

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



**Roopa Industries Limited**  
(CIN:L10100AP1985PLC005582)

# Roopa Industries Limited

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## BOARD OF DIRECTORS

: T.G.Raghavendra - Chairman & Managing Director  
V.J.Sarma - Whole-time Director  
A.Satyanarayana Murthy - Non-Executive Independent Director  
O.MohanRao - Non-Executive Independent Director  
S.Karunasree - Non-Executive Independent Woman Director

## STATUTORY COMMITTEES

### AUDIT COMMITTEE

: S.Karunasree - Chairman  
O.Mohan Rao - Member  
V.J.Sarma - Member

### NOMINATION &

### REMUNERATION COMMITTEE

: A.Satyanarayana Murthy – Chairman  
O.Mohan Rao - Member  
T.G.Raghavendra - Member

## STAKEHOLDERS

### RELATIONSHIP COMMITTEE

: O.Mohan Rao – Chairman  
T.G.Raghavendra – Member  
V.J.Sarma – Member

## BANKERS

: HDFC Bank Limited  
State Bank of India

## STATUTORY AUDITORS

: S.T.Mohite & Co.,  
Chartered Accountants  
Hyderabad - 500 004

## REGISTRAR &

## TRANSFER AGENT

: M/s. Aarathi Consultants Pvt.Ltd  
Regd.Office:1-2-285  
Domalguda, Hyderabad - 500 029.  
Phone Nos: 040-27638111, 27634445,  
Fax: 040-27632184.  
Email: info@aarthiconsultants.com,  
Website: www.aarthiconsultants.com

## REGISTERED OFFICE

: Roopa Industries Limited  
17/745, Alur Road, Adoni- 518 301  
Kurnool District, A.P.  
Tel: +91 8096330007, Fax : +91 40 23310379  
E-mail: info@roopaindustries.com  
Investor Complaints :  
investorsroopa@gmail.com,  
investors@roopaindustries.com  
Website: www.investorsatril.com

## FACTORY

: A3 /A4, Phase-IV , IDA,  
Patancheru, Sanga Reddy District,  
Pin Code-502319 Telangana State.

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# Roopa Industries Limited

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## Notice of 34<sup>th</sup> Annual General Meeting

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of the ROOPA INDUSTRIES LIMITED (CIN:L10100AP1985PLC005582) will be held on Monday, 30<sup>th</sup> September, 2019 at 10:00a.m. at the Registered Office of the Company at 17/745, Alur Road, Adoni - 518301, Kurnool District, Andhra Pradesh, to transact the following business:

### Ordinary Business

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31<sup>st</sup> March 2019 together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Sri T.G.Raghavendra (DIN:00186546), who retires by rotation and being eligible offers himself for re-appointment.

By order of The Board of Directors

Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 14<sup>th</sup> August, 2019

### Notes

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ENCLOSED. PROXY FORM IN ORDER TO BE EFFECTIVE, DULY COMPLETED, MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of persons seeking appointment/re-appointment as Directors at the Annual General Meeting is annexed hereto.
3. Members / proxies are requested to bring with them the Attendance slip sent with the Annual Report duly completed and signed and hand it over at the entrance.
4. Pursuant to Sec.91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2019 to 30.09.2019 (both days inclusive).
5. Non-resident Indian Shareholders are requested to inform us immediately the change in Residential status on return to India for permanent settlement the particulars of Bank NRE Account, if not furnished earlier.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Aarthi Consultants Pvt Ltd.
7. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
8. Members desiring any information on the financial statements at the Annual General Meeting are requested to write to the Company at least seven days in advance so as to enable the Company to keep the information ready.

9. Members are requested to quote Folio Number/ Client ID No in all correspondence. Members are requested to update their Email ID with their respective depository participant and with the company's Registrar and Transfer Agents.
10. As the Company's Equity shares are compulsorily traded in demat mode, shareholders holding shares in physical form are requested to dematerialize the same.
11. In accordance with the MCA's "Green Initiative in Corporate Governance" allowing companies to share documents with its shareholders in the electronic mode and related amendments to the Listing Agreement with the Stock Exchanges, the company is sharing all documents with shareholders in the electronic mode, wherever the same has been agreed to by the shareholders. Shareholders are requested to support this green initiative by registering/updating their e-mail addresses for receiving electronic communications.
12. E-VOTING

Pursuant to Section 108 of the Companies Act, 2013 read with relevant Rules of the Act and Regulations 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to the members to exercise their right to vote by electronic means.

The e-voting period will commence at 10:00 a.m. on 27<sup>th</sup> September, 2019 and will end at 5:00 p.m. on 29<sup>th</sup> September, 2019. The Company has appointed Mrs. Sridevi Madati (FCS No-6476, CP No- 11694), Practicing Company Secretary to act as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot form received from the members who do not have access to the e-voting process) in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

The e-voting facility is available at the link:

EVS (e-voting Sequence Number)	Commencement of e-voting	End of e-voting
<b>190829087</b>	27-09-2019	29-09-2019

Members have an option to vote either through e-voting or through physical ballot form. If a member has opted for e-voting, then he/she should not vote by physical ballot also and vice versa. However, in case members cast their vote both via physical ballot and e-voting then e voting shall prevail and voting done through physical ballot shall be treated as invalid. The Company has signed an agreement with CDSL for facilitating e-voting.

The Scrutinizer shall, immediately after the conclusion of voting at the Annual General meeting, first count the votes cast at the meeting, 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 three (3) days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman and/or Managing Director or a person authorized by him in writing who shall counter sign the same.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.investorsatril.com](http://www.investorsatril.com) and on the website of CDSL and communicated to Stock Exchange where the shares are listed.

### 13. The instructions for members for voting electronically are as under:

The voting period begins on Friday, the 27<sup>th</sup> September, 2019 at 10:00 AM and ends on Sunday the 29<sup>th</sup> September, 2019 at 5:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21<sup>st</sup> September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted through e-voting prior to the meeting date would not be entitled to vote at the meeting venue.

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

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

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Roopa Industries Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from google play store. iPhone and windows phone users can download the app from app store and the windows phone store respectively on or after 30<sup>th</sup> June, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**BRIEF PROFILES OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT**

<b>Name of the Director</b>	<b>T.G.Raghavendra</b>
Date of Birth	02-04-1954
Date of appointment / re-appointment	28-09-2018
Qualification	Graduation
Expertise in specific functional area	He has overall 40 years of experience in Pharma Industry.
List of public ltd. companies in which outside directorships held	NIL
Membership/Chairman-ships of committees of other public companies (includes only audit committee and stakeholders relationship committee)	NIL

By order of The Board of Directors

Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 14<sup>th</sup> August, 2019

# Roopa Industries Limited

## DIRECTORS' REPORT

To  
The Members,

Your directors have pleasure in presenting the 34<sup>th</sup> Directors' Report on the business and operations of your company for the financial year ended 31<sup>st</sup> March 2019.

## FINANCIAL RESULTS:

Particulars	Amount in lacs Year ended	
	31.03.2019	31.03.2018
Sales and Other Income	3043.25	2358.36
EBIDTA	274.80	201.94
Finance Cost	138.59	105.36
Depreciation	57.25	52.48
Profit before Tax	78.96	44.10
Provision for taxation:		
Current Tax	14.78	11.66
Deferred Tax	3.77	21.51
Profit after Tax	60.41	53.95
Add: Other Comprehensive Income	0.20	(8.59)
Total Comprehensive Income for the year	60.61	45.35

## PERFORMANCE:

The Company focused on its core business TPP and its allied products. The operation of TPP project at Patacheru, Medak District, Telangana State has been stabilized and the Company has been making efforts to improve the performance.

The income from operations is Rs.30,43,24,833/- as against Rs.23,58,35,551/- for the corresponding previous year. The profit before tax stood at Rs.78,96,474/- as against Rs.44,10,277/- for the previous year. The profit after tax stood at Rs.60,41,238/- as against Rs. 53,94,611/- for the corresponding period. The Basic Earnings Per Share for the yearended 31.03.2019 is Rs.0.77 as against Rs. 0.58 for the corresponding previous year ended 31.03.2018.

## DIVIDEND:

Your Directors did not recommend dividend for the financial year 2018-19.

## PUBLIC DEPOSITS

The Company has not accepted or invited any Deposits and consequently no deposit has matured / become due for re-payment as on 31<sup>st</sup> March 2019.

## MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FIANNCIAL POSITION OF THE COMPANY:

There are no material changes and commitments affecting the financial position of the Company which occurred between the end on the financial year to which the financial statements relate and the date of this report.

## PARTICULARS OF DIRECTORS AND KEY MANEGERIAL PERSONNEL:

### Appointments:

In accordance with the provisions of Section 152(6) of the Companies Act, 2013 and the Articles of Association of the Company, Sri.T.G.Raghavendra, Director of the Company retire by rotation at this Annual General Meeting and being eligible offer himself for reappointment.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

The brief particulars of the Directors seeking appointment / re-appointment at this Annual General Meeting are being annexed to the Corporate Governance Report as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forming part of this Annual Report.

### Cessation:

During the year, none of the directors have ceased to be directors.

### Key Managerial Personnel

Ms.T.Hema, Company Secretary had resigned from her position on 30/05/2019.

## Board evaluation and assessment

Evaluation of all Board members is done on an annual basis. The evaluation is done by the Board, Nomination and Remuneration committee and Independent Directors with specific focus on the performance and effective functioning of the Board and individual Directors.



Pursuant to the provisions of the Companies Act, 2013, the Board has carried out performance evaluation taking into consideration of various aspects of the Board's functioning, composition of Board, and its Committees, execution, and performance of specific duties, obligations and governance. The Performance of evaluation of Independent Directors was completed. The Performance evaluation of Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with evaluation process.

### **Policy on directors' appointment and remuneration and other details**

The Board has, on the recommendation of the Nomination and Remuneration Committee framed a policy which lays down a framework in relation to selection, appointment and remuneration to directors, key managerial personnel and senior management of the Company. The Company's policy on directors and KMP appointment and remuneration and other matters provided in section 178(3) of the Act have been disclosed in the corporate governance report, which forms part of the directors' report.

### **Number of Board Meetings during the year**

During the year, 4 meetings of the Board and 4 meetings of Audit Committee were convened and held, the details of which form part of the report on corporate governance.

### **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The particulars of loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 have been disclosed as notes in the financial statements.

### **RELATED PARTY TRANSACTIONS**

All transactions entered with Related Parties for the year under review were on arm's length basis and in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval, where ever required. Prior omnibus approval of the

Audit Committee is obtained for the transactions which are of a foreseeable and repetitive nature. A statement giving details of the related party transactions entered into pursuant to the omnibus approval so granted are placed as necessary before the Audit Committee and the Board of Directors. The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURT:**

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

### **AUDITORS AND OBSERVATIONS**

#### **Statutory Auditors**

In terms of the provisions of the Companies Amendment Act, 2017 read with Notification S.O. 1833(E) dated 7th May 2018 deletes provision of annual ratification of the appointment of auditor. Now during a single term of 5 years, there shall be no requirement for ratification of the appointment of auditor. A company sending notices for Annual General Meeting on or after 7<sup>th</sup> May, 2018 is not required to include ratification of the auditor as its agenda item.

The Auditors, M/s.S.T.Mohite & Co., Chartered Accountants were appointed as Statutory Auditors to hold office till the conclusion of AGM to be held in the year 2021, since there is no requirement, the Board has not recommended for ratification of Statutory Auditors in the Notice of 34<sup>th</sup> AGM.

#### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. Geeta Serwani & Associates, Company Secretaries in Practice to under take the Secretarial Audit of the Company for the Financial Year 2018-19. The Report of the Secretarial Auditor for Financial Year 2018-19 is annexed herewith as "Annexure-1".

## Internal Auditors

Internal auditors of the Company have done audit and their report is reviewed by the Audit Committee from time to time.

## Qualification and Remarks

The auditors' report contain qualifications with respect to payment of Statutory dues. The management is taking necessary steps to clear the outstanding dues.

Secretarial Auditors' report do not contain any qualifications, reservations or adverse remarks.

## DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SECTION 143(12):

During the year under review, there were no frauds reported by the auditors to the Audit Committee or the Board under section 143(12) of the Companies Act, 2013.

## CORPORATE SOCIAL RESPONSIBILITY

The Company is not covered under the criteria mentioned in the provisions of Companies Act, 2013.

## MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to the provisions of Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a report on Management Discussion & Analysis is presented in a separate section and forms part of the Annual Report.

## CORPORATE GOVERNANCE

The Company has implemented the procedures and adopted practices in conformity with the Code of Corporate Governance enunciated in provisions of SEBI (LODR) Regulations, 2015.

A report on Corporate Governance pursuant to the provisions of Corporate Governance Code stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of the Annual Report. Full details of the various board committees are also provided therein along with Auditors' Certificate regarding compliance of conditions of corporate governance and forms integral part of this Report.

## EXTRACT OF ANNUAL RETURN (MGT 9)

The extract of the annual return in Form MGT 9 as required under the provisions of section 92 of the Act is enclosed as Annexure - II.

## DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENT:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company (with its inherent weakness) work performed by the internal, statutory and secretarial auditors including the audit of internal financial controls over financial reporting by the Statutory Auditors and the reviews performed by management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the period ended on 31<sup>st</sup> March, 2019.

## RISK MANAGEMENT

The Board of the Company has framed apolicy to implement and monitor the risk management plan for the Company and ensuring its effectiveness. The Board oversees the Risk Management process including risk identification, impact assessment, effective implementation of the mitigation plans and risk reporting. The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

## VIGIL MECHANISM / WHISTLE BLOWER POLICY

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of

highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy.

### **HUMAN RESOURCES:**

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/functional capabilities in order to meet future talent requirement.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

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

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

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

The information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014 are provided in the Annexure- III forming part of this Report.

### **PARTICULARS RELATING TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

Your Company has always believed in providing a safe and harassment free workplace for every individual working in its premises through various policies and practices. Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

Your Company has adopted a policy on Prevention of Sexual Harassment at Workplace which aims at prevention of harassment of employees and lays down the guidelines for identification, reporting and prevention of undesired behaviour.

Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All associates of the company are covered under this policy. There were no complaints received under the policy during 2018-19.

### **PARTICULARS OF EMPLOYEES**

The Company has not employed any individual whose remuneration falls within the purview of the limits prescribed under 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.

### **PARTICULARS OF REMUNERATION**

Disclosures with respect to the remuneration of Directors and employees as required under Section 197(12) of Companies Act, 2013 and Rule 5 (1) Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Executive Directors	Ratio to Median remuneration
T G Raghavendra	12.21
V J Sarma	4.88

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year: There is no increase during the year.
- c. There is percentage increase in the median remuneration of employees in the financial year: NIL
- d. The number of permanent employees on the rolls of Company: 58
- 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 point out if there are any exceptional circumstances for increase in the managerial remuneration: There is no increase in the remuneration / salaries during the year.
- f. Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms remuneration paid to Key Managerial Personnel is as per the remuneration policy of the Company.

### APPRECIATION:

Your Directors wish to place on record their appreciation to employees at all levels for their hard work, dedication and commitment. The enthusiasm and unstinting efforts of the employees have enabled the Company to remain stable, despite increased competition from several existing and new players.

### ACKNOWLEDGEMENTS:

The Board desires to place on record its sincere appreciation for the support and co-operation that the Company received from the suppliers, customers, strategic partners, Bankers, Auditors, Registrar and Transfer Agents and all others associated with the Company. The Company has always looked upon them as partners in its progress and has happily shared with them rewards of growth. It will be the Company's endeavor to build and nurture strong links with trade based on mutuality, respect and co-operation with each other.

By order of The Board of Directors

Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director

(DIN : 00186546)

Place : Hyderabad

Date : 14<sup>th</sup> August, 2019

**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

**ROOPA INDUSTRIES LIMITED**

(CIN : L10100AP1985PLC005582)

17/745, Alur Road,

Adoni, Kurnool Dist.,

Andhra Pradesh

I, GeetaSerwani, Proprietor of GeetaSerwani and Associates, Practicing Company Secretary have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ROOPA INDUSTRIES LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us 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 authorised 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 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;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts ( Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India, 1992 ( ' SEBI Act');
  - (a) The Securities and Exchange Board of India( Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India ( Prohibition of Insider Trading) Regulations, 1992;
  - (c) The Securities and Exchange Board of India ( Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (e) The Securities and Exchange Board of India ( Issue and Listing of Debt Securities) Regulations, 2008 ;

- (f) The Securities and Exchange Board of India ( Registration to an Issue and Share Transfers Agents ) Regulations, 1993;
- (g) The Securities and Exchange Board of India ( Delisting of Equity Shares) Regulations, 2009;
- (h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998.

I have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards issued by the Institute of Company Secretaries of India.
- II. The Listing Agreements entered into by the Company with BSE Limited read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Accordingly, the Industry specific major Acts as applicable to the Company are complied .

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

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

Adequate notice is 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried unanimously as recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

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.

I further report that during the audit period the Company has not undertaken any events which had bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.

Geeta Serwani & Associates  
**(Practicing Company Secretary)**  
(Geeta Serwani)  
Proprietor  
ACS: 24479  
CP: 8842

Place : Hyderabad  
Date : 14<sup>th</sup> August, 2019

Note: This report is to be read with letter of even date which is annexed as "ANNEXURE A" and forms an integral part if this report.

To,  
The Members,  
**ROOPA INDUSTRIES LIMITED**  
(CIN : L10100AP1985PLC005582)  
17/745, Alur Road,  
Adoni, Kurnool Dist.,  
Andhra Pradesh

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the 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 efficacy or effectiveness with which the management has conducted the affairs of the Company.

Geeta Serwani & Associates  
**(Practicing Company Secretary)**  
(Geeta Serwani)  
Proprietor  
ACS: 24479  
CP: 8842

Place : Hyderabad  
Date : 14<sup>th</sup> August, 2019

## ANNEXURE – II

## EXTRACT OF ANNUAL RETURN

as on the financial year ended 31.03.2019

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

## FORM MGT 9

## I. REGISTRATION &amp; OTHER DETAILS :

CIN	L10100AP1985PLC005582
Registration Date	17.06.1985
Name of the Company	<b>Roopa Industries Limited</b>
Category / Sub-Category of the Company	Company Limited By Shares
Address of the Registered Office and contact details	17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India.
Whether listed company	Yes- BSE Limited Scrip Code- 530991
Name, address and contact details of Registrar and Transfer Agent, if any	M/s. Aarathi Consultants Pvt.Ltd Regd. Office : 1-2-285, Domalguda, Hyderabad – 500 029

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

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

Name & Description of main products/services	NIC Code of products/services	% of total turnover of the company
Manufacture of Chemicals, Intermediates and Bulkdrugs	29319090	100%

## III. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## (i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2018)				No. of Shares held at the end of the year (as on 31.03.2019)			
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total
<b>A.PROMOTERS</b>								
<b>(1) Indian</b>								
a) Individual / HUF	8,64,047	0	8,64,047	10.99	8,64,047	0	8,64,047	10.99
b) Central Govt.	0	0	0	0.00	0	0	0	0
c) State Govt.(s)	0	0	0	0.00	0	0	0	0
d) Bodies Corporate	29,13,617	0	29,13,617	37.04	29,13,617	0	29,13,617	37.04
e) Banks / FI	0	0	0	0.00	0	0	0	0
f) Any Other	0	0	0	0.00	0	0	0	0
<b>Sub-Total (A)(1):</b>	<b>37,77,664</b>	<b>0</b>	<b>37,77,664</b>	<b>48.03</b>	<b>37,77,664</b>	<b>0</b>	<b>37,77,664</b>	<b>48.03</b>
<b>(2) Foreign</b>	0	0	0	0.00	0	0	0	0
a) NRIs - Individuals	0	0	0	0.00	0	0	0	0
b) Other - Individuals	0	0	0	0.00	0	0	0	0
c) Bodies Corporate	0	0	0	0.00	0	0	0	0
d) Banks / FI	0	0	0	0.00	0	0	0	0
e) Any Other....	0	0	0	0.00	0	0	0	0
<b>Sub-Total (A)(2):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoters (A) = (A)(1)+(A)(2)</b>	<b>37,77,664</b>	<b>0</b>	<b>37,77,664</b>	<b>48.03</b>	<b>37,77,664</b>	<b>0</b>	<b>37,77,664</b>	<b>48.03</b>



# Roopa Industries Limited

Category of Shareholders	No. of Shares held at the beginning of the year (as on 01.04.2018)				No. of Shares held at the end of the year (as on 31.03.2019)			
	Demat	Physical	Total	%ofTotal	Demat	Physical	Total	%ofTotal
<b>B. PUBLIC SHAREHOLDING</b>								
<b>(1) Institutions</b>								
a) Mutual Funds / UTI	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0
d) State Govt.(s)	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0
g) FIs	0	20,000	20,000	0.25	0	20,000	20,000	0.25
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0
<b>Sub-Total (B)(1):</b>	<b>0</b>	<b>20,000</b>	<b>20,000</b>	<b>0.25</b>	<b>0</b>	<b>20,000</b>	<b>20,000</b>	<b>0.25</b>
<b>(2) Non-Institutions</b>								
<b>a) Bodies Corporate</b>	56,327	1,87,000	2,43,327	3.09	70,742	1,86,900	2,57,642	3.28
<b>b) Individuals</b>								
i) Individual Shareholders holding nominal share capital upto Rs.1 lakh	9,58,312	6,16,135	15,74,447	20.02	9,86,142	5,88,635	15,74,777	20.02
ii) Individual Shareholders holding nominal share capital in excess of Rs.1 lakh	15,42,631	0	15,42,631	19.61	14,04,424	1,33,350	15,37,774	19.55
<b>c) Others</b>								
i) Non Resident Indians	92,568	6,08,100	7,00,668	8.91	97,470	5,91,100	6,88,570	8.75
Clearing Members	6,783	0	6,783	0.09	9,093	0	9,093	0.12
Trusts	0	0	0	0	0	0	0	0
Qualified Foreign Investor	0	0	0	0	0	0	0	0
<b>Sub-Total B(2) :</b>	<b>26,56,621</b>	<b>14,11,235</b>	<b>40,67,856</b>	<b>51.72</b>	<b>25,67,871</b>	<b>14,99,985</b>	<b>40,67,856</b>	<b>51.72</b>
<b>Total B=B(1)+B(2):</b>	<b>26,56,621</b>	<b>14,31,235</b>	<b>40,87,856</b>	<b>51.97</b>	<b>25,67,871</b>	<b>15,19,985</b>	<b>40,87,856</b>	<b>51.97</b>
<b>C. Shares held by Custodians, against which</b>	<b>0</b>	<b>0</b>		<b>0</b>	<b>0</b>	<b>0</b>		<b>0</b>
<b>GRANDTOTAL (A+B+C) :</b>	<b>64,34,285</b>	<b>14,31,235</b>	<b>78,65,520</b>	<b>100.00</b>	<b>63,45,535</b>	<b>15,19,985</b>	<b>78,65,520</b>	<b>100.00</b>

## ii) Shareholding of Promoters

Sl. No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	No. of shares	% of total shares of the company	% of shares pledged encumbered to total shares	
1	Star Niochem Pvt Ltd	14,87,682	18.91	-	14,87,682	18.91	-	-
2	Sree Rayalaseema Hi Strength Hypo Ltd	13,72,455	17.45	-	13,72,455	17.45	-	-
3	TG Raghavendra	6,55,729	8.34	-	6,55,729	8.34	-	-
4	Jayanthi Raghu TumbalamGooty	2,08,318	2.65	-	2,08,318	2.65	-	-
5	TGV Projects and Investments Pvt Ltd	53,480	0.68	-	53,480	0.68	-	-
	<b>Total</b>	<b>37,77,664</b>	<b>48.03</b>	<b>-</b>	<b>37,77,664</b>	<b>48.03</b>	<b>-</b>	<b>-</b>

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1.	At the beginning of the year	37,77,664	48.03	37,77,664	48.03
2.	Date wise increase/decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g.allotment/transfer/bonus/sweat equity etc.)	No Changes in Promoters shareholding during the year			
3.	At the end of the year	37,77,664	48.03	37,77,664	48.03

(iv) Shareholding Pattern of top ten Shareholders

(Others than Directors, Promoters & Holders of GDRs & SDRs of GDRs and ADRs):

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the Year		Shareholding at the end of the Year	
		No. of shares	% of total shares of company	No. of shares	% of total shares of company
1	Subramanian P	7,56,632	9.62	7,56,632	9.62
2	B.Hulthenna	1,18,345	1.50	1,18,345	1.50
3	UshaNath	97,928	1.25	1,07,928	1.37
4	Mahendra Girdharilal	49,832	0.63	61,684	0.78
5	Southern India Dep. Services P Ltd.	60,500	0.77	60,500	0.77
6	Himanshu Choksi	42,400	0.54	42,400	0.54
7	Varsha Khetshi Maru	0	0.00	40,563	0.52
8	Ratna Srinivas Thondepu	44,500	0.57	39,400	0.50
9	Brilliant Industries Private Limited	0	0.00	32,227	0.41
10	Voma Shiva Kumar	30,000	0.38	30,000	0.38

## Roopa Industries Limited

### v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name of the Directors	Shareholding at the beginning of the Year		Change in Shareholding		Shareholding at the end of the Year	
		No. of shares	% of total shares of company	Increase	Decrease	No. of shares	% of total shares of company
1	T G Raghavendra	6,55,729	8.34	-	-	6,55,729	8.34
2	V J Sarma	-	-	-	-	-	-
3	K Karunasree	-	-	-	-	-	-
4	A.Satyanaryana Murthy	-	-	-	-	-	-
5	O.MohanRao	-	-	-	-	-	-
6	S.Hari Prasad, CFO						
7.	T.Hema, CS						
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer/ bonus / sweat equity etc.)						
1.	T G Raghavendra	6,55,729	8.34	-	-	6,55,729	8.34
2.	V J Sarma	-	-	-	-	-	-
3.	K Karunasree	-	-	-	-	-	-
4.	A.Satyanaryana Murthy	-	-	-	-	-	-
5.	O.MohanRao	-	-	-	-	-	-
6.	S.Hari Prasad, CFO						
7.	T.Hema, CS						

## Roopa Industries Limited

### IV. INDEBTEDNESS:

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

(Rs. in Lacs)

Indebtedness at the beginning of the financial year	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i. Principal Amount	750.22	671.76	-	1421.98
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>750.22</b>	<b>671.76</b>	<b>-</b>	<b>1421.98</b>
<b>Change in indebtedness during the financial year</b>				
Addition	2602.62	343.20	-	2945.82
Reduction	2571.08	396.44	-	2967.52
<b>Net Change</b>	<b>31.54</b>	<b>(53.24)</b>	<b>-</b>	<b>(21.70)</b>
<b>Indebtedness at the end of the financial year</b>				
i. Principal Amount	781.77	618.51	-	1400.28
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>781.77</b>	<b>618.51</b>	<b>-</b>	<b>1400.28</b>

### V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs In Lakhs)

Sl. No	Particulars of Remuneration	TGRaghavendra CMD	V.J.Sarma, Executive Director	Total Amount
1	Gross Salary (a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	30.00	12.00	<b>42.00</b>
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-
	(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, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>30.00</b>	<b>12.00</b>	<b>42.00</b>

# Roopa Industries Limited

## B. Remuneration to other Directors:

### 1. Independent Directors:

Sl.No.	Particulars of remuneration	Name of Director			Total Amount
		O. Mohan Rao	A. Satyanarayana Murthy	S. Karuna Sree	
1	Fee for attending Board/ Committee Meetings	NIL	NIL	NIL	
2	Commission	NIL	NIL	NI	
3	Others, please specify	NIL	NIL	NIL	
<b>Total (B)(1)</b>		NIL	NIL	NIL	

### 2. Other Non-Executive Directors:

Particulars of remuneration	Director	Total Amount
-Fee for attending Board/Committee Meetings	NIL	NIL
- Commission	NIL	NIL
- Others, please specify	NIL	NIL
Total	NIL	NIL

## A. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/ WTD:

(Rs.In Lakhs)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO	CS	
1	Gross Salary	-	6.15	1.80	<b>7.95</b>
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	-	-	-	-
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	-	-	-	-
	(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, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	<b>Total (C)</b>	-	6.15	1.80	<b>7.95</b>

## VI. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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

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

Information under Section 134(3)(m) of the Companies Act, 2013 read with Rules 8(3) of the Companies (Accounts), Rules, 2014 and forming part of Board's Report for the year ended 31<sup>st</sup> March, 2019

**A. Conservation of Energy**

The company has been putting regular efforts to improve Energy efficiency through energy conservative measures.

- i. Energy conservation measures taken:
  - The Company has carried out various measures to optimize energy consumption.
  - The Company has replaced conventional electrical cables, MCBs etc with latest Electrical items.
- ii. Impact of measures taken:
  - Reduction in annual diesel oil consumption
  - Continuous alertness of power saving
- iii. Steps taken for utilizing alternate sources of energy:
  - The management takes effective steps to ensure minimal consumption of energy.
- iv. Capital investment on energy conservation equipments:
  - Capital expenditure has not been accounted for separately.

**B. Technology absorption**

Research and Development (R & D)

- i. Efforts in brief made towards Technology Absorption
  - The Company has adopted indigenous Technology for manufacture of formulations and no imported technology is involved.
  - The Company has an in house R & D Division for improving the quality, productivity and for developing the new viable products.
- ii. Benefits derived as a result of the above efforts:
  - Improving in product quality and productivity
  - Enhanced products range to address emerging market opportunities
- iii. Imported technology (imported during the last three years reckoned from the beginning of the financial year):
  - Not applicable as no technology was imported during the last three years.
- iv. Expenditure incurred on Research and Development
  - R & D Expenditure has not been accounted for separately.

**C. Foreign Exchange Earnings and Outgo**

The Company is making continuous efforts for exploring export market for Triphenyl Phosphine. Due to these efforts the Company was successful in identifying potential foreign buyers.

The Foreign Exchange used and earned during the year:

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Foreign Exchange Earning	25.58 Lakhs	58.13 Lakhs
Foreign Exchange Outgo	484.96 Lakhs	8.76 Lakhs

By order of The Board of Directors  
Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director  
(DIN : 00186546)

Place : Hyderabad

Date : 14<sup>th</sup> August, 2019

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**MANAGEMENT DISCUSSION AND ANALYSIS**

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**Company overview:**

Roopa Industries was incorporated in the year 1985 and operates in the segment of manufacturing and marketing of bulk drugs and intermediaries.

**Indian Pharma Industry:**

Indian Pharmaceutical market has witnessed growth in both acute and chronic diseases segments. The major reason for the growth is increase in the incident of the chronic diseases and its early detection, but still the acute disease segment dominates market share in the Indian pharmaceutical industry. Increasing urbanization, lifestyle changes and stress are responsible for the higher incidents of Chronic diseases.

**Demand outlook:****The key drivers of growth include:**

- Rising healthcare awareness leading to an increase in spending on medicines
- Changing life-styles leading to growing incidence of chronic ailments
- Improving health insurance coverage driven by various measures being planned/implemented by the Indian government to bring 80% of the population under health insurance cover.
- The company is focusing on brand building and customized marketing to suit to different customers and segments especially with its main product as TPP.

**Risks and concerns:**

The key challenges for the Indian pharmaceutical industry include the following:

- Ensuring compliance with global GMP standards; this will involve continuous improvement in the systems and processes as well as training of the workforce.
- Government-mandated price controls on pharmaceutical products
- Increasing competition from new entrants and expanding large/medium industries.
- Credit sales demanding more working finance.
- Maintaining inventories to meet sudden & urgent requirements by buyers, thus flooring available resources.
- Continuous R & D for company effectiveness as the competition is from domestic players as well as global market such as China.

The company manages the risk through careful market research for selection of product and by continuous monitoring. The Company has consistently supported Research & Development (R&D) for sustainable value creation.

**MANUFACTURING FACILITIES**

The Company's key priority is to ensure world-class quality in process and operations in all its manufacturing facilities. The Company has engaged professional and technical persons in the key positions and ensuring quality production and timely delivery of goods.

The Company focussed its core business on TPP and some intermediaries. During the year the Company recorded a sale turnover of Rs.32.82 Crores.

**INTERNAL CONTROL SYSTEM AND ITS ADEQUACY**

The Company has adequate Internal Control Systems and Procedures with regard to purchase of Stores, Raw Materials including Components, Plant and Machinery, equipment, sale of goods and other assets. The company has clearly defined roles and responsibilities for all managerial positions and all operating parameters are monitored and controlled. The Company

designs and maintains accounting and internal control systems to provide reasonable assurance at reasonable cost that assets are safeguarded against loss from unauthorized use or disposition, and that the financial records are reliable for preparing financial statements and maintaining accountability for assets. These systems are augmented by written policies, an organizational structure providing division of responsibilities, careful selection and training of qualified personnel, and a program of internal audits. The company has an Internal Audit System commensurate with its size and nature of business. Our Internal Auditors of the Company give periodic reports. Internal Auditors are reviewed in the meeting of the Audit Committee of the Board. Compliance with laws and regulations is also ensured and confirmed by the Internal Auditors of the Company. Standard operating procedures and guidelines are issued from time to time to support best practices for internal control.

### **FINANCIAL PERFORMANCE & OPERATIONAL PERFORMANCE:**

#### **A. FINANCIAL HIGHLIGHTS:**

##### **Capital Structure:**

The Authorised Share Capital of the Company is Rs. 9,00,00,000/- comprising of 90,00,000 Equity Shares of Rs.10/- each.

The Paid up Capital of the Company is Rs. 7,86,55,200/- comprising of 78,65,520 Equity Shares of Rs.10/- each.

##### **Other Equity:**

The Other Equity of the Company as on 31.03.2019 stand at Rs.2,55,64,985 /- as compared to Rs. 1,95,03,535/- in the previous year.

##### **Property, Plant & Equipment:**

During the year, the Company has added Fixed Assets amounting to Rs.2,70,10,344/- making the gross fixed assets as on 31.03.2019 to Rs.17,30,01,572/-.

##### **Inventories:**

Inventories, as on 31<sup>st</sup> March, 2019, is Rs.10,64,86,152/- as against Rs.9,26,15,952/- in the previous year.

##### **Trade Receivables:**

Trade Receivables decreased to Rs.11,06,56,394/- as on 31<sup>st</sup> March, 2019 as against Rs.12,24,18,529/- in the previous year. These receivables are considered good and realizable.

##### **Cash and Cash Equivalents:**

Cash and Cash Equivalents stood to Rs.17,27,019/- as against Rs. 5,84,110/- in the previous year and the balances deposited with banks as Security stood at Rs.58,05,993/- as on 31<sup>st</sup> March, 2019 and Rs.53,90,901/- in the previous year.

##### **Loans:**

Non current Loans decreased to Rs.34,06,208/- as against Rs. 38,64,487/- in the previous year. Current Loans decreased to Rs.2,37,51,440/- as against Rs. Rs.3,61,40,472/- in the previous year.

##### **Current Liabilities:**

Current liabilities for the F.Y. 2018-19 is Rs.15,61,10,287/- as against Rs. 14,70,46,698/- in the previous year.

#### **B. OPERATIONAL RESULTS:**

##### **Turnover:**

During the year 2018-2019, the turnover of the Company is Rs.30,14,99,552/- as compared to Rs.19,53,98,735/- in the previous year.



## Roopa Industries Limited

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The Income from other sources as on 31<sup>st</sup> March, 2019 is Rs.28,25,282/- as compared to Rs. 4,64,60,845/- in the previous year.

### **Depreciation:**

The Company has provided a sum of Rs.57,24,979/- towards depreciation for the year as against Rs.52,47,814/- in the previous year.

### **Provision for Tax:**

The Company has provided a sum of Rs.14,77,871/- towards Income Tax provision for the current year.

### **Profit after Tax:**

The Profit of the Company after tax is Rs.60,41,238/- as against Rs.53,94,611/- in the previous year.

The total comprehensive income for the year stood at Rs.60,61,437/- as compared to Rs.45,35,367/- in the previous year.

## **HUMAN RESOURCE DEVELOPMENT AND INDUSTRIAL RELATIONS:**

The Company has a team of able and experienced staff and executives and the relation with the employees remained cordial throughout the year. Its management training schemes strive to develop business managers of tomorrow. In house training is given to the employees to induce contribution for enhanced productivity and development programmes for all levels of employees are being given as the company considers human resources are invaluable asset. As on 31st March 2019 the company has a total strength on 58 employees.

## **CAUTIONARY STATEMENT:**

Statements in the Management Discussion and Analysis describing the Company's objective, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include, among others, economic conditions affecting demand / supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws and other statutes and incidental factors.

By order of The Board of Directors

Sd/-

**T.G. RAGHAVENDRA**

Chairman and Managing Director  
(DIN : 00186546)

Place : Hyderabad  
Date : 14<sup>th</sup> August, 2019

**REPORT ON CORPORATE GOVERNANCE****1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

The Company's Philosophy of Corporate Governance is in assisting the management for operating the industry in efficient way and meeting the obligations of shareholders and stakeholders. The Company believes in hard and sincere work for achieving goals and enhancing the long term values of the Company.

Roopa Industries Limited, believes strongly that Corporate Governance is a comprehensive code of best practices being designed to achieve the high standards of the corporate behaviour and the Company is committed for the policy. The Company has practiced for good Corporate Governance.

Roopa Industries Limited has created an environment for upholding the values like transparency, Integrity, accountability and responsibility while trying to enhance the long term values of the Company for its shareholders and stake holders.

**2. BOARD OF DIRECTORS:****Composition and Category of Directors:**

As on 31<sup>st</sup> March 2019, the Company's Board consists of five members. The Chairman of the board is an Executive Director. The Company has an optimum combination of Executive and Non-Executive Directors in accordance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). The Board has two Executive Directors and three Non-Executive Independent Directors. None of the Directors is related to any other Director. The details of the composition is as follows:

Name	Category	No. of Directorships		No. of Committees	
		Public	Private	Member	Chairman
Sri.T.G.Raghavendra	Executive, CMD	-	-	2	-
Sri.V.J.Sarma	Executive	-	-	2	-
Smt.S. Karunasree	Independent	1	-	-	1
Sri.A.Satyanarayana Murthy	Independent	-	-	-	1
Sri.O.Mohan Rao	Independent	-	1	2	1

Except Sri.T.G.Raghavendra who hold 6,55,729 equity shares, none of the Directors holds equity shares in the Company.

**Board Meetings**

The Board met Four times during the year on 30/05/2018; 14/08/2018; 14/11/2018; and 14/02/2019. The Board meets at least four times a year with a maximum gap of one hundred and twenty days between any two meetings. Additional meetings are held, whenever necessary. The particulars of attendance of Directors at the Board Meetings and Annual General Meetings by Directors for the financial year ended 31.03.2019 has been set out here below:

## Roopa Industries Limited

Sl. No.	Name of the Director	Designation	Attendance on Meetings held on				Attendance at last AGM on 28-09-2018
			30/05/2018	14/08/2018	14/11/2018	14/02/2019	
1	Sri.T.G.Raghavendra	Chairman & Managing Director	Yes	Yes	Yes	Yes	Yes
2	Sri.V.J.Sarma	Executive Director	Yes	Yes	Yes	Yes	Yes
3	Sri A.Satyanarayana Murthy	Non-Executive Independent Director	Yes	Yes	Yes	Yes	Yes
4	Sri.O.MohanRao	Non-Executive Independent Director	Yes	Yes	Yes	Yes	Yes
5	S.Karunasree	Non-Executive Independent Director	Yes	Yes	Yes	Yes	Yes

### 3. BOARD COMMITTEES:

Details of the Board Committees and other related information are provided hereunder:

#### 3.1. AUDIT COMMITTEE:

##### (i) Brief description of terms of reference:

The terms of reference stipulated by the Board to the Audit Committee includes review of the following:

- Management Discussion and Analysis of financial position and results of operations;
- Statement of significant related party transactions submitted by Management;
- Management letters / letters of internal control weaknesses issued by the Statutory Auditors;
- Internal Audit Reports relating to internal control weaknesses; and the appointment, removal and terms of remuneration of the Chief Internal Auditor. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the Statutory Auditor and the fixation of Audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors.
- The annual financial statements before submission to the Board for approval, with particular reference to following with the Management:
  - i. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Clause (3C) of Section 134 of the Companies Act, 2013
  - ii. Changes, if any, in accounting policies and practices and reasons for the same.
  - iii. Major accounting entries involving estimates based on the exercise of judgement by Management
  - iv. Significant adjustments made in the financial statements arising out of Audit findings
  - v. Compliance with listing and other legal requirements relating to financial statements
  - vi. Disclosure of any related party transactions
  - vii. Qualifications in the draft Audit Report.
- Reviewing, with the Management, the quarterly financial statements before submission to the Board for approval.

- Reviewing, with the Management, performance of Statutory and Internal Auditors, adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, including the structure of the Internal Audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with Internal Auditors any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To review the functioning of the Whistle Blower Mechanism.

(ii) Composition and meetings:

The Audit Committee met four times during the year on 30.05.2018, 14.08.2018, 14.11.2018 and 14.02.2019. All the members of the audit committee are financially literate. The Chairman attended the last annual general meeting to answer shareholders' queries. The Particulars of composition of the audit committee and the details of attendance is as follows.

Sl. No.	Name of the Director	Designation	Attendance on Meetings held on			
			30/05/2018	14/08/2018	14/11/2018	14/02/2019
1.	S.Karunasree	Chairman	Yes	Yes	Yes	Yes
2.	O.MohanRao	Member	Yes	Yes	Yes	Yes
3.	V.J.Sarma	Member	Yes	Yes	Yes	Yes

The Statutory Auditors and Internal Auditors of the Company have also attended the above meetings on invitation. The recommendations made by the Audit Committee from time to time have been followed by the Company.

The Chairman of the Audit Committee has attended the Annual General Meeting to answer the queries raised by the Shareholders regarding Audit and Accounts.

The Company continued to derive immense benefit from the deliberation of the Audit Committee comprising of Non-Executive Independent Directors and one Executive Director.

### 3.2. NOMINATION& REMUNERATION COMMITTEE:

(i) Brief description of terms of reference:

The brief terms of reference of the Nomination and Remuneration Committee, inter alia, include the following:

- a. Identifying and selection of persons for appointment as directors and senior management in accordance with the criteria laid down and to recommend to the Board their appointment.
- b. Formulate the criteria for determining qualifications, positive attributes and independence of a Director.
- c. Recommend/review remuneration of the Managing Director and Whole time Director(s) based on performance and defined assessment criteria.
- d. Recommend to the Board a policy for selection and appointment of Directors, Key Managerial Personnel and other senior management positions.

- e. Formulate and review criteria for evaluation of performance of the Board of Directors
  - f. Devise a policy on Board diversity.
  - g. Succession planning for the Board level and key management positions.
  - h. Carry out any other function as mandated by the Board from time to time and/or enforced by any statutory notification/amendment.
- (ii) Composition and meetings:

The committee did not meet during the year as there was no need for appointment / resignation any Director / KMP. The Chairman attended the last annual general meeting to answer shareholders' queries. The Particulars of composition of the Nomination and Remuneration committee is as follows.

Sl. No.	Name	Category	Designation
1.	A.Satyanarayana Murthy	Independent Director	Chairman
2.	O.Mohan Rao	Independent Director	Member
3.	T G Raghavendra	Chairman & Managing Director	Member

The Company Secretary acts as the secretary to the Nomination and Remuneration Committee.

(iii) REMUNERATION POLICY:

The nomination and remuneration committee has adopted a Nomination and Remuneration Policy which, inter-alia, deals with the manner of selection of Board of Directors, KMP & other senior management and their remuneration. The extract of the same is as follows:

a) Remuneration to Executive Director and KMP:

Executive Directors and KMP are eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The Executive Director and KMP remuneration is determined based on levels of responsibility and scales prevailing in the industry. The executive directors are not paid sitting fee for any Board/Committee meetings attended by them.

b) Remuneration to Non-Executive Directors:

The Non- Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committees thereof.

(i) Details of Remuneration of Non - Executive Directors:

The Company do not pay sitting fees to the Non-executive Directors. The details of sitting fees paid to the Non-executive Directors for attending Board Meetings and Committee Meetings during the financial year 2018-19 are as follows:

S. No.	Name of Director	Sitting Fees paid (Rs.)
1.	S.Karunasree	Nil
2.	Sri.O Mohan Rao	Nil
3.	Sri.A. Satyanarayana Murthy	Nil

(ii) Pecuniary relationship or transactions of Non-Executive Director:

Apart from attending the Board and Audit Committee Meetings, the Non-Executive Independent Directors do not have any other material pecuniary relationship or transactions with the Company, its promoters or its Management, which in the opinion of the Board may affect independence of judgment of such Directors.

(iii) Details of Remuneration to Executive Directors:

Name of Director	Salary
Sri.T.G.Raghavendra	30.00
Sri.V.J.Sarma	12.00

c) FAMILIARISATION PROGRAMMES FOR BOARD MEMBERS:

Your Company follows a structured orientation and familiarisation programme through various reports/codes/internal policies for all the Directors with a view to update them on the Company's policies and procedures on a regular basis. Periodic presentations are made at the Board Meetings on business and performance, long term strategy, initiatives and risks involved. The framework on familiarisation programme have been posted in the website of the Company.

d) INDEPENDENT DIRECTORS' MEETING:

During the year, meeting of Independent Directors was held to review the performance of the Board as a whole on parameters of effectiveness and to assess the quality, quantity and timeliness of flow of information between the management and the Board.

e) PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Board Committees. A structured questionnaire was prepared after circulating the draft forms, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

The Performance evaluation of the Chairman and Managing Director and the Non-Independent Directors was carried out by the Independent Directors. The Directors express their satisfaction with the evaluation process.

**3.3. STAKEHOLDERS RELATIONSHIP COMMITTEE:**

(i) Brief description of terms of reference:

The Stakeholders Relationship Committee constituted by the Board of Directors inter alia approves transfer of shares and redresses shareholders grievances.

(ii) Composition:

Sl.No.	Name of Director	Designation
1	Sri.O Mohan Rao	Chairman
2	Sri.T.G.Raghavendra	Member
3	Sri V.J. Sarma	Member

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- (iii) The Stakeholder Committee met 4 times during the financial year under review on 30-05-2018, 14-08-2018, 14-11-2018 and 14-02-2019. The attendance of the meeting by the members of the committee is recorded as under.

Sl. No.	Name of the Director	Designation	Attendance on Meetings held on			
			30/05/2018	14/08/2018	14/11/2018	14/02/2019
1.	O.MohanRao	Chairman	Yes	Yes	Yes	Yes
2.	V.J.Sarma	Member	Yes	Yes	Yes	Yes
3.	T.G. Raghavendra	Member	Yes	Yes	Yes	Yes

The total number of complaints received and replied to the satisfaction of shareholders during the year was 0. There are no outstanding complaints as on 31.03.2019.

### 3.4. RISK MANAGEMENT COMMITTEE:

The Company has constituted a Risk Management Committee which has laid down procedures to inform the Board of Directors about the Risk Management and its minimization procedures. The Board of Directors review these procedures periodically.

### 4. GENERAL BODY MEETINGS:

- i) Details of the location and time of the last three Annual General Meetings of the company are as follows:

Year	Locations	Date	Time
2017-18	17/745, Alur Road, Adoni	28.09.2018	10.00 A.M.
2016-17	17/745, Alur Road, Adoni	30.09.2017	10.00 A.M
2015-16	17/745, Alur Road, Adoni	30.09.2016	10.00 A.M

- ii) Whether any special resolutions passed in the previous 3 AGMs

2015-16 : Nil

2016-17: Nil

- 2017-18: i) Reappointment of Sri.T.G.Raghavendra as Chairman and Managing Director for a term of 3 years.
- ii) Reappointment of Sri.V.J.Sarma as Executive Director for a term of 3 years.

There were no occasions to pass Special Resolutions through postal ballot on any of the matters specified under provisions of SEBI (LODR) Regulations, 2015 and provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

Further, no such resolution is proposed to be placed for the approval of the shareholders at the forthcoming Annual General Meeting.

### 5. DISCLOSURES:

- (i) Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:

Besides the transactions mentioned elsewhere in the Annual Report, there were no materially significant related party transactions during the year conflicting with the interest of the Company.

- (ii) Details of non-compliance by the company, penalties, and strictures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years: Nil.

- (iii) Whistle Blower Policy:

Pursuant to Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of SEBI(LODR) Regulations, 2015, the Company has formulated Whistle Blower Policy for vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee in exceptional cases. None of the personnel of the Company has been denied access to the Audit Committee. The policy is available on the Company website.

- (iv) Non Mandatory Requirements:

Adoption of non-mandatory requirements of SEBI(LODR) Regulations, 2015 is being reviewed by the Board from time to time.

## Core Skill/Expertise/Competencies

As stipulated under Schedule V of the SEBI Listing Regulations, core skills / expertise / competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Chart/Matrix of such core skills/expertise/competencies is given in the Table below:

### List of Core Skills/Expertise/Competencies identified by the Board of Directors

S.No.	Name of the Director	Core Skills/Expertise/Competencies
1.	Sri.T.G.Raghavendra	Management and Strategy
2.	Sri.V.J.Sarma	Commercial, Purchase and Supply Chain
3.	Sri..A.Satyanarayana Murthy	Sales, Marketing, Human Resources and Industrial Relations
4.	Sri.O.Mohan Rao	Research and Development
5.	S.Karunasree	Finance and Taxation, Audit and Risk Management

### Non-Disqualification of Directors

M/s.GeetaSerwani& Co., Company Secretary in practice has certified that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

### Fees Paid to Statutory Auditors

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all the entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

Type of Service	Financial Year ended 31/03/2019
Audit Fees	60,000
Tax Fees	15,000
Others	16,000
<b>TOTAL</b>	<b>91,000</b>



## 6. MEANS OF COMMUNICATION:

### i) Financial / Quarterly Results:

The Company intimates unaudited as well as audited financial results to the Stock Exchanges, immediately after the Board Meetings at which they are approved. The results of the Company are also published in at least one prominent national and one regional newspaper having wide circulation. Normally the results are published in Business Standard (English) and Surya (Telugu). The financial results are also displayed on the Company's website [www.investorsatril.com](http://www.investorsatril.com).

### ii) Newspapers wherein results normally published

The official news releases are published in Business Standard and Surya (Telugu) Newspapers, Detailed presentations made to institutional investors, financial analyst.

### iii) Website:

The website contains a separate dedicated section for the Company's "Investor Relations" where shareholders' information is available. The full Annual Report, shareholding pattern etc., is also available in the 'Investor Relations' sections on the website of the Company.

### CEO/ CFO Certification

In line with the requirements of Regulation 17 of the Listing Regulations, Sri T.G.Raghavendra, Chairman & Managing Director, Sri S.Hari Prasad, CFO have submitted a certificate to the Board, certifying inter-alia, that the Financial Statements and the Cash Flow Statement for the year ended March 31, 2019 were reviewed to the best of their knowledge and belief, that they do not contain any material untrue statement, do not omit any material facts, are not misleading statements, together present a true and fair view and are in compliance with the applicable laws and regulations. The certificate further confirms that the transactions entered into by the Company for establishing internal control, financial reporting, evaluation of the internal control systems and making of necessary disclosures to the Auditors and the Audit Committee have been complied with.

## 7. The Management Discussion and Analysis Report:

A Report of the Management Discussion and Analysis is attached as part of the Annual Report.

### i) GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting	Date : 30th September, 2019 Time : 10.00 A.M. (Monday) Venue: 17/745, Alur Road, Adoni – 518 301, Kurnool Dist, A.P.
Financial Calendar	1 <sup>st</sup> April 2018 to 31 <sup>st</sup> March 2019.
Date of Book Closure	23.09.2019 to 30.09.2019(both days inclusive)
Listing on Stock Exchanges	BSE Ltd
Stock Code	530991
ISIN Number for NSDL & CDSL	INE443C01010

### iii) Registrar and Transfer Agents

Share Transfers & Communication regarding Share Certificates, Dividends & Change of Address may be sent to

M/s.Aarthi Consultants Pvt Ltd.,  
Regd. Office: 1-2-285, Domalguda,  
Hyderabad – 500029.

Phone Nos : 040-27638111, 27634445, Fax: 040-27632184,

Email: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com), Website: [www.aarthiconsultants.com](http://www.aarthiconsultants.com)

**iv) Share Transfer System**

The Shares lodged for transfer at the Registrar's address are normally processed within 15 days from the date of lodgement, if the documents are clear in all respects. All requests for dematerialization of shares are processed and the confirmation is given to the depositories within 15 days. With a view to expedite the process of share transfers, the Board has appropriately delegated the powers of approval of share transfers. The work of Registrars and Share Transfer Agents is being monitored and reviewed. The dematerializations of shares are directly transferred to the beneficiaries by the Depositories.

**v) Reconciliation of Share Capital Audit:**

As stipulated by the SEBI, a qualified Practicing Company Secretary carries out the Share Capital Audit to reconcile the total admitted Capital with NSDL and CDSL and the total issued and listed capital. The Audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is also placed before the Board of Directors. The Report inter-alia confirms the total listed and paid up share capital of the Company is in agreement with the aggregate of the total dematerialised shares and those in the physical mode.

**vi) Distribution of shareholding Pattern as on 31<sup>st</sup> March, 2019.**

Category	No. of Shares	% of Shares
NSDL	55,26,800	70.26617
CDSL	8,18,735	10.40917
Physical	15,19,985	19.32466
<b>TOTAL</b>	<b>78,65,520</b>	<b>100.0000</b>

**vii) Shareholding Pattern as on 31<sup>st</sup> March, 2019:**

Category	No. of. Shares	% Holding
Promoters	37,77,664	48.03
Foreign Institutional Investors	20,000	0.25
Bodies Corporate	2,57,642	3.28
Individuals	31,12,551	39.57
NRI	6,88,570	8.75
Clearing Members	9,093	0.12
<b>Total</b>	<b>78,65,520</b>	<b>100.00</b>

**viii) Dematerialisation of Shares & Liquidity**

The trading in Company's shares is permitted only on dematerialized form. In order to enable the shareholders to hold their shares in electronic form and to facilitate scrip-less trading, the Company has enlisted its shares with NSDL and CDSL.

**ix) Outstanding ADRs / GDRs / Warrants or any** : Nil

**x) Listing on Stock Exchanges**

The equity shares of the Company are listed on BSE. The annual listing fee for the year 2018-19 has been paid to the stock exchange. The Company's stock exchange codes are as mentioned below. The Company will pay the annual custodial fee for the year 2018-19 to both the depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) on receipt of the invoices.

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### xi) Stock Market Data

The below mentioned Table gives the monthly high and low prices of the Company's equity shares on BSE for the year 2018-19.

Month	BSE Limited	
	High (in Rs.)	Low (in Rs.)
April, 2018	15.70	12.00
May, 2018	15.95	8.20
June, 2018	12.61	8.41
July, 2018	13.05	10.94
August, 2018	13.23	9.89
September, 2018	12.00	9.67
October, 2018	10.15	9.65
November, 2018	11.00	9.63
December, 2018	12.60	10.90
January, 2019	11.97	9.50
February, 2019	10.50	9.50
March, 2019	11.20	9.92

### xi) Shareholding pattern

The below mentioned table gives the distribution schedule of equity shares of the Company for the year ending 31<sup>st</sup> March, 2019.

Sl. No.	Category	No. of shareholders	%	No. of shares	%
1.	1 – 5000	1,963	68.07	4,72,743	6.01
2	5001 – 10000	407	14.11	3,58,659	4.56
3	10001 – 20000	154	5.34	2,44,870	3.11
4	20001 – 30000	190	6.59	4,85,787	6.18
5	30001 – 40000	21	0.73	77,763	0.99
6	40001 – 50000	56	1.94	2,77,006	3.52
7	50001 – 100000	48	1.66	3,99,527	5.08
8	100001 & above	45	1.56	55,49,165	70.55
	<b>TOTAL</b>	<b>2,884</b>	<b>100.00</b>	<b>78,65,520</b>	<b>100.00</b>

### Category of Shareholders as on 31 March, 2019

Sl.No.	Category of Shareholders	Number of Shareholders (PAN wise details)	Total Number of Shares	Percentage (%)
a.	Promoters & Promoter Group	5	37,77,664	48.03
b.	Public	2,879	40,87,856	51.97
c.	Non Promoter – Non public			
	(i) Shares underlying DRs	-	-	-
	(ii) Shares held by Employee Trust	-	-	-
	<b>TOTAL</b>	<b>2,884</b>	<b>78,65,520</b>	<b>100.00</b>

8. A code of conduct is duly approved by the Board on 29.04.2009 is communicated to all Directors and Senior Management of the company and affirmed by them as to its compliance on an annual basis. Code conduct is posted on website of the Company. A declaration to this effect signed by Chairman & Managing Director of the Company forms part of this report

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## 9. Address for correspondence

Sl. No.	Shareholders Correspondence for	Address
1.	Transfer/Dematerialization/ Consolidation / Split of shares, Issue of Duplicate Share Certificates, Non-receipt of dividend/ Bonus.	<b>M/s. Aarhi Consultants Pvt.Ltd</b> Regd.Office:1-2-285, Domalguda, Hyderabad-500 029. Phone Nos : 040-27638111, 27634445, 27642217, 66611921 Fax: 040-27632184, Email: info@aarhiconsultants.com, Website: <a href="http://www.aarhiconsultants.com">www.aarhiconsultants.com</a>
2.	Shareholders general correspondence/ Queries on Annual Report.	Roopa Industries Limited 17/745, Alur Road, Adoni- 518 301. Kurnool District, A.P. Tel: +91 8096330007, Fax : +91 40 23310379 E-mail: info@roopaindustries.com Investor complaints : investorsroopa@gmail.com, investors@roopaindustries.com Website: <a href="http://www.roopaindustries.com">www.roopaindustries.com</a>

## 10. Depository Services:

For guidance on Depository Services, Shareholders may write to the Company or to the respective Depositories:

National Securities Depository Ltd Trade World, 4 <sup>th</sup> Floor, Kamala Mills Compound, Lower Parel,Mumbai – 400 013 Tel : 091-022-24972964-70 Fax : 091-022-24972993 / 24976351 Email : <a href="mailto:info@nsdl.co.in">info@nsdl.co.in</a>	Central Depository Services (India) Ltd PhirozeJeejeebhoy Towers, 17 <sup>th</sup> Floor, Dalal Street, Mumbai – 400 023 Tel : 091-022-22723333/22723224 Fax: 091-022-22723199 Email : <a href="mailto:investors@cdslindia.com">investors@cdslindia.com</a>
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## 11. Company's Policy on prevention of insider trading:

Pursuant to the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, and in continuation with your Company's efforts to enhance the standards of corporate governance in the Company and to strictly monitor and prevent insider trading within the company, your company has in place a Code of Conduct which is approved by the Board.

On December 31, 2018, Securities and Exchange Board of India amended the Prohibition of Insider Trading Regulations, 2015, prescribing various new requirements with effect from April 1, 2019. In line with the amendments, your Company has adopted an amended Code of Conduct to regulate, monitor and report trading by Designated Persons and their Immediate Relatives under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. This Code of Conduct also includes code of practices and procedures for fair disclosure of unpublished price sensitive information.

12. Plant Location : The Company's Plant is Located at :  
Roopa Industries Limited  
A3, A4, Phase-IV, IDA, Patancheru-502 319  
Sanga Reddy Dist, Telangana, India.
13. Address for Correspondence : 1. Roopa Industries Limited  
3rd Floor, TGV Mansion,  
6-2-1012, Khairatabad,  
Hyderabad - 500004.  
Telangana.  
2. Roopa Industries Limited  
Regd.Office: 17/745, Alur Road  
Adoni – 518 301, Kurmool Dist.

## Declaration of compliance with Code of Conduct

This is to certify that the Company had laid down code of conduct for all the Board members and Senior Management Personnel of the Company and the same is uploaded on the website of the Company [www.investorsatril.com](http://www.investorsatril.com).

Further, I hereby confirm that the Company has obtained from all the members of the Board of Directors and Senior Management Personnel affirmation that they have complied with the code of conduct applicable to them during the year ended 31<sup>st</sup> March 2019.

By order of The Board of Directors

Place : Hyderabad  
Date : 14<sup>th</sup> August, 2019

Sd/-  
**T.G. RAGHAVENDRA**  
Chairman and Managing Director  
(DIN: 00186546)

**Chief Executive Officer and Chief Financial Officer Certification**

To  
The Board of Directors  
**Roopa Industries Ltd.,**

This is to certify that

- a. We have reviewed financial statements and the cash flow statement for the year 2018-19 and that to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violate the company's code of conduct.
- c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the auditors and the Audit committee
  - i) significant changes in internal control over financial reporting during the year;
  - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**(T.G. Raghavendra)**  
Chairman & Managing Director  
(DIN-00186546)

**(S. Hari Prasad)**  
Chief Financial Officer

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To

The Members of Roopa Industries Limited

We have examined the compliance of conditions of Corporate Governance by Roopa Industries Limited, for the year ended 31<sup>st</sup> March, 2019 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (collectively referred to as "SEBI Listing Regulations, 2015").

The compliance of these conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an Audit nor an expression of opinion on the Financial Statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further 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.

For **S.T.Mohite & Co.**  
Chartered Accountants  
(Regn.No.011410S)

**M.T. Sreenivasa Rao**  
Partner  
M.No. 015635

Place : Hyderabad  
Date : 14<sup>th</sup> August, 2019

**INDEPENDENT AUDITORS' REPORT**

To the Members of

**ROOPA INDUSTRIES LIMITED****Report on the Audit of the Financial Statements****Opinion**

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

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

**Basis for opinion**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the 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 independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

**Key audit matters**

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

Sl.No.	Key Audit Matter	Auditor's Response
1	<p><b>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 'Revenue from Contracts with Customers' (new Indian Accounting Standard on revenue)</b></p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.</p>	<p><b>Auditor's Response</b></p> <p>Principal Audit Procedures We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard. Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows :</p> <p>Evaluated the design of internal controls relating to implementation of the new revenue accounting standard.</p> <p>Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls.</p>

Sl.No.	Key Audit Matter	Auditor's Response
	<p>Additionally, new revenue accounting standard contains disclosures which involves collation of information in respect of disaggregated revenue and periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</p> <p>Refer to Notes 29.15 to the Standalone Financial Statements</p>	<p>Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard.</p> <p>Selected a sample of continuing and new contracts and performed the following procedures :</p> <ul style="list-style-type: none"> <li>• Read, analysed and identified the distinct performance obligations in these contracts.</li> <li>• Compared these performance obligations with that identified and recorded by the Company.</li> <li>• Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.</li> <li>• Samples in respect of revenue recorded for time and material contracts were tested using a combination of approved time sheets including customer acceptances, subsequent invoicing and historical trend of collections and disputes.</li> <li>• Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.</li> <li>• In respect of samples relating to fixed-price contracts, progress towards satisfaction of performance obligation used to compute recorded revenue was verified with actual and estimated efforts from the time recording and budgeting systems. We also tested the access and change management controls relating to these systems.</li> <li>• Sample of revenues disaggregated by type and service offerings was tested with the performance obligations specified in the underlying contracts.</li> <li>• Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.</li> <li>• We reviewed the collation of information and the logic of the report generated from the budgeting system used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied subsequent to the balance sheet date.</li> </ul>

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

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the 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 during the course of our audit or otherwise appears to be materially misstated.



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

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

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 financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

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

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

- 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 controls.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143 (11) of the Act, we give in Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that :
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure-B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial
3. 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 has disclosed the impact of pending litigations on its financial position in its financial statements.
  - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the company.
  - iv. The disclosures in the financial statements regarding holdings as well as dealings in specified bank notes during the period from 8 November 2016 to 30 December 2016 have not been made in these financial statements since they do not pertain to the financial year ended 31 March 2019.
4. **With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of amendments to section 197(16) of the Act:**

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For and on behalf of  
**For S T Mohite & Co.,**  
Chartered Accountants  
(FRN. 011410S)

**(M.T.Sreenivasa Rao)**  
Partner  
(M.No. 015635)

## Annexure A to the Independent Auditors' Report

With reference to Annexure A as referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the company on the standalone financial statement for the year ended 31 March 2019, we report the following:

Sl. No.	Ref.to CARO	Report by Independent Auditors
1	3(i)	<b>Fixed Assets</b>
	3(i)(a)	The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information
	3(i)(b)	The Company has a regular program of physical verification of its fixed assets, by which all fixed assets are verified on annual basis, in our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, all fixed assets were physically verified during the year. According to the information and explanation given to us, no material discrepancies were noticed on such verification
	3(i)(c)	According to the information and explanations given to us and the records examined by us and based on the examination of sale deeds, conveyance deeds, encumbrance certificates verified by us, we report that the title deeds comprising all the immovable properties of lands, buildings which are free hold, are in the name of the company as at the balance sheet date.,
2	3(ii)	<b>Inventories</b> As explained to us, the inventories has been physically verified by the management during the year. In our opinion, the frequency of such verification is reasonable. The Company has maintained proper records of inventory. There were no material discrepancies noticed on verification between the physical stock and the book records.
3	3(iii)	<b>Loans to parties covered by Sec.189 of the Companies Act,2013 ("The Act")</b> According to the information and explanation given to us, the Company has not granted any loans, secured or unsecured to body corporate, firms, Limited Liability Firms or other parties covered in the register required to be maintained under section 189 of the Act. Accordingly the provisions of the clause 3 (iii) of the Order are not applicable to the Company for the year under review.
4	3(iv)	<b>Loans ,guarantees, securities to and investments in other companies</b> In our opinion and according to the information and explanation given to us, the company has no transactions for compliance with the provisions of Sections 185 and 186 and complied with the provisions of Section 186 of the Act in respect of investments made and loans given.
5	3(v)	<b>Acceptance of deposits</b> In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits during the year as per provisions of Section 73 or 76 of the Act or any other relevant provisions of the Act and the relevant Rules framed thereunder. Accordingly the provisions of the Para 3 (v) of the Order are not applicable to the Company for the year under review.
6	3(vi)	<b>Maintenance of cost records</b> According to the information and explanations given us, the maintenance of cost records prescribed by the Central Government under section 148(1) of the Act read with Rule 3 of the Cost Audit Rules is not applicable to the company. Accordingly cost audit under Sec.148(2) of the Act read with Rule 4 of the Cost Audit Rules under Para 3(vi) of the Order is not applicable to the Company for the year under review.

Sl. No.	Ref.to CARO	Report by Independent Auditors												
7	3(vii)	<b>Statutory Dues</b>												
	3(vii)(a)	<p>According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employee's State insurance, Income Tax, Goods and Service Tax, duty of Customs, Cess and other material statutory dues have been generally deposited during the year by the Company with the appropriate authorities.</p> <p>According to the information and explanations given to us, an undisputed amount of Rs.1,54,583/- is outstanding in respect of Income tax deductions to be paid to Department as at March 31, 2019 for a period of more than six months from the date they became payable.</p>												
	3(vii)(b)	<p>According to the information and explanation given to us, there are no dues of statutory dues of Income tax, sales tax, Service tax, Goods and Service tax, Customs duty, Excise duty, Value added tax, cess and other dues that have not been deposited by the Company on account of any dispute except the following dues of Income Tax have not been deposited by the Company on account of pending disputes as detailed here under.</p> <table><tr><th>Sl. No.</th><th>Name of the Statute</th><th>Nature of dues</th><th>Total Amount Rs.</th><th>Period to which the amt. relates</th><th>Forum where dispute is pending</th></tr><tr><td></td><td>The Income Tax Act, 1961</td><td>Disallowance of Depreciation</td><td>13.08 Lakhs</td><td>1996</td><td>Appeal filed by the Department and pending before Andhra Pradesh High court.</td></tr></table>	Sl. No.	Name of the Statute	Nature of dues	Total Amount Rs.	Period to which the amt. relates	Forum where dispute is pending		The Income Tax Act, 1961	Disallowance of Depreciation	13.08 Lakhs	1996	Appeal filed by the Department and pending before Andhra Pradesh High court.
Sl. No.	Name of the Statute	Nature of dues	Total Amount Rs.	Period to which the amt. relates	Forum where dispute is pending									
	The Income Tax Act, 1961	Disallowance of Depreciation	13.08 Lakhs	1996	Appeal filed by the Department and pending before Andhra Pradesh High court.									
8	3(viii)	<b>Defaults in repayments to Financial Institutions/Banks/Debenture holders</b> <p>In our opinion and according to the information and explanation given to us, the Company has not defaulted in the payment/repayments of loans or borrowings to the banks.</p>												
9	3(ix)	<b>Initial public offer/further offer</b> <p>In our opinion and according to the information and explanation given to us, the company, during the year, has not made, any initial public offer (IPO) or further public offer of securities (including debt instruments) and hence reporting for IPO or further public offer under Para 3(ix) of the Order is not applicable to the company and the term loans during the year have been utilised for the purpose they were raised</p>												
10	3(x)	<b>Frauds by or on the company</b> <p>In our opinion and according to the information and explanation given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.</p>												
11	3(xi)	<b>Managerial Remuneration</b> <p>In our opinion and according to the information and explanation given to us based on the examination of the records of the Company, the company has paid/provided managerial remuneration in accordance with the requisite approvals and compliances mandated by the provisions of section 197 read with Schedule V to the Act.</p>												
12	3(xii)	<b>Nidhi company</b> <p>In our opinion and according to the information and explanation given to us, the company is not a Nidhi Company as prescribed under Section 406 of the Act and hence paragraph 3(xii) of the Order is not applicable to the company.</p>												

## Roopa Industries Limited

Sl. No.	Ref.to CARO	Report by Independent Auditors
13	3(xiii)	<b>Transactions with Related parties</b> In our opinion and according to the information and explanation given to us and based on our examination of the records of the Company, all transactions with related parties are in compliance with provisions of section 177 and section 188 of the Act where applicable, and the details of such transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
14	3(xiv)	<b>Preferential allotment u/s 62 or private placement u/s 42 of the Act</b> In our opinion and according to the information and explanation given to us and based on our examination of the records, the Company has not made any preferential allotment of equity shares during the year. There is no private placement of shares by the company under section 42 of the Act during the year.
15	3(xv)	<b>Non-cash transactions with directors u/s 192 of the Act</b> In our opinion and according to the information and explanation given to us and based on our examination of the records of the Company, the company has not entered during the year into any non cash transactions with its Directors or persons connected to its Directors and hence provisions of Sec 192 of the Act and paragraph 3(xv) of the Order are not applicable to the company.
16	3(xvi)	<b>Registration u/s 45-1A of RBI Act,1934</b> According to the information and explanation given to us,the company is not required to be registered under section 45-1A of the Reserve bank of India Act, 1934 and hence paragraph 3(xvi) of the Order is not applicable to the company.

For and on behalf of

For **S T Mohite & Co.,**  
Chartered Accountants  
(FRN. 011410S)

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2019

(**M.T.Sreenivasa Rao**)  
Partner  
(M.No. 015635)

## **Annexure-B to the Independent Auditor's Report**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Roopa Industries Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Para (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')**

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

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

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

#### **Auditor's Responsibility**

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

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

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

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

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance

that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

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

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

### **Opinion**

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

For **S T Mohite & Co.,**  
Chartered Accountants  
(FRN. 011410S)

**(M.T.Sreenivasa Rao)**  
Partner  
(M.No. 015635)

Place : Hyderabad  
Date : 30<sup>th</sup> May, 2019

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2019**

All amounts in Indian Rupees except share data or otherwise stated

Particulars	Notes No.	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
<b>Assets:</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	1	6,30,35,074	6,29,45,039
Capital Work In Progress	1	4,48,89,012	2,39,22,215
Investment Property		-	-
Intangible Asset		-	-
Financial Assets			
(i) Investments	2	1,31,866	2,32,094
(ii) Loans	3	34,06,208	38,64,487
(iii) Other Financial Assets		-	-
Deferred Tax Assets (Net)		-	-
Other Non Current Assets		-	-
<b>Total Non-Current Assets</b>		<b>11,14,62,160</b>	<b>9,09,63,835</b>
<b>Current Assets</b>			
Inventories	4	10,64,86,152	9,26,15,952
Financial Assets			
(i) Trade Receivables	5	11,06,56,394	12,07,32,851
(ii) Cash and Cash Equivalents	6	17,27,019	5,84,110
(iii) Other Balances with Banks	7	58,05,993	53,90,901
(iv) Loans	8	2,37,51,440	3,61,40,472
(v) Other Financial Assets			
Other Current Assets	9	47,72,268	67,86,158
<b>Total Current Assets</b>		<b>25,31,99,266</b>	<b>26,22,50,444</b>
<b>Total Assets</b>		<b>36,46,61,426</b>	<b>35,32,14,280</b>
<b>Equity &amp; Liabilities:</b>			
<b>Equity</b>			
Equity Share Capital	10	7,86,55,200	7,86,55,200
Other equity	11	2,55,64,985	1,95,03,535
<b>Total Equity</b>		<b>10,42,20,185</b>	<b>9,81,58,735</b>
<b>Non-Current Liabilities</b>			
Financials Liabilities			
Borrowings	12	9,47,67,812	10,05,12,861
Other financial liabilities			
Provisions	13	37,91,563	35,59,017
Deferred tax liabilities (Net)	14	57,71,579	56,22,647
<b>Total Non-Current Liabilities</b>		<b>10,43,30,954</b>	<b>10,96,94,525</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	15	3,97,84,120	4,84,94,015
Trade Payables			
(i) Total outstanding dues of Micro & Small Enterprises	16	-	-
(ii) Total outstanding dues of other than Micro & Small Enterprises	16	7,63,74,055	7,52,28,248
Other financial liabilities			
Other Current Liabilities	17	3,83,74,241	2,15,38,757
Provisions	18	15,77,871	1,00,000
<b>Total Current liabilities</b>		<b>15,61,10,287</b>	<b>14,53,61,020</b>
<b>Total Equity &amp; Liabilities</b>		<b>36,46,61,426</b>	<b>35,32,14,280</b>
Contingent Liabilities and Commitments	19		
Significant Accounting Policies and Notes on Financial Statements	29		
The accompanying notes form part of the financial statements			

As per our report of even date annexed

For **S.T. Mohite & Co.,**  
Chartered Accountants  
(Regn.No.011410S)

**For and on behalf of the Board**

**(T.G.RAGHAVENDRA)**  
Chairman & Managing Director  
DIN : 00186546

**(V.J.SARMA)**  
Executive Director  
DIN : 00165204

**(M.T. Sreenivasa Rao.)**  
Partner  
Membership No. 015635

**(T. HEMA)**  
Company Secretary

**(S. HARI PRASAD)**  
Chief Financial Officer

Place : Hyderabad  
Date : 30-05-2019

Place: Hyderabad  
Date : 30-05-2019



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

All amounts in Indian Rupees except share data or otherwise stated

Particulars	Notes. No.	Year ended March 31, 2019 (In Rs.)	Year ended March 31, 2018 (In Rs.)
<b>I. Revenue from operations</b>	20	<b>30,14,99,552</b>	19,53,98,735
<b>II. Other income</b>	21	<b>28,25,282</b>	4,64,60,845
<b>III. Total revenue (I + II)</b>		<b>30,43,24,833</b>	24,18,59,580
<b>IV. Expenses</b>			
Cost of materials consumed	22	<b>25,14,23,498</b>	18,24,04,793
Changes in inventories of finished goods and work in progress	23	<b>(2,42,84,665)</b>	(2,69,09,001)
Excise Duty	20	-	60,24,029
Employee benefits expense	24	<b>93,21,805</b>	2,14,19,720
Finance costs	25	<b>1,38,58,786</b>	1,05,36,496
Depreciation and amortization expense	26	<b>57,24,979</b>	52,47,814
Other expenses	27	<b>4,03,83,957</b>	3,87,25,453
<b>Total expenses</b>		<b>29,64,28,360</b>	23,74,49,304
<b>V. Profit before tax (III - IV)</b>		<b>78,96,474</b>	44,10,276
<b>VI. Tax expense:</b>			
(1) Current tax		<b>14,77,871</b>	11,66,206
(2) Deferred tax Asset / ( Liability )		<b>3,77,365</b>	(21,50,541)
<b>Total Tax Expense</b>		<b>18,55,236</b>	(9,84,335)
<b>VII. Profit for the period (V-VI)</b>		<b>60,41,238</b>	53,94,611
<b>VIII. Other comprehensive income</b>			
A) Items that will not be reclassified to statement of profit and loss			
a) Remeasurement of defined employee benefit plans		<b>1,63,145</b>	4,44,170
b) Fair valuation of Investments		<b>(1,00,528)</b>	(11,89,040)
c) Deferred tax relating to item (a &b) above		<b>42,418</b>	(1,14,374)
B) Items that may be reclassified to statement of profit and loss			
a) Change in Fair Value of FVOCI Financial Liabilities		-	-
b) Remeasurement of defined employee benefit plans		-	-
c) Deferred tax relating to item (a &b) above		-	-
<b>Other comprehensive income (net of tax )</b>		<b>20,199</b>	(8,59,243)
<b>IX. Total comprehensive income for the year</b>		<b>60,61,437</b>	45,35,367
<b>X. Earning per equity share :</b>	28		
(1) Basic		<b>0.77</b>	0.58
(2) Diluted		<b>0.77</b>	0.58
(3) Face Value per share		<b>10</b>	10
Significant Accounting Policies and Notes on Financial Statements	29		
The accompanying notes form part of the financial statements			

As per our report of even date annexed

For **S.T. Mohite & Co.,**  
Chartered Accountants  
(Regn.No.011410S)

**For and on behalf of the Board**

**(T.G.RAGHAVENDRA)**  
Chairman & Managing Director  
DIN : 00186546

**(V.J.SARMA)**  
Executive Director  
DIN : 00165204

**(M.T. Sreenivasa Rao.)**  
Partner  
Membership No. 015635

**(T. HEMA)**  
Company Secretary

**(S. HARI PRASAD)**  
Chief Financial Officer

Place : Hyderabad  
Date : 30-05-2019

Place: Hyderabad  
Date : 30-05-2019

**STATEMENT OF CHANGES IN EQUITY**

A. EQUITY SHARE CAPITAL		(Rs. in Lakhs)						
Balance at the beginning of the reporting period i.e. 1st April, 2018	Changes in equity share capital during the year 2018-19				Balance at the end of the reporting period i.e. 31st March, 2019			
786.55	-				786.55			
B. OTHER EQUITY								
Particulars	Capital Reserve	Reserves and Surplus		Other Comprehensive Income		Total		
		Securities Premium Reserve	General Reserve	Retained Earnings	Equity Instruments Through OCI	Re-measurement of defined Benefit Plan	Debt Instruments through OCI	
As on 31st March, 2019								
Balance at the beginning of the reporting period i.e., 31st March, 2018	27.45	16.60	122.00	23.24	0.09	5.66	-	195.04
Profit for the Year	-	-	60.41	-	-	-	-	60.41
Comprehensive Income for the year	-	-	-	-	(1.01)	1.21	-	(1.01)
Transfer to/(from) Retained Earnings	-	-	-	-	-	-	-	-
Dividend Paid on Equity Shares	-	-	-	-	-	-	-	-
Tax on Dividend Paid on Equity Shares	-	-	-	-	-	-	-	-
Balance at the end of the reporting period i.e 31st March, 2019	27.45	16.60	182.41	23.24	(0.92)	6.87	-	255.65

As per our report of even date annexed  
For **S. T. Mohite & Co.,**  
Chartered Accountants  
(Regn.No.0114105)  
(**M.T. Sreenivasa Rao,**)

Partner  
Membership No. 015635  
Place : Hyderabad  
Date : 30-05-2019

**For and on behalf of the Board**  
(**T.G.RAGHAVENDRA**)  
Chairman & Managing Director  
DIN : 00186546

(**T. HEMA**)  
Company Secretary  
Place: Hyderabad  
Date : 30-05-2019

(**V.J.SARMA**)  
Executive Director  
DIN : 00165204  
(**S. HARI PRASAD**)  
Chief Financial Officer

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019**

Particulars	Year ended March 31, 2019 (In Rs.)	Year ended March 31, 2018 (In Rs.)
<b>A. Cashflows from Operating activity:</b>		
Net profit before Tax	78,96,474	44,10,276
<b>Adjustments for :</b>		
Depreciation and Amortization Expense	57,24,979	52,47,814
Other Comprehensive Income	20,199	(7,44,870)
Interest Received and other Income	(28,25,282)	(4,64,60,845)
Interest Paid	1,38,58,786	1,05,36,496
<b>Operating profit before working capital changes</b>	<b>2,46,75,156</b>	<b>(2,70,11,129)</b>
<b>Adjustments for</b>		
<b>Current Assets</b>		
Inventories	(1,38,70,200)	(2,15,31,448)
Trade Receivables and Other Assets	2,44,79,392	(2,86,00,675)
<b>Current Liabilities</b>		
Shortterm Borrowings	(87,09,895)	1,35,88,820
Trade payables and Other Liabilities	1,94,59,162	1,94,00,680
Changes in Working Capital	4,60,33,615	(1,71,42,623)
Direct taxes paid	18,55,236	11,66,206
<b>Net Cashflow from operating Activities (A)</b>	<b>4,41,78,379</b>	<b>(4,53,19,958)</b>
<b>B. Cashflow from Investing Activities.</b>		
Purchase of Fixed Assets	(2,67,81,811)	(2,42,02,695)
Sale/(Purchase) of Investments	1,00,228	14,03,244
Margin Money Deposited with Bank	(4,15,092)	13,02,675
Interest Received and other Income	28,25,282	4,64,60,845
<b>Net Cashflow from Investing Activities (B)</b>	<b>(2,42,71,392)</b>	<b>2,49,64,069</b>
<b>C. Cashflow from financing Activity</b>		
Proceeds from Borrowings	(57,45,049)	3,03,24,813
Increase/(Decrease) in loans and advances	4,58,279	(3,00,000)
Other longterm liabilities	3,81,478	10,54,197
interest paid	(1,38,58,786)	(1,05,36,496)
<b>Net Cashflow From Financing Activity (C)</b>	<b>(1,87,64,078)</b>	<b>2,05,42,514</b>
<b>D. Net Increase/ Decrease in Cash and Cashequivalent</b>	<b>11,42,909</b>	<b>1,86,625</b>
Add: Opening cash and cash equivalent	5,84,110	3,97,485
<b>Closing Cash and cash equivalent</b>	<b>17,27,019</b>	<b>5,84,110</b>

**Notes:**

- Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Ind AS-7- "Statement of Cash Flows".
- Previous year figures have been re-grouped/re-arranged/ re-classified whenever necessary to make them comparable to the current year figures.

As per our report of even date annexed  
For **S.T. Mohite & Co.,**  
Chartered Accountants  
(Regn.No.011410S)

**For and on behalf of the Board**

(**M.T. Sreenivasa Rao.**)  
Partner  
Membership No. 015635

(**T.G.RAGHAVENDRA**)  
Chairman & Managing Director  
DIN : 00186546

(**V.J.SARMA**)  
Executive Director  
DIN : 00165204

(**T. HEMA**)  
Company Secretary

(**S. HARI PRASAD**)  
Chief Financial Officer

Place : Hyderabad  
Date : 30-05-2019

Place: Hyderabad  
Date : 30-05-2019

**NOTES TO FINANCIAL STATEMENTS**  
**Note 1: Property, Plant & Equipment**

PARTICULARS	(All amounts in Rs.)					
	Land	Buildings	Plant & Equipment	Furniture & Fixtures	Vehicles	Office Equipment
Closing gross carrying amount as at 31st March, 2018	6,87,300	2,83,06,002	8,57,76,678	3,98,128	48,10,656	23,18,782
Additions	-	-	-	53,500	58,41,389	1,20,658
Disposals	-	-	-	-	40,10,656	-
Closing gross carrying amount as at 31st March, 2019	6,87,300	2,83,06,002	8,57,76,678	4,51,628	66,41,389	24,39,440
<b>Accumulated Depreciation</b>						
Closing Accumulated depreciation as on 31st March, 2018	-	1,10,32,728	4,28,13,356	2,39,923	35,51,031	17,15,469
Depreciation charge during the year	-	8,74,343	35,55,456	47,957	10,40,058	2,07,165
Disposals	-	-	-	-	38,10,123	-
Closing Accumulated depreciation as on 31st March, 2019	-	1,19,07,071	4,63,68,812	2,87,880	7,80,966	19,22,634
Net carrying value as at 31st March, 2018	6,87,300	1,72,73,274	4,29,63,322	1,58,205	12,59,625	6,03,313
Net carrying value as at 31st March, 2019	6,87,300	1,63,98,931	3,94,07,866	1,63,748	58,60,423	5,16,806
						6,30,35,074

**CAPITAL WORK IN PROGRESS:**

Particulars	Civil work in progress	Machinery under erection	Total
As at 31st March, 2018	2,96,610	2,36,25,605	2,39,22,215
As at 31st March, 2019	21,97,413	4,26,91,599	4,48,89,012

**Notes:** Property, Plant and Equipment and the Properties are subjected to first charge in favour of lending Bank for the loans taken .

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### NOTES - 2 : Non-Current Investments

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	<b>Investments in Equity Shares (Fully paid up and Quoted)</b> a. Sree Rayalaseema Alkalies & Allied Chemicals Ltd 220 (Previous years 2017-18: 220) Equity Shares of Rs.10 each	9,196	11,444
2	<b>Investments in Govt. Securities : Un-quoted</b> National Saving Certificate (Deposited with Sales Tax Department)	2,000	2,000
3	<b>Quoted, Non-Trade and Fully paid up :</b> Hindustan Construction Company Ltd 2000 (Previous years 2017-18:2000) Equity Shares of Re.1each)	30,020	1,28,000
4	<b>Unquoted, Trade and Fully paid up:</b> Patancheru Enviro-tech Ltd 9065 (Previous years 2017-18: 9065) Equity Shares of Rs.10 each)	90,650	90,650
	<b>Total</b>	<b>1,31,866</b>	<b>2,32,094</b>

### NOTE 3 : LOANS - NON CURRENT

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	<b>Non-Current Loans</b> a) Secured, considered good b) Unsecured considered good (Security Deposits)	-  26,10,032	-  26,68,311
		<b>26,10,032</b>	<b>26,68,311</b>
2	<b>Capital advances and Claims Receivable</b> a) Secured, considered good b) Unsecured considered good Advance for capital works	-  7,96,176	-  11,96,176
		<b>7,96,176</b>	<b>11,96,176</b>
	<b>Total</b>	<b>34,06,208</b>	<b>38,64,487</b>

### NOTE 4: INVENTORIES

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Raw materials	2,40,44,668	3,48,10,021
2	Finished Goods	81,21,189	92,38,830
3	Work In Progress	6,91,17,080	4,37,14,774
4	Stores and Spare Parts	52,03,216	48,52,327
	<b>Total</b>	<b>10,64,86,152</b>	<b>9,26,15,952</b>

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### Details of Work-In-Progress

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
	Chemicals, Bulk Drugs and Other intermediates	6,91,17,080	4,37,14,774
	<b>Total</b>	<b>6,91,17,080</b>	<b>4,37,14,774</b>

### Details of Finished Goods

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
	Chemicals, Bulk Drugs and Other intermediates	81,21,189	92,38,830
	<b>Total</b>	<b>81,21,189</b>	<b>92,38,830</b>

- i) Raw Materials, Stores and Spares are valued at lower of cost and net realizable value and costs are determined on Weighted Average Cost.
- ii) Work in progress and finished goods are valued at cost of purchase of raw materials, cost of conversion and other cost incurred in bringing the inventories to their present location and condition or net realisable value which ever is lower.
- iii) The Inventories are hypothecated for charge in favour of lending Bank.

### NOTE 5: TRADE RECEIVABLES

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Unsecured, Considered good unless otherwise stated Outstanding for a period exceeding six months from the date they became due for payment Considered good Considered doubtful	8,39,91,611 (16,85,768)	3,41,26,553 (16,85,678)
2	<b>Other Debts</b> Considered good	2,83,50,551	8,82,91,976
	<b>Total</b>	<b>11,06,56,394</b>	<b>12,07,32,851</b>

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### NOTE 6: CASH AND CASH EQUIVALENTS

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Cash and Cash Equivalents		
	Cash on Hand	16,32,556	1,09,910
	Balance with banks		
	Current Accounts	94,464	4,74,200
	<b>Total</b>	<b>17,27,019</b>	<b>5,84,110</b>

### NOTE 7: OTHER BALANCES WITH BANKS

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Other Bank Balances *	58,05,993	53,90,901
	* Margin Money Deposits (given against LCs, FLCs and BGs ) (Term Deposit accounts having more than three months and less than twelve months maturity)		
	<b>Total</b>	<b>58,05,993</b>	<b>53,90,901</b>

### NOTE 8: LOANS - CURRENT ASSETS

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	<b>Secured considered good</b>	-	-
2	<b>Unsecured, Considered good</b>		
	Advance for Raw Materials	1,93,95,025	3,16,66,763
	Deposits and Other Advances etc.	42,26,703	43,09,522
	Advances to Employees	1,29,712	1,64,187
	<b>Total</b>	<b>2,37,51,440</b>	<b>3,61,40,472</b>

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### NOTE 9: OTHER CURRENT ASSETS:

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Prepaid expenses	16,477	-
2	Service Tax Credit	2,05,753	205,753
3	GST Credit	11,80,296	29,46,759
4	Central Excise	3,54,039	3,54,238
5	Income Tax Refund receivable	27,57,496	3,12,396
6	TCS Receivable	59,830	-
7	TDS Receivable	1,98,377	28,35,146
8	Income Receivable	-	1,31,867
	<b>Total</b>	<b>47,72,268</b>	<b>67,86,159</b>

### NOTE 10 : SHARE CAPITAL

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Authorised share Capital 90,00,000 (Previous year 2017-18: 90,00,000) Equity Shares of Rs. 10/- each	9,00,00,000	9,00,00,000
	<b>Total</b>	<b>9,00,00,000</b>	<b>9,00,00,000</b>
2	Issued, subscribed and paid up share capital 78,65,520 (Previous year 2017-18 : 78,65,520) Equity Shares of Rs. 10/- each fully paid up	7,86,55,200	7,86,55,200
	<b>Total</b>	<b>7,86,55,200</b>	<b>7,86,55,200</b>

#### Reconciliation of the shares at the beginning and at the end of the reporting period.

Particulars	Year ended 31 <sup>st</sup> March, 2019		Year ended 31 <sup>st</sup> March, 2018	
	Number	Rs.	Number	Rs.
Equity shares at the beginning of the year	78,65,520	7,86,55,200	78,65,520	7,86,55,200
Add : Shares issued during the year	-	-	-	-
Equity shares at the end of the year	78,65,520	7,86,55,200	78,65,520	7,86,55,200

#### Terms / rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees to the share holders as per the share holdings.

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



# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### Details of shareholders holding more than 5% of the total shares

Sl. No.	Name of the Shareholder	Year ended 31 <sup>st</sup> March, 2019		Year ended 31 <sup>st</sup> March, 2018	
		No. of Shares held	% of holding	No. of Shares held	% of holding
1	Star Niochem Private Limited	14,87,682	18.91	14,87,682	18.91
2	SRHHL Industries Ltd	13,72,455	17.45	13,72,455	17.45
3	P. Subramanian	7,56,632	9.62	7,56,632	9.62
4	T.G.Raghavendra	6,55,729	8.34	6,55,729	8.34
<b>Total</b>		<b>42,72,498</b>	<b>54.32</b>	<b>42,72,498</b>	<b>54.32</b>

## NOTE 11 : OTHER EQUITY

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
<b>1</b>	<b>Securities Premium Reserve</b>		
	Balance as per last Balance sheet	16,60,296	16,60,296
	Add: Movement during the year	-	-
	Closing Balance	16,60,296	16,60,296
<b>2</b>	<b>Capital Reserves</b>		
	Balance as per last Balance sheet	27,45,075	27,45,075
	Add: Movement during the year	-	-
	Closing Balance	27,45,075	27,45,075
<b>3</b>	<b>Surplus in the statement of profit and loss</b>		
	Balance as per last Balance sheet	1,21,98,633	68,04,022
	Add: Net Profit for the year	60,41,238	53,94,611
	Closing Balance	1,82,39,883	1,21,98,633
<b>4</b>	<b>Retained Earnings</b>		
	Balance as per last Balance sheet	23,24,220	23,24,220
	Add: Changes during the year	-	-
	Closing Balance	23,24,220	23,24,220
<b>5</b>	<b>Other Comprehensive Income</b>		
	Balance as per last Balance sheet	5,75,312	14,34,428
	Add: Changes during the year	20,199	(8,59,116)
	Closing Balance	5,95,511	5,75,312
<b>Total</b>		<b>2,55,64,985</b>	<b>1,95,03,535</b>

## NOTE 12: BORROWINGS - NON CURRENT

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
<b>1</b>	<b>Secured</b>		
a	Term Loan From Bank - 1	2,06,74,499	2,15,93,371
b	Term Loan From Bank - 2	23,60,031	23,49,353
c	Vehicle Loan from Bank	47,50,071	4,27,525
<b>2</b>	<b>Unsecured</b>		
a	Sales Tax Deferment Loan	51,32,508	54,01,109
b	Deferred Revenue Grant - Sales Tax Deferment	-	35,65,898
c	Inter Corporate Loans	1,86,69,513	2,40,96,619
d	Loans from Directors	4,31,81,189	4,30,78,986
<b>Total</b>		<b>9,47,67,812</b>	<b>10,05,12,861</b>

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

The above Term Loans payable to bank is secured by hypothecation of stocks and receivables and also secured by equitable mortgage of land and buildings and hypothecation of plant and machinery and other fixed assets. Further guaranteed by promoter in his individual capacity.

The Term loan -1 is payable in 60 Monthly instalments from 07.11.2017 and the other Term loan - 2 is payable in 10 quarter installments from 07.11.2017

Deferred Sales tax loan is interest free repayable in various instalments as per Sales tax Deferment Scheme. The last instalment is payable in 2020-2021.

### NOTE 13: PROVISIONS : NON CURRENT

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Provision for Gratuity	37,91,563	35,59,017
	<b>Total</b>	<b>37,91,563</b>	<b>35,59,017</b>

### NOTES - 14: DEFERRED TAX LIABILITIES

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Deferred Tax Assets		
	Expenses allowable on payment basis	(60,462)	(7,62,173)
	Depreciation	(2,70,851)	-
2	Deferred Tax Liabilities		
	Other comprehensive Income	42,418	1,14,373
	Retained Earnings	-	-
	Depreciation and amortisation	60,60,474	62,70,447
	<b>Deferred Tax Liabilities (Net)</b>		
	<b>Deferred Tax Liabilities (Net)</b>	<b>57,71,579</b>	<b>56,22,647</b>

### NOTE 15: BORROWINGS - CURRENT

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	<b>Working Capital Secured</b>		
	From Banks	3,97,84,120	4,28,04,055
	From Others	-	-
	<b>Total</b>	<b>3,97,84,120</b>	<b>4,28,04,055</b>
2	<b>Liability for Bills Discounted</b>		
	From Banks	-	56,89,960
	From Others	-	-
	<b>Total</b>	<b>-</b>	<b>56,89,960</b>
	<b>Total</b>	<b>3,97,84,120</b>	<b>4,84,94,015</b>

### Security for Secured Loans

The working capital loan from Bank and liability for bills discounted are secured by Equitable Mortgage of Land, Buildings and charge on Plant & Equipment, Stock-in-Trade, Book debts and are further guaranteed by Promoter in his individual capacity. There are small delays on some occasions in maintaining cash credit and LCs liabilities within sanctioned limits.

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### NOTE 16: TRADE PAYABLES

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Sundry Creditors		
	- Amounts outstanding to SME	-	-
	- Outstanding to others	7,63,74,055	7,52,28,248
	<b>Total</b>	<b>7,63,74,055</b>	<b>7,52,28,248</b>

### Disclosure in respect of Principal and interest pertaining to the "Micro, Small and Medium Enterprises Development Act, 2006:

The Company identifies dues to Micro, Small and Medium Enterprises on the basis of information made available to the Company by the suppliers.

The Company seeks the information and based on the information available it classifies dues to Micro, Small and Medium Enterprises. As per information available with the Company, there are no amounts due to such units. Hence, there is no reportable information U/s 22(i) to (v) of Micro, Small and Medium Enterprises Development Act, 2006 read with Para FA of General Information to Balance Sheet Part 1 in Division II of schedule III to the Companies Act, 2013.

### NOTE 17: OTHER CURRENT LIABILITIES

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Current Maturities of Term Liabilities		
	Secured		
	Term Loan from Banks	95,71,977	78,48,599
	Unsecured		
	Sales Tax Deferment	57,01,506	28,27,863
2	Vehicle Loan From Financial Institutions	10,36,705	-
3	Other Current Liabilities	1,08,67,001	1,093
4	Outstanding Liabilities	1,11,97,052	1,08,61,202
	<b>Total</b>	<b>3,83,74,241</b>	<b>2,15,38,757</b>

### NOTE 18: PROVISIONS : CURRENT

Sl. No.	Particulars	As at March 31, 2019 Rs.	As at March 31, 2018 Rs.
1	Provision for Debtors	-	-
2	Audit Fee Payable	1,00,000	1,00,000
3	Provision for Income Tax	14,77,871	-
	<b>Total</b>	<b>15,77,871</b>	<b>1,00,000</b>

### NOTE 19: CONTINGENT LIABILITIES AND COMMITMENTS:

Sl. No.	Particulars
1	<b>Contingent liabilities</b>
	Incometax case pending in Andhra Pradesh High Court: Rs.13.08 Lakhs
	Pending case for higher consideration for land acquisition by Govt (See note.38) Rs. 4,21,176/-
2	<b>Commitments</b>
	Unexpired Bank Guarantee: Rs. 4,00,000 (previous years NIL)

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### NOTE 20 : REVENUE FROM OPERATIONS

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Sale of Products	29,69,99,552	18,94,69,339
2	Processing Charges Earned	45,00,000	59,29,396
		30,14,99,552	19,53,98,735
	Less: Excise Duty	-	60,24,029
	<b>Total</b>	<b>30,14,99,552</b>	<b>18,93,74,706</b>

### NOTE 21: OTHER INCOME

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Amortized Benefit	9,28,359	12,08,491
2	Amounts Writtenback	3,77,681	-
3	Commission Received	-	1,74,28,780
4	Deferred Tax - Asset - Income	2,70,851	-
5	Income From Duty Drawback	-	3,87,507
6	Interest - Gross	5,79,403	5,67,991
7	Miscellaneous Income	1,521	2,11,520
8	Professional & Technical Services	5,38,000	2,52,16,180
9	Profit on Sale of Investment	-	14,40,377
10	Profit on Sale of Asset	1,29,467	-
	<b>Total</b>	<b>28,25,282</b>	<b>4,64,60,845</b>

### NOTE 22: COST OF MATERIALS CONSUMED

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Opening Stock	3,48,10,021	4,38,46,564
2	Add : Purchases	24,06,58,144	17,33,68,250
		27,54,68,165	21,72,14,814
3	Less : Closing Stock	2,40,44,668	3,48,10,021
	<b>Total</b>	<b>25,14,23,498</b>	<b>18,24,04,793</b>

### NOTE 23: CHANGES IN INVENTORIES OF FINISHED GOODS, LAND AND WORK-IN-PROGRESS

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Opening inventory		
	a) Finished goods	92,38,830	6,48,370
	b) WIP	4,37,14,774	2,53,96,233
	(A)	5,29,53,604	2,60,44,603
2	Closing inventory		
	a) Finished goods	81,21,189	92,38,830
	b) WIP	6,91,17,080	4,37,14,774
	(B)	7,72,38,269	5,29,53,604
	<b>Total (A-B)</b>	<b>(2,42,84,665)</b>	<b>(2,69,09,001)</b>

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### NOTE 24: EMPLOYEE BENEFIT EXPENSES

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	<b>Salaries &amp; wages</b>		
	a) Salaries & wages	71,88,749	1,76,43,487
2	<b>Contribution to PF and other funds</b>		
	a) Provident Fund	4,65,713	9,31,799
	b) ESI	2,30,078	4,50,432
	c) Staff Welfare	7,54,624	3,88,263
	d) Bonus	2,86,950	5,07,372
	e) Gratuity	3,95,691	14,98,367
		21,33,056	37,76,233
	<b>Total</b>	<b>93,21,805</b>	<b>2,14,19,720</b>

### NOTES - 25: FINANCIAL COST

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Interest paid on Loan from Banks	75,41,995	57,82,369
2	Interest paid to Others	14,14,236	4,99,476
3	Bank Charges	59,203	80,801
4	Bank Processing Charges	3,97,346	6,77,910
5	Other Finance Charges including LC Charges	23,82,379	23,01,544
6	Foreign Exchange Fluctuation (net)	10,97,221	20,691
7	Interest Expense on Deferment of Sales Tax Loan	9,66,405	11,73,705
	<b>Total</b>	<b>1,38,58,786</b>	<b>1,05,36,496</b>

### NOTES - 26: DEPRECIATION AND AMORTIZATION EXPENSE

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Depreciation on Tangible assets (as per Note.1)	57,24,979	52,47,814
	<b>Total</b>	<b>57,24,979</b>	<b>52,47,814</b>

# Roopa Industries Limited

## NOTES TO FINANCIAL STATEMENTS

### NOTES - 27: OTHER EXPENSES

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Audit Fee	1,00,000	1,00,000
2	After sales service Expenses	10,65,704	7,72,947
3	Commission	75,563	48,000
4	Computer Maintenance	1,29,895	-
5	Consumption of stores and spare parts	45,77,344	40,15,007
6	Directors Remuneration	42,00,000	42,00,000
7	Factory Maintenance	11,16,312	7,60,380
8	Fee & Charges	4,99,379	-
9	Insurance	5,73,697	6,35,730
10	Internal Audit Fee	-	1,91,250
11	Lab Chemicals & Maintenance	6,99,566	6,94,166
12	Legal Expenses	1,50,000	25,82,957
13	Misc Expenses	8,32,120	7,78,631
14	Office Maintenance	3,04,877	2,18,406
15	Pollution Treatment Charges	1,45,715	1,45,015
16	Postage & Courier	2,56,590	-
17	Power and fuel	1,73,45,837	1,35,82,383
18	Printing & Stationery	2,59,975	5,08,256
19	Provision for Doubtful Debts	-	13,58,375
20	Processing Charges	2,34,875	5,21,295
21	Rates and taxes, excluding, taxes on income	13,98,540	15,34,558
22	Repairs to Buildings	8,67,708	1,95,919
23	Repairs to Machinery	22,85,988	16,41,084
24	Repairs Others	57,000	2,26,230
25	Share Transfer / Demat Expenses	1,72,563	-
26	Solid Waste Disposal Charges	7,21,905	13,70,298
27	Telephone Charges	2,42,627	1,73,857
28	Testing Charges	99,060	95,352
29	Travelling & conveyance expenses	8,01,447	8,08,481
30	Vehicle Maintenance	1,17,271	1,64,962
31	Water Charges	10,52,398	14,01,915
<b>Total</b>		<b>4,03,83,957</b>	<b>3,87,25,454</b>

Sl. No.	Details of Payments to auditors	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Statutory Audit Fee	75,000	75,000
2	Tax Audit Fee	25,000	25,000
<b>Total</b>		<b>1,00,000</b>	<b>1,00,000</b>

### NOTES - 28: EARNINGS PER EQUITY SHARE

Sl. No.	Particulars	Year Ended March 31, 2019 Rs.	Year Ended March 31, 2018 Rs.
1	Earnings per share (EPS) (Rs.)		
	Basic	0.77	0.58
	Diluted	0.77	0.58
2	Net profit after tax considered for the calculations of EPS (Rs.)	60,61,437	45,35,367
3	Weighted average number of equity shares used in computing Basic Earnings per Equity share (No's)	78,65,520	78,65,520
4	Weighted average number of equity shares used in computing Diluted Earnings per Equity share (No's)	78,65,520	78,65,520
5	Face value of each equity share (Rs.)	10	10

### 29. Notes forming part of Financial Statements

#### 29.1 Corporate Information

**Roopa Industries Limited** ("the Company") is registered in India under the Companies Act, 1956 as a Public Limited Company on 06/09/1994 and as on date it is Public Limited Company, having its registered office at 17/745, Alur Road, Adoni, Kurnool, Andhra Pradesh, India. The Company is engaged in manufacturing of Bulk drugs/Drug Intermediates. The shares of the Company are listed on the Bombay Stock Exchange of India Ltd., The principal accounting policies applied in the preparation of the financial statements are set out below.

The Financial Statements for the year ended 31<sup>st</sup> March, 2019 were approved by Board of Directors and authorized for issue on 30<sup>th</sup> May, 2019.

#### 29.2 Basis of Preparation and Presentation of Financial Statements

The financial statements of Roopa Industries Limited ("the Company") for the year ended 31<sup>st</sup> March, 2019 have been prepared and presented 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.

The Financial Statements have been prepared on historical cost convention on accrual basis of accounting except for certain financial instruments that are measured at fair value. GAAPs of Indian Accounting Standards as specified in Section 133 of the Act read together with Rule 4 of Companies (Indian Accounting Standard) Amendment Rules, 2016 to the extent applicable, pronouncements of regulatory bodies applicable to the Company and other provisions of the Act. Accounting Policies have been consistently applied except where a newly issued Accounting Standards is initially adopted or revision to existing Accounting Standards requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised Accounting Standards on an on-going basis.

#### 29.3 Basis of Measurement

All assets and liabilities are classified into current and non-current based on the operating cycle of less than twelve months or based on the criteria of realization/settlement within twelve months period from the balance sheet date.

#### 29.4 Accounting Estimates

The preparation of the financial statements, in conformity with the recognition and measurement principles of Ind AS, requires the management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognized in the period in which they are determined.

- a. **Depreciation and amortization:** Depreciation and amortization is based on Schedule II to the Companies Act, 2013, which describes useful lives of property, plant and equipment and intangible assets.
- b. **Provisions and contingencies:** Provisions and contingencies are based on the Management's best estimate of the liabilities based on the facts known at the balance sheet date.
- c. **Fair valuation:**

Fair value is the price that would be received to sell an asset or paid to transfer

## NOTES FORMING PART OF FINANCIAL STATEMENTS

a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. In addition, for financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows: Level 1: Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date; Level 2: Inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and Level 3: Inputs are unobservable inputs for the asset or liability. For assets and liabilities that are recognized in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or reassessed in line with the Company's Accounting Policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **29.5 Critical Accounting Judgements and Key source of estimation uncertainty operating cycle:**

In the application of the company's accounting policies, the management of the company are required to make judgments, estimates, and assumptions about the carrying amounts of the assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognized in the period in which the estimates is revised if the revision effects only that period or in the period of the revision and future periods in the revision effects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the company's accounting policies and that have the most significant effects on the amounts recognized in the financial statements.

#### **Provisions and contingent liability:**

On an ongoing basis, Company reviews pending cases, claims by third parties and other. For contingent losses that are considered probable an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible or not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.



## NOTES FORMING PART OF FINANCIAL STATEMENTS

### Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2017 management assessed that the useful lives represent the expected utility of the assets to the company. Further, there is no significant change in the useful lives as compared to previous year.

### 29.6 Functional and presentation currency

These financial statements are presented in Indian rupees, which is also the functional currency of the Company. All financial information presented in Indian rupees.

### 29.7 Property Plant & Equipment

#### Recognition and measurement

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment. An item of Property, Plant and Equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continuous use of the asset.

Gains and losses upon 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 recognized net within in the statement of profit and loss.

The cost of replacing part of an item of property, plant and equipment is recognized 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 costs of repairs and maintenance are recognized in the statement of profit and loss as incurred.

Items of property, plant and equipment acquired through exchange of non-monetary assets are measured at fair value, unless the exchange transaction lacks commercial substance or the fair value of either the asset received or asset given up is not reliably measurable, in which case the asset exchanged is recorded at the carrying amount of the asset given up.

Property, Plant and Equipment which are not ready for intended use as on the date of Balance Sheet are disclosed as "Capital Work-in-Progress".

#### Depreciation

Depreciation is recognized in the statement of profit and loss on Straight line basis over the estimated useful lives of property, plant and equipment based on Schedule - II to the Companies Act, 2013 ("Schedule"), which prescribes the useful lives for various classes of tangible assets. Land is not depreciated.

### 29.8 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.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### A. Financial Assets

#### i. Initial Recognition

In the case of financial assets, not recorded at fair value through profit or loss (FVPL), financial assets are recognized initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

#### ii. Subsequent Measurement

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

##### a. Financial Assets at Amortized Cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognized in the Statement of Profit and Loss.

##### b. Financial Assets Measured at Fair Value

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in the Statement of Profit and Loss.

Investment in Equity Instruments are designated as Financial Assets measured at fair value through OCI and Investments in Mutual Funds are designated as Financial Assets measured at fair value through statement of Profit & Loss on date of transition.

##### c. Impairment of Financial Assets

In accordance with Ind AS 109, expected credit loss (ECL) model for measurement and recognition of impairment loss on the trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18. As Company trade receivables are realized within normal credit period adopted by the company, financial assets are not impaired.

##### d. De-recognition of Financial Assets

e Company de-recognizes a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity.

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 assets and an associated liability for amounts it may have to pay.

## NOTES FORMING PART OF FINANCIAL STATEMENTS

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

### **B. Financial Liabilities**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

#### **i. Initial Recognition**

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognized initially at fair value and in the case of loans and borrowings and payables, net of directly attributable transaction costs.

#### **ii. Subsequent Measurement**

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

##### **a. Financial liabilities at FVPL**

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

#### **iii. De-recognition of Financial Liabilities**

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. 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 de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

### **29.9 Impairment of non-financial assets**

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generated Units (CGU) to which the asset belongs. If such assets are considered to be impaired, the impairment to be recognized in the statement of profit and loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

### 29.10 Cash and Cash Equivalents

Cash and Bank balances comprise of cash balance in hand, in current accounts with banks and Bank Fixed Deposits with maturity of 3 months or less than 3 months. Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of no cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flow for the year is classified by operating, investing and financing activities.

### 29.11 Employee Benefits

#### Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Defined Contribution Plan

Employee State Insurance is a defined contribution scheme of the Government of India under which both the employer and employee contribute on a monthly basis at a pre-determined rate and the Company has no further obligation.

#### Defined Contribution Benefits

The Company has an obligation towards gratuity, a defined benefit plan covering eligible employees. The plan provides for lump sum payment on retirement, death while in employment or on separation.

### 29.12 Borrowing Cost:

Borrowing costs are charged to the Statement of Profit and Loss except in cases where the borrowings are directly attributable to the acquisition, construction or production of qualifying asset till it is put to use.

### 29.13 Government Grants:

Ind AS 20 gives an option to present the grants related to assets, including nonmonetary grants at fair value in the balance sheet either by setting up the grant as deferred income or by deducting the grant in arriving at the carrying amount of the asset. Accordingly Sales Tax Deferment amount payable to Department has been considered as Government Grant and considered the interest expenses and amortization benefit is considered in Profit and Loss Account and Balance Sheet.

### 29.14 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects 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. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

### 29.15 Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and is recognised when it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of income can be measured reliably. Revenue is net of returns and is reduced for rebates, trade discounts, refunds and other similar allowances.

Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted. The effect on adoption of Ind AS -115, is insignificant.

#### Sale of goods

Revenue is recognized when it is probable that economic benefits associated with a transaction flows to the Company in the ordinary course of its activities and the amount of revenue can be measured reliably. Revenue is recognised, when the significant risks and rewards of the ownership have been transferred to the buyers and there is no continuing effective control over the goods or managerial involvement with the goods. Sales include Job work charges received on contract manufacturing operations. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes and duties.

#### Other Income

Other income includes Dividend, Interest, Profit / (Loss) on sale of Investments, Commission, Professional and Technical Services and other miscellaneous receipts if any. Dividend income from investments is recognized when the Company's right to receive payment has been established (provided that it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably). Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on time proportionate basis, by reference to the principle outstanding and at the effective interest rate applicable. Commission income is recognised when the economic benefits associated with the transaction will flow to the entity or the amount of revenue can be measured reliably.

When the transaction involving the rendering of services is estimated reliably, revenue associated with the transaction shall be recognised by reference to the stage of completion of the transaction at the end of the reporting period.

The outcome of the transactions can be estimated reliably when all the following conditions are satisfied:

- (a) the amount of revenue can be measured reliably;
- (b) it is probable that the economic benefits associated with the transaction will flow to the entity;
- (c) the stage of completion of the transaction at the end of the reporting period can be measured reliably; and
- (d) the costs incurred for the transaction and the costs to complete the transaction can be measured reliably

### 29.16 Income Tax

#### Current Tax

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act,

## NOTES FORMING PART OF FINANCIAL STATEMENTS

1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

### Deferred Tax

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation.

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

Minimum Alternative Tax ("MAT") credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### 29.17 Earnings Per Share

The Company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. Basic earnings per share are computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

### 29.18 Recently issued accounting pronouncements

#### Ind AS 116 Leases :

Ind AS 116, Leases: The Ministry of Corporate Affairs has notified the Ind AS 116, Leases which will be effective from April 1, 2019. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The company is not having any leasing transactions present.

### 29.19 Other amendments to Indian Accounting Standards:

**Amendment to Ind AS 12 'Income Taxes':** On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 'Income Taxes'. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore,

## NOTES FORMING PART OF FINANCIAL STATEMENTS

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 recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

**Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments:** On March 30, 2019, Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

**Amendment to Ind AS 19 'Employee Benefits':** On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 'Employee Benefits' in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

### 30. Related Party Disclosures:

In accordance with the provisions of Ind AS 24 "Related Party Disclosures", the following are the related parties identified, transactions with such related parties during the year ended 31<sup>st</sup> March, 2018 and the balances as on the date are given below:

#### Related party Transactions:

S. No.	Related Parties	Transactions during the year
1	<b>Persons having control or significant influence on the Company</b> Sri T G Raghavendra – Chairman & Managing Director Sri V J Sarma – Executive Director	Yes Yes
2	<b>Close members of family of Sri T G Raghavendra</b> Sri T G Venkatesh – Brother Sri T G Jayanthi - Wife Sri T G Anokhaa – Daughter Sri T G Anisha - Daughter	Yes No No No
3.	<b>Entities Controlled by Sri T G Raghavendra and close members of the family</b> TGV SRAACL Limited Brilliant Bio-Pharma Private Limited Brilliant Industries Private Limited Nectar Laboratories Private Limited	Yes No No No
4.	<b>Key Managerial Personnel</b> T G Raghavendra – Chairman & Managing Director V J Sarma – Executive Director S. Hari Prasad - Chief Financial Officer T. Hema - Company Secretary	Yes Yes Yes Yes

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

Summary of transactions with the above related parties is as follows: (Rs. in Lakhs)

S. No.	Name of the Related party	Nature of Transaction	FY 2018-19	FY 2017-18
1	T G Raghavendra	Directors Remuneration	30.00	30.00
2	V J Sarma	Directors Remuneration	12.00	12.00
3	T G Raghavendra	Unsecured loan	330.06	499.86
4	V J Sarma	Unsecured loan	-	4.39
5	S. Hari Prasad	Salary	6.15	3.30
6	T. Hema	Salary	1.80	1.80
7	TGV SRAAC Ltd	Purchases	87.43	37.30

### Outstanding Payables:

Particulars	Year ended 31 <sup>st</sup> March (Rs. In Lakhs)	
	2019	2018
i. Remuneration to wholetime directors	71.63	41.99
ii. Unsecured Loan from Managing Director	431.81	430.79
iii. TGV SRAAC Ltd	1.73	-

## 31. Segment Reporting

Ind AS 108 establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services. Based on the 'Management' approach as defined under Ind AS108, the Chief Operating Decision Maker (CODM) evaluates the performance on a periodical basis and allocates resources based on an analysis of the performance of various Businesses. The CODM is the Managing Director. The accounting principles used in the preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments and are as set out in the Significant Accounting Policies. Since, the Company is mainly pursuing only one activity i.e. manufacturing and selling of Bulk Drugs and Drug Intermediates, reporting of segment revenue and results does not arise.

## 32. Employee benefits

### a. Defined Benefit Plans:

The Company operates defined contribution schemes like Employee State Insurance Scheme. For this scheme contributions are made by the company and employees at a predetermined rate based on current salaries.

### b. Defined Benefit Plans:

#### i. Gratuity:

The Company has provided gratuity liability as per the actuarial valuation provided by actuarial valuer. The benefits are determined and carried out at each Balance Sheet date.

#### ii. Leave Encashment:

The Company has created provision for leave encashment liability for eligible employees. The benefits are determined and carried out at each Balance Sheet date.

The disclosure for defined benefit plan (Gratuity) as per Ind AS 19 are given here under:



# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

(Rs. In Lakhs)

Particulars		Unfunded	
		Year ended 31 st March	
		2019	2018
<b>A. Charges and reconciliation of obligation for the year ended</b>			
Defined benefit obligation at beginning of year		35.59	25.05
Interest Cost		1.47	1.03
Current service Cost		2.49	2.99
Past Service Cost		-	10.96
Benefits Paid		-	-
Actuarial (Gain)/Loss		(1.63)	(4.44)
Defined Benefit Obligation at the year end		37.92	35.59
<b>B. Reconciliation of Opening and Closing Balances of Fair Value of Plan Assets</b>			
Fair Value of Plan Assets at beginning of period		-	-
Adjustments/Reconciliations		-	-
Fair Value of Plan Assets at the end of period		-	-
<b>C. Amount recognized in Balance Sheet for the year ended</b>			
Present Value of Liability		37.92	35.59
Fair Value of Plan Assets		-	-
Net Liability		37.92	35.59
<b>D. Expenses recognized in the Statement of Profit and Loss for the year ended</b>			
Current Service Cost		2.49	2.99
Past Service Cost		-	10.96
Interest as defined benefit obligations		1.47	1.03
Expected Return on Plan Assets		-	-
Net Actuarial (Gain) / Loss recognized for the period		3.96	14.98

### 33. Income Taxes

- a. Income tax expense / (benefit) recognized in the statement of profit and loss:

Income tax expense/ (benefit) recognized in the statement of profit and loss consists of the following:

(Rs. in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March	
	2019	2018
Current taxes expense		
Domestic	14.78	11.66
Deferred taxes expense/(benefit)		
Domestic	3.77	(21.51)
Total income tax expense/(benefit) recognized in the statement of profit and loss	18.55	(9.84)
<b>b. Reconciliation of Effective tax rate</b>		
Profit before income taxes	78.96	44.10
Enacted tax rate in India	19.24%	19.055%
Computed expected tax benefit/(expense)	15.19	8.40
Effect of:		
Expenses not deductible for Tax purposes	63.38	9.99
Expenses deductible for Tax purposes	46.83	9.99
Items not subjected to Tax purposes	-	-
Taxable at Special Rates	-	-
Profit after Adjustments	95.52	44.10
Income tax benefit/(expense)	18.38	8.4
Effective tax rate	23.27%	19.055%

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

The Company's average effective tax rate for the years ended 31<sup>st</sup> March, 2019 and 2018 were 23.27% and 19.055%, respectively.

### c. Deferred tax Assets & Liabilities

The tax effects of significant temporary differences that resulted in deferred tax assets and liabilities and a description of the items that created these differences is given below:

(Rs. In Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March	
	2019	2018
Deferred tax assets/(liabilities):		
Property, plant and equipment	(60.60)	(62.70)
Others	2.98	6.48
Net deferred tax assets/(liabilities)	(57.72)	(56.22)

### d. Movement in deferred tax assets and liabilities during the year ended 31<sup>st</sup> March, 2019 & 2018

(Rs. In Lakhs)

Particulars	As at 1 <sup>st</sup> April, 2017	Recognized in statement of profit and loss	Recognized in equity	As at 31 <sup>st</sup> March, 2018
Deferred tax assets/(liabilities)				
Property, plant and equipment	(76.58)	(63.84)	-	(63.84)
Others	-	7.62	-	7.62
Net deferred tax assets/(liabilities)	(76.58)	(56.22)	-	(56.22)

(Rs. In Lakhs)

Particulars	As at 1 <sup>st</sup> April, 2018	Recognized in statement of profit and loss	Recognized in equity	As at 31 <sup>st</sup> March, 2019
Deferred tax assets/(liabilities)				
Property, plant and equipment	(63.84)	(61.03)	-	(61.03)
Others	7.62	3.31	-	3.31
Net deferred tax assets/(liabilities)	(56.22)	(57.72)	-	(57.72)

## 34. Investments

Investment in equity instruments measured at Fair Value through Other Comprehensive Income. The election made at the time of transition to Ind AS is irrevocable.

The details of such Investments in Equity of 31<sup>st</sup> March, 2018 are as follows:

(Rs. In Lakhs)

Particulars	Cost	Gain recognized directly in equity	Gain recognized directly in profit and loss account	Fair value
Non-current Investments				
Investments in Equity	2.23	0.09	14.40	2.32
<b>Total</b>	<b>2.23</b>	<b>0.09</b>	<b>14.40</b>	<b>2.32</b>

# Roopa Industries Limited

## NOTES FORMING PART OF FINANCIAL STATEMENTS

The details of such Investments in Equity of 31<sup>st</sup> March, 2019 are as follows:

(Rs. In Lakhs)

Particulars	Cost	Gain recognized directly in equity	Gain recognized directly in profit and loss account	Fair value
Non-current Investments				
Investments in Equity	2.32	(1.00)	-	1.32
<b>Total</b>	<b>2.32</b>	<b>(1.00)</b>	<b>-</b>	<b>1.32</b>

### Financial Instruments

Set out below, is a comparison by class of the carrying amounts and fair value of the financial instruments, other than those with carrying amounts that are reasonable approximations of fair values

Particulars	Carrying value		Fair value	
	Mar-19	Mar-18	Mar-19	Mar-18
Financial assets				
Cash and cash equivalents	17.27	5.84	17.27	5.84
Other Balances with Banks	58.06	53.91	58.06	53.91
Trade receivables	1,106.56	1,224.19	1,106.56	1,224.19
Loans	237.51	361.40	237.51	361.40
Other financial assets	-	-	-	-
<b>Total</b>	<b>1,419.40</b>	<b>1,645.34</b>	<b>1,419.40</b>	<b>1,645.34</b>
Financial liabilities				
Borrowings	397.84	484.94	397.84	484.94
Trade payables	763.74	752.28	763.74	752.28
Other financial liabilities	-	-	-	-
<b>Total</b>	<b>1,161.58</b>	<b>1,237.22</b>	<b>1,161.58</b>	<b>1,237.22</b>

The fair value hierarchy is based on inputs to valuation techniques that are used to measure fair value that are either observable or unobservable and consists of the following three levels:

Level 1 — Inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 — Inputs are other than quoted prices included within Level 1 that are observable for the Asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 — Inputs are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

### 35. Financial Risk Management

The Company's activities expose it to a variety of financial risks, including credit risk, liquidity risk and Market risk. The Company's risk management assessment and policies and processes are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor such risks and compliance with the same. Risk assessment and management policies and processes are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board of Directors and the Audit Committee is responsible for overseeing the Company's risk assessment and management policies and processes.

### a) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business.

Trade Receivables - The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses Expected Credit Loss (ECL) model for assessing the impairment loss. As Company trade receivables are realised within normal credit period adopted by the company, hence the financial assets are not impaired.

Financial assets that are neither past due nor impaired - None of the Company's cash equivalents, including deposits with banks, were past due or impaired as at 31<sup>st</sup> March, 2019.

### b) Liquidity Risks

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the Company's reputation.

As of 31<sup>st</sup> March, 2019 and 2018, the Company had unutilized credit limits from banks of Rs. 2.97 Lacs and NIL respectively.

As of 31<sup>st</sup> March, 2019, the Company had working capital (current assets less current liabilities) of Rs.9,70,88,979/- including cash and cash equivalents of Rs.17,27,019/-, As of 31<sup>st</sup> March, 2018, the Company had working capital of Rs.11,97,17,288/- including cash and cash equivalents of Rs.5,84,110/-.

### c) Market Risks

Market risk is the risk that changes in market prices such as commodity prices risk, foreign exchange rates and interest rates which will affect the Company's financial position. Market risk is attributable to all market risk sensitive financial instruments. Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market Risk comprises three types of risk: Interest Rate Risk, Foreign Currency Risk and Commodity Risk.

### d) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in Market Interest Rates. The Company is not having any debt obligations with floating interest rates.

### e) Foreign Currency Risk

Foreign Currency Risk is the risk that the fair value of future cash flows of an exposure will fluctuate because of changes in foreign exchange rates.

### f) Commodity Price Risk

The Commodity Price Risk is affected by the price volatility of certain commodities. The Company is not having any exposure for any commodity.

### 36. Capital Management

The Company's objective for capital management is to maximize shareholder wealth, safeguard business continuity and support the growth of the Company. The Company determines the capital management requirement based on annual operating plans and long term plans. The funding requirements are met through equity, borrowings and operating cash flows required. The Company's capital comprises Equity Share Capital, Retained Earnings and other equity attributable to equity holders.

37. No amount is due or payable by any of the directors, firms, private companies in which any Director is a partner / director / manager or companies under the same management towards sundry debtors / loans and advances in the Company. Maximum amount outstanding from the above - Nil (Nil).
38. The company has no amount due to suppliers under the Micro, Small and Medium Enterprises Development Act, 2006 as at 31<sup>st</sup> March, 2019.
39. The Government has acquired land owned by the company under Land Acquisition Act, and paid a compensation of Rs.5,84,574/-.The Company has accepted the compensation under protest as the negotiation was finalized by Price Negotiation Committee under the Chairmanship of Joint Collector, Anantapur for purchase of same land for Rs.30,02,000/- was unfair and inadequate. Hence the Company has filed a suit in against Government for payment of higher compensation. Pending disposal of the case, the Company accounted compensation as claimed by the Company in the suit and additional compensation of Rs.4,21,176/- is included as claims receivable under Long Term Loans and Advances.
40. Confirmation of balances of certain parties for amounts due to them / due from them as per the accounts of the company have not been received. However the value shown in the books of accounts are final. Since it is indicated that our balances as per Company books are deemed to be correct, if confirmation or discrepancy is not received before certain prescribed period.
41. Opening balances/corresponding figures for previous year have been re-grouped/re-arranged wherever necessary to confirm to current year's classification.
42. Amounts have been rounded off to nearest Rupee.

As per our report of even date annexed  
For **S.T. Mohite & Co.,**  
Chartered Accountants  
(Regn.No.011410S)

(**M.T. Sreenivasa Rao.**)  
Partner  
Membership No. 015635

Place : Hyderabad  
Date : 30-05-2019

**For and on behalf of the Board**

(**T.G.RAGHAVENDRA**)  
Chairman & Managing Director  
DIN : 00186546

(**T. HEMA**)  
Company Secretary

(**V.J.SARMA**)  
Executive Director  
DIN : 00165204

(**S. HARI PRASAD**)  
Chief Financial Officer

Place: Hyderabad  
Date : 30-05-2019

**ROOPA INDUSTRIES LIMITED**

CIN : L10100AP1985PLC005582

Registered Office : 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India Email : investors.roopa@gmail.com / investors@roopaindustries.com

**Form No.MGT-10**  
**ATTENDANCE SLIP FOR ANNUAL GENERAL MEETING**  
(to be surrendered at the venue of the meeting)

I certify that I am a registered shareholder/proxy/representative for the registered shareholder(s) of Roopa Industries Limited.

I hereby record my presence at the 34<sup>th</sup> Annual General Meeting of the shareholders of Roopa Industries Limited on Monday, the 30<sup>th</sup> Day of September, 2019 at 10:00 A.M at the venue 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh.

1. Name & registered address of the sole/ first named shareholder	
2. Name (s) of the Joint Shareholder(s), if any	
3. Registered Folio No./DP ID/ Client ID	
4. Number of shares held	

Signature of Shareholder/Proxy/Representative  
(Please Specify)

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**Subject – E-voting**

In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to members holding shares as on 21<sup>st</sup> September, 2019 (end of day) being the cut-off date i.e.record date for the purpose of Rule20(3)(vii) of the Rules fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central depository Services Limited (CDSL).

The e-voting particulars are set out below:

EVSN (e-voting Sequence Number)	User id	Password
190829087	Please refer notes about e-voting instructions in the Notice.	

The e-voting period commences from 10:00 a.m. on 27<sup>th</sup> September, 2019 and ends on 29<sup>th</sup> September, 2019 by 5:00 p.m. The members of the Company, holding shares either in physical or demat form, as on the cut-off date of 21<sup>st</sup> September, 2019, may cast their vote electronically.

For instructions on e-voting, please read attached Notice of Annual General Meeting. This communication forms an integral part of the Notice for convening the Annual General Meeting of the Company to be held on 30<sup>th</sup> September, 2019.

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Roopa Industries Limited

ROOPA INDUSTRIES LIMITED

CIN : L10100AP1985PLC005582

Registered Office : 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh, India

Email : investors.roopa@gmail.com / investors@roopaindustries.com

Form.No.11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L10100AP1985PLC005582
Name of the Company	Roopa Industries Limited
Registered Office	17/745, Alur Road, Adoni – 518301, Kurnool District, A.P.
Corporate Office	3 <sup>rd</sup> Floor, TGV Mansion, 6-2-1012, Khairatabad, Hyderabad – 500004, Telangana.
Name of the member(s)	
Registered Address	
Email Id	
Folio No	

I/We, being the member(s) of shares of the above named company, hereby appoint

1	Name Address E-mail ID Or failing him	Signature
2	Name Address Email Id Or failing him	Signature
3	Name Address Email Id Or failing him	Signature

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, the 30<sup>th</sup> day of September, 2019 at 10:00 A.M. at the venue 17/745, Alur Road, Adoni – 518301, Kurnool District, Andhra Pradesh and at any adjournment thereof in respect of such resolution as are indicated below:

Resolution	For	Against
<b>Ordinary Business:</b>		
1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31 <sup>st</sup> March, 2019 together with the reports of the Board of Directors and the Auditors thereon.		
2. To appoint a Director in place of Sri.T.G. Raghavendra (DIN 00186546), who retires by rotation and offers himself for re-appointment.		

Signed this.....day of.....2019.

Signature of Shareholder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_

Affix  
Revenue  
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting



Kept Intentionally Blank

**PRINTED MATTER**

*If undelivered please return to*

**ROOPA INDUSTRIES LIMITED**

3rd Floor, TGV Mansion, 6-2-1012,  
Khairatabad, Hyderabad - 500 004  
Telangana.