



ROYAL INDIA CORPORATION LIMITED

34th Annual Report Financial Year 2017-18



Registered Office:
62, 6th Floor, Mittal Tower 'C' Wing
Nariman Point, Mumbai 400021
Telephone No: 022- 4341 7777
Fax No: 022-22877272
Email ID: info@ricl.in
Website: www.ricl.in

**COMPANY INFORMATION****BOARD OF DIRECTORS**

Mr. Manish Shah - Managing Director (resigned w.e.f. May 30, 2018)

Mr. Hitesh Jain - Whole Time Director & CFO (term expired on June 18, 2018)

Mr. Nitin Gujaral - Managing Director (appointed on August 10, 2018)

Ms. Manisha Anand - Independent Director

Mr. Raviakant Chaturvedi -Independent Director

Mr. Damodar Hari Pai - Independent Director

CHIEF FINANCIAL OFFICER

Mr. Gaurav Panwar - (appointed on August 10, 2018)

Mr. HiteshJain - (term expired on June 18, 2018)

COMPANY SECRETARY

Ms. Nida Khot (appointed from March 15, 2018)

STATUTORY AUDITOR

M/s. DMKH & Co.,
Chartered Accountants,
(Firm Registration No. 116886W),
Mumbai

INTERNAL AUDITOR

M/s. Manish Panwar & Co.
Chartered Accountant, Mumbai
(Mem. No.415507)

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

Link Intime India Private Limited
C- 101, 247 Park, LBS Marg,
Vikhroli-West, Mumbai- 400083,
Maharashtra India **Telephone**
No.022- 9186000
Fax No.022 -49186060
Email: rnt.helpdesk@linkintime. co.in

SECRETARIAL AUDITORS

Mayank Arora & Co.
CompanySecretaries,
Mumbai

BANKERS

ICICI Bank
IndusInd Bank Limited

REGISTERED OFFICE ADDRESS AND CONTACT DETAILS:

Address: 62, 6th Floor, 'C' Wing Mittal
Tower Nariman Point Mumbai 400021
Maharashtra India

Telephone No. 022-4341 7777

Fax No: 022-22877272

Email ID: info@ricl.in

CORPORATE IDENTITY NO:
L45400MH1984PLC032274

ISIN (EQUITY SHARE): INE510H01015

WEBSITE: www.ricl.in

BSE LIMITED (SCRIP CODE): 512047



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**ROYAL INDIA CORPORATION LIMITED**

(CIN: L45400MH1984PLC032274)

62, 6th Floor, C-Wing, Mittal Tower,
Nariman Point, Mumbai 400021.

Tel. 022-43417777 Fax 022-22877272

Web: www.ricl.in, E-mail: info@ricl.in

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of Royal India Corporation Limited will be held on Saturday, September 29, 2018 at 11:00 a.m. at the registered office of the Company situated at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai- 400 021, to transact the following business:-

ORDINARY BUSINESS:-

- 1. To receive, consider and adopt (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Statutory Auditors thereon.**
- 2. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013, and the rules made there under, including statutory modification(s) or re- enactment(s) thereof for the time being in force, the appointment of M/s. DMKH & Co., Chartered Accountants, (Firm Registration No. 116886W), Mumbai, as the Statutory Auditors of the Company to hold office from the conclusion of 31st Annual General Meeting, till the conclusion of the 5th consecutive Annual General Meeting, subject to ratification by the Members at every Annual General Meeting at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors plus applicable taxes and reimbursement of out-of-pocket expenses, be and is hereby ratified.”

- 3. To appoint a Director in place of Mr. Nitin Gujral (DIN-08184605) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.**

Note: As there is no other executive Director on the Board of the Company, Mr. Nitin Gujral is liable to retire by rotation at this Annual General Meeting. Members are requested to pass the necessary ordinary resolution for his appointed pursuant to section 152(6)(a) of the Companies Act, 2013.

SPECIAL BUSINESS:-

- 4. To appoint Director in place of Nitin Gujral (DIN-08184605) who retires at this Annual General Meeting and being eligible has offered himself for appointment, the following resolution is required as an Ordinary Resolution:**

“RESOLVED THAT Mr. Nitin Gujral (DIN- 08184605) appointed as an additional director of the Company under section 161 of the Companies Act, 2013 at the meeting of the Board held on August 10, 2018 who's term expires at this Annual General Meeting be and is hereby re-appointed as the Director of the Company and that his office as Director shall be liable to retire by rotation.”

- 5. To appoint a Mr. Nitin Gujral (DIN-08184605) as the Managing Director of the Company for a period of three years, the following resolution is required as an Special Resolution:**

“RESOLVED THAT pursuant to the provision of Section 196, 197, 203 and other applicable provision of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule



V of the Companies Act, 2013, and Article of Association of the Company and subject to such other approvals, permissions and sanctions as may be required, and subject to such conditions and modifications, as maybe prescribed or imposed by any of the authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the members of the Company be and is hereby accorded to the appointment of Mr. Nitin Gujral (DIN-08184605) of the Company and to be designated as Executive Director (ED) for the term of Three Years commencing from August 10, 2018 to August 9, 2021 (both the days inclusive) on terms and conditions and remuneration as set out in the Explanatory Statement annexed to this Notice for conduct of the AGM, with liberty to the Board to alter and vary the terms and conditions of the said appointment as it may deem fit and as may be acceptable to Mr. Nitin Gujral, subject to the total remuneration not exceeding the limits specified under Section 197 of the Act, read with Schedule V of the Act or any statutory modification(s) or re-enactments thereof.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties or doubts that may arise in this regard and to give effect to this resolution and for the matters connected herewith or incidental hereto.”

6. Fee for delivery of Documents

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

“**RESOLVED THAT** pursuant to the provisions of Section 20(2) and other applicable provisions of the Companies Act, 2013, the Chairman & Managing Director of the Company be and is hereby authorized to determine the fee for delivery of any document as may be delivered by the Company, through a particular mode, as requested by the Shareholders.

**By order of the Board of Directors
For Royal India Corporation Limited**

Ms. Nida Khot
Company Secretary
Membership No: 46420

Date : August 10, 2018

Place : Mumbai

Registered Office and Contact Details:

62, 6th Floor, 'C' Wing, Mittal Tower,
Nariman Point, Mumbai 400021.

Tel. No. 022-43417777 Fax No. 022-22877272

Website: www.ricl.in E-mail: rite2natraj@gmail.com

**NOTES:**

1. **MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.** A Proxy can act on behalf of Members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy for his entire shareholding and such person shall not act as a Proxy for any other person or Member.

2. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable.

In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Pursuant to section 91 of the Companies Act, 2013 the Company is not opting to close its register of members as under Companies Act, 2013 its optional to close the Register of Members and Share Transfer Books of the Company for the purpose of Annual General Meeting (AGM) of the Members of the Company.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their e-mail address either with the Company or with the Depository. Accordingly AGM Notice and Annual Report are being sent by e-mail to those Members who have registered their e-mail ID's with their Depository (in case of electronic shareholding) /the Company's Registrar and Share Transfer Agent – Link Intime India Private Limited (in case of physical shareholding) for receipt of documents in electronic mode. The physical copies of AGM Notice and Annual Report are being sent by permitted mode to those Members who see-mail ID's are not registered.
6. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs (“MCA”), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively, has allowed companies to send official documents through electronic mode.

In the spirit of the above circulars and as part of the Company's Green Initiative, the Company may propose to send documents like Notice convening the General Meetings, Financial Statements, Director's Report, etc. to the e-mail address provided by the members. Members are requested to update their email ID at the venue of the Annual General Meeting with the Company. It must also be updated with the RTA or the DPs.

7. AGM Notice and Annual Report are being sent to all Members, whose names appear in the Register of Members /List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”), as on Friday, August 17, 2018. AGM Notice and Annual Report are also available on the Company's website i.e. www.ricl.in in the Investor Section as well as on Link Intime website i.e. www.linkintime.co.in.
8. Members intending to require information about the Financial Statements, to be explained at the Meeting, are requested to inform the Company at least 10 days prior to the date of Meeting so that the requisite information can be readily available at the meeting.



9. Shareholders are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Shareholders who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification along with the Identity Proof.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Shareholders holding shares in demat form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Shareholders holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
11. In compliance with provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of the Companies(Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its Members the facility to exercise their right to vote by electronic means and the business may be transacted through remote e-voting facility (i.e. facility of casting votes by using an electronic voting system from a place other than the venue of AGM). The Company has engaged the services of NSDL to provide remote e-voting facility. E-voting is optional.
12. Members are requested to notify immediately any change of address:
 - (i) to their Depository Participants (DPs) in respect of their electronic share accounts, and
 - (ii) to the Company's Registrar & Share Transfer Agents –
Link Intime India Private Limited,
C- 101, 247 Park, LBS Marg, Vikhroli-West,
Mumbai- 400083.
Tel No.: +91 22 4918 6000
Fax No.: +91 22 4918 6060
E-mail: rnt.helpdesk@linkintime.co.in
Website: www.linkintime.co.in
in respect of their physical share folios, if any, quoting their folio numbers.
13. Route map for the directions to venue of the meeting is available on the last page of the Annual Report.
14. Members are requested to bring their copy of the Annual Report to the meeting.
15. Members may also note that the notice of the 34th Annual General Meeting will also be available on the website of the Company www.ricl.in. The copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all working days except Saturdays, Sunday and Public Holidays. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
16. **Voting through electronic machine:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM/ ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.



III. The remote e-voting period commences on Wednesday, September 26, 2017 (9:00 am) and ends on Friday, September 28, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 22, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

IV. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

MANNER OF HOLDING SHARES i.e. Demat (NSDL or CDSL) or Physical	YOUR USER ID IS:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number "109098" followed by Folio Number registered with the company For example, if EVEN is 109098 and folio number is 001*** then user ID is 101456001***

1. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a pdf file. Open the pdf file. The password to open the pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL



account or folio number for shares held in physical form. The pdf file contains your 'User ID' and your 'initial password'.

- ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
2. If you are unable to retrieve or have not received the "initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
3. After entering your password, click on Agree to "Terms and Conditions" by selecting on the check box.
4. Now, you will have to click on "Login" button.
5. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are mentioned below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of the Company i.e. **109098**.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by email to cs@mayankarora.co.in with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.



3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

- V. The e-voting period commences on Wednesday, September 26, 2018 (9.00 a.m. IST) and ends on Friday, September 28, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 22, 2018, i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

- VI. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of voting, either through remote e-voting or voting at the AGM through electronic voting system or poll paper.

- VII. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

- VIII. Mr. Mayank Arora, proprietor of M/s. Mayank Arora & Co., Practicing Company Secretary, (Membership No.: 33328) has been appointed as a scrutinizer to oversee the e-voting and act as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- X. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- XI. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.ricl.in and on the website of NSDL www.evoting.nsdl.com immediately. The Company shall simultaneously forward the results to the Bombay Stock Exchange Limited, where the shares of the Company are listed. The results shall also be displayed on the notice board at the Registered Office of the Company

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“THE ACT”)**

The following Statement sets out all material facts relating to the Special Business mentioned in the Notice:

Item No. 3.

As there are no other Executive Director on the Board of the Company it is decided to retire Mr. Nitin Gujral as the director liable to retire by rotation to comply with the requirement of section 152(6)(a) of the Companies Act, 2013. Shareholders are requested to pass necessary resolution for his appointment.

None of the Director or KMP except Mr. Nitin Gujral is interested in passing of this resolution.

Item 4 and 5:

The Board of Directors of the Company at its meeting held on August 10, 2018 had appointed Mr. Nitin Gujral (DIN-08184605) as the Additional Director as per the provisions of Section 161(1) of the Companies Act, 2013 Mr. Nitin Gujral can hold office only up to the date of the ensuing Annual General Meeting. With respect to the same, the Company has received a notice in writing pursuant to the provisions of Section corresponding section 160(1) of the Companies Act, 2013 proposing his candidature for appointment as a Director of the Company.

Mr. Nitin Gujral (DIN-08184605) is from commerce background. He has been highly successful with rich experience management area. The Board feels that appointment and presence of Mr. Nitin Gujral on the Board will be desirable, beneficial and in the best interest of the Company and hence recommends resolution set out in item no. 3 of the accompanying Notice for approval and adoption of the Members.

Based on the recommendation of Nomination & Remuneration Committee and subject to approval of members at this Annual General Meeting of the Company Board has designated him as Managing Director of the Company pursuant to requirement of section 196 of the Companies Act 2013.

The Company is now desirous of seeking approval of the shareholders to appoint Mr. Nitin Gujral as a Managing Director for a term of 3 years commencing w.e.f. August 10, 2018 with the term valid up to August 9, 2021. Mr. Nitin Gujral satisfies all the conditions set out in Part I of Schedule V of the Companies Act, 2013 for being eligible for appointment.

The abstract of the terms and conditions contained in the draft agreement is as under:

A: Salary:

Salary at the rate of Rs. 2, 40,000 per annum with annual increments at such rate as may be approved by the Board of Directors.

B: Perquisites part of the salary:

- i. Reimbursement of actual entertainment, travelling and out of pocket expenses incurred in the course of the Company's business. Reimbursement of expenses of international travel, if any, shall be governed by the Company's rules in force from time to time.
- ii. Entitlement to privilege leave with full day and casual leave benefits as per the rules of the Company.
- iii. Entitlement to minimum remuneration as per Companies Act, 2013 in the event of absence or inadequacy of profits in any financial year during your tenure.

Terms relating to confidentiality of information of the Company, non-entitlement to sitting fees, non-entitlement to any interest or concern in any selling agency of the Company without Central Government approval, notice of termination (three months notice on either side), etc.

C: Termination:

The Agreement may be terminated

- (a) Forthwith by notice in writing on his vacation of office of Director by virtue of the applicable provisions of the Companies Act, 2013 or
- (b) By giving 6 months' notice in writing by either party.

**D: Arbitration:**

Disputes shall be settled through arbitration. Copy of the Letter of Appointment /Agreement will be available for inspection by the Members at the Registered Office of the Company on any working day from Monday to Friday and will also be available at the Meeting.

DETAILS OF DIRECTOR SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING**[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Name	Mr. Nitin Gujral
Date of Birth	12.12.1981
Date of first appointment on the Board	August 10, 2018
No. of meetings of the Board attended	N.A
Relationships between directors inter-se	None
Directorships held in other Indian entities	None
Membership / Chairmanship of committees of the Board in other entities	None
Shareholding in the Company	Nil
Other Directorship	Nil

Except Mr. Nitin Gujral being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3 and Item No. 4.

Item No 6.

As per proviso to Section 20 (2) of the Companies Act, 2013, a shareholder may request delivery of any document as may be delivered by the company through a particular mode for which he shall pay such fee as may be determined by the Company in its Annual General Meeting. Since the cost of dispatch may vary from time to time and depending on the mode of dispatch, your directors recommends to authorize the Chairman and Managing Director to determine fee for delivery of any such documents through a particular mode as requested by the shareholder.

No Director/Key Personnel/Relatives of the Directors/Key Managerial Personnel is interested in the resolution.

**By order of the Board of Directors
For Royal India Corporation Limited**

Ms. Nida Khot
Company Secretary
Membership No: 46420

Date : August 10, 2018

Place : Mumbai

Registered Office and Contact Details:

62, 6th Floor, 'C' Wing, Mittal Tower,
Nariman Point, Mumbai 400021.

Tel. No. 022-43417777 Fax No. 022-22877272

Website: www.ricl.in E-mail: rite2natraj@gmail.com

**DIRECTOR'S REPORT TO THE MEMBERS**

To,
The Members,
Royal India Corporation Limited.

Your Directors have pleasure in presenting their 34th Annual Report together with the Audited Accounts for the year ended March 31, 2018.

1. Results of our operations:

Particulars	2017-18	2016-17	2016-17
	As per IND AS	As per IND AS	As per IGAAP
Revenue from Operations (Net of Excise) and Other Income	98,71,91,703	2,86,87,66,746	2,84,19,86,022
Exceptional Items	-	-	-
Profit before Interest, Depreciation & Tax (EBITA)	(3,55,03,724)	2,13,57,749	11,69,282
Finance Charges	6,15,16,084	1,29,73,879	3,00,617
Depreciation	4,012	22,998	22,998
Provision for Tax (Including for earlier years)	2,75,45,704	46,19,310	2,87,519
Net Profit After Tax	(6,94,78,116)	37,41,565	5,58,144
Profit Brought Forward from previous year	(39,57,386)	(76,98,951)	3,07,11,946
Adjustment on accounts of previous period	(69888)	-	-
Depreciation on transition to Schedule II of the Companies Act, 2013	4,012	22,998	22,998
Surplus Available for Appropriations	(7,35,05,390)	(39,57,386)	3,12,70,090
Appropriations to: Proposed Dividend	-	-	-
Dividend Distribution Tax	-	-	-
Transferred to General Reserve	-	-	-
Profit carried to Balance Sheet	(7,35,05,390)	(39,57,386)	3,12,70,090

2. Turnover & Profits:

The Directors wish to inform you that, during the Financial Year ended March 31, 2018 the sales and other income decreased from Rs. 2,86,87,66,746 to Rs. 98,71,91,703. The Net Loss after Tax stood at Rs. (6,94,78,116) against the profit Rs. 37,41,565 in the previous year.

3. Dividend:

In view of the losses during the Financial Year 2017-18 the Directors of your Company do not recommend any dividend for the Financial Year ended 31st March, 2018.

4. Transfer to Reserves:

During the current financial year, there were no specific transfers made to any special reserves account.

5. Change(s) in the Nature of Business, if any:

There was no change in the nature of business of the Company during the year under review.

6. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the financial statement relate and the date of the report.



There have been no material changes and commitments affecting financial position of the Company between end of the financial year and the date of the report.

7. Public Deposits:

Your Company has not accepted any fresh public deposits during FY 2017-18 and as such, no amount on account of principle or interest on public deposits was outstanding as on the date of the balance sheet.

8. Management's Discussion and Analysis:

As stipulated under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), the Management Discussion and Analysis Report forms part of the Annual Report as "Annexure I".

9. Corporate Governance Report:

Your Company believes in the principle of corporate governance and is committed to maintain the highest standards of Corporate Governance. The Report on Corporate Governance as stipulated under LODR Regulations forms part of the Annual Report.

A separate report on Corporate Governance along with certificate from the Statutory Auditors of the Company regarding the compliance of conditions of corporate governance as stipulated under Regulation 34 (3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms a part of this Annual General Meeting as "Annexure II".

10. Corporate Social Responsibility (CSR):

As per the Section 135 of Companies Act, 2013 all companies having Net Worth of Rs. 500 cr or more, or Turnover of Rs. 1,000 core or more, or Net Profit of Rs. 5 core or more during any financial year required to constitute a Corporate Social Responsibility Committee of the Board of Directors comprising of three or more directors, at least one of whom should be an independent director and such Company shall spend at least 2% of the average net profits of the Company's three immediately preceding financial year.

Accordingly, the Company formed a CSR Committee. During the current financial year, the provisions of Section 135 of Companies Act, 2013 is not applicable to the Company, therefore; it is not required to pay 2% of the average net profits of the Company for the current Financial Year.

The Policy outlines the Company's philosophy as a responsible corporate citizen of India. It also lays down the guidelines and mechanism for undertaking socially useful programs for welfare and sustainable development of the community, in the local area and around areas of operations of the Company including other parts of the Country. CSR programs or projects to be undertaken by the Company in terms of the Policy, shall relate to one or more activities listed in Schedule VII of the Companies Act, 2013, at present or as may be amended from time to time. The Corporate Social Responsibility Policy is available on the website of the Company. The constitution and detailed content of the Corporate Social Responsibility Policy of the Company is placed on its website www.ricl.in.

11. Share Capital:

The Paid up Equity Share Capital as on March 31, 2018 was Rs. 23,08,00,000/- During the year under review, your Company did not issue any shares under ESOP, Bonus, Sweat Equity Shares etc hence there is no change in the share capital of the Company. Details of Directors shareholding as on March 31, 2018, are mentioned in the Corporate Governance Report, which forms a part of this Annual Report.

12. Extract of Annual Return:

Extract of Annual Return in Form No. MGT-9 is annexed as "Annexure – III" to this report.

**13. Board Meeting held during the year:**

The Board met 6 times during the Financial Year 2017-18 i.e. on May 29, 2017, July 29, 2017 (adjourned), August 5, 2017, November 14, 2017, February 13, 2018 and March 14, 2018.

The time gap between any two Board meetings does not exceed 120 days. For further details, please refer to Report on Corporate Governance.

14. Director Responsibility Statement:

Pursuant to the Provisions of Section 134 of the Companies Act, 2013, the Director's states that:

(a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;

(b) The Directors 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 as at March 31, 2018 and Statement of Profit of the Company for that period;

(c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(d) The Directors have prepared the annual accounts on a going concern basis;

(e) The Directors have laid down internal financial controls to be followed by the company and that such internal controls are adequate and were operating effectively; and

(f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Auditors:**A. Statutory Auditors:**

M/s. DMKH & Co., Chartered Accountants, (Firm Registration No. 116886W) Statutory Auditors of the Company, were appointed for a term of Five years from the previous 31st Annual General Meeting of the Company, till the conclusion of the 5th consecutive Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting at a remuneration decided by the Board of Directors of the Company. Accordingly, the current term of appointment of M/s. DMKH & Co., will expire on conclusion of 34th Annual General Meeting of the Company. In accordance with the Section 40 of the Companies (Amendment) Act, 2017, the appointment of Statutory Auditors is not required to be ratified at every AGM.

The Company has received consent letter and eligibility certificate under Sections 139 and 141 of the Act wherein M/s. DMKH & Co., Chartered Accountants have confirmed that their appointments, if made would be in accordance with the provisions of the Section 141 Companies Act, 2013 and that they are not disqualified from being re-appointment. As required under Regulation 33 of LODR Regulations they have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India. The Board recommends the appointment of M/s. DMKH & Co for ratification in the 34th Annual General Meeting.

Auditors Qualification:

The notes to the financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further explanations or comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

**B. Secretarial Audit Report:**

Pursuant to provisions of Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, your Company engaged the services of Mr. Mayank Arora, Company Secretary in Practice and proprietor of M/s. Mayank Arora and Co, Mumbai (Mem. No. 33328 and COP No.: 13609) to conduct the Secretarial Audit of the Company for the financial year ended March 31, 2018.

The report of the Secretarial Auditor is appended as “**Annexure IV**”.

Explanation or Comments on every qualification, reservation or adverse remark made by the Company Secretary in practice in the Secretarial Audit Report.

Complaint under section 629A for contravention of the provisions of section 224(8) and section 292(1)(e) has been compounded by CLB vide order dated March 18, 2016. The case is pending with Metropolitan Magistrate. The details of which are provided in the Secretarial Audit Report.

C. Internal Auditor Report:

Manish Panwar & Co., Chartered Accountants (Mem. No.: 415507) have carried out the internal audit for the Financial Year 2017-18. The Report is based on the books of accounts and other records of the Company. The report is self explanatory and do not call for any further comments.

16. Listing of Shares:

The Equity Shares of the Company are listed on Bombay Stock Exchange Limited (BSE), further the Company has paid necessary listing fee to BSE as per the Listing Agreement.

17. Related Party Transactions :

All transactions entered into with the related parties as defined under the Companies Act, 2013 during the financial year were in the ordinary course of business and on arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year which were in conflict with the interest of the Company and hence, enclosing of form AOC-2 is not required, Suitable disclosure as required by the Accounting Standards (AS 18) has been made in the notes to the Financial Statements. There were no transactions with the related parties during FY 2017-18 except to the extent of remuneration paid to KMPs.

The Company has formulated a policy on dealing with Related Party Transactions. The policy is disclosed on the website of the Company i.e. www.ricl.in.

18. Audit Committee:

The Audit Committee of the Company comprises of two Independent Non Executive Directors and One Executive Director. For further details, please refer to Report on Corporate Governance.

19. Whistle Blower Policy / Vigil Mechanism:

Your Company has formulated a Whistle Blower Policy / Vigil Mechanism, which provides a formal mechanism for all employees and the Directors of the Company to report about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or an event he becomes aware of that could have a detrimental effect on the business or reputation of the Company and provides reassurance that they will be protected from reprisals or victimization for whistle blowing. The Policy has been posted on the Company's website. No person was denied access to the Chairperson of the Audit Committee to report any concern.

20. Risk Management Policy:

Your Company has put in place a Risk Management Policy to define a framework for identification, assessment and mitigation of risk. The Audit Committee and the Board periodically reviewed the risk assessment and



minimization procedures as required Schedule V of Annual Report (Regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 so as to ensure that risk is controlled by the Executive Management. In the opinion of the Board, there are no risks which may threaten the existence of the Company.

21. Internal Control Systems:

Your Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition.

The Internal Auditors of the Company regularly carry out review of the internal control systems and procedures. The internal audit reports are periodically reviewed by Audit Committee.

Your Company has also put in place adequate internal financial controls with reference to the financial statements commensurate with the size and nature of operations of the Company. During the year, such controls were tested and no material discrepancy or weakness in the Company's internal controls over financial reporting was observed.

22. Directors and Key Managerial Personnel (KMP):

a. Company's policy on appointment and remuneration:

The Composition of the Company's Board of Directors is in conformity with Regulation 17 of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, having an appropriate mix of Executive and Independent Directors to maintain the independence of the Board. As on March 31, 2018 the Board of Directors of the Company comprises of five Directors including one Managing Director, one Whole Time Director and three Non-Executive Independent Directors.

At the 30th Annual General Meeting of the Company, held on September 30, 2014, the members approved the appointments of Ms. Manisha Anand, Mr. Ravi Kant Chaturvedi and Mr. Damodar Hari Pai, as Independent Directors, not liable to retire by rotation, for five consecutive years with effect from 30th September, 2014 up to 29th September, 2019 with an option to retire from the office at any time during the term of appointment.

We affirm that the remuneration paid to the Director is as per the terms laid out in the Nomination and Remuneration Policy of the Company.

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of Article of Association of the Company, *Mr. Manish Shah is liable to retire by rotation at the ensuing Annual General Meeting.

Note: * Mr. Manish Shah has tendered his resignation from May 30.05.2018 after closure of business hours. In his absence Mr. Hitesh Jain would be liable to retire by rotation but the term of Mr. Hitesh Jain as Whole Time Director and CFO of the Company is expiring on June 18, 2018. Mr. Kunal Jani will join as new CFO of the Company from June 19, 2018. Appointments are required to be done at the next Board Meeting of the Company accordingly the Directors would retire by rotation.

b. Declaration by Independent Directors:

All the Directors of the Company have confirmed that they are not disqualified from being appointed as Director in terms of Section 164 (2) of the Companies Act, 2013.

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

At the time of appointment of an Independent Director, the Company issued a formal letter of appointment outlining his / her role, function, duties and responsibilities as a director. The formal letter of appointment is hosted on the website of the Company i.e. www.ricl.in

**c. Familiarization programme for Independent Director:**

The Company proactively keeps its Directors informed of the activities of the Company, its Management and operations and provides an overall industry perspective as well as issues being faced by the industry.

d. Key Managerial Personnel:

There is no change in the Key Managerial Personnel of the Company except resignation of Mr. Manish Shah from May 30, 2018 and non intention of Mr. Hitesh Jain for further continuation of his term as Whole Time Director and CFO of the Company from June 18, 2018.

23. Status of unclaimed / unpaid share application money and dividend amounts:

There are no unclaimed shares/unpaid share application money/dividend amounts unclaimed/unpaid pending with the Company.

24. Nomination and Remuneration Policy :

The Board has adopted, on recommendation of the Nomination & Remuneration Committee, a policy for selection and appointment of Directors, Senior Management and their remuneration. A brief detail of the policy is given in the Corporate Governance Report and also posted on the website of the Company i.e. www.ricl.in.

25. Compliance under Companies Act, 2013:

Pursuant to Section 134 of the Companies, Act 2013 read with rules Companies (Accounts) Rules, 2014, your Company complied with the compliance requirements and the detail of compliances under Companies Act, 2013 are enumerated below:

a. Board Evaluation:

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates the Board shall monitor and review the Board evaluation framework. As per Section 134 (p) of the Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and Independent Directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of Independent Directors shall be done by the entire Board of Directors, excluding the Director being evaluated. Further, during the year under review, the Independent Directors met on Mondays April 2, 2018 for reviewing performance of the Board from period January 1, 2017 till March 31, 2018 (pursuant to change in review period by MCA clarification i.e. from calendar year to financial year). None of the Independent Directors are due for re-appointments.

b. Particulars of Employees:

The ratio of the remuneration of each director to the median employees' remuneration and other details in terms of Section 197 (12) of the Act with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("the rules"), forms a part of this Annual Report as **Annexure V**.

c. Particulars of Loans, Guarantees or Investments:

The details of loans/guarantees given and investments made by the Company form part of the notes to the financial statements.

d. Borrowings and debt servicing:

During the year under review, your Company has met all its obligations towards repayment of principal and interest on loans availed.

e. Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:



Particulars with respect to conservation of Energy, Technology Absorption and Foreign Exchange Earning & Outgo pursuant to Section 134 read with rule 8 (3) of the Companies (Accounts) Rules, 2014, is set out hereunder:

Conservation of Energy:

In its endeavour towards conservation of energy your Company ensures optimal use of energy, avoid wastages and conserve energy as far as possible. Your Company has continued to accord priority to Conservation of energy and is continuing its efforts to utilize energy more efficiently.

Technology absorption:

The Company has not carried out any research and development activities.

1	Foreign Exchange	Earnings	Exports	Nil
		Outgo	Imports/ Expenses on Foreign Travel	Nil

f. Significant and Material Orders passed by the Regulators or Courts:

Inspection under Section 209A of the Companies Act, 1956 has been carried out by the office of the Ministry of Corporate Affairs. No irregularities other than of a compoundable nature have been observed by the inspecting authority. Your Company filed the applications with the Authorities against the observation/remarks of the Inspecting Authorities. The case is pending with the Authority. The details of case are given in Secretarial Audit Report.

26. Committees of the Board:

There are currently four committees of the Board which are as follows:

- a. Audit Committee;
- b. Nomination & Remuneration Committee;
- c. Corporate Social Responsibility Committee and;
- d. Stakeholders Relationship Committee.

A detailed note on the Board and Committees is provided under the Corporate Governance Report in the Annual Report.

27. Prevention of Sexual Harassment Policy:

Your Company has zero tolerance for sexual harassment at work place and has adopted a Policy against Sexual Harassment in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the year, the Company had not received any complaint on sexual harassment and no complaint was pending as on March 31, 2018. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) and visitors are covered under this policy.

28. Green Initiatives:

As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011 respectively has allowed companies to send official documents through electronic mode.

Like the previous year, electronic copies of the Annual Report and Notice of the 34th Annual General Meeting are sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email addresses, physical copies of the Notice and Annual Report are sent in the permitted mode. Members requiring physical copies can send a request to the Company.

**29. Acknowledgements:**

The Directors wish to express their appreciation for the continued co-operation of the Central and State Governments, Regulatory and Government Authorities, Customers, Shareholders, Vendors, Bankers, Financial Institutions, Registrar and Share Transfer Agent. Your Directors also wish to convey their gratitude and place on record their appreciation for all the employees at all levels for their hard work, cooperation and dedication during the year

**On behalf of the Board of Directors,
For Royal India Corporation Limited**

Sd/-
(Manish Shah)
DIN : 01953772
Managing Director

Sd/-
(Hitesh Jain)
DIN : 05263120
Whole-time-Director & CFO

**Place : Mumbai
Date : May 30, 2018**

**ANNEXURE-I TO DIRECTORS REPORT:****MANAGEMENT DISCUSSION & ANALYSIS REPORT****A. INDIAN ECONOMICS SCENARIO:**

India's economy is projected to grow 7.6 per cent in fiscal year 2018-19, remaining the fastest growing economy in the world, as robust private consumption and benefits from past reforms help the country's GDP gain momentum. This is a substantial recovery from the 6.7 per cent growth India registered in fiscal year 2017. Gold demand in India increased nine per cent last year to 727 tons. However, it was much lesser than the average five-year demand of 810 tons, according to the Gold Demand Trend report released by the World Gold Council on February 6, 2018.

SEGMENT INFORMATION**Bullions & Diamonds**

The Gems and Jewellery sector plays a significant role in the Indian economy, contributing around 7 per cent of the country's GDP and 15.71 per cent to India's total merchandise exports. It also employs over 4.64 million workers. One of the fastest growing sectors, it is extremely export oriented and labour intensive.

Based on its potential for growth and value addition, the Government of India has declared the Gems and Jewellery sector as a focus area for export promotion. The Government has recently undertaken various measures to promote investments and to upgrade technology and skills to promote 'Brand India' in the international market.

India is deemed to be the hub of the global Jewellery market because of its low costs and availability of high-skilled labour. India is the world's largest cutting and polishing centre for diamonds, with the cutting and polishing industry being well supported by government policies. India's Gems and Jewellery sector has been contributing in a big way to the country's foreign exchange earnings (FEEs). The Government of India has viewed the sector as a thrust area for export promotion. The Indian government presently allows 100 per cent Foreign Direct Investment (FDI) in the sector through the automatic route.

India's gems and jewellery sector is one of the largest in the world contributing 29 per cent to the global jewellery consumption. The market size of the sector is about US\$ 75 billion as of 2018 and is estimated to reach US\$ 100 billion by 2025. The sector is home to more than 300,000 gems and jewellery players, contributes about 7 per cent to India's Gross Domestic Product (GDP) and employs over 4.64 million employees.

India's gems and jewellery sector contributes about 15 per cent to India's total merchandise exports. The overall net exports of gems and jewellery stood at US\$ 32.71 billion during FY18 registering a compound annual growth rate (CAGR) of 5.83 per cent over FY05; whereas gems and jewellery imports increased at a CAGR of 7.97 per cent from US\$ 11.63 billion in FY05 to US\$ 31.52 billion in FY18.

India is the world's largest centre for cut and polished diamonds in the world and exports 75 per cent of the world's polished diamonds. Today, 14 out of 15 diamonds sold in the world are either polished or cut in India. India exported US\$ 6.29 billion worth of cut and polished diamonds in April - June 2018.

India is the largest consumer of gold in the world. Rising middle class population and increasing income levels are the key drivers for the demand of gold and other jewellery in India. Gold demand in India rose 11 per cent year-on-year to 737.5 tonnes in 2017. Also, the Government of India has permitted 100 per cent Foreign Direct Investment (FDI) in the sector under the automatic route. The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018, to include a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark on gold jewellery. The move is aimed at ensuring a quality check on gold jewellery.

Bullions Industry at a Glance:

There is a huge opportunity to move the gold business from unorganized to organized space in many countries. The organized segment has tremendous growth prospects. Growing consciousness of branded jewellery, increasing



purchasing power in the Tier I & II locations, and increasing demand for diamond jewellery are major opportunities for the next 10 to 15 years. The major threat could be changes in government policy with regard to import and export of gold products.

Market size

Gold demand in India rose to 737.5 tonnes between 2017. India's gems and jewellery exports stood at US\$ 32.71 billion in FY2018. During the same period, exports of cut and polished diamonds stood at US\$ 23.73 billion, thereby contributing about 72.55 per cent of the total gems and jewellery exports in value terms. Exports of gold coins and medallions stood at US\$ 1,917.09 million and silver jewellery export stood at US\$ 3,385.65 million during FY2018.

The gems and jewellery market in India is a home to more than 300,000 players, with the majority being small players. Its market size is about US\$ 75 billion as of 2017 and is expected to reach US\$ 100 billion by 2025. It contributes 29 per cent to the global jewellery consumption.

Hong Kong, Latin America and China are the biggest importers of Indian jewellery. The Goods and India is one of the largest exporters of gems and jewellery and the industry is considered to play a vital role in the Indian economy as it contributes a major chunk to the total foreign reserves of the country. UAE, US, Russia, Singapore, Hong Services Tax (GST) and monsoon will steer India's gold demand going forward.

Risk & Concern

The Company has successfully been in gold business for more than a decade and has developed systems to mitigate most of the perceivable risks. The Company has ambitious expansion plans in retail to increase its profitability, these plans require large scale and meticulous execution capabilities. Even though the company has planned its execution strategy, there would always be a concern and risk of execution. The Company has in place a

comprehensive risk management framework that helps anticipate, identify and evaluate business risks and challenges across the Company and finding ways to mitigate the same.

Government Initiatives:

- The Government of India would notify a new limit for reporting about transactions in gold and other precious metals and stones to authorities, to avoid the parking of black money in bullion.
- The Bureau of Indian Standards (BIS) has revised the standard on gold hallmarking in India from January 2018. The gold jewellery hallmark will now carry a BIS mark, purity in carat and fitness as well as the unit's identification and the jeweller's identification mark. The move is aimed at ensuring a quality check on gold jewellery.
- The Government of India has planned to set up a Common Facility Center (CFC) at Thrissur, Kerala.
- The Gems and Jewellery Export Promotion Council (GJEPC) signed a Memorandum of Understanding (MoU) with Maharashtra Industrial Development Corporation (MIDC) to build India's largest jewellery park in at Ghansoli in Navi-Mumbai on a 25 acres land with about more than 5000 jewellery units of various sizes ranging from 500-10,000 square feet. The overall investment of Rs 13,500 crore (US\$ 2.09 billion).
- The Government of India launched the Gold Monetization Scheme to reduce the country's reliance on gold imports to meet the domestic demand.

Road Ahead:

In the coming years, growth in Bullion, Gems and Jewellery sector would be largely contributed by the development of large retailers/brands. Established brands are guiding the organised market and are opening opportunities to grow. Increasing penetration of organised players provides variety in terms of products and designs. Online sales are expected to account for 1-2 per cent of the fine jewellery segment by 2021-22. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilisation of gold prices at lower levels is expected to drive volume growth for jewelers



over short to medium term. The demand for jewellery is expected to be significantly supported by the recent positive developments in the industry.

B. OUTLOOK:

In the years to come, the growth of the industry will depend on the development of the retail/ brand side of the industry. Established brands are expected to guide the organised market and open up opportunities for growth especially with the growing preference for branded products. Increasing penetration of organised players provides a variety in terms of products and designs. Also, the relaxation of restrictions of gold import is likely to provide a fillip to the industry. The improvement in availability along with the reintroduction of low cost gold metal loans and likely stabilization of gold prices at lower levels is expected to drive volume growth also for jewelers over the short to medium term.

Dore (raw gold) imports increased 73 per cent last year to 246 tonnes, the highest in two years. Dore imports constituted 27 per cent of the net bullion import of 888 tonnes into the country. The government will encourage dore imports as it encourages value addition within the country, but they lay down well accepted bullion standard and refineries.

Internal Control System:

Sustainability comes with long terms vision and focus. Involvement in diverse activities across several industries enables Companies to tap opportunity to diversify business, reduce risks and increase revenues.

C. RISKS AND CONCERNS:

As the Company is dealing in very high value goods / items, it is always exposed to operational risks. The Company therefore always ensures that its entire inventory, from raw material to finished goods is taken care at all times.

The Company is exposed to price risk movements both in gold as well as its forex exposure. However, it has put rigorous systems and procedures in place to take care of these concerns.

The Company has in place a comprehensive risk management framework that helps anticipate, identify and evaluate business risks and challenges across the Company and finding ways to mitigate the same. The Company has also put in place a strong team to take care of all the required compliances and hence mitigate any compliance risk.

D. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has an effective internal control system, which ensures that all the assets of the Company are safeguarded and protected against any loss from unauthorized use or disposition. The Internal Auditors of the Company regularly carry out review of the internal control systems and procedures. The internal audit reports are periodically reviewed by Audit Committee.

The Company has also put in place adequate internal financial controls with reference to the financial statement commensurate with the size and nature of operations of the Company. Based on the assessment carried out by the management and the evaluation of the results of the assessment the Board of Directors are of the opinion that the Company has adequate Internal Financial Controls systems that are operating effectively as of March 31, 2018.

There were no instances of fraud which necessitates reporting in the financial statements. There have been no communications from regulatory agencies concerning non-compliance with or deficiencies in financial reporting practices.

Further the Company continues to explore the possibilities of expansion in its activities and accordingly Company plans to enter into refinery and Gold Dore bar, Gold Bar and other Gold Products.

E. CAUTIONARY STATEMENT:

Statements in this report and Corporate Governance Report read together with the Directors' Report and financial statement describing the Company's objectives, and predictions, may be "forward looking statements". Actual results may differ from those expressed or implied due to variations in prices of raw materials, seasonal demand and pricing in



the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and other incidental factors.

F. HUMAN RESOURCE DEVELOPMENT:

The Company believes in establishing and building a strong performance and competency driven culture amongst its employees with greater sense of accountability and responsibility. The Company has taken various steps for strengthening organizational competency through the involvement and development of employees as well as installing effective systems for improving their productivity and accountability at functional levels. The Company acknowledges that its principal asset is its employees. Ongoing training is provided to the employees at all levels to update their knowledge and upgrade their skills and abilities.

References - Industry Reports, Gems & Jewellery Export Promotion Council and India rand Equity Foundation.

Place: Mumbai

Date: August 10, 2018



ANNEXURE-II TO DIRECTORS REPORT

CORPORATE GOVERNANCE REPORT

The Company's Report on Corporate Governance pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2018.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company "Royal India Corporation Limited" is committed to sound corporate governance practices. The Company's philosophy on corporate governance envisages attainment of the highest levels of transparency, accountability and equity in all facets of its operations and in its interactions with its stakeholders. The Company strongly believes that sound system of corporate governance practices go a long way in retaining investors trust and confidence as well as preserving the interest of all stakeholders. The Company has always strived to adopt best corporate governance practices. The Company is committed to the adoption of, adherence to and maintaining the highest ethical standards and sound corporate governance practices at all times. Adopting high standards with transparency not only gives comfort to the Company's stakeholders including government and regulatory authorities, customers, bankers, employees and shareholders but also helps in enhancing its image and stakeholders value.

2. BOARD OF DIRECTORS:

a. Composition of the Board:

The Company has a very balanced and diverse Board of Directors, which primarily take care of the business needs and shareholders interest. Board of Directors (the "Board") of the Company has an optimum combination of Executive and Non-Executive Directors and not less than fifty percent of the Board comprising of Non-Executive Directors. The Composition of the Board is in conformity with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as detailed in the table 2 (c) below and also as per the provisions of the Companies Act, 2013. The Company does not have any Nominee Director on its Board.

b. Board Meetings and Annual General Meeting:

There were Six (6) Board Meetings held during the year ended March 31, 2018 i.e. on May 29, 2017, July 29, 2017, August 15, 2017, November 14, 2017, February 13, 2018 and March 14, 2018. The AGM for Financial Year 2016-17 was held on September 29, 2017.

c. Membership, Attendance and Other Directorships:

Sr. No.	Name of Directors & Director Identification Number (DIN)	Category	Designation	Number of Board Meetings Attended	Whether attended last AGM	No. of other Directorships ##		No. of Chairmanship/ Membership in other Board Committees*	
						Chairman	Member	Chairman	Member
1	*Mr. Manish Shah DIN: 01953772	Executive Director	Managing Director	5	No	None	None	None	None
2	#Mr. Hitesh Jain DIN: 05263120	Executive Director	Whole Time Director	2	No	None	None	None	None
3	Mr. Damodar Hari Pai DIN: 00172372	Non Executive Independent	Director	5	Yes	None	None	None	None
4	Ms. Manisha Anand DIN: 03497950	Non Executive Independent	Director	6	Yes	None	None	None	None
5	Mr. Ravikant Chaturvedi DIN: 05198811	Non Executive Independent	Director	3	Yes	None	None	None	None



*Mr. Manish Shah resigned as Managing Director of the Company from May 30, 2018.

#Mr. Hitesh Jain's term expired as Whole Time Director and CFO from June 18, 2018 and new CFO was appointed Mr. Kunal Jani to take charge later on pursuant to resignation of Mr. Kunal Jani new CFO Mr. Gaurav Panwar was appointed at the meeting of the Board of Directors held on August 10, 2018.

d. Independent Directors

The Independent Directors of the Company fulfill the conditions of independence prescribed both in the Companies Act, 2013 as well as the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. None of the Independent Directors serve as an Independent Director in more than the maximum permissible limit on number of directorships as an Independent Director and also has not crossed the maximum tenure of Independent Director.

The Independent Directors are made aware of their roles, responsibilities and liabilities at the time of appointment through a formal letter of appointment, which stipulates the terms and conditions of their appointment. The Executive Director(s) / Senior Management Personnel of the Company regularly keep the Independent Directors updated about the Company, its business model, operations and the industry etc. The details of familiarisation programmes imparted to the Independent Directors during financial year 2017-18 are placed on the Company's website www.ricl.in.

e. No. of shares/convertible instruments held by the director:

Mr. Manish Shah holds 100 shares in the Company apart from that none of the other Director or KMP has shareholdings in the Company. Further there are no convertible instruments in the Company.

f. Code of conduct

The Board has laid down a Code of Conduct for Directors and Senior Management Personnel of the Company. This Code is placed on the Company's website. All the Directors and Senior Management Personnel of the Company have affirmed compliance with this Code and a declaration to that effect forms part of this report.

g. Committees of the Board:

The Board has constituted the following Committees of Directors:

- i. Audit Committee
- ii. Nomination & Remuneration Committee
- iii. Stakeholders Relationship Committee
- iv. Corporate Social Responsibility Committee (Formed Voluntary).

i. Audit Committee

As on March 31, 2018 the Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015. All members of the Committee are financially literate and having requisite accounting or related financial management expertise.

The Statutory Auditors, Internal Auditors attend Audit Committee meeting as Invitees. The Company Secretary acts as a Secretary to the Audit Committee.

Composition & Attendance:

During the year under review, 4 Meetings of the Audit Committee were held, the dates being May 29, 2017, August 5, 2017, November 14, 2017, and February 13, 2018. Ms. Manisha Anand Chairman of the Committee is a Non-Executive Director. She was present at the last Annual General Meeting of the Company held on September 29, 2017. Company Secretary of the Company acts as the Secretary to the Committee during its proceedings.



The composition of the Audit Committee as on date of this report is as follows:

Sr. No.	Name of the Director	Designation	Category	No. of meetings attended
1	Ms. Manisha Anand	Chairperson	Independent & Non Executive	4
2	Mr. Damodar Hari Pari	Member	Independent & Non Executive	3
3	Mr. Hitesh Jain*	Member	Whole Time Director	4

* Tenure of Mr. Hitesh Jain has expired on June 18, 2018. The Committee has been reconstituted by the Board of Directors on August 10, 2018 by appointing Mr. Nitin Gujral as member of the Committee who is also the Managing Director of the Company.

Role of Audit Committee:

- 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;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval;
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- 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 of 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;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as the Board may decide from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

Internal Audit and Control:

Manish Panwar & Co., Chartered Accountants (Mem. No.: 415507) have carried out the internal audit for the Financial Year 2017-18 and their internal audit plan and remuneration are approved by the Audit Committee. The reports and findings of the internal auditor and the internal control system are reviewed by the Audit Committee.

ii. Nomination and Remuneration Committee:

As on 31st March, 2018 the Constitution and terms of reference are in compliance with the provisions of the Section 178 of the Companies Act, 2013, Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

**Composition & Attendance:**

The Committee comprises of two Non-Executive Directors and one Executive Director. Chairman of the Committee is a Non-Executive Director. He was present at the last Annual General Meeting of the Company held on September 29, 2017. Company Secretary of the Company acts as the Secretary to the Committee during its proceedings.

The Committee met twice in the Financial Year 2017-18 i.e. February 13, 2018 and on March 14, 2018.

Sr. No.	Name of the Director	Designation	Category	No. of meetings attended
1.	Mr. Ravikant Chaturvedi	Chairman	Independent & Non Executive	2
2.	Ms. Manisha Anand	Member	Independent & Non Executive	2
3.	*Mr. Manish Shah	Member	Executive Director	2

*Mr. Manish Shah has resigned from the Directorship of the Company on May 30, 2018.

Committee has been reconstituted at the meeting of the Board of Directors held on August 10, 2018 by appointment of new Managing Director Mr. Nitin Gujral.

Terms of Reference:

- o Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
- o Formulation of the criteria for determining qualifications, positive attributes and independence of a director;
- o Recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- o Formulation of criteria for evaluation of performance of directors and the Board;
- o Devising a policy on Board diversity;
- o Considering and recommending grant of employee's stock option, if any, and administration and superintendence of the same; and
- o Carrying out any other function as the Board may direct from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.

Remuneration Policy:

Payment of remuneration to the Managing /Whole Time Director is governed by the respective Letter of Appointments between them and the Company. The same are approved by the Board and by the shareholders. Their remuneration structure comprises salary, incentive, bonus, benefits, perquisites and allowances, contribution to provident fund, superannuation and gratuity. The Non-Executive Director do not draw any remuneration from the Company other than sitting fees and such commission as may be determined by the Board from time to time.

The details of remuneration paid to the Directors during the Financial Year 2017-18 are given below:-

Name of the Director	Designation	Salary	Sitting Fees Paid (Rs.)	No. of shares held as on March 31, 2018
			Board Meeting/ Audit Committee	
Mr. Hitesh Jain	Whole Time Director	22,000	-	-
Mr. Manish N. Shah	Managing Director	50,000	-	100
*Mr. Damodar Hari Pai	Director	-	20,000	20,000
**Ms. Manisha Anand	Director	-	28,000	28,000
***Mr. Ravi Kant Chaturvedi	Director	-	60,000	60,000

*, **, *** provision is made in financials for the payment of sitting fees and salary to the Directors.

No significant material transactions have been made with Non-Executive Directors vis-à-vis the Company.

**Performance Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 ("Act") and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be applicable, the Board of Directors ("Board") has carried out an annual evaluation of its own performance and that of its committees and individual directors on Monday, April 2, 2018 for reviewing performance of the Board from period January 1, 2017 till March 31, 2018 (pursuant to change in review period by MCA clarification i.e. from calendar year to financial year).

The process of performance evaluation of Independent Directors is based on evaluation forms, which include a rating mechanism. The criteria for performance evaluation of Independent Directors amongst others includes their attendance and contribution at meetings, devotion of time and effort to understand the Company, its business, their duties and responsibilities, impact and influence on the Board / Committees and adherence to the Code of Conduct etc which is prepared by the Nomination and Remuneration Committee of the Company.

iii. Stakeholders Relationship Committee (SRC):

The Committee's constitution and terms of reference are in compliance with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Composition and Attendance during the year ended March 31, 2018:

The Committee met twice a year i.e. on May 29, 2017 and on November 14, 2017. Chairman of the Committee is a Non-Executive Director and She was present at the last Annual General Meeting of the Company held on September 29, 2017. Company Secretary of the Company acts as the Secretary to the Committee during its proceedings. Company Secretary of the Company is designated as Compliance Officer for redressing shareholders queries and disputes.

Sr. No.	Name of the Director	Designation	Category	No. of meetings attended
1	Ms. Manisha Anand	Chairperson	Independent & Non Executive	2
2	Mr. Damodar Hari Pai	Member	Independent & Non Executive	2
3	*Mr. Hitesh Jain	Member	Whole Time Director	1

* Mr. Hitesh Jain's term as the Whole Time Director and CFO of the Company expired on June 18, 2018. Committee was reconstituted by adding Mr. Nitin Gujral at the Board meeting held on August 10, 2018.

Terms of Reference:

The terms of reference of the Committee inter-alia includes considering and resolving the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of declared dividend etc. The broad terms of reference of the said Committee are as follows:

- To look into the redressal of grievances such as transfer/ transmission of security, non-receipt of annual reports, dividends, interest etc. of various stakeholders of the Company viz. shareholders, debenture holders, fixed deposit holders and other security holders.
- To monitor transfers, transmission, splitting, consolidation, dematerialisation, rematerialisation of securities issued by the Company and issue of duplicate security certificates. As per Rule 6(2)(a) of the Companies (Share Capital and Debentures) Rules, 2014, a duplicate share certificate is to be issued in lieu of a lost or destroyed certificate, only with the prior consent of the Board or Committee thereof. Accordingly, duplicate share certificates are now issued with the prior approval of the Committee.
- To carry out the functions as envisaged under the Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information adopted by the Company in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Committee expresses satisfaction with the Company's performance in dealing with investors' grievance and its share transfer system.



Name and Designation of Compliance Officer: Ms. Siddhi Patil was the Company Secretary and Compliance Officer till March 14th, 2018 after her resignation Ms. Nida Khot was designated as Company Secretary and Compliance Officer w.e.f. March 15th, 2018.

DETAILS OF SHAREHOLDERS' / INVESTORS' COMPLAINTS RECEIVED AND RESOLVED

Complaints pending as on April 1, 2017	Received during the year 2017-18	Resolved during the year 2017-18	Complaints pending as on March 31, 2018
Nil	Nil	Nil	Nil

iv. Corporate Social Responsibility Committee:

Pursuant to Section 135 of the Companies Act, 2013 the Company has constituted Corporate Social Responsibility (CSR) Committee of the Board on voluntary basis. The CSR Policy is available at the website of the Company i.e. www.ricl.in

Further, one meeting of the CSR Committee was held during the year i.e. Tuesday, February 13, 2018 attendance details of the same are as under.

Composition:

Sr. No.	Name of the Director	Designation	Category	Meeting attended
1	Mr. Ravikant Chaturvedi	Chairman	Non Executive Director	1
2	Ms. Manisha Anand	Member	Non Executive Director	1
3	Mr. Hitesh Jain	Member	Whole Time Director	0

Terms of reference of CSR Committee are:

- (a) Review the existing CSR Policy from time to time and the activities to be undertaken by the Company towards CSR activities;
- (b) Recommend the project/program to be undertaken, amount of expenditure to be incurred, roles and responsibilities of various stakeholders, etc. in respect of CSR activities; and
- (c) Monitor for ensuring implementation of the projects/ programs undertaken or the end use of the amount spent by the Company towards CSR activities.

4. INDEPENDENT DIRECTORS MEETING:

During the year under review, the independent directors met on April 02, 2018, inter alia to discuss:

- (a) Evaluation of the performance of the Board as a whole.
- (b) Evaluation of performance of the non-independent, non executive directors and the Board Chairperson.

All the independent directors were presents at the meeting.

5. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTOR:

The Company proactively keeps its Directors informed of the activities of the Company, its management and operations and provides an overall industry perspective as well as issues being faced by the industry.

Performance Evaluation:

Pursuant to the provisions of the Companies Act, 2013 ("Act") and the Corporate Governance requirements as prescribed by the Listing Regulations (as may be applicable), the Board of Directors ("Board") has carried out an annual evaluation of its own performance, and that of its Committees and individual Directors.



The performance of the Board and individual Directors was evaluated by the Board seeking inputs from all the Directors. The performance of the Committees was evaluated by the Board seeking inputs from the Committee Members. The Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual Directors. A separate meeting of the Independent Directors was also held to review the performance of Non-Independent Directors; performance of the Board as a whole, taking into account the views of Executive Directors and Non-Executive Directors.

This was followed by a Board Meeting that discussed the performance of the Board, its Committees and individual Directors.

The criteria for performance evaluation of the Board included aspects like Board composition and structure; effectiveness of Board processes, information and functioning etc. The criteria for performance evaluation of Committees of the Board included aspects like composition of Committees, effectiveness of Committee Meetings etc. The criteria for performance evaluation of the individual Directors included aspects on contribution to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings etc. In addition, the Chairman was also evaluated on the key aspects of his role.

6. GENERAL BODY MEETINGS:

A. Location and time, where last 3 years' General Meeting were held:

Financial Year	Date	Location of the Meeting	Time
2016-17	29/09/2017	Office No. 62, 6 th Floor, C wing, Mittal Tower, Nariman Point, Mumbai 400021.	11:30 a.m
2015-16	11/08/2016	Office No. 62, 6 th Floor, C wing, Mittal Tower, Nariman Point, Mumbai 400021.	11:30 a.m
2014-15	30/09/2015	Office No. 62, 6 th Floor, C wing, Mittal Tower, Nariman Point, Mumbai 400021.	11:30 a.m

B. Whether any Special Resolutions were passed last year through postal ballot: Nil

C. Person who conducted postal ballot exercise: Not Applicable

D. Whether any special resolution is proposed to be passed through postal ballot this year: During the current year, if special resolutions are proposed to be passed through postal ballot, the same would be taken up at the appropriate time.

E. Procedure for postal ballot:

If any special resolution is proposed to be passed through postal ballot, the procedure for postal ballot will be followed in terms of Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, as amended from time to time.

7. OTHER DISCLOSURES:

A. The Company has been complying with all statutory requirements and no penalties or strictures have been imposed on it by SEBI, BSE or any regulatory or statutory body on any matter.

B. Related Party Transaction:

The Board has formulated a Policy on Materiality of Related Party Transactions & Dealing with Related Party Transactions, which is placed on the Company's website i.e. www.ricl.in. There were no materially significant related party transactions during the year, which may have a potential conflict with the interest of the Company at large. There were no Related Party Transaction as defined under the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year, the Company had not entered into any contracts/arrangements/transactions with related parties which could be considered as material.

**C. Risk Management:**

The Company has in place mechanism to inform Board Members about the risk assessment and minimization procedures. The Audit Committee and the Board periodically reviewed the risk assessment and minimization procedures as required under Schedule V of Annual Report of Regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 so as to ensure that risk is controlled by the Executive Management.

D. Whistle Blower Policy:

The Company has formulated a Whistle Blower Policy / Vigil Mechanism, which provides a formal mechanism for all the employees and Directors of the Company to report about unethical behavior, actual or suspected fraud or violation of the Company's code of conduct or an event they become aware of that could have a detrimental effect on the business or reputation of the Company and provides reassurance that they will be protected from reprisals or victimization for whistle blowing. The Policy is placed on the Company's website and can be accessed through the website i.e. www.ricl.in. No personnel has been denied access to the Chairman of Audit Committee.

E. Disclosure of Accounting Treatment:

In the preparation of financial statements, the Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable and notified under the Companies Act, 2013.

F. WTD Certification:

Mr. Hitesh Jain, Whole Time Director of the Company vide his certificate dated May 30, 2018 have certified to the Board compliance of Regulations 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the Financial Year ended 31st March, 2018.

G. Prevention of Insider Trading Code:

The Company has adopted a Code of Conduct to regulate, monitor and report trading by insiders and code of practices and procedures for fair disclosures of unpublished price sensitive information in terms of Regulations 8(1), 9(1) and 9(2) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

All the Directors, employees at senior management level and other specified persons who could have access to unpublished price sensitive information of the Company is governed by this code.

H. Code of Conduct:

The Board of Directors has adopted the Code of Ethics and Business Principles for Non-Executive Directors as also for the employees including Whole-time Directors and other members of Senior Management. The said Code has been communicated to all the Directors and members of the Senior Management. The Code has also been posted on the Company's website: www.ricl.in.

8. SHARE TRANSFER SYSTEM:

All share transfer, dematerialization and related work is managed by a common agency, Link Intime India Private Limited, C- 101, 247 Park, LBS Marg, Vikhroli-West, Mumbai- 400083. Shareholders are requested to send all share transfer requests, demat/remat requests, correspondence relating to shares i.e. change of address, Power of Attorney, etc. to the registrar and transfer agents.

9. SHARE CAPITAL AUDIT:

As stipulated by Securities and Exchange Board of India (SEBI), Ruchika Bohra, Practicing Company Secretary carried out the Share Capital Audit to reconcile the total admitted capital with National Securities Depository



Limited (NSDL) and Central Depository Services (India) Limited (CDSL), shares held physically as per the register of members and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the Stock Exchange, NSDL and CDSL and is also placed before the Share Transfer, Shareholders'/Investors Grievance and Ethics & Compliance Committee and the Board of Directors.

10. GREEN INITIATIVE:

Electronic copies of the Annual Report and Notice of the 34th Annual General Meeting are sent to all members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes. For members who have not registered their email addresses, physical copies of the Notice and Annual Report are sent in the permitted mode. Members requiring physical copies can send a request to the Company.

11. MEANS OF COMMUNICATION:

- 1) The quarterly results of the Company are forwarded to Bombay Stock Exchange and are published in two newspapers in compliance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Generally, the same are published in English language in the Financial Express and in Local newspaper Mumbai Lakshadeep in Marathi language. As the results of the Company are published in the newspapers, half-yearly reports are not sent to each household of shareholders. The quarterly results as well as the proceedings of the Annual General Meeting are submitted to the Bombay Stock Exchange Limited, immediately after the conclusion of the respective meeting.
- 2) No presentations were made to the institutional investors or to analysts during the year under review.
- 3) The Management Discussion and Analysis Report form a part of this Annual Report.
- 4) Financial Calendar (tentative and subject to change)

Financial reporting for quarter ended	
June 30, 2018	by August 14, 2018
September, 2018	by November 14, 2018
December, 2018	by February 14, 2019
March, 2019	by May 30, 2019

Annual General Meeting for the year ended 31st March 2018 – on or before September 30, 2018.

12. General Shareholder Information:

i.	Date and time of Annual General Meeting of Shareholders	Saturday, September 29, 2018 at 11:00 a.m.
ii.	Dates of Book Closures	Not Applicable
iii.	Venue of AGM	62, 6 th Floor, C Wing, Mittal Tower, Nariman Point, Mumbai: 400 021
iv.	Listing on stock exchanges	The Equity Shares of the Company are listed on Bombay Stock Exchange Limited. There is no default in payment of Annual Listing Fees as prescribed.
v.	Stock Exchange Code	512047 (Bombay Stock Exchange Limited)
vi.	Financial year	April to March
vii.	Dividend payment date	Nil.

13. Market Price Data (Monthly High/Low on BSE) (For Face Value Rs. 10/- each):

Month	High (₹)	Low (₹)	No. of Shares	No. of Trades
April' 2017	1.30	0.86	7,01,735	152
May' 2017	1.73	1.26	2,14,008	95
June' 2017	1.66	1.48	93,779	65



July'2017	1.65	1.41	4,56,234	162
August' 2017	1.93	1.43	1,43,375	175
September' 2017	1.70	1.45	16,944	55
October'2017	1.68	1.26	89,471	44
November' 2017	1.72	1.43	37,139	53
December' 2017	2.07	1.57	33,221	72
January' 2018	1.90	1.54	1,28,236	173
February' 2018	1.99	1.63	18,142	52
March' 2018	1.73	1.55	4,412	23

Comparative Performance: No meaningful comparison is possible with any index.

CATEGORY-WISE DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2018

Category	Shareholders		Shares	
	Number	% to total Shareholders	Number	% to Capital
PROMOTERS HOLDING	4	0.30	71,62,406	31.03
Indian Promoters				
Total of promoter holding	4	0.30	71,62,406	31.03
NON- PROMOTER HOLDING				
Institutional Investors	0	0.00	0.00	0.00
Banks	0	0.00	0.00	0.00
FIs	0	0.00	0.00	0.00
Indian Public	1193	88.83	87,35,018	37.85
NRIs / OCBs	5	0.37	60,477	0.26
Bodies Corporate	59	4.39	27,68,126	11.99
Bodies Corporate (Promoter)	2	0.15	34,34,845	14.88
Non Resident (Non Repatriable)	1	0.07	100	0.0004
Clearing Member	17	1.27	73,974	0.32
HUF	62	4.62	8,45,054	3.66
Total of non-promoter holding	1339	99.70	1,59,17,594	68.96
Grand Total	1343	100.00	2,30,80,000	100.00

SLAB-WISE DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2018

NOMINAL VALUE OF RS.	SHAREHOLDERS NUMBER	% OF TOTAL	NO. OF SHARES (Rs.10 each)	%TO EQUITY
1 – 500	723	53.8347	1,03,237	0.4473
501-1000	159	11.8392	1,39,073	0.6026
1001-2000	90	6.7014	1,42,026	0.6154
2001-3000	46	3.4252	1,21,079	0.5246
3001-4000	27	2.0104	99,494	0.4311
4001-5000	51	3.7975	2,50,368	1.0848
5001-10000	79	5.8824	6,26,367	2.7139
10001-*****	168	12.5093	2,15,98,356	93.5804
TOTAL	1343	100	2,30,80,000	100.00

14. Dematerialization of Shares:

The Company's shares are available for trading in dematerialized form under both the Depository Systems – NSDL and CDSL. Connectivity with both NSDL and CDSL is provided by Link Intime India Pvt. Ltd., under tripartite agreements. The distribution of dematerialized and physical shares as on March 31, 2018 was as follows:



S. No.	Particulars	No. of Shares	Percentage
1	Dematerialized Shares		
	CDSL	53,60,695	23.23
	NSDL	1,74,70,085	75.69
	Total	2,28,30,780	98.92
2	Physical Shares	2,49,220	01.08
	TOTAL	2, 30,80,000	100.00

Outstanding GDR/ADR/Warrants/Convertible instruments etc:

There are no outstanding securities as at March 31, 2018.

15. Plant location:

The Company does not have any plant.

16. Investors Correspondence:

Link Intime India Private Limited
C- 101, 247 Park, LBS Marg, Vikhroli-West, Mumbai- 400083
Tel No: (022) 49186 0000
Fax No: (022) 49186 060
Email-id: rnt.helpdesk@linkintime.co.in

Place : Mumbai

Date : August 10, 2018

**Declaration on adherence to the Code of Conduct under Regulation 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:**

As provided under Regulation 34 (3) and 53 (f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, this is to confirm that all the Members of the Board and the Senior Management have affirmed compliance with the Code of Conduct for the year ended March 31, 2018.

On behalf of the Board of Directors,
For Royal India Corporation Limited

Sd/-
(Hitesh Jain)
DIN : 05263120
Whole-time-Director & CFO

Place : Mumbai
Date : May 30, 2018

**CERTIFICATE FROM THE AUDITOR OF THE COMPANY**

To,
The Members of
Royal India Corporation Limited,
62,6th Floor ,'C' Wing Mittal Tower Nariman Point
Mumbai 400021 Maharashtra India

We have examined all relevant records of Royal India Corporation Limited, (the "**Company**") for the purpose of certifying the compliance of conditions of Corporate Governance for the year ended 31st March, 2018 under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**") read with Schedule V of LODR Regulations.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as specified in Regulations 17 to 27 and clauses (b) to (i) of the Regulation 46(2) of the LODR Regulations.

I 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 DMKH & Co.
Chartered Accountants
FRN : 116886W

Sd/-
(CA Manish Kankani)
Partner
M.No. : 158020

Place : Mumbai
Date : August 10, 2018

**ANNEXURE-III TO DIRECTORS REPORT****EXTRACT OF ANNUAL RETURN:****FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN****as on Financial Year ended on March 31, 2018****Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.**

I REGISTRATION & OTHER DETAILS:		
I	CIN	L45400MH1984PLC032274
ii	Registration Date	25 th February, 1984
iii	Name of the Company	Royal India Corporation Limited
iv	Category/Sub-category of the Company	Company Limited by shares
v	Address of the Registered office & contact details	62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai 400021.
vi	Whether listed company	Yes
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Pvt. Ltd. C-101, 247 Park, LBS Marg, Vikhroli-West, Mumbai – 400083 Phone: 022- 4918 6000

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

S. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Trading of Gold Bullion	46620	100%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

S. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	None	N.A	N.A	N.A	N.A


IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

S. No.	Category of Shareholders	Shareholding at the beginning of the year –1 st April, 2017				Shareholding at the end of the year-31 st March, 2018				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian									
(a)	Individuals/ Hindu Undivided Family	7162406	0	7162406	31.0330	7162406	0	7162406	31.0330	0.00
(b)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Any Other (Specify)									
	Bodies Corporate	3434845	0	3434845	14.8823	3434845	0	3434845	14.8823	0.00
	Sub Total (A-1)	10597251	0	10597251	45.9153	10597251	0	10597251	45.9153	0.00
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Government	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	
	Sub Total (A-2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total Shareholding of Promoter and Promoter Group (A)=(A-1)+(A-2)	10597251	0	10597251	45.9153	10597251	0	10597251	45.9153	0.00
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Alternate Investment Funds	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00
(g)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Provident Funds/ Pension Funds	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Any Other (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (B-1)	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Central Government/ State Government(s)/ President of India	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total (B-2)	0	0	0	0.00	0	0	0	0.00	0.00
[3]	Non-Institutions									
(a)	Individuals									



(i)	Individual shareholders holding nominal share capital upto Rs. 2 lakh.	1551979	36120	1588099	6.8808	1921646	36120	1957766	8.4825	1.6017
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 2 lakh	6557046	204600	6761646	29.2966	6572652	204600	6777252	29.3642	0.0676
(b)	NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Employee Trusts	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Any Other (Specify)									
	Hindu Undivided Family	819726	0	819726	3.5517	845054	0	845054	3.6614	0.1097
	Non Resident Indians (Non Repat)	100	0	100	0.0004	100	0	100	0.0004	0.00
	Non Resident Indians (Repat)	3900	0	3900	0.0169	60477	0	60477	0.262	0.2451
	Clearing Member	38397	0	38397	0.1664	73974	0	73974	0.3205	0.1541
	Bodies Corporate	3262381	8500	3270881	14.1719	2759626	8500	2768126	11.9936	-2.1783
	Sub Total (B-3)	12233529	249220	12482749	54.0847	12233529	249220	12482749	54.0847	0.00
	Total Public Shareholding (B)=(B-1)+(B-2)+(B-3)	12233529	249220	12482749	54.0847	12233529	249220	12482749	54.0847	0.00
	Total (A)+(B)	22830780	249220	23080000	100.00	22830780	249220	23080000	100.00	0.00
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	0.00	0	0	0	0.00	0.00
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.00	0	0	0	0.00	0.00
	Total (A)+(B)+(C)	22830780	249220	23080000	100.0000	22830780	249220	23080000	100.00	0.00

(ii) SHARE HOLDING OF PROMOTERS

S. No.	Shareholders Name	Shareholding at the beginning of the year 01.04.2016			Shareholding at the end of the year 31.03.2017			% 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	Manojkumar Babulal Jain	4235067	18.35	4.72%	4235067	18.35%	4.72%	0
2	Shri Bajju Trading & Investment Pvt Ltd	1910000	8.2756	0	1910000	8.2756	0	0
3	Lata Manoj Jain	2927339	12.6834	0	2927339	12.6834	0	0
4	Hillview Impex Pvt Ltd	1524845	6.6068	0	1524845	6.6068	0	0
	Total	10597251	45.9153	4.72%	10592751	45.9153	4.72%	0


(iii) CHANGE IN PROMOTERS' SHAREHOLDING (SPECIFY IF THERE IS NO CHANGE)

PARTICULARS	Share holding at the beginning of the Year		Cumulative Share holding during the year	
	No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year				
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)	No Change	No Change	No Change	No Change
At the end of the year				

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS:- other than Directors, Promoters & Holders of GDRs & ADRs.

Ranking.	For each of the Top 10 shareholders	Shareholding at the beginning of the year 01.04.2017		Increase/Decrease in the shareholding		Cumulative shareholding at the end of the year 31.03.2018	
		No. of shares	% of total shares of the company	Increase	(Decrease)	No. of Shares	% of total shares of the Company
1.	Kalpesh Kinariwala	8,57,582	3.71%	-	(34,183)	8,23,399	3.56%
2.	Trikesht Tradelink Pvt Ltd	8,00,000	4.47%	-	-	8,00,000	4.47%
3.	Prithviraj Saremal Kothari	5,11,197	2.21%	-	-	5,11,197	2.21%
4.	Kalawati Prithviraj Kothari	4,00,000	1.73%	-	-	4,00,000	1.73%
4.	Ketan Bahvarlal Kothari	4,00,000	1.73%	-	-	4,00,000	1.73%
4.	Shalibhadra Exports Pvt. Ltd.	4,00,000	1.73%	-	-	4,00,000	1.73%
5.	Sandeep Mohanlal Jain	3,00,000	1.29%	-	-	3,00,000	1.29%
6.	Kanaiyalal Vrajilal Mehta	2,35,003	1.01%	-	-	2,35,003	1.01%
7.	Pushpa Kishor Parikh	2,17,832	0.94%	7,591	-	2,25,423	0.97%
8.	Shwetambari Bhavesh Raichura	2,00,000	0.86%	-	-	2,00,000	0.86%
8.	Naresh Bhaishankar Raval	2,00,000	0.86%	-	-	2,00,000	0.86%
9.	Naresh B Raval HUF	1,90,000	0.82%	-	-	1,90,000	0.82%
10.	Sri Salasar Suppliers Private Limited	1,47,900	0.64%	-	-	1,72,900	0.74%

(v) SHAREHOLDING OF DIRECTORS & KMP

S. No.	For Each of the Directors & KMP	Shareholding at the end of the year		Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	*Manish Shah	100	0	100	0
	At the beginning of the year				
	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)				
	At the end of the year	100	0	100	0



*Mr. Manish Shah ceased to be Director from May 30, 2018.

V INDEBTEDNESS- (Amount as per Ind As)

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

PARTICULARS	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	0.00	44,47,25,295	0.00	44,47,25,295
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	44,47,25,295	0.00	44,47,25,295
Change in Indebtedness during the financial year				
Additions	0.00	42,18,81,126	0.00	42,18,81,126
Reduction	0.00	0.00	0.00	0.00
Net Change	0.00	0.00	0.00	0.00
Indebtedness at the end of the financial year				
i) Principal Amount	0.00	86,66,06,421	0.00	86,66,06,421
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	0.00	86,66,06,421	0.00	86,66,06,421

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. No.	Particulars of Remuneration	Name of the MD/WTD/Manager		Total Amount
1	Gross salary	Manish Shah, Managing Director	Hitesh Jain, Whole Time Director & CFO	
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax. 1961.	50,000	22,000	72,000
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	0	0	0
2	Stock option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	as % of profit	0	0	0
	others (specify)	0	0	0
5	Others, please specify	0	0	0
	Total (A)			
	Ceiling as per the Act	50,000	22,000	72,000



B. REMUNERATION TO OTHER DIRECTORS:

S. No.	Particulars of Remuneration	Name of the Directors	Total Amount
1	Independent Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify		
	Total (1)		
2	Other Non Executive Directors		
	(a) Fee for attending board committee meetings		
	(b) Commission		
	(c) Others, please specify.		
	Total (2)		
	Total (B)=(1+2)		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act.		

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

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	*CFO (reflecting in paid to WTD)	
1	Gross Salary				
			Siddhi Patil	Nida Khot	
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act, 1961.	-	2,91,600	39,190	-
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	2,91,600	39,190	-

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES#

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment					
Compounding	-	-	-	-	-

**B. DIRECTORS**

Penalty	-	-	-	-	-
Punishment					
Compounding	-	-	-	-	-

C. OTHER OFFICERS IN DEFAULT

Penalty	-	-	-	-	-
Punishment					
Compounding	-	-	-	-	-

**ANNEXURE-IV TO DIRECTORS REPORT**

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

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

To,
The Members,
ROYAL INDIA CORPORATION LIMITED
62,6th Floor,'C' Wing, Mittal Tower,
Nariman Point,
Mumbai – 400021

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **M/s. ROYAL INDIA CORPORATION LIMITED** (hereinafter called “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the financial year ended 31st March, 2018, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/s. ROYAL INDIA CORPORATION LIMITED** (“the Company”) for the financial year ended on 31st March, 2018, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder for specified sections notified and came into effect from 12th September, 2013 and sections and Rules notified and came into effect from 1st April, 2014;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (ii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment (not applicable to the Company during the Audit period);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
 - (a) The Securities and Exchange Board of India (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) Regulations, 2009, and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October 2014 (not applicable to the Company during the Audit period);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (not applicable to the Company during the Audit period);



- (f) The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993; and
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (not applicable to the Company during the Audit period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (not applicable to the Company during the Audit period);
- (v) Other Laws applicable to the Company as per the representations made by the Company are as follows:
- (a) The Shops & Establishment Act, 1948 and rules made thereunder;
 - (b) Maternity Benefit Act, 1961 and rules made thereunder;
 - (c) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules made thereunder;
 - (d) Equal Remuneration Act, 1976 and the rules made thereunder;
 - (e) Professional Tax Act, 1975.
 - (f) Negotiable Instruments Act, 1881.

In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts I have relied on the Reports given by the Statutory Auditors of the Company.

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

- (a) Secretarial Standards issued by The Institute of Company Secretaries of India; and
- (b) The (Listing Obligation and Disclosure Requirements) Regulations, 2015(The Company is an unlisted company hence listing regulations are not applicable).

During the financial year under review, the Company has generally complied with the provisions of the Companies Act, 2013, Companies Act, 1956, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

Inspection under Section 209A of the Companies Act, 1956 has been carried out by the office of the Ministry of Corporate Affairs. The Company has filed the applications with the Authorities against the observation/remarks of the Inspecting Authorities. The Company Law Board has issued an order dated 27th January, 2016 regarding the same. Further; the below matter with the courts are going on and the court has given the next date for the hearing.

FOLLOWING CASE PENDING WITH RESPECTIVE COURT:

Sr. No.	Name of the Officer in Default	Court Name	Prosecution Section	Date of next hearing	Status
1.	➤ Royal India Corporation Limited ➤ Manoj Punamiya ➤ Kumar Pal Punamiya, ➤ Mrs. Shweta Agarwal ➤ Richa Khangarot	The Additional Chief Metropolitan Magistrate, 40th court, Esplanade, Mumbai	Complaint U/Sec. 629A fro Contravention of the provisions of Sec. 224(8) of the Companies act, 1956	29.09.2018	In Progress
2.	➤ Royal India Corporation Limited ➤ Manoj Punamiya ➤ Kumar Pal Punamiya ➤ Mrs. Shweta Agarwal ➤ Richa Khangarot ➤ Tejas Shah	The Additional Chief Metropolitan Magistrate, 40th court, Esplanade, Mumbai	Complaint U/Sec. 629A fro Contravention of the provisions of Sec. 292(1)(e) r.w. Sec. 299 of the Companies act, 1956	29.09.2018	In Progress

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



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

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

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, there were no instances of:

- I. Public / Rights / debentures / sweat equity.
- II. Buy-Back of securities.
- III. Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- IV. Merger / amalgamation / reconstruction etc.
- V. Foreign technical collaborations

This report is to be read with my letter of even date which is annexed as **Annexure I** and form an integral part of this report.

Date : 30.05.2018

Place : Mumbai

For Mayank Arora & Co.

Mayank Arora
Proprietor
C.P. No. 13609

**ANNEXURE- I TO SECRETARIAL AUDIT REPORT**

To,
The Members,
ROYAL INDIA CORPORATION LIMITED
62,6th Floor, 'C' Wing, Mittal Tower,
Nariman Point,
Mumbai – 400021

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on 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 test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulation, standards is the responsibility of management. My examination was limited to the verification of procedures on the test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. I have reported, in my audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in my opinion, are material and having major bearing on financials of the Company.

For Mayank Arora & Co.

Mayank Arora
Proprietor
C.P. No. 13609

Date: 30.05.2018

Place: Mumbai



ANNEXURE-V TO DIRECTORS REPORT



DETAILS OF THE REMUNERATION OF DIRECTORS, KMPs AND EMPLOYEES

[Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

- i. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of the Director, KMP and Employees	Remuneration of Director/KMP for the F.Y. 2017-18 (Rs. in Lacs)	% increase in Remuneration in the F.Y. 2017-18	Ratio of Remuneration of each Director/ KMP to median remuneration of Employees
1	Mr. Manish Shah, Managing Director *	0.50	None	
2	Mr. Hitesh Jain, Whole Time Director Cum CFO #	0.22	None	
3	Ms. Siddhi Patil, Company Secretary % Remuneration of Siddhi Patil till 14.03.2018	2.29	None	
4	Ms. Nida Khot @ Remuneration From 21.02.2018	0.39	None	
5	Mr. Gaurav Panwar Chief Financial Officer !	-	-	
6	Mr. Nitin Gujral Managing Director !	-	-	

* Mr. Manish Shah resigned as the Managing Director of the Company on May 30, 2018.

Mr. Hitesh Jain's term expired as the Whole Time Director Cum CFO w.e.f. June 18, 2018.

% Ms. Siddhi Patil resigned as the Company Secretary of the Company on March 14, 2018.

@ Ms. Nida Khot was appointed in the Company w.e.f. February 19th, 2018 but was designated as the Company Secretary from March 14, 2018.

! Mr. Gaurav Panwar is appointed as a Chief Financial Officer of the Company w.e.f. August 10, 2018 and Mr. Nitin Gujral is appointed as a Managing Director of the Company w.e.f. August 10, 2018 for them Remuneration will fall in the Financial Year 2018-19.

- ii. The median remuneration of employees of the Company during the financial year was Rs. 0.45 for FY 2017-18.
- iii. There was Ten permanent employee on the rolls of the Company as on 31st March, 2018;
- iv. **The explanation on the relationship between increase in remuneration and Company performance:** The increase in remuneration is linked to the performance of the Company as a whole, the performance of the employees and other factors like industry trends and economic environment.
- v. **(a) Variations in the market capitalization of the Company:**

The market capitalization as on 31st March, 2018 was Rs. 4.39 Cr (Rs. 313.89 lakhs as on 31st March, 2017).

- (b) Price Earnings ratio of the Company was -0.62 as at 31st March, 2018.



(c) Percentage decrease over increase in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer :

The Company's shares are listed on Bombay Stock Exchange Limited. The Company has not made any further public offer till date. The market capitalization as on 31st March, 2018 was Rs. 4.39 Cr and the closing price of the same at BSE Ltd. on 31st March, 2018 was Rs. 1.55 per equity share of the face value of Rs. 10/- each.

vi. Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2017-18, and comparison with the increase in the managerial remuneration for the same financial year.

Remuneration paid to employees excluding managerial personnel for the FY 2016-17	Remuneration paid to employees excluding managerial personnel for the FY 2017-18	% change in remuneration paid to employees excluding managerial personnel	Remuneration paid to managerial personnel for the FY 2016-17	Remuneration paid to managerial personnel for the FY 2017-18	(%) change in remuneration paid to managerial personnel
8,03,800	7,15,832	-10.94%	4,20,000	4,02,790	-4.10%

There were no exceptional circumstances for increase in Managerial Remuneration as Managerial & Non Managerial levels were provided with similar increases.

vii. Comparison of Remuneration of each Key Managerial Personnel(s) and All Key Managerial Personnel(s) together against the performance of the Company:

Particulars	(₹ in lacs)				
	Mr. Manish Shah, Managing Director	Mr. Hitesh Jain, Whole Time Director cum CFO	Ms. Siddhi Patil, Company Secretary	Ms. Nida Khot, Company Secretary	Total
Aggregate Remuneration of Key Managerial Personnel	0.50	0.22	2.92	0.39	3.4
Revenue	9871.91				
Remuneration of KMPs (as % of revenue)	0.005%	0.0022%	0.0295%	0.0039%	0.034%
Profit Before Tax (PBT)	-970.23				
Remuneration of KMPs (as % of PBT)	0	0	0	0	0

viii. The key parameters for any variable component of remuneration availed by the Directors: Performance Commission.

ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

There are no such cases wherein any employee received remuneration in excess of the highest paid Director.

x. Affirmation that the remuneration is as per the remuneration policy of the Company:

It is affirmed that the Remuneration paid is as per the Remuneration Policy of the Company.



INDEPENDENT AUDITOR'S REPORT

**TO
THE MEMBERS OF
ROYAL INDIA CORPORATION LIMITED**

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS Financial Statements of **ROYAL INDIA CORPORATION LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS Financial 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.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under Section 143(11) of the Act.

We conducted our audit of the Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the



reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS Financial Statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its loss, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of 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, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report agree with the books of account.
 - d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) On the basis of the written representations received from the Directors as on 31st March, 2018 taken on record by the Board of Directors, none of the Directors is disqualified as on 31st March, 2018 from being appointed as a Director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with 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 Ind AS Financial Statements.
 - ii. The Company did not have any long term contracts including derivative contract for which there were any material foreseeable losses;



- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 has not been made since the requirement does not pertain to financial year ended 31 March 2018.

For DMKH & Co.

Chartered Accountants

Firm's Registration No. : 116886W

Sd/-

Manish Kankani

Partner

Membership No. 158020

Place: Mumbai

Date: May 30, 2018



ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Annexure 'A'

Referred to in Paragraph 1 under the heading of "Report on other Legal and Regulatory Requirements" of our report to the members of Royal India Corporation Limited of even date

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

- i.
 - a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
 - b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of years
 - c) The company does not have any immovable property.
- ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
- iii. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Consequently, the provisions of clauses 3(iii) (a), (b) and (c) of the order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provision of section 185 and 186 of the Companies Act, 2013 in respect of loans, investment and guarantees, and securities, as applicable
- v. The Company has not accepted any deposits from the public within the meaning of the directives issued by the Reserve Bank of India, provision of Section 73 to 76 of the Act, any other relevant provision of the Act and the relevant rules framed thereunder.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company, thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii.
 - a) According to information and explanations given to us and on basis of our examination of the books of account, and records, the Company has been regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess and any other statutory dues with the appropriate authorities.
 - b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess and other material statutory dues were in arrears as at 31st of March, 2018 for a period of more than six months from the date they became payable.
 - c) According to the information and explanations given to us, there are no dues in respect of, Income-tax, Service Tax, Goods and Service Tax, Custom Duty, Excise Duty, Value Added Tax, cess that have not been deposited with appropriate authorities on account of dispute which are as follows:

Name of the statute	Nature of dues	Amount (In Rs.)	Period to which the amount relates	Before
Income Tax Act, 1961	Income Tax	132,738,726	A.Y 2004-05	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	572,482	A.Y.2006-07	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	50,825	A.Y.2009-10	Commissioner of Income Tax (Appeal)



Income Tax Act, 1961	Income Tax	4,760,610	A.Y.2012-13	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	3,370	A.Y.2013-14	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	839,610	A.Y.2014-15	Commissioner of Income Tax (Appeal)
Income Tax Act, 1961	Income Tax	2,39,14,950	A.Y.2014-15	Commissioner of Income Tax (Appeal)

- viii. Based on our audit procedures and on the basis of information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings from banks and debenture holders. The Company has not taken any loans from Government or any Financial Institution
- ix. Based on audit procedure and on the basis of information and explanation given by the management, we are of the opinion that money raised by Company by way of term loan have been applied for the purpose for which they were raised. The Company did not raise any money by way of Initial Public offer or further public offer.
- x. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud by the Company was noticed or reported during the year, although there were some instances of fraud on the Company noticed by the Management, the amounts whereof were not material in the context of the size of the Company and the nature of its business and the amounts were adequately provided for.
- xi. According to the information and explanations given to us, we report that managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable, for all transactions with the related party and the details of related party transactions have been disclosed in the Ind AS Financial Statements as required by the applicable accounting standards.
- xiv. During the Year, the Company has not made any preferential allotment or private placement of shares fully or partly paid convertible debentures and hence, reporting under clause 3 (xiv) of the Order is not applicable to the Company.
- xv. In Our opinion and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or person connected with him. Accordingly, the provision of clause 3 (xv) of the Order are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For DMKH & Co.
Chartered Accountants
Firm's Registration No. : 116886W

Sd/-
Manish Kankani
Partner
Membership No. 158020

Place: Mumbai
Date: May 30, 2018

**Annexure – B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Royal India Corporation Limited** ("the Company") as of March 31, 2018 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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



because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, 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 DMKH & Co.

Chartered Accountants

Firm's Registration No. : 116886W

Sd/-

Manish Kankani

Partner

Membership No. 158020

Place: Mumbai

Date: May 30, 2018

**BALANCE SHEET**
AS AT 31ST MARCH, 2018

Amount in ₹

Particulars	Notes	2018	2017	As at 01.04.2016
ASSETS				
Non-Current Assets				
Property, Plant and Equipments	1	22,820.00	1,919.00	24,917.00
Financial Assets				
Loans	2	3,22,60,140.22	1,54,03,889.47	1,27,16,764.49
Others Financial Assets	3	3,42,299.00	3,17,869.00	3,00,224.00
Deferred Tax Assets (net)	4	2,48,16,860.89	0.00	12,05,875.09
		5,74,42,120.11	1,57,23,677.47	1,42,47,780.58
Current Assets				
Inventories		58,94,72,662.43	12,15,13,297.00	1,12,80,000.00
Financial Assets				
Trade Receivables	5	2,34,63,54,706.46	1,83,64,82,254.44	88,77,12,267.97
Cash and Cash Equivalents		1,17,681.71	63,168.00	3,80,022.25
Other Balances with Banks		1,82,05,290.50	8,53,361.00	3,26,606.68
Loans and Advances	6	35,27,438.00	23,88,86,336.42	2,59,31,029.75
Others	7	75,33,759.15	6,97,224.00	1,06,471.29
Other Current Assets	8	12,24,80,182.77	2,07,61,000.00	2,79,601.00
		3,08,76,91,721.01	2,21,99,32,640.86	92,66,91,998.94
TOTAL ASSETS		3,14,51,33,841.12	2,23,49,80,318.32	94,02,63,779.52
EQUITY AND LIABILITIES				
Equity				
Equity Share Capital	9	23,08,00,000.00	23,08,00,000.00	23,08,00,000.00
Other Equity	10	4,00,24,610.03	10,95,72,614.40	10,58,31,048.89
		27,08,24,610.03	34,03,72,614.40	33,66,31,048.89
LIABILITIES				
Non Current Liabilities				
Financial Liabilities				
Borrowings	11	76,58,85,147.60	35,47,32,755.67	0.00
Deferred Tax Liabilities (net)			31,63,843.65	
		76,58,85,147.60	35,78,96,599.32	0.00
Current Liabilities				
Financial Liabilities				
Borrowings	12	10,07,21,273.47	8,99,92,540.17	5,88,27,036.00
Trade Payables	13	1,70,76,24,574.50	1,44,01,62,960.50	53,78,21,479.50
Other Financial Liabilities	14	29,96,80,745.52	34,29,985.00	26,03,149.00
Provisions	15	3,97,490.00	31,25,618.93	43,81,066.13
		2,10,84,24,083.49	1,53,67,11,104.60	60,36,32,730.63
TOTAL EQUITY AND LIABILITIES		3,14,51,33,841.12	2,23,49,80,318.32	94,02,63,779.52

The accompanying significant accounting policies and notes form an integral part of the financial statement.

For DMKH & Co.
Chartered Accountants
FRN : 116886W

Sd/-
(CA Manish Kankani)
M. No. 158020
Partner

Place : Mumbai
Date : May 30, 2018

For Royal India Corporation Limited

Sd/-
(Manish Shah)
DIN : 01953772
Managing Director

Sd/-
(Hitesh Jain)
DIN : 05263120
Whole-time-Director & CFO

Sd/-
(Nida Khot)
Company Secretary

**STATEMENT OF PROFIT & LOSS**
FOR THE PERIOD ENDED ON 31ST MARCH, 2018

Amount in ₹

Particulars	Notes to Accounts	2018	2017
INCOME			
Revenue from Operations	16	1,01,55,15,278.91	2,84,15,52,449.05
Other Income	17	39,36,965.94	2,72,14,296.65
TOTAL INCOME		1,01,95,42,244.85	2,86,87,66,745.70
EXPENSES			
Cost of Materials Purchased	18	1,47,91,46,544.40	2,93,97,41,163.50
Changes in inventories	19	-46,79,59,365.43	-11,02,33,297.00
Excise Duty on Sale of Goods		-	-
Employee Benefits Expense	20	11,37,406.00	14,72,350.00
Finance costs	21	9,31,00,625.97	1,29,73,879.19
Depreciation and Amortization Expense		4,012.07	22,998.00
Other Expenses	22	1,10,46,841.61	1,64,28,779.55
TOTAL EXPENSES		1,11,64,76,064.63	2,86,04,05,873.25
Profit Before Exceptional Items and Tax		-9,70,23,819.78	83,60,872.45
Exceptional Items			
Profit Before Tax			
Tax Expenses			-2,49,590.00
Current Tax		4,35,000.00	
MAT Credit Entitlement/Reversal			
Deferred Tax		2,79,80,704.62	-43,69,717.75
Profit for the year		-6,94,78,115.16	37,41,564.70
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit or Loss		-	-
Actuarial Gain on Defined Plan Liability		-	-
Income tax on Actuarial Loss		-	-
Actuarial Loss on Defined Plan Liability		-	-
Income tax on Actuarial Loss		-	-
Total Comprehensive Income for the year		-6,94,78,115.16	37,41,564.70
Earnings Per Share			
Basis & Diluted EPS	23	-3.01	0.02

The accompanying significant accounting policies and notes form an integral part of the financial statement.

For DMKH & Co.
Chartered Accountants

FRN : 116886W

Sd/-
(CA Manish Kankani)
M. No. 158020**Partner****Place : Mumbai****Date : May 30, 2018****For Royal India Corporation Limited**Sd/-
(Manish Shah)
DIN : 01953772
Managing DirectorSd/-
(Hitesh Jain)
DIN : 05263120
Whole-time-Director & CFOSd/-
(Nida Khot)
Company Secretary

**CASH FLOW STATEMENT
FOR THE FINANCIAL YEAR 2017-18**

Particulars	Amount in ₹	
	2018	2017
A. Cash Flow from Operating Activities		
Net profit before Tax as per Profit & Loss Account	-97,023,819.78	8,360,872.45
Adjusted for:		
Depreciation	4,012.07	22,998.00
Expenses written off	18,840.29	-
Reversal of Provisions	-88,730.00	-
Operating Profit before Working Capital Changes	-97,089,697.42	8,383,870.45
Adjusted for:		
(Increase)/ Decrease in Inventories	-467,959,365.43	-110,233,297.00
(Increase)/ Decrease in Trade receivables	-510,548,452.03	-948,769,986.47
(Increase)/ Decrease in Short Term Loans & Advances	235,358,898.42	-212,955,306.67
(Increase)/ Decrease in Other Current Assets	-108,555,717.92	-21,072,151.71
Increase/ (Decrease) in Provision	-2,728,128.93	-1,255,447.20
Increase/ (Decrease) in Trade Payables	267,461,614.00	902,341,481.00
Increase/ (Decrease) in Short Term Borrowings	10,728,733.30	31,165,504.17
Increase/ (Decrease) in Other Current Liabilities	296,250,760.52	826,836.00
	-279,991,658.05	-359,952,367.88
Less: Taxes Paid	-435,000.00	-249,588.00
Cash Flow from Operating Activities (A)	-377,516,355.47	-351,818,085.43
B. Cash Flow from Investing Activities		
Long term loan & Advances	-16,204,680.75	-2,704,769.98
Sale/(Purchase) of F.A.	-24,913.72	-
Interest Received/Receivable	-	-
Net Cash used in Investing Activities (B)	-16,229,594.47	-2,704,769.98
C. Cash Flow from Financing Activities		
Repayment/Received of long term loans & advances	411,152,391.94	354,732,755.67
Long term Borrowings	-	-
Net Cash used in Financing Activities (C)	411,152,391.94	354,732,755.67
Net Increase/(Decrease) in Cash and Cash Equivalents (A + B + C)	17,406,442.00	209,900.26
Opening Balance of Cash and Cash Equivalents	916,529.19	706,628.93
Closing Balance of Cash and Cash Equivalents	18,322,971.19	916,529.19

The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Accounting Standard on 'Cash Flow Statements (Ind AS-7)'.

The accompanying significant accounting policies and notes form an integral part of the financial statements.

For DMKH & Co.
Chartered Accountants
FRN : 116886W

Sd/-
(CA Manish Kankani)
M. No. 158020
Partner

Place : Mumbai
Date : May 30, 2018

For Royal India Corporation Limited

Sd/-
(Manish Shah)
DIN : 01953772
Managing Director

Sd/-
(Hitesh Jain)
DIN : 05263120
Whole-time-Director & CFO

Sd/-
(Nida Khot)
Company Secretary


**STATEMENT SHOWING CHANGES IN EQUITY
FOR THE PERIOD ENDED ON 31.03.2017 AND 31.03.2018**

Particulars	Equity Share Capital	Reserve & Surplus			Other Comprehensive Income			Total
		Capital Reserve	Securities Premium Reserve	Retained Earning	Equity Component through Financial Instrument	Effective portion of Cash Flow Hedges	Other items of other Comprehensive Income	
Balance as on 1st April 2016	230,800,000.00	3,000,000.00	110,530,000.00	-7,698,951.11	-	-	-	336,631,048.89
Premium on Equity shares issued during the year	-	-	-	-	-	-	-	-
Writing off Share issue Expenses	-	-	-	-	-	-	-	-
Equity Component through Financial Instrument	-	-	-	-	-	-	-	-
Remeasurement of defined employee benefit plans transferred to statement of profit and loss (Net of Taxes)	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	3,741,564.70	-	-	-	3,741,564.70
Dividends including distribution tax	-	-	-	-	-	-	-	-
Transfer to retained earning/General Reserve	-	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-	-	-
Balance as on 31st March 2017	230,800,000.00	3,000,000.00	110,530,000.00	-3,957,386.41	-	-	-	340,372,613.59
Premium on equity shares issued during the year	-	-	-	-	-	-	-	-
Remeasurement of defined employee benefit plans transferred to statement of profit and loss (Net of Taxes)	-	-	-	-	-	-	-	-
Profit for the year	-	-	-	-69,548,004.38	-	-	-	-69,548,004.38
Dividends including distribution tax	-	-	-	-	-	-	-	-
Transfer to retained earning/General Reserve	-	-	-	-	-	-	-	-
Any other changes	-	-	-	-	-	-	-	-
Balance as on 31st March 2018	230,800,000.00	3,000,000.00	110,530,000.00	-73,505,390.78	-	-	-	270,824,609.22



NOTES ON ACCOUNTS

NOTE-1: FIXED ASSETS

Sr. No	Particulars	Useful life (Month)	DOP	Gross Block			Depreciation			Net Block				
				Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2018	WDV as on 31.03.2017	WDV as on 31.03.2016
Tangible Assets														
1	Vehicles (Motor Cycle)	96	01.10.2006	4,250,288	-	-	4,250,288	4,250,288	-	-	4,250,288	-	-	-
2	Printer	36	02.05.2014	17,500	-	-	17,500	17,013	387	-	16,626	874	487	6,320
3	Computer Software	36	06.05.2014	51,500	15,424	-	66,924	50,070	113	-	50,183	16,741	1,430	18,597
4	Aquaguard		13.07.2017		9,490		9,490	-	4,286		4,286	5,204	-	-
TOTAL				4,319,288	24,914	-	4,344,202	4,317,371	4,012	-	4,321,383	22,819	1,917	24,917

NOTE-2: LOANS & ADVANCES – FINANCIAL ASSETS

PARTICULARS	2018	2017	2016
Unsecured Loans			
Inter Corporate Deposit	32,260,140.22	15,403,889.47	12,716,764.49
Others			
TOTAL	32,260,140.22	15,403,889.47	12,716,764.49

NOTE-3: OTHER FINANCIAL ASSETS

PARTICULARS	2018	2017	2016
FD	317,299.00	292,869.00	275,224.00
Deposit	25,000.00	25,000.00	25,000.00
Tax Refundable 2008-09	-	-	-
Tax Refundable 2009-10	-	-	-
TOTAL	342,299.00	317,869.00	300,224.00

NOTE-4: DEFERRED TAX ASSETS

Particulars	2018	2017	2016
Existing DTA	208,536.00	245,904.00	283,834.00
DTA on ECL			
DTL on Interest Income	-13,874,933.31	-9,968,507.44	-1,720,681.41
DTA on Interest Expenses	38,483,258.20	6,558,759.79	2,642,722.50
DTA/(DTL)	24,816,860.89	-3,163,843.65	1,205,875.09



NOTE-5: TRADE RECEIVABLES

PARTICULARS	2018	2017	2016
Outstanding for a period exceeding six months			
(a) Overseas Debtors			
Unsecured, Considered Good	128,692,955.00	128,286,369.00	131,242,872.15
(b) Domestic Debtors			
Unsecured, Considered Good	61,581,918.00	60,813,318.00	4,627,618.00
Other Trade Receivables			
(a) Overseas Debtors			
Unsecured, Considered Good	2,205,387,151.26	1,688,665,087.00	786,550,882.26
(b) Domestic Debtors			
Unsecured, Considered Good			
	2,395,662,024.26	1,877,764,774.00	922,421,372.41
Less: Expected Credit Loss	49,307,318.54	41282520.70	34,709,104.44
TOTAL	2,346,354,705.72	1,836,482,253.30	887,712,267.97

NOTE-6: SHORT TERM LOANS & ADVANCES – FINANCIAL ASSETS

PARTICULARS	2018	2017	2016
Loans and Advances	3,527,438.00	238,886,336.42	25,931,029.75
Others			
TOTAL	3,527,438.00	238,886,336.42	25,931,029.75

NOTE-7: OTHER CURRENT FINANCIAL ASSETS

PARTICULARS	2018	2017	2016
Mvat Receivable	-	-	106,471.29
Mvat Receivable (FY 2016-17)	697,224.00	697,224.00	
Gst Credit	6,636,535.15		
Income Tax	200,000.00		
TOTAL	7,533,759.15	697,224.00	106,471.29

NOTE-8: OTHER CURRENT ASSETS

PARTICULARS	2018	2017	2016
Trade Advances Given	122,480,182.77	20,761,000.00	279,601.00
TOTAL	122,480,182.77	20,761,000.00	279,601.00

NOTE-9: SHARE CAPITAL

Sr. No.	PARTICULARS	As on 31.03.2018	As on 31.03.2017
1	<u>AUTHORIZED CAPITAL</u>		
	2,40,00,000 Equity Shares of Rs. 10/- each.	240,000,000	240,000,000
		240,000,000	240,000,000
2	<u>ISSUED, SUBSCRIBED & PAID UP CAPITAL</u>		
	<i>To the Subscribers of the Memorandum</i>		
	2,30,80,000 Equity Shares of Rs.10/- each fully paid	230,800,000	230,800,000
	TOTAL	230,800,000	230,800,000



3	Reconciliation of the number of shares and amount	As on 31.03.2018		As on 31.03.2017	
		No. of Shares	Amount	No. of Shares	Amount
	Equity Shares				
	Opening Balance	23,080,000	230,800,000	23,080,000	230,800,000
	<i>Transferred from Share Suspense Account</i>	-	-	-	-
	Closing Balance	23,080,000	230,800,000	23,080,000	230,800,000

4	Name of the Shareholder	As on 31.03.2018		As on 31.03.2017	
		No. of Shares	% of Holding	No. of Shares	% of Holding
		I.	Manoj B Punamiya	1,325,067	5.74%
II.	Lata M. Jain	2,927,339	12.68%	2,927,339	12.68%
III.	Hill View Impex Private Limited	1,524,845	6.61%	1,524,845	6.61%
IV.	Shri Baiju Trading & Investments P. Ltd.	1,910,000	8.28%	1,910,000	8.28%
V.	Manojkumar Babulal Jain	2,820,000	12.22%	2,820,000	12.22%
VI.	Manoj Babulal Punamiya	90,000	0.39%	90,000	0.39%

NOTE-10: OTHER EQUITY

PARTICULARS	2018	2017	2016
Capital Reserve	3,000,000.00	3,000,000.00	3,000,000.00
Securities premium	110,530,000.00	110,530,000.00	110,530,000.00
Profit & loss balance	-3,957,385.60	-7,698,951.11	30,711,947.00
Adjustment:			
Ind AS Transition Impact			-38,410,898.11
Net Profit for the Period	-69,478,115.16	3,741,565.51	
Other Adjustment	-69,889.22		
Balance of Profit and Loss Account	-73,505,389.97	-3,957,385.60	-7,698,951.11
Total	40,024,610.03	109,572,614.40	105,831,048.89

NOTE-11: LONG TERM BORROWINGS – FINANCIAL LIABILITIES

PARTICULARS	2018	2017	2016
Inter Corporate Deposits	765,885,147.60	354,732,755.67	-
Others	-	-	-
TOTAL	765,885,147.60	354,732,755.67	-

NOTE-12: SHORT TERM BORROWINGS – FINANCIAL LIABILITIES

PARTICULARS	2018	2017	2016
Inter Corporate Deposits	100,446,736.49	89,718,004.17	58,552,500.00
Others	274,536.98	274,536.00	274,536.00
TOTAL	100,721,273.47	89,992,540.17	58,827,036.00

NOTE-13: TRADE PAYABLES

PARTICULARS	2018	2017	2016
For Goods Purchased and Supplies	1,707,624,574.50	1,440,162,960.50	537,821,479.50
Others	-	-	-
TOTAL	1,707,624,574.50	1,440,162,960.50	537,821,479.50

**NOTE-14: OTHER FINANCIAL LIABILITIES**

PARTICULARS	2018	2017	2016
Other Current Liabilities	299,680,745.52	3,429,985.00	2,603,149.00
TOTAL	299,680,745.52	3,429,985.00	2,603,149.00

NOTE-15: PROVISIONS

PARTICULARS	2018	2017	2016
Income tax (AY 2015-16) Net of TDS	-	-	1,461,839.00
Income tax (AY 2016-17) Net of TDS	-	2,917,264.00	2,919,225.00
Income tax (AY 2017-18) Net of TDS	-	208,354.00	-
Income tax (AY 2018-19) Net of TDS	397,490.00	-	-
TOTAL	397,490.00	3,125,618.00	4,381,064.00

NOTE-16: REVENUE FROM OPERATIONS

S.No.	PARTICULARS	2018	2017
1	Local Gold Bar Sales	1,015,515,278.91	2,841,552,449.05
2	Export Diamonds	-	-
	TOTAL	1,015,515,278.91	2,841,552,449.05

NOTE-17: OTHER INCOME

S.No.	PARTICULARS	2018	2017
1	Interest Income	3,439,856.22	27,123,963.65
2	Discount Income	-	1,603.00
3	Reversal of provision	90,524.00	88,730.00
4	Foreign Exchange Gain	406,585.72	-
	TOTAL	3,936,965.54	27,214,296.65

NOTE-18: COST OF MATERIAL PURCHASED

S.No.	PARTICULARS	2018	2017
1	Purchases	1,479,146,544.40	2,939,741,163.50
	TOTAL	1,479,146,544.40	2,939,741,163.50

NOTE-19: CHANGE IN INVENTORIES

PARTICULARS	2018	2017
Opening Stock	121,513,297.00	11,280,000.00
Less: Closing Stock	-589,472,662.43	-121,513,297.00
TOTAL	-467,959,365.43	-110,233,297.00

NOTE-20: EMPLOYEE BENEFITS EXPENSES

S.No.	PARTICULARS	2018	2017
1	Salaries	1,008,732.00	1,052,350.00
2	Directors Remuneration	72,000.00	420,000.00
3	Staff Welfare	56,674.00	-
	TOTAL	1,137,406.00	1,472,350.00

NOTE-21: FINANCE COST

S.No.	PARTICULARS	2018	2017
1	Bank Charges	38,493.82	300,619.36
2	Interest Exp	93,062,132.15	12,673,259.83
	TOTAL	93,100,625.97	12,973,879.19

**NOTE-22: OTHER EXPENSES**

S.No.	Particulars	2018	2017
1	Advertisement & Publicity	82,560.00	162,783.00
2	Auditors Remuneration	110,000.00	347,763.00
3	BSE Listing Fees	287,500.00	229,000.00
4	Conveyance	15,170.00	16,125.00
5	Computer maintenance Exp.	12,450.00	5,000.00
6	CDSL Fees	86,250.00	85,875.00
7	Electricity Expenses	75,850.00	84,130.00
8	Interest for IT dues	615,796.00	549,921.00
9	Legal & Professional Charges	612,640.00	4,655,264.00
10	Office & General Expenses	46,240.00	10,769.00
11	Postage & courier	14,281.00	15,918.00
12	Printing & Stationery Expenses	57,015.00	49,653.00
13	Prior period expense	-	200.00
14	Professional Tax	9,150.00	2,500.00
15	Rent	216,000.00	216,000.00
16	Repair & Maintenance	25,222.00	8,550.00
17	ROC Expenses	5,400.00	8,400.00
18	Telephone Expenses	148,438.00	118,488.00
19	Travelling Expenses	146,910.00	11,941.00
20	Maintenance Charges (Mittal Tower)	156,947.00	168,906.00
21	Secretarial Expense	94,597.15	51,200.00
22	Sitting fees (Directors)	108,000.00	72,000.00
23	NSDL Fees	-	5,750.00
24	Interest on TDS	4,630.00	450.00
25	Misc exp	6,366.34	3,435.00
26	FEGL	-	2,956,502.00
27	ECL	8,024,797.83	6,573,416.26
28	MVAT Asset Written off	18,840.29	18,840.29
29	Internet & website charges	32,766.00	-
30	Internal Audit Fees	30,000.00	-
31	Late fees	3,025.00	-
	TOTAL	11,046,841.61	16,428,779.55

NOTE: AUDITOR REMUNERATION

S.No.	PARTICULARS	2018	2017
1	Statutory Audit Fees	110,000.00	110,000.00
2	Tax Audit Fees		
3	VAT Audit Fees		
4	Service Tax		
5	Internal Financial Control Fees		230,000.00
	TOTAL	110,000.00	340,000.00

**NOTE-23: EARNING PER SHARE**

PARTICULARS	2018	2017
Profit for the year attributable to owners of the Company	-69,478,115.16	3,741,564.70
Weighted average number of equity shares	23,080,000.00	230,800,000.00
Earnings per share from continuing operations - Basic and Diluted	-3.01	0.02

Note-24: FINANCIAL RISK MANAGEMENT**RISK MANAGEMENT FRAMEWORK**

The board of directors of the Company has the overall responsibility for the establishment and oversight of the risk management framework. The respective boards have established the Risk Management Committee for developing and monitoring the risk management policies.

The committees reports regularly to the board of directors on their activities.

The Entity's risk management policies are established to identify and analyze the risks faced by the Entity, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions. The Entity, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Audit Committee oversees how management monitors compliance with the Entity's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Entity. The audit committee is assisted in its oversight role by internal audit which regularly reviews risk management controls and procedures, the results of which are reported to the audit committee.

The Entity has exposure to Credit, Liquidity and Market risks arising from financial instruments:

A. CREDIT RISK

Credit risk is the risk of financial loss to the Entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Entity's receivables from customers and investments in debt securities.

Trade and other receivables

The Entity's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the country in which customers operate.

The Risk Management Committee has established a credit policy under which each new customer is analyzed individually for creditworthiness before the Entity's standard payment and delivery terms and conditions are offered. Credit limits are established for each customer and reviewed periodically.

As at March 31, 2018, the ageing of Trade Receivables and the maximum exposure to credit risk is as follows:

**TRADE RECEIVABLES**

PARTICULARS	2018	2017
Outstanding for a period exceeding six months		
(a) Overseas Debtors		
Unsecured, Considered Good	128,692,955.00	128,286,369.00
(b) Domestic Debtors		
Unsecured, Considered Good	61,581,918.00	60,813,318.00
Other Trade Receivables		
(a) Overseas Debtors		
Unsecured, Considered Good	2,205,387,151.26	1,688,665,087.00
(b) Domestic Debtors		
Unsecured, Considered Good		
	2,395,662,024.26	1,877,764,774.00
Less: Expected Credit Loss	49,307,318.54	41,282,520.70
TOTAL	2,346,354,705.72	1,836,482,253.30

B. LIQUIDITY RISKS

Liquidity risk is the risk that the Entity will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Entity's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Entity's reputation. The following are the remaining contractual maturities of financial liabilities at the reporting date.

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 Entity's financial position. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables.

Currency Risk:

The Entity is exposed to currency risk on account of its borrowings and other payables in foreign currency. The functional currency of the Entity is Indian Rupee. The Entity uses forward exchange contracts to hedge its currency risk, most with a maturity of less than one year from the reporting date. The Entity does not use derivative financial instruments for trading or speculative purposes.

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. In order to optimize the Entity's position with regard to interest income and interest expenses and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio.

Exposure to Interest Rate Risk

Entity's interest rate risk arises from borrowings and finance lease obligations. Borrowings issued at fixed rates and finance lease obligations exposes to fair value interest rate risk. The interest rate profile of the Entity's interest-bearing financial instruments as reported to the management of the Entity is as follows.

NOTE-25: FIRST TIME ADOPTION OF IND AS

The Stand Alone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, read with relevant rules issued there under in terms of the SEBI LODR, as modified by Circular No. CIR/ CFD/FAC/62/2016 dated July 5, 2016.



For periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with the then applicable Accounting Standards in India ('previous GAAP'). The adoption of Ind AS was carried out in accordance with Ind AS 101, considering April 1, 2016 as the transition date. Pursuant to adoption of Ind AS, the differences in the carrying amounts of assets and liabilities on the transition date under the previous GAAP and the balances on adoption of Ind AS have been recognized directly in equity. The financial statements for the year ended March 31, 2017 and the Balance Sheet as at the transition date and as at March 31, 2017 have been presented under Ind AS for comparative purposes.

Accounting policies have been applied consistently to all periods presented in these Stand alone Financial Results.

Exemptions and exceptions availed

(I) Optional Exemptions

Ind AS 101 – First-time adoption of Ind AS permits certain optional exemptions from full retrospective application of Ind AS accounting policies and the following options have been adopted as at the date of transition:

- 1) The Company has elected to measure all of its Property, Plant and Equipment, Investment Property and Intangible Assets at their previous GAAP carrying value as at the transition date of April 1, 2016 in terms of Para D7AA of Ind AS-101 and considered the same to be deemed cost.
- 2) Business combinations prior to the date of transition have not been restated based on Ind AS principles.

**For DMKH & Co.
Chartered Accountants**

FRN : 116886W

Sd/-
(CA Manish Kankani)
M. No. 158020

Partner

**Place : Mumbai
Date : May 30, 2018**

For Royal India Corporation Limited

Sd/-
(Manish Shah)
DIN : 01953772
Managing Director

Sd/-
(Hitesh Jain)
DIN : 05263120
Whole-time-Director & CFO

Sd/-
(Nida Khot)
Company Secretary

**NOTE-27: FIRST TIME IND AS ADOPTION RECONCILIATION****EFFECT OF IND AS ADOPTION ON THE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017**

PARTICULARS	PREVIOUS GAAP	EFFECT OF TRANSITION TO IND AS	AS PER IND AS
INCOME			
Revenue from Operations	2,841,552,449.05	-	2,841,552,449.05
Other Income	433,573.00	26,780,723.65	27,214,296.65
TOTAL INCOME	2,841,986,022.05	26,780,723.65	2,868,766,745.70
EXPENSES			
Cost of Materials Consumed	2,939,741,163.50	-	2,939,741,163.50
Changes in inventories	-110,233,297.00	-	-110,233,297.00
Excise Duty on Sale of Goods	-	-	-
Employee Benefits Expense	1,472,350.00	-	1,472,350.00
Finance costs	300,619.36	12,673,259.83	12,973,879.19
Depreciation and Amortization Expense	22,998.00	-	22,998.00
Other Expenses	9,836,523.00	6,592,256.55	16,428,779.55
TOTAL EXPENSES	2,841,140,356.86	19,265,516.39	2,860,405,873.25
Profit Before Exceptional Items and Tax	845,665.19	7,515,207.26	8,360,872.45
Exceptional Items			
Profit Before Tax			
Tax Expenses	-249,590.00	-	-249,590.00
Current Tax			
MAT Credit Entitlement/Reversal			
Deferred Tax	-37,929.00	-4,331,788.75	-4,369,717.75
Profit for the year	558,146.19	3,183,418.51	3,741,564.70
Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit or Loss	-	-	-
Actuarial Gain on Defined Plan Liability	-	-	-
Income tax on Actuarial Loss	-	-	-
Actuarial Loss on Defined Plan Liability	-	-	-
Income tax on Actuarial Loss	-	-	-
	-	-	-
Total Comprehensive Income for the year	558,146.19	3,183,418.51	3,741,564.70



**NOTE-26: FIRST TIME IND AS ADOPTION RECONCILIATION
EFFECT OF IND AS ADOPTION ON THE BALANCE SHEET AS AT 31ST MARCH 2017 AND 1ST APRIL 2016**

PARTICULARS	As at 31st March 2017			As at 1st April 2016 (Date of transition)		
	PREVIOUS GAAP	EFFECT OF TRANSITION TO IND AS	IND AS FIGURES	PREVIOUS GAAP	EFFECT OF TRANSITION TO IND AS	IND AS FIGURES
ASSETS						
Non-Current Assets						
Property, Plant and Equipments	1,919.00		1,919.00	24,917.00	-	24,917.00
Financial Assets						
Loans	12,992,019.00	2,411,870.47	15,403,889.47	11,120,891.00	1,595,873.49	12,716,764.49
Others Financial Assets	1,281,752.00	-963,883.00	317,869.00	1,264,107.00	-963,883.00	300,224.00
Deferred Tax Assets (net)				283,834.00	922,041.09	1,205,875.09
	14,275,690.00	1,447,987.47	15,723,677.47	12,693,749.00	1,554,031.58	14,247,780.58
Current Assets						
Inventories	121,513,297.00	-	121,513,297.00	11,280,000.00	-	11,280,000.00
Financial Assets						
Trade Receivables	1,877,764,775.14	-41,282,520.70	1,836,482,254.44	922,421,372.41	-34,709,104.44	887,712,267.97
Cash and Cash Equivalents	63,168.00		63,168.00	380,022.25	-	380,022.25
Other Balances with Banks	853,361.00		853,361.00	326,606.68	-	326,606.68
Loans and Advances	209,713,665.00	29,172,671.42	238,886,336.42	22,634,355.00	3,296,674.75	25,931,029.75
Others	716,064.29	-18,840.29	697,224.00	106,471.29	-	106,471.29
Other Current Assets	20,761,000.00	-	20,761,000.00	279,601.00		279,601.00
	2,231,385,330.43	-12,128,689.57	2,219,256,640.86	957,428,428.63	-31,412,429.69	926,015,998.94
Current Tax Assets (net)						
TOTAL ASSETS	2,245,661,020.43	-10,680,702.11	2,234,980,318.32	970,122,177.63	-29,858,398.11	940,263,779.52
EQUITY AND LIABILITIES						
EQUITY						
Equity Share Capital	230,800,000.00	-	230,800,000.00	230,800,000.00	-	230,800,000.00
Other Equity	144,800,094.00	-35,227,479.60	109,572,614.40	144,241,947.00	-38,410,898.11	105,831,048.89
	375,600,094.00	-35,227,479.60	340,372,614.40	375,041,947.00	-38,410,898.11	336,631,048.89
LIABILITIES						
Non Current Liabilities						
Financial Liabilities						
Borrowings	346,900,000.00	7,832,755.67	354,732,755.67			-
Deferred Tax Liabilities (net)	-245,904.00	3,409,747.65	3,163,843.65			
	346,654,096.00	11,242,503.32	357,896,599.32			
Current Liabilities						
Financial Liabilities						
Borrowings	76,599,536.00	13,393,004.17	89,992,540.17	50,274,536.00	8,552,500.00	58,827,036.00
Trade Payables	1,440,162,960.50	-	1,440,162,960.50	537,821,479.50	-	537,821,479.50
Other Financial Liabilities	3,429,985.00	-	3,429,985.00	2,603,149.00	-	2,603,149.00
Provisions	3,214,348.93	-88,730.00	3,125,618.93	4,381,066.13	-	4,381,066.13
	1,523,406,830.43	13,304,274.17	1,536,711,104.60	595,080,230.63	8,552,500.00	603,632,730.63
TOTAL EQUITY AND LIABILITIES	2,245,661,020.43	-10,680,702.11	2,234,980,318.32	970,122,177.63	-29,858,398.11	940,263,779.52

**A. General Information**

Royal India Corporation Limited formerly known as Natraj Finance was incorporated in 1984 in the name and style of Natraj Commercial Enterprises Ltd. In October, 2006 Company changed its name to Natraj Financial & Services Limited. In September, 2008 the company was taken over by existing promoters as per the rules & regulation of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) regulations, 1997 and later on was named as Royal India Corporation Limited. The Company is a public limited company incorporated and domiciled in India and has its registered office at Nariman Point, Mumbai India. The Company has its listings on the Bombay Stock Exchange.

Royal India Corporation Limited is engaged in the wholesale trading of Gold Bullion, plain gold jewellery, gold coins, and medallions. The Company has business operations mainly in India.

The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

B. Basis of preparation and presentation of financial**1) Accounting convention**

The financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended by the Companies (Indian Accounting Standards) Amendment Rules, 2016.

For all periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with the accounting standards notified under the Section 133 of the Companies Act, 2013, read together with Companies (Accounts) Rules 2014 (Indian GAAP). These are the Company's first annual financial statements prepared in accordance with Indian Accounting Standards (Ind AS). The Company has adopted all applicable standards and the adoption was carried out in accordance with **Ind AS 101 – 'First Time Adoption of Indian Accounting Standards'**. An explanation of how the transition to Ind AS has affected the reported financial position, financial performance and cash flows of the Company are provided in Note numbers 25-27 First Time Adoption. All amounts included in the financial statements are reported in Indian Rupees and have been rounded off to nearest decimal of `Rupee.

2) Basis of measurement

The Company follows mercantile system of accounting and recognizes significant items of income and expenditure on accrual basis. These financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act. 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.

C. Key accounting judgment, estimates and assumptions

The preparation of the financial statements required the management to exercise judgment and to make estimates and assumptions. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis.

Revision to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future period.

The areas involving critical estimates or judgments are:

1) Depreciation and amortization

Depreciation and amortization is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets. Estimates may change due to technological developments,



competition, changes in market conditions and other factors and may result in changes in the estimated useful life and in the depreciation and amortization charges.

2) Provision 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.

3) Fair valuation

Fair value is the market based measurement of observable market transaction or available market information. Fair valuation of Gold Bar and Gold Jewellery are based on the market rates published by the **Indian Bullion Association** for various grades from which the fair value of the Gold Bar and Gold Jewellery are derived.

D. Functional and presentation currency

The functional and presentation currency of the Company is the Indian Rupee (INR).

E. Foreign currency transaction

Foreign currency transactions are translated at the exchange rate that approximates the prevalent exchange rate on the transaction date. Monetary assets and liabilities in foreign currencies are translated at the year-end rate. Any resultant exchange differences are taken to the Statement of Profit and Loss, except:

- a) When deferred, in Other Comprehensive Income as qualifying cash flow hedges and
- b) Exchange difference arising from translation of external commercial borrowing is capitalized in terms of para D13 AA of Ind AS 101.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

F. Significant Accounting Policies:

(a) Property, Plant and Equipment

Transition to Ind AS:

The Company has elected to continue with the net carrying value of all its property, plant and equipment recognized as of April 1, 2016 (transition date) as per the previous GAAP and use that carrying value as its deemed cost.

Subsequent to transition:

- i) **Recognition and measurement:** Property, plant and equipment are carried at cost of acquisition less accumulated depreciation and accumulated impairment loss, if any. Subsequent expenditure related to an item of fixed asset are added to its book value only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All repairs and maintenance are charged to the Statement of Profit and Loss during the financial year in which they are incurred.
- ii) **Depreciation:** Land is not depreciated. Depreciation of other items of Property, Plant and Equipment are provided on a Written down Value Method over the estimated useful life of the asset or as prescribed in Part C of Schedule II to the Companies Act, 2013 or based on technical evaluation of the asset. Estimated useful life of items of property, plant and equipment are as follows:
- iii)

Type of Asset	Estimated Useful Life
Electrical Installations	20
Plant & Machinery-Continuous Process	18
Other Plant & Machinery	20
Furniture & Fittings	15



Computers	6
Office Equipments	5

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

The Company assesses at each balance sheet date whether there is objective evidence that an asset or a group of assets is impaired. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing the sale proceeds with the carrying amount and are recognized within operating profit in the Income statement.

(b) Investment Property

For Transition to Ind AS, the Company has elected to continue with the carrying value of its investment property recognized as of April 1, 2016 (transition date) as per the previous GAAP and use that carrying value at its deemed cost.

Property that is held for long-term rental yields or for capital appreciation or both, and that is not used in the production of goods and services or for the administrative purposes, is classified as Investment Property. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

(c) Intangible Assets

Computer software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. Computer software development costs recognized as assets are amortized over their estimated useful life of 5 years.

(d) Non-current assets held for sale

Non-current assets held for sale are presented separately in the balance sheet when the following criteria are met:

- ✓ the Company is committed to selling the asset;
- ✓ the assets are available for sale immediately;
- ✓ an active plan of sale has commenced; and
- ✓ Sale is expected to be completed within 12 months.

Assets held for sale are measured at the lower of their carrying amount and fair value less cost to sell. Assets held for sale are no longer amortized or depreciated.

(f) Financial Instruments

Financial assets

The Company classifies its financial assets in the following categories:

1. **Financial assets at amortized cost** - Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. They are presented as current assets, except for those maturing later than 12 months after the reporting date which are presented as non-current assets. Financial assets are measured initially at fair value which usually represents cost plus transaction costs and subsequently carried at amortized cost using the effective interest method, less any impairment loss if any. Financial assets at amortized cost are represented by trade receivables, security and other deposits, cash and cash equivalent, employee and other advances.
2. **Equity investments** - Investment in subsidiaries are stated at cost. All other equity investments are measured at fair value, except for certain unquoted equity investments which are carried at cost where the fair value of these investments cannot be reliably measured.



3. **Financial Assets at Fair Value through Other Comprehensive Income (FVTOCI)** – For investments which are not held for trading purposes and where the company has exercised the option to classify the investment as at FVTOCI, all fair value changes on the investment are recognized in OCI. The accumulated gains or losses on such investments are not recycled to the Statement of Profit and Loss even on sale of such investment.
4. **Financial assets at Fair Value through Profit and loss (FVTPL)** - Financial assets other than the equity investments and investment classified as FVTOCI are measured at FVTPL. These include surplus funds invested in mutual funds etc.
5. **Impairment of financial assets** - The Company assesses at each balance sheet date whether there is objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the asset (a 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

Financial liabilities

Initial recognition and measurement

Financial liabilities are measured at amortized cost using effective interest method. For trade and other payable maturing within one year from the Balance Sheet date, the carrying value approximates fair value due to short maturity.

Derivative financial instruments and hedging activities

A derivative is a financial instrument which changes value in response to changes in an underlying asset and is settled at a future date. Derivatives are initially recognized at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. The method of recognizing the resulting gain or loss depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

Fair value measurement

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- a) The fair value of financial instruments quoted in active markets is based on their quoted closing price at the balance sheet date.
- b) The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.
- c) The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs). When the fair value of unquoted instruments cannot be measured with sufficient reliability, the Company carries such instruments at cost less impairment, if applicable.

**(g) Inventories**

Inventories are valued at cost or net realizable value whichever is lower, cost being determined on weighted average method. Raw Materials and Stores are valued at weighted average cost.

(h) Employee Benefits

Short Term Employee Benefits are recognized on an undiscounted basis whereas Long Term Employee Benefits are recognized on a discounted basis.

(i) Provisions

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation.

These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre- tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

(j) Income Tax**i) Current Income Tax:**

Current Income Tax is measured at the amount expected to be paid to the tax authorities in accordance with local laws of various jurisdiction where the Company operates.

ii) Deferred Tax:

Deferred tax is provided using the balance sheet approach on differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

The tax rates and tax laws used to compute the tax are those that are enacted or substantively enacted at the reporting date.

Current and Deferred Tax are recognized in the Statement of Profit and Loss except to items recognized directly in Other Comprehensive income or equity, in which case the deferred tax is recognized in Other Comprehensive Income and equity respectively.

(k) Cash flow Statement:

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

(l) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts inclusive of excise duty receivable for goods supplied, stated net of discounts, returns and value added taxes. The Company recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Company's activities, as described below.

a) Sale of goods and services



Sales are recognized when the significant risks and rewards of ownership of the goods are transferred to the buyer as per terms of contract. Income and fees from services are accounted as per terms of relevant contractual agreements/arrangements.

b) Interest income

Interest income is recognized on accrual basis as per the terms of relevant contracts or by using the effective interest method, where applicable.

(m) Government Grant

Government grants including any non-monetary grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with.

Government grants are recognized in Statement of profit or loss on a systematic basis over the periods in which the related costs, for which the grants are intended to compensate, are recognized as expenses.

Government grants related to assets are presented at fair value by setting up the grant as a deferred income.

(n) Borrowing Costs

Borrowing costs consist of interest, ancillary and other costs (i.e. Effective Interest Method) that the Company incurs in connection with the borrowing of funds and interest relating to other financial liabilities. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

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

(o) Exceptional Items

Exceptional items are disclosed separately in the financial statements where it is necessary to do so to provide further understanding of the financial performance of the Company. They are material items of income or expense that have been shown separately due to the significance of their nature or amount.

(p) Earnings per share

The Company presents Basic and Diluted earnings per share data for its equity shares. Basic and Diluted earnings per share is calculated by dividing the profit or loss attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

(q) Contingent Liabilities

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

(r) Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset.

(s) Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue. Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

(t) Transition to Ind AS

The Standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, read with relevant rules issued there under in terms of the SEBI LODR, as modified by Circular No CIR/CFD/FAC/62/2016 dated July 5, 2016.

**(q) Contingent Liabilities**

Contingent liabilities exist when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or nonoccurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required or the amount cannot be reliably estimated. Contingent liabilities are appropriately disclosed unless the possibility of an outflow of resources embodying economic benefits is remote.

(r) Contingent Assets

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity. The Company does not recognize a contingent asset.

(s) Events after the reporting period

Adjusting events are events that provide further evidence of conditions that existed at the end of the reporting period. The financial statements are adjusted for such events before authorization for issue. Non-adjusting events are events that are indicative of conditions that arose after the end of the reporting period. Non-adjusting events after the reporting date are not accounted, but disclosed.

(t) Transition to Ind AS

The Standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, read with relevant rules issued there under in terms of the SEBI LODR, as modified by Circular No CIR/CFD/FAC/62/2016 dated July 5, 2016.

For periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with the then applicable Accounting Standards in India ('previous GAAP'). The adoption of Ind AS was carried out in accordance with Ind AS 101, considering April 01, 2016 as the transition date. Pursuant to adoption of Ind AS, the differences in the carrying amounts of assets and liabilities on the transition date under the previous GAAP and the balances on adoption of Ind AS have been recognized directly in equity. The financial statements for the year ended March 31, 2017 and the Balance Sheet as at the transition date and as at March 31, 2017 have been presented under Ind AS for comparative purposes. Accounting policies have been applied consistently to all periods presented in these Stand Alone Financial Results.

In preparing the opening Ind AS statement of financial position, adjustments are carried out to the amounts reported in financial statements prepared in accordance with previous GAAP. An explanation of how the transition from previous GAAP to Ind AS has affected our financial performance, cash flows and financial position is set out in Note Nos. 25-27

Note No. 25- First Time Adoption

The Stand Alone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended, read with relevant rules issued there under in terms of the SEBI LODR, as modified by Circular No. CIR/ CFD/FAC/62/2016 dated July 5, 2016.

For periods up to and including the year ended March 31, 2016, the Company prepared its financial statements in accordance with the then applicable Accounting Standards in India ('previous GAAP'). The adoption of Ind AS was carried out in accordance with Ind AS 101, considering April 1, 2016 as the transition date. Pursuant to adoption of Ind AS, the differences in the carrying amounts of assets and liabilities on the transition date under the previous GAAP and the balances on adoption of Ind AS have been recognized directly in equity. The financial statements for the year ended March 31, 2017 and the Balance Sheet as at the transition date and as at March 31, 2017 have been presented under Ind AS for comparative purposes.

Accounting policies have been applied consistently to all periods presented in these Stand alone Financial Results.

Exemptions and exceptions availed

(I) Optional Exemptions

Ind AS 101 – First-time adoption of Ind AS permits certain optional exemptions from full retrospective application of Ind AS accounting policies and the following options have been adopted as at the date of transition:

- 1) The Company has elected to measure all of its Property, Plant and Equipment, Investment Property and Intangible Assets at their previous GAAP carrying value as at the transition date of April 1, 2016 in terms of Para D7AA of Ind AS-101 and considered the same to be deemed cost.
- 2) Business combinations prior to the date of transition have not been restated based on Ind AS principles



Form No. MGT-11

Proxy form

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

CIN: L45400MH1984PLC032274

Name of the company: Royal India Corporation Limited

Registered office: 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai-400021, Maharashtra, India.

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:....., or failing him

2. Name:

Address:

E-mail Id:

Signature:....., or failing him

3. Name:

Address:

E-mail Id:

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General meeting of the Company to be held on Saturday the 29th day of September, 2018 At 11:00 a.m. at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point, Mumbai-400021 and at any adjournment thereof in respect of such resolutions as are indicated below:



List of Resolutions:		
Particulars	Ascent	Dissent
1. Adoption of the Audited Financial Statements for the financial year ended on 31st March, 2018 and the Reports of the Board of Directors and Auditors thereon.		
2. Ratification of re-appointment of M/s DMKH & Co., Chartered Accountants, as Statutory Auditors of the Company.		
3. To appoint a Director in place of Mr. Nitin Gujral (DIN-08184605) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment		
4. To appoint Director in place of Nitin Gujral (DIN-08184605) who retires at this Annual General Meeting and being eligible has offered himself for appointment, the following resolution is required as an Ordinary Resolution:		
5. Appointment of Mr. Nitin Gujral as a Managing Director of the Company for a period of three years.		
6. Provision for fees to delivery of documents through any particular mode of dispatch.		

Signed this..... day of..... 20....	Affix Revenue Stamp
Signature of shareholder	
Signature of Proxy holder(s)	

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.



ATTENDANCE SLIP

ROYAL INDIA CORPORATION LIMITED

62, 6TH FLOOR, 'C' WING, MITTAL TOWER, NARIMAN POINT, MUMBAI-400021, MAHARASHTRA, INDIA.

DP ID & Client ID / Folio No: _____ No. of Shares: _____ I
certify that I am a registered shareholder / proxy for the registered shareholder of the Company (Member's/ Proxy's
name and address in block letters to be furnished
below). _____

I hereby record my presence at the 34th Annual General Meeting of the Company of Royal India Corporation Limited on
Saturday the 29th day of September, 2018 at 11:00 a.m. at 62, 6th Floor, 'C' Wing, Mittal Tower, Nariman Point,
Mumbai-400021, Maharashtra, India.

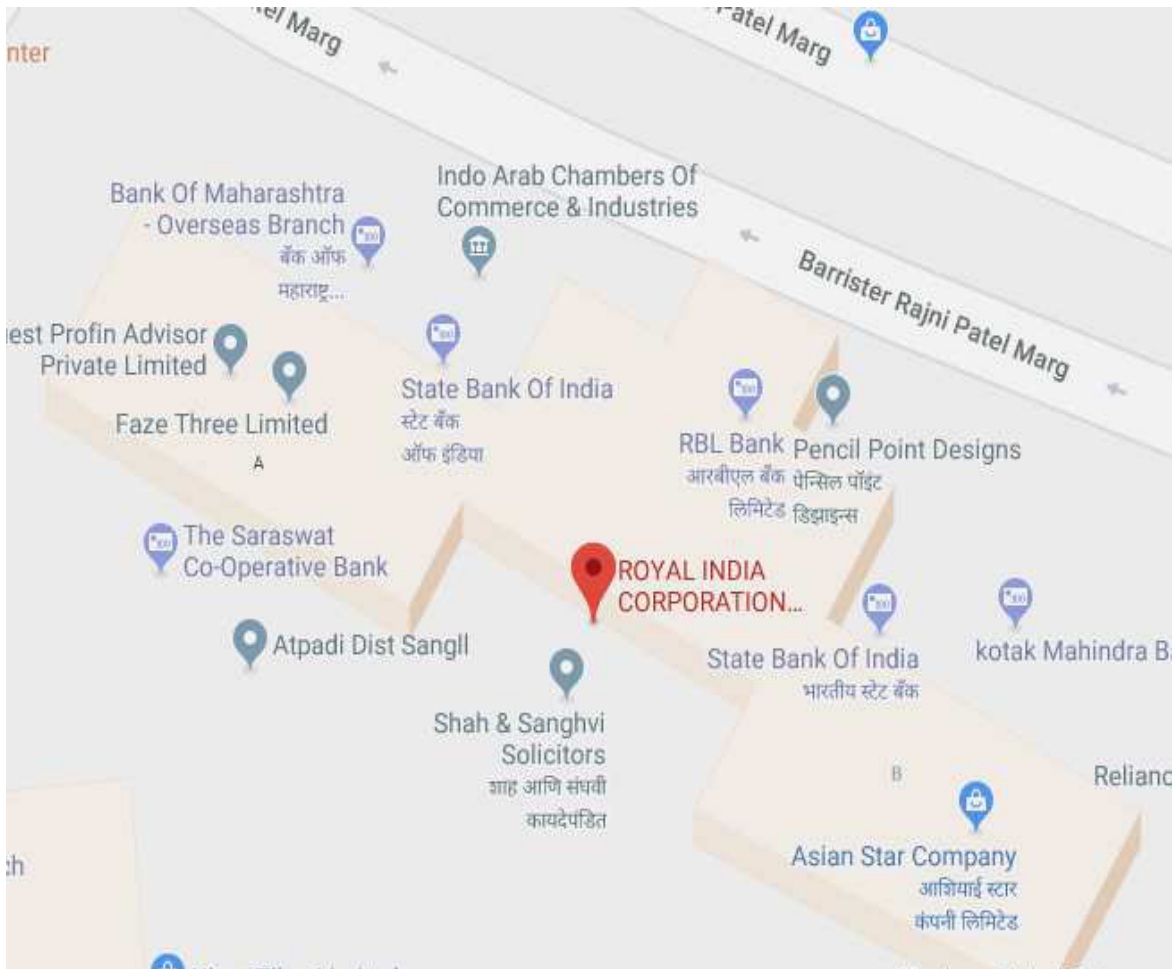
(Member's/Proxy's name in Block Letters)

(Member's/Proxy's Signature)

Note: Please fill in this attendance slip and hand it over at the entrance of the place of meeting.



Route Map for the venue of the 34th Annual General Meeting of the Company



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If undelivered, please return to :

Royal India Corporation Limited

CIN : L45400MH1984PLC032274

62, 6th Floor, C-Wing, Mittal Tower, Nariman Point, Mumbai 400 021.

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