**  
Company Secretary

**For and on behalf of the Board Directors**  
**Indo Borax & Chemicals Limited**

**S.K.Jain**  
Chairman & Managing Director

**Arun Sureka**  
Director

**Sreelekha Jain**  
Director

**Sajal Jain**  
Executive Director  
& CFO

**N.K. Mittal**  
Director

**Govind Parmar**  
Director

**FORM AOC-1**

STATEMENT REGARDING SUBSIDIARY COMPANY PURSUANT TO SUB-SECTION (3) OF SECTION 129 OF THE COMPANIES ACT, 2013 READ WITH RULE 5 OF THE COMPANIES (ACCOUNTS) RULES, 2014

Statement containing salient features of the financial statement of subsidiary

Rs. in Lakhs

Sr. No.	Particulars	
1.	Name of the Company	Indoborax Infrastructure Private Limited
2.	Reporting Period	1st April, 2018 to 31st March, 2019
3.	Reporting Currency	INR
4.	Share Capital	1.00
5.	Reserve & Surplus	197.39
6.	Total Assets	207.48
7.	Total Liabilities	9.09
8.	Investments	0.00
9.	Turnover	0.00
10.	Profit before taxation	11.21
11.	Provision for taxation	4.32
12.	Profit after taxation	6.89
13.	Proposed Dividend	0.00
15.	% of shareholding	100%
16.	Country	India

For and on behalf of Board

S. K. Jain  
Chairman & Managing Director

Arun Sureka  
Director

Govind Parmar  
Director

Pravin Chavan  
Company Secretary

Sajal Jain  
Executive Director & CFO

N. K. Mittal  
Director

Sreelekha Jain  
Director

Mumbai, 29th May, 2019





**INDO BORAX & CHEMICALS LTD**

Regd. Office: 302, Link Rose, Linking Road, Santacruz (West), Mumbai- 400054  
Tel-022-2648 9142, Fax-022 26489143, Email: complianceoffier@indoborax.com  
CIN-L24100MH1980PLC023177

**PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	
Registered Address	
E-mail Id	
Regd. Folio/Client ID No.	
DP ID No.	

I/We being the member of Indo Borax & Chemicals Ltd holding \_\_\_\_\_ shares, hereby appoint:

1. Name	2. Name	3. Name
Address :	Address :	Address :
Email ID :	Email ID :	Email ID :
Signature _____ or failing him	Signature _____ or failing him	Signature _____ or failing him

As my/our proxy to attend and vote (on poll) for me/us on my or our behalf at the 38th Annual General Meeting of the Company, to be held on Saturday, 14th September, 2019 at 1.00 pm at Mini Auditorium of SNDT Women's University, Sir Vithaldas Vidya Vihar, Opp. Lido Cinema, Juhu Road, Santacruz (West), Mumbai 400 049 and at any adjourned thereon

Sr.No.	Item	For	Against
	<b>Ordinary Business</b>		
1.	To receive, consider and adopt the audited financial statements (including consolidated audited financial statements) of the Company for the financial year ended 31st March 2019 together with the Report of the Board of Director's and Auditor's thereon,		
2.	To declare a dividend of Rs. 1.50 per equity share for the year ended 31st March, 2019.		
3.	To appoint a Director in place of Mr. Sajal Jain, (DIN-00314855), Executive Director of the Company who retires by rotation and being eligible, offers himself for re-appointment		
	<b>Special Business</b>		
4.	To re-appoint Mr. Arun Sureka, (DIN-00148145) as an Independent Director		
5.	To re-appoint Mr. Narendra Kumar Mittal, (DIN-00314916) as an Independent Director		
6.	To re-appoint Mr. Govind Parmar, (DIN-03556411) as an Independent Director		
7.	To ratify the remuneration of the Cost Auditor for the Financial Year ended 31st March, 2020		
8.	To approve increase in remuneration while holding office of profit/place of profit by Mr. Saumya Jain		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Affix  
Revenue  
Stamp of  
Rs. 1/-

Signature of Proxyholder (s)

Signature of Shareholder

Note : 1. This form of proxy, in order to be effective, should be duly stamped, completed and deposited as the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

2. For the resolutions, explanatory statement and Notes, please refer to the Notice of the Thirty-Eighth Annual General Meeting.

3. Please complete all the details including details of members in the above box before submission.

