XPRO INDIA LIMITED

ANNUAL REPORT 2018/19

Board of Directors

Sri Sidharth Birla *(DIN: 00004213)*
Chairman

Smt. Madhushree Birla *(DIN: 00004224)*

Sri Amitabha Guha *(DIN: 02836707)*

Sri Ashok Kumar Jha *(DIN: 00170745)*

Ms Nandini Khaitan *(DIN: 06941351)*

Sri P. Murari *(DIN: 00020437) (upto March 31, 2019)*

Sri Utsav Parekh *(DIN: 00027642)*

Sri S. Ragothaman *(DIN: 00042395)*

Sri C. Bhaskar *(DIN: 00003343)*
Managing Director & Chief Executive Officer

Company Secretary

Sri S.C. Jain *(FCS 2159)*

Senior Executives

Sri H. Bakshi
President & Chief Operating Officer

Sri V.K. Agarwal
Joint President & Chief Financial Officer

Sri N. Ravindran
Joint President (Marketing)

Sri Anil Jain
Sr.Vice President, Coex Division

Sri Sunil Mehta
Executive Vice President, Coex Division (GRN)

Sri Radhey Shyam
Executive Vice President, Coex Division (RNJ)

Sri Satish M. Agarwal
Vice President (Commercial), Coex Division (RNJ)

Registered Office

Barjora-Mejia Road,
P.O. Ghutgoria, Tehsil : Barjora,
Distt : Bankura 722 202, West Bengal

Tel.:+91-9775301701
e-mail: cosec@xproindia.com
website: www.xproindia.com

Corporate Office

1st Flr., 20/3, Main Mathura Road,
Faridabad 121 006, Haryana

Biax Division

Barjora-Mejia Road,
P.O. Ghutgoria, Tehsil : Barjora,
Distt : Bankura 722 202, West Bengal

Coex Division

32, Udyog Vihar, Greater Noida,
Gautam Budh Nagar 201 306, Uttar Pradesh

Plot E-90/1, MIDC Industrial Area,
Ranjangaon, Distt. Pune 412 220, Maharashtra

Registrar & Share Transfer Agents

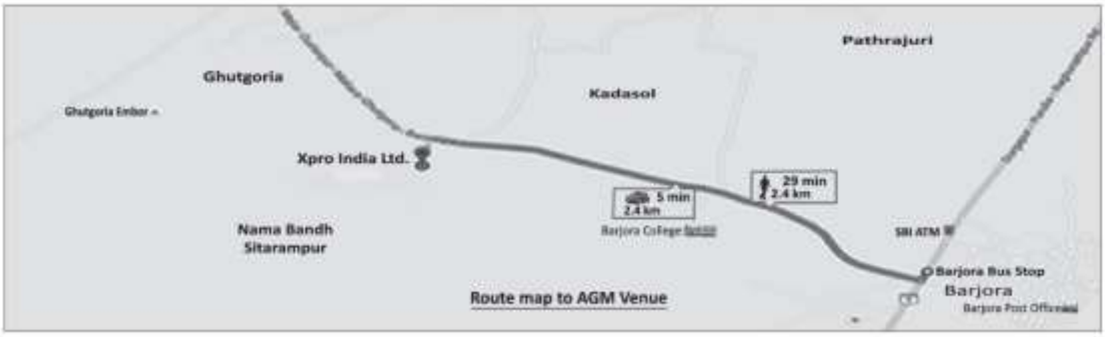
MCS Share Transfer Agent Limited,
383, Lake Gardens, 1st Floor,
Kolkata 700 045

Auditors

M/s Walker Chandiok & Co. LLP
New Delhi

Company Identification Number

L25209WB1997PLC085972


Pathrajuri
Ghutgoria
Kadasol
Ghutgoria Embor
Xpro India Ltd.
5 min
2.4 km
29 min
2.4 km
Nama Bandh
Sitarampur
Barjora College
SBI ATM
Barjora Bus Stop
Barjora
Barjora Post Office
Route map to AGM Venue

NOTICE

TO THE SHAREHOLDERS

Notice is hereby given that the Twenty Second Annual General Meeting of the Members of Xpro India Limited will be held on Saturday, August 3, 2019 at 10.30 a.m. at the Registered Office of the Company at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202 to transact the following business:

1. To consider and adopt the Directors' Report and the audited financial statements of the Company for the financial year ended March 31, 2019 and the Auditors' report thereon.

2. To appoint a Director in place of Smt. Madhushree Birla (DIN: 00004224) who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

To consider and, if thought fit, to accord assent/dissent to the following Resolutions:

3. **AS A SPECIAL RESOLUTION**

   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Sri Amitabha Guha (DIN: 02836707) who holds office upto the ensuing Annual General Meeting as an Independent Director of the Company and being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years i.e. until the conclusion of the 27th Annual General Meeting of the Company.

   RESOLVED FURTHER that pursuant to Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), approval of the members of the Company be and is hereby granted for continuation of holding office by Sri Amitabha Guha (who will attain the age of 75 years during this 2nd term) upto the conclusion of the 27th Annual General Meeting of the Company."

4. **AS A SPECIAL RESOLUTION**

   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Sri Ashok Kumar Jha (DIN: 00170745) who holds office upto the ensuing Annual General Meeting as an Independent Director of the Company and being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years i.e. until the conclusion of the 27th Annual General Meeting of the Company.

   RESOLVED FURTHER that pursuant to Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), approval of the members of the Company be and is hereby granted for continuation of holding office by Sri Ashok Kumar Jha (who will attain the age of 75 years during this 2nd term) upto the conclusion of the 27th Annual General Meeting of the Company."

5. **AS A SPECIAL RESOLUTION**

   "RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Schedule IV to the Companies Act, 2013, the Companies (Appointment and

Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Sri S. Ragothaman (DIN: 00042395) who holds office upto the ensuing Annual General Meeting as an Independent Director of the Company and being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years i.e. until the conclusion of the 27th Annual General Meeting of the Company.

RESOLVED FURTHER that pursuant to Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), approval of the members of the Company be and is hereby granted for continuation of holding office by Sri S. Ragothaman (who will attain the age of 75 years during this 2nd term) upto the conclusion of the 27th Annual General Meeting of the Company."

6. **AS A SPECIAL RESOLUTION**

"RESOLVED that pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013, Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), Sri Utsav Parekh (DIN: 00027642) who holds office upto the ensuing Annual General Meeting as an Independent Director of the Company and being eligible, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years i.e. until the conclusion of the 27th Annual General Meeting of the Company."

7. **AS AN ORDINARY RESOLUTION**

"RESOLVED that pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable for the year 2019-20 to M/s Sanghavi Randeria & Associates, Cost Accountants, Mumbai (Firm Registration No. 00175) appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year 2019-20, amounting to Rs.1,00,000/- (Rupees One Lakh) as also the payment of applicable taxes and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit be and is hereby ratified and confirmed."

New Delhi
May 25, 2019

By Order of the Board

S.C. JAIN
Company Secretary
e-mail: cosec@xproindia.com
Tel.:+91-33-40823700
website: www.xproindia.com

Registered Office :
Barjora-Mejia Road, P.O. Ghutgoria,
Tehsil: Barjora, Distt.: Bankura
West Bengal 722 202
CIN: L25209WB1997PLC085972

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy Form duly completed must reach the Registered Office of the Company not later than forty-eight hours before the commencement of the meeting.
3. The Register of Members of the Company will remain closed from July 27, 2019 to August 3, 2019 (both days inclusive).
4. Members who continue to hold shares in physical form are requested to intimate any changes in their address immediately with postal pin code to the Company's Registrar & Share Transfer Agents, MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata – 700 045, quoting their folio numbers. **Further, please note that in the case of dematerialized shares any**

change(s) required in Address, Bank details, Bank Mandate, ECS Mandate, Power of Attorney and also requests for registration of Nomination, Transmission, etc., are to be intimated to your DP and not to the Company or our Registrars.

5. Members are requested to provide their e-mail ID to the Registrars, MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata – 700 045 (mcssta@rediffmail.com), if shares are held in physical form or to their respective Depository Participants if shares are held in Demat form.

6. Electronic copy of Annual Report for the year 2018-19 and Notice of the 22nd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Proxy Form is being sent to all the members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies are being sent in the permitted mode.

7. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for year 2018-19 will also be available on the Company's website, www.xproindia.com, for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost.

8. **Voting through electronic means**

   I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company is pleased to provide members holding shares either in physical form or in dematerialized form the facility to exercise their right to vote at the Annual General Meeting (AGM) by remote e-voting. The business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

   a) Log on to the e-voting website: www.evotingindia.com during the voting period.
   b) Click on "Shareholders" tab.
   c) Now Enter your User ID:
      (i) 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.
      (ii) Next enter the Image Verification as displayed and Click on Login.
   d) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
   e) If you are a first time user, please follow the steps given below. Now, fill up the following details in the appropriate boxes:

   For Members holding shares in Demat / Physical Form

PAN*	Enter your 10 digit alpha-numeric PAN* issued by Income Tax Department **(Applicable for both demat shareholders as well as physical shareholders)** * Members who have not updated their PAN with the Company/Depository Participant are requested to enter, in the PAN field, the first two letters of their name and the 8 digits of the Sequence Number, printed on the address label. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. For Example, If your name is *Ramesh Kumar* with sequence number 1 then enter *RA00000001* in the PAN field.
DOB	Enter the Date of Birth in dd/mm/yyyy format as recorded in your demat account or in the company records for the said demat account or folio.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. In case both the details are not recorded with the depository or company, please re-enter the User ID as mentioned in c(i) above in the Dividend Bank Details field.

   f) After entering these details appropriately, click on "SUBMIT" tab.
   g) Members holding shares in physical form will then reach directly 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.

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

i) Click on the EVSN against the Company's name for which you choose to vote i.e. XPRO INDIA LIMITED.

j) 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.

k) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

l) 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.

m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

n) You can also take a print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

o) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.

p) Note for Non-Individual Shareholders and Custodians
   - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
   - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
   - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

You can also contact the helpdesk on the toll free number: 1800-200-5533.

III. **The e-voting period commences on July 31, 2019 (9 a.m.) and ends on August 2, 2019 (5 p.m.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 27, 2019, may cast their vote electronically.** The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means. The facility for voting through ballot/polling paper shall also be made available at the venue of the AGM and the members attending the same will be able to exercise their voting rights accordingly, provided they have not already voted through remote e-voting. Such members who have already voted through remote e-voting may attend the AGM but shall not be entitled to vote again thereat.

IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of July 27, 2019.

V. Sri K. C. Khowala, Practising Company Secretary (Membership No. ACS 4695 & CP No.2421) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company, or a person duly authorised, who shall countersign the same and thereafter, the Chairman or the person so authorised, shall declare the results of the voting forthwith. This Notice as well as the Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL and communicated to the NSE immediately.

9. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the Annual General Meeting of the Company.

10. Members are hereby informed that the Company would transfer unpaid/unclaimed dividends, which remains unclaimed over a period of 7 years, to the Investor Education and Protection Fund (IEP Fund) constituted by the Central Government under section 125(1) of the Companies Act, 2013. Details of dividends paid by the Company and respective due dates for transfer of unclaimed dividend to such IEP Fund of the Central Government are as under:

Financial Year	**Date of Declaration**	**Due date for transfer to IEP Fund**
2011-12	July 26, 2012	September 1, 2019
2012-13	July 26, 2013	September 1, 2020

It may be noted that no claim shall lie against the Company in respect of individual amounts which were unclaimed and unpaid for a period of 7 years and transferred to the Fund on respective due dates indicated hereinabove. Members are advised to claim/encash dividend warrants before due dates for transfer of unclaimed dividend to the IEP Fund. However, unclaimed amount once transferred to IEP Fund after due date, can be claimed by members from the Authority constituted by the Central Government under section 125 of the Companies Act, 2013 in this behalf.

11. **EXPLANATORY STATEMENT**
(Pursuant to Section 102(1) of the Companies Act, 2013/SEBI Regulations)

Item No. 2

In terms of Section 149, 152 and other applicable provisions of the Companies Act, 2013, effective from 1st April, 2014, for the purpose of determining the directors liable to retire by rotation, Independent Directors shall not be included in the total number of directors of the Company. Smt. Madhushree Birla shall accordingly retire at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

Smt. Madhushree Birla, aged about 64 years, graduate from University of Ahmedabad, was first appointed on the Board of the Company in the year 2004. She has served as Director and Advisor of various Corporate Bodies at different times. She is presently Executive Director of iPro Capital Limited, renders professional advisory services and is also engaged in social work.

Smt. Birla is presently Director on the Boards of Alpha Capital Resources Pte. Ltd., Singapore, Intellipro Finance Pvt. Ltd., iPro Capital Ltd., and Xpro Global Ltd. She chairs the Corporate Social Responsibility ("CSR") Committee of the Company.

Smt. Madhushree Birla holds 125 (neg.%) Equity Shares of the Company.

Except Smt. Madhushree Birla, being an appointee, and Sri Sidharth Birla who are related to each other, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the resolution.

Item No. 3

Sri Amitabha Guha, aged about 70 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on March 24, 2011. He was appointed as Non-Executive Independent Director of the Company for a term of five consecutive years as required under the provisions of the Companies Act, 2013 at the 17th Annual General Meeting of the Company which will come to an end on the conclusion of the ensuing 22nd Annual General Meeting of the Company.

Pursuant to Section 149 of the Companies Act, 2013 (“Act”), an Independent Director can hold office for two terms of five consecutive years on the Board of a Company. Sri Amitabha Guha’s first term of five years as a Non-Executive Independent Director will expire on the conclusion of the ensuing 22nd Annual General Meeting and being eligible, his re-appointment is proposed as a Non-Executive Independent Director to hold office for a second term of five consecutive years.

The appointment for a second term of five consecutive years as a Non-Executive Independent Director of the Company, pursuant to Section 149 of the Act, requires to be approved by Special Resolution. Further as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) as amended by notification no. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, the approval of members by way of special resolution is also required for re-appointment of Sri Amitabha Guha as he will attain the age of seventy five years during this 2nd term.

Sri Amitabha Guha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Sri Amitabha Guha that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board, Sri Amitabha Guha fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Considering his rich experience and expertise and his valuable contribution to the Company, the Remuneration & Nomination Committee of Directors recommended and the Board of Directors of the Company approved the re-appointment of Sri Amitabha Guha for a second term of five consecutive years i.e. until the conclusion of 27th Annual General Meeting, notwithstanding that he will attain the age of seventy five years during this 2nd term.

The terms and conditions of re-appointment of Sri Amitabha Guha is available for inspection by the Members at the registered office of the Company.

Sri Amitabha Guha holds a Masters Degree in Science from University of Kolkata. Sri Guha has expertise in finance and banking spanning over 3 decades. He was Managing Director of State Bank of Hyderabad and Deputy Managing Director of State Bank of India.

Presently he is Director on the Boards of Gangavaram Port Limited, Khazana Jewellery Private Limited, Ramkrishna Forgings Limited and Support Elders Private Limited. He is Chairman of Remuneration & Nomination Committee & Member of CSR Committee of Gangavaram Port Limited, Member of Audit Committee of Ramakrishna Forgings Limited, besides being Chairman of Remuneration & Nomination Committee, member of Audit Committee and Stakeholders Relationship Committee of the Company.

Sri Guha does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri Guha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Guha as an Independent Director, for the approval by the members of the Company.

Except Sri Amitabha Guha, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution.

Item No. 4

Sri Ashok Kumar Jha, aged about 72 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on July 26, 2013. He was appointed as Non-Executive Independent Director of the Company for a term of five consecutive years as required under the provisions of the Companies Act, 2013 at the 17th Annual General Meeting of the Company which will come to an end on the conclusion of the ensuing 22nd Annual General Meeting of the Company.

Pursuant to Section 149 of the Companies Act, 2013 (“Act”), an Independent Director can hold office for two terms of five consecutive years on the Board of a Company. Sri Ashok Kumar Jha’s first term of five years as a Non-Executive Independent Director will expire on the conclusion of the ensuing 22nd Annual General Meeting and being eligible, his re-appointment is proposed as a Non-Executive Independent Director to hold office for a second term of five consecutive years.

The appointment for a second term of five consecutive years as a Non-Executive Independent Director of the Company, pursuant to Section 149 of the Act, requires to be approved by Special Resolution. Further as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) as amended by notification no.SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, the approval of members by way of special resolution is also required for re-appointment of Sri Ashok Kumar Jha as he will attain the age of seventy five years during this 2nd term.

Sri Ashok Kumar Jha is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Sri Ashok Kumar Jha that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board, Sri Ashok Kumar Jha fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Considering his rich experience and expertise and his valuable contribution to the Company, the Remuneration & Nomination Committee of Directors recommended and the Board of Directors of the Company approved the re-appointment of Sri Ashok Kumar Jha for a second term of five consecutive years i.e. until the conclusion of 27th Annual General Meeting, notwithstanding that he will attain the age of seventy five years during this 2nd term.

The terms and conditions of re-appointment of Sri Ashok Kumar Jha is available for inspection by the Members at the registered office of the Company.

Sri Ashok Kumar Jha, an IAS Officer of the 1969 batch, has had a 44 years stint in the Civil Services and had held crucial positions in State and Central Government, with wide experience in foreign policy, industrial promotion, international trade, as well as economic affairs and finance. He retired from government service as the Finance Secretary, Government of India, and has also served as Secretary (Economic Affairs), Secretary (Department of Industrial Policy and Promotion), etc. Following his retirement he had a two year stint as Executive President of Hyundai Motor India.

Sri Jha is presently Director on the Boards of Minda Corporation Limited, Nuziveedu Seeds Ltd. and Setco Automotive Ltd. Sri Jha is Member of Audit Committee and Nomination & Remuneration Committee of Minda Corporation Limited, Nuziveedu Seeds Ltd. and Setco Automotive Ltd., besides being member of Committee of Directors of the Company.

Sri Ashok Kumar Jha does not hold by himself or for any other person on a beneficial basis, any Equity Shares in the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri Jha as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Jha as an Independent Director, for the approval by the members of the Company.

Except Sri Ashok Kumar Jha, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution.

Item No. 5

Sri S. Ragothaman, aged about 73 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on March 17, 2000. He was appointed as Non-Executive Independent Director of the Company for a term of five consecutive years as required under the provisions of the Companies Act, 2013 at the 17th Annual General Meeting of the Company which will come to an end on the conclusion of the ensuing 22nd Annual General Meeting of the Company.

Pursuant to Section 149 of the Companies Act, 2013 ("Act"), an Independent Director can hold office for two terms of five consecutive years on the Board of a Company. Sri S. Ragothaman's first term of five years as a Non-Executive Independent Director will expire on the conclusion of the ensuing 22nd Annual General Meeting and being eligible, his re-appointment is proposed as a Non-Executive Independent Director to hold office for a second term of five consecutive years.

The appointment for a second term of five consecutive years as a Non-Executive Independent Director of the Company, pursuant to Section 149 of the Act, requires to be approved by Special Resolution. Further as per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) as amended by notification no.SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, the approval of members by way of special resolution is also required for re-appointment of Sri S. Ragothaman as he will attain the age of seventy five years during this 2nd term.

Sri S. Ragothaman is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Sri S. Ragothaman that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board, Sri S. Ragothaman fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Considering his rich experience and expertise and his valuable contribution to the Company, the Remuneration & Nomination Committee of Directors recommended and the Board of Directors of the Company approved the re-appointment of Sri S. Ragothaman for a second term of five consecutive years i.e. until the conclusion of 27th Annual General Meeting, notwithstanding that he will attain the age of seventy five years during this 2nd term.

The terms and conditions of re-appointment of Sri S. Ragothaman is available for inspection by the Members at the registered office of the Company.

Sri S. Ragothaman is a Commerce Graduate and Chartered Accountant. He is presently a self-employed professional and was formerly a senior official of ICICI Ltd. He has to his credit vast experience of over 43 years in the field of Finance.

Sri Ragothaman is presently Director on the Boards of ABT Finance Limited, Avana Global FZCO Dubai, Digjam Ltd., National Peroxide Ltd., Shreyas Shipping & Logistics Ltd., The Bombay Dyeing & Manufacturing Company Ltd., Ultra Marine & Pigments Ltd. and Xpro Global Ltd. Sri Ragothaman is Chairman of Audit Committee and Member of Remuneration & Nomination Committee of Digjam Ltd., Member of Audit Committee of National Peroxide Ltd., Member of Audit Committee & Remuneration Committee of Shreyas Shipping & Logistics Ltd., Member of Audit Committee and Remuneration Committee of The Bombay Dyeing & Mfg. Co. Ltd., besides being Chairman of the Audit Committee of the Company.

Sri Ragothaman holds 68,493 (0.58%) Equity Shares of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri Ragothaman as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Ragothaman as an Independent Director, for the approval by the members of the Company.

Except Sri S. Ragothaman, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution.

Item No. 6

Sri Utsav Parekh, aged about 63 years, is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on September 15, 1999. He was appointed as Non-Executive Independent Director of the Company for a term of five consecutive years as required under the provisions of the Companies Act, 2013 at the 17th Annual General Meeting of the Company which will come to an end on the conclusion of the ensuing 22nd Annual General Meeting of the Company.

Pursuant to Section 149 of the Companies Act, 2013 ("Act"), an Independent Director can hold office for two terms of five consecutive years on the Board of a Company. Sri Utsav Parekh's first term of five years as a Non-Executive Independent Director will expire on the conclusion of the ensuing 22nd Annual General Meeting and being eligible, his re-appointment is proposed as a Non-Executive Independent Director to hold office for a second term of five consecutive years.

The appointment for a second term of five consecutive years as a Non-Executive Independent Director of the Company, pursuant to Section 149 of the Act, requires to be approved by Special Resolution.

Sri Utsav Parekh is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from Sri Utsav Parekh that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations. In the opinion of the Board, Sri Utsav Parekh fulfills the conditions for re-appointment as an Independent Director as specified in the Act and the Listing Regulations. Considering his rich experience and expertise and his valuable contribution to the Company, the Remuneration & Nomination Committee of Directors recommended and the Board of Directors of the Company approved the re-appointment of Sri Utsav Parekh for a second term of five consecutive years i.e. until the conclusion of 27th Annual General Meeting.

The terms and conditions of re-appointment of Sri Utsav Parekh is available for inspection by the Members at the registered office of the Company.

Sri Utsav Parekh holds a Bachelor's Degree in Commerce with honours. He has vast and continuing experience of about 38 years as Merchant Banker, and in Stock Broking and Financial Services. He is a member of the Calcutta Stock Exchange Ltd. Sri Parekh is presently a Director on the Boards of AAR Indamer Technics Private Ltd., Bengal Aerotropolis Projects Ltd., Indian Chamber of Commerce, Calcutta, Lend Lease Company (India) Ltd., McLeod Russell India Ltd., Nexome Real Estates Private Ltd., SMIFS Capital Markets Ltd., SMIFS Capital Services Ltd., Spencer's Retail Ltd., Texmaco Infrastructure & Holdings Ltd., Texmaco Rail & Engineering Ltd., Wizcraft International Entertainment Private Ltd. and Partners of Stewart & Co., Catch 22 Informatics LLP, Chowringhee Planners LLP, Nexome Realty LLP and Nexome Sports LLP.

He is a member of Stakeholders Relationship Committee of Mcleod Russell India Ltd., member of Audit Committee of SMIFS Capital Markets Ltd., Chairman of Audit Committee & Nomination & Remuneration Committee and Member of CSR Committee of Spencer's Retail Ltd., and Chairman of Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee & Member of CSR Committee of Texmaco Infrastructure & Holdings Ltd., besides being Member of Audit Committee, Remuneration & Nomination Committee and Committee of Directors and Chairman of Stakeholders Relationship Committee of the Company.

Sri Utsav Parekh holds 50,801 (0.43 %) equity shares of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Sri Parekh as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Sri Parekh as an Independent Director, for the approval by the members of the Company.

Except Sri Utsav Parekh, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, in the resolution.

Item No. 7

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Sanghavi Randeria & Associates, Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2019-20 as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board of Directors recommends the Resolution for approval by the Members.

New Delhi
May 25, 2019

By Order of the Board

S.C. JAIN
Company Secretary
e-mail: cosec@xproindia.com
Tel.:+91-33-40823700
website: www.xproindia.com

Registered Office :
Barjora-Mejia Road, P.O. Ghutgoria,
Tehsil: Barjora, Distt.: Bankura
West Bengal 722 202
CIN: L25209WB1997PLC085972

REPORT OF THE DIRECTORS
TO THE SHAREHOLDERS

We present herewith our Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2019.

FINANCIAL RESULTS (Standalone)

		(INR Lacs)
	FY 2019	FY 2018
Operations for the year resulted in a		
Profit before Interest and Depreciation of	**34,03.15**	25,75.63
less: Interest & other finance costs	**19,85.83**	21,36.18
Profit before Depreciation and Tax	14,17.32	4,39.45
less: Depreciation	**12,68.43**	15,82.14
Profit / (Loss) Before Tax	**1,48.89**	**(11,42.69)**
add : Exceptional items *(net)*	84.80	21,88.29
less : Tax	4.73	-
Profit / (Loss) after Tax	**2,28.96**	10,45.60
add : Other comprehensive income	(15.98)	0.50
add : Surplus brought forward	**(4,75.01)**	(15,21.11)
Balance available for appropriation	**(2,62.03)**	(4,75.01)
Which is appropriated as :		
- Surplus carried forward	**(2,62.03)**	(4,75.01)

The above summary also reflects the consequences of various steps taken during the last few years to rationalize operations including by discontinuing activities, and certain unviable product-mixes. The increase in EBIDTA from operations by over 30% to Rs.3403.15 lacs resulted in an improved operational profit before tax of Rs.148.89 lacs against a loss of Rs.1142.69 lacs in the previous year.

The Directors believe that, notwithstanding the improved performance during the year, prudence requires the eroded surplus to be first restored and accordingly regret their inability to recommend any Dividend for the year.

REVIEW OF KEY BUSINESS MATTERS

Economic growth in 2018-19 slowed progressively through the year to average 7% keeping capacity utilization across many industries sub-optimal. However strengthening domestic demand, resolved stressed loans and recapitalization of banks, income support to rural India, and the prospects of a normal monsoon suggest a return to improved growth and consumer markets in coming years.

The Company, being essentially a Business-to-Business supplier, has both its demand and output driven by the end-markets of its customers. As such, demand and related pricing flexibility of the Company are severally influenced by factors such as consumer sentiment, production of electrical goods of a capital nature, and competition due to pricing strategies followed by foreign suppliers facing slack in their own markets.

Assertive marketing, development efforts, productivity improvements and cost consciousness helped the company address its market opportunities. Overall volumes at 26,971 MT were higher by over 10%, while net sales were higher by over 13% at Rs.346.08 crores. Exports amounted to Rs.829.37 lacs (Rs. 600.02 lacs previous year). Interest and other finance costs at Rs. 1985.83 lacs were lower by Rs. 150.35 lacs resulting in a Profit before Depreciation, exceptional items and tax of Rs.1417.32 lacs (Rs.439.45 lacs previous year). Depreciation of Rs.1268.43 lacs (Rs.1582.14 lacs previous year) resulted in a profit before exceptional income and tax of Rs.148.89 lacs compared to a loss of Rs.1142.69 lacs in the previous year. After accounting for exceptional income (net of exceptional charges/provisions) of Rs.84.80 lacs (Rs.2188.29 lacs previous year), Profit before Tax was Rs. 233.69 lacs against Rs.1045.60 lacs in the previous year.

Performance details are annexed in the Managements' Discussion & Analysis Report. The Management is confident of maintaining its track record of meeting rated outputs, the competitiveness and quality of product offerings, and the robustness of its business model. Under typical and reasonable conditions operational capability is not expected to be a constraining factor to improved financial performance.

As stated in our Report for the previous year, the consortium of Banks as well as BKB Bank, Germany (since merged with Oldenburgische Landesbank AG, Germany), had approved a revised schedule for the repayments of term loans, which became fully effective in the second-half of the previous year. The company has been meeting the committed schedule and during the year indebtedness decreased by Rs. 18.46 Crores.

The Dielectric film line (Biax Division Barjora Unit II), continues with healthy volumes on sales and production build up. Semi rough and Hazy Dielectric film products have been developed and are under rigorous performance trials.

Consumer durables, including refrigerators (the most significant client base for Coex Division) witnessed growth of over 11%. The Company continues to be the leading supplier of sheets and liners for white goods. Production levels grew correspondingly by 9%, constrained by peak capacity level and locational mismatch. Value additions remained under pressure in a fiercely competitive end-product market. White goods hold good and long term potential and continue to attract significant global players to India. To meet growing demand from specific customers, capacity at Ranjangaon was further enhanced through addition of coextruded sheet capacity which was commissioned after the close of the financial year. The cast film line relocated from the closed Faridabad unit to augment capacity at Ranjangaon is operational and steps are being taken to enhance/optimise productive capacity on both lines.

Following necessary approvals, and entering into definitive agreements, sale/transfer transaction of the Company's erstwhile Pithampur Unit was concluded on June 9, 2018. The net proceeds were mainly used to reduce borrowings.

Capacity utilisation of Barjora Unit I (manufacturing mostly non-dielectric products) was deliberately restricted to servicing only remunerative orders, thereby significantly lowering production. The operating outcome of this unit has been moderating the positive results from other units. Following evaluation of all long-term options, a conditional term sheet has been concluded for the sale/transfer of the unit, subject to approvals, completion of agreed trial runs, and definitive agreement. Shareholders have since approved the sale, transfer or disposal otherwise of the Unit at the EGM held on April 16, 2019. Financials and cash flows will be accounted for on closure of transaction. We expect a reduction in standing costs will support the bottom line, and net proceeds will help reduce borrowings.

An overview of the operating results endorses the strategic decisions taken over the past two financial years towards rationalizing capacity, ramping up capacity utilization and addressing unviable units. These helped performance, reduction of debt and operational profitability, allowing us to return to a growth agenda.

Operations at subsidiary companies, Xpro Global Limited and Xpro Global Pte. Ltd., although insignificant, were profitable. Trading activities at Xpro Global Limited were restricted during the year in view of disruption in supplies from conventional sources besides pressure for extended credit and resultant credit risks. The Company continues to seek opportunities for domestic and international trade in pursuance of overall long term strategy.

DIRECTORS AND KEY MANAGEMENT PERSONNEL

Smt. Madhushree Birla retires by rotation at the ensuing Annual General Meeting. Being eligible, she offers herself for re-appointment in terms of Section 149, 152 and other applicable provisions of the Companies Act, 2013.

Pursuant to the provisions of the Companies Act, 2013, Independent Directors (viz. Sri Amitabha Guha, Sri Ashok Kumar Jha, Sri S. Ragothaman and Sri Utsav Parekh) were appointed for the first term of five consecutive years at the 17th Annual General Meeting of the Company. Their term will come to an end at the conclusion of the ensuing 22nd Annual General Meeting and being eligible their re-appointments have been proposed as Non-Executive Independent Directors to hold office for a second term of upto five consecutive years. Details are mentioned in the Notice.

Sri P. Murari, Independent Director of the Company, resigned w.e.f. March 31, 2019 due to personal reasons and travel restrictions due to health considerations; also confirming that there were no other material reasons for his resignation. The Board places on record its sincere appreciation and gratitude for the diligent services rendered by Sri Murari during his long association with the Company.

During the year, five Board Meetings were convened and held as per details in the annexed Corporate Governance Report. The Independent Directors met separately on February 8, 2019 as required.

STATUTORY AND OTHER MATTERS

Information as per the requirements of the Companies Act, 2013 ("the Act"), our report on Corporate Governance and the Managements' Discussion & Analysis Report form a part of this Report and are annexed hereto.

The extract of the Annual Return in Form MGT-9 is annexed herewith.

The Board has, on the recommendation of the Remuneration and Nominations Committee, framed a Policy for appointment and remuneration of Directors and Senior Managerial Personnel as well as criteria for determining independence and other relevant matters (policy and criteria annexed herewith; policy also available on weblink: www.xproindia.com/Codes/XILPolicyRemuneration.pdf). Pursuant to the provisions of the Act and SEBI Listing Regulations, 2015, the Board carried out annual evaluation of its performance, and of individual directors (including independent) as well as the evaluation of its Audit, Remuneration and Nominations, and Stakeholders Relationship Committees. The concerned Director did not participate in the meeting while he/she was being evaluated. A questionnaire was circulated to all Directors. The Remuneration and Nominations Committee also evaluated the performance of every Director. The evaluation of the Chairman and of the non-independent Directors was also carried out at the separate meeting of Independent Directors.

Information on Conservation of Energy, Technology absorption & foreign exchange earnings and outgo is furnished in annexure hereto.

The Company has formulated a Policy for determining material subsidiaries as required under Regulation 16(1)(c) of the SEBI Listing Regulations, 2015 (weblink: www.xproindia.com/Codes/XILPolMatSubs.pdf). The Company has two wholly owned subsidiaries viz. Xpro Global Limited and Xpro Global Pte. Ltd., Singapore. Performance and Financial Position of the said Subsidiaries is annexed herewith in Form AOC-1 as required.

The Company has a system of review of business risks by Senior Executives at plants. The Audit Committee and the Board are informed about the identified risks, assessment thereof and minimization procedures and identification of risk elements which in the opinion of the Board may threaten existence of the Company.

The Company has an internal control system commensurate with its size of operations. The internal audit function is carried out by external agencies which report to the Chairman of the Audit Committee. During the course of internal audit the efficacy and adequacy of internal control systems of the Company is also evaluated. Based on the reports, corrective actions are taken and the controls strengthened.

The Company has not granted any loan or issued any guarantee or made any investment to which the provisions of Section 186 of the Act apply, except an inter-corporate deposit to Digjam Limited (a listed company). Closing balance: Rs.93.67 lacs; previous year Rs. 33.72 lacs; maximum outstanding at any point of time during the year: Rs. 2.07 crores; previous year: Rs. 1.98 crores. A corporate insolvency resolution process has been commenced in respect of Digjam Limited after the close of the year and our claims have been duly lodged with the Interim Resolution Professional. The Company has never invited/accepted any Fixed Deposits under Chapter V of the Act and accordingly there are none outstanding as on March 31, 2019.

Transactions with related parties during the year were in the ordinary course of business and on arm's length basis. There are no material related party transactions entered into by the Company which may have a potential conflict of interest with that of the Company and to which Section 188(1) of the Act applies. Accordingly Form AOC-2 is not required to be annexed. As required under provisions of the Act and Regulation 23 of the SEBI Listing Regulations, 2015, all proposed Related Party Transactions are placed before the Audit Committee for approval or for omnibus approval as necessary and a statement of all such transactions is also placed for review. The Policy on Related Party Transactions is uploaded on the website: www.xproindia.com/Codes/XILPolRelPartyTrans.pdf.

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

The Audit Committee meets requirements of Section 177 of the Act and Regulation 18 of SEBI Listing Regulations, 2015; details of its composition are furnished in the Corporate Governance Report. There was no instance during the year where the Board did not accept any recommendation of the Audit Committee.

The Company has a vigil mechanism for directors and employees to report genuine concerns in accordance with the Whistle Blower Policy; no employee is denied access to the Audit Committee in this regard. The said Policy provides for safe guards through Protected Disclosures against victimization of persons who use such mechanism, and is displayed on the Company's website. The details of the whistle blower policy are also annexed herewith.

Information required pursuant to Section 197(12) of the Act read with Rule 5 (as amended) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is annexed. However, in terms of Section 136 of the Act, the Annual Report is being sent to members of the Company excluding information in respect of employees of the Company pursuant to Rule 5(2) of the aforesaid Rules, which will be furnished on request. The aforesaid statement is available for inspection by shareholders at the Registered Office of the Company during business hours on working days upto the date of the ensuing Annual General Meeting.

A Committee has been set up to look into any complaints under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; no related complaint was filed during the year, and accordingly none are pending.

The Company has constituted a Committee on Corporate Social Responsibility (CSR), details of which are furnished in the Corporate Governance Report. While statutory requirements on spending are not applicable to the Company in view of loss/inadequate profit, small steps have always been taken by the Company for social and inclusive development in its local areas; however given the relatively small size of the units and their geographical spread, it has not been practical to yet undertake any significant projects beyond these. The CSR Policy is annexed herewith**.**

DIRECTORS' RESPONSIBILITY STATEMENT

The CEO and CFO certified Financial Statements as required by Regulation 17(8) of SEBI Listing Regulations, 2015; this has been reviewed by the Audit Committee and taken on record by the Board. Having taken reasonable and bonafide care, pursuant to Section 134(3)(c) of the Act, the Directors indicate that (i) in preparation of the annual accounts, applicable accounting standards had been followed along with proper explanations relating to material departures; (ii) the Directors selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year; (iii) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; (iv) the Directors had prepared the annual accounts on a going concern basis; (v) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and (vi) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS' OBSERVATIONS

The observations of Statutory Auditors and Secretarial Auditors are routine and in the nature of general disclosures.

AUDITORS

M/s Walker Chandiok & Co LLP, Chartered Accountants, had been appointed as the Statutory Auditors of the Company at the Twentieth Annual General Meeting held on September 5, 2017 to hold office until the conclusion of the Twenty Fifth Annual General Meeting of the Company i.e. for a term of five years.

Pursuant to the provisions of Section 204 of the Act, the Company appointed Sri K. C. Khowala, Practicing Company Secretary, to undertake Secretarial Audit of the Company. The Report of Secretarial Auditors is annexed herewith.

Cost Audit for the year ended March 31, 2019 is being carried out by M/s Sanghavi Randeria & Associates, Cost Accountants, Mumbai (Firm Registration No. 00175). The Board, on recommendation by the Audit Committee, has appointed M/s Sanghavi Randeria & Associates, Cost Accountants, Mumbai, to conduct the audit of the cost records of the Company for the year ending March 31, 2020. In terms of Section 148 (3) of the Act their remuneration is required to be approved at the forthcoming Annual General meeting.

ACKNOWLEDGEMENTS

We place on record our sincere appreciation of the valuable cooperation and support received at all times by the Company from all its Bankers, particularly the lead bank, State Bank of India, all concerned Government and other authorities and Shareholders. Relations with employees were generally cordial; we record our appreciation of contributions made by employees during the year.

For and on behalf of the Board

New Delhi
May 25, 2019

Sidharth Birla
Chairman

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

The Board has adopted its corporate governance obligations under relevant regulations, listing agreement and laws as well as best practices relating thereto. The Board believes that good governance is voluntary and self-disciplining, with the strongest impetus coming from Directors and management itself, and is ultimately a positive proposition for all stakeholders. The management and organization at Xpro India Limited intends to remain progressive, competent and trustworthy, creating and enhancing value for stakeholders and customers, while reflecting and respecting the best of Indian values in conduct. The Board lays significant emphasis on integrity, transparency and accountability.

THE BOARD OF DIRECTORS

Composition

The Board presently consists of 8 Directors, of whom 5 are independent, and a total of 7 are non-executive. The directors collectively have the governance and professional skills, knowledge and experience to effectively govern and direct the company. Current regulations require that the Company should have at least one Woman Director and that at least 50% of the Directors should be independent; these criteria are met. Independent Directors play an important role in deliberations at the Board level, bring with them their extensive experience in various fields including banking, finance, law, administration and policy, and contribute significantly to Board committees. Their independent role vis-à-vis the Company implies that they have a distinct contribution to make by adding a broader perspective, by ensuring that the interests of all stakeholders are kept in acceptable balance and also in providing an objective view in any potential conflict of interest between stakeholders. Our Board has 5 independent Directors viz. Sri Amitabha Guha, a Banker, Sri Ashok Kumar Jha (IAS retired, formerly Finance Secretary, Govt. of India), Ms Nandini Khaitan, Advocate, Sri Utsav Parekh (Merchant Banker) and Sri S. Ragothaman (company director, formerly senior officer at ICICI). The Directors confirm that in the opinion of the Board, the independent directors fulfill the conditions specified in the regulations and that they are independent of the management.

Independent Directors are given a formal letter of appointment (copy available on Company's website) which, *inter alia*, explains their basic role, functions, duties and responsibilities. The Company has drawn up a Familiarization Program for Independent Directors with a view to familiarize them with the Company, their roles, rights and responsibilities, nature of industry where the company operates, company's business model etc. (relevant details of familiarization programs are disclosed on the Company's website at weblink: www.xproindia.com/Codes/ XILIDFmlrznProg.pdf). The Remuneration & Nomination Committee has laid down the criteria for performance evaluation of Independent Directors (Annexed herewith) and such evaluation is done by the Board (excluding the Director being evaluated) and based on the evaluation, the Board determines the continuation/extension of the term of Independent Director. Performance evaluation of Non-Independent Directors and the Board as a whole and Chairman of the Company is also done by the Independent Directors as per relevant regulations. The Board has also formulated a plan for orderly succession of Board members and the senior management. As a policy, and as per the Articles of the Company, the identities, positions, duties and responsibilities of the Chairman and Chief Executive Officer are kept separate and appropriately defined. Accordingly the Chairman's position, even where whole-time, has been considered non-executive in nature as his role specified by the Board does not cover day-to-day or routine managerial tasks and responsibilities. The management of the Company is vested in executive director(s) appointed for the purpose, subject to the general supervision, control and direction of the Board. Sri C Bhaskar is the Managing Director & Chief Executive Officer accountable to the Board for actions and results and is the only executive director. Sri Sidharth Birla and Smt. Madhushree Birla represent promoters and are related to each other; none of the other Directors are related to each other or to promoters. Details of Directors are given below by category, attendance, directorships (public limited companies only) ("B"), membership and chairmanship ("M" & "Ch") of SEBI specified committees, sitting fees (including for committees) paid during the year, and shareholding in the Company as on March 31, 2019.

As required by law, the appointment(s) and remuneration(s) of any executive director(s) and of the Chairman (if whole-time) requires the approval of members; such approvals are for a period of not more than 5 years and, when eligible, they can be re-appointed at the end of the term. Independent Directors, as required under the Companies Act, 2013, are appointed for a term of upto 5 years in Annual General Meeting, and are eligible for re-appointment but cannot hold office for more than two consecutive terms (becoming eligible again after the expiry of three years from ceasing to be an independent director). All the other Directors retire every year and, when eligible, qualify for re-appointment. Nominees of Financial Institutions (if any) are not considered independent and do not usually retire by rotation. The Board has chosen not to, in the usual course, propose appointment or re-appointment of a Director or Executive Director who has completed 80 & 65 years of age respectively. Specified details are provided in the notice for any Directors' appointment or re-appointment.

Director / Category	Attendance	B / M / Ch	Fees (Rs.)	Shareholding
Independent				
Sri Amitabha Guha	5 / 5	3 / 3 / -	4,65,000	-
Sri Ashok Kumar Jha	5 / 5	4 / 3 / -	3,30,000	-
Ms Nandini Khaitan	3 / 5	6 / - / -	2,00,000	-
Sri P. Murari *(till March 31, 2019)*	1 / 5	5 / 4 / 2	80,000	-
Sri Utsav Parekh	3 / 5	9 / 7 / 4	3,30,000	50,801 (0.43%)
Sri S. Ragothaman	4 / 5	8 / 5 / 2	3,40,000	68,493 (0.58%)
Representing Promoters				
Smt. Madhushree Birla	5 / 5	3 / - / -	2,50,000	125 (neg.%)
Sri Sidharth Birla	5 / 5	5 / 1 / -	Nil	2,01,875 (1.71%)
Executive (Managing Director)				
Sri C Bhaskar	5 / 5	4 / 3 / 1	Nil	52,581 (0.45%)

Sri Sidharth Birla & Sri C Bhaskar are employed by the Company. Ms NandinI Khaitan is Partner at Khaitan & Co. LLP to which legal and other fees of Rs.50,000 was paid during the year.
Details of skills/experience/competence of Directors are provided in Annexure.

Responsibilities

The Board's fundamental concentration is on strategic issues and approval, policy and control, and delegation of powers. The Board has specified a schedule of major matters (covering those required under law or regulations) that are reserved for its consideration and decision, including, inter alia, review of corporate performance, reporting to shareholders, approving annual budget including capital budget, monitoring the implementation and effectiveness of the governance practices, appointing key executives and monitoring their remuneration, monitoring and managing potential conflicts of interest, ensuring integrity of Company's accounting and financial reporting system and that appropriate systems of control are in place, reviewing Board evaluation framework, setting up corporate cultural values and high ethical standard, treating all shareholders fairly and exercising objective independent judgment on corporate affairs.

The respective roles of the Board and management are demarcated and appropriately specified. The management is required to (a) provide necessary inputs and basis to support the Board in its decision making and evaluation process in respect of the Company's strategy, policies, targets and code of conduct; (b) manage day-to-day affairs of the company to best achieve targets and goals approved by the Board; (c) implement all policies and the code of conduct, as approved by the Board; (d) provide timely, accurate, substantive and material information, including on all financial matters and exceptions, if any, to the Board and/or its committees; (e) be responsible for ensuring strict and faithful compliance of all applicable laws and regulations; and (f) implement sound, effective internal control systems and the Risk Management Procedure framed by the Board. The Board has adopted a Code of Conduct for Directors and Senior Executives and laid down (i) a general Code of Conduct for employees; (ii) Policy for Prevention of Sexual Harassment at Work place; (iii) Whistle Blower Policy; and (iv) CSR Policy. The Board has also laid down a Code of Conduct to Regulate, Monitor and Report Trading by Employees and other Connected Persons, administered by the Compliance Officer. The Board requires the organization to endeavor to conduct business and develop relationships in a responsible, dignified and honest way and these codes aim to establish the policy framework. Management of the organization and conduct of affairs of the Company lie with the Managing Director & Chief Executive Officer, who heads the management team. The President & Chief Operating Officer holds operational responsibility for day-to-day activities of the divisions under his charge. The Joint President & Chief Financial Officer, heads the finance function discharging the responsibilities entrusted to him under regulations and by the Board. They are collectively entrusted with ensuring that all management functions are carried out effectively and professionally.

BOARD MEETINGS AND COMMITTEES

Board meetings are normally held at Company offices, including at plants, and are typically scheduled well in advance. The Board meets at least once after the end of each quarter to, inter-alia, review all relevant matters and consider and approve quarterly financial results. The Board sometimes meets on an ad-hoc basis to receive presentations about and deliberate upon the strategic and operational plans of the management. Agenda for all meetings are prepared by the Secretary in consultation with the Chairman and papers are circulated to all directors in advance. Directors have access to the Secretary's support and all information of the Company and are free to suggest inclusion of any relevant matter in the Agenda. Senior officers are called to provide clarifications or presentations whenever required. To enable fuller and detailed attention to relevant matters, the Board from time to time delegates specified issues and matters to committees which report to it. However, no matter which under law or the Articles may not be delegated by the Board, or requires its explicit approval, is left to the final decision of any committee. During the year the Board met 5 times on May 24, August 9 & November 2, 2018 and February 8 & March 8, 2019.

Independent Directors' Meeting held on February 8, 2019 to, inter alia, discuss matters prescribed under applicable company law & SEBI Regulations, was attended by Sri Amitabha Guha, Sri Ashok Kumar Jha, Ms. Nandini Khaitan, Sri Utsav Parekh and Sri S. Ragothaman.

Audit Committee

The terms of reference of the Audit committee, specified by the Board in writing, includes the whole as specified in the Companies Act and in listing regulations, including review of audit procedures and techniques, financial reporting systems, reviewing and approving related party transactions, scrutiny of inter-corporate loans and investments, review of the functioning of the Whistle Blower mechanism, review of Management discussion and analysis report, Management letters/Letters of internal control weakness from Auditors, internal Audit Reports relating to internal control weaknesses, internal control systems and procedures besides ensuring compliance with relevant regulatory guidelines. The committee members are all independent directors collectively having skills and requisite knowledge in finance, accounts and company law. The committee recommends the appointment of CFO, as and when required, external, internal and cost auditors and their fees and other payments and also takes an overview of the financial reporting process to ensure that the financial statements are correct, sufficient and credible. Any financial reports of the Company can be placed in the public domain only after review by the Audit committee. The reports of the statutory as well as internal auditors are regularly reviewed, along with comments and action-taken reports of management. The committee has explicit authority to investigate any matter within its terms of reference and has full access to the information, resources and external professional advice which it may require. The committee comprises Sri S. Ragothaman (as its Chairman), Sri Utsav Parekh, Sri P Murari (upto March 31, 2019) and Sri Amitabha Guha, and is mandated to meet at least four times in a year to assess the final audited accounts and to review each quarter Un-audited Financial Results and the limited review reports before they are put up to the Board. The committee met 4 times during the year. The meeting of May 24, 2018 was attended by Sri S. Ragothaman, Sri P. Murari and Sri Amitabha Guha, that of August 9, 2018 and February 8, 2019 by Sri S. Ragothaman, Sri Utsav Parekh and Sri Amitabha Guha, while the meeting of November 2, 2018 was attended by Sri Utsav Parekh and Sri Amitabha Guha. The Chairman of the Audit Committee attended the last Annual General Meeting held on August 10, 2018.

Remuneration & Nomination Committee

The Remuneration & Nomination Committee (which discharges the functions of the Nomination and Remuneration Committee as envisaged under Sec.178 of the Companies Act, 2013 and SEBI Listing Regulations) comprises of a majority of independent directors. The Committee helps ensure that non-executive Directors make decisions on the appointment, remuneration, assessment and progression of Executive Directors and senior officers; remuneration of the Chairman is recommended by the Committee to the Board of the Company and compensation to other non-executive Directors is a subject only for the whole Board. The Committee has devised a policy on Board diversity and when required, makes recommendations to the Board on filling up Board vacancies that may arise from time to time or on induction of further Directors to strengthen the Board. The Committee has also formulated criteria for determining qualifications, positive attributes and independence of a director and recommended to the Board a policy for the remuneration of the Directors, Key Managerial Personnel and other employees as well as criteria for evaluation of Independent Directors and the Board (Remuneration Policy and the Evaluation criteria are annexed herewith). The Committee is also entrusted with discharging the functions of a Compensation Committee as envisaged in SEBI ESOPs Guidelines. The committee comprises of Sri Amitabha Guha, (Chairman w.e.f. April 2, 2019) P. Murari (Chairman and Member upto March 31, 2019), Sri Sidharth Birla and Sri Utsav Parekh. The committee meeting of February 8, 2019 was attended by Sri Amitabha Guha, Sri Sidharth Birla and Sri Utsav Parekh.

All directors other than the Chairman and any executive director(s) are paid sitting fees for meetings of the Board or its committees attended: Rs.50,000 each per meeting of the Board, Rs.50,000 each per Independent Directors' Meeting, Rs.30,000 each per meeting of the Audit Committee, Rs.25,000 each per meeting of the Remuneration & Nomination Committee, Rs.30,000 each per meeting of Committee of Directors and Rs.5,000 each per meeting of the Stakeholders Relationship Committee. No fee is paid for meetings of the CSR Committee. Members have approved payment of remuneration to Sri Sidharth Birla, Chairman, re-appointed with effect from March 1, 2017 for 3 years, by way of a Salary, commission (not exceeding 2% of net profits), perquisites and other benefits/allowances (as per the rules of the Company) as may be decided by the Board of Directors from time to time subject in aggregate to a maximum of 5% of the net profits of the Company calculated in accordance with the provisions of Section 197 of the Companies Act, 2013 or any re-enactment thereof, as may be applicable (in aggregate subject to minimum remuneration as per limits specified in Part II Section II Para (A) of Schedule V of the Companies Act, 2013 or any re-enactment thereof, as may be applicable). Accordingly he is now paid a salary of Rs.8.00 lacs per month and other benefits/allowances as per rules of the Company. Members have approved the payment of remuneration to the Managing Director & Chief Executive Officer, Sri C. Bhaskar, re-appointed with effect from January 1, 2018 for 3 years, comprising of salary, commission (not exceeding 2% of net profits), perquisites and other benefits/allowances as may be decided by the Board from time to time, subject in aggregate to a maximum of 5% of the net profits of the company as per relevant calculation (in aggregate subject to minimum remuneration upto Rs.20 lacs per month or such higher sum as may be permitted pursuant to an application to the Central Government or vide any statutory modification or re-enactment). Accordingly he is now paid a salary of Rs.6.70 lacs per month plus benefits and allowances as per Company rules; a lumpsum bonus of Rs.18.75 lacs was paid to him during the year. There are no severance fees (routine notice period not considered as severance fees) or other benefits.

Stakeholders Relationship Committee

The Committee is empowered to consider and resolve the grievances of security holders of the Company as well as to discharge all functions of the Board in connection with transfers and issue of certificates and record keeping in respect of the securities issued by the Company from time to time, as well as to oversee the performance of the Registrar and Share Transfer Agents. Any shareholder grievance is referred to this Committee in the first instance for earliest resolution of a problem. The Company has approximately 25,000 shareholders and with a view to expedite share transfers (as may be permitted under Law/Regulations), the Registrar and Share Transfer Agents of the Company, MCS Share Transfer Agent Limited, has been authorized to effect share transfers/transmissions, etc. Sri S.C. Jain, Secretary, is the Compliance Officer under relevant regulations. The committee is chaired by Sri Utsav Parekh and includes Sri Amitabha Guha and Sri C. Bhaskar. The Committee met on May 24, August 9, November 2, 2018 and February 8, 2019. The meeting of May 24, 2018 was attended by Sri Amitabha Guha and Sri C Bhaskar; other meetings were attended by all members. The Company/RTA received 12 complaints/queries during the year from shareholders (directly or through regulatory bodies); as of March 31, 2019 (a) all complaints/queries were resolved and none were pending and (b) No share transfer applications were pending for registration.

Committee of Directors

A Committee of Directors comprising of Sri Sidharth Birla, Sri Ashok Kumar Jha, Sri Utsav Parekh and Sri C. Bhaskar attends to matters specified and/or delegated appropriately by the Board from time to time. The Committee meets as and when required to attend to urgent matters delegated to it. The committee met once during the year on February 18, 2019 and which meeting was attended by Sri Sidharth Birla, Sri Ashok Kumar Jha and Sri C Bhaskar.

Corporate Social Responsibility ("CSR") Committee

The Board of Directors have constituted a Corporate Social Responsibility ("CSR") Committee, in line with the provisions of the Companies Act, 2013 to (i) formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company; (ii) recommend the amount of expenditure to be incurred on such activities and (iii) monitor the implementation of the said CSR Policy from time to time. The Committee comprises of Smt. Madhushree Birla, as Chairperson, Sri P. Murari (upto March 31, 2019), Ms. Nandini Khaitan (w.e.f. April 2, 2019) and Sri C Bhaskar. Sri H. Bakshi, President & Chief Operating Officer of the Company is management invitee at the meetings of the CSR Committee. The Committee meeting on November 2, 2018 was attended by Smt. Madhushree Birla, Sri C Bhaskar and the management invitee.

SHAREHOLDER INFORMATION AND RELATIONS

The principal source of detailed information for shareholders is the Annual Report which includes, inter-alia, the Reports of the Directors and the Auditors, Audited Accounts, besides this report and Managements' Discussion & Analysis Report. The Management's statement on integrity and fair presentation of financial statements is provided to the Board as part of the accounts approval process. Shareholders are intimated through the print media about quarterly financial results, besides significant matters, within time periods stipulated from time to time by Stock Exchanges. Annual General Meetings of the Company are held at its Registered Office at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, District: Bankura 722 202, West Bengal. The last 3 AGMs were held at the Registered Office on August 4, 2016, September 5, 2017 and August 10, 2018. The next AGM shall be held at the Registered Office as per notice in this Annual Report and the Record Date will also be as per the notice. The last AGM was attended by Sri S Ragothaman and Sri C Bhaskar. Special Resolutions were passed at the AGM held on September 5, 2017 for re-appointment of Sri Sidharth Birla, Chairman, in the whole time employment of the Company with effect from March 1, 2017 and approval of Remuneration payable to him and at the AGM held on August 10, 2018 for re-appointment of Sri C. Bhaskar, Managing Director & Chief Executive Officer of the Company for a period of three years with effect from January 1, 2018 and approval of Remuneration payable to him. Special Resolution in respect of sale/transfer and/or otherwise disposal of the whole or substantially the whole of the Company's Pithampur Unit was passed (duly complying with procedures prescribed under the Act) by the Members by Postal Ballot on February 23, 2018. Sri K. C. Khowala was appointed as Scrutinizer to conduct the postal ballot exercise. Details of voting pattern is available on the Company's website www.xproindia.com. Special Resolution in respect of sale/transfer and/or otherwise disposal of the whole or substantially the whole of the Company's Biax Unit – I located at Barjora, Distt. Bankura, West Bengal was passed by the Members at the extra ordinary general meeting held on April 16, 2019. The Company keeps shareholders informed via advertisements in appropriate newspapers of all relevant dates and items requiring notice. M/s MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata – 700 045 are the Registrars and Share Transfer Agents. The general address for correspondence by shareholders is the Company Secretary (Tel. (033) 40823700; extn.1267) at Birla Building (2nd Floor), 9/1, R.N. Mukherjee Road, Kolkata 700 001; designated e-mail ID for grievance redressal is scjain@xproindia.com (of Compliance Officer) and mcssta@rediffmail.com (of Registrar and Share Transfer Agents). Shareholders may also write to the Registrars directly in matters relating to transfers etc. The Company publishes its quarterly results in English (usually The Financial Express - all editions) and relevant vernacular print media (usually Aaj Kal) and shall continue to do so, and hold its Annual General Meetings and pay dividends (if any) within time limits prescribed by law or regulations. The Company's web-site where relevant information including official news releases, if any, are displayed is at www.xproindia.com. No presentation has been made to institutional investors etc. The present financial year of the Company is April 1 to March 31. The Company's Equity Shares are listed at National Stock Exchange of India Limited, "Exchange Plaza", Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051 (Symbol: XPROINDIA, Series EQ) (necessary listing fee has been paid as due) and are also admitted for trading on the Bombay Stock Exchange Limited, Corporate Relationship Department, 1st Floor, New Trading Ring, Rotunda Building, PJ Towers, Dalal Street, Fort, Mumbai – 400 001, under the category of "Permitted Securities" (Stock Code 590013). The shares are to be compulsorily traded in dematerialized form (ISIN number INE 445C01015). 97.06% of the Company's paid up equity share capital has been dematerialized upto March 31, 2019. Of the 11,041 unclaimed shares held by 554 shareholders as on April 1, 2018 lying in "Xpro India Limited - Unclaimed Suspense Account" maintained in dematerialized form, as required under Listing Regulations, 4 shareholders have during the year claimed 31 shares & 2,950 shares pertaining to 183 shareholders have been transferred to IEPF Suspense A/c pursuant to section 124(6) of the Companies Act, 2013 and Rules made thereunder and the remaining 8,060 shares belonging to 367 shareholders remain unclaimed to the credit of this account. Also 32,028 shares held by 1,392 shareholders have been transferred to IEPF Suspense A/c during the year as required u/s 124(6) of the Companies Act, 2013 and Rules made thereunder, making a total of 3,13,580 shares pertaining to 17,224 shareholders in the IEPF Suspense A/c. However, during the year, 1 shareholder had been issued 195 shares out of the IEPF Suspense A/c and accordingly, there were 3,13,385 shares belonging to 17,223 shareholders in the IEPF Suspense A/c as on March 31, 2019. Voting rights on these shares shall remain frozen till rightful owner of such shares claims the shares. Shareholding distribution, pattern and high/low market price data are given below.

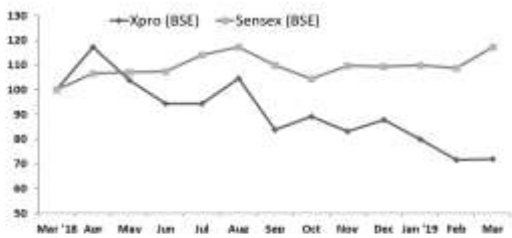
Type of Shareholder	Nos.	In % by amount
Banks, FI's, Insurance Companies	11	0.01
Central/State Government	1	0.03
Domestic Companies	229	55.25
Mutual Funds (including UTI)	5	0.06
Non-residents	115	0.45
Resident individuals/others	24,672	44.20
	25,033	**100.00**

Note: aggregate of Public shareholding: 49.98%

Nominal Value of Shareholding	Nos.	In % by amount
Upto Rs.5,000	24,015	10.33
Rs.5,001 to Rs.20,000	753	6.56
Rs.20,001 to Rs.1,00,000	213	7.56
Rs.1,00,001 and above	52	75.55
	25,033	**100.00**

	NSE		BSE	
Share Price by Month	**High**	**Low**	**High**	**Low**
April 2018	**60.70**	47.20	**61.00**	48.05
May	60.45	47.65	59.90	47.20
June	51.90	41.20	50.90	41.15
July	47.85	38.70	46.95	40.00
August	57.80	44.00	55.05	43.70
September	49.50	39.45	49.70	39.00
October	46.95	36.00	45.70	36.30
November	43.00	37.20	43.00	37.30
December	41.95	35.00	41.35	36.00
January 2019	44.70	36.55	44.00	35.65
February	41.50	**30.55**	41.35	**30.20**
March	46.00	33.05	45.00	33.10
During the Financial Year	**60.70**	**30.55**	**61.00**	**30.20**

Equity Share Performance Compared to BSE Sensex
(Based on Month-end Price / Sensex)



During the year, Brickwork Ratings India Pvt. Ltd. had assigned (upgraded) ratings as BWR BBB- with Stable outlook for Company's Fund-based limits of INR 182.42 Crores (Long Term) and BWR A3 for Company's Non-fund-based limits of INR 37.00 Crores (Short Term) from its earlier ratings for previous year as BWR BB+ (Stable) for Company's Fund-based limits of INR 159.66 Crores (Long Term) and BWR A4+ for Company's Non-fund-based limits of INR 37.00 Crores (Short Term).

The Company had not received any complaint, during the year, in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. No complaint is pending as at end of the financial year.

Total fees for all services, paid by the company, to the statutory auditors has been disclosed in the notes to the accounts.

COMMODITY RISKS/FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company is exposed to risks of fluctuations in prices of raw-materials and finished goods. The Company is also exposed to risks arising from fluctuations in exchange rates of the Euro/US$ vis-à-vis the Rupee as a portion of the Company's payables and receivables are denominated in these currencies. The Company pro-actively manages these risks through inventory management, vendor development, tracking the currency parity scenario and suitable forward cover in consultation with the bankers to the Company. The robust marketing network backed by the reputation for quality and service helps mitigate the impact of price fluctuations on finished goods. The Company has in place a risk management frame-work for identification, monitoring and mitigation of such risks. The Company is not dealing/trading in any commodities/exchanges, and hence does not have any consequent exposure to commodity price risk.

MANDATORY AND NON-MANDATORY PROVISIONS

There have been no material transactions of the Company with its promoters, Directors or the management, their subsidiaries or relatives etc., except for transactions of routine nature as disclosed in the notes on accounts. Accordingly there have been no potential conflict(s) with the interests of the Company.

There has been no instance of non-compliance by the Company, nor any strictures or penalties imposed by the Stock Exchange or SEBI or any Statutory Authority on any matter related to capital markets. All mandatory requirements (except where not relevant or applicable) of the SEBI regulations have been adopted. Of the non-mandatory suggestions, those relating to a Chairman's Office, separate posts of Chairman & Managing Director/CEO, audit qualifications as well as reporting by Internal Auditors directly to Audit Committee have been adopted. Sending six-monthly information to each shareholder household has not been adopted. This Report also represents the Company's philosophy on corporate governance. Auditors' certification as required forms a part of this Annual Report.

For and on behalf of the Board

New Delhi
May 25, 2019

Sidharth Birla
Chairman

AFFIRMATION OF COMPLIANCE WITH THE CODE OF CONDUCT FOR DIRECTORS AND SENIOR EXECUTIVES

I declare that the Company has received affirmation of compliance with "Code of Conduct for Directors and Senior Executives" laid down by the Board of Directors, from all the Directors and Senior Management personnel of the Company, to whom the same is applicable, for the financial year ended March 31, 2019.

New Delhi
May 25, 2019

C. Bhaskar
Managing Director & Chief Executive Officer

INDEPENDENT AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of Xpro India Limited

1. This certificate is issued in accordance with the terms of our engagement letter dated 5 September, 2018.
2. We have examined the compliance of conditions of corporate governance by Xpro India Limited (the 'Company') for the year ended on 31 March 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2), and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management's Responsibility

3. The compliance of conditions of corporate governance is the responsibility of the management. This responsibility includes the designing, implementing and maintaining operating effectiveness of internal control to ensure compliance with the conditions of corporate governance as stipulated in the Listing Regulations.

Auditor's Responsibility

4. Pursuant to the requirements of the Listing Regulations, our responsibility is to express a reasonable assurance in the form of an opinion as to whether the Company has complied with the conditions of corporate governance as stated in paragraph 2 above. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

5. We have examined the relevant records of the Company in accordance with the applicable Generally Accepted Auditing Standards in India, the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India ('ICAI'), and Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which 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 Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on the procedures performed by us and to the best of our information and according to the explanations provided to us, in our opinion, the Company has complied, in all material respects, with the conditions of corporate governance as stipulated in the Listing Regulations during the year ended 31 March 2019.

   We state that such compliance 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.

Restriction on use

8. This certificate is issued solely for the purpose of complying with the aforesaid regulations and may not be suitable for any other purpose.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No.: 062191

Place: New Delhi
Date: 25 May, 2019

UDIN: 19062191AAAAAM7576

BOARD OF DIRECTORS *(Annexure to Corporate Governance Report)*

SRI SIDHARTH BIRLA *(DIN: 00004213), Chairman*

Industrialist with experience in industry and business of over 41 years, is a Science Honors Graduate and holds a Master's Degree in Business Administration from IMEDE (now called IMD), Lausanne, Switzerland. He has attended various management programs at the Harvard Business School, Boston, USA, including the Owner/President Management Program, Making Corporate Boards More Effective, etc. He has been associated with the businesses of the Company since 1984. He is presently on the Board of listed entities Digjam Ltd. (Promoter Director) and Kanoria Chemicals & Industries Ltd. (Independent Director). He is also Director of Birla Brothers Private Ltd., Central India General Agents Ltd., iPro Capital Ltd., Xpro Global Pte. Ltd., Singapore and Alpha Capital Resources Pte. Ltd., Singapore.

SMT. MADHUSHREE BIRLA *(DIN: 00004224)*

Graduate from University of Ahmedabad, was first appointed on the Board of the Company in the year 2004. She has served as Director and Advisor of various Corporate Bodies at different times. She is presently Executive Director of iPro Capital Ltd., renders professional advisory services and is also engaged in social work. She is also on the Board of Directors of Alpha Capital Resources Pte. Ltd., Singapore, Intellipro Finance Pvt. Ltd., and Xpro Global Ltd.

SRI AMITABHA GUHA *(DIN: 02836707)*

Holds a Masters Degree in Science from University of Kolkata. He has expertise in finance and banking spanning over 3 decades. Formerly Managing Director of State Bank of Hyderabad, Deputy Managing Director of State Bank of India and Chairman of The South Indian Bank Ltd. He is presently Independent Director of Ramkrishna Forgings Ltd. (listed entity) and Director of Gangavaram Port Ltd., Khazana Jewellery Private Ltd., and Support Elders Private Ltd.

SRI ASHOK KUMAR JHA *(DIN: 00170745)*

An IAS Officer of the 1969 batch, he has had a 44 years stint in the Civil Services and held crucial positions in State and Central Government, with wide experience in foreign policy, industrial promotion, international trade, as well as economic affairs and finance. He retired from government service as the Finance Secretary, Government of India, having also served as Secretary (Economic Affairs), Secretary (Department of Industrial Policy and Promotion), etc. He subsequently had a two year stint as Executive President of Hyundai Motor India, and is presently Independent Director of Minda Corporation Ltd. and Setco Automotive Ltd. (both listed) and Director of Nuziveedu Seeds Ltd.

MS NANDINI KHAITAN *(DIN: 06941351)*

Holding a Masters Degree in Law (LLM) from Columbia Law School, New York, she is a partner at Khaitan & Co. and Khaitan & Co. LLP, specializing in litigation and dispute resolution with experience of over 14 years in various forums, including the Supreme Court of India, various High Courts and the National Green Tribunal. She is also a guest lecturer at the West Bengal National University of Juridical Sciences, Kolkata. She is presently Independent Director of Dhunseri Tea & Industries Ltd., International Conveyors Ltd. and Williamson Financial Services Ltd. (listed entities) and Director of GMMCO Ltd. and Jacks Home Products Ltd.

SRI UTSAV PAREKH *(DIN: 00027642)*

Holds a Bachelor's Degree in Commerce with honours. He has vast and continuing experience of about 38 years as Merchant Banker, and in Stock Broking and Financial Services. He is a member of the Calcutta Stock Exchange Ltd. He is presently Non-Executive Chairman of SMIFS Capital Markets Ltd. (listed entity) and independent director of listed entities McLeod Russell India Ltd., Texmaco Infrastructure & Holdings Ltd. and Texmaco Rail & Engineering Ltd., and is also a Director on the Boards of AAR Indamer Technics Private Ltd., Bengal Aerotropolis Projects Ltd., Indian Chamber of Commerce, Calcutta, Lend Lease Company (India) Ltd., Nexome Real Estates Private Ltd., SMIFS Capital Services Ltd., Spencer's Retail Ltd. and Wizcraft International Entertainment Private Ltd. He is a Partner of Stewart & Co., Catch 22 Informatics LLP, Choringhee Planners LLP, Nexome Realty LLP and Nexome Sports LLP.

SRI S. RAGOTHAMAN *(DIN: 00042395)*

A Commerce Graduate and Chartered Accountant. Presently a self-employed professional. Formerly a senior official of ICICI Ltd.; he has to his credit vast experience of over 43 years in the field of Finance. He is presently also Independent Director of listed entities Digjam Ltd., National Peroxide Ltd., Shreyas Shipping & Logistics Ltd., The Bombay Dyeing & Manufacturing Company Ltd., and Ultra Marine & Pigments Ltd. He is also a Director of ABT Finance Ltd., Xpro Global Ltd. and Avana Global FZCO Dubai.

SRI C BHASKAR *(DIN: 00003343), Managing Director & Chief Executive Officer*

A Chemical Engineer and a post-graduate from IIM, Calcutta, with experience of 40 years in Consulting, Industry, Business and Financial Management including 35 years with the businesses of the Company. Has worked in areas of Corporate and Business planning, Diversification/Mergers/Acquisition/Disinvestment, Marketing, Operations and Factory Management, and as Divisional/ Business Head. He has attended management development programmes at the Indian School of Business and other Institutions. He was also Managing Director of Digjam Ltd. (listed) *(till April 12, 2019).* He is also Independent Director of Kriti Industries (India) Ltd. (listed) and a Director of Xpro Global Ltd., Holland & Sherry India Pvt. Ltd., and Xpro Global Pte. Ltd., Singapore.

MANAGEMENTS' DISCUSSION & ANALYSIS REPORT

We have pleasure in submitting the Managements' Discussion & Analysis Report ("MDA") on the Company's businesses. We have included discussions on all specified matters, to the extent relevant and within boundaries that in our opinion are reasonably imposed by the Company's strategic and competitive position. The financial year just ended saw a decline in domestic growth rates to 7 % reflecting weaker global outlook and subdued agriculture and services growth. Rural consumption remains sluggish but private consumption proved the driver of growth following GST reduction on a range of products and a cut in key monetary policy rates. Industrial production growth on the other hand stood at 3.6% for 2018-19 down from 4.3% the previous year. Growth in the last quarter was particularly impacted by market sentiment, financial crunch across distribution channels and uncertainty due to the impending elections and as a consequence industrial output in March 2019 declined by 0.1% while consumer durables output, an indicator of urban demand, fell 5.1 % compared to a 6.2 % growth in March 2018. Growth in the white goods segment forming our key customer base was over 11 % during 2018-19.

Global factors played their part in tempering demand. Polymer prices remain volatile following rising trends in crude prices. The Rupee weakened vis-à-vis the US Dollar and the Euro over the year, following the crude price shock and reverse forex flow on recovery in some advanced economies, impacting the company's external commercial borrowing which is Euro denominated and Euribor linked; the 6-month Euribor continued to remain sub-zero throughout the year.

Our performance reflected the overall economic climate, the impact of strategic steps implemented during the last two years and the growth of, and our position as a key supplier to, the white goods and dielectrics segments. Total production during the year was nearly 11 % higher at 26,971 MT (24,353 MT previous year) while net sales at Rs.346.08 Crores was over 13% higher. Exports were higher at Rs.829.37 lacs (Rs.600.11 lacs previous year). While unit sales realization improved marginally, they are lower than expected with selling prices under pressure; production costs were controlled with productivity enhancements. Finance costs were lower at Rs.1985.83 lacs against Rs.2136.18 lacs in the previous year. Profit before Depreciation, exceptional items and tax was Rs.1417.32 lacs (Rs.439.45 lacs previous year). Depreciation of Rs.1268.43 lacs (Rs.1582.14 lacs) results in a profit before exceptional income and tax of Rs. 148.89 lacs against a corresponding loss of Rs.1142.69 lacs in the previous year. There is no significant, as defined, change in key financial ratios compared to ratios for the previous financial year. Interest coverage ratio and return on net worth are not comparable due to significant exceptional income from sale of non-core assets in previous year.

During the year the sale transaction in respect of the erstwhile Pithampur unit was completed following necessary approvals, completion of trial runs and entering into definitive agreement. The proceeds (net of direct and indirect costs) were utilized mainly to reduce bank borrowings. Production on Barjora Unit 1 line ("old" line) was restricted during the year to minimize unremunerative runs; in keeping with our stated intent, a conditional term sheet has been entered into for sale/transfer of this unit [Biax Division – Unit I] subject to necessary approvals and definitive agreement. The transaction is expected to be completed in the second half of the year. The proceeds (net of costs) will be used to reduce borrowings and for operational needs of the Company.

We believe all our businesses are backed by necessary skills and expertise; our core competency can be seen to lie in the extrusion field, particularly co-extrusion. Our market standing is generally representative of the competitiveness of our core operations and high quality of our products and services.

Company and Industry Structure

Company operations are focused around our core competencies viz. Polymers Business, structured into 2 operating Divisions. Each operating division is kept self-sufficient managerially to perform its own duties and functions, with support provided at a corporate level as and when required. A summary of performance is given below.

POLYMERS BUSINESS	**2019**		2018	
(net of inter-unit adjustments)	**Production MT**	**Net Sales Rs. Crores**	Production MT	Net Sales Rs. Crores
Biax Division	**3,346**	**83.04**	3,288	74.85
Coex Division	**23,625**	**263.04**	21,065	229.52
	26,971	**346.08**	24,353	304.37

The industry structure in the field of polymers processing is spread wide, from miniscule to fairly large capacities. There is usually no direct thumb-rule in terms of “size vs. profitability”; it is possible for players to work out their own viable economics depending upon various factors, mainly a combination of product mix and market segment or niche. Supply chain linkages to clients play an additional role for some. Since polymers are freely available at prices synchronized to global prices, market focus besides technical and service competence has been the key to success. It is fair to say that the Company is a mid-sized player with significant strengths in its market segments, but remains subject to usual market pressures. In the overall, the Company’s operations are relatively capital intensive; raw material and power constitute the largest proportions of direct costs. We believe that opportunities are substantial both in terms of market growth and product diversity and that threats from replacement products are not significant. The main raw materials used by the Company are Thermoplastic Resins (such as Polypropylene, including special grades for dielectric films, Styrenic Polymers and LD/LLD Polyethylene, etc.).

We firmly recognize that total customer satisfaction is the key to our success. Our aim is to build sound customer relationships through creation of value for them, and in the process earn an equitable return for ourselves. Quality is built into products through appropriate manufacturing technology and work methods. Manufacturing at all units is carried out by suitably qualified personnel under strict quality standards. Continuous product development for specific applications and equipment up-gradation has helped us in proactively developing technically sustainable solutions with clear customer benefits. Integrated Management Systems (IMS) covering Quality, Environmental Policies and Safety & Health standards at Biax Division, Barjora have been duly certified under ISO 9001:2015 and ISO 14001:2015. Similarly, Quality Systems at Coex Division manufacturing unit at Greater Noida are certified under relevant ISO 9001:2008 standards while those at Ranjangaon are certified under ISO 9001:2015 standards. The Environmental Management Systems at Ranjangaon and Greater Noida units are duly certified under ISO 14001:2015 standards. Manufacturing units also adopt and conform to specialised quality systems and methods as may be required by major customers. Quality systems of Biax Unit-II were recognized with awards in several national forum. During the year the Company was again awarded recognition and appreciation for vendor support, product development, quality and excellence by leading customers.

Biax Division

Biax Division manufactures a range of coextruded Biaxially Oriented Polypropylene (“BOPP”) Films and Dielectric Films on sophisticated, automated production lines, having multipurpose use in applications ranging from food packaging to specialized films for use in electronics, besides being used for print lamination, cigarette overwraps, adhesive tape etc. Flexible packaging in India continued to exhibit healthy growth rates, driven by increasing per capita consumption in India in line with changing consumption patterns for packaged food & other convenience products and trends in retail. BOPP films constitute a significant and growing input into this space and Indian industry has created substantial capacity to feed this segment. Our focus and strategic intent however remains dedicated within our core strengths to special products and niche markets, largely thin films for specialized electrical applications, where we remain the only domestic producer and which together with consistent high quality and service standards has enabled us to maintain reasonable capacity utilization. Several customers in sophisticated segments have upgraded their processes and equipment thus requiring upgraded film products. The broad portfolio of standard grade and high temperature grade dielectric films ranging from 3.7 micron to 12 microns, developed as import substitutes conforming to international standards, have brought substantial benefits to the Indian capacitor manufacturing units, while already contributing substantially to the overall performance of the Company and enabled us maintain a domestic market share of around 35 % through the year besides export opportunities. The dielectric film market is expected to grow at over 5% per annum over the next several years, with power convertor station segment garnering the highest market share driven by growth in “smart cities” requiring “smart grids” and energy infrastructure besides the drive towards alternate/renewable energy. Growth in the electric automobile segment is expected to substantially add to the market potential. Development activities for hazy film, semi rough films and ultra-thin films are continuously undertaken; hazy films for power capacitors and semi-rough film developed for locomotive applications are in advanced stages of approval with various end-customers. Production on Barjora Unit 1 line (“old” line) was restricted during the year to minimize unremunerative runs, while production at Barjora Unit -II (dielectric films unit) was nearly 10% higher and the total production during the year was thus higher at 3,346 MT (against 3,288 MT last year).

Coex Division

Coex Division manufactures coextruded sheets, thermoformed refrigerator liners and coextruded cast films. Our products are usually custom-made to customer needs and based on various polymers including ABS, Polystyrene, PP and PE. Applications for our product range are wide, including sheets for refrigerator liners, disposable containers, automotive parts, etc. Cast films are high clarity films including stretch wrap and cling, specially formulated films for medical disposables, hygiene films, and others for packaging. India is expected to become one of the fastest growing consumer appliances markets globally over the coming years with higher disposable incomes, easing in consumer credit and the growing working population being the key drivers of demand. The policy thrust on rural electrification would aid market expansion further. The low penetration of refrigerators, particularly in Tier 2 & 3 towns and rural India, also continues to attract more global players to the country offering us new potential markets. Consumer durable and appliance segments saw a flat growth in the first half of the year with demand picking up only during festival sales. The weak rupee, rising input costs and uncertain climatic conditions also contributed to the slow-down. However, following GST reduction and improving consumer sentiment in the latter part of the year, demand picked up and refrigerator production during the year increased over 11 %. The refrigerator manufacturers however remain under price pressure (transferred on vendors), with product pricing, India-specific product customisation and new technological features shaping the competition. We continue to be the leading supplier of sheets and liners to the white goods industry through consistent focus on product quality, development and superior service, which have also been recognized by major customers. Peak season capacity inadequacies and locational capacity imbalances led to non-acceptance of some sheet orders during the year, and additional capacity through another sheet line was planned at Ranjangaon. The new imported line received just before the financial year-end, was quickly installed and commissioned in mid-April 2019. In the cast films segment, our focus has been on special films and continuous innovation. Within our major market segments for cast films, the tyre industry witnessed strong growth both in OE and replacement segments and is again planning capacity enhancements over next few years. The hygiene segment continues to exhibit consistent growth in excess of 20% per annum, with the adult incontinent product segment, in particular, poised for high growth. Steps are being taken to enhance/optimise the production capabilities on available lines further to meet the expected demand for these special films. Overall volumes in cast films from Ranjangaon was about 28% higher than previous year. Reflecting overall market circumstances, the total production of sheets, including as liners, (adjusted for inter-unit transfers) and cast films at this division at 23,625 MT during the year was about 12% higher than during the previous year (21,065 MT).

OTHER MATTERS

Environment and Safety

We firmly believe that safe and healthy working conditions in factories and other premises are as necessary and important as production, productivity and quality. Our policy requires conduct of activities to take foremost account of health and safety of all concerned, besides conservation of natural resources and protection of the environment to the extent possible.

Human Resources

Employees represent our greatest asset and potential. It is only through motivated, creative and business-minded employees that we can achieve our aims. Involvement, commitment, teamwork and updating of skills and knowledge are integral to our objectives of advancing a professional, productive culture. Permanent employment is 268, of which officers and staff account for 210 and workmen for the balance (last year 298 and 234 respectively).

Others

Barring any unforeseeable or extraordinary disruptive policy actions, there are no further or typical areas of risks or concerns outside the usual course of business, or the state of the economy in general, foreseeable at this time. Our primary manufacturing processes (including extrusion) are well established and our focus remains on process and efficiency improvements, and product & application development to provide a competitive edge. Internal control systems have been found to be adequate and are continuously reviewed for improvements. Our team is committed to the Board’s dictates on standards of conduct as well as good governance and exercise of due diligence. We have taken all care to comply with applicable laws and regulations. The Company continues its initiatives towards operational improvements with a special emphasis on quality, control of overheads and broad-basing of markets, while focusing on managing uncertainties in a proactive manner. Domestic demand is expected to remain the main driver of growth. Positive policy actions towards growth, control on inflation and rural income support are expected to translate into improved market sentiment boosting domestic consumption. However, the external environment, including tightening of bank and non-banking credit, pressures generated by imports competing with some products, potential crude and polymer price volatility and a weakening rupee, for the time being continues to remain challenging. In the overall our outlook continues to remain one of cautious optimism. Our sincere thanks are due to all employees and teammates whose dedicated and hard work allowed results to be achieved. We are grateful to all our Bankers and all concerned Authorities for their continued support, and to all our customers for their faith and confidence. We remain committed to fullest customer satisfaction.

CAUTIONARY STATEMENT

Statements in this Report which seek to describe the Company's objectives, projections, estimates, expectations or predictions may be considered to be "forward-looking statements" within the meaning of applicable securities laws or regulations. Actual future results could differ materially from any expressed or implied. Additional important factors that could make a difference to the Company's operations and results include global and Indian demand-supply conditions, effects of any extraordinary policy actions, finished goods prices, feedstock availability and prices, power tariffs, cyclical demand and pricing in the Company's markets, changes in Government regulations, tax and tariff regimes, economic policies and developments within India and countries with which the Company conducts business besides other factors including but not limited to natural events, litigation and labour matters.

For and on behalf of the Management Team

New Delhi
May 25, 2019

C. Bhaskar
Managing Director & Chief Executive Officer

Annexure to the Directors' Report

FORM NO. MGT - 9: EXTRACT OF ANNUAL RETURN

Financial Year ended on March 31, 2019

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L25209WB1997PLC085972
ii)	Registration Date	November 26, 1997
iii)	Name of the Company	XPRO INDIA LIMITED
iv)	Category / Sub-Category of the Company	Company having Share Capital
v)	Address of the Registered Office and contact details	Barjora - Mejia Road, P.O - Ghutgoria, Tehsil : Barjora, Dist.: Bankura 722 202, West Bengal e-mail: cosec@xproindia.com Tel.:+91-9775301701
vi)	Whether listed Yes/No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	MCS Share Transfer Agent Limited, 383, Lake Gardens, 1st Floor, Kolkata 700 045 e-mail: mcssta@rediffmail.com Tel.: +91-33-4072 4051/2/3

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

Sl. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Thermoplastic Films / Sheets / Liners (manufacture of semi-finished plastic products)	222 2220 22201	98.6 %

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/ Associate	% of shares held	Applicable Section
1	Xpro Global Limited "Birla Building", 2nd Floor, 9/1, R N Mukherjee Road, Kolkata - 700 001, West Bengal	U36900WB2001PLC093098	Subsidiary Company	100%	2(87)
2	Xpro Global Pte. Ltd. 4 Shenton Way, #28-01, SGX Centre II, Singapore - 68807	201103090K	Subsidiary Company	100%	2(87)

IV. SHAREHOLDING PATTERN: (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Shareholding:

Category of Shareholders	Number of Shares held at the beginning of the year				Number 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	
A. Promoters									
a. Indian									
a) Individual/HUF	204236	-	204236	1.73	204236	-	204236	1.73	Nil
b) Central Govt.									
c) State Govt.(s)									
d) Bodies Corporate	5705050	-	5705050	48.29	5705050	-	5705050	48.29	Nil
e) Bank(s)/FI									
f) Any other									
Sub-total (A)(1):	5909286	-	5909286	50.02	5909286	-	5909286	50.02	Nil

Category of Shareholders	Number of Shares held at the beginning of the year				Number 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. Foreign									
a) NRIs-Individuals									
b) Others – Individuals									
c) Bodies Corporate									
d) Bank(s)/FI									
e) Any other									
Sub-total (A)(2):									
Total shareholding of Promoters [A=(A)(1)+(A)(2)	5909286	-	5909286	50.02	5909286	-	5909286	50.02	Nil
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds/UTI	6953	-	6953	0.06	6953	-	6953	0.06	Nil
b) Banks/FI	740	776	1516	0.01	740	711	1451	0.01	Nil
c) Central Govt.					4000	-	4000	0.03	0.03
d) State Govt(s)									
e)VC Funds									
f) Insurance Cos.									
g) FIIs									
h) Foreign VC Funds									
i) Others									
Sub-total (B)(1):	7693	776	8469	0.07	11693	711	12404	0.10	0.03
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	664031	30349	694380	5.88	792650	29576	822226	6.96	1.08
ii) Overseas									
b) Individuals									
i) Individual share- holders holding nominal share capital upto Rs.1 Lac	2400530	377069	2777599	23.51	2343314	317026	2660340	22.52	(0.99)
ii) Individual share- holders holding nominal share capital in excess of Rs.1 Lac	1662526	15000	1677526	14.20	1631790	-	1631790	13.82	(0.38)
c) Others									
i) Directors & Relatives	403011	-	403011	3.41	403011	-	403011	3.41	Nil
ii) NRIs	51224	24	51248	0.44	52841	12	52853	0.45	0.01
iii) Trust	2338	-	2338	0.02	145	-	145	0.00	(0.02)
iv) Xpro India Limited Unclaimed Suspense Account	11041	-	11041	0.09	8060	-	8060	0.07	(0.02)
v) IEPF Suspense Account	278602	-	278602	2.36	313385	-	313385	2.65	0.29
Sub-total (B)(2):	5473303	422442	5895745	49.91	5545196	346614	5891810	49.88	(0.03)
Total Public Shareholding [B=(B)(1)+(B)(2)	5480996	423218	5904214	49.98	5556889	347325	5904214	49.98	Nil
C. Held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	11390282	423218	11813500	100.00	11466175	347325	11813500	100.00	Nil

(ii) Shareholding of Promoters:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares pledged / encumbered to total shares	
1	Sri Sidharth Kumar Birla	201875	1.71	Nil	201875	1.71	Nil	Nil
2	Smt. Madhushree Birla	125	0.00	Nil	125	0.00	Nil	Nil
3	Sri Sudarshan Kumar Birla	553	0.00	Nil	553	0.00	Nil	Nil
4	Sri Sudarshan Kumar Birla (HUF)	156	0.00	Nil	156	0.00	Nil	Nil
5	Smt. Sumangala Birla	1527	0.01	Nil	1527	0.01	Nil	Nil
6	Birla Eastern Limited	18400	0.16	Nil	18400	0.16	Nil	Nil
7	Birla Holdings Ltd.	166650	1.41	Nil	166650	1.41	Nil	Nil
8	Central India General Agents Limited	275000	2.33	Nil	275000	2.33	Nil	Nil
9	Intellipro Finance Pvt Ltd	2305000	19.51	Nil	2305000	19.51	Nil	Nil
10	iPro Capital Limited	2940000	24.89	Nil	2940000	24.89	Nil	Nil
11	Intellipro Aviatech Limited (formerly Mineral Oriental Ltd.)	-	-	-	-	-	-	-
12	Nathdwara Investment Co Ltd	-	-	-	-	-	-	-
13	Janardhan Trading Co. Ltd.	-	-	-	-	-	-	-

(iii) Change in Promoters' Shareholding

Sl. No.			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1						
	At the beginning of the year		No Change during the year			
	Changes during the year:					
	Date	Reason				
	At the end of the year					

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

Sl. No.	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	JM Financial Services Limited					
	At the beginning of the year		88450	0.75		
	Changes during the year:					
		Market Purchase	316323	2.68		
	At the end of the year				404773	3.43
2	Sharad Kanayalal Shah					
	At the beginning of the year		275000	2.36		
	Changes during the year:					
		Market Purchase	15200	0.13		
	At the end of the year				290200	2.46
3	Nirmala Devi Jammar					
	At the beginning of the year		212000	1.79		
	Changes during the year:		No Change during the year			
	At the end of the year				212000	1.79
4	Anil Jain					
	At the beginning of the year		186001	1.57		
	Changes during the year:					
		Market Purchase	498	0.00		
	At the end of the year				186499	1.58
5	Meenakshi Birla					
	At the beginning of the year		175000	1.48		
	Changes during the year:		No Change during the year			
	At the end of the year				175000	1.48
6	Mita Dipak Shah					
	At the beginning of the year		155000	1.31		
	Changes during the year:		No Change during the year			
	At the end of the year				155000	1.31
7	Roopa Corporate Services Pvt. Ltd.					
	At the beginning of the year		117588	1.00		
	Changes during the year:		No Change during the year			
	At the end of the year				117588	1.00
8	Anna Mary Mathew					
	At the beginning of the year		107065	0.91		
	Changes during the year:		No Change during the year			
	At the end of the year				107065	0.91
9	Jagdish Amritlal Shah					
	At the beginning of the year		81674	0.69		
	Changes during the year:		No Change during the year			
	At the end of the year				81674	0.69
10	Hasmukh Parekh					
	At the beginning of the year		58741	0.50		
	Changes during the year:					
		Market Purchase	15000	0.12		
	At the end of the year				73741	0.62

(v) Shareholding of Directors and Key Managerial Personnel

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Sri Sidharth Kumar Birla				
	At the beginning of the year	201875	1.71		
	Changes during the year:	No Change during the year			
	At the end of the year			201875	1.71

Sl. No.	For Each of the Directors and KMP		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
2	Smt. Madhushree Birla					
	At the beginning of the year		125	0.00		
	Changes during the year:		No Change during the year			
	At the end of the year				125	0.00
3	Sri Utsav Parekh					
	At the beginning of the year		50801	0.43		
	Changes during the year:		No Change during the year			
	At the end of the year				50801	0.43
4	Sri S. Ragothaman					
	At the beginning of the year		68493	0.58		
	Changes during the year:		No Change during the year			
	At the end of the year				68493	0.58
5	Sri C. Bhaskar					
	At the beginning of the year		52581	0.45		
	Changes during the year:		No Change during the year			
	At the end of the year				52581	0.45
6	Sri Vinay Kumar Agarwal					
	At the beginning of the year		10100	0.09		
	Changes during the year:		No Change during the year			
	At the end of the year				10100	0.09
7	Sri Sayar Chand Jain					
	At the beginning of the year		1005	0.01		
	Changes during the year:					
	Date	Reason				
	23/04/2018	Market Sale	-1000	-0.01		
	At the end of the year				5	0.00
8	Sri H Bakshi					
	At the beginning of the year		22050	0.19		
	Changes during the year:		No Change during the year			
	At the end of the year				22050	0.19

V. INDEBTEDNESS

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

(Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,91,54,15,767	-	-	
ii) Interest due but not paid	1,02,53,099	-	-	
iii) Interest accrued but not due	35,70,019	-	-	
Total (i+ii+iii)	1,92,92,38,885	-	-	1,92,92,38,885
Change in Indebtedness during the financial year				
- Addition	1,49,61,665	2,00,00,000	-	
- Reduction	19,95,79,400	2,00,00,000	-	
Net Change	(18,46,17,735)	-	-	(18,46,17,735)
Indebtedness at the end of the financial year				
i) Principal Amount	1,72,72,67,553	-	-	
ii) Interest due but not paid	1,45,68,312	-	-	
iii) Interest accrued but not due	27,85,285	-	-	
Total (i+ii+iii)	1,74,46,21,150	-	-	1,74,46,21,150

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(1) Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs.)

Sl. No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Sri Sidharth Birla (WTD)	Sri C. Bhaskar (MD & CEO)	
1.	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	96,00,000	1,09,96,000	2,05,96,000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	12,50,560	1,07,756	13,58,316
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit	-	-	-
	- others	-	-	-
5.	Others - tax exempt Medical Reimbursement/LTA	-	-	-
	Total (A)	1,08,50,560	1,11,03,756	2,19,54,316
	Ceiling as per the Act			4,80,00,000

(Note: Excludes contribution to Provident and Superannuation Funds in accordance with Schedule V to the Act)

(2) Remuneration to other directors:

(Rs.)

Sl. No.	Particulars of Remuneration	Name of Directors						Total Amount
1.	**Independent Directors**	**Sri Amitabha Guha**	**Sri Ashok Kumar Jha**	**Ms. Nandini Khaitan**	**Sri P. Murari**	**Sri Utsav Parekh**	**Sri S. Ragothaman**	
	Fee for attending Board / Committee Meetings	4,65,000	3,30,000	2,00,000	80,000	3,30,000	3,40,000	17,45,000
	Commission	-	-	-	-	-	-	-
	Others	-	-	-	-	-	-	-
	Total B (1)							17,45,000
2.	**Other Non-Executive Directors**	**Smt Madhushree Birla**						
	Fee for attending Board / Committee Meetings	2,50,000						2,50,000
	Commission	-						-
	Others	-						-
	Total B (2)							2,50,000
	Total (B) = (1+2)							19,95,000
	Total Managerial Remuneration (A+B)							2,39,49,316
	Overall Ceiling as per the Act							5,49,00,000

(3) Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Rs.)

Sl. No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount
		Sri S C Jain (Company Secretary)	Sri V K Agarwal (CFO)	Sri H Bakshi (President & COO)	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	34,59,600	53,85,633	74,40,300	1,62,85,533
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	36,043	32,400	39,600	1,08,043
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Options	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit	-	-	-	-
	- others	-	-	-	-
5.	Others - Tax exempt Medical Reimbursement / Leave Travel Assistance	40,000	-	-	40,000
	Total (C)	35,35,643	54,18,033	74,79,900	1,64,33,576

(Note: Excludes tax-exempt contribution to Provident and Superannuation Funds)

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

Annexure to the Directors' Report

POLICY ON REMUNERATION TO EXECUTIVE DIRECTORS & SENIOR MANAGEMENT

This Policy concerns the remuneration and other terms of employment for the Company's Executive Directors and Senior Management (Key Management Personnel and others one level below the Board).

a) **Guiding principles:**

The objective of this remuneration policy is to outline a framework to support that the Company's remuneration levels are aligned with industry practices and are sufficient to attract and retain competent executives of the quality required, while allowing fair rewards for the achievement of key deliverables and enhanced performance.

The Remuneration & Nominations Committee (RNC) of the Board(equivalent to the Nomination & Remuneration Committee in the Companies Act, 2013) determines individual remuneration packages for executive Directors and, where relevant, other senior non-director management personnel, taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company.

b) Remuneration:

A. Base Compensation (fixed salaries):

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

B. Variable salary:

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

C. Severance pay:

There are, in the usual course, no severance fees (routine notice period not considered as severance fees) or other severance benefits.

c) Role of the Remunerations & Nominations Committee:

The Remuneration & Nominations Committee (RNC), of the Board discharges the functions of the Nomination and Remuneration Committee as envisaged under Sec.178 of the Companies Act, 2013. The RNC shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall review performance of Board, its Committees and Individual Directors and report the same to the Board. The RNC is responsible for:

a) formulating criteria for determining qualifications, positive attributes and independence of a Director for the purpose of this policy;
b) advising the Board on issues concerning principles for remuneration, remuneration and other terms of employment for Executive Directors & Senior Executives;
c) recommending to the Board, candidates and terms of employment for EDs and senior executives;
d) recommending to the Board, all remuneration, in whatever form, payable to senior management;
e) monitoring and evaluating programs for variable remuneration;
f) monitoring and evaluating the application of this Policy; and
g) monitoring and evaluating current remuneration structures and levels in the Company.

The RNC is also responsible for overseeing the Company's share option schemes and any long term incentive plans, which includes determination and recommendation to the Board of the eligibility for benefits.

d) Authority to decide on deviations from this Policy:

The Board of Directors may, in any individual or collective case, deviate from this Policy if there are, in its absolute discretion, particular reasons to do so.

e) Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. No such amendment or modification will be however binding on the Employees unless the same is notified to the Employees in writing.

Annexure to the Directors' Report

Criteria for Evaluation of Independent Directors and the Board

The Company's Governance Code provides for review of the overall functioning of the Board and which has been regularly carried out by the Board. The Companies Act, 2013 mandates performance evaluation of the Independent Directors by the Board, inter alia, to determine renewal/extension of tenure. The Act also provides for the Remuneration & Nominations Committee to identify persons who are qualified to become directors and shall review performance of Board, its Committees and Individual Directors and report the same to the Board.

As required under Regulation 19 of the SEBI Listing Regulations, 2015, the Remuneration & Nomination Committee has laid down the following criteria for performance evaluation of Independent Directors as well as of the Board:

1. Broad understanding of the Company's business including financial, marketing, strategic plans and key issues;
2. Special skills/expertise contributing to the overall effectiveness and diversity of the Board;
3. Making measured and balanced contributions to Board discussions and deliberations after taking into consideration the interests of all stakeholders;
4. Standards of propriety;
5. Assisting the Company in implementing best Corporate Governance practices.

It is expected that while evaluating the Independence of Directors on the aforesaid criteria, the Board will be able to record their relative satisfaction and also decide whether to extend or continue the term of appointment of the Director(s). However, subject to applicable laws, the evaluation details shall be confidential.

Further, the important criteria for evaluating the Board and its committees may be:

1. Spread of talent and diversity in the Board and its committees;
2. Contribution to effective Corporate Governance and transparency in the Company's operations;
3. Deliberations/decisions on the Company's strategies, policies and plans and provision of guidance to the Executive Management.
4. Monitoring the implementation of the strategies and the executive management's performance;
5. Dialogue with the management.

Manner of effective evaluation of the Board, its Committees and Individual Directors:

While the performance of the Board and its Committees is evaluated on the basis of the Board's performance against the parameters laid down by the Remuneration & Nomination Committee, the evaluation of individual Director including his attendance and participation in the Board/Committee meetings is carried out anonymously in order to ensure objectivity.

Annexure to the Directors' Report

Information as per Section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014

A. CONSERVATION OF ENERGY :

i) The steps taken or impact on conservation of energy:

Energy conservation receives priority attention on an on-going basis throughout the Company, and continuous efforts are made to conserve and optimize use of energy with continuous monitoring, regular maintenance and improved operating techniques. Some specific steps taken include:

- Maintenance of near unity Power Factor; Installation of capacitors to improve PF
- Optimised fuel consumption by timely replacement of burner nozzle
- Process cooling water system rationalization and use of closed loop chilling systems
- Use of direct drives and energy efficient motors to minimize mechanical losses
- Use of natural lighting, wherever feasible; Replacing of conventional lamps with energy efficient lighting
- Use of natural turbo-vents
- System validation and optimization of blower speeds in AHU units
- Central water treatment plant and regeneration of resins
- Centralised compressed air systems

ii) The steps taken by the Company for utilising alternate sources of energy:

Use of Solar energy sources for general lighting applications is being evaluated

iii) The capital investment on energy conservation equipment:

Financial impact not separately quantified

B. TECHNOLOGY ABSORPTION :

a) The efforts made towards technology absorption:

High technology Dielectric Film products developed through indigenous technology for specialized products promoting 'Make in India' concept;

Constant monitoring of process, technology and product upgradation globally and to offer similar products through in-house R&D as well as through progressive manufacturing activities;

Continuous improvements being made in quality control methods and testing facilities;

Regular interaction with foreign equipment designers and manufacturers and major raw material suppliers for improvements in processing and operating parameters;

b) The benefits derived include:

- Import substitution;
- Development of new products to expand range offering a competitive edge in the market;
- Improved product quality, cost reduction and customer satisfaction;
- Competitive advantage;
- Improved work practices & productivity, cost reduction & enhanced quality;
- Market expansion.

c) No fresh technology has been imported during the last three years;

d) The expenditure on Research & Development:

- Recurring expenditure: estimated at Rs. 15 lacs per annum

C. FOREIGN EXCHANGE EARNINGS & OUTGO

Rs.

	2018-2019	2017-2018
Total foreign exchange used	**48,08,12,898**	42,42,13,601
Total foreign exchange earned	**8,29,36,532**	6,00,01,655

Annexure to the Directors' Report

Form No. AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/ associate companies/ joint ventures

Part "A": Subsidiaries

(Rs.in lacs)

1.	Sl. No.	1		2	
2.	Name of the subsidiary	Xpro Global Limited		Xpro Global Pte. Ltd.	
3.	Reporting period for the subsidiary concerned	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
4.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Indian Rupee	Indian Rupee	Singapore $	Singapore $
5.	Share capital	52.50	52.50	18.39	18.39
6.	Reserves & surplus	27.02	25.93	8.51	6.62
7.	Total assets	1,86.23	1,92.26	27.88	25.54
8.	Total Liabilities	1,06.71	1,13.83	0.98	0.53
9.	Investments	-	-	-	-
10.	Turnover	77.39	3,08.29	-	-
11.	Profit before taxation	1.07	5.29	1.47	0.89
12.	Provision for taxation	(0.02)	1.52	-	-
13.	Profit after taxation	1.09	3.77	1.47	0.89
14.	Proposed Dividend	Nil	Nil	Nil	Nil
15.	% of shareholding	100	100	100	100

Notes:

a. Names of subsidiaries which are yet to commence operations: None

b. Names of subsidiaries which have been liquidated or sold during the year: None

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President &
Chief Financial Officer

C. Bhaskar
Managing Director &
Chief Executive Officer

New Delhi
May 25, 2019

Annexure to the Directors' Report

WHISTLE BLOWER POLICY

1. Preface

   a. The Company has adopted its Corporate Governance Regulations under relevant Regulation, Listing Agreement and Company Law as well as best practices relating thereto. The Board believes that the good governance is voluntary and self-disciplining, with the strongest impetus coming from Directors and the management itself. The management and organization at Xpro India Limited aims to be progressive, competent and trustworthy, while reflecting and respecting the best of Indian values in conduct. The Board lays significant emphasis on integrity, transparency and accountability by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Towards this end, the Company has formulated the Code of Conduct for Directors and Senior Management ("the Code"), which lays down the principles and standards that should govern the actions of the Company and their employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of the employees in pointing out such violations of the Code cannot be undermined. This policy requires the employees to report violations, i.e., Every employee of the Company shall promptly report to the management any actual or possible violation of the Code or an event he becomes aware of that could affect the business or reputation of the Company.

   b. Regulation 22 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, inter alia, provides for a mandatory requirement for all listed companies to establish a vigil mechanism called 'Whistle Blower Policy' for directors, stakeholders, employees and their representatives bodies to freely communicate their concerns about illegal or unethical practices/behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy.

   c. Under the Companies Act, 2013 every listed company is required to establish a vigil mechanism for directors and employees to report genuine concerns.

   d. Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to approach the Audit Committee of the Company.

2. Definitions

   The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code/Company's Rules.

   a. "Audit Committee" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 read with SEBI Listing Regulations, 2015.

   b. "Employee" means every employee of the Company and their representative bodies including Directors of the Company.

   c. "Investigators" mean those persons authorised, appointed, consulted or approached by the Audit Committee and include the auditors of the Company and the police.

   d. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

   e. "Company" means Xpro India Limited and its subsidiaries.

   f. "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

   g. "Whistle Blower" means an Employee making a Protected Disclosure under this Policy.

3. Scope

   1. This Policy is an extension of the Code of Conduct for Directors & Senior Management, Code of Best Practices for the Board and Rules and Regulations of the Company. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

   2. Whistle Blowers should not act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee or the Investigators.

   3. Protected Disclosure will be appropriately dealt with by the Audit Committee.

4. Eligibility

   All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company or its subsidiaries. Any such disclosures shall be made within a reasonable time from the occurrence of the alleged violation and in any case, not later than six months from alleged occurrence.

5. Disqualifications

   a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

   b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

   c. Whistle Blowers, who make three or more Protected Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy. In respect of such Whistle Blowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

6. Procedure

   a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company. The contact details of the Chairman of the Audit Committee are as under:

      Sri S. Ragothaman,
      C3, Golden Gate Apartments,
      2nd Floor, T. Nagar,
      33, Habibullah Road,
      Chennai - 600 017

   b. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle Blower.

   c. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigator appointed for this purpose.

   d. Protected Disclosures should be factual and not speculative or in the nature of a conclusion, and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

   e. The Whistle Blower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained by the Audit Committee as it would not be possible for it to interview the Whistle Blowers.

7. Investigation

   a. All Protected Disclosures reported under this Policy will be thoroughly investigated by the Investigator, as directed by Audit Committee, who will investigate / oversee the investigations under the authorization of the Audit Committee.

   b. The decision to conduct an investigation taken by the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle Blower that an improper or unethical act was committed.

   c. Any member of the Audit Committee who may have a conflict of interest in respect of the matter under investigation/the protected disclosure, should recuse himself and the other members of the Committee shall deal with the matter.

   d. The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.

   e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

   f. Subjects shall have a duty to co-operate with the Audit Committee or any of the Investigators during investigation to the extent that such co-operation sought does not merely require them to admit guilt.

   g. Subjects have a right to consult with a person or persons of their choice, other than the Investigators and/or members of the Audit Committee and/or the Whistle Blower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

   h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

   i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.

k. The investigation shall be completed normally within 60 days of the receipt of the Protected Disclosure.

8. Protection

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

7. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Whistle Blowers are cautioned that their identity may become known for reasons outside the control of Audit Committee (e.g. during investigations carried out by Investigators).

8. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

9. Any violation of the above protection should be reported to the Chairman of the Audit Committee who shall cause the same to be investigated and recommend appropriate action, if required, to the management.

9. Investigators

a. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall derive their authority and access rights from the Audit Committee when acting within the course and scope of their investigation.

b. Technical and other resources may be drawn upon as necessary to augment the investigation. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behavior, and observance of legal and professional standards.

c. Investigations will be launched only after a preliminary review which establishes that:

   i. the alleged act constitutes an improper or unethical activity or conduct, and

   ii. either the allegation is supported by information specific enough to be investigated, or matters that do not meet this standard may be worthy of management review, but investigation itself should not be undertaken as an investigation of an improper or unethical activity.

10. Decision

If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, the Audit Committee shall direct the management of the Company to take such disciplinary or corrective action as the Audit Committee deems fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

11. Reporting

The Investigator shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

12. Retention of documents

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of three years.

13. Amendment

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.

Annexure to the Directors' Report

Particulars pursuant to Section 197(12) of the Companies Act, 2013
read with rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

i) Sidharth Birla *(Chairman)*	:	38 : 1
ii) C. Bhaskar *(Managing Director & CEO)*	:	43 : 1

b) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

i) Sidharth Birla *(Chairman)*	:	Nil
ii) C. Bhaskar *(Managing Director & CEO)*	:	25.37
iii) V. K. Agarwal *(Chief Financial Officer)*	:	17.84
iv) S. C. Jain *(Company Secretary)*	:	12.60

c) The percentage increase in the median remuneration of employees in the financial year : 5.10

d) The number of permanent employees on the rolls of company: 268 *(as on March 31, 2019)*

e) 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 any exceptional circumstances for increase in the managerial remuneration:

Average increase in remuneration during the last financial year for employees other than managerial personnel is 14.37 % and 13.11 % for managerial personnel. Percentile increase in remuneration paid to Sri C Bhaskar was higher due to lumpsum bonus paid during the year.

f) If remuneration is as per the remuneration policy of the company: Yes

(Note: for the purposes of the above, Sitting fees paid to the Directors, leave encashment and perquisite value of ESOPs have not been considered as remuneration)

Annexure to the Directors' Report

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

The Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors, to:

1. formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company
2. recommend the amount of expenditure to be incurred on such activities and
3. monitor the implementation of the said CSR Policy from time to time.

The Committee comprises of Smt. Madhushree Birla, as Chairperson, Ms. Nandini Khaitan (Independent Director) and Sri C Bhaskar as Members. Sri H. Bakshi, President & Chief Operating Officer of the Company shall be management invitee at the CSR Committee meetings.

Having regard to the Company's size and scope, small steps have been always taken at unit level for social and inclusive development in the local area; however, given the relatively small size and geographical spread, it has not been practical to undertake directly any significant project outside these. The Company thus adopted a policy to support external bodies including relevant bodies, NGOs or Government Relief Funds selected by the Committee, including through financial contribution to them.

The Committee will focus on activities in areas, excluding those undertaken in pursuance of normal business of the Company, selected from those identified and prescribed under the Companies Act, 2013 (Annexure) with greater participation in the areas of health and social welfare, efforts towards reducing child mortality, promotion of education & social responsible behaviour, and employment enhancing vocational skills.

The Company will endeavour to spend, in every financial year, an amount considered appropriate by the Board, *inter-alia* keeping in view the benchmark of 2% of the average net profits of the Company during the 3 immediately preceding financial years. Surplus, if any, arising out of CSR projects shall be ploughed back and will not form part of the business profit of the Company.

Annexure to CSR Policy:

AREAS PRESCRIBED UNDER THE COMPANIES ACT, 2013:

i. eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
ii. promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
iii. promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
iv. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of the river Ganga;
v. protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
vi. measures for the benefit of armed forces veterans, war widows and their dependents;
vii. training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
viii. contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Schedule Castes, the Scheduled Tribes, other backward classes, minorities and women;
ix. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
x. rural development projects;
xi. slum area development.

Annexure to the Directors' Report

SECRETARIAL AUDIT REPORT
FORM NO. MR - 3
For the Financial Year ended March 31, 2019
[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Xpro India Limited
Barjora - Mejia Road,
P.O - Ghutgoria, Tehsil : Barjora,
Dist.: Bankura 722 202
West Bengal

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Xpro India 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 Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on March 31, 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 the Company for the financial year ended on March 31, 2019 according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, 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'):-

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

   (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (There were no events / instances during the Audit Period which attract the applicability of the Regulations);

   (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (There were no events / instances during the Audit Period which attract the applicability of the Regulations);

   (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (There were no events / instances during the Audit Period which attract the applicability of the Regulations);

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (There were no events / instances during the Audit Period which attract the applicability of the Regulations); and

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (There were no events / instances during the Audit Period which attract the applicability of the Regulations);

vi) All other laws applicable to the company in general. However, no Industry specific law is applicable to the Company.

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

(a) Secretarial Standards issued by The Institute of Company Secretaries of India

(b) The Listing Agreement entered into by the Company with National Stock Exchange

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that

a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The change in the composition of the Board of Directors that took place at the close of the Financial Year on March 31, 2019 was carried out in compliance with the provisions of the Act.

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

c) Majority decision is carried through while the dissenting members' views are captured and recorded, if any, as part of the minutes.

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

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

K. C. Khowala
Company Secretary in practice
ACS No. 4695
CP No. 2421

Place: Kolkata
Date: May 6, 2019

"Annexure A"
(To the Secretarial Audit Report of M/s Xpro India Limited for the financial year ended March 31, 2019)

To,
The Members,
Xpro India Limited
Barjora - Mejia Road,
P.O - Ghutgoria, Tehsil : Barjora,
Dist.: Bankura 722 202
West Bengal

Our Secretarial Audit Report for the financial year ended March 31, 2019 of even date is to be read along with this letter.

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

K. C. Khowala
Company Secretary in practice
ACS No. 4695
CP No. 2421

Place: Kolkata
Date: May 6, 2019

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF XPRO INDIA LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

1. We have audited the accompanying standalone financial statements of Xpro India Limited (the 'Company'), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

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

Basis for Opinion

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

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	**How our audit addressed the key audit matter**
Impairment assessment and disclosure of assets held for sale of unit situated in Biax - Unit I Refer note 4(d) and note 4(r) for the accounting policy and note 19 for the financial disclosures. The Company has a manufacturing unit situated in Barjora (referred to as 'Biax - Unit I'). The management has determined Biax - Unit I as a single cash generating unit ('CGU') in accordance with Ind AS 36, Impairment of Assets. Through the year ended 31 March 2019, impairment indicators existed for the Biax - Unit I as the unit has incurred operational losses in the current as well as previous years. The management does an assessment of the	Our audit procedures included, but were not limited to the following: • Obtained an understanding of the management process and controls for identifying impairment indicators as well as determining the appropriate methodology to carry out impairment testing for the assets. • Evaluated and tested the controls around management's assessment of the impairment indicators and corresponding testing performed by the management.

Key audit matter	How our audit addressed the key audit matter
recoverable value of the CGU when impairment indicators exist by comparing the recoverable value and carrying value of the CGU, in accordance with its accounting policy. Consequently, earlier in the year, management had conducted valuation of assets of the Biax - Unit I using a management expert to determine the recoverable value of the CGU. However, as stated in the note referred above, during the quarter ended 31 March 2019, the Company has entered a 'term sheet' for sale of its assets situated at Biax – Unit I, basis the approval of the Board of Directors, for a consideration which is greater than the carrying value of the CGU as on the reporting date. Subsequently, the shareholders have approved the Company's decision to sell the unit. The sale is subject to obtaining necessary approvals from regulatory authorities and satisfactory trial runs of the plant. Since the sale is expected to be closed within one year from the date of the term sheet the Company has presented these assets as "assets held for sale" in the stand alone financial statements and valued it at lower of carrying value and fair value less cost to sell in accordance with Ind AS 105. The fair value has been determined based on the value ascribed in the term sheet. This was considered to be one of the areas which required significant auditor attention and a matter which was of most significance in the standalone financial statements due to the nature of transaction and materiality of the balances.	• With respect to the valuation carried out by the management expert during the year: - Assessed the professional competence, objectivity and independence of the management expert. - Assessed the methodology used by management expert to determine the recoverable value of underlying assets. - Evaluated the reasonableness of the assumptions used in carrying out the valuation of land with the available market rates. • Analysed the term sheet entered into with the buyer and noted the consideration agreed is higher than the carrying value of the land, building and plant and machinery situated at Biax – Unit I. • Assessed reasonableness of management's judgement with respect to the likelihood and expected timing of the implementation of the term sheet • Assessed the appropriateness and adequacy of the related disclosures in the financial statements in accordance with the applicable accounting standards.

We have determined that there are no other key audit matters to communicate in our report.

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

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

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

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

Responsibilities of Management for the Standalone Financial Statements

7. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs (financial position), profit or loss (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 Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

10. 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 Standards on Auditing 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.

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

    - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

12. 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.
13. 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.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

15. As required by section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act, we report that:
    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
    b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
    c) the standalone financial statements dealt with by this report are in agreement with the books of account;
    d) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act;
    e) we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 25 May 2019 as per Annexure II expressed unmodified opinion;
    f) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
        i. the Company, as detailed in note 40 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2019;
        ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 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 31 March 2019; and

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191

Place: New Delhi
Date: 25 May, 2019

Annexure I to the Independent Auditor's Report of even date to the members of Xpro India Limited on the standalone financial statements for the year ended 31 March 2019

Annexure I

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The property, plant and equipment have been physically verified by the management during the year and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification of the fixed assets is reasonable having regard to the size of the Company and the nature of its assets.

(c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company except for the following properties:

(₹ in lakhs)

Nature of property	Total Number of Cases	Whether leasehold / freehold	Gross block as on 31 March 2019	Net block on 31 March 2019	Remarks
Land	Two	Leasehold	31.96	31.24	Refer note 5(c) of standalone financial statements

(ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. No material discrepancies between physical inventory and book records were noticed on physical verification.

(iii) The Company has granted unsecured loan to a company covered in the register maintained under Section 189 of the Act; and with respect to the same:

(a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest;

(b) the schedule of repayment of principal and payment of interest has been stipulated and the principal amount is not due for repayment currently however, the receipts of the interest (four instances) are not regular with respect to the loan given to Digjam Limited; and

(c) there is no amount which is overdue for more than 90 days in respect of the principal amount of the loan granted. In our opinion, reasonable steps have been taken by the Company for the recovery of the interest amounting to ₹ 4,367,360 which is overdue for more than 90 days.

(iv) In our opinion, the Company has complied with the provisions of Section 186 in respect of investments. Further, in our opinion, the Company has not entered into any transaction covered under Section 185 and Section 186 of the Act in respect of loans, guarantees and security.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, goods and service tax, duty of customs, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) The dues outstanding in respect of income-tax, sales tax, service tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of the statute	Nature of dues	Amount (₹ in lacs)	Amount paid under Protest (₹ in lacs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise duty	48.76	-	2004-07	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise duty	19.92	-	2012-14	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise duty	9.88	0.74	2016-18	Superintendent Central Excise, Kolkata
Central Excise Act, 1944	Excise Duty	11.73	-	2010-11	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise Duty	11.17	0.84	2011-12	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise Duty	10.59	-	2010-11	Commissioner of Central Excise Appeals, Kolkata
Sales Tax Act	UP Trade Tax	4.26	3.41	2004-05	Commissioner of Sales Tax
Sales Tax Act	Sales Tax Demand	35.06	3.88	1996-2011	Deputy Commissioner (Appeal), Durgapur
Sales Tax Act	Sales Tax Demand	1.57	0.43	2010-11	Madhya Pradesh Commercial Tax Appeal Board, Bhopal
Sales Tax Act	Sales Tax Demand	0.91	0.23	2013-14	Office of appellate authority, commercial tax department, Madhya Pradesh
Central Excise Act, 1944	Excise Duty	22.62	-	2013-15	Directorate General of Central Excise Intelligence
Central Excise Act, 1944	Excise Duty	12.79	-	2013-15	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise Duty	6.64	-	2014-16	Commissioner of Central Excise Appeals, Kolkata

Name of the statute	Nature of dues	Amount (₹ in lacs)	Amount paid under Protest (₹ in lacs)	Period to which the amount relates	Forum where dispute is pending
Central Excise Act, 1944	Excise Duty	4.09	-	2015-16	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise Duty	15.53	1.86	2013-15	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise Duty	9.31	-	2014-16	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise Duty	26.93	2.29	2015-16	Commissioner of Central Excise Appeals, Kolkata
Central Excise Act, 1944	Excise Duty	26.00	2.66	2016-17	Commissioner of Central Excise Appeals, Kolkata

(viii) The Company has not defaulted in repayment of loans or borrowings to any bank during the year. Further, the Company has no loans or borrowings payable to a financial institution or government and no dues payable to debenture-holders during the year.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments). In our opinion, the term loans were applied for the purposes for which the loans were obtained.

(x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) Managerial remuneration has been paid and provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the financial statements etc., as required by the applicable Ind AS.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191

Place: New Delhi
Date: 25 May, 2019

Annexure II to the Independent Auditor's Report of even date to the members of Xpro India Limited on the standalone financial statements for the year ended 31 March 2019

Annexure II
Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Act')

1. In conjunction with our audit of the standalone financial statements of Xpro India Limited (the 'Company') as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Company as at that date.

Management's Responsibility for Internal Financial Controls

2. The Company's Board of Directors 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 (the 'Guidance Note') 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 the Company's business, including adherence to the 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

3. Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's IFCoFR.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR 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 IFCoFR include 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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191

Place: New Delhi
Date: 25 May, 2019

BALANCE SHEET as at March 31, 2019

	Note No.	As at March 31, 2019	As at March 31, 2018
			(Rs. in lacs)
ASSETS			
Non-Current assets			
a. Property, plant and equipment	5	1,87,83.77	2,01,83.21
b. Capital work-in-progress	5	3,97.14	61.62
c. Other intangible assets	6	-	-
d. Financial assets			
Investments	7	70.89	70.89
Loans	8	1,70.28	2,59.46
Other financial assets	9	2,13.41	73.51
e. Deferred tax assets (net)	25	5,07.58	4,67.58
f. Non-current tax assets (net)	10	84.51	2,50.37
g. Other non-current assets	11	69.17	2,86.72
		2,02,96.75	**2,16,53.36**
Current assets			
a. Inventories	12	35,91.87	38,01.05
b. Financial assets			
Trade receivables	13	56,05.83	49,22.43
Cash and cash equivalents	14	37.96	1,94.12
Bank balances (other than Cash and cash equivalents)	15	3,28.88	16,13.39
Loans	16	1,07.97	16.63
Other financial assets	17	1,10.08	1,31.78
c. Other current assets	18	10,52.88	15,49.00
Assets held for sale	19	5,04.38	9,19.38
		1,13,39.85	**1,31,47.78**
Total Assets		**3,16,36.60**	**3,48,01.14**
EQUITY AND LIABILITIES			
Equity			
a. Equity share capital	20	11,81.35	11,81.35
b. Other equity	21	69,55.05	67,42.07
Total equity		**81,36.40**	**79,23.42**
Liabilities			
Non-Current liabilities			
a. Financial liabilities			
Borrowings	22	1,18,16.76	1,38,37.03
Other financial liabilities	23	6.57	6.57
b. Provisions	24	4,28.48	3,87.19
		1,22,51.81	**1,42,30.79**
Current liabilities			
a. Financial liabilities			
Borrowings	26	32,68.12	34,87.50
Trade payables	27		
- dues to micro & small enterprises		26.70	34.90
- dues to creditors other than micro & small enterprises		51,76.95	54,86.50
Other financial liabilities	28	25,46.32	18,27.27
b. Other current liabilities	29	2,30.30	15,85.45
c. Current tax liabilities	24	-	2,25.31
		1,12,48.39	**1,26,46.93**
Total liabilities		**2,35,00.20**	**2,68,77.72**
Total Equity and liabilities		**3,16,36.60**	**3,48,01.14**

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

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013
Anamitra Das
Partner
Membership No. 062191
New Delhi, May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President & Chief Financial Officer

C. Bhaskar
Managing Director & Chief Executive Officer

STATEMENT OF PROFIT AND LOSS

For the Year ended March 31, 2019

(Rs. in lacs)

	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
Income			
- Revenue from operations	30	3,46,07.85	3,14,46.58
- Other income	31	7,44.59	4,92.34
Total income		**3,53,52.44**	**3,19,38.92**
Expenses			
- Cost of materials consumed	32	2,48,71.82	2,14,94,01
- Changes in inventories of finished goods & work-in-progress	33	66.14	1,60.26
- Excise Duty		-	10,09.37
- Employee benefits expense	34	23,85.19	23,17.17
- Finance costs	35	19,85.83	21,36.18
- Depreciation and amortization expense	36	12,68.43	15,82.14
- Other expenses	37	46,26.14	43,82.48
Total expenses		**3,52,03.55**	**3,30,81.61**
Profit/(Loss) before exceptional items and tax		1,48.89	(11,42.69)
Exceptional items		84.80	21,88.29
Profit/(Loss) before tax		**2,33.69**	**10,45.60**
Tax expense			
- Current tax		40.00	2,25.31
- Deferred Tax		(40.00)	(2,25.31)
- Tax adjusted for earlier years		4.73	-
Total Tax expense		**4.73**	-
Profit/(Loss) for the year		**2,28.96**	**10,45.60**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans		(15.98)	0.50
- Income tax relating to these items		-	-
Other comprehensive income, net of tax		**(15.98)**	**0.50**
Total comprehensive income for the year		**2,12.98**	**10,46.10**
Earnings per equity share (of Rs.10/- each)	38		
- Basic (Rs.)		**1.94**	**8.93**
- Diluted (Rs.)		**1.94**	**8.93**

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

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191
New Delhi
May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President & Chief Financial Officer

C. Bhaskar
Managing Director & Chief Executive Officer

STATEMENT OF CASH FLOWS

For the Year ended March 31, 2019

(Rs. in lacs)

		Year ended March 31, 2019	Year ended March 31, 2018
A.	**Cash flow from Operating Activities**		
	Profit/(Loss) before tax	2,33.69	10,45.60
	Adjustments for:		
	Depreciation and amortization expense	12,68.43	15,74.00
	Exceptional items	(84.80)	(32,58.98)
	Additional Depreciation and amortization expense	-	10,70.69
	Finance Costs	19,85.83	21,36.18
	Interest income	(58.10)	(64.34)
	Bad & doubtful Debts	-	33.08
	Liability/Provisions no longer required written back	(6,07.24)	(1,07.77)
	Loss/(Profit) on Sale/Discard of Property, Plant & Equipment	12.66	(2.40)
	Foreign currency translations (net)	1,32.52	(26.92)
	Provision for expected credit loss on loans	110.00	-
	Dividend income	(0.10)	-
	Operating Profit/(Loss) before Working Capital changes	**29,92.89**	**23,99.14**
	Adjustments for movement in Working Capital:		
	Trade & other receivables	(6,83.41)	5,42.46
	Loans & advances and other assets	3,23.30	4,32.50
	Inventories	2,09.18	(7,12.30)
	Financial liabilities	2,23.97	9,83.28
	Trade payables, other liabilities and provisions	(89.84)	(45.92)
	Cash Generated from Operations	**29,76.09**	**35,99.15**
	Direct Taxes paid (net of refunds)	(1,04.18)	(1,72.27)
	Net Cash Flow from/(used in) Operating activities (A)	**28,71.91**	**34,26.88**
B.	**Cash flow from Investing Activities**		
	Purchase of property, plant and equipment and intangible assets (including adjustment on account of capital work-in-progress, capital advances and capital creditors)	(5,52.73)	(4,79.68)
	Movement in deposit accounts	12,84.51	(11,46.44)
	Proceeds from sale of property, plant and equipment	20.31	44,01.34
	Interest Received	67.19	68.04
	Liability incurred in relation to sale of assets	(90.00)	-
	Dividend Received	0.10	-
	Net Cash Flow from/(used in) Investing Activities (B)	**7,29.38**	**28,43.26**
C.	**Cash flow from Financing Activities**		
	Proceeds from issue of shares	-	47.51
	Proceeds of long term borrowings	2,90.00	-
	Repayments of long term borrowings	(17,85.83)	(23,84.99)
	Net proceeds/(repayment) of short term borrowings	(2,19.38)	(8,88.57)
	Finance Costs	(20,33.66)	(30,57.16)
	Unclaimed Dividend Paid	(8.58)	(7.72)
	Net Cash Flow from/(used in) Financing activities	**(37,57.45)**	**(62,90.93)**
	Net increase/(decrease) in Cash and Cash equivalents (A+B+C)	**(1,56.16)**	**(20.79)**
	Cash and Cash Equivalents at the beginning of the year	**1,94.12**	**2,14.91**
	Cash and Cash Equivalents at the end of the year *(refer Note 14)*	**37.96**	**1,94.12**

	As at March 31, 2019	As at March 31, 2018
Components of cash and cash equivalents *(refer Note 14)*		
Balances with scheduled banks:		
- In current accounts	33.79	1,87.53
Cash on hand	4.17	6.59
	37.96	1,94.12

Notes:
a) The Cash Flow Statement has been prepared as per the “indirect method” set out in Ind AS 7 on Statement of Cash Flow ;
b) Disclosures as required in terms of Amendment to Ind AS 7 ‘Statement of cash Flows’

(Rs. in lacs)

	Non-current Borrowings	Current Borrowings
Balance as on April 1, 2018 *	1,54,62.32	34,87.50
Cash flows (net)	(14,95.83)	(2,19.38)
Non-cash changes on account of:		
- fair value changes	(83.14)	-
- others	43.15	-
Balance as on March 31, 3019 *	1,39,26.50	32,68.12

*includes current maturity of long term borrowings Rs.21,09.74 lacs (March 31, 2018: Rs.16,25.29 lacs)

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

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191
New Delhi
May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President & Chief Financial Officer

C. Bhaskar
Managing Director & Chief Executive Officer

STATEMENT OF CHANGES IN EQUITY
For the Year ended March 31, 2019 (Rs. in lacs)

A. Equity Share Capital

Particulars	Number of shares	Amount
Balance as at April 1, 2017	1,16,59,500	11,65.95
Changes in equity share capital during the year	-	-
Add: Employee Stock Option Plan exercised during the year (ESOP)	1,54,000	15.40
Balance as at March 31, 2018	1,18,13,500	11,81.35
Changes in equity share capital during the year	-	-
Balance as at March 31, 2019	1,18,13,500	11,81.35

B. Other equity

Particulars	Reserves and surplus				Total
	Capital subsidy reserve	Securities premium	General reserve	Retained earnings	
Balance as at April 1, 2017	**60.50**	**3,74.48**	**67,50.00**	**(15,21.11)**	**56,63.87**
Profit for the year	-	-	-	10,45.60	10,45.60
Remeasurement of defined benefit plans	-	-	-	0.50	0.50
Shares (ESOP) issued and allotted	-	32.10	-	-	32.10
Balance as at March 31, 2018	**60.50**	**4,06.58**	**67,50.00**	**(4,75.01)**	**67,42.07**
Profit for the year	-	-	-	2,28.96	2,28.96
Remeasurement of defined benefit plans	-	-	-	(15.98)	(15.98)
Balance as at March 31, 2019	**60.50**	**4,06.58**	**67,50.00**	**(2,62.03)**	**69,55.05**

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

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191
New Delhi
May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President &
Chief Financial Officer

C. Bhaskar
Managing Director &
Chief Executive Officer

Notes to the Financial Statements

1. Company Information:

Xpro India Limited (the "Company") is a public limited company domiciled in India with its registered office located at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Dist.: Bankura 722 202, West Bengal. Incorporated on November 26, 1997 as "Biax Films Limited" under the Companies Act, 1956, the present name was adopted w.e.f. September 22, 1998. Equity shares of the Company are listed on the National Stock Exchange (NSE) and are admitted for trading on the Bombay Stock Exchange (BSE). Organised into operating divisions for operational convenience, the Company is engaged mainly in the business of Polymers Processing at multiple locations and is the leading manufacturer in India of Coextruded Plastic Sheets, Thermoformed Liners and Speciality Films (including Dielectric Films and special purpose BOPP Films).

2. Application of new and revised Indian Accounting Standards (Ind AS)

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements.

2.1 Standards issued but not yet effective

On March 30, 2019, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2018. The effective date for adoption is financials periods beginning on or after April 1, 2019.

2.1.1 Ind AS 116 - Leases

On March 30, 2019, Ministry of Corporate Affairs ('MCA') has clarified that Ind AS 116 is effective for annual periods beginning on or after April 1, 2019 and it replaces Ind AS 17 Leases, including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. The Company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

2.1.2 Amendment to Ind AS 12, Income taxes

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified Appendix C to Ind-AS 12 Income taxes – "Uncertainty over Income Tax Treatments". The amendment to Ind AS 12 requires the entities to consider recognition and measurement requirements when there is uncertainty over income tax treatments. In such a circumstance, an entity shall recognise and measure its current or deferred tax asset or liability accordingly. The effective date of amendment is April 1, 2019. Further, there has been amendments in relevant paragraphs in Ind-AS 12 "Income Taxes" which clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events in accordance with Ind-AS 109. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

2.1.3 Amendment to Ind AS 19, Employee benefits

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has issued an amendment to Ind AS 19 which requires the entities to determine current service cost using actuarial assumptions and net interest using discount rate determined at the start of the annual reporting period. However, if an entity re-measures the net defined benefit liability (asset) as per the requirement of the standard, it shall determine current service cost and net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the actuarial assumptions used to re-measure the net defined benefit liability (asset). The effective date of amendment is April 1, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

2.1.4 Amendment to Ind AS 109, Financial instruments

On March 30, 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind-AS 109 in respect of prepayment features with negative compensation, which amends the existing requirements in Ind-AS 109 regarding termination rights in order to allow measurement at amortized cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. This amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

2.1.5 Amendment to Ind AS 23, Borrowing costs

On March 30, 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind-AS 23 "Borrowing Costs" clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. This amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the requirements of the amendments and their impact on the financial statements.

3. Basis for Preparation:

a. Statement of compliance with Indian Accounting Standards (Ind AS)

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 read with Section 133 of the Companies Act, 2013.

These financial statements of the Company for the year ended March 31, 2019 were approved and authorized for issue by Board of Directors on May 25, 2019.

b. Basis of measurement

These financial statements have been prepared on a historical cost basis except for (a) certain financial instruments that are measured at fair values at the end of each reporting period and (b) net defined benefit assets/liability measured at fair value of planned assets less present value of defined benefit obligations. The methods used to measure fair values are discussed further in notes to financial statements.

c. Functional and presentation currency

The financial statements of the Company are presented in Indian Rupees (Rs.), which is also its functional currency. All financial amounts disclosed in the financial statements and notes have been rounded to the nearest lakh (upto two decimals), unless stated otherwise.

d. Current and non-current classification

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

i) Expected to be realised or intended to be 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.

Current assets include current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is 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;
iv) There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

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

Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as twelve months for the purpose of classification of assets and liabilities as current and non-current.

e. Fair Value Measurements

The Company measures financial instruments at fair value which is the price that would be received to sell an asset or 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 takes place either in the principal market for the asset or liability or in the absence of a principal market in the most advantageous market for the asset or liability.

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

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices, included in Level 1 that are directly or indirectly observable for the asset or liability;
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. For assets and liabilities that are recognised in the balance sheet on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. The Company recognises transfer between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 3(q) - Financial Instruments.

Overall Considerations

The financial statements have been prepared on going concern basis using the significant accounting policies and measurement basis summarized below.

These accounting policies have been used throughout all periods presented in the financial statements, except where the company has applied certain accounting policies and exemptions upon transition to Ind AS.

4. <u>Significant accounting policies</u>:

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the standalone financial statements.

a. Property, plant and equipment

Property, plant and equipment and capital work-in-progress are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

Cost comprises the purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if a) it is probable that future economic benefits associated with the item will flow to the entity; and b) the cost of the item can be measured reliably.

Subsequent expenditure is recognised as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably. The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Company and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred. Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as a part of indirect construction cost to the extent the expenditure is related to construction or is incidental thereto. Other indirect costs incurred during-the construction periods which are not related to construction activity nor are incidental thereto are charged to the Statement of Profit and Loss.

Value for individual assets acquired for a consolidated price, the consideration is apportioned to the various assets on a fair value basis as determined by competent valuers.

The Company has technically evaluated all the property, plant and equipment for determining the separate identifiable assets having different useful lives under the component approach. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

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

Depreciation on property, plant and equipment is provided over the useful lives of assets as specified in Schedule II to the Act except where the management, based on independent technical assessment, depreciates certain assets over estimated useful lives which are different from the useful lives prescribed in the Schedule to the Act. The Company has used the remaining useful lives to compute depreciation on its property, plant and equipment, acquired under the business transfer agreement based on external technical evaluation.

Leasehold improvements are amortised over the lease period.

Depreciation on property, plant and equipment which are added/disposed off during the year is provided on pro-rata basis with reference to the date of addition/deletion. An item of property, plant and equipment and any significant part initially recognised is de-recognised 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 Statement of Profit and Loss when the asset is de-recognised.

Property, plant and equipment is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in the statement of profit and loss.

b. Other intangible assets

Intangible assets that are acquired by the Company, having finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses, if any. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Subsequent expenditure is recognised as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

An intangible asset is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognised in the statement of profit and loss.

Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired. Amortization of intangible assets such as software is computed on a straight-line basis, at rates representing estimated useful life of 5 years. Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted, if appropriate.

c. Borrowing Costs

Borrowing costs include interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised as an expense in the year in which they are incurred.

d. Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generate cash inflows that are largely independent of the cash inflows of the other assets or CGUs. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU"). To determine impairment of the Company's corporate assets which do not generate independent cash inflows, recoverable amount is determined for the CGUs to which the corporate assets belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit or loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to CGU, and then to reduce the carrying amounts of any other assets of the CGUs or group of CGUs on a pro-rata basis.

e. Inventories

Inventories are valued at the lower of cost and net realisable value after providing for obsolescence and other losses wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition and is determined on a weighted average basis. Work-in-progress includes raw material cost, plus conversion cost depending upon stage of completion. The cost of purchase consists of the purchase price including duties & taxes other than those subsequently recoverable by the enterprise from the taxing authorities, freight inwards and other expenditure directly attributable for its acquisition. Stock in Transit is valued at lower of cost and net realisable value. Scrap is valued at estimated net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-item basis.

f. Provisions, Contingent Liabilities, Contingent assets and Commitments

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Company. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are neither recognised nor disclosed in the financial statements.

g. Government grants

Government grants and subsidies are recognised when there is reasonable assurance that the Company will comply with the conditions attached to them and ultimate collection of the grant/subsidy is reasonably certain. Grants that compensate the Company for expenses incurred are recognised in profit or loss as other operating revenues on a systematic basis in the periods in which such expenses are recognised.

h. Cash and cash equivalents

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

i. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date the transaction first qualifies for recognition. Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of short-term monetary items or on restatement of the Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise. Exchange differences pertaining to long-term foreign currency monetary items used for acquisition of depreciable fixed assets are added to the cost of fixed assets and depreciated over the remaining life of the respective fixed asset.

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks in respect of its imports and exports. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken to statement of profit and loss.

j. Revenue recognition

Sale of Goods: Revenue from sale of products are recognised when control of products is transferred i.e. on dispatch of goods and are accounted for net of returns, trade discounts and volume rebates.

Sales value is net of discounts, rebates and freight outward (on external sales) and are exclusive of value added tax and goods and service tax.

The Company considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods to a customer, excluding amounts collected on behalf of third parties (for example, indirect taxes). No element of financing is deemed present as the sales are largely made with credit term of not more one year.

The transaction price is allocated by the Company to each performance obligation (or distinct good or service) in an amount that depicts the amount of consideration to which it expects to be entitled in exchange for transferring the promised goods or services to the customer.

For each performance obligation identified, the Company determines at contract inception whether it satisfies the performance obligation over time or satisfies the performance obligation at a point in time. If an entity does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time. A receivable is recognised when the goods are delivered as this is the case of point in time recognition where consideration is unconditional because only the passage of time is required.

When either party to a contract has performed, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

Effective 1 April 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers'' using the cumulative catch-up transition method which is applied to contracts that were not completed as on 1 April 2018. Accordingly, the comparatives have not been retrospectively adjusted. The management assessed that the effect of adoption of Ind AS 115 was not material to financial statements.

Sale of Services: Revenue from job work services and management consultancy services are recognized based on the services rendered in accordance with the terms of contracts.

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

Interest Income: Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other Income: Interest income is recognised, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR). Income from export incentives is recognised on accrual basis.

k. Employee Benefits

Employee benefits include provident fund, Superannuation Fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans: The Company's contribution to Provident Fund, Superannuation Fund and employees state insurance scheme are considered as defined contribution plans and are charged as an expense based on the pre-determined amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans: For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur.

Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Company recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss: (i) Service costs comprising current service costs, gains and losses on curtailments and settlements; and

(ii) Net interest expense or income.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Compensated absences: Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in the actuarial assumption are recognised in the statement of profit and loss.

Short-term employee benefits: The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service.

l. 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 lease. Rental expense from operating lease is generally recognized on a straight line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessors expected inflationary cost increase, such increases are recognized in the year in which such benefits accrue. Initial direct costs incurred specifically for an operating lease are deferred and charged to the Statement of Profit and Loss over the lease term.

m. Income tax

Income tax expense comprises current and deferred tax.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority.

Deferred tax is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

n. Earnings per share

Basic earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year.

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

o. Operating segment

In accordance with Ind AS 108, operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The business activities of the Company predominantly fall within a single reportable operating segment, i.e., Polymer Processing. The Board of Directors is the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108.

p. Equity investment

Equity investments in subsidiaries are measured at cost. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of financial assets is followed.

q. Financial instruments

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

1. Financial assets

Initial recognition and measurement

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

Subsequent measurement:

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if 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 EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the asset.

On derecognition of financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in the profit or loss on disposal of that financial asset.

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 on the following financial assets and credit risk exposure:

(a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

(b) Trade receivables under Ind AS 115.

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. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves and there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

2. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, borrowings and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial measurement, such financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the profit or loss. This category generally applies to borrowings, trade payables and other contractual liabilities.

Derecognition

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

3. Offsetting

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

r. Assets held for sale

The Company classifies asset as held for sale if their carrying amount will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale, if the Management expects to complete the sale within one year from the date of classification.

Assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell.

s. Investments in subsidiaries

The Company has accounted for its investment in subsidiaries at cost in its financial statements in accordance with Ind AS -27, Separate Financial Statements. Profit/Loss on sale of investments is recognized on the date of sale and is computed with reference to the original cost of the investment sold.

t. Use of estimates and management judgements

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 accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are considered to be reasonable and prudent under the circumstances.

The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Company and uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Such changes are reflected in the assumptions when they occur.

The following areas have been identified where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

In order to enhance understanding of the financial statements, information about areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements have been identified as under:

1. Useful life of property, plant and equipment

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The Company reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

2. Recoverable amount of property, plant and equipment

In assessing impairment, Company estimates the recoverable amount of each asset or cash-generating units based on expected market outlook and future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

3. Employee benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

4. Leases not in legal form of lease

Significant judgment is required to apply lease accounting rules under Appendix C to Ind AS 17 'Determining whether an arrangement contains a lease'. In assessing the applicability to arrangements entered into by the Company, management has exercised judgment to evaluate the right to use the underlying asset, substance of the transactions including legally enforceable agreements and other significant terms and conditions of the arrangements to conclude whether the arrangement needs the criteria under Appendix C to Ind AS 17.

5. Provisions and contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company. The assessments undertaken in recognising provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

6. Liability for de-commissioning of asset

The liability for de-commissioning is measured on the basis of present estimated cost to decommission the asset, current inflation rate and discount rate. The Company considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

5. Property, plant and equipment

(Rs. in lacs)

Particulars	Leasehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Computers	Equipment & fittings	Total	Capital work In-progress
Gross Block									
Balance as on April 1, 2017	**9,33.49**	**46,21.67**	**3,13,31.24**	**3,19.82**	**3,71.09**	**1,64.21**	**1,12.82**	**3,78,54.34**	**40.47**
Additions	-	36.04	10,49.67	72.11	57.09	9.79	18.13	12,42.83	21.15
Less: Disposals/Adjustments	-	0.48	4,62.19	-	96.44	-	0.49	5,59.60	-
Less: Transferred to disposal group	88.79	2,27.76	36,82.31	26.76	-	9.41	5.42	40,40.45	-
Balance as on March 31, 2018	**8,44.70**	**44,29.47**	**2,82,36.41**	**3,65.17**	**3,31.74**	**1,64.59**	**1,25.04**	**3,44,97.12**	**61.62**
Additions	-	9.69	5,10.31	0.14	25.60	5.07	3.24	5,54.05	3,65.89
Less: Disposals/Adjustments	-	-	5,16.46	18.21	27.61	-	15.38	5,77.66	30.37
Less: Transferred to disposal group	51.27	2,55.14	41,31.47	12.31	-	21.69	2.27	44,74.15	-
Balance as on March 31, 2019	**7,93.43**	**41,84.02**	**2,40,98.79**	**3,34.79**	**3,29.73**	**1,47.97**	**1,10.63**	**2,99,99.36**	**3,97.14**
Accumulated Depreciation									
Balance as on April 1, 2017	1,68.97	7,21.23	1,39,79.34	2,03.65	1,46.53	1,46.47	91.18	1,54,57.37	
Add: depreciation for the year	10.89	1,44.41	13,41.26	22.78	35.82	6.84	12.01	15,74.01	
Add: additional depreciation	-	-	9,03.74	-	-	-	-	9,03.74	
Less: Disposals/Adjustments	-	0.14	4,30.88	-	68.66	-	0.46	5,00.14	
Less: Transferred to disposal group	88.79	90.99	29,08.90	18.11	-	9.09	5.19	31,21.07	
Balance as on March 31, 2018	91.07	7,74.51	1,28,84.56	2,08.32	1,13.69	1,44.22	97.54	1,43,13.91	
Add: depreciation for the year	9.17	1,38.35	10,49.64	22.80	34.21	7.25	7.01	12,68.43	
Less: Disposals/Adjustments	-	-	3,48.58	17.41	16.54	-	14.45	3,96.98	
Less: Transferred to disposal group	10.89	1,52.39	37,71.76	11.11	-	21.46	2.16	39,69.77	
Balance as on March 31, 2019	**89.35**	**7,60.47**	**98,13.86**	**2,02.60**	**1,31.36**	**1,30.01**	**87.94**	**1,12,15.59**	
Balance as on March 31, 2019	**7,04.08**	**34,23.55**	**1,42,84.93**	**1,32.19**	**1,98.37**	**17.96**	**22.69**	**1,87,83.77**	
Balance as on March 31, 2018	**7,53.63**	**36,54.96**	**1,53,51.85**	**1,56.85**	**2,18.05**	**20.37**	**27.50**	**2,01,83.21**	

Notes:

a) Refer Note 22 for information on property, plant and equipment pledged as security by the Company;

b) Refer note 11 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

c) Portion of leasehold land in possession of the Company and of which the Company is the beneficial owner is pending for transfer in the name of the Company and for which necessary steps are being taken;

d) Additional depreciation includes Rs.9,03.74 lacs (2017-18) provided on the basis of external valuation conducted by the management, to reflect realisable value assessed as reasonable and fair on plant and equipment at the Pithampur and Faridabad units respectively

e) The Company assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business; there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in these accounts;

f) Para D13AA of Appendix D - Exemptions from Ind AS of Ind AS 101 allows a first-time adopter to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. Accordingly exchange differences on all long term monetary items resulted in an deletion of Rs. 1,47.70 lacs (March 31, 2018: addition of Rs. 8,13.47 lacs) to Gross Block of fixed assets, being the exchange difference on long term monetary items related to the acquisition of a depreciable capital asset.

6. Other Intangible Assets

(Rs. in lacs)

	Computer Software	Technical knowhow	Total
Gross Block			
Balance as at April 1, 2017	**28.32**	**3,48.38**	**3,76.70**
Additions	-	-	-
Balance as at March 31, 2018	**28.32**	**3,48.38**	**3,76.70**
Additions	-	-	-
Balance as at March 31, 2019	**28.32**	**3,48.38**	**3,76.70**
Accumulated amortization			
Balance as at April 1, 2017	**28.32**	**173.30**	**2,01.62**
Add: Amortization during the year	-	8.13	8.13
Add: additional amortization	-	1,66.95	1,66.95
Balance as at March 31, 2018	**28.32**	**3,48.38**	**3,76.70**
Add: Amortization during the year	-	-	-
Balance as at March 31, 2019	**28.32**	**3,48.38**	**3,76.70**
Balance as at March 31, 2018	-	-	-
Balance as at March 31, 2019	-	-	-

Note: Additional amortization: Rs. Nil (March 31, 2018: Rs. 1,66.95 lakhs on the basis of external valuation conducted by management, to reflect realisable value assessed as reasonable and fair on technical knowhow at the Pithampur unit)

7. Investments (Non-current)

Investments measured at amortised cost

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Investments in equity shares of wholly owned subsidiaries:		
Unquoted (valued at cost - non-trade)		
10,00,000 equity shares (March 31, 2018: 10,00,000 equity shares) of Rs.10 each in Xpro Global Limited (out of which 950,000 equity shares (March 31, 2018: 9,50,000 equity shares) partly paid up of Rs.5 each)	52.50	52.50
50,000 equity shares (March 31, 2018: 50,000 equity shares) at SGD 1 each fully paid up in Xpro Global Pte Ltd	18.39	18.39
Aggregate amount of Unquoted investments	**70.89**	**70.89**

8. Loans (Non-current)

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Security deposits	1,62.13	2,41.58
Loans to employees	8.15	17.88
Total	**1,70.28**	**2,59.46**

Note : There are no loans due by directors or other officers of the Company either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a director or a member

9. Other financial assets (Non-current)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
VAT Subsidy *(under Maharashtra Package Scheme of Incentives)*	2,13.41	73.51
Total	**2,13.41**	**73.51**

10. Non-current tax assets (net)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Pre-paid taxes *(net of provision for tax)*	84.51	2,50.37
Total	**84.51**	**2,50.37**

11. Other Non-current assets

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Capital advances [*refer Note (a) and (b) below*]	11.97	1,37.18
Advances other than capital advances		
- Pre-paid expenses	16.66	1.16
- Balances with statutory authorities	40.54	1,48.38
Total	**69.17**	**2,86.72**

Note:

Capital commitment:

a) Estimated amount of contracts remaining to be executed on capital account and not provided for in the amount (net of capital advances): Rs.40.53 lacs (31 March 2018: Rs.3,22.46 lacs)

b) Unpaid portion of subscribed equity capital in subsidiary: Rs.47.50 lacs (31 March 2018: Rs.47.50 lacs)

12. Inventories

(valued at lower of cost and net realisable value)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Raw material	22,60.18	23,18.68
Work-in-progress	3,77.97	5,55.57
Finished products	6,59.94	5,48.49
Stores and spares	2,93.78	3,78.31
Total	**35,91.87**	**38,01.05**

Note: Raw materials includes goods in transit Rs.1,64.54 lacs (March 31, 2018: Nil)

13. Trade Receivables

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Trade receivables: Considered good, unsecured	56,05.83	49,22.43
Total	**56,05.83**	**49,22.43**

Note:

(a)There are no amounts due by directors or other officers of the Company either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.

(b) All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

14. Cash and cash equivalents

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Balance with Banks in current accounts	33.79	1,87.53
Cash on hand	4.17	6.59
Total	**37.96**	**1,94.12**

15. Other bank balances

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Deposit accounts with original maturity of more than 3 months and less than 12 months *	61.38	13,42.47
Unclaimed dividend accounts **	16.48	25.06
Earmarked balances with bank (held as margin money)	2,51.02	2,45.86
Total	**3,28.88**	**16,13.39**

*includes restricted deposit of Rs. Nil (March 31, 2018: Rs.10,00.00 lacs) in escrow account

** not due for deposit in Investor Education and Protection Fund

16. Loans (Current)

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Security deposits	1,00.40	4.29
Loans to employees	7.57	12.34
Total	**1,07.97**	**16.63**

17. Other Current Financial Assets

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
VAT refund due *(under Maharashtra Package Scheme of Incentives)*	1,07.38	1,20.00
Interest accrued but not due on fixed deposits	2.70	11.78
Total	**1,10.08**	**1,31.78**

18. Other current assets

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Advance to suppliers	72.22	17.02
Prepaid expenses	69.61	78.57
Balance with government authorities	8,01.84	12,59.31
Other receivable		
Loans - considered good, unsecured	1,09.21	1,94.10
Loans - credit impaired	1,10.00	-
Less: Provision for expected credit loss	(1,10.00)	-
Total	**10,52.88**	**15,49.00**

Notes:

(a) The management assesses the fair value of these financial assets not to be materially different from the amounts recognised in the financial statements;

(b) Balance with government authorities represents goods and service tax (earlier service tax) paid on inputs (earlier input and services) consumed by the company and eligible for utilisation towards discharge of goods and service tax (earlier service tax liability) in respect of services rendered by the company. The company expects the utilisation of outstanding balances as at each date of statement of financial position within twelve months thereof.

19. Assets held for sale

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Property, plant and equipment	5,04.38	9,19.38
Total	**5,04.38**	**9,19.38**

The management decided, during the year ended March 31, 2019, to sell or otherwise dispose non-core asset being Biax Division Unit 1, located at Barjora, Dist. Bankura, West Bengal, and subsequently obtained necessary shareholder approval. Accordingly, in terms of Ind AS 105 Non-current assets held for sale and discontinuing operations, the property, plant and equipment situated at Biax Division Unit 1 are presented as 'Assets held for sale' separately from other assets in the balance sheet. These assets are expected to be sold during 2019-20. (Pithampur Unit - classified as assets held for sale as at March 31, 2018 sold in the current year and profit of Rs.84.80 lacs realised shown under exceptional income)

The carrying value of asset held for sale as on the date of agreement does not exceed the fair value less cost to sell and hence there is no impairment loss to be recognised in the statement of profit and loss account.

20. Equity Share Capital

(Rs.in lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Authorised Share Capital		
3,50,00,000 (March 31, 2018: 1,50,00,000) Equity shares of Rs.10 each	35,00.00	15,00.00
Nil (March 31, 2018: 2,00,00,000) Unclassified shares of Rs.10 each	-	20,00.00
Issued, Subscribed & Paid-up		
1,18,13,487 (March 31, 2018: 1,18,13,487) equity shares of Rs.10 each fully paid	11,81.35	11,81.35
Share Capital Suspense		
13 (March 31, 2018:13) equity shares of Rs.10 each fully paid	-	-
	11,81.35	**11,81.35**

a) Share Capital Suspense comprises of 12 equity shares pending to be allotted as fully paid up to some non-resident equity shareholders without payment being received in cash in terms of Regulation 7 of Notification No. FEMA 20/2000 RB of May 3, 2000 and 1 equity share of Rs.10 pending to be allotted as fully paid to a non-resident share holder by way of bonus share in terms of RBI regulations.

b) Reconciliation of number of equity shares outstanding:

	For the year ended March 31, 2019		For the year ended March 31, 2018	
	Number of equity shares	Amount (Rs.in lacs)	Number of equity shares	Amount (Rs.in lacs)
At the beginning of the year	**1,18,13,500**	**11,81.35**	**1,16,59,500**	**11,65.95**
Add: allotted on exercise of ESOPs during the year	-	-	1,54,000	15.40
At the end of the year	**1,18,13,500**	**11,81.35**	**1,18,13,500**	**11,81.35**

c) Terms/rights attached to equity shares

The Company has issued only one class of equity shares having a par value of Rs. 10 per share. All Equity Shares carry one vote per share without restrictions and are entitled to Dividend, as and when declared. All shares rank equally with regard to the Company's residual assets.

d) Shareholder(s) holding more than 5% shares in the Company:

Name of the Shareholder(s)	As at March 31, 2019	As at March 31, 2018
i) Intellipro Finance Private Limited		
- No. of shares	23,05,000	23,05,000
- % of shares held	19.51	19.51
ii) iPro Capital Limited		
- No. of shares	29,40,000	29,40,000
- % of shares held	24.89	24.89

e) There have been no shares which has been issued for a consideration other than cash and no shares bought back by the company during the period of 5 years immediately preceding the reporting date.

f) Employees' Stock Option Scheme(s)

Employees' Stock Option Scheme - 2009 ("ESOP 2009"), approved by the Shareholders of the Company in their meeting held on July 23, 2009, provides for 457500 stock options representing one equity share each. The grant date of the scheme is April 1, 2010. All options were granted at Rs.30.85 per share (market price at the time of grant). A compensation committee comprising independent members of the Board of Directors administers the Scheme.

30% of the options granted vest with the eligible employees on the expiry of one year, another 30% on the expiry of two years and the balance 40% on the expiry of three years from the date of grant.

Information about options outstanding:

	Year ending	
	March 31, 2019	March 31, 2018
Options outstanding, beginning of the year	-	1,70,500
Weighted average exercise price (Rs./share)	-	30.85
Options Exercised	-	1,54,000
Options lapsed/surrendered/forfeited	-	16,500
Options outstanding, end of the year	-	-
Of which:		
Vested but not exercised	-	-
Not vested	-	-
Weighted average share price on date of exercise (Rs./share)	-	49.95
Weighted average remaining contractual life (years)	-	-

The employee compensation costs has been calculated using the intrinsic value-based method of accounting for options granted and amounted to Rs. Nil for the financial year 2017-18. The Company has availed the option available under Ind AS 101 considering that the vesting period has elapsed on the transition date.

The fair value of each option is estimated using the Black Scholes Option Pricing Model after applying the following key assumptions on a weighted average basis:

a) Risk-free interest rate:	6.6 %
b) Expected Life:	7.1 years
c) Expected volatility:	0.40
d) The Price of the underlying share in market at the time option grant	Rs.30.85

21. Other Equity

(Rs.in lacs)

Particulars	Reserves and surplus				Total
	Capital subsidy reserve	Securities premium	General reserve	Retained earnings	
Balance as at April 1, 2017	**60.50**	**3,74.48**	**67,50.00**	**(15,21.11)**	**56,63.87**
Profit for the year	-	-	-	10,45.60	10,45.60
Remeasurement of defined benefit plans	-	-	-	0.50	0.50
Shares (ESOP) issued and allotted	-	32.10	-	-	32.10
Balance as at March 31, 2018	**60.50**	**4,06.58**	**67,50.00**	**(4,75.01)**	**67,42.07**
Profit for the year	-	-	-	2,28.96	2,28.96
Remeasurement of defined benefit plans	-	-	-	(15.98)	(15.98)
Balance as at March 31, 2019	**60.50**	**4,06.58**	**67,50.00**	**(2,62.03)**	**69,55.05**

Nature and purpose of reserves

a) Capital subsidy reserve

This represents the profit earned by the company through a special transaction in the nature of a government subsidy, that is not available for distributing dividend;

b) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013;

c) General reserve

General reserve is a distributable reserve created by way of transfer from time to time from annual profits;

d) Retained earnings

Represents the profit/(loss) accumulated over the years;

22. Non-current financial liabilities - Borrowings (Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Loans from banks - Secured		
Term loans	82,39.84	91,98.46
Foreign currency borrowings	35,68.93	46,23.90
Vehicle loans	7.99	14.67
Total	**1,18,16.76**	**1,38,37.03**

a. Term loan from State Bank of India, outstanding Rs.3,44.00 lacs (previous year: Rs.3,71.00 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.3.00 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.10.00 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.12.00 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.12.50 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future (excluding specified Dielectric Film Line and slitter which are exclusively charged to Oldenburgische Landesbank AG ('OLB')) of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

b. Term Loan from Punjab National Bank, outstanding Rs.5,93.21 lacs (previous year: Rs.6,65.75 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.7.25 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.24.00 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.28.75 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.30.00 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2019, Rs.2,31.79 lacs had been paid in advance;

c. ECB from Oldenburgische Landesbank AG ('OLB') (with whom Bremer Kreditbank AG ('BKB Bank') has merged as of September 1, 2018), in the nature of term loan, outstanding €5,670,013.36; equivalent to Rs.44,58.61 lacs (previous year: €6,804,016.00; equivalent to Rs.55,48.66 lacs), carrying interest linked to Euribor has been rescheduled, is now repayable in 14 semi-annual instalments of €567,001.34 each, along with interest, commencing from April 2017, is secured by hypothecation of specified Dielectric Film Line and slitter at Barjora and is insured under Hermes export credit guarantee;

d. Term Loan from State Bank of India, outstanding Rs.17,80.00 lacs (previous year: Rs.19,19.75 lacs) carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.15.50 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.51.75 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.62.00 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.64.75 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

e. Term Loan from State Bank of India, outstanding Rs.13,76.00 lacs (previous year: Rs.14,05.06 lacs) carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.12.00 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.40.00 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.48.00 lacs each starting from April 2019; & (iv) 16 quarterly instalments of Rs.50.00 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

f. Term Loan from State Bank of India, outstanding Rs.14,18.53 lacs (previous year: Rs.15,36.00 lacs) carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.12.50 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.41.50 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.49.75 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.51.75 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2019, Rs.5.47 lacs had been paid in advance;

g. Term Loan from Allahabad Bank, outstanding Rs.12,90.00 lacs (previous year: Rs.14,39.76 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 2 quarterly instalments of Rs.7.50 lacs each starting from October, 2016; (ii) 4 quarterly instalments of Rs.11.25 lacs each starting from April 2017; (iii) 4 quarterly instalments of Rs.37.50 lacs each starting from April 2018 (iv) 12 quarterly instalments of Rs.44.50 lacs each starting from April 2019 &

(v) 16 quarterly instalments of Rs.47.25 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future (excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

h. Corporate Loan from State Bank of India outstanding Rs.1,73.29 lacs (previous year: Rs.1,73.29 lacs) carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.4.00 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.13.25 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.15.75 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.16.50 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2018, Rs.2,78.71 lacs had been paid in advance;

i. Corporate Loan from State Bank of India, outstanding Rs.11,80.97 lacs (previous year: Rs.13,32.59 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.11.25 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.37.50 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.45.00 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.47.00 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2019, Rs.1,09.03 lacs had been paid in advance;

j. Corporate Loan from State Bank of India, outstanding Rs.3,13.00 lacs (previous year: Rs.3,38.00 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.2.75 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.9.25 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.11.00 lacs each starting from April 2019 & (v) 16 quarterly instalments of Rs.11.50 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company & second charge on all the current assets of the Company ranking pari-passu with other term lenders.

k. Corporate Loan from Allahabad Bank, outstanding Rs.3,51.00 lacs (previous year: Rs.4,07.00 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 2 quarterly instalments of Rs.4.45 lacs each starting from October, 2016; (ii) 4 quarterly instalments of Rs.6.65 lacs each starting from April 2017; (iii) 4 quarterly instalments of Rs.22.15 lacs each starting from April 2018 (iv) 12 quarterly instalments of Rs.26.30 lacs each starting from April 2019 & (v) 16 quarterly instalments of Rs.27.90 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future (excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2019, Rs.4,10.90 lacs had been paid in advance;

l. Term Loan from Punjab National Bank, outstanding Rs.2,90.01 lakhs (previous year: Rs. Nil), carrying interest linked to the bank's MCLR, is repayable in (i) 24 quarterly instalments of Rs.25.00 lakhs each starting from June, 2020; and is secured by exclusive 1st charge on the assets to be acquired out of above loan and ranking pari passu 2nd charge on all the current assets of the Company with other term lenders.

m Working Capital Term Loan from State Bank of India, outstanding Rs.1,12.00 lacs (previous year: Rs. 1,25.50 lacs), carrying interest linked to the bank's MCLR, repayable in (i) 4 quarterly instalments of Rs.3.75 lacs each starting from April 2017; (ii) 8 quarterly instalments of Rs.5.75 lacs each starting from April 2018; (iii) 4 quarterly instalments of Rs.6.75 lacs each starting from April 2020; & (iii) 8 quarterly instalments of Rs.7.75 lacs each starting from April 2021, is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

n. Working Capital Term Loan from State Bank of India, outstanding Rs.1,02.23 lacs (previous year: Rs. 1,04.38 lacs), carrying interest linked to the bank's MCLR, repayable in (i) 4 quarterly instalments of Rs.3.53 lacs each starting from April 2017 (ii) 8 quarterly instalments of Rs.5.29 lacs each starting from April 2018; (iii) 4 quarterly instalments of Rs.6.17 lacs each starting from April 2020 & (iv) 8 quarterly instalments of Rs.7.05 lacs each starting from April 2021 is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future (excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

o. Working Capital Term Loan from Punjab National Bank, outstanding Rs.Nil (previous year: Rs. 23.97 lacs), carrying interest linked to the bank's MCLR was repayable in (i) 4 quarterly instalments of Rs.0.73 lacs each starting from April 2017; (ii)8 quarterly instalments of Rs.1.09 lacs each starting from April 2018; (iii) 4 quarterly instalments of Rs.1.27 lacs each starting from April 2020 & (iv) 8 quarterly instalments of Rs.1.45 lacs each starting from April 2021 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. The loan has been fully repaid during the year.

p. Working Capital Term Loan from State Bank of India, outstanding Rs.79.00 lacs (previous year: Rs. 82.02 lacs), carrying interest linked to the bank's MCLR, repayable in (i)2 quarterly instalments of Rs.1.50 lacs each starting from October, 2016 (ii) 4 quarterly instalments of Rs.2.50 lacs each starting from April 2017; (iii) 8 quarterly instalments of Rs.4.00 lacs each starting from April 2018 (iv) 4 quarterly instalments of Rs.4.75 lacs starting from April, 2020 & (v) 8 quarterly instalments of Rs.5.50 lacs each starting from April 2021 is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

q. Working Capital Term Loan from Allahabad Bank, outstanding Rs.1,19.00 lacs (previous year: Rs.1,42.60 lacs), carrying interest linked to the bank's MCLR, repayable in (i)2 quarterly instalments of Rs.2.00 lacs each starting from October, 2016 (ii) 4 quarterly instalments of Rs.4.00 lacs each starting from April 2017; (iii) 8 quarterly instalments of Rs.6.00 lacs each starting from April 2018 (iv) 4 quarterly instalments of Rs.7.25 lacs each starting from April 2020 & iv) 8 quarterly instalments of Rs.8.25 lacs each starting from April 2021 is secured by pari-passu charge by way of hypothecation/ mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

r. Vehicle Loan(s) of Rs.23.71 lacs (previous year: Rs.51.33 lacs) carrying interest linked to the bank's Base Rate, repayable in 36 monthly instalment(s) commencing from date of disbursement, are secured by hypothecation of specified vehicles;

s. Lenders retain the right to recompense for NPV loss amount of Rs. 3,65.00 lacs arising on rescheduling of term loans;

t. There has been no default in servicing of loans as at the end of the year.

u. Rs.2,23.74 lacs, (March 31, 2018: Rs.3,06.87 lacs) has been adjusted against long term borrowings being adjustments on account of adoption of Ind AS.

v. Interest accrued and due on above borrowings is Rs.1,45.68 lacs (March 31, 2018: Rs.1,02.53 lacs).

23. Non-current financial liabilities - Others

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Security Deposits	6.57	6.57
Total	**6.57**	**6.57**

24. Provisions

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Non-current		
Gratuity *(refer Note 39 A)*	4,28.48	3,87.19
	4,28.48	**3,87.19**
Current tax liability		
Provision for taxation	-	2,25.31
	-	**2,25.31**

25. Deferred tax liabilities (net)

As per Ind AS 12 - Income Taxes, deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. The Company has taken strategic steps to rationalize and improve operations including through discontinuing un-economic activities and impact of these steps have started bearing positive results. However, as a matter of abundant caution, deferred tax assets have been recognized only to the extent of deferred tax liability.

Unrecognised deferred tax assets/liabilities (net): (Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Deferred tax liability		
Fixed assets:	10,19.00	7,47.00
Impact of difference between Book and Tax Depreciation		
Gross deferred tax liability	**10,19.00**	**7,47.00**
Deferred tax assets		
Carried forward of losses	35,92.00	31,16.00
Expenses deductible on payment basis	1,48.00	1,13.00
Gross deferred tax assets	37,40.00	32,29.00
Deferred tax assets recognized	**10,19.00**	**7,47.00**
Net deferred tax liability	-	-

The carry forward tax losses as at March 31, 2019, and March 31, 2018 expire as follows:-

	Losses with expiry		Losses with no expiry
Loss for the tax Assessment year ended	Tax loss Rs.Lacs	Expires on	Unabsorbed depreciation Rs.Lacs
2013-14	-	-	2,41.04
2014-15	3,73.87	March 31, 2023	9,18.52
2015-16	-	-	33,27.42
2016-17	6,43.72	March 31, 2025	28,47.70
2017-18	-	-	17,72.89
2018-19	-	-	12,59.21

Reconciliation of tax and book profit (Rs. in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Profit before tax	2,33.69	10,45.60
Tax rate (%)	34.94	34.61
Tax expense at above rate	81.66	3,61.88
Tax impact of utilisation of brought forward losses	(81.66)	(3,61.88)
Tax expense	-	-
Tax effects of amounts which are not deductible (taxable) in calculating taxable income		
MAT payable	40.00	2,25.31
Less : MAT credit	(40.00)	(2,25.31)
Income tax expense	-	-
Add: Tax adjusted for earlier years	4.73	-
Total tax expense	4.73	-

Closing balance of deferred tax assets represents MAT of Rs.5,07.58 lacs (March 31, 2018: Rs. 4,67.58 lacs)

26. Current financial liabilities - Borrowings (Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Secured		
Loans repayable on demand		
- Working capital loan from banks	32,68.12	34,87.50
Total	**32,68.12**	**34,87.50**

a) Working Capital loans, repayable on demand, are secured by first charge, ranking pari-passu, in favour of members of the Consortium of Banks, on all current assets of the Company, present and future, and second charge, ranking pari-passu with term lender banks, on the entire fixed assets of the Company, present and future, wherever situated and carry interest linked to Bank's MCLR;

b) Overdraft against term deposits is secured by way of pledge of term deposit receipts with banks;

c) There has been no default in servicing of loans during and as at the end of the year.

27. Current financial liabilities – Trade payables

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Trade payables		
Dues to Micro and Small Enterprises	26.70	34.90
Dues to creditors other than micro and small enterprises	39,33.66	34,43.24
Acceptances	12,43.29	20,43.26
Total	**52,03.65**	**55,21.40**

a) Trade payables are non-interest bearing and are normally settled within 90 days except for payments to MSME which are settled within 45 days. Refer Note 47 for information on the Company's credit risk management processes.

b) Acceptances include arrangements where operational supplies of goods and services are initially paid by banks while the Company continues to recognise the liability till settlement with the banks which are normally effected within a period of 90 days.

c) Disclosures with respect to related party transactions is given in note 42.

d) Micro & small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMDE Act) have been identified by the Company on the basis of the information available with the Company and the auditors have relied on the same. The disclosure pursuant to MSMED Act on the amount due to micro and small enterprises is given below:

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Principal amount due and remaining unpaid	26.70	34.90
Interest due on above and remaining unpaid	-	-
Interest due and payable for the period of delay in making payment (beyond the appointed day during the year)	-	-
Payment made to suppliers (other than interest) beyond appointed day	-	-
Interest paid in terms of Sec.16 of MSMED Act	-	-
Further interest remaining due and payable in the succeeding years for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act	-	-
Interest due and payable to suppliers under MSMED Act towards payments made	-	-
Interest accrued and remaining unpaid	-	-

28. Current financial liabilities – Others

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term borrowings (refer note 22)	21,09.74	16,25.29
Creditors for capital expenditure	2,22.14	10.52
Interest accrued but not due	27.85	35.70
Unclaimed dividend *	16.48	25.06
Employees payables	1,65.51	1,15.96
Security deposit received	4.60	5.73
Others	-	9.01
Total	**25,46.32**	**18,27.27**

* does not include any sum due to be transferred to Investor Education & Protection Fund

29. Other current liabilities

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Advance from customer	10.48	19.43
Statutory dues payable	1,19.82	2,26.02
Advance against sale of 'assets held for sale'	1,00.00	13,40.00
Total	**2,30.30**	**15,85.45**

30. Revenue from operations

	Year ended March 31, 2019	Year ended March 31, 2018
		(Rs.in lacs)
Sale of products		
- Finished goods	3,41,24.64	3,10,36.83
Other operating income		
- Scrap sale	3,49.79	4,05.01
- VAT subsidy	1,27.28	-
- Export incentives and margins	6.14	4.74
Total	**3,46,07.85**	**3,14,46.58**

Note: During the year, the Company received communication from the Government of Maharashtra enhancing eligibility under the Package Scheme of Incentives – 2007, from Rs.4,84.43 lacs to Rs.7,63.16 lacs considering investments made till August 27, 2016; and accordingly the Company has claimed 25% of the VAT actually paid as incentive under the scheme, and recognized Rs.1,27.28 lacs (March 31, 2018: Nil) in the Statement of profit and Loss.

31. Other income

	Year ended March 31, 2019	Year ended March 31, 2018
		(Rs.in lacs)
Interest on		
- Fixed deposits	35.45	28.75
- Others	22.65	35.59
Dividend Income	0.10	-
Other non-operating income		
- Insurance claim received	29.99	1,05.14
- Foreign currency transactions (net)	15.18	26.92
- Excess provision written back	6,07.24	1,07.77
- Profit on sale of other fixed assets	1.59	2.40
- Miscellaneous income	32.39	1,85.77
Total	**7,44.59**	**4,92.34**

32. Cost of materials consumed

	Year ended March 31, 2019	Year ended March 31, 2018
		(Rs.in lacs)
Inventories at the beginning of the year	23,18.68	15,65.07
add: Purchases during the year	2,56,13.22	2,23,56.40
less: Rebates received/returns	7,99.90	1,08.78
less: Inventories at the end of the year	22,60.18	23,18.68
Cost of Materials Consumed	**2,48,71.82**	**2,14,94.01**
Details of Materials Consumed		
Thermoplastic Resins	2,48,12.47	2,14,54.57
Others	59.35	39.44

33. Changes in inventories of finished and work-in-progress

	Year ended March 31, 2019	Year ended March 31, 2018
		(Rs.in lacs)
Inventories at the beginning of the year		
Finished goods	5,48.49	6,94.96
Work-in-progress	5,55.56	5,69.35
	11,04.05	12,64.31
Inventories at the end of the year		
Finished goods	6,59.94	5,48.49
Work-in-progress	3,77.97	5,55,56
	10,37.91	11.04.05
Net decrease	**66.14**	**1,60.26**

34. Employees benefits expense

	Year ended March 31, 2019	Year ended March 31, 2018
		(Rs.in lacs)
Salaries, Wages & Bonus	20,13.37	19,38.96
Contribution to provident and other funds	2,50.61	2,33.89
Staff welfare expenses	1,21.21	1,44.32
Total	**23,85.19**	**23,17.17**

Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note 39

35. Finance costs

	Year ended March 31, 2019	Year ended March 31, 2018
		(Rs.in lacs)
Interest expense on borrowings measured at amortised cost	13,13.96	12,99.37
Interest expense on defined benefit obligation	81.27	76.83
Other borrowing costs	5,90.60	7,59.98
Total	**19,85.83**	**21,36.18**

36. Depreciation and amortization expenses

	Year ended March 31, 2019	Year ended March 31, 2018
		(Rs.in lacs)
Depreciation on tangible assets	12,68.43	15,74.01
Amortization of intangible assets	-	8.13
Total	**12,68.43**	**15,82.14**

37. Other expenses

	Year ended March 31, 2019	Year ended March 31, 2018
		(Rs.in lacs)
Consumption of Stores, Spares and Packing Material	8,99.72	7,03.86
(Increase)/decrease of Excise Duty on inventory	-	(87.18)
Processing charges	84.56	86.20
Power & Fuel	23,19.50	21,28.05
Rent	57.03	59.71
Repairs to:		
- Buildings	14.80	11.97
- Plant & Machinery	1,63.03	1,78.69
- Others	16.55	28.75
Communication	25.74	30.76
Director’s Fees	19.95	21.75
Insurance	47.45	55.24
Professional & Legal	91.57	69.60
Rates & Taxes	37.62	42.62
Freight outward	54.13	3,99.88
Travelling and conveyance	1,08.02	1,14.25
Rebate and commission	1,71.08	62.60
Payment to Auditors *(refer note ‘a’ below)*	23.02	18.95
Other selling expenses	17.01	24.59
Provision for diminution (other than temporary) in Other Current Assets	1,10.00	-
Loss on sale of fixed assets	12.66	-
Bad debts	-	33.08
Miscellaneous expenses	3,52.70	3,99.11
Total	**46,26.14**	**43,82.48**

a) Payment to auditors

	Year ended March 31, 2019	(Rs.in lacs) Year ended March 31, 2018
To Statutory Auditors		
- As Auditors	16.00	13.00
- For other services	-	-
- Reimbursement of expenses	7.02	5.95
	23.02	**18.95**

38. Earnings per share (EPS)

	Year ended March 31, 2019	(Rs.in lacs) Year ended March 31, 2018
a) Profit/(loss) for the year attributable to equity shareholders (A)	2,28.96	10,45.60
b) Weighted average number of equity shares outstanding during the year for computation of Basis EPS	1,18,13,500	1,17,08,008
Dilutive impact of stock options	-	-
Weighted average number of equity shares outstanding during the year for computation of Diluted EPS	1,18,13,500	1,17,08,008
Nominal value per share (Rs.)	10	10
c) Basic earnings per equity share (face value Rs.10 each) (A/B) (Rs.)	**1.94**	**8.93**
Dilutive earnings per equity share (face value Rs.10 each) (A/B) (Rs.)	**1.94**	**8.93**

Note: there are no dilutive shares as on March 31, 2019 and March 31, 2018;

39. Employee benefits

Defined Contribution Plan

The Company makes contribution towards provident fund and ESI for qualifying employees to government administered /approved funds wherein the Company is required to contribute a specified percentage of payroll cost to the schemes to fund the benefits. The Company has no further obligations beyond the periodic contributions.

The Company recognized Rs.2,50.61 lacs (March 31, 2018: Rs 2,33.89 lacs) towards provident fund contributions and ESI contribution in the Statement of Profit and Loss included in "Employee benefits expense" (note 34).

Defined Benefit Plan

A. Gratuity:

The Company provides for gratuity as per the Payment of Gratuity Act, 1972 or as per applicable company rules, whichever is higher. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The Company accounts for the liability for gratuity benefits payable in future based on actuarial valuation.

The following table sets out the status of the gratuity plan, based on the actuarial valuation obtained in this respect and the amounts recognised in the Company's financial statements as at balance sheet date **:**

	Year ended March 31, 2019	(Rs.in lacs) Year ended March 31, 2018
(i) **Asset/(Liability) recognised in Balance Sheet**		
Present value of the obligation at end of the year	(8,36.14)	(8,09.09)
Fair value of plan assets	4,07.66	4,21.90
Net assets/(liability) recognised in balance sheet as provision	**(4,28.48)**	**(3,87.19)**
(ii) **Amount recognised in the statement of profit and loss is as under:**		
Current service cost	41.44	41.41
Net interest cost	31.28	24.81
Expense recognised in the income statement	**72.72**	**66.22**
(iii) **Amount recognised in other comprehensive income is as under:**		
Actuarial gain/(loss) for the year on defined benefit obligation	(8.78)	(2.10)
Actuarial gain/(loss) for the year on plan assets	(7.20)	2.60
Total actuarial gain/(loss) for the year	**(15.98)**	**0.50**

		(Rs.in lacs)
	Year ended March 31, 2019	Year ended March 31, 2018
(iv) **Movement in the liability recognised in the balance sheet is as under:**		
Present value of defined obligation as at start of the year	8,09.09	7,43.01
Current service cost	41.44	41.41
Interest cost	62.30	53.50
Actuarial loss/(gain) recognised during the year	8.78	2.10
Benefits paid	**(85.47)**	**(30.93)**
Present value of defined benefit obligation as at the end of the year	**8,36.14**	**8,09.09**
(v) **Movement in the plan assets recognised in the balance sheet is as under:**		
Fair value of plan assets at beginning the year	4,21.90	4,06.36
Expected return on plan assets	31.02	28.69
Employer's contribution	4.02	8.70
Benefits paid	(42.09)	(24.45)
Actuarial gain/(loss) on plan assets	(7.19)	2.60
Fair value of plan assets at the end of the year	**4,07.66**	**4,21.90**
Actual return on plan assets	23.83	31.29
(vi) **Breakup of actuarial (gain)/loss on defined benefit obligation:**		
Actuarial (gain)/loss on arising from change in financial assumption	(10.99)	(16.76)
Actuarial (gain)/loss on arising from experience adjustment	19.77	18.86
Total actuarial (gain)/loss for the year	**8.78**	**2.10**
(vii) **Actuarial assumptions:**		
Discount rate (%)	7.70	7.20
Future salary increase (%)	6.00	6.00
Expected average remaining working lives of employees (years)	15.22	16.85

Gratuity is payable to the employees on death or resignation or on retirement at the attainment of superannuation age. To provide for these eventualities, the Actuary has used Indian Assured Lives Mortality (2006-08) Ultimate table.

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

(viii) **Sensitivity analysis for gratuity liability**		
Impact of the change in discount rate		
Effect on present value of gratuity obligation		
- Impact due to increase of 1 %	**20.18**	**(24.09)**
- Impact due to decrease of 1 %	**22.66**	**27.11**
Impact of the change in salary increase		
Effect on present value of gratuity obligation		
- Impact due to increase of 1 %	**(22.82)**	**27.16**
- Impact due to decrease of 1 %	**(20.67)**	**(24.57)**
(ix) **Expected (undiscounted) benefit payments in future years**		
Projections are for current members and their currently accumulated benefits		
Year- 1	5,12.74	4,69.29
Year- 2	51.44	25.52
Year- 3	42.42	42.18
Year- 4	51.65	37.83
Year- 5	22.82	53.78
Year- 6 to Year- 10	1,34.19	1,18.42
(x) **Category of plan assets**		
LIC managed fund	100 %	100 %

B. Compensated absence:

The leave obligations cover the Company's liability for earned leave. The liability towards compensated absences for the year ended March 31, 2019 based on the actuarial valuation carried out by using projected accrued benefit method as reduced by the contribution in the plan assets has resulted in a net asset of Rs.51.83 lacs (as on March 31, 2019) and Rs. 54.20 lacs (as on March 31, 2018) which has been shown under financial assets under Financial Statements.

40. Contingent Liabilities

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Claims against the Company, not acknowledged as debt	2.50	2.50
Sales tax, Excise & Customs matters under appeal	2,77.76	5,42.22
Others	36.68	36.68
Bills discounted	12,56.94	3,41.32
(In the opinion of the Company, the possibility relating to net outflow on the above accounts are remote)		

Note: The Hon'ble Supreme Court has in a recent decision ruled that special allowance would form part of basic wages for computing provident fund contribution. Management believes that there are numerous interpretative issues on inclusion of special allowances for the purpose of provident fund contribution as well as the effective date applicable. The Company is evaluating the implications of the order while awaiting further directions/clarifications in the matter to assess any potential impact on the company and no reliable estimate can yet be made.

41. Leases

The Company has entered into various agreements of cancellable operating lease for factory premises, and offices; rent amounting to Rs. 57.03 lacs (Rs. 59.71 lacs for the year ending March 31, 2018) has been debited to statement of profit and loss for the year ending 31 March 2019.

42. Related party disclosures: According to Ind AS 24 'Related Party Disclosures'

Non-executive Directors are disclosed as Key Managerial Personnel as per the requirement of Ind AS24. However, they are not KMPs as per Companies Act, 2013

A. List of Related Parties:

1. Subsidiary companies (wholly owned)
   - a) Xpro Global Limited;
   - b) Xpro Global Pte. Ltd., Singapore;
2. Promoter companies
   - a) iPro Capital Limited;
   - b) Intellipro Finance Pvt. Ltd.;
3. Entities over which Key Managerial Personnel have control
   - a) Alpha Capital Resources Pte. Ltd., Singapore;
   - b) Tanjore Partners LLP;
4. Post employment benefit funds
   - a) Xpro India Limited Employees Provident Fund Trust
   - b) Xpro India Limited Senior Officers Superannuation Fund
   - c) Xpro India Limited Employees Gratuity Fund
5. Key managerial personnel
   - a) Executive Directors:
     - (i) Sri Sidharth Birla, *Chairman*;
     - (ii) Sri C Bhaskar, *Managing Director & CEO*
   - b) Non-executive Independent Directors:
     - (i) Sri Amitabha Guha;
     - (ii) Sri Ashok Kumar Jha;
     - (iii) Ms Nandini Khaitan;
     - (iv) Sri P Murari *(upto 31/3/2019)*
     - (v) Sri Utsav Parekh;
     - (vi) Sri S Ragothaman

c) Non-executive Non-Independent Directors:
   (i) Smt Madhushree Birla
d) Others:
   (i) Sri H Bakshi, *President & COO*
   (ii) Sri V K Agarwal, *Jt. President & CFO*
   (iii) Sri S C Jain, *Company Secretary*

B. Transactions with Related Parties:

(Rs.in lacs)

Related Party	Nature of transaction	Year ended March 31, 2019	Year ended March 31, 2018
Xpro Global Limited	Expenses recovered	8.90	10.62
	Amount due at year-end	51.81	39.01

(Rs.in lacs)

Related Party	Nature of transaction	Year ended March 31, 2019	Year ended March 31, 2018
iPro Capital Limited	Aggregate of short-term inter-corporate deposits received from time to time	2,00.00	3,00.00
	Aggregate ICD repayments	2,00.00	4,00.00
	Outstanding amount at year end	-	-
	Interest paid on inter-corporate deposits	6.63	12.05
Xpro India Limited Employees Provident Fund Trust	Employer's contribution to post employment benefit fund	56.69	54.44
Xpro India Limited Senior Officers Superannuation Fund	Contribution to post employment benefit fund (with LIC)	36.56	38.20
Xpro India Limited Employees Gratuity Fund	Contribution to post employment benefit fund (with LIC)	4.02	8.70
Sri Sidharth Birla	Remuneration (including leave encashment)	1,20.03	1,18.60
Sri C Bhaskar	Remuneration (including leave encashment)	1,22.19	1,16.57
Sri Amitabha Guha	Sitting Fees	4.65	5.20
Sri Ashok Kumar Jha	Sitting Fees	3.30	3.30
Ms Nandini Khaitan	Sitting Fees	2.00	3.00
Sri P Murari	Sitting Fees	0.80	1.05
Sri Utsav Parekh	Sitting Fees	3.30	2.70
Sri S Ragothaman	Sitting Fees	3.40	4.50
Smt Madhushree Birla	Sitting Fees	2.50	2.00
Sri H Bakshi	Remuneration	82.87	74.48
Sri V K Agarwal	Remuneration	60.22	53.31
Sri S C Jain	Remuneration	38.33	37.30

C. No Balances were outstanding at the end of the current or previous year from/to any of the Related parties, other than as stated above;

D. Related party relationships have been identified by the management and relied upon by the auditors

43. Exceptional items

Exceptional items of Rs.84.79 lacs represents the net surplus on sale of Company's non-core asset comprising of unit located at Pithampur. (Previous year exceptional items of Rs.21,88.29 lacs represented gain of Rs.32,58.98 Lacs on sale of non-core assets located at Kolkata and Faridabad, net of additional depreciation/write-down on fixed assets (to reflect realisable value assessed as reasonable and fair) of Rs.8,24.99 lacs and Rs.2,45.70 lacs at Pithampur and Faridabad unit respectively.)

44. Segment Information

The Company operates predominantly within a single reportable business segment i.e. Polymers Processing business and mainly in a single geographic segment i.e. India. There are no separate reportable business or geographic segments. The aforesaid is in line with review of performance and allocation of resources by the chief operating decision maker.

Revenue of Rs. 1,81,31.24 lacs (previous year: Rs. 1,89,54.61 lacs) was derived from external customers each accounting for over ten percent of the revenue.

45. CSR Expenditure

Gross amount required to be spent by the Company (i.e. 2% of Average Net Profits u/s 198 of Companies Act. 2013 of last three years): Nil

46. Fair Value Measurement

Financial instrument by category

All financial assets and liabilities viz. trade receivables, security deposits, cash and cash equivalents, other bank balances, interest receivable, trade payables, employee related liabilities and short term loans from banks, are measured at amortised cost.

Fair Value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are categorised 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 financial instruments;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;

Level 3: if there are unobservable inputs for the asset or liability, then the instrument is included in level 3.

Financial instrument by category measured at amortised cost (Rs. in lacs)

Particulars	March 31, 2019		March 31, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
- Loans	1,70.28	1,70.28	2,59.46	2,59.46
Total	1,70.28	1,70.28	2,59.46	2,59.46
Financial liabilities				
- Borrowings	1,18,16.77	1,18,16.77	1,38,37.03	1,38,37.03
- Other financial liabilities	6.57	6.57	6.57	6.57
Total	1,18,23.34	1,18,23.34	1,38,43.60	1,38,43.60

The management assessed that for current assets including security deposits, loans, cash and cash equivalents, trade receivables, other recoverable, borrowings, trade payables and other current financial liabilities, the fair values approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) Long-term fixed-rate receivables are evaluated by the Company based on parameters such as interest rates, individual creditworthiness of the counterparty and other market risk factors.

(ii) The fair values of the Company's interest-bearing borrowings, loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2017 was assessed to be insignificant.

(iii) All the long term borrowing facilities availed by the Company are variable rate facilities which are subject to changes in underlying Interest rate indices. The management believes that the carrying rate of interest on these loans are in close approximation from market rates applicable to the Company. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

47. Financial risk management

i) Financial instrument by category

(Rs. in lacs)

Particulars	March 31, 2019 FVTPL	March 31, 2019 FVOCI	March 31, 2019 Amortised cost	March 31, 2018 FVTPL	March 31, 2018 FVOCI	March 31, 2018 Amortised cost
Financial assets						
- Trade receivable			56,05.83			49,22.43
- Cash and cash equivalent			37.96			1,94.12
- Other Bank balances			3,28.88			16,13.39
- Loans			2,78.25			2,76.09
- Other financial assets			3,23.49			2,05.29
Total			65,74.41			72,11.32
Financial liabilities						
- Borrowings			1,50,84.88			1,73,24.53
- Trade payables			52,03.65			55,21.40
- Other financial liabilities			25,52.89			18,33.84
Total			2,28,41.42			2,46,79.77

Note: Investment in subsidiaries as at the close of year ended March 31, 2019 and March 31, 2018 respectively are carried at cost, per the exemption availed by the Company; hence not considered herein.

The carrying amount of trade receivables, trade payables, capital creditors and cash and cash equivalent are considered to be the same as their fair values, due to short-term in nature.

The carrying value of the amortized financial assets and liabilities approximate to the fair value on the respective reporting dates.

ii) Risk management

The entity's activities expose it to market risk, liquidity risk and credit risk. The entity board of directors has overall responsibility for the establishment and oversight of the entity's risk management framework. "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.

A. Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the entity. The entity's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortized cost. The entity continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk arises from cash and cash equivalents, trade receivables, investment carried at amortized cost and deposits with banks and financial institutions.

Credit risk management

Credit risk rating

The entity assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets:

i) Low credit risk; ii) Moderate credit risk and iii) High credit risk on financial reporting date

The company provides for expected credit loss on the following:

Asset group	**Basis of categorisation**	**Provision for expected credit loss**
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivables and other financial assets	12 month expected credit loss

Based on business environment in which the entity operates, there have been no defaults on financial assets of the entity by the counterparty.

Assets are written off when there is no reasonable expectation of recovery, such a debtor declaring bankruptcy or a litigation decided against the entity. The entity continues to engage with parties whose balances are written off and attempts to enforce repayment. The entity does not have any of the debts which are recoverable.

Assets under credit risk -

(Rs. in lacs)

Credit rating	Particulars	As at March 31, 2019	As at March 31, 2018
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivables and other financial assets	65,74.41	72,11.32

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

The Company closely monitors the credit-worthiness of the debtors through internal systems for corporate customers, thereby, limiting the credit risk. The Company assesses increase in credit risk on an ongoing basis for amounts receivable that become past due and default is considered to have occurred when amounts receivables become one year past due.

Other financial assets measured at amortized cost

Other financial assets measured at amortized cost includes loans and advances to employees, security deposit and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are written defined limits.

Expected credit risk losses for financial assets other than trade receivables

Company provides for expected credit losses on loans and advances by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of 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.

(Rs. In lacs)

Particulars	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
March 31, 2019				
Investments	70.89	0 %	-	70.89
Loans	2,78.25	0 %	-	2,78.25
Trade receivables	56,05.83	0 %	-	56,05.83
Cash and cash equivalents	37.96	0 %	-	37.96
Bank balances other than above	3,28.88	0 %	-	3,28.88
Other financial assets	3,23.49	0 %	-	3,23.49
March 31, 2018				
Investments	70.89	0 %	-	70.89
Loans	2,76.09	0 %	-	2,76.09
Trade receivables	49,22.43	0 %	-	49,22.43
Cash and cash equivalents	1,94.12	0 %	-	1,94.12
Bank balances other than above	16,13.39	0 %	-	16,13.39
Other financial assets	2,05.29	0 %	-	2,05.29

Expected credit loss for trade receivables under simplified approach

The Company recognizes life-time expected credit losses on trade receivables using a simplified approach, wherein Company has defined percentage of provision by analyzing historical trends of default. There have been no significant past due trade receivables as Company receives its significant revenue from selling to major customers directly, wherein there are very low or no chances of non-recoverability. For the rest of operations there were no significant past due receivables.

(Rs. In lacs)

Particulars		As at March 31, 2019	As at March 31, 2018
Gross amount of trade receivables where no default has occurred		56,05.83	49,22.43
Expected loss rate	(%)	0	0
Expected credit loss (loss allowance provision)		-	-

B. **Liquidity Risk**

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant 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 balances as the impact of discounting is not significant.

(Rs.in lacs)

Particulars	< 1 year	1 – 5 years	>5 years	Total
As at March 31, 2019				
Borrowings	32,68.12	1,03,31.76	14,85.00	1,50,84.88
Trade payables	52,03.65	-	-	52,03.65
Financial Liabilities	25,46.32	6.57	-	25,52.89
Total	**1,10,18.09**	**1,03,38.33**	**14,85.00**	**2,28,41.42**
As at March 31, 2018				
Borrowings	34,87.50	1,08,66.03	29,71.00	1,73,24.53
Trade payables	55,21.40	-	-	55,21.40
Financial Liabilities	18,27.27	6.57	-	18,33.84
Total	**1,08,36.17**	**1,08,72.60**	**29,71.00**	**2,46,79.77**

Note: interest outflow on the borrowings would be Rs.42,64.69 lacs for remnant loan period (previous year: Rs.55,25.82 lacs)

C. **Market risk** -

Foreign currency risk -

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar and Euro. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Company. Considering that part of the borrowings are in foreign currency and also purchases are made in foreign currency, the Company's exposure to foreign currency at each reporting date is disclosed herein.

Foreign currency risk exposure

The exposure to foreign currency risk at the end of the reporting period, which have not been hedged by a derivative instrument, is as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Financial liabilities		
Payable on imports		
- USD	950,840	1,137,100
- Euro	2,451,330	-
Borrowings (including interest)		
- Euro	5,704,473	6,855,804
Financial assets		
Receivables on export		
- USD	69,976	55,761
- Euro	116,704	108,718

Sensitivity

The sensitivity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments, assuming no change in other variables.

(Rs. In lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
USD sensitivity		
INR/USD – increase by 2 %	(12.34)	(14.10)
INR/USD – decrease by 2 %	12.34	14.10
Euro sensitivity		
INR/Euro – increase by 2 %	(1,26.55)	(1,08.36)
INR/Euro – decrease by 2 %	1,26.55	1,08.36

Interest rate risk

Liabilities

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. At March 31, 2018, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Company's investments in Fixed Deposits all pay fixed interest rates.

Interest rate risk exposure

The Company's overall exposure to interest rate risk is as under:

(Rs. In lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Variable rate borrowings	1,70,48.94	1,88,47.29
Fixed rate borrowings	-	-
Total borrowings	**1,70,48.94**	**1,88,47.29**

Sensitivity

The sensitivity of profit or loss before tax to interest rate is:

(Rs. In lacs)

Particulars	Year ending March 31, 2019	Year ending March 31, 2018
Interest sensitivity		
Interest rates - increase by 1 %	1,70.49	1,88.47
Interest rates - decrease by 1 %	(1,70.49)	(1,88.47)

Assets

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rate.

Capital management policies and procedures

For the purpose of the Company's capital management, capital includes issued equity share capital, instruments entirely equity in nature and all other equity reserves attributable to the equity holders.

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

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure. 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 economic conditions and the risk characteristics of the underlying assets.

(Rs. in lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Long-term borrowings	1,18,16.76	1,38,37.03
Current maturities of long-term borrowings	21,09.74	16,25.29
Short-term borrowings	32,68.12	34,87.50
Interest accrued but not due on borrowings	27.85	35.70
Total borrowings	**1,72,22.47**	**1,89,85.52**
Less: Cash and cash equivalents	37.96	1,94.12
Bank balance other than above	3,28.88	16,13.39
Net debts	**1,68,55.63**	**1,71,78.01**
Total equity *	**81,36.40**	**79,23.42**
Net debts to equity ratio	**207.16 %**	**216.80 %**

** Equity includes equity share capital, instruments entirely in nature of equity and other equity of the Company that are manag ed as capital*

48. Revenue related disclosures

The Company has adopted Ind AS 115 ‘Revenue from Contract with Customer’ from April 1, 2018 (modified retrospective approach) which resulted in changes in accounting policies and adjustments to the amounts recognized in the financial statements. There is no impact on the earning per share pursuant to above.

A. Disaggregation of revenue

Revenue recognized mainly comprises of sale of (i) Coextruded sheets, cast films and liners and (ii) Biaxially oriented films. The disaggregation of the Company’s revenue from contract with customers is set out below:

(Rs. in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from contracts with customers		
(i) Sale of products:		
(a) Coextruded sheets, cast films and liners	2,62,33.11	2,36,78.65
(b) Biaxially oriented films	78,91.53	73,58.18
(ii) Other operating income	4,83.22	4,09.75
Total revenue covered under Ind AS 115	**3,46,07.86**	**3,14,46.58**

B. Contract balances

Information about contract liabilities and receivables from contract with customers:

(Rs. in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Contract liabilities		
Advance received from customers	10.48	19.43
Total contract liabilities	**10.48**	**19.43**
Receivables		
Trade receivables	56,05.83	49,22.43
Total receivables	56,05.83	49,22.43

C. Significant changes in the contract liabilities balances during the year:

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Contract liabilities - Advance received from customers		
Opening balance	19.43	56.10
Addition during the year	10.48	19.43
Revenue recognized during the year	(19.43)	(56.10)
Closing balance	**10.48**	**19.43**

D. The Company has applied Ind AS 115 prospectively from April 1, 2018. The adoption of this standard did not have a material impact on the financial statements of the Company.

49. The standalone financial statements were approved for issue by the Board of Directors on May 25, 2019.

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191
New Delhi
May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President & Chief Financial Officer

C. Bhaskar
Managing Director & Chief Executive Officer

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF XPRO INDIA LIMITED

Report on the Audit of the Consolidated Financial Statements

Opinion

1. We have audited the accompanying consolidated financial statements of Xpro India Limited ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at 31 March 2019, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the consolidated state of affairs (consolidated financial position) of the Group as at 31 March 2019, and its consolidated profit (consolidated financial performance including other comprehensive income), its consolidated cash flows and the consolidated changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matter

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, 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.

5. We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	**How our audit addressed the key audit matter**
Impairment assessment and disclosure of assets held for sale of unit situated in Biax - Unit I Refer note 4(d) and note 4(r) for the accounting policy and note 18 for the financial disclosures. The Group has a manufacturing unit situated in Barjora (referred to as 'Biax - Unit 1'). The management has determined Biax - Unit 1 unit as a	Our audit procedures included, but were not limited to the following: • Obtained an understanding of the management process and controls for identifying impairment indicators as well as determining the appropriate

single cash generating unit ('CGU') in accordance with Ind AS 36, Impairment of Assets. Through the year ended 31 March 2019, impairment indicators existed for the Biax - Unit 1 as the unit has incurred operational losses in the current as well as previous years. The management does an assessment of the recoverable value of the CGU when impairment indicators exist by comparing the recoverable value and carrying value of the CGU, in accordance with its group accounting policy. Consequently, earlier in the year, management had conducted valuation of assets of the Biax - Unit 1 using a management expert to determine the recoverable value of the CGU. However, as stated in the note referred above, during the quarter ended 31 March 2019; the Holding Company has entered a 'Term Sheet' for sale of its assets situated at Biax – Unit 1, basis the approval of the Board of Directors, for a consideration which is greater than the carrying value of the CGU as on the reporting date. Subsequently, the shareholders have approved the Holding Company's decision to sell the unit. The sale is subject to obtaining necessary approvals from regulatory authorities and satisfactory trial runs of the plant. Since the sale is expected to be closed within one year from the date of the Term Sheet the Group has presented these assets as "assets held for sale" in the consolidated financial statements and valued it at lower of carrying value and fair value less cost to sell in accordance with Ind AS 105. The fair value has been determined based on the value ascribed in the Term Sheet. This was considered to be one of the areas which required significant auditor attention and a matter which was of most significance in the consolidated financial statements due to the nature of transaction and materiality of the balances.	methodology to carry out impairment testing for the assets. • Evaluated and tested the controls around management's assessment of the impairment indicators and corresponding testing performed by the management. • With respect to the valuation carried out by the management expert during the year: - Assessed the professional competence, objectivity and independence of the management expert. - Assessed the methodology used by management expert to determine the recoverable value of underlying assets. - Evaluated the reasonableness of the assumptions used in carrying out the valuation of land with the available market rates. • Analysed the term sheet entered into with the buyer and noted the consideration agreed is higher than the carrying value of the land, building and plant and machinery situated at Biax - Unit 1. • Assessed reasonableness of management's judgement with respect to the likelihood and expected timing of the implementation of the term sheet. • Assessed the appropriateness and adequacy of the related disclosures in the consolidated financial statements in accordance with the applicable accounting standards.

We have determined that there is no other key audit matter to communicate in our report.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

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

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

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

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

7. The Holding Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated state of affairs (consolidated financial position), consolidated profit or loss (consolidated financial performance including other comprehensive income), consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. The respective Board of Directors/management of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

8. In preparing the consolidated financial statements, the respective Board of Directors of the companies in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors are also responsible for overseeing the financial reporting process of the Group.

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

10. 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 Standards on Auditing 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.

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

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

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

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

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

12. 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.
13. 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.
14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

15. We did not audit the financial statements of two subsidiaries, whose financial statements reflects total assets of ₹ 214.12 lakhs and net assets of ₹ 106.43 lakhs as at 31 March 2019, total revenues of ₹ 82.61 lakhs and net cash inflows amounting to ₹ 1.07 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

    Further, of these subsidiaries, one subsidiary is located outside India whose financial statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective country and which have been audited by other auditors under generally accepted auditing standards applicable in their respective country. The Holding Company's management has converted the financial statements of such subsidiary, located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding Company's management. Our opinion, and matters identified and disclosed under key audit matters section above, in so far as it relates to the balances and affairs of such subsidiary located outside India is based on the report of other auditor and the conversion adjustments prepared by the management of the Holding Company and audited by us.

    Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

16. As required by section 197(16) of the Act, based on our audit, we report that the Holding Company paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid

down under section 197 read with Schedule V to the Act. Further, on the consideration of the report of the other auditor, referred to in paragraph 15, on separate financial statements of the subsidiary we report that one subsidiary company covered under the Act have not paid or provided for any managerial remuneration during the year.

17. As required by Section 143 (3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, we report, to the extent applicable, that:

    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

    b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors;

    c) the consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;

    d) in our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act;

    e) On the basis of the written representations received from the directors of the Holding Company and taken on record by the Board of Directors of the Holding Company and the reports of the other statutory auditors of its subsidiary company, covered under the Act, none of the directors of the Group companies covered under the Act, are disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

    f) With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company and its subsidiary company, and the operating effectiveness of such controls, refer to our separate report in 'Annexure I';

    g) With respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries:

        i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, as detailed in Note 38 to the consolidated financial statements;

        ii. the Holding Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2019;

        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 companies during the year ended 31 March 2019; and

        iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these consolidated financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191

Place: New Delhi
Date: 25 May, 2019

Annexure I to the Independent Auditor's Report of even date to the members of Xpro India Limited on the consolidated financial statements for the year ended 31 March 2019

Annexure I

Independent Auditor's Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (the 'Act')

1. In conjunction with our audit of the consolidated financial statements of Xpro India Limited (the 'Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group'), as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Holding Company and its subsidiary company, as at that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company and its subsidiary company, 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 ('Guidance Note') 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 the company's business, including adherence to the 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

3. Our responsibility is to express an opinion on the IFCoFR of the Holding Company and its subsidiary company, as aforesaid, based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of IFCoFR, and the Guidance Note issued by the ICAI. 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 IFCoFR were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the IFCoFR and their operating effectiveness. Our audit of IFCoFR includes obtaining an understanding of IFCoFR, 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.

5. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company and its subsidiary company as aforesaid

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR 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 IFCoFR include 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

7. Because of the inherent limitations of IFCoFR, 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 IFCoFR to future periods are subject to the risk that the IFCoFR may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion and based on the consideration of the reports of the other auditor on IFCoFR of the subsidiary company, the Holding Company and its subsidiary company, have in all material respects, adequate internal financial controls over financial reporting and such controls were operating effectively as at 31 March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

9. We did not audit the IFCoFR in so far as it relates to one subsidiary company, whose financial statements reflect total assets of ₹ 186.24 lakhs and net assets of ₹ 79.53 lakhs as at 31 March 2019 and total revenues of ₹ 77.39 lakhs for the year ended on that date, as considered in the consolidated financial statements. The IFCoFR in so far as it relates to such subsidiary company, have been audited by other auditor whose report has been furnished to us by the management and our report on the adequacy and operating effectiveness of the IFCoFR for the Holding Company and its subsidiary company, as aforesaid, under Section 143(3)(i) of the Act in so far as it relates to such subsidiary company is based solely on the reports of the auditor of such company. Our opinion is not modified in respect of this matter with respect to our reliance on the work done by and on the report of the other auditor.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191

Place: New Delhi
Date: 25 May, 2019

CONSOLIDATED BALANCE SHEET as at March 31, 2019 (Rs. in lacs)

	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS			
Non-Current assets			
a. Property, plant and equipment	5	1,87,83.77	2,01,83.21
b. Capital work-in-progress	5	3,97.14	61.62
c. Other intangible assets	6	-	-
d. Financial assets			
Loans	7	1,70.28	2,59.46
Other financial assets	8	2,13.41	73.51
e. Deferred tax assets (net)	23	5,07.58	4,67.58
f. Non-current tax assets (net)	9	84.51	2,50.37
g. Other non-current assets	10	69.17	2,86.72
		2,02,25.86	**2,15,82.47**
Current assets			
a. Inventories	11	35,94.74	38,04.02
b. Financial assets			
Trade receivables	12	56,90.68	49,93.42
Cash and cash equivalents	13	83.03	2,40.26
Bank balances (other than cash and cash equivalents)	14	4,07.70	16,90.77
Loans	15	1,07.97	16.63
Other financial assets	16	1,11.91	1,31.79
c. Other current assets	17	10,01.76	15,30.32
Assets held for sale	18	5,04.38	9,19.38
		1,15,02.17	**1,33,26.59**
Total Assets		**3,17,28.03**	**3,49,09.06**
EQUITY AND LIABILITIES			
Equity			
a. Equity share capital	19	11,81.35	11,81.35
b. Other equity	19	69,90.59	67,74.63
Equity attributable to owners of the Company		**81,71.94**	**79,55.98**
Liabilities			
Non-Current liabilities			
a. Financial liabilities			
Borrowings	20	1,18,16.76	1,38,37.03
Other financial liabilities	21	6.57	6.57
b. Provisions	22	4,28.48	3,87.19
		1,22,51.81	**1,42,30.79**
Current liabilities			
a. Financial liabilities			
Borrowings	24	32,68.12	34,97.34
Trade payables	25		
- dues to micro & small enterprises		26.70	34.90
- dues to creditors other than micro & small enterprises		52,31.57	55,49.72
Other financial liabilities	26	25,47.30	18,27.80
b. Other current liabilities	27	2,30.30	15,85.45
c. Current tax liabilities	22	0.29	2,27.08
		1,13,04.28	**1,27,22.29**
Total liabilities		**2,35,56.09**	**2,69,53.08**
Total Equity and liabilities		**3,17,28.03**	**3,49,09.06**

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

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013
Anamitra Das
Partner
Membership No. 062191
New Delhi, May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President & Chief Financial Officer

C. Bhaskar
Managing Director & Chief Executive Officer

STATEMENT OF CONSOLIDATED PROFIT AND LOSS

For the Year ended March 31, 2019

(Rs. in lacs)

	Note No.	Year ended March 31, 2019	Year ended March 31, 2018
Income			
- Revenue from operations	28	3,46,79.24	3,17,53.23
- Other income	29	7,55.82	4,97.86
Total income		**3,54,35.06**	**3,22,51.09**
Expenses			
- Cost of materials consumed	30	2,48,71.82	2,14,94.01
- Purchase of stock-in-trade		57.78	2,50.80
- Changes in inventories of finished goods & work-in-progress	31	66.25	1,59.71
- Excise Duty		-	10,09.37
- Employee benefits expense	32	23,98.01	23,28.59
- Finance costs	33	19,86.88	21,38.84
- Depreciation and amortization expense	34	12,68.43	15,82.14
- Other expenses	35	46,34.46	44,24.14
Total expenses		**3,52,83.63**	**3,33,87.60**
Profit/(Loss) before exceptional items and tax		1,51.43	(11,36.51)
Exceptional items		84.80	21,88.29
Profit/(Loss) before tax		**2,36.23**	**10,51.78**
Tax expense			
- Current tax		40.29	2,26.83
- Deferred Tax		(40.00)	(2,25.31)
- Tax adjustment for earlier years		4.42	-
Total Tax expense		**4.71**	**1.52**
Profit/(Loss) for the year		**2,31.52**	**10,50.26**
Other comprehensive income			
Items that will not be reclassified to profit or loss			
- Remeasurement of defined benefit plans		(15.98)	0.50
- Income tax relating to these items		-	-
Other comprehensive income, net of tax		**(15.98)**	**0.50**
Total comprehensive income for the year comprising Profit/(Loss) and other comprehensive income		**2,15.54**	**10,50.76**
Profit/(Loss) for the year attributable to			
- Owners of the Company		2,31.52	10,50.26
- Non-controlling interest		-	-
Other comprehensive income for the year attributable to			
- Owners of the Company		(15.98)	0.50
- Non-controlling interest		-	-
Total comprehensive income for the year attributable to			
- Owners of the Company		2,15.54	10,50.76
- Non-controlling interest		-	-
Earnings per equity share (of Rs.10/- each)	36		
- Basic (Rs.)		**1.96**	**8.97**
- Diluted (Rs.)		**1.96**	**8.97**

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

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191
New Delhi
May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President & Chief Financial Officer

C. Bhaskar
Managing Director & Chief Executive Officer

STATEMENT OF CONSOLIDATED CASH FLOWS

For the Year ended March 31, 2019

(Rs. in lacs)

		Year ended March 31, 2019	Year ended March 31, 2018
A.	**Cash flow from Operating Activities**		
	Profit/(Loss) before tax	2,36.22	10,51.78
	Adjustments for:		
	Depreciation and amortization expense	12,68.43	15,82.14
	Exceptional items	(84.80)	(32,58.98)
	Additional depreciation and amortization expense	-	10,70.69
	Finance Costs	19,86.88	21,38.84
	Interest income	(62.04)	(69.58)
	Bad & doubtful Debts	-	33.08
	Liability/Provisions no longer required written back	(6,14.53)	(1,07.77)
	Loss/(Profit) on Sale/Discard of Property, Plant & Equipment	12.66	(2.40)
	Foreign currency translations (net)	1,32.52	(26.92)
	Provision for expected credit loss on loans	1,10.00	-
	Dividend income	(0.10)	-
	Operating Profit/(Loss) before Working Capital changes	**29,85.24**	**24,10.88**
	Adjustments for movement in Working Capital:		
	Trade & other receivables	(6,97.25)	7,49.75
	Loans & advances and other assets	3,56.15	4,21.31
	Inventories	2,09.29	(7,12.85)
	Financial liabilities	2,23.12	7,61.62
	Trade payables, other liabilities and provisions	(89.83)	(45.93)
	Cash Generated from Operations	**29,86.72**	**35,84.78**
	Direct Taxes paid (net of refunds)	(1,05.64)	(1,75.20)
	Net Cash Flow from/(used in) Operating activities (A)	**28,81.08**	**34,09.58**
B.	**Cash flow from Investing Activities**		
	Purchase of property, plant and equipment and intangible assets (including adjustment on account of capital work-in-progress, capital advances and capital creditors)	(5,52.73)	(4,87.83)
	Movement in deposit accounts	12,83.06	(11,55.42)
	Proceeds from sale of property, plant and equipment	20.31	44,01.34
	Interest Received	69.28	73.28
	Liability incurred in relation to sale of assets	(90.00)	-
	Dividend Received	0.10	-
	Net Cash Flow from/(used in) Investing Activities (B)	**7,30.03**	**28,31.37**
C.	**Cash flow from Financing Activities**		
	Proceeds from issue of shares	-	47.51
	Proceeds of long term borrowings	2,90.00	-
	Repayments of long term borrowings	(17,85.83)	(24,87.52)
	Net proceeds/(repayment) of short term borrowings	(2,29.22)	(8,78.74)
	Finance Costs	(20,34.71)	(29,57.29)
	Unclaimed Dividend Paid	(8.58)	(7.73)
	Net Cash Flow from/(used in) Financing activities	**(37,68.34)**	**(62,83.77)**
	Net increase/(decrease) in Cash and Cash equivalents (A+B+C)	**(1,57.23)**	**(42.82)**
	Cash and Cash Equivalents at the beginning of the year	**2,40.26**	**2,83.08**
	Cash and Cash Equivalents at the end of the year *(refer Note 13)*	**83.03**	**2,40.26**

	As at March 31, 2019	As at March 31, 2018
Components of cash and cash equivalents *(refer Note 13)*		
Balances with scheduled banks:		
- In current accounts	78.79	2,33.53
Cash on hand	4.24	6.73
	83.03	2,40.26

Notes:

a) The Cash Flow Statement has been prepared as per the "indirect method" set out in Ind AS 7 on Statement of Cash Flow ;

b) Disclosures as required in terms of Amendment to Ind AS 7 'Statement of cash Flows'

(Rs. in lacs)

	Non-current Borrowings	Current Borrowings
Balance as on April 1, 2018 *	1,54,62.32	34,97.34
Cash flows (net)	(14,95.83)	(2,29.22)
Non cash changes on account of		
- fair value changes	(83.14)	-
- others	43.15	-
Balance as on March 31, 3019 *	1,39,26.50	32,68.12

*includes current maturity of long term borrowings Rs.21,09.74 lacs (March 31, 2018: Rs.16,25.29 lacs)

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

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191
New Delhi
May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President &
Chief Financial Officer

C. Bhaskar
Managing Director &
Chief Executive Officer

STATEMENT OF CHANGES IN EQUITY

For the Year ended March 31, 2019 (Rs. in lacs)

A. Equity Share Capital

Particulars	Number of shares	Amount
Balance as at April 1, 2017	1,16,59,500	11,65.95
Changes in equity share capital during the year	-	-
Add; Employees Stock Option Plan (ESOP) exercised during the year	1,54,000	15.40
Balance as at March 31, 2018	1,18,13,500	11,81.35
Changes in equity share capital during the year	-	-
Balance as at March 31, 2019	1,18,13,500	11,81.35

B. Other equity

Particulars	Reserves and surplus					Total
	Capital subsidy reserve	Securities premium	General reserve	Retained earnings	Foreign currency translation reserve	
Balance as at April 1, 2017	**60.50**	**3,74.48**	**67,50.00**	**(14,93.38)**	**(1.35)**	**56,90.25**
Profit for the year	-	-	-	10.50.26	-	10,50.26
Remeasurement of defined benefit plans	-	-	-	0.50	-	0.50
Currency fluctuation on translation	-	-	-	-	1.52	1.52
Shares (ESOP) issued and allotted	-	**32.10**	-	-	-	32.10
Balance as at March 31, 2018	**60.50**	**4,06.58**	**67,50.00**	**(4,42.62)**	**0.17**	**67,74.63**
Profit for the year	-	-	-	2,31.52	-	2,31.52
Remeasurement of defined benefit plans	-	-	-	(15.98)	-	(15.98)
Currency fluctuation on translation	-	-	-	-	0.42	0.42
Balance as at March 31, 2019	**60.50**	**4,06.58**	**67,50.00**	**(2,27.08)**	**0.59**	**69,90.59**

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

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191
New Delhi
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For and on behalf of the Board

Sidharth Birla
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Chief Executive Officer

Notes to the Consolidated Financial Statements

1. Company Information:

These Consolidated financial statements comprise the financial statements of Xpro India Limited ("the Holding Company") and its subsidiaries (collectively referred to as "the Group") for the year ended March 31, 2019

	Name of Subsidiary	% Shareholding	Principal Activity	Country of Incorporation
a.	Xpro Global Limited	100 *	General Trade	India
b.	Xpro Global Pte. Ltd.	100 *	General Wholesale Trade Business & management consultancy services	Singapore

The Group is engaged mainly in the business of Polymers Processing; the transactions of the subsidiaries are insignificant. (* 100% shareholding in each of the years ended March 31, 2019 and March 31, 2018).

2. Application of new and revised Indian Accounting Standards (Ind AS)

All the Ind AS issued and notified by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the financial statements are authorized have been considered in preparing these financial statements.

2.1 Standards issued but not yet effective

On March 30, 2019, the Ministry of Corporate Affairs (MCA) issued the Companies (Indian Accounting Standards) Amendment Rules, 2018. The effective date for adoption is financials periods beginning on or after April 1, 2019.

2.1.1 Ind AS 116 - Leases

On March 30, 2019, Ministry of Corporate Affairs ('MCA') has clarified that Ind AS 116 is effective for annual periods beginning on or after April 1, 2019 and it replaces Ind AS 17 "Leases", including appendices thereto. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17. The standard includes two recognition exemptions for lessees - leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less). At the commencement date of a lease, a lessee will recognise a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognise the interest expense on the lease liability and the depreciation expense on the right-of-use asset. The Group is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

2.1.2 Amendment to Ind AS 12 - Income taxes

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified Appendix C to Ind-AS 12 Income taxes – "Uncertainty over Income Tax Treatments". The amendment to Ind AS 12 requires the entities to consider recognition and measurement requirements when there is uncertainty over income tax treatments. In such a circumstance, an entity shall recognise and measure its current or deferred tax asset or liability accordingly. The effective date of amendment is April 1, 2019. Further, there has been amendments in relevant paragraphs in Ind-AS 12 "Income Taxes" which clarifies that an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognized those past transactions or events in accordance with Ind-AS 109. The Group is evaluating the requirements of the amendments and their impact on the financial statements.

2.1.3 Amendment to Ind AS 19 - Employee benefits

On March 30, 2019, Ministry of Corporate Affairs ("MCA") has issued an amendment to Ind AS 19 which requires the entities to determine current service cost using actuarial assumptions and net interest using discount rate determined at the start of the annual reporting period. However, if an entity re-measures the net defined benefit liability (asset) as per the requirement of the standard, it shall determine current service cost and net interest for the remainder of the annual reporting period after the plan amendment, curtailment or settlement using the actuarial assumptions used to re-measure the net defined benefit liability (asset). The effective date of amendment is April 1, 2019. The Group is evaluating the requirements of the amendments and their impact on the financial statements.

2.1.4 Amendment to Ind AS 109, Financial instruments

On March 30, 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind-AS 109 in respect of prepayment features with negative compensation, which amends the existing requirements in Ind-AS 109 regarding termination rights in order to allow measurement at amortized cost (or, depending on the business model, at fair value through other comprehensive income) even in the case of negative compensation payments. This amendment is effective for annual periods beginning on or after April 1, 2019. The Group is evaluating the requirements of the amendments and their impact on the financial statements.

2.1.5 Amendment to Ind AS 23 - Borrowing costs

On March 30, 2019, Ministry of Corporate Affairs ("MCA") issued an amendment to Ind-AS 23 "Borrowing Costs" clarifies that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalization rate on general borrowings. This amendment is effective for annual periods beginning on or after April 1, 2019. The Group is evaluating the requirements of the amendments and their impact on the financial statements.

3. Basis for Preparation:

a. Principles of Consolidation

The consolidated financial statements relate to Xpro India Limited ("the Company") and its subsidiary companies. The consolidated financial statements have been prepared on the following basis:

i) The financial statements of the Company and its subsidiary companies are combined on a line-by-line basis by adding together the book value of like terms of assets, liabilities, income and expenses, after fully eliminating intra-group balances, intra-group transactions and resulting unrealized profits or losses in accordance with Ind AS 110 - "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

ii) The Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible in the same manner as the Company's Separate Financial Statements.

b. Statement of compliance with Indian Accounting Standards (Ind AS)

These financial statements have been prepared in accordance with the Indian Accounting Standards ('Ind AS') notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 read with Section 133 of the Companies Act, 2013.

These financial statements of the Group for the year ended March 31, 2019 were approved and authorized for issue by Board of Directors on May 25, 2019.

c. Basis of measurement

These financial statements have been prepared on a historical cost basis except for (a) certain financial instruments that are measured at fair values at the end of each reporting period and (b) net defined benefit assets/liability measured at fair value of planned assets less present value of defined benefit obligations. The methods used to measure fair values are discussed further in notes to financial statements.

d. Functional and presentation currency

The financial statements of the Group are presented in Indian Rupees (Rs.), which is also its functional currency. All financial amounts disclosed in the financial statements and notes have been rounded to the nearest lakh (upto two decimals), unless stated otherwise.

e. Current and non-current classification

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

i) Expected to be realised or intended to be 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.

Current assets include current portion of non-current financial assets.

All other assets are classified as non-current.

A liability is 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;
iv) There is no unconditional right to defer settlement of the liability for at least twelve months after the reporting period.

Current liabilities include current portion of non-current financial liabilities.

All other liabilities are classified as non-current.

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

Operating Cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of products/activities of the Group and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Group has determined its operating cycle as twelve months for the purpose of classification of assets and liabilities as current and non-current.

f. Fair Value Measurements

The Group measures financial instruments at fair value which is the price that would be received to sell an asset or 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 takes place either in the principal market for the asset or liability or in the absence of a principal market in the most advantageous market for the asset or liability.

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

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2: Inputs other than quoted prices, included in Level 1 that are directly or indirectly observable for the asset or liability;
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs. For assets and liabilities that are recognised in the balance sheet on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above. The Group recognises transfer between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in Note 4(q) - Financial Instruments.

Overall Considerations

The financial statements have been prepared on going concern basis using the significant accounting policies and measurement basis summarized below.

These accounting policies have been used throughout all periods presented in the financial statements, except where the Group has applied certain accounting policies and exemptions upon transition to Ind AS.

4. <u>Significant accounting policies</u>:

A summary of the significant accounting policies applied in the preparation of the financial statements are as given below. These accounting policies have been applied consistently to all periods presented in the consolidated financial statements.

a. Property, plant and equipment

Property, plant and equipment and capital work-in-progress are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.

Cost comprises the purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, borrowing costs if capitalization criteria are met and any directly attributable cost of bringing the asset to its working condition for the intended use. The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if a) it is probable that future economic benefits associated with the item will flow to the entity; and b) the cost of the item can be measured reliably.

Subsequent expenditure is recognised as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably. The cost of replacing part of an item of property, plant and equipment is recognised in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced part is derecognised. All other expenses on existing assets, including day-to-day repair and maintenance expenditure and cost of replacing parts, are charged to the Statement of Profit and Loss for the period during which such expenses are incurred. Expenditure directly relating to construction activity is capitalized. Indirect expenditure incurred during construction period is capitalized as a part of indirect construction cost to the extent the expenditure is related to construction or is incidental thereto. Other indirect costs incurred during-the construction periods which are not related to construction activity nor are incidental thereto are charged to the Statement of Profit and Loss.

Value for individual assets acquired for a consolidated price, the consideration is apportioned to the various assets on a fair value basis as determined by competent valuers.

The Group has technically evaluated all the property, plant and equipment for determining the separate identifiable assets having different useful lives under the component approach. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

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

Depreciation on property, plant and equipment is provided over the useful lives of assets as specified in Schedule II to the Act except where the management, based on independent technical assessment, depreciates certain assets over estimated useful lives which are different from the useful lives prescribed in the Schedule to the Act. The Group has used the remaining useful lives to compute depreciation on its property, plant and equipment, acquired under the business transfer agreement based on external technical evaluation.

Leasehold improvements are amortised over the lease period.

Depreciation on property, plant and equipment which are added/disposed off during the year is provided on pro-rata basis with reference to the date of addition/deletion. An item of property, plant and equipment and any significant part initially recognised is de-recognised 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 Statement of Profit and Loss when the asset is de-recognised.

Property, plant and equipment is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in the statement of profit and loss.

b. Other Intangible assets

Intangible assets that are acquired by the Group, having finite useful lives, are measured at cost less accumulated amortization and accumulated impairment losses, if any. Cost includes any directly attributable incidental expenses necessary to make the assets ready for its intended use.

Subsequent expenditure is recognised as an increase in the carrying amount of the asset when it is probable that future economic benefits deriving from the cost incurred will flow to the enterprise and the cost of the item can be measured reliably.

An intangible asset is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognised in the statement of profit and loss.

Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired. Amortization of intangible assets such as software is computed on a straight-line basis, at rates representing estimated useful life of 5 years. Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted, if appropriate.

c. Borrowing Costs

Borrowing costs include interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs, if any, directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized, if any. Capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying assets for their intended uses are complete. Income earned on temporary investment of the borrowings pending their expenditure on the qualifying assets is deducted from the borrowing costs eligible for capitalisation. All other borrowing costs are recognised as an expense in the year in which they are incurred.

d. Impairment of non-financial assets

The carrying amounts of the Group's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generate cash inflows that are largely independent of the cash inflows of the other assets or CGUs. The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs of disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU"). To determine impairment of the Group's corporate assets which do not generate independent cash inflows, recoverable amount is determined for the CGUs to which the corporate assets belongs.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit or loss. Impairment loss recognised in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to CGU, and then to reduce the carrying amounts of any other assets of the CGUs or group of CGUs on a pro-rata basis.

e. Inventories

Inventories are valued at the lower of cost and net realisable value after providing for obsolescence and other losses wherever considered necessary. Cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition and is determined on a weighted average basis. Work-in-progress includes raw material cost, plus conversion cost depending upon stage of completion. The cost of purchase consists of the purchase price including duties & taxes other than those subsequently recoverable by the enterprise from the taxing authorities, freight inwards and other expenditure directly attributable for its acquisition. Stock in Transit is valued at lower of cost and net realisable value. Scrap is valued at estimated net realisable value.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The comparison of cost and net realisable value is made on an item-by-item basis.

f. Provisions, Contingent Liabilities, Contingent assets and Commitments

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at reporting date, taking into account the risks and uncertainties surrounding the obligation. When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, the receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

Contingent liabilities are possible obligations that arise from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events not wholly within the control of the Group. Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Contingent liabilities are disclosed on the basis of judgment of the management/independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Contingent Assets are neither recognised nor disclosed in the financial statements.

g. Government grants

Government grants and subsidies are recognised when there is reasonable assurance that the Group will comply with the conditions attached to them and ultimate collection of the grant/subsidy is reasonably certain. Grants that compensate the

Group for expenses incurred are recognised in profit or loss as other operating revenues on a systematic basis in the periods in which such expenses are recognised.

h. Cash and cash equivalents

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

i. Foreign currency transactions and translation

Transactions in foreign currencies are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date the transaction first qualifies for recognition. Foreign currency monetary items are reported using the closing rate. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

Exchange differences arising on the settlement of short-term monetary items or on restatement of the Group's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or as expenses in the year in which they arise. Exchange differences pertaining to long-term foreign currency monetary items used for acquisition of depreciable fixed assets are added to the cost of fixed assets and depreciated over the remaining life of the respective fixed asset.

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks in respect of its imports and exports. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken to statement of profit and loss.

j. Revenue recognition

Sale of Goods: Revenue from sale of products are recognised when control of products is transferred i.e. on dispatch of goods and are accounted for net of returns, trade discounts and volume rebates.

Sales value is net of discounts, rebates and freight outward (on external sales) and are exclusive of value added tax and goods and service tax.

The Group considers the terms of the contract and its customary business practices to determine the transaction price. The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods to a customer, excluding amounts collected on behalf of third parties (for example, indirect taxes). No element of financing is deemed present as the sales are largely made with credit term of not more one year.

The transaction price is allocated by the Group to each performance obligation (or distinct good or service) in an amount that depicts the amount of consideration to which it expects to be entitled in exchange for transferring the promised goods or services to the customer.

For each performance obligation identified, the Group determines at contract inception whether it satisfies the performance obligation over time or satisfies the performance obligation at a point in time. If an entity does not satisfy a performance obligation over time, the performance obligation is satisfied at a point in time. A receivable is recognised when the goods are delivered as this is the case of point in time recognition where consideration is unconditional because only the passage of time is required.

When either party to a contract has performed, an entity shall present the contract in the balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

Effective 1 April 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers'' using the cumulative catch-up transition method which is applied to contracts that were not completed as on 1 April 2018. Accordingly, the comparatives have not been retrospectively adjusted. The management assessed that the effect of adoption of Ind AS 115 was not material to financial statements.

Sale of Services: Revenue from job work services and management consultancy services are recognized based on the services rendered in accordance with the terms of contracts.

Dividend Income: Dividend Income is recognized when the Group's right to receive is established which generally occurs when the shareholders approve the dividend.

Interest Income: Interest income from a financial asset is recognized when it is probable that the economic benefit will flow to the Group and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and the interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Other Income: Interest income is recognised, when no significant uncertainty as to measurability or collectability exists, on a time proportion basis taking into account the amount outstanding and the applicable interest rate, using the effective interest rate method (EIR). Income from export incentives is recognised on accrual basis.

k. Employee Benefits

Employee benefits include provident fund, Superannuation Fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans: The Group's contribution to Provident Fund, Superannuation Fund and employees state insurance scheme are considered as defined contribution plans and are charged as an expense based on the pre-determined amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans: For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Remeasurement, comprising actuarial gains and losses, the effect of the changes to the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognized in other comprehensive income in the period in which they occur.

Remeasurement recognized in other comprehensive income is reflected immediately in retained earnings and is not reclassified to profit or loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

The Group recognizes the following changes in the net defined benefit obligation as an expense in the statement of profit and loss: (i) Service costs comprising current service costs, gains and losses on curtailments and settlements; and (ii)Net interest expense or income.

The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

Compensated absences: Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognised on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in the actuarial assumption are recognised in the statement of profit and loss.

Short-term employee benefits: The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized during the year when the employees render the service.

l. Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating lease. Rental expense from operating lease is generally recognized on a straight line basis over the term of the relevant lease. Where the rentals are structured solely to increase in line with expected general inflation to compensate for the lessors expected inflationary cost increase, such increases are recognized in the year in which such benefits accrue. Initial direct costs incurred specifically for an operating lease are deferred and charged to the Statement of Profit and Loss over the lease term.

m. Income tax

Income tax expense comprises current and deferred tax.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted and as applicable at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity.

Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognised as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority.

Deferred tax is recognised in profit or loss except to the extent that it relates to items recognised directly in other comprehensive income or equity, in which case it is recognised in other comprehensive income or equity.

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

n. Earnings per share

Basic earnings per share is computed by dividing the net profit or loss for the year attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the financial year.

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

o. Operating segment

In accordance with Ind AS 108, operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments. The business activities of the Group predominantly fall within a single reportable operating segment, i.e., Polymer Processing. The Board of Directors is the Company's 'Chief Operating Decision Maker' or 'CODM' within the meaning of Ind AS 108.

p. Equity investment

Equity investments in joint ventures and subsidiaries are measured at cost. The investments are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, policy for impairment of financial assets is followed.

q. Financial instruments

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

1. Financial assets

Initial recognition and measurement

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

Subsequent measurement:

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if 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 EIR method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss. This category generally applies to trade and other receivables.

Derecognition

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party. If the

Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognizes its retained interest in the asset.

On derecognition of financial asset in its entirety, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognized in the profit or loss on disposal of that financial asset.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

(a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.

(b) Trade receivables under Ind AS 115.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves and there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

2. Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of borrowings and payables, net of directly attributable transaction costs. The Group's financial liabilities include trade and other payables, borrowings and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at amortised cost

After initial measurement, such financial liabilities are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortization process. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance costs in the profit or loss. This category generally applies to borrowings, trade payables and other contractual liabilities.

Derecognition

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

3. Offsetting

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Group or the counterparty.

r. Assets held for sale

The Group classifies asset as held for sale if their carrying amount will be recovered principally through a sale rather than through continuing use of the assets and actions required to complete such sale indicate that it is unlikely that significant changes to the plan to sell will be made or that the decision to sell will be withdrawn. Also, such assets are classified as held for sale, if the Management expects to complete the sale within one year from the date of classification.

Assets classified as held for sale are measured at the lower of their carrying amount and the fair value less cost to sell.

s. Use of estimates and management judgements

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities at the date of the financial statements. Estimates and assumptions are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are considered to be reasonable and prudent under the circumstances.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market change or circumstances arising beyond the control of the Group and uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Such changes are reflected in the assumptions when they occur.

The following areas have been identified where significant judgements, estimates and assumptions are required. Further information on each of these areas and how they impact the various accounting policies are described below and also in the relevant notes to the financial statements. Changes in estimates are accounted for prospectively.

In order to enhance understanding of the financial statements, information about areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognised in the standalone financial statements have been identified as under:

1. Useful life of property, plant and equipment

The estimated useful life of property, plant and equipment is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The Group reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

2. Recoverable amount of property, plant and equipment

In assessing impairment, Group estimates the recoverable amount of each asset or cash-generating units based on expected market outlook and future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

3. Employee benefit plans

Employee benefit obligations are measured on the basis of actuarial assumptions which include mortality and withdrawal rates as well as assumptions concerning future developments in discount rates, the rate of salary increases and the inflation rate. The Group considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

4. Leases not in legal form of lease

Significant judgment is required to apply lease accounting rules under Appendix C to Ind AS 17 'Determining whether an arrangement contains a lease'. In assessing the applicability to arrangements entered into by the Group, management has exercised judgment to evaluate the right to use the underlying asset, substance of the transactions including legally enforceable agreements and other significant terms and conditions of the arrangements to conclude whether the arrangement needs the criteria under Appendix C to Ind AS 17.

5. Provisions and contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Group. The assessments undertaken in recognising provisions and contingencies have been made in accordance with Ind AS 37, 'Provisions, Contingent Liabilities and Contingent Assets'. The evaluation of the likelihood of the contingent events has required best judgment by management regarding the probability of exposure to potential loss. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

6. Liability for de-commissioning of asset

The liability for de-commissioning is measured on the basis of present estimated cost to decommission the asset, current inflation rate and discount rate. The Group considers that the assumptions used to measure its obligations are appropriate and documented. However, any changes in these assumptions may have a material impact on the resulting calculations.

5. Property, plant and equipment

(Rs. in lacs)

Particulars	Leasehold Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Computers	Equipment & fittings	Total	Capital work In-progress
Gross Block									
Balance as on April 1, 2017	**9,33.49**	**46,21.67**	**3,13,31.24**	**3,19.82**	**3,71.09**	**1,64.21**	**1,12.82**	**3,78,54.34**	**40.47**
Additions	-	36.04	10,49.67	72.11	57.09	9.79	18.13	12,42.83	21.15
Less: Disposals/Adjustments	-	0.48	4,62.19	-	96.44	-	0.49	5,59.60	-
Less: Transferred to disposal group	88.79	2,27.76	36,82.31	26.76	-	9.41	5.42	40,40.45	-
Balance as on March 31, 2018	**8,44.70**	**44,29.47**	**2,82,36.41**	**3,65.17**	**3,31.74**	**1,64.59**	**1,25.04**	**3,44,97.12**	**61.62**
Additions	-	9.69	5,10.31	0.14	25.60	5.07	3.24	5,54.05	3,65.89
Less: Disposals/Adjustments	-	-	5,16.46	18.21	27.61	-	15.38	5,77.66	30.37
Less: Transferred to disposal group	51.27	2,55.14	41,31.47	12.31	-	21.69	2.27	44,74.15	-
Balance as on March 31, 2019	**7,93.43**	**41,84.02**	**2,40,98.79**	**3,34.79**	**3,29.73**	**1,47.97**	**1,10.63**	**2,99,99.36**	**3,97.14**
Accumulated Depreciation									
Balance as on April 1, 2017	1,68.97	7,21.23	1,39,79.34	2,03.65	1,46.53	1,46.47	91.18	1,54,57.37	
Add: depreciation for the year	10.89	1,44.41	13,41.26	22.78	35.82	6.84	12.01	15,74.01	
Add: additional depreciation	-	-	9,03.74	-	-	-	-	9,03.74	
Less: Disposals/Adjustments	-	0.14	4,30.88	-	68.66	-	0.46	5,00.14	
Less: Transferred to disposal group	88.79	90.99	29,08.90	18.11	-	9.09	5.19	31,21.07	
Balance as on March 31, 2018	91.07	7,74.51	1,28,84.56	2,08.32	1,13.69	1,44.22	97.54	1,43,13.91	
Add: depreciation for the year	9.17	1,38.35	10,49.64	22.80	34.21	7.25	7.01	12,68.43	
Less: Disposals/Adjustments	-	-	3,48.58	17.41	16.54	-	14.45	3,96.98	
Less: Transferred to disposal group	10.89	1,52.39	37,71.76	11.11	-	21.46	2.16	39,69.77	
Balance as on March 31, 2019	**89.35**	**7,60.47**	**98,13.86**	**2,02.60**	**1,31.36**	**1,30.01**	**87.94**	**1,12,15.59**	
Balance as on March 31, 2019	**7,04.08**	**34,23.55**	**1,42,84.93**	**1,32.19**	**1,98.37**	**17.96**	**22.69**	**1,87,83.77**	
Balance as on March 31, 2018	**7,53.63**	**36,54.96**	**1,53,51.85**	**1,56.85**	**2,18.05**	**20.37**	**27.50**	**2,01,83.21**	

Notes:

a) Refer Note 20 for information on property, plant and equipment pledged as security by the Group;

b) Refer note 10 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

c) Portion of leasehold land in possession of the Group and of which the Group is the beneficial owner is pending for transfer in the name of the Group and for which necessary steps are being taken;

d) Additional depreciation includes Rs.9,03.74 lacs (2017-18) provided on the basis of external valuation conducted by the management, to reflect realisable value assessed as reasonable and fair on plant and equipment at the Pithampur and Faridabad units respectively

e) The Group assessed potential generation of economic benefits from its business units and is of the view that assets employed in continuing businesses are capable of generating adequate returns over their useful lives in the usual course of business; there is no indication to the contrary and accordingly the management is of the view that no impairment provision is called for in these accounts;

f) Para D13AA of Appendix D - Exemptions from Ind AS of Ind AS 101 allows a first-time adopter to continue the policy adopted for accounting for exchange differences arising from translation of long-term foreign currency monetary items recognised in the financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period as per the previous GAAP. Accordingly exchange differences on all long term monetary items resulted in an deletion of Rs. 1,47.70 lacs (March 31, 2018: addition of Rs. 8,13.47 lacs) to Gross Block of fixed assets, being the exchange difference on long term monetary items related to the acquisition of a depreciable capital asset.

6. Other Intangible Assets

(Rs. in lacs)

	Computer Software	Technical knowhow	Total
Gross Block			
Balance as at April 1, 2017	**28.32**	**3,48.38**	**3,76.70**
Additions	-	-	-
Balance as at March 31, 2018	**28.32**	**3,48.38**	**3,76.70**
Additions	-	-	-
Balance as at March 31, 2019	**28.32**	**3,48.38**	**3,76.70**
Accumulated amortization			
Balance as at April 1, 2017	**28.32**	**1,73.30**	**2,01.62**
Add: Amortization during the year	-	8.13	8.13
Add: Additional amortization	-	1,66.95	1,66.95
Balance as at March 31, 2018	**28.32**	**3,48.38**	**3,76.70**
Add: Amortization during the year	-	-	-
Balance as at March 31, 2019	**28.32**	**3,48.38**	**3,76.70**
Balance as at March 31, 2018	**-**	**-**	**-**
Balance as at March 31, 2019	**-**	**-**	**-**

Note: Additional amortization: Rs. Nil (March 31, 2018: Rs. 1,66.95 lakhs on the basis of external valuation conducted by management, to reflect realisable value assessed as reasonable and fair on technical knowhow at the Pithampur unit;

7. Loans (Non-current)

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Security deposits	1,62.13	2,41.58
Loans to employees	8.15	17.88
Total	**1,70.28**	**2,59.46**

Note: There are no loans due by directors or other officers of the Group either severally or jointly with any other persons or amounts due by firms or private companies in which any director is a partner or a director or a member

8. Other financial assets (Non-current)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
VAT Subsidy *(under Maharashtra Package Scheme of Incentives)*	2,13.41	73.51
Total	**2,13.41**	**73.51**

9. Non-current tax assets (net)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Pre-paid taxes *(net of provision for tax)*	84.51	2,50.37
Total	**84.51**	**2,50.37**

10. Other Non-current assets

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Capital advances [*refer Note below]*	11.97	1,37.18
Advances other than capital advances		
- Pre-paid expenses	16.66	1.16
- Balances with statutory authorities	40.54	1,48.38
Total	**69.17**	**2,86.72**

Note:
Capital commitment:
Estimated amount of contracts remaining to be executed on capital account and not provided for in the amount (net of capital advances) Rs.40.53 lacs (31 March 2018: Rs.3,22.46 lacs)

11. Inventories

(valued at lower of cost and net realisable value) (Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Raw material	22,60.18	23,18.68
Work-in-progress	3,77.97	5,55.57
Finished products	6,59.94	5,48.49
Stores and spares	2,93.78	3,78.31
Stock-in-trade	2.87	2.97
Total	**35,94.74**	**38,04.02**

Note: Raw materials includes goods in transit Rs.1,64.54 lacs (March 31, 2018: Nil)

12. Trade Receivables

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Trade receivables: Considered good, unsecured	56,90.68	49,93.42
Total	**56,90.68**	**49,93.42**

Note:
(a)There are no amounts due by directors or other officers of the Group either severally or jointly with any other persons or amounts due by firms or private companies respectively in which any director is a partner or a director or a member.
(b) All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

13. Cash and cash equivalents

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Balance with Banks in current accounts	78.79	2,33.53
Cash on hand	4.24	6.73
Total	**83.03**	**2,40.26**

14. Other bank balances

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Deposit accounts with original maturity of more than 3 months and less than 12 months *	1,35.45	14,15.10
Unclaimed dividend accounts **	16.48	25.06
Earmarked balances with bank (held as margin money)	2,55.77	2,50.61
Total	**4,07.70**	**16,90.77**

*includes restricted deposit of Rs. Nil (March 31, 2018: Rs.10,00.00 lacs) in escrow account
** not due for deposit in Investor Education and Protection Fund

15. Loans (Current)

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Security deposits	100.40	4.29
Loans to employees	7.57	12.34
Total	**107.97**	**16.63**

16. Other Current Financial Assets

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
VAT refund due *(under Maharashtra Package Scheme of Incentives)*	1,07.38	1,20.00
Interest accrued on fixed deposits	4.53	11.79
Total	**1,11.91**	**1,31.79**

17. Other current assets

(Considered good, unsecured)

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Advance to suppliers	20.42	26.48
Prepaid expenses	69.61	78.57
Balance with government authorities	8,02.40	12,59.98
Other receivables		
Loans - considered good, unsecured	1,09.33	1,65.29
Loans - credit impaired	1,10.00	-
Less: Provision for expected credit loss	(1,10.00)	-
Total	**10,01.76**	**15,30.32**

Notes:

(a) The management assesses the fair value of these financial assets not to be materially different from the amounts recognised in the financial statements;

(b) Balance with government authorities represents goods and service tax (earlier service tax) paid on inputs (earlier input and services) consumed by the Group and eligible for utilisation towards discharge of goods and service tax (earlier service tax liability) in respect of services rendered by the Group. The Group expects the utilisation of outstanding balances as at each date of statement of financial position within twelve months thereof.

18. Assets held for sale

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Property, plant and equipment	5,04.38	9,19.38
Total	**5,04.38**	**9,19.38**

The management decided, during the year ended March 31, 2019, to sell or otherwise dispose non-core asset being Biax Division Unit 1, located at Barjora, Dist. Bankura, West Bengal, and subsequently obtained necessary shareholder approval. Accordingly, in terms of Ind AS 105 'Non-current assets held for sale and discontinuing operations', the property, plant and equipment situated at Biax Division Unit 1 are presented as 'Assets held for sale' separately from other assets in the balance sheet. These assets are expected to be sold during 2019-20. (Pithampur Unit - classified as assets held for sale as at March 31, 2018 sold in the current year and profit of Rs.84.80 lacs realised shown under exceptional income)

The carrying value of asset held for sale as on the date of agreement does not exceed the fair value less cost to sell and hence there is no impairment loss to be recognised in the statement of profit and loss account.

19. a) Equity Share Capital

For disclosures please refer Notes to standalone financial statements

b) Other Equity

(Rs.in lacs)

Particulars	Reserves and surplus					Total
	Capital subsidy reserve	Securities premium	General reserve	Retained earnings	Foreign currency translation reserve	
Balance as at April 1, 2017	**60.50**	**3,74.48**	**67,50.00**	**(14,93.38)**	**(1.35)**	**56,90.25**
Profit for the year	-	-	-	10,50.26	-	10,50.26
Remeasurement of defined benefit plans	-	-	-	0.50	-	0.50
Currency fluctuation on translation	-	-	-	-	1.52	1.52
Shares (ESOP) issued and allotted	-	32.10	-	-	-	32.10
Balance as at March 31, 2018	**60.50**	**4,06.58**	**67,50.00**	**(4,42.62)**	**0.17**	**67,74.63**
Profit for the year	-	-	-	2,31.52	-	2,31.52
Remeasurement of defined benefit plans	-	-	-	(15.98)	-	(15.98)
Currency fluctuation on translation					0.42	0.42
Balance as at March 31, 2019	**60.50**	**4,06.58**	**67,50.00**	**(2,27.08)**	**0.59**	**69,90.59**

Nature and purpose of reserves

a) Capital subsidy reserve

This represents the profit earned by the Group through a special transaction in the nature of a government subsidy, that is not available for distributing dividend;

b) Securities premium reserve

Securities premium reserve is used to record the premium on issue of shares. The reserve is utilised in accordance with provisions of the Companies Act, 2013;

c) General reserve

General reserve is a distributable reserve created by way of transfer from time to time from annual profits;

d) Retained earnings

Represents the profit/(loss) accumulated over the years;

e) Foreign currency translation reserve

Foreign currency translation reserve is on account of translation of balances of foreign subsidiary.

20. Non-current financial liabilities - Borrowings

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Loans from banks - Secured		
Term loans	82,39.84	91,98.46
Foreign currency borrowings	35,68.93	46,23.90
Vehicle loans	7.99	14.67
Total	**1,18,16.76**	**1,38,37.03**

a. Term loan from State Bank of India, outstanding Rs.3,44.00 lacs (previous year: Rs.3,71.00 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.3.00 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.10.00 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.12.00 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.12.50 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future (excluding specified Dielectric Film Line and slitter which are exclusively charged to Oldenburgische Landesbank AG ('OLB')) of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

b. Term Loan from Punjab National Bank, outstanding Rs.5,93.21 lacs (previous year: Rs.6,65.75 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.7.25 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.24.00 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.28.75 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.30.00 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2019, Rs.2,31.79 lacs had been paid in advance;

c. ECB from Oldenburgische Landesbank AG ('OLB') (with whom Bremer Kreditbank AG ('BKB Bank') has merged as of September 1, 2018), in the nature of term loan, outstanding €5,670,013.36; equivalent to Rs.44,58.61 lacs (previous year: €6,804,016.00; equivalent to Rs.55,48.66 lacs), carrying interest linked to Euribor has been rescheduled, is now repayable in 14 semi-annual instalments of €567,001.34 each, along with interest, commencing from April 2017, is secured by hypothecation of specified Dielectric Film Line and slitter at Barjora and is insured under Hermes export credit guarantee;

d. Term Loan from State Bank of India, outstanding Rs.17,80.00 lacs (previous year: Rs.19,19.75 lacs) carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.15.50 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.51.75 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.62.00 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.64.75 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

e. Term Loan from State Bank of India, outstanding Rs.13,76.00 lacs (previous year: Rs.14,05.06 lacs) carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.12.00 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.40.00 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.48.00 lacs each starting from April 2019; & (iv) 16 quarterly instalments of Rs.50.00 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

f. Term Loan from State Bank of India, outstanding Rs.14,18.53 lacs (previous year: Rs.15,36.00 lacs) carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.12.50 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.41.50 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.49.75 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.51.75 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2019, Rs.5.47 lacs had been paid in advance;

g. Term Loan from Allahabad Bank, outstanding Rs.12,90.00 lacs (previous year: Rs.14,39.76 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 2 quarterly instalments of Rs.7.50 lacs each starting from October, 2016; (ii) 4 quarterly instalments of Rs.11.25 lacs each starting from April 2017; (iii) 4 quarterly instalments of Rs.37.50 lacs each starting from April 2018 (iv) 12 quarterly instalments of Rs.44.50 lacs each starting from April 2019 & (v) 16 quarterly instalments of Rs.47.25 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future (excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

h. Corporate Loan from State Bank of India outstanding Rs.1,73.29 lacs (previous year: Rs.1,73.29 lacs) carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.4.00 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.13.25 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.15.75 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.16.50 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2018, Rs.2,78.71 lacs had been paid in advance;

i. Corporate Loan from State Bank of India, outstanding Rs.11,80.97 lacs (previous year: Rs.13,32.59 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.11.25 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.37.50 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.45.00 lacs each starting from April 2019 & (iv) 16 quarterly instalments of Rs.47.00 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2019, Rs.1,09.03 lacs had been paid in advance;

j. Corporate Loan from State Bank of India, outstanding Rs.3,13.00 lacs (previous year: Rs.3,38.00 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 4 quarterly instalments of Rs.2.75 lacs each starting from April 2017; (ii) 4 quarterly instalments of Rs.9.25 lacs each starting from April 2018; (iii) 12 quarterly instalments of Rs.11.00 lacs each starting from April 2019 & (v) 16 quarterly instalments of Rs.11.50 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company & second charge on all the current assets of the Company ranking pari-passu with other term lenders.

k. Corporate Loan from Allahabad Bank, outstanding Rs.3,51.00 lacs (previous year: Rs.4,07.00 lacs), carrying interest linked to the bank's MCLR, has been rescheduled, is now repayable in (i) 2 quarterly instalments of Rs.4.45 lacs each starting from October, 2016; (ii) 4 quarterly instalments of Rs.6.65 lacs each starting from April 2017; (iii) 4 quarterly instalments of Rs.22.15 lacs each starting from April 2018 (iv) 12 quarterly instalments of Rs.26.30 lacs each starting from April 2019 & (v) 16 quarterly instalments of Rs.27.90 lacs each starting from April 2022 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future (excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. As on March 31, 2019, Rs.4,10.90 lacs had been paid in advance;

l. Term Loan from Punjab National Bank, outstanding Rs.2,90.01 lakhs (previous year: Rs. Nil), carrying interest linked to the bank's MCLR, is repayable in (i) 24 quarterly instalments of Rs.25.00 lakhs each starting from June, 2020; and is secured by exclusive 1st charge on the assets to be acquired out of above loan and ranking pari passu 2nd charge on all the current assets of the Company with other term lenders.

m Working Capital Term Loan from State Bank of India, outstanding Rs.1,12.00 lacs (previous year: Rs. 1,25.50 lacs), carrying interest linked to the bank's MCLR, repayable in (i) 4 quarterly instalments of Rs.3.75 lacs each starting from April 2017; (ii) 8 quarterly instalments of Rs.5.75 lacs each starting from April 2018; (iii) 4 quarterly instalments of Rs.6.75 lacs each starting from April 2020; & (iii) 8 quarterly instalments of Rs.7.75 lacs each starting from April 2021, is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

n. Working Capital Term Loan from State Bank of India, outstanding Rs.1,02.23 lacs (previous year: Rs. 1,04.38 lacs), carrying interest linked to the bank's MCLR, repayable in (i) 4 quarterly instalments of Rs.3.53 lacs each starting from April 2017 (ii) 8 quarterly instalments of Rs.5.29 lacs each starting from April 2018; (iii) 4 quarterly instalments of Rs.6.17 lacs each starting from April 2020 & (iv) 8 quarterly instalments of Rs.7.05 lacs each starting from April 2021 is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future (excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

o. Working Capital Term Loan from Punjab National Bank, outstanding Rs.Nil (previous year: Rs. 23.97 lacs), carrying interest linked to the bank's MCLR was repayable in (i) 4 quarterly instalments of Rs.0.73 lacs each starting from April 2017; (ii)8 quarterly instalments of Rs.1.09 lacs each starting from April 2018; (iii) 4 quarterly instalments of Rs.1.27 lacs each starting from April 2020 & (iv) 8 quarterly instalments of Rs.1.45 lacs each starting from April 2021 and is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders. The loan has been fully repaid during the year.

p. Working Capital Term Loan from State Bank of India, outstanding Rs.79.00 lacs (previous year: Rs. 82.02 lacs), carrying interest linked to the bank's MCLR, repayable in (i)2 quarterly instalments of Rs.1.50 lacs each starting from October, 2016 (ii) 4 quarterly instalments of Rs.2.50 lacs each starting from April 2017; (iii) 8 quarterly instalments of Rs.4.00 lacs each starting from April 2018 (iv) 4 quarterly instalments of Rs.4.75 lacs starting from April, 2020 & (v) 8 quarterly instalments of Rs.5.50 lacs each starting from April 2021 is secured by pari-passu charge by way of hypothecation/mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

q. Working Capital Term Loan from Allahabad Bank, outstanding Rs.1,19.00 lacs (previous year: Rs.1,42.60 lacs), carrying interest linked to the bank's MCLR, repayable in (i)2 quarterly instalments of Rs.2.00 lacs each starting from October, 2016 (ii) 4 quarterly instalments of Rs.4.00 lacs each starting from April 2017; (iii) 8 quarterly instalments of Rs.6.00 lacs each starting from April 2018 (iv) 4 quarterly instalments of Rs.7.25 lacs each starting from April 2020 & iv) 8 quarterly instalments of Rs.8.25 lacs each starting from April 2021 is secured by pari-passu charge by way of hypothecation/ mortgage of all the movable and immovable assets, present and future(excluding specified Dielectric Film Line and slitter which are exclusively charged to 'OLB') of the Company and second charge on all the current assets of the Company ranking pari-passu with other term lenders.

r. Vehicle Loan(s) of Rs.23.71 lacs (previous year: Rs.51.33 lacs) carrying interest linked to the bank's Base Rate, repayable in 36 monthly instalment(s) commencing from date of disbursement, are secured by hypothecation of specified vehicles;

s. Lenders retain the right to recompense for NPV loss amount of Rs. 3,65.00 lacs arising on rescheduling of term loans;

t. There has been no default in servicing of loans as at the end of the year.

u. Rs.2,25.76 lacs, (March 31, 2018: Rs.3,06.87 lacs) has been adjusted against long term borrowings being adjustments on account of adoption of Ind AS.

v. Interest accrued and due on above borrowings is Rs.1,45.68 lacs (March 31, 2018: Rs.1,02.53 lacs).

21. Non-current financial liabilities - Others

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Security Deposits	6.57	6.57
Total	**6.57**	**6.57**

22. Provisions

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Non-current		
Gratuity *(refer Note 37 A)*	4,28.48	3,87.19
	4,28.48	**3,87.19**
Current tax liability		
Provision for taxation	0.29	2,27.08
	4,28.77	**2,27.08**

23. Deferred tax liabilities (net)

As per Ind AS 12 - Income Taxes, deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. The Group has taken strategic steps to rationalize and improve operations including through discontinuing un-economic activities and impact of these steps have started bearing positive results. However, as a matter of abundant caution, deferred tax assets have been recognized only to the extent of deferred tax liability.

Unrecognised deferred tax assets/liabilities (net): (Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Deferred tax liability		
Fixed assets:	10,19.00	7,47.00
Impact of difference between Book and Tax Depreciation		
Gross deferred tax liability	**10,19.00**	**7,47.00**
Deferred tax assets		
Carried forward of losses	35,92.00	31,16.00
Expenses deductible on payment basis	1,48.00	1,13.00
Gross deferred tax assets	37,40.00	32,29.00
Deferred tax assets recognized	**10,19.00**	**7,47.00**
Net deferred tax liability	**-**	**-**

The carry forward tax losses as at March 31, 2019, and March 31, 2018 expire as follows:-

	Losses with expiry		Losses with no expiry
Loss for the tax Assessment year ended	Tax loss Rs.Lacs	Expires on	Unabsorbed depreciation Rs.Lacs
2013-14	-	-	2,41.04
2014-15	3,73.87	March 31, 2023	9,18.52
2015-16	-	-	33,27.42
2016-17	6,43.72	March 31, 2025	28,47.70
2017-18	-	-	17,72.89
2018-19	-	-	12,59.21

Reconciliation of tax and book profit

(Rs. in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Profit before tax	2,36.23	10,51.78
Tax rate (%)	34.94	34.61
Tax expense at above rate	82.54	3,64.02
Tax impact of utilisation of brought forward losses	(82.54)	(3,64.02)
Tax expense	-	-

Tax effects of amounts which are not deductible (taxable) in calculating taxable income

MAT payable	40.29	2,26.83
Less : MAT credit	(40.00)	(2,25.31)
Income tax expense	0.29	1.52
Tax adjustment for earlier years	4.42	-
Total tax expense	4.71	1.52

Closing balance of deferred tax asset represents MAT of Rs.5,07.58 lacs (March 31, 2018: Rs.4,67.58 lacs)

24. Current financial liabilities - Borrowings

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Secured		
Working capital loan from banks	32,68.12	34,97.34
Total	**32,68.12**	**34,97.34**

a) Working Capital loans to the Holding Company, repayable on demand, are secured by first charge, ranking pari-passu, in favour of members of the Consortium of Banks, on all current assets of the Holding Company, present and future, and second charge, ranking pari-passu with term lender banks, on the entire fixed assets of the Holding Company, present and future, wherever situated and carry interest linked to Bank's MCLR;

b) Working Capital loans to the Subsidiary (Xpro Global Limited), from bank carrying interest linked to bank's MCLR is repayable on demand and is secured by hypothecation of the entire stocks of the Subisidary's current assets including inventories and receivables.

c) Overdraft against term deposits is secured by way of pledge of term deposit receipts with banks;

d) There has been no default in servicing of loans during and as at the end of the year.

25. Current financial liabilities – Trade payables

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Trade payables		
Dues to Micro and Small Enterprises	26.70	34.90
Dues to creditors other than micro and small enterprises	39,88.28	35,06.45
Acceptances	12,43.29	20,43.27
Total	**52,58.27**	**55,84.62**

a) Trade payables are non-interest bearing and are normally settled within 90 days except for payments to MSME which are settled within 45 days. Refer Note 44 for information on the Group's credit risk management processes.

b) Acceptances include arrangements where operational supplies of goods and services are initially paid by banks while the Group continues to recognise the liability till settlement with the banks which are normally effected within a period of 90 days.

c) Disclosures with respect to related party transactions is given in note 40.

d) Micro & small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMDE Act) have been identified by the Group on the basis of the information available with the Group and the auditors have relied on the same. The disclosure pursuant to MSMED Act on the amount due to micro and small enterprises is given below:

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Principal amount due and remaining unpaid	26.70	34.90
Interest due on above and remaining unpaid	-	-
Interest due and payable for the period of delay in making payment (beyond the appointed day during the year)	-	-
Payment made to suppliers (other than interest) beyond appointed day	-	-
Interest paid in terms of Sec.16 of MSMED Act	-	-
Further interest remaining due and payable in the succeeding years for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act	-	-
Interest due and payable to suppliers under MSMED Act towards payments made	-	-
Interest accrued and remaining unpaid	-	-

26. Current financial liabilities – Others

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Current maturities of long-term borrowings (refer note 20)	21,09.74	16,25.29
Creditors for capital expenditure	2,22.14	10.53
Interest accrued but not due	27.85	35.70
Unclaimed dividend *	16.48	25.06
Employees payables	1,65.51	1,15.96
Security deposit received	4.60	5.73
Others	0.98	9.53
Total	**25,47.30**	**18,27.80**

* does not include any sum due to be transferred to Investor Education & Protection Fund

27. Other current liabilities

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Advance from customer	10.48	19.43
Statutory dues payable	1,19.82	2,26.02
Advance against sale of 'assets held for sale'	1,00.00	13,40.00
Total	**2,30.30**	**15,85.45**

28. Revenue from operations

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Sale of products		
- Finished goods	3,41,29.87	3,10,40.71
- Traded Goods	66.16	3,02.77
Other operating income		
- Scrap sale	3,49.79	4,05.01
- VAT subsidy	1,27.28	-
- Export incentives and margins	6.14	4.74
Total	**3,46,79.24**	**3,17,53.23**

Note: During the year, the Group received communication from the Government of Maharashtra enhancing eligibility under the Package Scheme of Incentives – 2007, from Rs.4,84.43 lacs to Rs.7,63.16 lacs considering investments made till August 27, 2016; and accordingly the Group has claimed 25% of the VAT actually paid as incentive under the scheme, and recognized Rs.1,27.28 lacs (March 31, 2018: Nil) in the Statement of profit and Loss.

29. Other income

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Interest on		
- Fixed deposits	39.38	33.97
- Others	22.65	35.61
Dividend Income	0.10	-
Other non-operating income		
- Insurance claim received	29.99	1,05.14
- Foreign currency transactions (net)	15.18	26.92
- Excess provision written back	6,14.54	1,07.77
- Profit on sale of other fixed assets	1.59	2.40
- Miscellaneous income	32.39	1,86.05
Total	**7,55.82**	**4,97.86**

30. Cost of materials consumed

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the beginning of the year	23,18.68	15,65.07
add: Purchases during the year	2,56,13.22	2,23,56.40
less: Rebates received/returns	7,99.90	1,08.78
less: Inventories at the end of the year	22,60.18	23,18.68
Cost of Materials Consumed	**2,48,71.82**	**2,14,94.01**
Details of Materials Consumed		
Thermoplastic Resins	2,48,12.47	2,14,54.57
Others	59.35	39.44
Purchase of stock-in-trade	57.78	2,50.80

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

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Inventories at the beginning of the year		
Finished goods	5,48.49	6,94.96
Work-in-progress	5,55.56	5,69.35
Stock-in-trade	2.98	2.42
	11,07.03	12,66.73
Inventories at the end of the year		
Finished goods	6,59.94	5,48.49
Work-in-progress	3,77.97	5,55.56
Stock-in-trade	2.87	2.97
	10,40.78	11.07.02
Net decrease	**66.25**	**1,59.71**

32. Employees benefits expense

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Salaries, Wages & Bonus	20,24.47	19,50.37
Contribution to provident and other funds	2,50.61	2,33.89
Staff welfare expenses	1,22.93	1,44.33
Total	**23,98.01**	**23,28.59**

Disclosures as per Ind AS 19 in respect of provision made towards various employee benefits are made in Note 37

33. Finance costs

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Interest expense on borrowings measured at amortized cost	13,14.56	12,99.37
Interest expense on defined benefit obligation	81.27	76.83
Other borrowing costs	5,91.05	7,62.64
Total	**19,86.88**	**21,38.84**

34. Depreciation and amortization expenses

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Depreciation on tangible assets	12,68.43	15,74.01
Amortization of intangible assets	-	8.13
Total	**12,68.43**	**15,82.14**

35. Other expenses

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Consumption of Stores, Spares and Packing Material	8,99.72	7,03.86
(Increase)/decrease of Excise Duty on inventory	-	(87.18)
Processing charges	84.56	86.20
Power & Fuel	23,19.50	21,28.05
Rent	57.03	59.71
Repairs to:		
- Buildings	14.80	11.97
- Plant & Machinery	1,63.03	1,78.69
- Others	16.55	28.75
Communication	25.88	30.76
Director’s Fees	22.07	23.54
Insurance	47.48	55.24
Professional & Legal	92.73	75.13
Rates & Taxes	37.67	42.62
Freight outward	54.13	4,00.18
Travelling and conveyance	1,10.07	1,22.77
Rebate and commission	1,71.08	78.86
Payment to Auditors *(refer note ‘a’ below)*	24.07	19.49
Other selling expenses	17.01	24.59
Provision for diminution (other than temporary) in Other Current Assets	1,10.00	-
Loss on sale of fixed assets	12.66	-
Bad debts	-	33.08
Miscellaneous expenses	3,54.42	4,07.83
Total	**46,34.46**	**44,24.14**

a) Payment to auditors

(Rs.in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
To Statutory Auditors		
- As Auditors	16.00	13.00
- For other services	-	-
- Reimbursement of expenses	8.07	5.95
	24.07	**18.95**

36. Earnings per share (EPS)

	Year ended March 31, 2019	(Rs.in lacs) Year ended March 31, 2018
a) Profit/(loss) for the year attributable to equity shareholders (A)	2,31.52	10,50.26
b) Weighted average number of equity shares outstanding during the year for computation of Basis EPS	1,18,13,500	1,17,08,008
Dilutive impact of stock options	-	-
Weighted average number of equity shares outstanding during the year for computation of Diluted EPS	1,18,13,500	1,17,08,008
Nominal value per share (Rs.)	10	10
c) Basic earnings per equity share (face value Rs.10 each) (A/B) (Rs.)	**1.96**	**8.97**
Dilutive earnings per equity share (face value Rs.10 each) (A/B) (Rs.)	**1.96**	**8.97**

Note: there are no dilutive shares as on March 31, 2019 and March 31, 2018;

37. Employee benefits

Defined Contribution Plan

The Group makes contribution towards provident fund and ESI for qualifying employees to government administered / approved funds wherein the Group is required to contribute a specified percentage of payroll cost to the schemes to fund the benefits. The Group has no further obligations beyond the periodic contributions.

The Group recognized Rs.2,50.61 lacs (March 31, 2018: Rs 2,33.89 lacs) towards provident fund contributions and ESI contribution in the Statement of Profit and Loss included in "Employee benefits expense" (note 32).

Defined Benefit Plan

A. Gratuity:

The Group provides for gratuity as per the Payment of Gratuity Act, 1972 or as per applicable company rules, whichever is higher. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The Group accounts for the liability for gratuity benefits payable in future based on actuarial valuation.

The following table sets out the status of the gratuity plan, based on the actuarial valuation obtained in this respect and the amounts recognised in the Group's financial statements as at balance sheet date **:**

	Year ended March 31, 2019	(Rs.in lacs) Year ended March 31, 2018
(i) **Asset/(Liability) recognised in Balance Sheet**		
Present value of the obligation at end of the year	(8,36.14)	(8,09.09)
Fair value of plan assets	4,07.66	4,21.90
Net assets/(liability) recognised in balance sheet as provision	**(4,28.48)**	**(3,87.19)**
(ii) **Amount recognised in the statement of profit and loss is as under:**		
Current service cost	41.44	41.41
Net interest cost	31.28	24.81
Expense recognised in the income statement	**72.72**	**66.22**
(iii) **Amount recognised in other comprehensive income is as under:**		
Actuarial gain/(loss) for the year on defined benefit obligation	(8.78)	(2.10)
Actuarial gain/(loss) for the year on plan assets	(7.20)	2.60
Total actuarial gain/(loss) for the year	**(15.98)**	**0.50**
(iv) **Movement in the liability recognised in the balance sheet is as under:**		
Present value of defined obligation as at start of the year	809.09	743.01
Current service cost	41.44	41.41
Interest cost	62.30	53.50
Actuarial loss/(gain) recognised during the year	8.78	2.10
Benefits paid	**(85.47)**	**(30.93)**
Present value of defined benefit obligation as at the end of the year	**8,36.14**	**8,09.09**

		Year ended March 31, 2019	(Rs.in lacs) Year ended March 31, 2018
(v)	**Movement in the plan assets recognised in the balance sheet is as under:**		
	Fair value of plan assets at beginning the year	4,21.90	4,06.36
	Expected return on plan assets	31.02	28.69
	Employer's contribution	4.02	8.70
	Benefits paid	(42.09)	(24.45)
	Actuarial gain/(loss) on plan assets	(7.19)	2.60
	Fair value of plan assets at the end of the year	**407.66**	**4,21.90**
	Actual return on plan assets	23.83	31.29
(vi)	**Breakup of actuarial (gain)/loss on defined benefit obligation:**		
	Actuarial (gain)/loss on arising from change in financial assumption	(10.99)	(16.76)
	Actuarial (gain)/loss on arising from experience adjustment	19.77	18.86
	Total actuarial (gain)/loss for the year	**8.78**	**2.10**
(vii)	**Actuarial assumptions:**		
	Discount rate (%)	7.70	7.20
	Future salary increase (%)	6.00	6.00
	Expected average remaining working lives of employees (years)	15.22	16.85

Gratuity is payable to the employees on death or resignation or on retirement at the attainment of superannuation age. To provide for these eventualities, the Actuary has used Indian Assured Lives Mortality (2006-08) Ultimate table.

These assumptions were developed by management with the assistance of independent actuarial appraisers. Discount factors are determined close to each year end by reference to government bonds of relevant economic markets and that have terms to maturity approximating to the terms of the related obligation. Other assumptions are based on management's historical experience.

(viii)	**Sensitivity analysis for gratuity liability**		
	Impact of the change in discount rate		
	Effect on present value of gratuity obligation		
	- Impact due to decrease of 1 %	**20.17**	**(24.09)**
	- Impact due to decrease of 1 %	**22.66**	**27.11**
	Impact of the change in salary increase		
	Effect on present value of gratuity obligation		
	- Impact due to increase of 1 %	**(22.82)**	**27.16**
	- Impact due to decrease of 1 %	**(20.67)**	**(24.57)**
(ix)	**Expected (undiscounted) benefit payments in future years**		
	Projections are for current members and their currently accumulated benefits		
	Year- 1	5,12.74	4,69.29
	Year- 2	51.44	25.52
	Year- 3	42.42	42.18
	Year- 4	51.65	37.83
	Year- 5	22.82	53.78
	Year- 6 to Year- 10	1,34.19	1,18.42
(x)	**Category of plan assets**		
	LIC managed fund	100 %	100 %

B. Compensated absence:

The leave obligations cover the Group's liability for earned leave. The liability towards compensated absences for the year ended March 31, 2019 based on the actuarial valuation carried out by using projected accrued benefit method as reduced by the contribution in the plan assets has resulted in a net asset of Rs.51.83 lacs (as on March 31, 2019) and Rs. 54.20 lacs (as on March 31, 2018) which has been shown under financial assets under Consolidated Financial Statements.

38. Contingent Liabilities

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Claims against the Group, not acknowledged as debt	2.50	2.50
Sales tax, Excise & Customs matters under appeal	2,77.76	5,42.22
Others	36.68	36.68
Bills discounted	12,56.94	3,41.32
(In the opinion of the Group, the possibility relating to net outflow on the above accounts are remote)		

Note: The Hon'ble Supreme Court has in a recent decision ruled that special allowance would form part of basic wages for computing provident fund contribution. Management believes that there are numerous interpretative issues on inclusion of special allowances for the purpose of provident fund contribution as well as the effective date applicable. The Group is evaluating the implications of the order while awaiting further directions/clarifications in the matter to assess any potential impact on the group and no reliable estimate can yet be made.

39. Leases

The Group has entered into various agreements of cancellable operating lease for factory premises, and offices; rent amounting to Rs. 57.03 lacs (Rs. 59.71 lacs for the year ending March 31, 2018) has been debited to statement of profit and loss for the year ending 31 March 2019.

40. Related party disclosures: According to Ind AS 24 'Related Party Disclosures'

Non-executive Directors are disclosed as Key Managerial Personnel as per the requirement of Ind AS24.
However, they are not KMPs as per Companies Act, 2013

A. List of Related Parties:

1. Promoter companies
   - a) iPro Capital Limited;
   - b) Intellipro Finance Pvt. Ltd.;
2. Entities over which Key Managerial Personnel have control
   - a) Alpha Capital Resources Pte. Ltd., Singapore;
   - b) Tanjore Partners LLP;
4. Post employment benefit funds
   - a) Xpro India Limited Employees Provident Fund Trust
   - b) Xpro India Limited Senior Officers Superannuation Fund
   - c) Xpro India Limited Employees Gratuity Fund
5. Key managerial personnel
   - a) Executive Directors:
     - (i) Sri Sidharth Birla, *Chairman*;
     - (ii) Sri C Bhaskar, *Managing Director & CEO*
   - b) Non-executive Independent Directors:
     - (i) Sri Amitabha Guha;
     - (ii) Sri Ashok Kumar Jha;
     - (iii) Ms Nandini Khaitan;
     - (iv) Sri P Murari *(upto 31/3/2019)*
     - (v) Sri Utsav Parekh;
     - (vi) Sri S Ragothaman
   - c) Non-executive Non-Independent Directors:
     - (i) Smt Madhushree Birla
   - d) Others:
     - (i) Sri H Bakshi, *President & COO*
     - (ii) Sri V K Agarwal, *Jt. President & CFO*
     - (iii) Sri S C Jain, *Company Secretary*

B. Transactions with Related Parties:

(Rs.in lacs)

Related Party	Nature of transaction	Year ended March 31, 2019	Year ended March 31, 2018
iPro Capital Limited	Aggregate of short-term inter-corporate deposits received from time to time	2,00.00	3,00.00
	Aggregate ICD repayments	2,00.00	4,00.00
	Outstanding amount at year end	-	-
	Interest paid on inter-corporate deposits	6.63	12.05
Xpro India Limited Employees Provident Fund Trust	Employer's contribution to post employment benefit fund	56.69	54.44
Xpro India Limited Senior Officers Superannuation Fund	Contribution to post employment benefit fund (with LIC)	36.56	38.20
Xpro India Limited Employees Gratuity Fund	Contribution to post employment benefit fund (with LIC)	4.02	8.70
Sri Sidharth Birla	Remuneration (including leave encashment)	1,20.03	1,18.60
	Sitting Fees	0.01	0.02
Sri C Bhaskar	Remuneration (including leave encashment)	1,22.19	1,16.57
	Sitting Fees	0.12	0.02
Sri Amitabha Guha	Sitting Fees	4.65	5.20
Sri Ashok Kumar Jha	Sitting Fees	3.30	3.30
Ms Nandini Khaitan	Sitting Fees	2.00	3.00
Sri P Murari	Sitting Fees	0.80	1.05
Sri Utsav Parekh	Sitting Fees	3.30	2.70
Sri S Ragothaman	Sitting Fees	3.47	4.50
Smt Madhushree Birla	Sitting Fees	2.60	2.00
Sri H Bakshi	Remuneration	82.87	74.48
Sri V K Agarwal	Remuneration	60.22	53.31
Sri S C Jain	Remuneration	38.33	37.30

C. No Balances were outstanding at the end of the current or previous year from/to any of the Related parties, other than as stated above;

D. Related party relationships have been identified by the management and relied upon by the auditors

41. Exceptional items

Exceptional items of Rs.84.79 lacs represents the net surplus on sale of Group's non-core asset comprising of unit located at Pithampur. (Previous year exceptional items of Rs.21,88.29 lacs represented gain of Rs.32,58.98 Lacs on sale of non-core assets located at Kolkata and Faridabad, net of additional depreciation/write-down on fixed assets (to reflect realisable value assessed as reasonable and fair) of Rs.8,24.99 lacs and Rs.2,45.70 lacs at Pithampur and Faridabad unit respectively.)

42. Segment Information

The Group operates predominantly within a single reportable business segment i.e. Polymers Processing business and mainly in a single geographic segment i.e. India; the transactions of the subsidiaries being insignificant. Accordingly, there are no separate reportable business or geographic segments. The aforesaid is in line with review of performance and allocation of resources by the chief operating decision maker.

Revenue of Rs. 1,81,31.24 lacs (previous year; Rs. 1,89,54.61 lacs) was derived from external customers each accounting for over ten percent of the revenue.

43. Fair Value Measurement

Financial instrument by category

All financial assets and liabilities viz. trade receivables, security deposits, cash and cash equivalents, other bank balances, interest receivable, trade payables, employee related liabilities and short term loans from banks, are measured at amortized cost.

Fair Value hierarchy

Financial assets and financial liabilities measured at fair value in the statement of financial position are categorised 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 financial instruments;

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly;

Level 3: if there are unobservable inputs for the asset or liability, then the instrument is included in level 3.

Financial instrument by category measured at amortised cost (Rs. in lacs)

Particulars	March 31, 2019		March 31, 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial assets				
- Loans	1,70.28	1,70.28	2,59.46	2,59.46
Total	1,70.28	1,70.28	2,59.46	2,59.46
Financial liabilities				
- Borrowings	1,18,16.77	1,18,16.77	1,38,37.03	1,38,37.03
- Other financial liabilities	6.57	6.57	6.57	6.57
Total	1,18,23.34	1,18,23.34	1,38,43.60	1,38,43.60

The management assessed that for current assets including security deposits, loans, cash and cash equivalents, trade receivables, other recoverable, borrowings, trade payables and other current financial liabilities, the fair values approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

(i) Long-term fixed-rate receivables are evaluated by the Group based on parameters such as interest rates, individual creditworthiness of the counterparty and other market risk factors.

(ii) The fair values of the Group's interest-bearing borrowings, loans and receivables are determined by applying discounted cash flows ('DCF') method, using discount rate that reflects the issuer's borrowing rate as at the end of the reporting period. The own non-performance risk as at 31 March 2017 was assessed to be insignificant.

(iii) All the long term borrowing facilities availed by the Group are variable rate facilities which are subject to changes in underlying Interest rate indices. The management believes that the carrying rate of interest on these loans are in close approximation from market rates applicable to the Group. Therefore, the management estimates that the fair value of these borrowings are approximate to their respective carrying values.

44. Financial risk management

i) Financial instrument by category (Rs. in lacs)

Particulars	March 31, 2019			March 31, 2018		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
- Trade receivable			56,90.68			49,93.42
- Cash and cash equivalent			83.03			2,40.26
- Other Bank balances			4,07.70			16,90.77
- Loans			2,78.25			2,76.09
- Other financial assets			3,25.32			2,05.30
Total			67,84.98			74,05.84
Financial liabilities						
- Borrowings			1,50,84.88			1,73,34.37
- Trade payables			52,58.27			55,84.62
- Other financial liabilities			25,53.87			18,34.37
Total			2,28,97.02			2,47,53.36

The carrying amount of trade receivables, trade payables, capital creditors and cash and cash equivalent are considered to be the same as their fair values, due to short-term in nature.

The carrying value of the amortised financial assets and liabilities approximate to the fair value on the respective reporting dates.

ii) **Risk management**

The entity's activities expose it to market risk, liquidity risk and credit risk. The entity board of directors has overall responsibility for the establishment and oversight of the entity's risk management framework. 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.

A. **Credit risk**

Credit risk is the risk that a counterparty fails to discharge its obligation to the entity. The entity's exposure to credit risk is influenced mainly by cash and cash equivalents, trade receivables and financial assets measured at amortised cost. The entity continuously monitors defaults of customers and other counterparties and incorporates this information into its credit risk controls.

Credit risk arises from cash and cash equivalents, trade receivables, investment carried at amortised cost and deposits with banks and financial institutions.

Credit risk management

Credit risk rating

The entity assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets:

i) Low credit risk; ii) Moderate credit risk and iii) High credit risk on financial reporting date

The Group provides for expected credit loss on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivables and other financial assets	12 month expected credit loss

Based on business environment in which the entity operates, there have been no defaults on financial assets of the entity by the counterparty.

Assets are written off when there is no reasonable expectation of recovery, such a debtor declaring bankruptcy or a litigation decided against the entity. The entity continues to engage with parties whose balances are written off and attempts to enforce repayment. The entity does not have any of the debts which are recoverable.

Assets under credit risk -

Credit rating	Particulars	As at March 31, 2019	As at March 31, 2018
Low credit risk	Cash and cash equivalents, other bank balances, loans, trade receivables and other financial assets	67,84.98	74,05.84

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks across the country.

Trade receivables

The Group closely monitors the credit-worthiness of the debtors through internal systems for corporate customers, thereby, limiting the credit risk. The Group assesses increase in credit risk on an ongoing basis for amounts receivable hat become past due and default is considered to have occurred when amounts receivables become one year past due.

Other financial assets measured at amortised cost

Other financial assets measured at amortised cost includes loans and advances to employees, security deposit and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are written defined limits.

Expected credit risk losses for financial assets

Group provides for expected credit losses on loans and advances by assessing individual financial instruments for expectation of any credit losses. Since this category includes loans and receivables of varied natures and purpose, there is no trend that the Group can draw to apply consistently to entire population. For such financial assets, the Group'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 Group does not have any expected loss based impairment recognised on such assets considering their low credit risk nature.

(Rs. In lacs)

Particulars	Estimated gross carrying amount at default	Expected probability of default	Expected credit losses	Carrying amount net of impairment provision
March 31, 2019				
Loans	2,78.25	0 %	-	2,78.25
Trade receivables	56,90.68	0 %	-	56,90.68
Cash and cash equivalents	83.03	0 %	-	83.03
Bank balances other than above	4,07.70	0 %	-	4,07.70
Other financial assets	3,25.32	0 %	-	3,25.32
March 31, 2018				
Loans	2,76.09	0 %	-	2,76.09
Trade receivables	49,93.42	0 %	-	49,93.42
Cash and cash equivalents	2,40.26	0 %	-	2,40.26
Bank balances other than above	16,90.77	0 %	-	16,90.77
Other financial assets	2,05.30	0 %	-	2,05.30

Expected credit loss for trade receivables under simplified approach

The Group recognizes life-time expected credit losses on trade receivables using a simplified approach, wherein Group has defined percentage of provision by analyzing historical trends of default. There have been no significant past due trade receivables as Group receives its significant revenue from selling to major customers directly, wherein there are very low or no chances of non-recoverability. For the rest of operations there were no significant past due receivables.

(Rs. In lacs)

Particulars		As at March 31, 2019	As at March 31, 2018
Gross amount of trade receivables where no default has occurred		56,90.68	49,93.42
Expected loss rate	(%)	0	0
Expected credit loss (loss allowance provision)		-	-

B. **Liquidity Risk**

Ultimate responsibility for liquidity risk management rests with the Board of Directors. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows.

Maturities of financial liabilities

The tables below analyses the Group's financial liabilities into relevant 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 balances as the impact of discounting is not significant.

(Rs.in lacs)

Particulars	< 1 year	1 – 5 years	>5 years	Total
As at March 31, 2019				
Borrowings	32,68.12	1,03,31.76	14,85.00	1,50,84.88
Trade payables	52,58.27	-	-	52,58.27
Financial Liabilities	25,47.30	6.57	-	25,53.87
Total	**1,10,73.69**	**1,03,38.33**	**14,85.00**	**2,28,97.02**
As at March 31, 2018				
Borrowings	34,97.34	1,08,66.03	29,71.00	1,73,34.37
Trade payables	55,84.62	-	-	55,84.62
Financial Liabilities	18,27.80	6.57	-	18,34.37
Total	**1,09,09.76**	**1,08,72.60**	**29,71.00**	**2,47,53.36**

Note: interest outflow on the borrowings would be Rs.42,64.69 lacs for remnant loan period (previous year: Rs.55,25.82 lacs)

C. **Market risk** -

Foreign currency risk -

The Group is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the US Dollar and Euro. Foreign exchange risk arises from recognised assets and liabilities denominated in a currency that is not the functional currency of the Group. Considering that part of the borrowings are in foreign currency and also purchases are made in foreign currency, the Group's exposure to foreign currency at each reporting date is disclosed herein.

Foreign currency risk exposure

The exposure to foreign currency risk at the end of the reporting period, which have not been hedged by a derivative instrument, is as follows:

Particulars	As at March 31, 2019	As at March 31, 2018
Financial liabilities		
Payable on imports		
- USD	950,840	1,137,100
- Euro	2,451,330	-
Borrowings (including interest)		
- Euro	5,704,473	6,855,804
Financial assets		
Receivables on export		
- USD	69,976	55,761
- Euro	116,704	108,718

Sensitivity

The sensitivity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments, assuming no change in other variables.

(Rs. In lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
USD sensitivity		
INR/USD – increase by 2 %	(12.34)	(14.10)
INR/USD – decrease by 2 %	12.34	14.10
Euro sensitivity		
INR/Euro – increase by 2 %	(1,26.55)	(1,08.36)
INR/Euro – decrease by 2 %	1,26.55	1,08.36

Interest rate risk

Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. At March 31, 2018, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates. The Group's investments in Fixed Deposits all pay fixed interest rates.

Interest rate risk exposure

The Group's overall exposure to interest rate risk is as under:

(Rs. In lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Variable rate borrowings	1,70,48.95	1,88,57.13
Fixed rate borrowings	-	-
Total borrowings	**1,70,48.95**	**1,88,57.13**

Sensitivity

The sensitivity of profit or loss before tax to interest rate is:

(Rs. In lacs)

Particulars	Year ending March 31, 2019	Year ending March 31, 2018
Interest sensitivity		
Interest rates - increase by 1 %	1,70.49	1,88.57
Interest rates - decrease by 1 %	(1,70.49)	(1,88.57)

Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rate.

Capital management policies and procedures

For the purpose of the Group's capital management, capital includes issued equity share capital, instruments entirely equity in nature and all other equity reserves attributable to the equity holders.

The Group's capital management objectives are

- to ensure the Group's ability to continue as a going concern
- to provide an adequate return to shareholders

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

(Rs. in lacs)

Particulars	As at March 31, 2019	As at March 31, 2018
Long-term borrowings	1,18,16.76	1,38,37.03
Current maturities of long-term borrowings	21,09.74	16,25.29
Short-term borrowings	32,68.12	34,97.34
Interest accrued but not due on borrowings	27.85	35.70
Total borrowings	**1,72,22.47**	**1,89,95.36**
Less: Cash and cash equivalents	83.03	2,40.26
Bank balance other than above	4,07.70	16,90.77
Net debts	**1,67,31.74**	**1,70,64.33**
Total equity *	**81,71.94**	**79,55.98**
Net debts to equity ratio	**204.75 %**	**214.48 %**

** Equity includes equity share capital, instruments entirely in nature of equity and other equity of the Group that are managed as capital*

45. Additional Information as required by paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

(Rs. In lakhs)

Name of the Company	Net Assets (Total Assets minus total liabilities)		Share in Profit or Loss		Other Comprehensive Income (OCI)		Total Comprehensive Income (TCI)	
	As % of Consolidated Net Assets	Net Assets	As % of Consolidated Profit/(Loss)	Profit / (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
2018 - 19								
Parent Company								
Xpro India Ltd.	98.70	80,65.51	98.89	228.96	100.00	(15.98)	98.81	2,12.98
Indian Subsidiary								
Xpro Global Ltd.	0.97	79.53	0.47	1.09	-	-	0.51	1.09
Foreign Subsidiary								
Xpro Global Pte Ltd	0.33	26.90	0.63	1.47	-	-	0.68	1.47

Note: The above figures are after eliminating intra group transactions and intra group balances as at March 31, 2019

Name of the Company	As % of Consolidated Net Assets	Net Assets	As % of Consolidated Profit/(Loss)	Profit / (Loss)	As % of Consolidated OCI	OCI	As % of Consolidated TCI	TCI
2017 - 18								
Parent Company								
Xpro India Ltd.	98.70	78,52.53	99.56	10,45.60	100.00	0.50	99.56	10,46.10
Indian Subsidiary								
Xpro Global Ltd.	0.99	78.44	0.36	3.77	-	-	0.36	3.77
Foreign Subsidiary								
Xpro Global Pte Ltd	0.31	25.01	0.08	0.89	-	-	0.08	0.89

Note: The above figures are after eliminating intra group transactions and intra group balances as at March 31, 2018

46. Revenue related disclosures

The Group has adopted Ind AS 115 'Revenue from Contract with Customer' from April 1, 2018 (modified retrospective approach) which resulted in changes in accounting policies and adjustments to the amounts recognized in the financial statements. There is no impact on the earning per share pursuant to above.

A. Disaggregation of revenue

Revenue recognized mainly comprises of sale of (i) Coextruded sheets, cast films and liners and (ii) Biaxially oriented films. The disaggregation of the Group's revenue from contract with customers is set out below:

(Rs. in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Revenue from contracts with customers		
(i) Sale of products:		
(a) Coextruded sheets, cast films and liners	2,62,33.11	2,36,78.65
(b) Biaxially oriented films	78,91.53	73,58.18
(c) Traded goods	66.16	3,02.77
(d) Other services	5.22	3.88
(ii) Other operating income	4,83.22	4,09.75
Total revenue covered under Ind AS 115	**3,46,79.24**	**3,17,53.23**

B. Contract balances

Information about contract liabilities and receivables from contract with customers:

(Rs. in lacs)

	Year ended March 31, 2019	Year ended March 31, 2018
Contract liabilities		
Advance received from customers	10.48	19.43
Total contract liabilities	**10.48**	**19.43**
Receivables		
Trade receivables	56,90.68	49,93.42
Total receivables	**56,90.68**	**49,93.42**

C. Significant changes in the contract liabilities balances during the year:

(Rs. in lacs)

	As at March 31, 2019	As at March 31, 2018
Contract liabilities - Advance received from customers		
Opening balance	19.43	56.10
Addition during the year	10.48	19.43
Revenue recognized during the year	(19.43)	(56.10)
Closing balance	**10.48**	**19.43**

D. The Group has applied Ind AS 115 prospectively from April 1, 2018. The adoption of this standard did not have a material impact on the financial statements of the Group.

47. The consolidated financial statements were approved for issue by the Board of Directors on May 25, 2019.

In terms of our report of even date attached
For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No. 001076N/N500013

Anamitra Das
Partner
Membership No. 062191
New Delhi
May 25, 2019

For and on behalf of the Board

Sidharth Birla
Chairman

S. C. Jain
Company Secretary

V. K. Agarwal
Joint President & Chief Financial Officer

C. Bhaskar
Managing Director & Chief Executive Officer

Annexure to the Directors' Report

Particulars of Employees pursuant to the provisions of Section 197 of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. Details of Top Ten Employees in terms of remuneration drawn during the year 2018-19:

Name	Designation of the Employee	Remuneration Received (Rs.)	Qualifications	Experience (Years)	Date of commencement of Employment	Age (Years)	Last Employment held
Sri Sidharth Birla*	Chairman	1,20,02,560	B. Sc.(Hons), M.B.A.	41	01/03/2000	61	Cimmco Birla Limited
Sri C. Bhaskar*	MD & CEO	1,22,18,556	B.Tech.(Chem), PGDM (IIM-C), MIMA, FIPI	40	01/01/1984	63	VXL India Limited
Sri H. Bakshi	President & COO	82,86,540	B.Tech.(Chem), Dip.Ind.Safety	41	25/01/1993	63	Ceat Limited
Sri V.K. Agarwal	Joint President & CFO	60,22,353	B.Com.,FCA, ACS	32	11/02/2008	53	Wire & Wireless (India) Limited
Sri N. Ravindran	Joint President (Marketing)	56,18,627	B.Sc., MSc., PGDM (IIM-A)	32	01/07/1995	57	Bata India Limited
Sri Anil Jain	Sr. Vice President, Coex Division (RNJ)	45,54,194	B.Com., ACA	34	08/03/1995	59	Usha Telehoist Limited
Sri Radhey Shyam	Executive Vice President, Coex Division (RNJ)	45,51,712	Dip. Mech Eng.	38	08/08/2016	57	Amber Enterprises India Private Limited
Sri S.C. Jain	Company Secretary	38,33,183	M.Com., LLB, FCS	52	15/12/1997	68	Marshall, Sons & Co. (India) Limited
Sri Sunil Mehta	Executive Vice President, Coex Division (GRN)	29,00,550	B.A. Economics (Hons), MBA	40	16/02/1996	62	Ankit Granites Limited
Sri Satish M Agarwal	Vice President (Commercial), Coex Division (RNJ)	23,03,510	B Com, D.B.M Mumbai	40	01/11/1999	59	M/s CImmco Birla Limited

ii. a) Employed for the year and in receipt of remuneration in aggregate not less than Rs.1,02,00,000/- p.a. : *As above
b) Employed for part of the year and in receipt of remuneration in aggregate not less than Rs.8,50,000/- p.m.: None

Notes:
a. Remuneration includes Salary, Housing, Medical Reimbursement, Leave Travel Assistance, Company's Contribution to Provident & Superannuation Funds and other perquisites, Leave encashment and commission, if any.
b. Appointment of Sri Sidharth Birla and Sri C. Bhaskar are contractual and of others are non-contractual.
c. Sri Sidharth Birla and Smt. Madhushree Birla are related and others are not related to any Director of the Company.
d. No employee of the Company, in receipt of remuneration in excess of the highest paid Director, together with his spouse and dependent children holds more than 2% of the Equity Shares of the Company.

For and on behalf of the Board

New Delhi
May 25, 2019

Sidharth Birla
Chairman

XPRO INDIA LIMITED

Registered Office: Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202, India
CIN: L25209WB1997PLC085972

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:			
Folio No./Client Id:		DP ID:	

I/We, being the member(s) of ……………………………. shares of the above named company, hereby appoint:

1. Name:		E-mail Id:	
Address:			
Signature:			or failing him/her

2. Name:		E-mail Id:	
Address:			
Signature:			or failing him/her

3. Name:		E-mail Id:	
Address:			
Signature:			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual General Meeting of the Company to be held on Saturday, August 3, 2019 at 10.30 a.m. at the Registered Office of the Company at Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202, India and at any adjournment thereof in respect of such resolutions as are indicated (by tick [√] mark) below:

Resolution No.	1		2		3		4		5		6		7		All	

Signed this ………. Day of ……………………. 2019.

Affix
Revenue
Stamp

Signature of proxy holder(s)

Signature of shareholder

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the Meeting.

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XPRO INDIA LIMITED

Registered Office: Barjora-Mejia Road, P.O. Ghutgoria, Tehsil: Barjora, Distt: Bankura, West Bengal 722 202, India
CIN: L25209WB1997PLC085972

ATTENDANCE SLIP

[To be presented at the entrance]

22nd ANNUAL GENERAL MEETING OF THE COMPANY ON SATURDAY, AUGUST 3, 2019

Folio No./DP ID No. & Client ID No. ……………………………………………………………………………………………

Name of the Member ………………………………………………………… Signature ……………………………………………

Name of the Proxy holder …………………………………………………… Signature ……………………………………………