





Bangalore Unit



Udaipur Unit



### Udaipur

- ➔ 4 Granite Gangsaw
- ➔ 1 Bretan Multiwire to be installed having 59 wires
- ➔ 6 Circular Saws
- ➔ 2 Expory Line
- ➔ 2 Line polishing machine

### Bangalore

- ➔ 7 Granite Gangsaw
- ➔ 3 Line polishing machine
- ➔ 1 Expory line
- ➔ 1 Gaspari Multiwire having 69 wires



**CORPORATE INFORMATION****Board of Directors**

Mr. J. P. Agarwal	Chairman & Managing Director
Mr. Kapil Agarwal	Executive Director
Mr. Pradeep Kumar Jain	Non-executive Independent Director
Mr. Vikas Misra	Non-executive Independent Director
Mrs. Geeta Devi Agarwal	Non-executive Director
Mr. Vinod Choudhary	Non Executive Independent Director

<b>Audit Committee</b>	<b>Nomination &amp; Remuneration Committee</b>
Mr. Pradeep Kumar Jain	Mr. Pradeep Kumar Jain
Mr. Vikas Misra	Mr. Vikas Misra
Mrs. Geeta Devi Agarwal	Mrs. Geeta Devi Agarwal

<b>Stakeholder Relationship Committee</b>	<b>Corporate Social Responsibility Committee</b>
Mr. Pradeep Kumar Jain	Mr. Pradeep Kumar Jain
Mr. Vikas Misra	Mr. Vikas Misra
Mrs. Geeta Devi Agarwal	Mrs. Geeta Devi Agarwal

<b>Statutory Auditors</b>	<b>Registrar &amp; Share Transfer Agent</b>
M/s Ravi Sharma & Co. Chartered Accountants 3580, Moti Singh Bhomiyon ka Rasta, 4 <sup>th</sup> Crossing Johari Bazar, Bohara ji ka Darwaja, Jaipur 302003	Link Intime India Private Limited C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400 083 Tel No: +91 22 49186000 Fax: +91 22 49186060 E-mail : <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a>

<b>Bankers</b>
HDFC BANK HDFC House, Senapati Bapat Marg, Lower Parel W, Mumbai, Maharashtra - 400013, India

<b>Regd. Office</b>
Village : Survey No. 13, Kempalingahalli, Nelamangala Taluk (Rural) Bangalore - 562123 (Karnataka). E-mail: <a href="mailto:pilnorth@pacificgranites.com">pilnorth@pacificgranites.com</a> <a href="http://www.pacificindustriesltd.com">URL : www.pacificindustriesltd.com</a>

<b>Stock Exchange where Company's Securities are listed</b>	<b>Secretarial Auditors</b>
BSE Limited	M/s B K Sharma & Associates Company Secretaries, AB-162 Vivekanand Marg, Nirman Nagar, Ajmer Road, Jaipur-302019
<b>Company Secretary</b>	Mr. Sachin Shah

<b>Website</b>	<a href="http://www.pacificindustriesltd.com">www.pacificindustriesltd.com</a>
<b>Investor Relations Email ID</b>	<a href="mailto:pacificinvestor@rediffmail.com">pacificinvestor@rediffmail.com</a>

<b>Plant Locations</b>	
<b>Unit I :</b> Village: Bedla, Udaipur – 313004 (Rajasthan) Tel. No. 0294-2440933 Fax No. 0294-2440780.	<b>Unit II :</b> Village : Survey No. 13, Kempalinganhalli Nelamangala Taluka (Rural) Bangalore - 562123 (Karnataka) Tel. No. 080-27723004 Fax No. 080-27723005.

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**NOTICE**

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of **PACIFIC INDUSTRIES LIMITED** will be held on Monday the 30<sup>th</sup> September, 2019 at 10.00 A.M. at Survey No.13, N.H.48, Kempalinganhalli, Nelamangala Taluka Bangalore- 562123, Karnataka, the registered office of the Company to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company along with Consolidated Financial Statements for the Financial Year ended on 31st March 2019, and the Report of Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Geeta Devi Agarwal (DIN: 00386331) who retires by rotation, and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS**

3. **TO RE-APPOINT SHRI VINOD CHOUDHARY AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

“RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Vinod Choudhary (DIN: 03390324), who was appointed as an Independent Director at the 25<sup>th</sup> Annual General Meeting of the Company who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five years commencing from 14<sup>th</sup> August, 2019 to 13<sup>th</sup> August, 2024”.

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

4. **TO APPOINT SHRI PRADEEP KUMAR JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder

(including any statutory modification or re-enactment thereof for the time being in force), Mr. Pradeep Kumar Jain (DIN:08303628) who was appointed as an Additional Director, w.e.f. 17<sup>th</sup> December, 2018 pursuant to the provisions of Section 161(1) of the Act, in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Pradeep Kumar Jain (DIN: 08303628), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for term of five years commencing from 17<sup>th</sup> December, 2018 to 16<sup>th</sup> December, 2023".

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

**5. TO APPOINT SHRI VIKAS MISRA AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**RESOLVED THAT** pursuant to the provisions of Section 152, 160 and other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), Mr. Pradeep Kumar Jain (DIN:08303628) who was appointed as an Additional Director, w.e.f. 17<sup>th</sup> December, 2018 pursuant to the provisions of Section 161(1) of the Act, in respect of whom the company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and rules made thereunder, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, (including any statutory modification(s) or re-enactment(s) thereof for time being in force) Shri Vikas Misra (DIN: 08304606), be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for term of five years commencing from 17<sup>th</sup> December, 2018 to 16<sup>th</sup> December, 2023".

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

**6. TO RE-APPOINT SHRI JAGDISH PRASAD AGARWAL (DIN : 00386183) AS A DIRECTOR DESIGNATED AS CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel ) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Article of Association ,and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for the re-appointment of Shri J. P. Agarwal (DIN : 00386183) as Chairman & Managing Director of the Company for a period of 5 (five) years with effect from September 30, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration as may be acceptable to Shri J. P. Agarwal (DIN : 00386183), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.”

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

**7. TO RE-APPOINT SHRI KAPIL AGARWAL (DIN: 00386298) AS A DIRECTOR DESIGNATED AS EXECUTIVE DIRECTOR OF THE COMPANY**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel ) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and provisions of the Article of Association ,and subject to all other requisite approvals, permissions and sanctions and subject to other requirements under the Act, if any and based on the recommendation of Nomination and Remuneration Committee and Board of Directors, approval of the members of the company be and is hereby accorded for the re-appointment of Shri Kapil Agarwal (DIN : 00386298) as a Director, designated as Executive Director of the Company, for a period of 5 (five) years with effect from September 30, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, , with liberty to the Board of Directors to alter and vary the terms and conditions of appointment and / or remuneration as may be acceptable to Shri Kapil

Agarwal (DIN : 00386298), subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

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

**8. CREATION OF CHARGE ON THE ASSETS PURSUANT TO SECTION 180(1)(a) OF COMPANIES ACT, 2013**

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

**"RESOLVED THAT** consent of shareholders of the company be and is hereby accorded, pursuant to Section 180(1)(a) and other applicable provisions if any, of the Companies Act, 2013, to the Board of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other lenders or debenture trustees to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 200 Crores (Rupees Two hundred crores only) at any time."

**"RESOLVED FURTHER THAT** the Board of Directors of the company be and are hereby authorized authorised to finalise with Banks/Financial Institutions the documents for creating aforesaid mortgage and/or the charge and to do all such acts, deeds, matters and things as may be necessary, proper and expedient or incidental for giving effect to this resolution."

**By Order of the Board  
Pacific industries Limited**

**Place:** Udaipur  
**Date:** 12th August, 2019

**Sd/-  
JAGDISH PRASAD AGARWAL**  
(Chairman & Managing Director)  
(DIN- 00386183)

**Registered Office:**  
Village: Survey No. 13, Kempalingahalli  
Nelamangala Taluk (Rural)  
Bangalore-562123(Karnataka)



**NOTES:-**

1. The relevant Explanatory Statement pursuant to section 102 (1) of the Companies Act, 2013, in respect of Special Business at the meeting, is annexed hereto and forms part of this notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE THE MEMBER OF THE COMPANY.
3. The instrument appointing a proxy, duly completed must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
4. A statement giving the relevant details of the Directors seeking re-appointment under Item No. 1, Item No. 2, Item No. 3, Item No. 4, Item 5, Item No.6, Item No.7 and Item No. 8 of the accompanying Notice as required by Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. In pursuance of Section 105 of the Companies Act, 2013 and the applicable rules there on, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate, not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the Total share capital of the company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy form in form MGT-11 for the AGM is enclosed herewith.
6. The member of the Company or proxy holders should bring attendance slips duly completed and signed mentioning therein details of the DP ID and client ID/ Folio No.
7. In case of Joint Holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote at the meeting.
8. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Company's Registered Office all working days of the Company, during business hours up to the date of the Meeting.
9. Corporate members intending to send their authorized representative to attend the meeting, pursuant to the Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the Relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote at the meeting on their behalf.
10. Members seeking any information with regards to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
11. Members are requested to register their e-mail addresses in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to send their e-mail address to the [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com)
12. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the

Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited, C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai 400083.

13. The Notice of AGM along with the Annual Report 2018-19 is being sent to all Members whose name appear in the Register of Members/ List of Beneficial Owners received from NSDL and CDSL as on 30th August, 2019 (cut-off date) by electronic mode to those members whose email addresses are registered with the Company / Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode.
14. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN and other details to the Company' and Registrar and Transfer Agent.
15. The Members who holding shares in single name and in physical form are advised to make a nomination in respect of their shareholding in the Company and those Members who hold shares singly in dematerialized form are advise to make a nomination through their Depository Participants.
16. The Register of Directors and KMP and their shareholding and register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 will be available for inspection by the members at AGM.
17. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44(1) of SEBI (LODR) Regulations, 2015, the company is pleased to offer remote e-voting facility for the members to enable them to cast their votes electronically on all resolutions set forth in this Notice.
18. Mr. B. K. Sharma, Practicing Company Secretaries (Membership No. FCS 6206), has been appointed as the Scrutinizer to scrutinize the voting at AGM and remote e-voting process in fair and transparent manner.
19. The facility for voting through Ballot/Polling Paper shall also be made available at the meeting and Members attending the Meeting, who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
20. The Members who have cast their vote by remote e voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
21. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company's website at [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com) and on the website of respective Stock Exchanges.
22. The Register of Members and Share Transfer Books of the Company will remain Closed from Tuesday 24<sup>th</sup> September, 2019 to Monday 30<sup>th</sup> September, 2019 (both day inclusive)
23. The instructions for shareholders for remote e-voting are as under:-

The Company has approached NSDL for providing e-voting services through our e-voting platform. In this regard, your Demat Account/Folio Number has been enrolled by the Company for your participation in e-voting on resolution placed by the Company on e-Voting system.

The Notice of the Annual General Meeting (AGM) and Annual Report of the Company inter alia indicating the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or (<https://pacificindustriesltd.com>).

**The e-voting period commences on Thursday 26<sup>th</sup> September, 2019 (9:00 am) and ends on Sunday 29<sup>th</sup> September, 2019 (5:00 pm).** During this period shareholders' of the Company, may cast their vote electronically. The e-voting module shall also be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September 2019. Any Person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23<sup>rd</sup> September 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or (company/ RTA email id ).

The facility for voting through remote e-voting / ballot paper / Poling Paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

**The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1 : Log-in to NSDL e-Voting system**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:  
<https://www.evoting.nsdl.com/>.
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 will be as per details given below :
  - 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 followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
5. 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 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.
6. 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](http://www.evoting.nsdl.com).
  - b. “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

**Step 2 : 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 Pacific Industries Limited.
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 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 e-mail (**[bksharma162@gmail.com](mailto:bksharma162@gmail.com)**) to with a copy marked to [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) to reset the password.
24. The Scrutiniser, after scrutinising the votes cast at the meeting and through remote e-voting, will make a consolidated scrutinizer’s report not later than two days of the conclusion of the Meeting and submit the same to the Chairman or Authorised person. The results declared along with the consolidated Scrutiniser’s Report shall be placed on the website of the Company [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)



25. Dispatch of Documents through electronic mode/ Registration of E-Mail Addresses: In pursuance of the provisions of the Companies Act, 2013 and the rules made thereunder, the Company proposes to send documents like notice of general meeting, annual reports, etc. to the shareholders through electronic mode. In case you have not registered your email address so far, we request you to register your email ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or our share transfer agent (where the shares are held in physical form) by submitting the E-communication Registration Form attached herewith.
26. The route map showing direction to reach the venue of the 30<sup>th</sup> AGM is annexed at the end of the Report.
27. The Ministry of Corporate Affairs has taken a “Green Initiatives in Corporate Governance” in 2011 by allowing paperless compliances by the Companies and had issued circulars stating that service of notice/documents including Annual Report can be sent to the Shareholders in Electronic Mode. To support this green initiatives of the Government in full measure, the members who have not registered their e-mail addresses so far, we request you to register your email ID (or change therein, if any) with your Depository Participant (where the shares are held in dematerialized form) or our share transfer agent (where the shares are held in physical form) by submitting the E-communication Registration Form attached herewith.
28. Any Member(s) who require any special assistance of any kind at the venue of the 30<sup>th</sup> AGM are requested to send details of their special needs in writing to the Company email Id- [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com) at least three days before the date of AGM.

## **Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013**

### **Item No.3**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors proposes the re-appointment of Shri Vinod Choudhary (DIN: 03390324), as Independent Director, for a second term of five years from 14<sup>th</sup> August, 2019 to 13<sup>th</sup> August, 2024 not liable to retire by rotation. Shri Vinod Choudhary (DIN: 03390324), was appointed as Independent Director on 14<sup>th</sup> August, 2019 by the Board of Directors, which was approved from Members at the 25<sup>th</sup> Annual General Meeting (“AGM”) of the Company. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director. The Board, based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background, experience and contribution, the continued association of Shri Vinod Choudhary (DIN: 03390324), would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed there under and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could

impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfills the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company. The terms and conditions of his appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the re-appointment of Shri Vinod Choudhary (DIN: 03390324), as Independent Director is now being placed before the Members for their approval by way of Special Resolution. The Board recommends the Special Resolution at Item No. 3 of this Notice for approval of the Members.

Except Shri Vinod Choudhary (DIN: 03390324), none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 3 of the Notice. We hereby affirm that the Director being appointed is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

**Item No. 4**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri. Pradeep Kumar Jain as an Additional Director of the Company with effect from December 17, 2018.

In terms of the provisions of Section 161(1) of the Act, Shri. Pradeep Kumar Jain would hold office up to the date of the ensuing Annual General Meeting.

Shri. Pradeep Kumar Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri. Pradeep Kumar Jain that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations. Shri. Pradeep Kumar Jain possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Shri. Pradeep Kumar Jain fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri. Pradeep Kumar Jain is independent of the management.

Brief resume of Shri. Pradeep Kumar Jain, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI Listing Regulations with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri. Pradeep Kumar Jain is appointed as an Independent Director

Copy of the draft letter for appointment of Shri. Pradeep Kumar Jain as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under SEBI Listing Regulations with the Stock Exchanges. Save and except Shri. Pradeep Kumar Jain and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors /Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the shareholders.

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

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Shri. Vikas Misra as an Additional Director of the Company with effect from December 17, 2018.

In terms of the provisions of Section 161(1) of the Act, Shri. Vikas Misra would hold office up to the date of the ensuing Annual General Meeting.

Shri. Vikas Misra is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Shri. Vikas Misra that he meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed there under and Regulation 16(1)(b) of SEBI Listing Regulations. Shri. Pradeep Kumar Jain possesses appropriate skills, experience and knowledge.

In the opinion of the Board, Shri. Vikas Misra fulfills the conditions for his appointment as an Independent Director as specified in the Act and the Listing Agreement. Shri. Pradeep Kumar Jain is independent of the management.

Brief resume of Shri. Vikas Misra , nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under SEBI Listing Regulations with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Shri. Vikas Misra is appointed as an Independent Director

Copy of the draft letter for appointment of Shri. Vikas Misra as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under SEBI Listing Regulations with the Stock Exchanges. Save and except Shri. Vikas Misra and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the shareholders.

#### **Item No.: 6**

The Board of Directors of the Company in their meeting held on 12<sup>th</sup> August, 2019 had resolved to re-appoint Mr. J. P. Agarwal as Chairman & Managing Director of the Company afresh w. e. f. 30<sup>th</sup> September, 2019 for a period of 5 (Five) Years at a remuneration given in this Explanatory Statement as per Schedule V of the Companies Act, 2013 and subject to such approval as may be required.

Mr. J. P. Agarwal, aged 61 years is a Promoter Director of the Company. He is a Commerce Graduate and C. A. (Inter) also and posses vast experience of running the Granite / Marble Industry. Before joining the Company he was engaged in his own trading business.

Without any doubt, about the marvelous entrepreneurial skills of Mr. J. P. Agarwal and his rich experience in the field of Polished Granite Slabs and Tiles of various types, the Board thinks it appropriate to reappoint him as Chairman & Managing Director of the Company for a further period of 5 years to achieve greater heights and complete his unfinished agenda.

Your Board is of firm opinion that the rich and valuable experience of Mr. J. P. Agarwal will definitely result into all round growth and development of the Company.

**Remuneration paid to Mr. J. P. Agarwal during last two years:**

2017-2018	Rs. 24,00,000/-
2018-2019	Rs. 24,00,000/-

**Pecuniary Relationship with the Company and other Managerial Person in the Company:** Mr. J. P. Agarwal, is related with Mr. Kapil Agarwal, Executive Director of the Company and Smt. Geeta Devi Agarwal, Non-Executive Director of the company except that he doesn't have any pecuniary relationship with the Company and / or other Managerial Person in the Company except the Managerial Remuneration drawn by him from the Company as Chairman & Managing Director.

**Proposed remuneration of Mr. J. P. Agarwal is as follows:**

- (I) Basic Salary: Rs. 2,00,000/- p. m.  
(II) Perquisites:

In addition to salary the following Perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Chairman & Managing Director:

**CATEGORY (A):**

- (i) Free use of Company's car with driver for use on Company's business and telephone at residence will not be considered as perquisite.
- (ii) Personal long distance calls and use of car for private purpose shall be billed by the Company to the Chairman & Managing Director.
- (iii) Reimbursement of entertainment, travelling and all other expenses, actually and properly incurred for the business of the Company.
- (iv) No sitting fees shall be payable to the Chairman & Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

**CATEGORY (B)**

The following perquisites shall also be allowed and they will not be included in the computation of ceiling on perquisites mentioned above as permissible under existing laws:

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the



extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

- (ii) Gratuity payable shall not exceed half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with the Companies Act, 2013 including Schedule, V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the company has no profits or its profits are inadequate, the total remuneration payable to Mr. J. P. Agarwal, Chairman & Managing Director by way of salary, perquisites and allowance, as specified above, as minimum remuneration under Schedule V to the Companies Act, 2013.

### **III Other Terms & Conditions:**

Mr. J. P. Agarwal will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

The agreement may be terminated by either party giving the other party one month's prior notice in writing to that effect.

If at any time Mr. J. P. Agarwal ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Chairman & Managing Director.

The said appointment of Mr. J. P. Agarwal on the terms & conditions as set out above including his remuneration as referred above is subject to the approval of Bankers, FIs, approval of the Company in General Meeting and such other approvals, if any, as may be required."

Your Directors recommend the resolution for your approval.

None of the Directors except Mr. J. P. Agarwal himself, Mr. Kapil Agarwal and Smt. Geeta Devi Agarwal being relative of J. P. Agarwal are interested in the resolution.

### **Item No. 7**

The Board of Directors of the Company in their meeting held on 12<sup>th</sup> August, 2019 had resolved to reappoint Mr. Kapil Agarwal as Executive Director w. e. f. 30/09/2019 for a period of 5 (Five) Years at a remuneration given in this Explanatory Statement and subject to such approval(s) as may be required. The proposed re-

appointment and remuneration payable has already been approved by the Remuneration Committee in its meeting held on 12<sup>th</sup> August, 2019.

**The Appointee**

Mr. Kapil Agarwal, was appointed as Executive Director of the Company w.e.f. 23<sup>rd</sup> July, 2005. He has completed his studies in Business Administration from Western Michigan University, Kalamazoo, USA and possesses experience of export marketing.

Without any doubt, about the marvelous entrepreneurial skills of Mr. Kapil Agarwal and his rich experience in the field of Polished Granite Slabs and Tiles, the Board thinks appropriate to reappoint him as Executive Director of the Company for further 5 Years to achieve greater heights and his unfinished agenda.

Your Board is of firm opinion that the rich and valuable experience of Mr. Kapil Agarwal will definitely result into all round growth and development of the Company.

**Remuneration paid to Mr. Kapil Agarwal during last two years:**

2017-2018	Rs. 24,00,000/-
2018-2019	Rs. 24,00,000/-

**Job Profile:**

Mr. Kapil Agarwal, Executive Director will look after entire business of the Company and export business. His experience in the field will be advantageous to the Company.

**Pecuniary Relationship with the Company and other Managerial Person in the Company:** Mr. Kapil Agarwal, Executive Director is related with Mr. J. P. Agarwal, and Smt. Geeta Devi Agarwal except that he doesn't have any pecuniary relationship with the Company and / or other Managerial Person in the Company except the Managerial Remuneration drawn by him from the Company as Executive Director.

**Proposed remuneration of Mr. Kapil Agarwal is as follows:**

<i>(I) Basic Salary:</i>	<i>Rs. 2,00,000/- p.m.</i>
(II) Perquisites:	

In addition to salary the following Perquisites not exceeding the overall ceiling prescribed under schedule V, annexed to the Companies Act, 2013 will be provided to the Executive Director:

**CATEGORY (A):**

- (i) Free use of Company's car with driver for use on Company's business and telephone at residence will not be considered as perquisite.

- (ii) Personal long distance calls and use of car for private purpose shall be billed by the Company to the Executive Director.
- (iii) Reimbursement of entertainment, traveling and all other expenses, actually and properly incurred for the business of the Company.
- (iv) No sitting fees shall be payable to the Executive Director for attending the Meetings of the Board of Directors or Committee thereof.

**CATEGORY (B):**

The following perquisites shall also be allowed and they will not be included in the computation of ceiling on perquisites mentioned above as permissible under existing laws:

- (i) Contribution to Provident Fund / Superannuation Fund or Annuity Fund will not be included in the computation of ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.
- (ii) Gratuity payable shall not exceed half a month's salary for each completed year of service.
- (iii) Encashment of leave at the end of the tenure.

The terms & conditions, as above, may be altered / varied from time to time by the Board of Directors as it may, in its absolute discretion, deem fit within the maximum amount payable to the appointee in accordance with the Companies Act, 2013 including Schedule- V annexed to the Companies Act, 2013 as may be amended from time to time or any other relevant Statutory enactment(s) thereof in this regard.

Where in any year, the company has no profits or its profits are inadequate, the total remuneration payable to Mr. Kapil Agarwal, Executive Director by way of salary, perquisites and allowance, as specified above, as minimum remuneration under Schedule V to the Companies Act, 2013

**Other Terms & Conditions:**

Mr. Kapil Agarwal will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.

The agreement may be terminated by either party giving the other party one month's prior notice in writing to that effect.

If at any time Mr. Kapil Agarwal ceases to be Director of the Company for any reason whatsoever, he shall cease to be the Executive Director.

The said appointment of Mr. Kapil Agarwal on the terms & conditions as set out above including his remuneration as referred above is subject to the approval of Bankers, FIs, approval of the Company in General Meeting and such other approvals, if any, as may be required.”

Your Directors recommend the resolution for your approval.

None of the Directors except Mr. Kapil Agarwal himself, Mr. J. P. Agarwal and Smt. Geeta Devi Agarwal being relative of Mr. Kapil Agarwal are interested in the resolution.

**Item No.8**

Keeping in view the Company’s existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/ or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180(1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the passing of the Resolution.

**By Order of the Board**  
**Pacific industries Limited**

**Place:** Udaipur  
**Date:** 12th August, 2019

**Sd/-**  
**JAGDISH PRASAD AGARWAL**  
(Chairman & Managing Director)  
(DIN- 00386183)

**Registered Office:**  
Village: Survey No. 13, Kempalingahalli  
Nelamangala Taluk (Rural)  
Bangalore-562123(Karnataka)

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING [PURSUANT TO REGULATION 26(4) AND 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015]**

Particulars	Shri Vikas Misra	Shri Pradeep Kumar Jain	Shri Kapil Agarwal
Director Identification Number	08304606	08303628	00386298
Date of Birth (Age)	11/09/1972	17/06/1957	18.06.1983
Nationality	Indian	Indian	Indian
Qualification	He has done Ph.D. (Mechanical Engineering) from Integral University, Lucknow and M.Tech (Mechanical Engineering) with Specialization in industrial system Engineering from K.N.I.T, Sultanpur	He was done Ph.D (International Marketing) from university of Rajasthan in the year 1982.	MBA
Expertise	Dr. Vikas Misra has vide experience of more than 22 year in the field of Mechanical engineering and served various known organization at the position of director	Dr. Pradeep Kumar Jain, has vide experience of more than 40 years in the field of Business administration and Management Studies	Experienced in Marketing and Business Management
Date of Appointment on the Board	17/12/2018	17/12/2018	23/07/2005
Relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	Son of Mr. J.P. Agarwal and of Mrs. Geeta Devi Agarwal
No. of shares held in the Company	NIL	NIL	135635
Directorships held in other Companies (excluding foreign Companies and Section 8 Companies) as on 31.03.2018	BISWAS SOLAR INSTRUMENT PRIVATE LIMITED	1. SAHA COLOURED & FLAVOUR SPIRIT MANUFACTURER PRIVATE LIMITED	1. GALAXY REALVENTURE PRIVATE LIMITED 2. REYANSH MINES AND MINERALS PRIVATE LIMITED 3. GITANJALI METASTEEL PRIVATE LIMITED 4. GEETANJALI BUILDTECH PRIVATE LIMITED 5. RAVI BUILDMART PRIVATE LIMITED 6. SURYA BUILDSQUARE PRIVATE LIMITED 7. BHASKAR BUILDMART PRIVATE LIMITED 8. PROCLAIM CONSTRUCTIONS PRIVATE LIMITED 9. GEETANJALI INVESTECH HOLDINGS INDIA PRIVATE LIMITED 10. SEA HORSE CONSTRUCTIONS PRIVATE LIMITED



			11. PACIFIC IRON MANUFACTURING LIMITED 12. PEARL REALHOME DEVELOPERS PRIVATE LIMITED 13. MOUNT SAROLI INFRASTRUCTURES LIMITED 14. STEADFAST BUILDERS PRIVATE LIMITED 15. PACIFIC LEASING AND RESEARCH LTD
Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31.03.2018	NIL	NIL	NIL
Memberships/ Chairmanships of the Committee of the Board of Directors of the Company	Member: 1. Audit Committee 2. Stakeholder Relationship Committee 3. Nomination & Remuneration Committee	Chairman: 1. Audit Committee 2. Stakeholder Relationship Committee 3. Nomination & Remuneration Committee	NIL

Particulars	Shri Vinod Choudhary	Mrs. Geeta Devi Agarwal	Shri Jagdish Prasad Agarwal
Director Identification Number	03390324	00386331	00386183
Date of Birth (Age)	24.04.1961	25-03-1960	06.10.1957
Nationality	Indian	Indian	Indian
Qualification	Commerce Graduate	B.Com	graduated in commerce faculty in 1978 from University of Rajasthan and passed C.A. (Inter) in 1982
Expertise	Experienced in Finance and Business Management	Experienced in Business Management	He is a Chairman & Managing Director of the Company looking after overall affairs of the Company. He surveyed market potential in 1988-89 in various countries like Singapore, Hong Kong, Italy, UAE, France, Germany, China and Switzerland. He also attended International Trade Fair at Carara in Italy and studied various granite processing units at Italy and China during his visits. He observed huge export potential of the Granite and idea of setting up the unit crystallized
Date of Appointment on the Board	14.08.2014	14/08/2014	13/07/1989
Relationship with other Directors and Key Managerial Personnel	Not related to any Director / Key Managerial Personnel	wife of Mr. J.P. Agarwal and mother of Mr. Kapil Agarwal	Kapil Agarwal: Son Mrs. Geeta Devi Agarwal: Wife
No. of shares held in the Company	NIL	190421	42336

Directorships held in other Companies (excluding foreign Companies and Section 8 Companies) as on 31.03.2018	1. BHOLA MOTOR FINANCE PRIVATE LIMITED 2. GEETANJALI INFOSYSTEMS PRIVATE LIMITED 3. REYANSH INFRASTRUCTURE PRIVATE LIMITED 4. JAI GOVIND DEVJI AGRO FARMING DEVELOPERS PRIVATE LIMITED	1. YASH PROCESSORS PRIVATE LIMITED 2. RAHUL MARBLES PRIVATE LIMITED 3. RAHUL AVAS YOJNA PRIVATE LIMITED 4. PACIFIC LEASING AND RESEARCH LTD 5. RAJAT HOTELS AND RESORTS PRIVATE LIMITED 6. LAKECITY HOUSING DEVELOPMENT AND FINANCE PRIVATE LIMITED 7. GRAND PHOENIX BUILD MART PRIVATE LIMITED 8. MOUNT SAROLI INFRASTRUCTURES LIMITED	1. YASH PROCESSORS PRIVATE LIMITED 2. RAHUL AVAS YOJNA PRIVATE LIMITED 3. PACIFIC IRON MANUFACTURING LIMITED 4. RAVI REALMART PRIVATE LIMITED 5. OJASWI MEDICAL & HEALTH CARE PRIVATE LIMITED 6. GAZE FASHIONTRADE LIMITED 7. GIST MINERALS TECHNOLOGIES LIMITED
Memberships /Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee) as on 31.03.2018	NIL	NIL	NIL
Memberships/ Chairmanships of the Committee of the Board of Directors of the Company	NIL	Member: 1.Audit Committee 2.Stakeholder Relationship Committee 3.Nomination & Remuneration Committee	NIL

**BOARD'S REPORT**

To,

**The Members of Pacific Industries Limited,**

The Board of Directors have pleasure in presenting their 30<sup>th</sup> Annual Report on the business and operations of Pacific Industries Limited along with the Audited Financial Statements for the Financial Year Ended March 31, 2019.

**1. FINANCIAL HIGHLIGHTS**

The Standalone and Consolidated Financial Results of the company for the year ended 31<sup>st</sup> March, 2019 are as follows:

(Rs. In Lacs)

Particulars	Standalone (F.Y.)		Consolidated (F.Y.)	
	2018-19	2017-18	2018-19	2017-18
Revenue from Operations and Other Income	10347.24	6936.52	10837.81	7425.16
Less: Operating Cost	9361.80	6162.43	10243.27	6761.14
<b>Operating Profit/PBDIT</b>	<b>985.44</b>	<b>774.09</b>	<b>594.54</b>	<b>664.02</b>
Less: Interest & Finance Charges	393.11	337.16	137.77	266.37
Less: Depreciation & Amortization Expenses	434.84	333.22	435.24	333.49
<b>Profit Before Tax and Exceptional Items</b>	<b>157.49</b>	<b>103.71</b>	<b>21.53</b>	<b>64.16</b>
Add: Exceptional items	-	-	-	-
<b>Profit Before Tax</b>	<b>157.49</b>	<b>103.71</b>	<b>21.53</b>	<b>64.16</b>
Less: Provision for Tax	27.32	20.34	33.90	28.94
Less: Prior Period Adjustment	-	-	-	-
<b>Profit After Tax</b>	<b>130.17</b>	<b>83.37</b>	<b>-12.37</b>	<b>35.22</b>
Other Comprehensive Income	28.66	50.37	9.98	-57.46
<b>Surplus carried to Balance Sheet</b>	<b>158.83</b>	<b>133.74</b>	<b>-16.71</b>	<b>-22.24</b>

**Indian Accounting Standards**

The Ministry of Corporate Affairs (MCA), vide its notification in the official Gazette dated 16th February, 2015, notified the Indian Accounting Standards (IND AS) which has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014. Pursuant to the above said notification, the Indian Accounting Standards (IND AS) is applicable on the Company for the accounting periods beginning on or after 1st April, 2017.

**2. BUSINESS OVERVIEW**

Your Company continues to maintain its reputation as one of the most reputed manufacturers & providers of choicest and exclusive range of Indian & Imported Marbles & Granites. The Company has strived to innovate in technology and marketing and has evolved accepting the changing customer demands and aspirations.

Aggressive marketing and rational utilization of resources by the management of the Company has been an ongoing process as usual.

The Company has visualized on many uncharted territories in terms of creating a better future for itself in terms of new products and a wider range of colors and the Company is well positioned to capture benefits of the upturn.

Your Company is presently engaged in production and export of polished granite slabs, cut-to-size polished granite tiles, polished marble slabs and polished natural stones. It also trades and export in granite/marble slabs & tiles, rough granite/marble blocks, sand stone, slate stone and all other kinds of stone. Our Company is now venturing into new Quartz project.

### **Customer Relationships**

Your Company believes that strengthening the relationships with its existing clients is as important as adding new names to its clientele. The Company has been exploring new opportunities with its existing clients and has also widened its client base both geographically and numerically during the year under review and hopes to further expand it with the introduction of e-commerce facility on its website in the coming years. The Company has also gained and maintained a reputation for importing and distributing only the highest quality stone while providing clients with personalized, detailed attention in selecting the right material for their projects.

### **Personnel & Performance**

Your Company has been able to develop an environment, which is conducive to high growth and performance, a work culture that encourages meritocracy and rewards high performers in an adequate and fair manner.

## **3. CONSOLIDATED FINANCIAL STATEMENTS**

The Consolidated Financial Statements of the Company and all the subsidiaries form a part of this Annual Report and have been prepared in accordance with section 129(3) of the Companies Act, 2013. A separate statement containing salient features of the Financial Statements in prescribed format AOC-1 is annexed as Annexure-I to this report. This statement also provides the details of the performance and financial position of each of the Subsidiary Company.

## **4. DIVIDEND AND TRANSFER TO RESERVE**

Your Directors have not recommended any dividend for the year 2018-2019. The Board of Directors didn't propose to transfer any sum to the General Reserve.

## **5. DETAILS OF SUBSIDIARIES**

The Company has the following subsidiaries and step-down subsidiaries:

Wholly owned Subsidiaries:-

- a) Gaze Fashiontrade Limited, a 100% Subsidiaries of the Company situated in the state of Karnataka.
- b) Gist Minerals & technologies Limited, a 100% Subsidiaries of the Company situated in the state of Maharashtra.

**Step Down Subsidiaries:-**

- a) Biswas Solar Instrument Private Limited,, a wholly owned step-down subsidiary of the Company.
- b) Blood hound Security Company Pvt. Ltd., a wholly owned step-down subsidiary of the Company.
- c) Radhika vyapaar Pvt. Ltd. a wholly owned step-down subsidiary of the Company.
- d) Saha Coloured & falvour Spirit manufacture Pvt. Ltd. a wholly owned step-down subsidiary of the Company.

There is no associate company within the meaning of section 2(6) of the Companies Act, 2013. There has been no material change in the nature of the business of the Subsidiaries.

**6. CHANGE IN CAPITAL STRUCTURE**

During the year, there has been no change in the authorized share capital of the Company. Further, the Company has not issued any shares. However, the company has submitted the Offer Letter to BSE for Right Issue, which has been approved on 16<sup>th</sup> May, 2019.

**7. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the financial year:

1. Mr. Sagarmal Agarwal,, Non-Executive Independent Director, Mr, Jayanti Hiralal Oza Non-Executive Independent Director on the Board of the Company has resigned w.e.f 18th February, 2019 has placed on record its warm appreciation of the rich contribution made by the above Director.
2. Mr. Sumeet Agarwal Non executive Non Independent Director of the company has resigned from The Board of Directors of the company w.e.f 30.06.2018 has placed on record its warm appreciation of the rich contribution made by the above Director
3. Mr Vikas Misra and Mr. Pradeep Kumar Jain appointed as Additional Non Executive Independent Director of the Company w.e.f. 17.12.2018

Further, Mrs. Khusbhu Sethi Resigned from Company secretary and Compliance officer of the Company w.e.f. 01.06.2018 and in her place Mr. Sachin Shah Appointed as Company Secretary and compliance officer of the Company w.e.f 10.06.2018.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mrs. Geeta Devi Agarwal is liable to retire by rotation at ensuing Annual General Meeting and being eligible offer himself for reappointment.

**4. DECLARATION OF INDEPENDENT DIRECTORS**

All the Independent Directors have submitted declaration that they meet the criteria of independence as provided in section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing and Disclosure Requirements), 2015 and there has been no change in the circumstances which may affect their status as independent director during the year.



**5. Credit Rating**

The Credit Rating has been affirmed for CARE RATING restated the Long term Rating CARE BB-,Stable, Short term rating CARE A4 and long term bank facilities/ short term bank facilities CARE BB-; Stable/CARE A4 on the bank facilities of the Company.

**6. PARTICULARS OF EMPLOYEES**

The information required 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, as amended from time to time, has been given in the Annexure 2.

**7. NUMBER OF THE MEETINGS OF THE BOARD OF DIRECTORS**

The Company had Eight (8) Board Meetings during the Financial Year under review. The Board Meetings were held in Compliance with the Companies Act, 2013. The details of the same provided in the Corporate Governance Report.

**8. EVALUATION OF THE BOARD'S PERFORMANCE**

Pursuant to the provisions of the Companies Act, 2013, the Board has carried out an annual performance evaluation of its own performance, its committees and individual directors. The criteria of evaluation is described in the "Report on Corporate Governance", a part of this Annual Report.

The Nomination and Remuneration Policy of the Company, containing criteria of performance evaluation of directors and payment of remuneration, has been designed to keep pace with the dynamic business environment and market-linked positioning. The policy has been duly approved and adopted by the Board, pursuant to the recommendations of the Nomination, Remuneration and Compensation Committee of the Board, which is available on the Company's website, i.e. <http://www.pacificindustriesltd.com>.

**9. COMPANY'S POLICY RELATING TO DIRECTOR'S APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES**

The Board has framed a policy relating to appointment of Directors, payment of Managerial remuneration, Director's qualifications, positive attributes, independence of Directors and other related matters as provided under section 178(3) of the Companies Act, 2013 based on the recommendation of Nomination and Remuneration Committee. The details of this policy is explained in the Corporate Governance Report.

**10.COMMITTEES OF THE BOARD**

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

- a) Audit Committee
- b) Nomination & Remuneration Committee
- c) Corporate Social Responsibility (CSR) Committee
- d) Stakeholders' Relationship Committee

Details of all the Committees along with their composition, charters and meetings held during the year, are provided in the “Report on Corporate Governance”, which forms part of this Annual Report.

## **11. DIRECTORS' RESPONSIBILITY STATEMENT**

The Board of Directors acknowledge the responsibility for ensuring compliances with the provisions of Section 134(3)(c) read with Section 134(5) of the Companies Act 2013 and state that :

- a. In the preparation of the annual accounts for the financial year ended 31st March, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. such accounting policies as mentioned in note 1 & 2 to the financial statements have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of Financial year on 31st March, 2019 and of profit and loss of the Company for that period;
- c. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The annual accounts have been prepared on a going concern basis;
- e. Proper internal financial controls have been laid down which are adequate and were operating effectively.
- f. Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **12. RELATED PARTY TRANSACTIONS**

All related party transactions entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no material significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons and their relatives which may have a potential conflict with the interest of the Company at large. Particulars of contracts or arrangements with related parties referred to Section 188(1) of the Companies Act, 2013 in the form AOC 2 is annexed herewith as Annexure 3.

All related party transactions is placed before the Audit Committee as well as the Board of Directors. The Audit Committee has granted omnibus approval for related party transactions as per the provisions of the Companies Act, 2013, and SEBI (LODR) Regulations, 2015. The Board has also framed a policy on related party transactions and the same is available on the Company's website, i.e. [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com).

**13. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established a Vigil Mechanism / Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The Policy has a systematic mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or policy. The policy is also available on the Company's website i.e. [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

**14. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has well defined mechanisms in place to establish and maintain adequate internal controls over all operational and financial functions considering the nature, size and complexity of its business.

The Company maintains adequate internal control systems that provide among other things, reasonable assurance of recording the transactions of its operations in all material respects and of providing protection against significant misuse or loss of Company assets. Mr. Ravi Sharma, Chartered Accountant was appointed as an Internal Auditor of the Company. The Internal Auditors independently evaluate adequacy of internal controls and audit the majority of the transactions undertaken by the Company. Post audit reviews are carried out to ensure that audit recommendations have been implemented.

The Audit Committee of the Board of Directors which comprises of majority of Independent Directors, inter alia, reviews the adequacy and effectiveness of internal Control and monitors implementation of Internal Audit observations.

**15. LISTING OF SHARES**

The shares of the Company are listed on BSE Limited and the listing fee for the year 2019-20 has been duly paid.

**16. AUDITORS AND AUDITORS' REPORT****A. Statutory Auditors**

The board has appointed of M/s Ravi Sharma & Co., Chartered Accountants, Jaipur (Firm Registration No. 015143C) as Statutory Auditors of the Company for Five (5) years beginning from the conclusion of ensuing 28th AGM to till the Conclusion of ensuing 33rd AGM, subject to ratification of their appointment by the Shareholders at every intervening Annual General Meeting.

Pursuant to the provisions of Companies (Amendment) Act, 2017, as notified on 7th May, 2018 by the Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every intervening Annual General Meeting (AGM). Accordingly, in line with the aforesaid provisions and pursuant to the resolution passed at 28th AGM, the Company, at ensuing AGM, is proposing to ratify the appointment of auditors from the conclusion of 29th AGM till the conclusion of 33rd AGM to conduct the statutory audit of the Company, without further annual ratification by members at every subsequent AGM.

The statutory auditors of the Company have submitted Auditors' Report on the financial statements (standalone and consolidated) of the Company for the financial year ended 31st March, 2019. There is qualification or adverse remark contained in the Statutory Auditors' Report attached to Balance Sheet as at 31st March, 2019. Information referred in Auditors' Report are self-explanatory and do not call for any further comments.

**B. Secretarial Auditor**

The board has appointed **M/s B K Sharma & Associates**, Practising Company Secretaries, as secretarial auditor of the Company for the FY 2018-19 as per the provisions of Section 204 of Companies Act 2013 and rules made thereunder.

The Secretarial Audit Report for the financial year 2018-19 is attached herewith as Annexure 4. The report does not contain any reservation, qualification or adverse remark except delay in submission of documents with BSE as per SEBI (LODR) Regulations, 2015. Information referred in the Secretarial Auditor Report are self-explanatory and do not call for any further comments.

**Secretarial Audit of Material Unlisted Indian Subsidiary**

M/s Biswas Solar Instrument Private Limited and M/s Saha Coloured and Flavored Spirit Manufacturer Private Limited a material subsidiary of the Company undertakes Secretarial Audit under Section 204 of the Companies Act, 2013. The Secretarial Audit of M/s Biswas Solar Instrument Private Limited and M/s Saha Coloured and Flavored Spirit Manufacturer Private Limited for the Financial Year 2018-19 was carried out pursuant to Section 204 of the Companies Act, 2013 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Secretarial Audit Report of M/s Biswas Solar Instrument Private Limited and M/s Saha Coloured and Flavored Spirit Manufacturer Private Limited submitted by **M/s B K Sharma & Associates**, Practising Company Secretaries, does not contain any qualification, reservation or adverse remark or disclaimer

**17. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

The particulars of loans, guarantees and investments made under section 186 of the Companies Act, 2013 by the company, to other Body Corporates or persons have been disclosed in notes to the financial statements.

**18. DEPOSITS**

The Company has neither accepted nor renewed any deposits during the year under review.

**19. EXTRACT OF ANNUAL RETURN**

As provided under section 92(3) of the Companies Act, 2013 the extract of annual return is given in Annexure-5 in the prescribed form MGT-9, which forms part of this report.

**20. CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Corporate Social Responsibility is not applicable to our company because the company not having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during Proceeding financial year 2017-18.

**21. PREVENTION OF INSIDER TRADING**

In compliance with the provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board has adopted a code of conduct and code of practices and procedures for fair disclosure of unpublished price sensitive information to preserve the confidentiality of price sensitive information, prevent misuse thereof and regulate the trading by Insiders. The code of practice and procedures for fair disclosure of unpublished price sensitive information is also available on the Company's website i.e. [www. \*pacificindustriesltd.com\*](http://www.pacificindustriesltd.com).

**22. RISK MANAGEMENT**

The Company has framed and implemented a Risk Management Policy to identify the various business risks. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The risk management policy defines the risk management approach across the enterprise at various levels including documentation and reporting.

**23. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE**

Your Company is fully committed to uphold and maintain the dignity of women working in the Company. Pursuant to the provisions of Section 21 of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition, Redressal) Act, 2013, the Company formulated an Anti-Sexual Harassment policy. All employees (permanent, contractual, temporary and trainees) are covered under this policy. An Internal Complaints Committee (ICC) was set up which is responsible for redressal of complaints related to sexual harassment at the workplace. During the year under review, the Company has not received any complaint pertaining to sexual harassment.

**24. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report of the financial condition and results of operations of the Company for the year under review as required regulation 34(2)(e) of SEBI (Listing and Disclosure Requirements) Regulations, 2015 is being given separately and forms part of this Annual Report.

**25. CORPORATE GOVERNANCE**

The Company has complied with the corporate governance requirements as stipulated under the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the stock exchanges. A separate section on

corporate governance, along with certificate from the auditors confirming the compliance is annexed and forms part of the annual report. The Chairman & Managing Director has confirmed and declared that all the members of the Board and the Senior Management have affirmed compliance with the code of conduct.

## **26. SECRETARIAL STANDARDS**

During the year, the Company has complied with all applicable secretarial standards.

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

The Information relating to conservation of energy, technology absorption and foreign exchange earnings and outgo as per section 134(3)(m) of the Companies Act, 2013 read with rule 8(3) of the Companies (Accounts) Rules, 2014 is appended as Annexure 7 and forms part of the Report.

## **28. GREEN INITIATIVES**

As in the previous years, this year too, Electronic copies of the annual Report 2017-18 and the notice of the 30<sup>th</sup> Annual General Meeting are sent to all members whose email addresses are registered with the Company/ Depository Participant(s). For the members who have not registered their email addresses, physical copies are sent in the permitted mode.

## **29. ACKNOWLEDGEMENTS**

Your Company will soon complete 30 eventful years of the existence in the country. Your Directors are proud of this rich heritage and thank to all our stakeholders who have contributed to the success of your company.

Your Directors wish to place on record their sincere appreciation for the continued support and co-operation of Financial Institutions, Banks, Government Authorities and other stakeholders. Your Directors also acknowledge sincere appreciation on the commitment and hard work put in by the management and all the employees of the company.

**By Order of the Board of Directors  
Pacific Industries Limited**

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

**J. P. Agarwal  
Chairman  
& Managing Director  
DIN: 00386183**

**Kapil Agarwal  
Executive Director  
DIN: 00386298**

**Annexure - 1**

**FORM NO. AOC -1**

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

**Statement containing salient features of the Financial Statements of Subsidiaries/Associate Companies/ Joint Ventures**

**Part “A”: Subsidiaries**

Particulars	Subsidiaries		Step-Down Subsidiaries			
	1	2	3	4	5	6
Sl. No.						
						(Amt in '000)
Name of Subsidiary	Gaze Fashiontrade Ltd.	Gist Minerals & technologies Limited	Biswas Solar Instrument Pvt. Ltd.	Blood hound Security Company Pvt. Ltd.	Radhika vyapaar Pvt. Ltd.	Saha Coloured & falvour Spirit manufacture Pvt. Ltd.
The date since when subsidiary was acquired	21 <sup>st</sup> October, 2016	07 <sup>th</sup> November, 2016	15 <sup>th</sup> March, 2017	15 <sup>th</sup> March, 2017	15 <sup>th</sup> March, 2017	15 <sup>th</sup> March, 2017
Reporting period for the Subsidiary Concerned, if different from the holding company's reporting period	NA	NA	NA	NA	NA	NA
Share Capital	1,000.00	1,000.00	7902.00	6,002.00	5,000.00	1,050.00
Reserve & Surplus	21,410.99	2969.46	7,74,646.26	5,77,627.04	2,38,984.59	9,02,568.18
Total Assets	33,117.83	65453.80	7,98,100.29	5,86,191.48	3,27,480.05	11,87,208.59
Total Liabilities	7,046.97	61,484.34	15,552.03	2,562.45	83,495.46	283,590.41
Investments	10,706.83	4,951.86	1,72,046.25	12,533	28750.00	29,750.00
Turnover	-	5.20	54,384.29	1324.95	37,460.90	29,169.55
Profit before taxation	(759.86)	(5,287.52)	2510.79	19.60	(633.61)	(3,399.33)
Provision for Taxation	-	-	652.81	5.10	-	-
Profit after taxation	(759.86)	(5,287.52)	1857.99	14.50	(633.61)	(3,399.33)
Proposed dividend	-	-	-	-	-	-
% of Shareholding	100%	100%	100%	100%	100%	100%

Notes:

1. Name of Subsidiaries which are yet to commence operation: NA
2. Name of Subsidiaries which have been liquidated or sold during the year: NIL

**Part “B”: Associates and Joint Ventures**

Statement pursuant to section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint ventures

There is no Associates and Joint Ventures as on 31<sup>st</sup> March, 2019.

For and on behalf of the board

Sd/-

**J. P. Agarwal**

Chairman & Managing Director  
(DIN:00386183)

Sd/-

**Kapil Agarwal**

Executive Director  
(DIN: 00386298)

Place: Udaipur

Date: 30.05.2019



**Annexure- 2**
**Particulars of Employees**
**I. Information as per Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**
**A. Remuneration paid to Whole Time Director**

Name of Director	Remuneration in FY 2018-19	Remuneration in FY 2018-19	% Inc./ (Dec) in Remuneration	Ratio of Remuneration to MRE
Mr. J.P Agarwal	Rs.24.00 Lacs	Rs.24.00 Lacs	0.00	11.76
Mr. Kapil Agarwal	Rs.24.00 Lacs	Rs.24.00 Lacs	0.00	11.76

**B. Remuneration paid to KMPs**

Name of Director	Remuneration in FY 2018-19	Remuneration in FY 2018-19	% Inc./ (Dec) in Remuneration	Ratio of Remuneration to MRE
Ms. Sachin Shah	2.79 Lacs	2.79 Lacs	NA	1.36

\*based on annualized salary, MRE – Median Remuneration of Employees

- C. The median remuneration of employees was Rs. 2,04,005/- in financial year 2018-19.
- D. Number of permanent employees on the rolls of Company was 131 employees as on 31.03.2019.
- E. The Average Remuneration of the employee was increase around 10%.
- F. There was no increase in the salary of Managing Director and Executive Director of the Company.
- G. Remuneration paid during the year ended 31<sup>st</sup> March, 2019 is as per the Remuneration Policy of the Company.

**Annexure - 3**
**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

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

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

<b>SL. No.</b>	<b>Particulars</b>	<b>Details</b>
a)	Name (s) of the related party & nature of relationship	-Not Applicable -
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

Name (s) of related party & nature of relationship	Nature of contracts/ Arrangements /transaction	Amount (In lacs)	Duration of contracts/ arrangements/tr ansaction	Salient terms of the contracts/ar rangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advance s, if any
Krishna Marbles	Purchase	960.69	Ongoing	The related party transactions (RPTs) entered during the year were in the ordinary course of business and on arms length basis.	Since these related party transaction s are in the ordinary course of business and are at arms length basis, approval of the Board	NIL
						NIL
Pacific Iron Manufacturing Ltd.	Purchase	2736.19	Ongoing			NIL.
						NIL
Gist Minerals Technologies Ltd.	Interest Income	48.41	31 <sup>st</sup> March 2019			NIL
(Wholly Owned Subsidiary of the Company)	Advance Outstanding	597.67				
Gaze Fashiontrade Limited	Interest Income	5.44	31 <sup>st</sup> March 2019			NIL
(Wholly Owned Subsidiary of the Company)	Advance Outstanding	82.52				

Saha Coloured and flavor manufacturer pvt. Ltd.  (Step Dow Subsidiary of the Company)	Interest Income	2.77	31 <sup>st</sup> March 2019	is not applicable. However, necessary approvals were granted by the Audit Committee from time to time.	NIL	
	Purchase	44.97				
	Advance Outstanding	1052.84				
Biswas Solar Instruments Pvt. Ltd.  (Step Dow Subsidiary of the Company)	Loan Outstanding	3850.29	31 <sup>st</sup> March 2019			NIL
	Purchase	153.57				
	Interest Paid	270.30				
Blood Hound Security Company Pvt Ltd (Step Dow Subsidiary of the Company)	Interest Paid	5.82	31 <sup>st</sup> March 2019			
	Loan Outstanding	797.37				
Radhika Vyapaar Pvt.  (Step Dow Subsidiary of the Company)	Interest Paid	37.04	31 <sup>st</sup> March 2019			NIL
	Purchase	197.82				
	Loan Outstanding	247.43				
Bhola Motor Finance Pvt. Ltd.	Interest Paid	21.84	31 <sup>st</sup> March 2019			NIL
	Loan outstanding	1632.87				

**By Order of the Board of Directors  
Pacific Industries Limited**

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

**Sd/-  
J. P. Agarwal  
Chairman  
& Managing Director  
DIN: 00386183**

**Sd/-  
Kapil Agarwal  
Executive Director  
DIN: 00386298**

## Annexure-4

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2019

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

To

The Members

**PACIFIC INDUSTRIES LIMITED**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Pacific Industries 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 our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. **Pacific Industries Limited** ("the Company") for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment and External Commercial Borrowings; *there was no FDI, ODI and ECBs during the period under review.*
- (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, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018. *There was no issue of securities during the period under review except issue of shares under ESOP.*
  - (d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014.
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2015. *Not applicable to the company during the period under review.*
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. *Not applicable to the company during the period under review.*

- (h) The Securities and Exchange Board of India (Buy Back of securities) Regulations, 1998 and the Securities and Exchange Board of India (Buy Back of securities) Regulations, 2018 *Not applicable to the company during the period under review.*
- (i) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

(vi) As informed and certified by the management, the Mining Act, 1952 is applicable to the company based on sector/industry. The Company has complied with the provisions of the said Act during the period under review.

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

- (i) ) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

- i. *As per Regulation 31 of SEBI (LODR) Regulations, 2015, Shareholding Pattern of Quarter ended on 31.03.2018 has been submitted on 30.04.2018 with delay of 8 days.*
- ii. *As per Regulation 33 (4) of SEBI (LODR) Regulations, 2015, the company has submitted Standalone Audited Financial Results for Financial Year 2017-18 on 30.05.2018 to BSE, while the Consolidated Audited Financial Results were submitted to BSE on 26.07.2018.*

We further report that:-

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

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda, 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.

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

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

**For B K Sharma & Associates**  
Company Secretaries  
FRN - P2013RJ233500

**[BRIJ KISHORE SHARMA]**  
Proprietor  
M. No. : FCS - 6206  
COP No.: 12636

PLACE: Jaipur  
DATE: 30<sup>th</sup> May, 2019

*‘Annexure A’*

To,

**The Members  
PACIFIC INDUSTRIES LIMITED**

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices we followed provide reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company. We have relied upon the Report of Statutory Auditors regarding compliance of Companies Act, 2013 and Rules made thereunder relating to maintenance of Books of Accounts, papers and financial statements of the relevant Financial Year, which give a true and fair view of the state of the affairs of the company.
4. We have relied upon the Report of Statutory Auditors regarding compliance of Fiscal Laws, like the Income Tax Act, 1961 & Finance Acts, the Customs Act, 1962, the Central Excise Act, 1944, Service Tax and GST Acts.
5. Wherever required, we have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
6. The compliances of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination is limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **B K Sharma & Associates**  
Company Secretaries  
FRN - P2013RJ233500

**[BRIJ KISHORE SHARMA]**  
Proprietor  
M. No. : FCS - 6206  
COP No.: 12636

PLACE: Jaipur  
DATE: 30<sup>th</sup> May, 2019

## Annexure- 5

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

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

## I.REGISTRATION &amp; OTHER DETAILS:

CIN	L14101KA1989PLC062041
Registration Date	13/07/1989
Name of the Company	Pacific Industries Limited
Category/Sub-category of the Company	Category: Company Limited by Shares Sub-category- Non-government company
Address of the Registered office & contact details	Survey No.13, N.H.48, Kempalinganhalli, Nelamangala Taluka, Bangalore, Karnataka-562123. Tel. No.: 91-080-27723004 Fax No.: 91-080- 27723004 Email : <a href="mailto:pilnorth@pacificgranites.com">pilnorth@pacificgranites.com</a> Website: <a href="http://www.pacificindustriesltd.com">www.pacificindustriesltd.com</a>
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli West, Mumbai-400083. Tel. :022-49186000 Fax :022-49186060

## 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 and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Mining And Quarrying	081	99.93%

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

SN	Name and Address of the Company	CIN/GLN/	Holding/Subsidiary/Associate	% of Shares held	Applicable Section
1.	GAZE FASHIONTRADE LIMITED  FLAT NO. A6, -306, IN BLOCK NO.A IN JANAPRIYA 1ST AVENUE, ARISHINAGUNTE VILLAGE, NEEMANGALA BANGALORE KA 562123 IN	U17100KA2016PLC097289	Wholly Owned Subsidiary	100%	2(87)
2.	GIST MINERALS TECHNOLOGIES LIMITED  1302, DHEERAJ HEIGHTS-1, ADARSH NAGAR, ANDHERI (WEST), MUMBAI Mumbai City MH 400053 IN	U14290MH2016PLC287436	Wholly Owned Subsidiary	100%	2(87)
3.	BISWAS SOLAR INSTRUMENT PRIVATE LIMITED  408, "L" WING, NARAYAN PLAZA, CHANDIWALI, SAKI-NAKA, ANDHERI EAST, MUMBAI MH 400072 IN	U51909MH1996PTC311917	Step Down Subsidiary	100% through Subsidiary Company	2(87)
4.	BLOOD HOUND SECURITY COMPANY PVT. LTD  SY NO. 121/9, KATHA NO. 261/25, 2ND FLOOR, NELAMANGALA TALUK,KASABA HOBLI,ARISHINAKUNTE GRAMA BANGALORE KA 562123 IN	U75302KA1997PTC112216	Step Down Subsidiary	100% through Subsidiary Company	2(87)
5.	RADHIKA VYAPAAR PVT LTD  C-43, GURUKRIPA TOWER, MAHAVIR MARG, C-SCHEME, 4TH FLOOR, R NO-401 JAIPUR RJ 302001 IN	U51109RJ2005PTC061333	Step Down Subsidiary	100% through Subsidiary Company	2(87)
6.	SAHA COLOURED & FLAVOUR SPIRIT MANUFACTURER PRIVATE LIMITED  HOUSE NO. 5050, 2ND FLOOR, VIJAYNAGAR, SHAMANNA LAYOUT, NELAMANGALA TALUK, BANGALORE Rural KA 562123 IN	U24200KA2008PTC104949	Step Down Subsidiary	100% through Subsidiary Company	2(87)



**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**A) Category-wise Share Holding:**

Sr No	Category of Shareholders	Shareholding at the beginning of the year - 2018				Shareholding at the end of the year - 2019				% 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	500092	0	500092	37.0027	502842	0	502842	'35.2062	+0.2035
(b)	Central Government / State Government(s)	0	0	0	0.0000	0	0	0	'0.0000	0.0000
(c)	Financial Institutions / Banks	0	0	0	0.0000	0	0	0	'0.0000	0.0000
(d)	Any Other (Specify)									
	Persons Acting In Concert	20500	0	20500	1.5168	20500	0	20500	'1.5168	0.0000
	Bodies Corporate	74610	0	74610	5.5205	74610	0	74610	'5.5205	0.0000
	Sub Total (A)(1)	595202	0	595202	44.0401	597952	0	597952	44..24	+0.2035
[2]	Foreign									
(a)	Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	'0.0000	'0.0000
(b)	Government	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Institutions	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Sub Total (A)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	595202	0	595202	44.0401	597952	0	597952	44..24	+0.2035
(B)	Public Shareholding									
[1]	Institutions									
(a)	Mutual Funds / UTI	0	1140	1140	'0.0844	0	1140	1140	'0.0844	'0.0000
(b)	Venture Capital Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(c)	Alternate Investment Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Foreign Venture Capital Investors	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Foreign Portfolio Investor	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(f)	Financial Institutions / Banks	20	40	60	'0.0044	20	40	60	'0.0044	'0.0000
(g)	Insurance Companies	0	10	10	'0.0007	0	10	10	'0.0007	'0.0000
(h)	Provident Funds/ Pension Funds	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(i)	Any Other (Specify)									
	Foreign Financial Institution	0	10	10	'0.0007	0	10	10	'0.0007	'0.0000
	UTI	0	3350	3350	'0.2479	0	3350	3350	'0.2479	'0.0000

	Sub Total (B)(1)	20	4550	4570	'0.3381	20	4550	4570	'0.3381	'0.0000
[2]	Central Government/ State Government(s)/ President of India									
	Sub Total (B)(2)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[3]	Non-Institutions									
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh.	252481	286330	538811	'39.8676	241224	278644	519868	'38.4660	'-1.4016
(ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	88370	0	88370	'6.5387	107983	0	107983	'7.9899	'1.4512
(b)	NBFCs registered with RBI	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(d)	Overseas Depositories(holding DRs) (balancing figure)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
(e)	Any Other (Specify)									
	Foreign Nationals	0	4420	4420	'0.3270	0	4400	4400	'0.3256	'-0.0014
	Hindu Undivided Family	19847	0	19847	'1.4685	19845	0	19845	'1.4684	'-0.0001
	Non Resident Indians (Non Repat)	840	0	840	'0.0622	933	0	933	'0.0690	'0.0068
	Non Resident Indians (Repat)	4073	0	4073	'0.3014	3873	20	3893	'0.2881	'-0.0133
	Clearing Member	1674	0	1674	'0.1239	750	0	750	'0.0555	'-0.0684
	Bodies Corporate	79090	14603	93693	'6.9325	93370	14603	107973	'7.9891	'1.0566
	Sub Total (B)(3)	446375	305353	751728	'55.6218	467978	297667	765645	'56.6515	'1.0297
	Total Public Shareholding(B)=(B)(1)+(B)(2)+(B)(3)	446395	309903	756298	'55.9599	467998	302217	770215	'56.9896	'1.0297
	Total (A)+(B)	1041597	309903	1351500	'100.0000	1049283	302217	1351500	'100.0000	'0.0000
(C)	Non Promoter - Non Public									
[1]	Custodian/DR Holder	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	'0.0000	0	0	0	'0.0000	'0.0000
	Total (A)+(B)+(C)	1041597	309903	1351500	'100.0000	1049283	302217	1351500	'100.0000	

**B) Shareholding of Promoter-**

Sr No	Shareholder's Name	Shareholding at the beginning of the year - 2018			Shareholding at the end of the year - 2019			% change in shareholding during the year
		NO.OF SHARES HELD	% of total Shares of the company	% of Shares Pledged /encumbered to total shares	NO.OF SHARES HELD	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	GEETA DEVI AGARWAL	190421	'14.0896	'0.0000	190421	'14.0896	'0.0000	'0.0000
2	KAPIL AGARWAL	135635	'10.0359	'0.0000	135635	'10.0359	'0.0000	'0.0000
3	RAHUL MARBLES PRIVATE LIMITED	60000	'4.4395	'0.0000	60000	'4.4395	'0.0000	'0.0000
4	JAGDISH PRASAD AGARWAL	42336	'3.1325	'0.0000	42336	'3.1325	'0.0000	'0.0000
5	KANIKA AGARWAL	24250	'1.7943	'0.0000	24250	'1.7943	'0.0000	'0.0000
6	SHRUTI AGARWAL	21053	'1.5578	'0.0000	23803	'1.7612	'0.0000	'0.2034
7	ANKUR .	20000	'1.4798	'0.0000	20000	'0.2466	'0.0000	'0.0000
8	ANKIT AGARWAL	18259	'1.3510	'0.0000	18259	'1.3510	'0.0000	'0.0000
9	PACIFIC LEASING AND RESEARCH LIMITED	14610	'1.0810	'0.0000	14610	'1.0810	'0.0000	'0.0000
10	SUDHA AGARWAL	12808	'0.9477	'0.0000	12808	'0.9477	'0.0000	'0.0000
11	PIYUSH MAROO	11750	'0.8694	'0.0000	11750	'0.8694	'0.0000	'0.0000
12	NARAYAN PRASAD AGARWAL	10330	'0.7643	'0.0000	10330	'0.7643	'0.0000	'0.0000
13	DWARKA PRASAD AGARWAL	10000	'0.7399	'0.0000	10000	'0.7399	'0.0000	'0.0000
14	GAURAV AGARWAL	10000	'0.7399	'0.0000	10000	'0.7399	'0.0000	'0.0000
15	SHANTI LAL MAROO	8750	'0.6474	'0.0000	8750	'0.6474	'0.0000	'0.0000
16	JITENDRA KUMAR TAYLIA	5000	'0.3700	'0.0000	5000	'0.3700	'0.0000	'0.0000
	Total	595202	'44.0401	'0.0000	597952	'44.2435	'0.0000	'+.0234

**C) Change in Promoters' Shareholding (please specify, if there is no change)**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	GEETA DEVI AGARWAL	190421	14.0896			190421	14.0896
	AT THE END OF THE YEAR					190421	14.0896
2	KAPIL AGARWAL	135635	10.0359			135635	10.0359
	AT THE END OF THE YEAR					135635	10.0359
3	RAHUL MARBLES PRIVATE LIMITED	60000	4.4395			60000	4.4395
	AT THE END OF THE YEAR					60000	4.4395

4	JAGDISH PRASAD AGARWAL	42336	3.1325			42336	3.1325
	AT THE END OF THE YEAR					42336	3.1325
5	KANIKA AGARWAL	24250	1.7943			24250	1.7943
	AT THE END OF THE YEAR					24250	1.7943
6	SHRUTI AGARWAL	21053	1.5578			21053	1.5578
	Transfer			15 Feb 2019	2750	23803	1.7612
	AT THE END OF THE YEAR					23803	1.7612
7	ANKIT AGARWAL	18259	1.3510			18259	1.3510
	AT THE END OF THE YEAR					18259	1.3510
8	PACIFIC LEASING AND RESEARCH LIMITED	14610	1.0810			14610	1.0810
	AT THE END OF THE YEAR					14610	1.0810
9	SUDHA AGARWAL	12808	0.9477			12808	0.9477
	AT THE END OF THE YEAR					12808	0.9477
10	PIYUSH MAROO	11750	0.8694			11750	0.8694
	AT THE END OF THE YEAR					11750	0.8694
11	NARAYAN PRASAD AGARWAL	10330	0.7643			10330	0.7643
	AT THE END OF THE YEAR					10330	0.7643
12	DWARKA PRASAD AGARWAL	10000	0.7399			10000	0.7399
	AT THE END OF THE YEAR					10000	0.7399
13	GAURAV AGARWAL	10000	0.7399			10000	0.7399
	AT THE END OF THE YEAR					10000	0.7399
14	SHANTI LAL MAROO	8750	0.6474			8750	0.6474
	AT THE END OF THE YEAR					8750	0.6474
15	JITENDRA KUMAR TAYLIA	5000	0.3700			5000	0.3700
	AT THE END OF THE YEAR					5000	0.3700
16	ANKUR .	20000	1.4798			20000	1.4798
	AT THE END OF THE YEAR					20000	1.4798

**D) Shareholding Pattern of top ten Shareholders:  
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr No.	Name & Type of Transaction	Shareholding at the beginning of the year - 2018		Transactions during the year		Cumulative Shareholding at the end of the year - 2019	
		NO.OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY	DATE OF TRANSACTION	NO. OF SHARES	NO OF SHARES HELD	% OF TOTAL SHARES OF THE COMPANY
1	MENTOR CAPITAL LIMITED	62991	4.6608			62991	4.6608
	AT THE END OF THE YEAR					62991	4.6608
2	LALITA DEVI MODI	43081	3.1876			43081	3.1876
	AT THE END OF THE YEAR					43081	3.1876
3	SARITA AGARWAL	20083	1.4860			20083	1.4860
	AT THE END OF THE YEAR					20083	1.4860
4	MAHENDRA GIRDHARILAL	6803	0.5034			6803	0.5034
	Transfer			06 Apr 2018	(6803)	0	0.0000
	Transfer			13 Apr 2018	6885	6885	0.5094
	Transfer			20 Apr 2018	540	7425	0.5494
	Transfer			27 Apr 2018	300	7725	0.5716
	Transfer			04 May 2018	50	7775	0.5753
	Transfer			11 May 2018	718	8493	0.6284
	Transfer			18 May 2018	297	8790	0.6504
	Transfer			08 Jun 2018	471	9261	0.6852
	Transfer			30 Jun 2018	25	9286	0.6871
	Transfer			06 Jul 2018	108	9394	0.6951
	Transfer			13 Jul 2018	76	9470	0.7007
	Transfer			20 Jul 2018	1218	10688	0.7908
	Transfer			27 Jul 2018	289	10977	0.8122
	Transfer			10 Aug 2018	597	11574	0.8564
	Transfer			17 Aug 2018	65	11639	0.8612
	Transfer			31 Aug 2018	34	11673	0.8637
	Transfer			07 Sep 2018	108	11781	0.8717
	Transfer			14 Sep 2018	581	12362	0.9147
	Transfer			19 Oct 2018	10	12372	0.9154
	Transfer			02 Nov 2018	684	13056	0.9660
	Transfer			09 Nov 2018	100	13156	0.9734
	Transfer			16 Nov 2018	152	13308	0.9847
	Transfer			23 Nov 2018	32	13340	0.9871
	Transfer			30 Nov 2018	70	13410	0.9922
	Transfer			07 Dec 2018	2	13412	0.9924
	Transfer			14 Dec 2018	33	13445	0.9948
	Transfer			21 Dec 2018	37	13482	0.9976
	Transfer			28 Dec 2018	233	13715	1.0148

	Transfer			11 Jan 2019	749	14464	1.0702
	Transfer			18 Jan 2019	189	14653	1.0842
	Transfer			25 Jan 2019	483	15136	1.1199
	Transfer			01 Feb 2019	2312	17448	1.2910
	Transfer			08 Feb 2019	444	17892	1.3239
	Transfer			15 Feb 2019	252	18144	1.3425
	Transfer			01 Mar 2019	205	18349	1.3577
	Transfer			08 Mar 2019	755	19104	1.4135
	Transfer			15 Mar 2019	185	19289	1.4272
	Transfer			22 Mar 2019	14	19303	1.4283
	Transfer			29 Mar 2019	310	19613	1.4512
	AT THE END OF THE YEAR					19613	1.4512
5	BABITA MANSAKA	14246	1.0541			14246	1.0541
	AT THE END OF THE YEAR					14246	1.0541
6	CHIRAG MAROO	10960	0.8110			10960	0.8110
	AT THE END OF THE YEAR					10960	0.8110
7	DINESH AGRAWAL	10560	0.7814			10560	0.7814
	Transfer			06 Apr 2018	(10560)	0	0.0000
	Transfer			20 Apr 2018	10640	10640	0.7873
	Transfer			22 Jun 2018	149	10789	0.7983
	Transfer			04 Jan 2019	(500)	10289	0.7613
	Transfer			18 Jan 2019	23	10312	0.7630
	Transfer			01 Feb 2019	100	10412	0.7704
	AT THE END OF THE YEAR					10412	0.7704
8	PARK CONTINENTAL PRIVATE LIMITED	11485	0.8498			11485	0.8498
	Transfer			06 Apr 2018	(11485)	0	0.0000
	Transfer			20 Apr 2018	12033	12033	0.8903
	Transfer			27 Apr 2018	10	12043	0.8911
	Transfer			01 Feb 2019	(2043)	10000	0.7399
	AT THE END OF THE YEAR					10000	0.7399
9	PRADEEP KUMAR MITTAL	9298	0.6880			9298	0.6880
	AT THE END OF THE YEAR					9298	0.6880
10	BHARAT JAYANTILAL PATEL	8040	0.5949			8040	0.5949
	AT THE END OF THE YEAR					8040	0.5949
11	DEVENDRA KUMAR MALIWAL	7674	0.5678			7674	0.5678
	Transfer			06 Apr 2018	(7674)	0	0.0000
	Transfer			13 Apr 2018	7674	7674	0.5678
	Transfer			18 May 2018	200	7874	0.5826
	Transfer			01 Jun 2018	29	7903	0.5848
	Transfer			15 Jun 2018	60	7963	0.5892
	Transfer			09 Nov 2018	(10)	7953	0.5885
	Transfer			16 Nov 2018	(100)	7853	0.5811
	Transfer			23 Nov 2018	(15)	7838	0.5799
	Transfer			07 Dec 2018	12	7850	0.5808
	Transfer			21 Dec 2018	70	7920	0.5860

	Transfer			28 Dec 2018	20	7940	0.5875
	Transfer			31 Dec 2018	10	7950	0.5882
	Transfer			04 Jan 2019	44	7994	0.5915
	Transfer			11 Jan 2019	(93)	7901	0.5846
	Transfer			18 Jan 2019	50	7951	0.5883
	Transfer			25 Jan 2019	(105)	7846	0.5805
	AT THE END OF THE YEAR					7846	0.5805

**E) Shareholding of Directors and Key Managerial Personnel:**

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Geeta Devi Agarwal, Director				
	At the beginning of the year	190421	14.09	190421	14.09
	Increase / Decrease	No Change			
	At the end of the year	190421	14.09	190421	14.09
2.	Kapil Agarwal, Executive Director & CFO				
	At the beginning of the year	135635	10.04	135635	10.04
	Increase / Decrease	No Change			
	At the end of the year	135635	10.04	135635	10.04
3.	Jagdish Prasad Agarwal, Chairman & Managing Director				
	At the beginning of the year	42336	3.13	42336	3.13
	Increase / Decrease	No Change			
	At the end of the year	42336	3.13	42336	3.13

Note: No other Director and KMP held share during the Financial Year 2018-19.

**V. INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	667,63,521	3941,40,570	0	4609,04,091
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	667,63,521	3941,40,570	0	4609,04,091
<b>Change in Indebtedness during the financial year</b>				
* Addition	238,80,147	3715,67,198	0	3954,47,345
* Reduction	349,45,198	846,86,072	0	1196,31,270
<b>Net Change</b>	-110,65,051	2868,81,126	0	-2758,16,075
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	556,98,470	6810,21,696	0	7367,20,166
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>	556,98,470	6810,21,696	0	7367,20,166

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager: (in Lacs)**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Mr. J. P. Agarwal Chairman & MD	Mr. Kapil Agarwal Executive Director & CFO	
1	<b>Gross salary</b>	2400000	2400000	4800000
	<b>(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961</b>	--	--	--
	<b>(b) Value of perquisites u/s 17(2) Income-tax Act, 1961</b>	-	-	--
	<b>(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961</b>	--	--	--
2	<b>Stock Option</b>	--	--	--
3	<b>Sweat Equity</b>	--	--	--
4	<b>Commission</b> - as % of profit - others, specify...	--	--	--
5	<b>Others, please specify</b>	--	--	--
	<b>Total (A) Ceiling as per the Act</b>	<b>2400000</b>	<b>2400000</b>	<b>4800000</b>



## B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		-----	----	----	---	
1	<b>Independent Directors</b>	<b>NA</b>				
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	<b>Other Non-Executive Directors</b>					
	Fee for attending board committee meetings					
	Commission					
	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

SN	Particulars of Remuneration	Key Managerial Personnel		
		CEO	Mr. Sachin Shah	Total
1	Gross salary	--	2,78,676	2,78,676
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--	
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--
2	Stock Option	--	--	--
3	Sweat Equity	--	--	--
4	Commission	--	--	--
	- as % of profit	--	--	--
	others specify...	--	--	--
5	Others, please specify	--	--	--
	Total	--	2,78,676	2,78,676

**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	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

## Annexure – 7

**Conservation of energy, technology absorption and foreign exchange earnings and outgo****1. CONSERVATION OF ENERGY**

Your Company has taken various steps wherever possible to conserve energy. Various studies, discussions and analysis being undertaken regularly for further improvements. These include improvement in manufacturing processes, better control over electricity consumption and using more cost effective information as per prescribed in Form "A" is given here under:

<b>A</b>	<b>Power and Fuel Consumption</b>	<b>Current Year</b>	<b>Previous Year</b>
	1. Electricity		
	<b>(a) Purchased Units (Kwh)</b>	4134829	58,62,138
	Total Amount (Rs.)	38890644	479,85,600
	Rate per unit (Rs.)	9.40	8.18
	<b>(b) Own Generation</b>		
	Through Diesel Generators		
	Units (Kwh)	69320	67870
	Units per litre of Diesel Generators	3.42	3.31
	Cost per unit (Rs.)	27.02	15.73
	2. Coal	N/A	N/A
	3. Furnace Oil	N/A	N/A
	4. Other Internal Generation	N/A	N/A
<b>B</b>	<b>Consumption per unit of Production</b>		
	<b>Unit</b>	Slabs/Tiles	Slabs/Tiles
	Production (Sq. Mtr)	242514	268676
	Electricity/Sq. Mtr (Kwh)	17.33	21.81

**2. TECHNOLOGY ABSORPTION**

Your Company is fully equipped to cater the needs of overseas buyers. Company's technical team has already absorbed the state-of-art technology in manufacture of polished granite slabs/Tiles and has already done a lot of successful work in adopting and improving the technology brought in by Company's collaborators and visiting technical experts. The main thrust areas have been to improve productivity and technical efficiencies through continuously monitored programmes of cost effectiveness and value engineering techniques. This has helped the Company to better the quality of its products and achieve economy in production costs.

**3. FOREIGN EXCHANGE EARNINGS & OUTGO**

**F.O.B. Value of Export of Finished Goods :** Rs., 5191.17  
**C.I.F. Value of Imports:** Rs. 1284.68

**For and on behalf the Board of Directors**

Date: 30.05.2019  
Place: Udaipur

**Sd/-**  
**J. P. Agarwal**  
Chairman & Managing Director  
(DIN:00386183)

## **Corporate Governance Report**

### **1. Company's Philosophy on Corporate Governance:**

Pacific Industries Limited ("the Company") strives to follow the best corporate governance practices, develop robust policies/guidelines, communicate and train all its employees in order to foster a culture of compliance and obligation at every level of the organization. At **Pacific Industries Limited**, it is not only Governance but better and better Governance. We consider it as achieving a balance of Business, Corporate, Social and Philanthropy goals.

We have established processes to ensure our Board functions effectively, promoting efficient and balanced decision-making, to effectively fulfill its duties in the best interest of our shareholders, employees and all other stakeholders.

The Company is in compliance with the provisions of Corporate Governance, as specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is committed to meeting the expectations of stakeholders as a responsible corporate citizen.

#### **Board of Directors**

Corporate Governance acts as a pioneer factor for the decision making process by Board of Directors of the Company. The Board's role is to oversee the management and governance of the Company. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

Being a two tier Corporate Governance structure at the Company, the Board of Directors, along with its Committees, provides leadership and guidance to the management, leads, directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected.

#### **Code of Conduct**

The Company has in place a comprehensive Code of Conduct ('the Code') applicable to the Directors and employees. The Code is applicable to Non- Executive Directors including Independent Directors to such extent as may be applicable to them depending on their roles and responsibilities. The Code gives guidance and support needed for ethical conduct of business and compliance of law.

A copy of the Code has been put up on the Company's website and can be accessed at [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com). The Code has been circulated to Directors and Management Personnel, and its compliance is affirmed by them annually.

A declaration signed by the Company's Chairman and Managing Director is published in this Report.

**2. Composition of Board of Directors:**

- i. The Board of Directors has an optimum combination of Executive and Independent Directors. The composition of the Board and category of Directors during the financial year 2018-19 are as follows:
- ii. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorship and Committee Chairmanship/ Membership held by them in other companies as on March 31, 2019 are given herein below. Other Directorship do not include directorship of private limited companies, foreign companies and companies under section 8 of the Act Chairmanships/ Membership of Board Committees shall only include Audit Committee and Stakeholders Relationship Committee.

Name of Director	Category	Number of board Meeting during the year 2018-19		Whether attended last AGM held on Sep 29, 2018	Number of Directorship in other Public Companies		Number of Committee positions held in other Public Companies	
		Held	Attended		Chairman	Member	Chairman	Member
Mr. Jagdish Prasad Agarwal, Chairman & Managing Director	-Executive Director Promoter	8	8	Yes	-	3	-	-
Mr. Kapil Agarwal Whole-time Director	Executive Director Promoter	8	8	Yes	-	3	-	-
Mrs. Geeta Devi Agarwal	Non-Independent, Non-Executive Promoter	8	8	Yes	-	2	-	-
Mr. Sumeet Agarwal	Non-Independent, Non-Executive	2	2	No	-	-	-	-
Mr. Vinod Choudhary	Independent, Non-Executive	8	8	Yes	-	-	-	-
Mr. Vikas Misra	Independent, Non-Executive	3	3	No	-	-	-	-
Mr. Sagarmal Agarwal	Independent, Non-Executive	7	7	Yes	-	-	-	-
Mr. Jayanti Lal Oza	Independent, Non-Executive	7	7	Yes	-	-	-	-
Mr. Pradeep Kumar Jain	Independent, Non-Executive	3	3	No				

- iii. Eight Board Meetings were held during the year and the gap between two meetings did not 120 days. The Dates, on which the said meetings were held, were:

- iv. May 30, 2018; June 26, 2018, August 14, 2018, November 14, 2018, December 17, 2018, December 26, 2018, February 08, 2019 and February 27, 2019.
- v. The necessary Quorum was present for all the meetings.
- vi. The terms and Conditions of appointment of independent Directors are disclosed on the website of the Company.
- vii. During the Year one meeting of independent director were held on 12th March, 2019. The independent directors reviewed the performance of non-independent directors, Chairman of the Company and the Board as a whole.
- viii. There is no inter-se relationship between our Board members except Mrs. Geeta Devi Agarwal and Mr. Kapil Agarwal, who are spouse and son respectively of Mr. J. P. Agarwal, Chairman and Managing Director.
- ix. The details of familiarization programme of the independent Directors are available on the website of the company [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)
- x. Details of equity shares of the Company held by the directors as on March 31, 2019 are given below:

Name	Category	Number of Equity Shares
Mr. Jagdish Prasad Agarwal	Non-Independent, Executive	42,336
Mr. Kapil Agarwal	Non-Independent, Executive	1,35,635
Mrs. Geeta Devi Agarwal	Non-Independent, Non-Executive	1,90,421

### 3. Committees of the Board

The Board has four Committees Namely Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility (CSR) Committee and Stakeholders Relationship Committee.

#### A. Audit Committee

- i. The audit Committee of the Company is constituted in line with the provisions of Regulations 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013 and rules made thereunder
- ii. The terms of reference of the audit committee are broadly as under:
  - Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
  - Recommendation of appointment, remuneration and terms of appointment of the auditors and the fixation of audit fees.
  - Approval of payment to Statutory Auditors for any other services rendered by them.
  - Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section of Section 134 of the Companies Act, 2013.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Approval and Disclosure of related party transactions.
  - Qualifications in the Draft Audit Report.

- Reviewing with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing with the management, 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 utilization of proceeds of 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.
  - Review with the management, performance of statutory and internal auditors and 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.
  - Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
  - To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
  - To review the Whistle Blower mechanism.
  - 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 & background etc. of the candidate.
  - Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
  - The Audit Committee shall review the information required as per SEBI Listing Regulations.
  - The Composition of the Audit Committee and the details of meetings attended by its members are given below:

Name of Director	Category	Position held in the Committee	Number of meetings during the financial year 2018-19	
			Held	Attended
Mr. S.M. Agarwal (Chairman) Change the Designation from Independent, Non-Executive to Non Independent Non executive Director and Resigned from the office of Director 18.02.2019	Independent, Non-Executive	Chairperson (cease the Chairmanship from the Committee w.e.f 26.12.2018)	3	3

Mr. Jayanti Oza, Resigned from the office of Director 18.02.2019	Independent ,Non-Executive	Member	4	4
Mr. Sumeet Agarwal Resigned from the office of Director 30.06.2018	Non-Independent ,Non-Executive	Member	1	1
Mrs. Geeta Devi Agarwal,	Non-Independent ,Non-Executive	Member (Appointed as member of the Committee w.e.f 14.08.2018)	3	3
Mr. Pradeep Kumar Jain, Appointed w.e.f 17.12.2018	Independent ,Non-Executive	Chairman (Appointed as Chairman of the Committee w.e.f 26.12.2018)	1	1
Mr. Vikas Misra, Appointed w.e.f 17.12.2018	Independent ,Non-Executive	Member (Appointed as member of the Committee w.e.f 27.02.2019)	NA	NA

Four audit committee meetings were held during the year and the gap between two meetings did not exceed one hundred twenty days. The dates on which the said meetings were held are as follows:

May 30, 2018; August 14, 2018; November 14, 2018 and February 08,2019.  
The necessary quorum was present at all the meetings.

## **B. Nomination and Remuneration Committee**

- i. The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013 and rules made there under
- ii. The broad terms of reference of the nomination and remuneration committee are as under:
  - Recommend to the board the setup and composition of the Board and its committees, to formulate a criteria for determining qualifications, positive attributes and independence of a Director.
  - Formulate criteria for evaluation of Independent Directors and the Board.
  - Identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
  - To carry out evaluation of every Director's performance.
  - To recommend to the Board the appointment and removal of Directors and Senior Management.
  - To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
  - Ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
  - To devise a policy on Board diversity.
  - To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable.
  - To perform such other functions as may be necessary or appropriate for the performance of its duties.



- iii. The Composition of the Nomination and Remuneration Committee and the details of meetings attended by its members are given below:

Name of Director	Category	Position held in the Committee	Number of meetings during the financial year 2018-19	
			Held	Attended
Mr. S.M. Agarwal (Chairman) Change the Designation from Independent, Non-Executive to Non Independent Non executive Director and Resigned from the office of Director 18.02.2019	Independent Non-executive	Chairperson (cease the Chairmanship from the Committee w.e.f 26.12.2018)	4	4
Mr. Jayanti Oza, Resigned from the office of Director 18.02.2019	Independent Non-Executive	Member	5	5
Mr. Sumeet Agarwal Resigned from the office of Director 30.06.2018	Non-Independent Non-Executive	Member	1	1
Mrs. Geeta Devi Agarwal,	Non-Independent Non-Executive	Member (Appointed as member of the Committee w.e.f 14.08.2018)	4	4
Mr. Pradeep Kumar Jain, Appointed w.e.f 17.12.2018	Independent Non-Executive	Chairman (Appointed as Chairman of the Committee w.e.f 26.12.2018)	1	1
Mr. Vikas Misra, Appointed w.e.f 17.12.2018	Independent Non-executive	Member (Appointed as member of the Committee w.e.f 27.02.2019)	NA	NA

One nomination and remuneration committee meetings were held. The dates on which the said meetings were held are as follows:

June 18, 2018, August 14, 2018, November 14, 2018, December 17, 2018 and 08<sup>th</sup> February 2019

- iv. The Company does not have any Employee Stock Option Scheme.
- v. Criteria for performance evaluation of Independent Directors and the Board  
As per the provisions of SEBI (LODR), Regulations, 2015, the Nomination and Remuneration Committee (the "Committee") has laid down the evaluation criteria for performance evaluation of Independent Directors and the Board.

The Committee has established the processes for evaluation of performance of Independent Director and the Board. Once a year, the Board will conduct a self-evaluation.

Accordingly, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of Independent Directors was also carried out by the entire board. The performance evaluation of the

Chairman and Non-Independent Directors was also carried out by the Independent Directors.

vi. Remuneration to Managerial Person, KMP and Senior Management:

- Fixed pay:

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee

in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

- Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

- Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

vii. Remuneration to Non-Executive / Independent Director:

- Remuneration / Commission:

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

- Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

- Limit of Remuneration /Commission:

Remuneration /Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

- Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

- Service Contracts, Notice period and severance Fee will be as per the Policy of the Company for the Employees.

Name of Director	Remuneration (Salary)	Sitting Fee	Share held as on 31 <sup>st</sup> March, 2019
Mr. J. P. Agarwal	24,00,000	NIL	42336
Mr. Kapil Agarwal	24,00,000	NIL	135635
Mrs. Geeta Devi Agarwal	NIL	NIL	190421
Mr. Jayanti Oza	NIL	NIL	NIL

Mr. Sumeet Agarwal	NIL	NIL	NIL
Mr. S. M. Agarwal	NIL	NIL	NIL
Mr. Vinod Choudhary	NIL	NIL	NIL
Mr. Pradeep Kumar Jain	NIL	NIL	NIL
Mr. Vikas Misra	NIL	NIL	NIL

### C. Stakeholders Relationship Committee

- i. The Stakeholders' relationship Committee is constituted in line with the provisions of Regulation 20 of SEBI (LODR) Regulations, 2015 read with section 178 of the Companies Act, 2013 and rules made thereunder.
- ii. The broad term of reference of the stakeholders' relationship committee are as under:
  - Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend/ notice/ annual reports, etc. and all other securities-holders related matters.
  - Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- iii. Four meetings of the Stakeholders' relationship committee were held during the year on May 30, 2018; August 14, 2018; November 14, 2018 and February 08, 2019.
- iv. The composition of the stakeholders' relationship committee and the details of meetings attended by its members are given below:

Name of Director	Category	Position held in the Committee	Number of meetings during the financial year 2018-19	
			Held	Attended
Mr. S.M. Agarwal (Chairman) Change the Designation from Independent ,Non-Executive to Non Independent Non executive Director and Resigned from the office of Director 18.02.2019	Independent Non-Executive	Chairperson (cease the Chairmanship from the Committee w.e.f 26.12.2018)	3	3
Mr. Jayanti Oza, Resigned from the office of Director 18.02.2019	Independent Non-Executive	Member	4	4
Mr. Sumeet Agarwal Resigned from the office of Director 30.06.2018	Non-Independent Non-Executive	Member	1	1
Mrs. Geeta Devi Agarwal,	Non-Independent Non-Executive	Member (Appointed as member of the Committee w.e.f 14.08.2018)	3	3
Mr. Pradeep Kumar Jain, Appointed w.e.f 17.12.2018	Independent Non-Executive	Chairman (Appointed as Chairman of the Committee w.e.f 26.12.2018)	1	1

Mr. Vikas Misra, Appointed w.e.f 17.12.2018	Independent ,Non-Executive	Member (Appointed as member of the Committee w.e.f 27.02.2019)	NA	NA
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**Details of Complaints Received and Resolved**

Particulars	No. of Complaints
Complaints pending as on 1st April, 2018	NIL
Complaints received during the period 1st April, 2018 to 31st March, 2019	35
Complaints disposed of during the period 1st April, 2018 to 31st March, 2019	35
Complaints outstanding as on 31st March, 2019	NIL

**Name and Designation of the Compliance Officer**

Name: Mr. Sachin Shah

Designation: Company Secretary

Address: Village Bedla, P.O. Box 119, Udaipur-313001

**D. Corporate Social Responsibility (“CSR”) Committee**

CSR Committee of the Company is constituted in line with the provisions of Section 135 of the Companies Act, 2013 and rules made thereunder

The broad terms of reference CSR committee is as follows:

- Formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company in terms of Schedule VII of the Companies Act, 2013 or any amendment thereof.
- Recommend the amount of expenditure to be incurred on CSR activities and
- Monitor the CSR policy from time to time.

One Meeting of the CSR Committee was held on 14<sup>th</sup> November, 2018 during the year. The composition of the CSR committee and details of the meeting attended by its members are given below:

Name of Director	Category of Directors	Position held in the Committee	Number of meetings during the financial year 2018-19	
			Held	Attended
Mrs. S.M Agarwal (chairman)	Independent ,Non-Executive	Chairperson	1	1
Mr. Jayanti Oza	Independent ,Non-Executive	Member	1	1
Mrs. Geeta Devi Agarwal	Non-Executive Non-Independent	Member	1	1

**E. Independent Directors’ Meeting**

As per the requirement of Regulation 25 of the SEBI Listing Regulations, the Independent Directors of the Company met on 12<sup>th</sup> March, 2019, inter alia to discuss:

- Review the performance of non - Independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairperson of the Company, taking into account the views of the Executive and Non – Executive Directors;

- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

Name of Director	Category of Directors	Position held in the Committee	Number of meetings during the financial year 2018-19	
			Held	Attended
Mr. Pradeep Kumar Jain	Independent ,Non-Executive	Chairperson	1	1
Mr. Vikas Misra	Independent ,Non-Executive	Member	1	1
Mr. Vinod Choudhary	Independent ,Non-Executive	Member	1	1

#### 4. General Body Meetings

##### Particulars of last three Annual general meetings

AGM	Year ended 31st March,	Venue	Date	Time	No. of Special Resolutions Passed
29 <sup>th</sup>	2018	SurveyNo.13, N.H.48, Kempalinganhalli, Nelamangala Taluka,Bangalore, Karnataka-562123	29 <sup>th</sup> September, 2018	10.00 a.m.	Three
28 <sup>th</sup>	2017		29 <sup>th</sup> September, 2017	10.00 a.m.	No
27 <sup>th</sup>	2016		30 <sup>th</sup> September, 2016	10.00 a.m.	No

##### Special Resolutions through Postal ballot

The Company passed the following resolutions on 21<sup>st</sup> March, 2018 through postal ballot in accordance with the provisions of the Companies Act, 2013 read with the relevant rules made there under and SEBI (LODR) Regulations, 2015:

Sr. No.	Type of Resolution	Particulars	Voting Pattern	
			Favour	Against
1.	Special Resolution	Alteration of Object Clause of Memorandum of Association of the Company	99.98	0.2

Mr. B.K. Sharma, Practicing Company Secretary, was appointed as the scrutinizer to conduct the Postal Ballot process in a fair and transparent manner. The Company had send the postal ballot notices along with Postal Ballot Form either by post or e-mail (to those members who had registered their e-mail with the Company/Depositories), to all members whose names appeared in the Register of Members/record of Depositories as on the cut-off date as decided by the Board. The Company had also provided e-voting facility as an alternative.

#### 5. Disclosures

##### i. Related Party Transactions

All material transactions entered into with related parties as defined under the Act and Regulation 23 of SEBI (LODR) Regulations,2015 during the financial year were in the ordinary course of business. These have been approved by the audit committee. The board has approved a policy for related party transaction which has been uploaded on the Company's Website at [pacificindustriesltd.com](http://pacificindustriesltd.com) (WEB LINK)

The details of related party transactions are given in Annexure- 2 of Board's Report in Form AOC-2. None of the transaction with any of the related party was in conflict with the interest of the Company.

- ii. There were no non-compliance, penalty imposed on the Company by Stock Exchange (s) or SEBI or any statutory authority on any matters related to capital market during the last three years.
- iii. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI listing Regulations for Directors and employees to report concerns about unethical behaviour. We affirm that no personnel has been denied access to the audit committee. The said policy has been also put up on the website of the company at [pacificindustriesltd.com](http://pacificindustriesltd.com)
- iv. All mandatory requirements of SEBI (LODR) Regulations, 2015, have been complied with during the year. The Company has also implemented discretionary requirements of SEBI (LODR) Regulations, 2015, regarding direct report by the internal auditor to the Audit Committee.

## **6. Means of Communication**

- i. Annual report containing Financial Statements (Standalone and consolidated), Board's Report, Management Discussion & Analysis (MD&A) Report, Auditor's Report and other information is circulated to members and others who are entitled to it.
  - ii. The Quarterly, half yearly and Annual Financial Results are published in leading Local & National newspapers.
  - iii. All important information relating to Company and its performance including the financial results and shareholding pattern are displayed on the Company's website [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)
  - iv. The Company puts all the price sensitive information's into public domain by way of intimating the same to Stock Exchange i.e. BSE Ltd.
- i. In case of any query, shareholders may write to the Company Secretary at [investor\\_relations@pacificindustriesltd.com](mailto:investor_relations@pacificindustriesltd.com).
  - ii. The company has not made any presentation to Investors or to the Analyst during the Financial Year.

## **7. General Shareholder Information**

- i. Annual General Meeting for FY 2018-19
  - Date : 30<sup>th</sup> September, 2019
  - Time : 10 A.M.
  - Venue : Survey No.13, N.H.48,  
Kempalinganahalli, Nelamangala Taluka,  
Bangalore, Karnataka-562123

As required under Regulation 36(3) of the SEBI Listing Regulations, particulars of Director seeking re-appointment at the forthcoming AGM are given herein and in the annexure to the notice of the AGM to be held on September 30, 2019.

- ii. Financial Year : 1st April, 2018 to 31st March, 2019
- iii. Date of Book Closure : As mentioned in the Notice of the AGM to be held on September 30, September 2019.
- iv. Dividend Date :NA
- v. Listing on Stock Exchange : Bombay Stock Exchange Limited (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai- 400 001
- vi. Listing Fees : Listing fees as applicable has been paid.

Stock Codes/Symbol : Scrip Code: 523483

**vii. Custodian Fees to the Depository**

Annual custodian fees for the financial year 2018-19 will be paid by the Company to NSDL and CDSL on receipt of the invoices.

**viii. Registrar & Share Transfer Agent:**

Name and Address : LINK INTIME INDIA PVT LTD.  
C 101, 247 Park,  
L B S Marg, Vikhroli West,  
Mumbai 400 083  
Tel No: +91 22 49186000 Fax: +91 22 49186060

**ix. Share Transfer System**

Registrar and Transfer Agents (the 'RTA'), on receipt of transfer deed with respective share certificates, scrutinizes the same and verify signatures of transferors on the transfer deed with specimen signatures registered with the Company. A list of such transfers is prepared and checked thoroughly and a transfer register is prepared. The transfer register is placed before the Stakeholders Relationship Committee for approval. Share transfers are registered and share certificates are returned within the prescribed time provided the documents submitted are valid and complete in all respects.

**x. Dematerialization of Shares:**

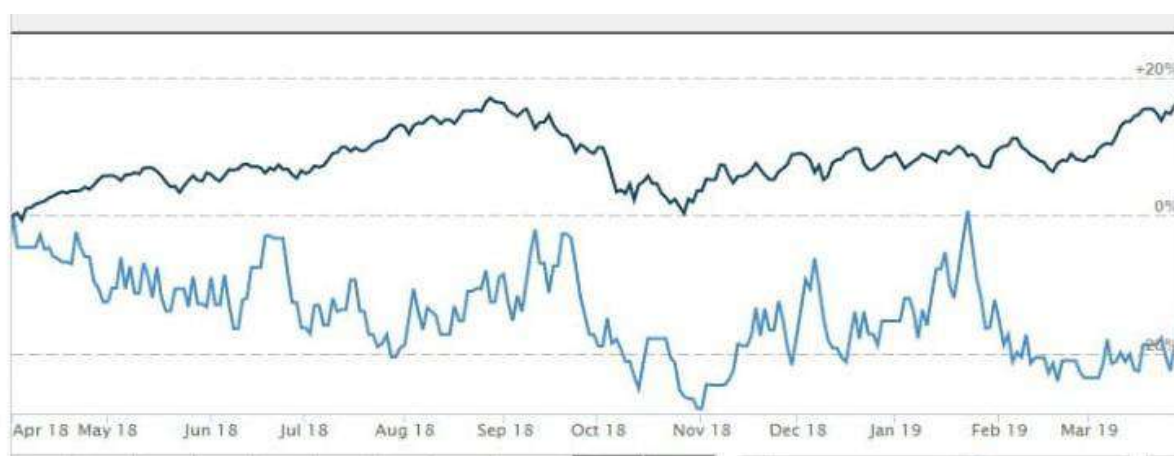
The Company has set up requisite facilities for dematerialization of its Equity Shares in accordance with the provisions of Depository Act, 1996 with National Securities Depository Limited and Central Depository Services (India) Limited. The Company has entered into agreements with both of the Depositories. The Status as on 31<sup>st</sup> March, 2019 is as under:

Particulars	No. of Shares	% (Percentage)
Physical Segment	302217	22.36%
Demat Segment		
NSDL& CDSL	1049283	77.63%
Total	<b>1351500</b>	<b>100 %</b>

**xi. Market Price Data:**

High, Low (based on daily closing prices) and number of equity shares traded during each month in 2018-19 on BSE :

Month	Share Price (In Rs.)		
	High	Low	Total number of equity shares traded
April,2018	156.00	131.05	2599
May,2018	141.85	126.10	3775
June,2018	146.50	125.00	2213
July,2018	137.80	120.15	2141
August,2018	141.15	122.20	1558
September,2018	154.30	120.25	2129
October,2018	131.25	107.20	1635
November,2018	138.90	107.70	1023
December,2018	148.70	114.00	2105
January,2019	152.00	120.55	4301
February,2019	128.00	112.45	3046
March,2019	128.50	115.00	2375

**xii. Performance of shares price of the Company in Comparison to the BSE Sensex**


**Monthly Closing Sensex**    Monthly Closing price

**xiii. Distribution of Shareholding**

- Distribution of Shareholding as on March 31, 2019

Sr. No	Shareholding of Nominal Value	Share Amount	% of Shareholding	No. of Shareholders
1.	1-5000	3843480	28.44%	16827
2.	5001-10000	419580	3.10%	59
3.	10001-20000	322230	2.38%	21
4.	20001 -30000	222320	1.64%	09
5.	30001-40000	231490	1.71%	07
6.	40001-50000	227390	1.68%	05
7.	50001-100000	1130030	8.36%	14
8.	100001 and above	7118480	52.67%	17
	<b>Total</b>	<b>1351500</b>	<b>100.00%</b>	<b>16959</b>



- Category of Shareholders as on March 31, 2019

Particulars	No. of shares held	%
Clearing Members	750	0.06
Promoter	597952	44.24
Foreign Financial Institutions	10	0.00
Foreign Nationals	4400	0.33
G I C & Its Subsidiaries	10	0.00
Hindu Undivided Family	19845	1.47
Mutual Funds	1140	0.08
Nationalised Banks	60	0.00
Non Resident (Non Repatriable)	933	0.07
Non Resident Indians	3893	0.29
Other Bodies Corporate	91306	6.76
Public	627851	46.46
Unit Trust Of India	3350	0.25
<b>Total</b>	<b>13,51,500</b>	<b>100</b>

**xiv. Plant Locations**

The Company's plants are located at the following addresses:

- Unit 1-Survey No.13, N.H.48,Kempalinganhalli, Nelamangala Taluka,Bangalore, Karnataka-562123 - Unit 2- Village Bedla, Udaipur-313001

**xv. Address for Correspondence**

Shareholders may send their correspondence to the Company's Registrar & Transfer Agents (RTA) at the address mentioned in point (viii).

Shareholders may also contact the Company Secretary and Compliance Officer at:

The Company Secretary

Pacific Industries Limited

Village Bedla, Udaipur-313001

Tel No. 0294-2440933, 2440388

Fax: +91-294-2440780

Email: [pacificinvestor@rediffmail.com](mailto:pacificinvestor@rediffmail.com)

Website : [pacificindustriesltd.com](http://pacificindustriesltd.com)

Shareholders holding shares in dematerialization form should address all their correspondence to their respective Depository Participants (DP).

- xvi.** The Company has no outstanding GDR/ADR/warrants as on 31<sup>st</sup> March, 2019.

**xvii.** Details of Directors seeking appointment/reappointment

The brief profile of the Directors seeking appointment/re-appointment is provided in the Notice of convening the Annual General Meeting, which forms a part of the Annual Report.

**xviii.** Other useful information to shareholders

- Shareholders/beneficial owners are requested to quote their folio no. /DP and client ID nos., as the case may be, in all correspondence with the RTA/Company.
- Shareholders holding shares in physical form are requested to notify to the RTA/Company, PAN, change in their address/pin code number and bank account details promptly by written request under the signatures of sole/first joint holder. Beneficial owners of shares in demat form are requested to send their instructions regarding PAN, change of name, change of address, bank details, nomination, power of attorney etc., directly to their DP as the same are maintained by the DPs.
- To prevent fraudulent encashment of dividend instruments, members are requested to provide their bank account details (if not provided earlier) to the Company (if shares are held in physical form) or to the DP (if shares are held in demat form), as the case may be.
- Non-resident members are requested to immediately notify change in their residential status on return to India for permanent settlement and particulars of their NRE bank account with a bank in India, if not furnished earlier.
- In case of loss/misplacement of shares, investors should immediately lodge a FIR/complaint with the police and inform RTA/ Company along with original or certified copy of FIR/acknowledged copy of the complaint.
- For expeditious transfer of shares, shareholders should fill in their complete and correct particulars in the transfer deed.
- Shareholders are requested to keep a record of their specimen signature before lodgment of shares with the RTA/Company to obviate the possibility of difference in signature at a later date.
- Shareholders(s) of the Company who have multiple accounts in identical name(s) or holding more than one share certificate in the same name under different ledger folio(s) are requested to apply for consolidation of such folio(s) and send the relevant share certificates to the Company/RTA.
- Section 72 of the Companies Act, 2013, extends nomination facility to individuals holding shares in physical form in companies. Shareholders, in particular those holding shares in a single name, may avail of the above facility by furnishing the particulars of their nominations in the prescribed nomination form.
- Shareholders are requested to provide their valuable suggestions for improvement of our investor services.

- Shareholders are requested to quote their e-mail IDs, telephone/fax numbers for prompt reply to their communication.

**8. Risk Management**

The Company has adopted a well-defined procedure for risk management. The risk management procedure provides identification and mitigation of internal as well as external risks of the Company. The risk management procedure is periodically reviewed by the Board.

**9. Subsidiaries**

The performance of its Subsidiaries is also reviewed by the Board of Directors periodically.

**10. Management Discussion and Analysis**

A management discussion and analysis report forms part of the Annual Report and includes discussion on various matters.

**11. Reconciliation of Share Capital Audit**

As stipulated by the Securities Exchange Board of India, a qualified Practicing Company Secretary has carried out the reconciliation of Share Capital Audit to reconcile the total admitted capital with NSDL and CDSL, total issued and listed capital. The audit is carried out every quarter and the report thereon is submitted to the Stock Exchanges. The audit confirms that the total issued/paid up capital is in agreement with the aggregate total number of shares in physical form, shares allotted & advised for demat credit but pending execution and the total number of dematerialized shares held with NSDL and CDSL.

**12. Compliance Certificate of CEO/CFO**

The Compliance Certificate on the financial statements for the financial year ended 31st March, 2019 is enclosed at the end of this report.

**13. Auditors' Report on Corporate Governance**

As required by Part E of Schedule V of Regulation 34(3) of the SEBI (LODR) Regulations, 2015, the Auditors' certificate is enclosed at the end of this report.

**14. Familiarization programme for Independent Director**

The Company conducts the familiarization programme for Independent Director as required under regulation 25(7) of the SEBI (LODR) Regulations, 2015 and details are available on Company's website [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

**15. Code for the Board of Directors and Senior Management Personnel**

The Company has laid down a code of conduct for the members of the board and senior management personnel of the Company. The code of conduct has been posted on the Company's website [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

The code of conduct has been circulated to all the members of the Board and Senior Management personnel and they have affirmed their compliance with the said code of conduct for the financial year ended 31st March, 2019. A declaration to this effect signed by Mr. J.P. Agrawal, Chairman & Managing Director of the Company is appended at the end of this report.

#### 16. Code for the Independent Directors

The Company has laid down a code of conduct for the Independent Directors of the Company and the same is available on the Company's [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

Declaration by the Managing Director under Para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the 'Code of Conduct' of the Company for the financial year 2018-19.

For Pacific Industries Limited

Date: 30th May, 2019  
Place: Udaipur

Sd/-  
J.P. Agarwal  
Chairman & Managing Director  
DIN: 00386183

## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To,  
**The Members of Pacific Industries Limited**

We have examined the compliance of conditions of Corporate Governance by Pacific Industries Ltd. for the financial year ended on March 31, 2019 as stipulated in SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to 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 our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Regulation.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

***For Ravi Sharma & Company***  
**Chartered Accountants**  
**FRN: 015143C**

**(Paras Bhatia)**  
**Partner**  
**M.No.: 418196**

**CEO/ CFO'S CERTIFICATEION**

The Board of Directors

**Pacific Industries Limited**

Survey No.13, Kempalinganhalli,

Nelamangala Taluka,

BANGALORE-562123

(Karnataka)

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2019 and that to the best of our knowledge and belief :
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2018-2019 which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee that :
1. There are no significant changes in internal control over financial reporting during the year;
  2. There are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. There are no instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 30th May, 2019

Place: Udaipur

Sd/-

**Kapil Agarwal**

*Chief Financial Officer*

**Declaration regarding compliance by board members and Senior Management Personnel with the Company's Code of Conduct**

This is to confirm that the Company has adopted a Code of Conduct for its employees including the Managing Director and Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors and Independent Directors. These Codes are available on the Company's website.

I confirm that the Company has received from the Senior Management team of the Company and the Members of the Board, a declaration of compliance with the code of Conduct as applicable to the them in respect of the year ended March 31, 2019.

Place: Udaipur  
Dated: 30.05.2019

Sd/-  
**Jagdish Prasad Agarwal**  
Chairman & Managing Director  
DIN : 00386183

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management of Pacific Industries Limited is pleased to present the Management Discussion and Analysis Report, which lucidly explains the Company's business, industry structure, opportunities and concerns, performance of the Company with respect to the operations and other relevant information. Management Discussion and Analysis forms a part of the compliance report on Corporate Governance.

### **❖ BUSINESS OVERVIEW**

Pacific Industries Limited has evolved through a simple thought way back in 1989 – the thought that the country deserves nothing short of the best when it comes to marbles and granites. Glancing at the past trends, makes the Company proud of the fact that it has managed to live up to the promise of providing our clients with high quality products and services that have constantly surpassed their expectations, and helped us create an enviable position over time. Building up on our modest inception, Pacific Industries Limited has grown tremendously in terms of quality, volume and variety, striving even further for the best.

Pacific Industries Limited is equipped to deal with a massive capacity to cater marble and granite processing needs, providing a wide spectrum of multiple colors to choose from.

### **❖ INDUSTRY OVERVIEW OF INDIAN ECONOMY AND COMPANY OUTLOOK**

India has witnessed a major economic reform in terms of tax regime with introduction of Goods & Service Tax (GST) from 1st July, 2017. This tax regime, being at the nascent stage, is expected to result in improvement in logistics and faster movements of goods on one side and indirect tax reforms on the other side. The revitalisation of global economy continued during the financial year 2018-19 and the global economy ended with a lower benchmark owing to fears of trade work between developed economics. In spite of global tremors, the financial year concluded on a better footing having the positive impact on the industry in varied ways. The investors' confidence in this volatile environment was reflected by being bullish and taking an advantage of the correction phase of capital markets during the year under review. And thus, the business growth has experienced good flow. Infrastructure, high end architectures coupled with real estate development is a must for maintaining such sustained growth and hence is on the highest priority of the Government making it to be the focal point for our economy. Increasing per Capita income resulting due to all round economic high per capita spending affects the sale and off take of our products and we foresee a prosperous future ahead. The Industry strike witnessed during the year for reduction of GST Tax rates had a positive end with demand and purchases being rebounded.

### **❖ ECONOMIC OVERVIEW (2018-19)**

The Indian Economy has turned around dramatically with the real GDP growth rate of 7%, making India one of the fastest growing large economies in the world. This is witnessed with the World Bank commentaries recognising India as one of the global player. The growth in the next financial year is expected to boom between 8 to 8.5% with predictions for a double digit rate seeming feasible.

The policies of the Narendra Modi Government to transform India through "MAKE IN INDIA" and "SKILL INDIA" initiatives has yielded results with the country transformation of emerging as the business hotspot and Foreign Investment destination.

#### **Global Granite Industry**

Granite industry is considered one of the oldest industries in the world; existing as far back as Ancient Egypt. Granite stones due to its amenability for taking mirror like polish, high



compressive strength, longevity and aesthetics, finds applications in decoration in building and other places.

Being a product dependent upon availability of natural resources, production of Stone is concentrated among few countries. China, India, Brazil, Iran, Turkey and Italy altogether accounted for 70% of the global extraction of stones. World stone export market sized \$23 billion.

Major competition for India as a granite exporter comes from China & Brazil. Some of the big concerns in the Natural stone industry are weaker demand of USA and Europe, sharp devaluation of currencies of some of the producing countries and increasing popularity of engineered stones.

#### **Company**

Pacific Industries Limited (PIL) is a 100% EOU whose main plant s are located at Village Bedla, Udaipur and, Kempalinganhalli, Bangalore. The promoters have been active in granite processing and trading for the last 30 years. Over 95% of the turnover comes from exports. The company's major exports destinations are USA, Europe, Indonesia, Vietnam, Middle-east countries, etc. The Company is also importing the Granite from Italy.

The Company has been received the "Star Export House" Certification from Ministry of Commerce and Industry.

Company is establishing a new Production line for Artificial quartz slab production.

#### **❖ OPPORTUNITIES AND THREATS**

There are diverse opportunities in Marble & Granite industry due to large scale investment in Infrastructure, modern day architecture, interior designing, construction reforms and real estate activities. The constant growth of the Industry has escalated the demand for marbles and granites substantially both in domestic and international markets.

Further, the World is indeed becoming a Global city. Your company believes that niche opportunities exist in the Global arena which, if exploited, would yield positive results. The company has accordingly built a business model tapping these opportunities and is also aligning its strategies to utilise opportunities in the domestic market. Your company deals in special range of Granite & Marbles having exquisite textures, designs and colours for which the overseas and domestic markets, both are very demanding. Presently, it is one of the few companies which offer all natural stone products under one roof to the buyers. The demand for top quality natural stone products is also increasing in the domestic market. The availability of manufactured stone products as an alternative to natural stones is also likely to affect the performance of the company.

Your Company has the necessary expertise and flexibility to quickly adapt to the changing market condition and capture the growth in sales leading to growth for the Company.

#### **❖ FUTURE OUTLOOK**

India's economy is well placed to grow at a robust pace over the next five years owing to strong domestic consumption and increase in government spending on infrastructure. The implementation analysis and review of Goods & Service Tax (GST) mechanism will further simplify the supply chain and improve the operating environment and will act as an additional driver of consolidation at all levels market.

The Company is alert and in touch with the ground realities of the business dynamics and is confident of increasing its market share in all the spheres emerging as a leader in its segment.

The overall business outlook for the Company is promising with improvement in the economic environment. Efforts towards optimisation and higher operational efficiencies are continuing.

The Company examines the possibilities of expansion and shall make investments when attractive opportunities arise.

#### ❖ **THREATS AND RISK MANAGEMENT**

The current economic environment, in combination with significant growth ambitions of the Company, carries with it an evolving set of risks. Your Company recognizes that these risks need to be managed to protect customers, employees, shareholders and other stakeholders to achieve our business objectives. In line with this, your Company has put in place a detailed Risk Management Policy which identifies the various types of risks at all levels of the Company. Early risk identification along with appropriate measures has enabled the Company to mitigate all threats which may arise from time to time. Also, the possibility of occurrence of the risk event and the magnitude of their consequences on the organization is determined and used to prioritize risk management.

#### ❖ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has a sound internal control system, which ensures that (a) its financial reports are reliable, (b) its operations are effective and efficient, and (c) its activities comply with applicable laws and regulations. The internal control systems are further supplemented by internal audit carried out by an independent Chartered Accountant and periodical review by the Management. The Internal Audit process is designed to review the adequacy of internal control checks in the system and covers all the significant areas of the Company's operations.

The Audit Committee of the Board of Directors reviews the adequacy and effectiveness of the internal control systems and tracks the implementation of corrective actions. Significant audit observations and corrective actions taken by the Management are presented to the Audit Committee. To maintain its objectivity and independence, the Internal Audit reports are submitted to the Chairman of the Audit Committee. Audit Committee plays a key role in providing assurance to the Board of Directors.

#### ❖ **CSR ACTIVITIES**

Your Company believes that as a responsible corporate citizen, it must address the needs of underprivileged and committed to serving them. The Company is keen to fulfill its social responsibility by being actively involved in a variety of public services projects. We encourage collaboration with various NGOs to support in CSR activities at group level.

#### ❖ **HUMAN RESOURCES**

The Company believes in making the optimum utilization of all the available resources, to achieve this, human power is highly important and thus the Company time over has been taking newer and effective initiatives for improving the human resource strength and creating a conducive and healthy work atmosphere.

The Company consider its Human Resource as the most valuable resource which has to be nurtured well and equipped to meet the challenges posed by the dynamics of business developments. The Company continuously provide training to its employees both in-house as well as through reputed Institutes. The staffs are highly motivated due to good work culture, training, remuneration packages and the values, which the Company maintains. The Board of Directors would like to record their appreciation of the efficient and loyal service rendered by the Company's employees.

**❖ DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

Due to the challenges of the environment and the strategic drive to integrate and transform, the organization financial performance was become weak as compared to previous year.

On a Standalone basis, the Company has recorded total Turnover during the year 2018-19 is Rs. 10347.24 Lacs as compared to year 2017-18 was Rs. 6819.59 Lacs in the previous year. Whereas the Net Profit is Rs.130.17 Lacs as compared to year 2017-18 was Rs. 83.37 Lacs.

**❖ CAUTIONARY STATEMENT**

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

**By Order of the Board**

**SD/-**  
**J.P. Agarwal**  
**Chairman & Managing Director**  
**DIN: 00386183**

**Place: Udaipur**  
**Date: 30.05.2019**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS  
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI  
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
PACIFIC INDUSTRIES LIMITED

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors PACIFIC INDUSTRIES LIMITED having CIN L14101KA1989PLC062041 and having registered office at SURVEY No.13, N.H.48, KEMPALINGANHALLI, NELAMANGALA TALUKA BANGALORE KA 562123 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal ) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the,t Board of the Company as stated below for the Financial Year ending on 31 March, 2019 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs,

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate 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.

For **B K Sharma & Associates**  
Company Secretaries  
FRN - P2013RJ233500

**[BRIJ KISHORE SHARMA]**  
Proprietor  
M. No. : FCS - 6206  
COP No.: 12636

PLACE: Jaipur  
DATE: May 30, 2019

## **Independent Auditor's Report**

To  
The Members of  
**Pacific Industries Limited**

### **Report on the Standalone Indian Accounting Standards (Ind AS) Financial Statements**

We have audited the accompanying Standalone Ind AS Financial Statements of **Pacific Industries Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2019, and the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of changes in equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us "except for the effects of the matter described in the Basis for Qualified Opinion section" of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2019, and profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### **Basis for Qualified Opinion**

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

**Refer Note No. 38 of Notes on standalone Ind AS Financial Statements regarding confirmation & reconciliation of various Debit and Credit balances appearing under various heads & non-provision of exchange fluctuation w.r.t certain old balances. Final reconciliations/confirmations of the same may affect our disclosure.**

#### **Key Audit Matters**

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of

the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

The Key Audit Matter	How was the matter addressed in our audit
<b>Revenue Recognition: -</b>	
Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of result for the year.	Our audit procedure with regard to revenue recognition include testing controls, automated and manual, around dispatches/ deliveries, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedure.
<b>Related Party Disclosures</b>	
<p>Accuracy and completeness of disclosure of related party transactions and compliance with the provisions of Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI (LODR) 2015') (as described in note 37 of the standalone Ind AS financial statements).</p> <p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the standalone Ind AS financial statements as a key audit matter due to:</p> <ul style="list-style-type: none"> <li>• the significance of transactions with related parties during the year ended March 31, 2019.</li> <li>• Related party transactions are subject to the compliance requirement under the Companies Act 2013 and SEBI (LODR) 2015.</li> </ul>	<p>Our procedures in relation to the disclosure of related party transactions included:</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the Company's policies and procedures in respect of the capturing of related party transactions and how management ensures all transactions and balances with related parties have been disclosed in the standalone Ind AS financial statements.</li> <li>• Obtaining an understanding of the Company's policies and procedures in respect of evaluating arms-length pricing and approval process by the audit committee and the board of directors.</li> <li>• Agreeing the amounts disclosed to underlying documentation and reading relevant agreements, evaluation of arms-length, on a sample basis, as part of our evaluation of the disclosure.</li> <li>• Assessing management evaluation of compliance with the provisions of Section 177 and Section 188 of the companies Act 2013 and SEBI (LODR) 2015.</li> <li>• Evaluating the disclosures through reading of statutory information, books and records and other documents obtained during the course of our audit.</li> </ul>

## Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in

the Company's annual report, but does not include the standalone financial statements and our auditors' report thereon.

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

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

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

The Company's management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, state of affairs, profit / loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are 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.

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

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

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

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

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



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

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

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

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

## **Report on Other Legal & Regulatory Requirement**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure I a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The 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 are in agreement with the books of account;

- d. In our opinion, the aforesaid standalone Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e. On the basis of the written representations received from the directors as on 31 March 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
- f. As required under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013, on the Internal Financial Control over Financial Reporting to the extent applicable, refer our separate report in Annexure II and
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The effect of pending litigations are disclosed by way of Note in the Ind AS Financial Statements. Refer Note 39 to the Ind AS financial statements;
  - ii. The Company did not have any long-term contract including derivatives contracts for which there were any material foreseeable losses; and
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.

**For Ravi Sharma & Company**  
**Chartered Accountants**  
**FRN: 015143C**

**(CA Paras Bhatia)**  
**Partner**  
**M.No. 418196**

**Date: 30<sup>th</sup> May 2019**  
**Place: Udaipur**

## **Annexure I to the Independent Auditors' Report**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone Ind AS Financial Statements for the year ended 31 March 2019, we report that:

- (i)

  - (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - (b) All the assets have been physically verified by the management during the year and there is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets, No material discrepancies were noticed on such verification.
  - (c) The title deeds of immovable properties are held in the name of the company except the land having cost of Rs. 64.76 Lacs in Bangalore held in the name of past director of the company.
- (ii)

  - (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
  - (b) The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
  - (c) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of inventory, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to book records were not material and have been properly dealt with in the books of accounts.
- (iii)

The Company has granted loans to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

  - (a) in our opinion the terms and conditions of grant of such loans are not, prima facie, prejudicial to the Company's interest.
  - (b) the schedule of repayment of principal and payment of interest has been stipulated and the repayment/receipts of the principal amount and the interest are regular;
  - (c) there is no overdue amount in respect of loans granted to such companies.
- (iv)

In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security,

- (v) The Company has not accepted any deposits from the Public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable
- (vi) According to the information & explanation given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 in respect of manufacture of its products by the company.
- (vii) In respect of statutory dues:
- (a) According to the records of the company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, Duty of Customs, Value Added Tax, Cess, Goods and Service tax and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities except for a few delays. According to the information and explanations given to us, no undisputed amount payable in respect of the aforesaid due were outstanding as at March 31, 2019 for a period of more than six months from the date of becoming payable.
- (b) According to the information and explanation given to us, there are no pending dues of Income Tax, Sales Tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Goods and service tax or Cess which are not deposited on account of dispute except Following: -

Particulars	Year	Amount of demand	Amount deposited against demand	Amount of demand to the extent not deposited (Rs.)	Forum where appeal is pending
Excise Demand, Udaipur	Norms 2007-08, 2010-11, 2011-12	11392642	5791962	5600680	CESTAT, Delhi
Excise Demand, Udaipur	2013-14	3610658	270799	3339859	CESTAT, Delhi
Excise Demand, Udaipur	2013-14	2255032	169128	2085904	CESTAT, Delhi
Custom Demand, Udaipur	2014-15	3346743	447055	2899738	Joint Commissioner, Udaipur
Custom Demand,	2014-15 & 2015-16	2772476	207936	2564540	Joint Commissioner, Udaipur

Udaipur					
Custom Demand, Udaipur	2015-16 & 2016-17	2648873	128990	2519883	Ass. Commissioner, Udaipur
Income Tax Demand, Udaipur	AY 2011-12, 2014-15 & 2015-16	109552041	2850000 (Under Protest)	106702041	Income Tax Department Filed Appeal Before ITAT against the order of CIT(Appeal)

- (viii) According to information and explanation given to us by the management, as on balance sheet date the company is not in default w.r.t. repayment of loans and borrowings to a financial institutions, banks or government, further the company has not issued any debentures.
- (ix) Based upon the audit procedures performed and the information and explanations given by the management during the year under review, the company has not raised moneys by way of initial public offer or further public offer including debt instruments. To the best of our knowledge and belief and according to the Information and Explanation given to us, term loans availed by the company were prima facie applied by the company during the year for the purpose for which the loan were Obtained.
- (x) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.
- (xi) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- (xiv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or

partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.

- (xv) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon

**For Ravi Sharma & Company**  
**Chartered Accountants**  
**FRN: 015143C**

**(CA Paras Bhatia)**  
**Partner**  
**M.No. 418196**

**Date: 30<sup>th</sup> May 2019**  
**Place: Udaipur**

## **Annexure II to the Independent 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")**

In conjunction with our audit of the Standalone Ind AS Financial Statements of the Company as of and for the year ended March 31, 2019, We have audited the internal financial controls over financial reporting of Pacific Industries Limited (hereinafter referred to as "the Company"), which is a company incorporated in India, as of that date.

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

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

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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.

**For Ravi Sharma & Company**  
**Chartered Accountants**  
**FRN: 015143C**

**(Paras Bhatia)**  
**Partner**  
**M.No.: 418196**

**Date: 30<sup>th</sup> May 2019**  
**Place: Udaipur**



# Pacific Industries Limited

Regd Office: Survey No. 13, N. H. 48, Kempalinganhalli, Nelamangala Taluk, Bangalore (Rural) ,Bengaluru ,Karnataka ,562123, Phone:0294-2440933

Website: www.pacificindustriesltd.com, E-mail: pilnorth@pacificgranites.com,

CIN: L14101KA1989PLC062041

## Standalone Balance Sheet as at 31st March 2019

( Rupees in Lakhs)

S. No.	Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
I	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Property, Plant & Equipment	3	3,538.56	2,771.09
	(b) Capital work-in-progress	3	4,775.71	948.79
	(c) Other Intangible Asset	3	0.00	0.02
	(d) Financial Assets			
	(i) Investments	4	172.76	92.56
	(ii) Loans & Advances	5	185.52	150.56
	(e) Other non-current assets	6	218.91	173.78
	<b>Total Non-current Asset</b>		<b>8,891.47</b>	<b>4,136.80</b>
(2)	<b>Current assets</b>			
	(a) Inventories	7	4,628.56	5,552.48
	(b) Financial Assets			
	(i) Trade Receivable	8	3,244.76	2,986.87
	(ii) Cash and Cash equivalents	9	88.30	104.28
	(iii) Other Bank Balances	10	776.91	559.73
	(iv) Loans & Advances	5	1,833.53	917.12
	(v) Other Financial Asset	11	10.57	7.28
	(c) Other current assets	6	971.74	650.30
	<b>Total Current Asset</b>		<b>11,554.38</b>	<b>10,778.07</b>
	<b>Total Assets</b>		<b>20,445.85</b>	<b>14,914.87</b>
II.	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>EQUITY</b>			
	(a) Equity Share capital	12	135.15	135.15
	(b) Other Equity	13	6,341.78	6,181.67
	<b>Total Equity</b>		<b>6,476.93</b>	<b>6,316.82</b>
(2)	<b>Non-current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	14	7,130.08	4,193.82
	(b) Provisions	15	187.41	204.49
	(c ) Deferred tax liabilities (Net)	16	-	-
	<b>Total Non-current Liabilities</b>		<b>7,317.49</b>	<b>4,398.31</b>
(3)	<b>Current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	17	1,295.97	1,482.67
	(ii) Trade Payables	18	1,553.97	1,263.17
	(iii) Other Financial Liabilities	19	3,204.69	1,048.64
	(b) Other current liabilities	20	392.07	270.25
	(c) Provisions	15	177.41	114.65
	(d) Current tax liabilities (net)	21	27.32	20.34
	<b>Total Current Liabilities</b>		<b>6,651.43</b>	<b>4,199.72</b>
	<b>Total Liabilities</b>		<b>13,968.92</b>	<b>8,598.05</b>
	<b>Total Equity and Liabilities</b>		<b>20,445.85</b>	<b>14,914.87</b>

Significant accounting Policies

Notes forming Part of Financial Statements

As per our Report of even date

For Ravi Sharma & Co.

Chartered Accountants

(FRN 015143C)

(Paras Bhatia)

Partner

M.No. 418196

Date: 30th May 2019

Place: Udaipur

1 & 2 For and on behalf of Board of Directors

1 to 43 Pacific Industries Limited

(J.P. Agarwal)  
(Chairman & Managing  
Director)

DIN:00386183

(Sachin Shah)  
(Company Secretary)  
(PAN : CFLPS2451B)

(Kapil Agarwal)  
(Executive Director &  
CFO)

DIN:00386298

# Pacific Industries Limited

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Phone:0294-2440933

Website: www.pacificindustriesltd.com, E-mail: pilnorth@pacificgranites.com,

CIN: L14101KA1989PLC062041

## Standalone Statement of Profit & Loss for the Year ended on 31st March 2019

( Rupees in Lakhs)

S. No.	Particulars	Note No.	Year ended 31st March 2019	Year ended 31st March 2018
I.	Revenue from operations	22	10,044.38	6,745.18
II.	Other income	23	302.86	191.34
III.	<b>Total Revenue (I + II)</b>		<b>10,347.24</b>	<b>6,936.52</b>
IV.	<b>Expenses:</b>			
	Cost of Materials Consumed	24	2,281.50	2,236.37
	Purchases of Stock-in-Trade	25	2,680.99	230.05
	Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	26	607.44	30.05
	Employee Benefits Expense	27	933.85	910.57
	Finance costs	28	393.11	337.16
	Depreciation and amortization expense	29	434.84	333.22
	Other expenses	30	2,848.20	2,718.46
	Excise on Sales		9.84	36.92
	<b>Total expenses</b>		<b>10,189.75</b>	<b>6,832.81</b>
V.	Profit before exceptional items and tax (III-IV)		<b>157.49</b>	<b>103.71</b>
VI.	Exceptional items			-
VII.	<b>Profit before tax (V- VI)</b>		<b>157.49</b>	<b>103.71</b>
VIII.	Tax expense:			
	(1) Current tax	32	27.32	20.34
	(2) Deferred tax and Other Taxes	32	-	-
	<b>Total Tax Expenses</b>		<b>27.32</b>	<b>20.34</b>
IX.	<b>Profit (Loss) for the period (VII-VIII)</b>		<b>130.17</b>	<b>83.37</b>
	<b>Other Comprehensive Income</b>			
(a)	(i) Items that will not be reclassified subsequently to profit or loss		28.66	50.37
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss			-
(b)	(i) Items that will be reclassified subsequently to profit or loss			-
	(ii) Income tax relating to items that will be reclassified subsequently to profit or loss			-
	<b>Total Other Comprehensive income</b>		<b>28.66</b>	<b>50.37</b>
	<b>Total Comprehensive Income for the year</b>		<b>158.83</b>	<b>133.74</b>
X.	<b>Earnings per equity share:</b>			
	(1) Basic (Rs)	33	9.63	6.17
	(2) Diluted (Rs )	33	9.63	6.17

Significant accounting Policies

1 & 2

Notes forming Part of Financial Statements

1 to 43

As per our Report of even date

For and on behalf of Board of Directors

For Ravi Sharma & Co.

Pacific Industries Limited

Chartered Accountants

(FRN 015143C)

(Paras Bhatia)

Partner

M.No. 418196

Date: 30th May 2019

Place: Udaipur

(J.P. Agarwal)  
(Chairman & Managing  
Director)  
DIN:00386183

(Kapil Agarwal)  
(Executive  
Director & CFO)  
DIN:00386298

(Sachin Shah)  
(Company Secretary)  
(PAN : CFLPS2451B)

# Pacific Industries Limited

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CIN: L14101KA1989PLC062041

## Standalone Cash Flow Statement for the year ended 31st March, 2019

( Rupees in Lakhs)

Particulars		Year ended 31st March 2019	Year ended 31st March 2018
A.	<b>Cash flow from Operating Activities</b>		
	<b>Profit before income tax</b>	<b>157.49</b>	<b>103.71</b>
	Adjustment for		
	Depreciation and amortisation expenses	434.84	333.22
	Pre-Operative Expense	-	12.19
	Profit on sale of Fixed Assets	(2.56)	(9.02)
	Loss on Sale of Fixed Asset	6.89	
	Finance Costs	382.43	324.00
	Actuarial Gain/ (Loss)	(11.23)	2.71
	Interest Income	(107.52)	(85.07)
	<b>Change in operating assets and liabilities</b>		
	(Increase) in inventories	923.92	105.14
	(Increase)/Decrease in trade receivables	(257.89)	-947.96
	(Increase)/Decrease in financial assets	(3.29)	0.16
	(Increase)/Decrease in Loans & Advances	(916.41)	7.98
	(Increase)/Decrease in Other Current Assets	(321.44)	(50.64)
	Increase/(Decrease) in Provisions	45.67	32.51
	Increase/(Decrease) in Trade Payables	290.79	55.05
	Increase/(Decrease) in Other Current Liabilities	121.82	3.12
	Increase/(Decrease) in Other Financial Liabilities	2,334.14	413.43
	<b>Cash generated from operations</b>	<b>3,077.67</b>	<b>300.53</b>
	Income Tax paid	(20.34)	(4.65)
	<b>Net cash flow from operating activities</b>	<b>3,057.34</b>	<b>295.88</b>
B.	<b>Cash flow from Investing Activities</b>		
	Purchase of Fixed Assets	(5,107.29)	(970.92)
	Sale of Fixed Assets	73.66	20.82
	(Increase)/Decrease in Fixed Deposits	(217.17)	(434.06)
	(Increase)/(Decrease in Long term Loans & advances	(34.96)	21.72
	(Increase)/(Decrease in Other Non-current Assets	(45.13)	(73.53)
	(Purchase)/Sale of Investments	(38.97)	(13.76)
	Interest Income	107.52	85.07
	<b>Net cash flow from investing activities</b>	<b>(5,262.34)</b>	<b>(1,364.66)</b>
C.	<b>Cash flow from financing activities</b>		
	Increase in Long Term Borrowings	2,936.26	904.88
	Increase in Short Term Borrowings	(364.80)	502.55
	Finance Costs	(382.43)	(324.00)
	<b>Net cash flow from financing activities</b>	<b>2,189.03</b>	<b>1,083.44</b>
	<b>Net increase / ( decrease) in cash and cash equivalents</b>	<b>(15.98)</b>	<b>14.65</b>
	<b>Cash and cash equivalents at the beginning of the year</b>	<b>104.28</b>	<b>89.63</b>
	<b>Cash and cash equivalents at the end of the year</b>	<b>88.30</b>	<b>104.28</b>

Significant accounting Policies

1 & 2

Notes forming Part of Financial Statements

1 to 43

As per our Report of even date

For and on behalf of Board of Directors

For Ravi Sharma & Co.

Pacific Industries Limited

Chartered Accountants

(FRN 015143C)

(Paras Bhatia)

Partner

M.No. 418196

(J.P. Agarwal)

(Chairman &  
Managing Director)

DIN:00386183

(Kapil Agarwal)

(Executive  
Director & CFO)

DIN:00386298

(Sachin Shah)

(Company Secretary)

(PAN : CFLPS2451B)

Date: 30th May 2019

Place: Udaipur

# Pacific Industries Limited

Regd Office: Survey No. 13, N. H. 48, Kempalinganhalli, Nelamangala Taluk, Bangalore (Rural) ,Bengaluru ,Karnataka ,562123, Phone:0294-2440933

Website: www.pacificindustriesltd.com, E-mail: pilnorth@pacificgranites.com,

CIN: L14101KA1989PLC062041

## Statement of Changes in Equity

A	Equity Share Capital			( Rupees in Lakhs)
	Particular	Note	Amount	
	As on 1st April 2018	12	135.15	
	Changes in equity share capital		-	
	As on 31st March 2019	12	135.15	
B	Other Equity			
	Particular	Reserve & Surplus	Items of Other Comprehensive income	TOTAL
		Retained Earning	Investments	Remeasurement of net defined benefit Plans
	Balance at 1st April 2018	6,139.17	54.44	(11.93)
	Profit for the year/ Transfer to reserve	130.17	1.27	-
	Fair Value through OCI	(1.42)	41.32	-
	Remeasurement of defined benefit Plans	-	-	(11.23)
	Balance as at 31 March 2019	6,267.92	97.04	(23.16)

As per our Report of even date  
For Ravi Sharma & Co.  
Chartered Accountants  
(FRN 015143C)

For and on behalf of Board of Directors  
Pacific Industries Limited

(Paras Bhatia)  
Partner

M.No. 418196

(J.P. Agarwal)  
(Chairman &  
Managing Director)  
DIN:00386183

(Kapil Agarwal)  
(Executive Director  
& CFO)  
DIN:00386298

Date: 30th May 2019  
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Company Secretary  
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# Pacific Industries Limited

Regd Office: Survey No. 13, N. H. 48, Kempalinganahalli, Nelamangala Taluk, Bangalore (Rural), Bengaluru, Karnataka, 562123, Phone: 0294-2440933

Website: [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com), E-mail: [pilnorth@pacificgranites.com](mailto:pilnorth@pacificgranites.com), CIN: L14101KA1989PLC062041

## Notes to the Standalone Ind AS Financial Statement for the year ended 31st March 2019

### Note 1 : Corporate Information

Pacific Industries Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The company is engaged in the export, manufacturing & trading of Granite tiles & slabs, Iron Ores and other goods and commission activities.

The Board of Directors approved the Financial Statements for the year ended March 31, 2019 and authorised for issue on May 30, 2019.

### Note 2 : Significant accounting policies

The following are the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

#### 2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### 2.3 Functional and Presentation Currency

The financial statements are prepared in Indian Rupees ("INR") which is the Company's presentation currency and the functional currency for its operations. All financial information presented in INR has been rounded to the nearest lakhs with two decimal places unless stated otherwise.

#### 2.4 Use of Estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the year.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgments and estimates relating to carrying value of assets and liabilities include useful lives of Property, plant and equipment, impairment of Property, plant and equipment, investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

#### 2.5 Classification of Assets & Liabilities as Current & Non-Current

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

#### 2.6 Recognition of Revenue and Expenditure

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.

##### 2.6.1 Sale of Goods

Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is delivered to the customer.

##### 2.6.2 Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate method. Interest income is included under the head "Other Income" in statement of profit and loss.

##### 2.6.3 Expenses

All expenses are charged in statement of profit and loss as and when they are incurred.

2.7	<p><b>Property, Plant &amp; Equipment</b></p> <p>Property, plant and equipment are initially recognized at cost including the cost directly attributable for bringing the asset to the location and conditions necessary for it to be capable of operating in the manner intended by the management. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit and loss. When significant parts of plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.</p> <p>Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.</p>
2.8	<p><b>Depreciation</b></p> <p>Depreciation is calculated on a Written Down Value basis over the estimated useful lives of all the assets as prescribed in Schedule II of the Companies Act, 2013. 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.</p> <p>Depreciation is not recorded on capital work-in progress until construction and installation is completed and the asset is for intended use.</p>
2.9	<p><b>Inventory</b></p> <p>Inventories consists of Raw Material, Work In Progress, Finished Goods , Scrap &amp; Stores &amp; Spares.</p> <p>Inventories are valued at the lower of cost or net realisable value. Cost is determined on weighted average basis.</p> <p><b>Raw materials &amp; Stores &amp; Spares:</b> Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition on the weighted average basis.</p> <p><b>Finished goods and work in progress:</b> Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity on a weighted average basis. Cost of finished goods includes other costs incurred in bringing the inventories to their present location and condition.</p> <p>Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.</p>
2.10	<p><b>Employee benefits</b></p> <p><b>a) Short Term Employee Benefits</b></p> <p>Short-term Employee Benefits are recognised as an expense on accrual basis.</p> <p><b>b) Defined Contribution Plan</b></p> <p>The Company makes defined contribution to Provident Fund managed by Government Authorities, which are accounted on accrual basis as expenses in the statement of Profit and Loss. The Company has no obligation other than the contribution payable to the provident fund.</p> <p><b>c) Defined Benefit Plan</b></p> <p>The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on an independent actuarial valuation using the projected unit credit method, carried out as at balance sheet date. The obligation determined as aforesaid less the fair value of the Plan assets is reported as a liability or assets as of the reporting date. Actuarial gain or losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the statement of profit and loss.</p> <p><b>d) Other Long-Term Benefits</b></p> <p>Provision for other long term benefits in the form of long term compensated absences (leave encashment) are accounted for on the basis as if it becomes due for payment on the last day of accounting year.</p>
2.11	<p><b>Income Tax</b></p> <p>Tax expenses comprises current and deferred tax. It is recognised in Statement of profit and loss except to the extent it relates to the items recognised directly in equity or in OCI.</p> <p><b>Current tax</b></p> <p>Current tax comprises the expected tax payable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Current tax assets and liabilities are offset only if there is a legally enforceable right to set it off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.</p> <p><b>Deferred Tax</b></p> <p>Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income tax Act, 1961.</p> <p>Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.</p> <p>Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.</p> <p>The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.</p> <p>Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.</p>

**Presentation of current and deferred tax:**

Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.

The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.

**2.12 Lease****Finance Lease**

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

**Operating Lease**

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating lease. Operating lease payments are recognised on a straight line basis over the lease term in the statement of profit and loss, unless the lease agreement explicitly states that increase is on account of inflation.

**2.13 Provisions, Contingent Liabilities and Contingent Assets**

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

Contingent Liability is disclosed in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation or where no reliable estimate is possible. Contingent liabilities are not recognised in financial statements but are disclosed in notes.

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. Contingent assets are not recognised in financial statements and are disclosed in notes.

**2.14 Foreign Currency Transactions**

Transactions in foreign currency are recorded at exchange rates prevailing at the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.

Monetary assets and liabilities denominated in foreign currencies which are outstanding, as at the reporting date are translated at the closing exchange rates and the resultant exchange differences are recognised in the statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rate at date of initial transactions, are not retranslated.

In respect of forward contracts, the premium or discount on these contracts is recognized as income or expenditure over the period of the contract. Any profit or loss arising on the cancellation or the renewal of such contracts is recognized as income or expense for the year.

**2.15 Impairment****Non-financial assets**

The carrying amount of non- financial assets other than inventories are assessed at each reporting date to ascertain whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. An impairment loss is recognised as an expenses in the Statement of Profit and Loss, for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. Value in use is ascertained through discounting of estimated future cash flows using a discount rate that reflects the current market assessments of the time value of money and the risk specific to the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels into cash generating units for which there are separately identifiable cash flows.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment had been recognised.

**Financial assets**

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix.

**2.16 Government Grant**

Government grants are recognised when there is a reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grants relating to an expense item is recognised in the statement of profit and loss over the period necessary to match them with costs that they are intended to compensate are expensed. Government grants relating to asset is recognised as income in equal amounts over the useful life of the asset.

<b>2.17</b>	<p><b>Earning Per Share (EPS)</b></p> <p>Basic earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.</p>
<b>2.18</b>	<p><b>Cash Flow Statement</b></p> <p>Cash flows are reported using the indirect method, as set out in Ind AS 7 'Statement of Cash Flows', 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 receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.</p>
<b>2.19</b>	<p><b>Cash and Cash Equivalents</b></p> <p>Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.</p>
<b>2.20</b>	<p><b>Borrowing Costs</b></p> <p>Borrowing costs directly attributable to the acquisition, construction or production of a qualifying 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, until such time as the assets are substantially ready for the intended use or sale. Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. The borrowing costs other than attributable to qualifying assets are recognised in the profit or loss in the period in which they incurred.</p>
<b>2.21</b>	<p><b>Financial Instruments</b></p> <p>The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial asset or financial liabilities, as appropriate, on initial recognition. Transactions costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and loss.</p> <p><b>Financial assets</b></p> <p>All regular way purchases or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sale of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place. All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.</p> <p><b>Classification of Financial Assets</b></p> <p>(i) Financial assets carried at amortised cost A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.</p> <p>(ii) Financial assets at fair value through other comprehensive income A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.</p> <p>(iii) Financial assets at fair value through profit or loss A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.</p> <p>(iv) Financial liabilities Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.</p> <p>(v) Equity instrument An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.</p> <p>c) Derecognition The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.</p> <p>d) Offsetting of financial instruments Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.</p>
<b>2.22</b>	<p><b>Segment Reporting</b></p> <p>Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker and the Board of Directors of the company considers and maintains Marble &amp; Granites, trading other than Marble &amp; Granites &amp; Other services as the Business Segments of the Company.</p>



## **2.23 Fair Value Measurement**

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

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

## **2.23 Recent accounting pronouncements**

Ministry of Corporate Affairs ("MCA"), through Companies (Indian Accounting Standards) Amendment Rules, 2019 and Companies (Indian Accounting Standards) Second Amendment Rules, has notified the following new and amendments to Ind ASs which the Company has not applied as they are effective from April 1, 2019:

### **Ind AS 116 – Leases**

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The Company will adopt Ind AS 116, effective annual reporting period beginning April 1, 2019. The Company will apply the standard to its leases, retrospectively, with the cumulative effect of initially applying the standard, recognised on the date of initial application (April 1, 2019). Accordingly, the Company will not restate comparative information, instead, the cumulative effect of initially applying this Standard will be recognised as an adjustment to the opening balance of retained earnings as on April 1, 2019. On that date, the Company will recognise a lease liability measured at the present value of the remaining lease payments. The right-of-use asset is recognised at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate as at April 1, 2019. In accordance with the standard, the Company will elect not to apply the requirements of Ind AS 116 to short-term leases and leases for which the underlying asset is of low value.

On transition, the Company will be using the practical expedient provided the standard and therefore, will not reassess whether a contract, is or contains a lease, at the date of initial application.

The Company is in the process of finalising changes to systems and processes to meet the accounting and reporting requirements of the standard. With effect from April 1, 2019, the Company will recognise new assets and liabilities for its operating leases of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to (a) amortization change for the right-to-use asset, and (b) interest accrued on lease liability.

### **Appendix C, Uncertainty over Income Tax Treatment to Ind AS 12, Income Taxes:**

The Appendix clarifies how to apply the recognition and measurement principles while recognizing current tax, deferred tax, taxable profits (losses), tax bases, unused tax losses, unused tax credits and tax rates when there is uncertainty over tax treatments under Ind AS 12. As per the Appendix, the Company needs to assess whether it is probable that a tax authority will accept an uncertain tax treatment used or a treatment which is being proposed to be used in its income tax filings. The Appendix will be applied retrospectively with the cumulative effect of its initial application on the opening balance sheet as on 1st April 2019.

The impact of the Appendix on the Financial Statements, as assessed by the Company, is expected to be not material.

### **Amendment to Ind AS 12, Income Taxes:**

The amendment clarifies that an entity shall recognize income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The Company will apply these amendments for annual reporting periods beginning on or after 1st April 2019. The impact on the Financial Statements is being evaluated.

### **Ind AS 23 – Borrowing Costs**

The amendments clarify that if any specific borrowing remains outstanding after the related asset is ready for its intended use or sale, that borrowing becomes part of the funds that an entity borrows generally when calculating the capitalisation rate on general borrowings. The company does not expect any impact from this amendment.

# PACIFIC INDUSTRIES LTD

## Notes to the Standalone Ind AS Financial Statement for the year ended 31st March 2019

### Note 3 :Property, Plant & Equipments

( Rupees in Lakhs)										
Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2019										
Particulars	Tangible Assets						Capital Work in Progress	Intangible Assets - Software	Grand Total	
	Land	Building	Plant & Machinery	Furniture & Fixtures	Computer	Vehicles				
<b>Gross Carrying value as at April 1, 2018</b>	329.82	1,631.73	7,440.67	133.30	58.85	528.12	1,205.04	11,327.54	948.79	0.38
Additions	27.50	170.26	770.13	45.07	3.82	263.52	-	1,280.31	4,787.28	-
Deletions	-	12.18	1,018.66	-	-	15.45	-	1,046.29	960.36	-
<b>Gross Carrying value as at March 31, 2019</b>	<b>357.32</b>	<b>1,789.81</b>	<b>7,192.14</b>	<b>178.38</b>	<b>62.68</b>	<b>776.19</b>	<b>1,205.04</b>	<b>11,561.56</b>	<b>4,775.71</b>	<b>0.38</b>
<b>Accumulated depreciation as at April 1, 2018</b>	-	739.69	6,098.33	100.89	50.06	444.61	1,122.87	8,556.45	-	0.36
Depreciation	-	75.15	269.92	12.44	2.37	65.10	9.86	434.84	-	0.02
Accumulated depreciation on deletions	-	4.59	949.91	-	-	13.79	-	968.29	-	-
<b>Accumulated depreciation as at March 31, 2019</b>	<b>-</b>	<b>810.25</b>	<b>5,418.34</b>	<b>113.33</b>	<b>52.44</b>	<b>495.92</b>	<b>1,132.73</b>	<b>8,023.00</b>	<b>-</b>	<b>0.38</b>
<b>Net Carrying Value as at March 31, 2019</b>	<b>357.32</b>	<b>979.57</b>	<b>1,773.80</b>	<b>65.05</b>	<b>10.24</b>	<b>280.28</b>	<b>72.31</b>	<b>3,538.56</b>	<b>4,775.71</b>	<b>0.00</b>
<b>Net Carrying Value as at March 31, 2018</b>	<b>329.82</b>	<b>892.04</b>	<b>1,342.34</b>	<b>32.41</b>	<b>8.79</b>	<b>83.51</b>	<b>82.17</b>	<b>2,771.08</b>	<b>948.79</b>	<b>0.02</b>

# Pacific Industries Limited

## Notes to the Standalone Ind AS Financial Statement for the year ended 31st March 2019

### Note-4 Financial Asset : Investment

Particular			( Rupees in Lakhs)	
	Long Term		Short Term	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
<b>I. Investment in Equity Instruments</b>				
<b>Quoted</b>				
<b><u>(A) Designated and carried at FVTOCI</u></b>				
400 Equity Shares of Federal Bank Ltd. of Rs. 10/- each Fully Paid-up	0.39	0.36		
100 Equity Shares of Liberty Shoes Ltd. of Rs. 10/- each Fully Paid-up	0.15	0.19		
2400 Equity Shares of Bharat Immunologicals Biologicals Corporation Limited of Rs. 10/- each Fully Paid-up	0.18	0.47		
3200 Equity Shares of Bajaj Finance Ltd. of Rs. 10/- each Fully Paid-up	96.80	56.63		
<b>II. Investment in Government Securities</b>				
National Saving Certificate (Pledge with the Govt.)	0.40	0.40		
<b>III. Investment in Subsidiary Companies</b>				
100000 Shares of Gaze Fashiontrade Ltd of Rs. 10/- each Fully Paid-up	10.00	10.00		
100000 Shares in Gist Minerals Technologies Ltd of Rs. 10/- each Fully Paid-up	10.00	10.00		
<b>IV. Other Investment</b>				
<b><u>(A) Designated and carried at FVTOCI</u></b>				
Investment in IFCI Portfolio	6.98	8.51		
a)5050 Shares Confidence Finance and Trading Ltd of Rs 10/- each Fully Paid up	0.025(0.196)			
b)10 Shares Goldline International Finvest Ltd of Rs 1/- each Fully Paid up	0.0005(0.001)			
c)1100(3750) Shares Housing Development and Infrastructure Ltd of 10/- each of Fully paid up	0.284(1.449)			
d)1105(1548) Shares of Just Dial Ltd of 10/ each Fully Paid up	6.668(6.859)			
*Note-( ) Denotes Previous Year Figures				
<b><u>(B) Measured at Amortised Cost(Unquoted)</u></b>				
Gamut Tradecom LLP (19% Share in Profit/Loss)	47.87	6.00		
<b>Total</b>	<b>172.76</b>	<b>92.56</b>		

**Note 4.1** Fair Value of Investments in Unquoted securities/other interest in Gamut Tradecom LLP has been determined on the basis of the latest available audited financial statements for the FY 2017-18 of the respective Investment.

### Note-5 Financial Asset :Loans & Advances

Particular	Long Term		Short Term	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
<b>Unsecured Considered Good</b>				
Deposits & Other Recoverables	185.52	150.56	0.50	0.50
Duties & Taxes Under Protest	-	-	100.00	95.38
Advance to Subsidiaries & Step-down Subsidiaries	-	-	1,733.03	821.24
<b>Total</b>	<b>185.52</b>	<b>150.56</b>	<b>1,833.53</b>	<b>917.12</b>

### Note-6 Other Asset

Particular	Long Term		Short Term	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
Pre operative & Mining Development	218.91	173.78	-	-
Cenvat & Input tax credit	-	-	262.17	145.99
Advance to Vendors	-	-	581.64	408.63
Advance to others	-	-	17.34	7.73
Advance against expenses	-	-	16.68	17.17
TDS/TCS Receivable	-	-	85.88	60.82
Prepaid expenses	-	-	8.04	9.96
<b>Total</b>	<b>218.91</b>	<b>173.78</b>	<b>971.74</b>	<b>650.30</b>

Note-7 Inventories				
Particular		31-Mar-19	31-Mar-18	
(Valued at lower of cost and net realizable value)				
Raw Materials		1,212.44	1,446.22	
Work-in-progress;		272.57	187.65	
Finished goods;		2,540.36	3,233.28	
Consumable Stores and spares;		522.35	605.05	
Scrap		80.84	80.28	
Total		4,628.56	5,552.48	
Note - 7.1 Particulars of Inventory		31-Mar-19	31-Mar-18	
<u>Manufactured Goods</u>				
<u>Granite Slabs</u>				
Polished/Cut to Size		2,538.31	3225.64	
Blocks		-	5.60	
<u>Natural Sandstone</u>				
Polished		2.05	2.05	
Total		2540.36	3233.28	
<u>Work-in-Progress</u>				
Unpolished Granite Slabs		272.57	187.65	
Total		272.57	187.65	
Note-8 Trade Receivable				
Particular		31-Mar-19	31-Mar-18	
Unsecured, considered good unless stated otherwise				
Others		3,244.76	2,986.87	
Total		3,244.76	2,986.87	
Note-9 Cash & Cash Equivalents				
Particular		31-Mar-19	31-Mar-18	
Cash and Cash Equivalents				
Balances with banks		64.79	74.10	
Cash on Hand		23.52	30.18	
Total		88.30	104.28	
Note-10 Other Bank Balances				
Particulars		31-Mar-19	31-Mar-18	
Other Bank Balances (Earmarked)				
Balances with banks held as Margin Money on ILC/FLC/BG and other		776.91	559.73	
Total		776.91	559.73	
Note-11 Other Financial Asset				
Particular		31-Mar-19	31-Mar-18	
Other Receivables		3.63	3.63	
Accrued Interest		6.94	3.65	
Total		10.57	7.28	
Note-12 Equity Share Capital ( Rupees in Lakhs)				
Particular		31-Mar-19	31-Mar-18	
Authorised				
25000000 Equity Shares of Rs. 10 each		2,500.00	2,500.00	
(P.Y.25000000 Equity Shares of Rs. 10 each)				
Issued, Subscribed & Paid-up				
(1,351,500 Equity Shares of Rs. 10/-each, fully paid up)		135.15	135.15	
(P.Y.(1,351,500 Equity Shares of Rs. 10/-each, fully paid up)				
Total		135.15	135.15	
Note 12.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period				
Equity Shares	31-Mar-2019		31-Mar-2018	
	Number	Amount	Number	Amount
At the beginning of the period	1,351,500	135.15	1,351,500	135.15
Issued during the period	-	-	-	-
Bought back during the period	-	-	-	-
Outstanding at the end of the period	1,351,500	135.15	1,351,500	135.15
Note 12.2 Terms/ Rights attached to Equity Shares				
1.The company has only one class of Equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. 2.In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

Note 12.3 Details of Shareholders holding more than 5% equity shares in the Company				
Shareholder	31-Mar-19		31-Mar-18	
	Number	% Holding	Number	% Holding
<b>Promoters and Promoter Group</b>				
Geeta Devi Agarwal	190,421	14.09	190,421	14.09
Kapil Agarwal	135,635	10.04	135,635	10.04
	<b>326,056</b>	<b>24.13</b>	<b>326,056</b>	<b>24.13</b>
<b>Note-13 Other Equity*</b>				
Particular	Reserve & Surplus	Items of Other Comprehensive income		TOTAL
	Retained Earning	Investments	Remeasurement of net defined benefit Plans	
<b>Balance at 1st April 2018</b>	6,139.17	54.44	(11.93)	<b>6,181.67</b>
Profit for the year/ Transfer to reserve	130.18	1.27	-	<b>131.45</b>
Fair Value through OCI	(1.42)	41.32	-	<b>39.90</b>
Remeasurement of defined benefit Plans	-	-	(11.23)	<b>(11.23)</b>
<b>Balance as at 31 March 2019</b>	<b>6,267.93</b>	<b>97.04</b>	<b>(23.16)</b>	<b>6,341.78</b>
<b>Description and nature of other equity:-</b>				
<b>Retained Earnings:</b> It represents the surplus amount available in profit and loss as retained earnings and Gain/Loss on Sale of Investment on which Irrevocable Option taken for Designated at FVTOCI for Long Term Strategic Reason. The reserve can be distributed/ utilised by the company in accordance with the Companies Act,2013.				
<b>Other Comprehensive Income:</b> It represent the actuarial gain or loss arising from the remeasurement of defined benefit obligation and fair value measurement of investments.				
*Quantitative data mentioned in statement of changes in equity				
<b>Note-14 Long Term Borrowings</b>				
Particular	Non Current Portion		Current Portion	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
<b><u>LOANS - SECURED</u></b>				
<i>(i) Vehicle Loan</i>				
Axis Bank	168.64	0.21	39.51	1.09
<i>(ii) Term Loan</i>				
HDFC Bank	151.22	252.20	197.61	414.13
<b><u>LOANS - UNSECURED</u></b>				
<i>(i) From Related parties</i>				
From Directors	254.08	1,039.49	-	-
From Companies (Step-down Subsidiaries)	4,895.10	1,656.00	-	-
From Other Companies	1,632.87	1,217.75	-	-
<i>(ii) From other than Related parties</i>				
From Companies	5.89	5.89	-	-
<b><u>Securities Deposits from customers</u></b>	22.28	22.28	-	-
<b>Total</b>	<b>7,130.08</b>	<b>4,193.82</b>	<b>237.12</b>	<b>415.22</b>
<b>The above amount includes</b>				
Secured borrowings	319.86	252.42	237.12	415.22
Unsecured Borrowings	6,810.22	3,941.41	-	-
Amount Disclosed under Current Maturities of Long term Borrowing Under Note No.19	-	-	(237.12)	(415.22)
<b>Total</b>	<b>7,130.08</b>	<b>4,193.82</b>	<b>-</b>	<b>-</b>

(a) Loans from HDFC Bank for Vehicles carries interest @ 8.80%. The loans are repayable in 60 monthly installments and the loans are secured by hypothecation of respective assets.

(b) Term loan from HDFC bank carries Interest @ MCLR +1% (MCLR is 8.65 %) is secured by mortgage on property situated at village Bedla, District Udaipur and with respective Plant & Machinery and personal guarantee of some of directors of the company and the Loan is repayable in 66 monthly installments.

(c) Term Loan For New Shed from HDFC Bank Carries Interest @ MCLR + 1%(MCLR is 8.65%) is secured by mortgage on property situated at village Bedla, District Udaipur and with respective Plant & Machinery and personal guarantee of some of directors of the company and the Loan is repayable in monthly installments.

**Note-15 Provisions**

Particular	Long Term		Short Term	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
(a) Provision for Employees Benefit				
(i) Provision for Gratuity	187.41	204.49	98.60	38.02
(ii) Provision for Leave Encashment	-	-	35.49	35.19
(iii) Provision for Bonus & Ex-gratia	-	-	43.33	41.44
<b>Total</b>	<b>187.41</b>	<b>204.49</b>	<b>177.41</b>	<b>114.65</b>

**Note 15.1** The company has made provision for gratuity based on actuarial valuation determined by Independent Actuary in accordance with IND AS-19.

**Note-16 Deferred Tax Liability (Net)**

Particular	31-Mar-19	31-Mar-18
Deferred Tax Liability	-	-
Deferred Tax Assets	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**Note 16.1** The company has deferred tax assets however, management has not recognised deferred tax assets during the year in view of uncertainty of future Income available against such tax.

**Note-17 Short-term Borrowings**

Particular	31-Mar-19	31-Mar-18
Foreign Currency Loan	1,295.97	1,191.44
Buyer's Credit - HDFC	-	291.24
<b>Total</b>	<b>1,295.97</b>	<b>1,482.67</b>

The above loan from HDFC Bank which carries Interest @ LIBOR+200 bps is secured by way of Hypothecation of Inventory i.e. Raw Materials, Stock in Process, Finished Goods, Stores & Spares and Book Debts, bill whether documentary or clean, outstanding monies, receivables, both present and future, equitable mortgage of properties & the facility is subject to annual renewal and it also carries an unconditional and irrevocable personal guarantees of the Whole Time Directors and property holders.

Loan from HDFC Bank for PCFC working capital is secured by way of Hypothecation of company's entire stocks (Raw material, Work in progress, Finished Goods, Consumables) & book debts.

**Note-18 Trade Payable**

Particular	31-Mar-19	31-Mar-18
Sundry Creditors for Raw Material	1,300.50	954.26
Sundry Creditors for Expenses	124.80	124.33
Sundry Creditors for Others	128.67	184.59
<b>Total</b>	<b>1,553.97</b>	<b>1,263.17</b>

**Note 18.1** - Micro, Small and Medium Enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro, Small and Medium Enterprises are as follows

Particulars	31-Mar-19	31-Mar-18
<b>Dues Remaining Unpaid</b>	-	-
Principal	-	-
Interest on the above	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

<b>Note-19 Financial Liability - Other</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Payable for Capital Goods	2,800.79	475.94
Current maturities of long-term borrowings (Includes current maturities of vehicle loans)	237.12	415.22
Interest accrued but not due on Borrowings	3.82	5.16
Security deposits	10.64	10.00
Statutory Dues	32.33	27.20
Other Current Liabilities	120.00	115.12
<b>Total</b>	<b>3,204.69</b>	<b>1,048.64</b>
<b>Note-20 Other Current Liabilities</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Advances from Customers	392.07	270.25
<b>Total</b>	<b>392.07</b>	<b>270.25</b>
<b>Note-21 Current Tax Liability (net)</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Provision for Income Tax	27.32	20.34
<b>Total</b>	<b>27.32</b>	<b>20.34</b>
<b>Note-22 Revenue From Operation</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<i>Sale of products</i>		
Export Sales	5,191.17	4,793.26
Domestic Sales	4,846.20	1,316.55
Other Operating Revenue	7.02	635.37
<b>Revenue from Operation (Gross)</b>	<b>10,044.38</b>	<b>6,745.18</b>
<b>Note 22.1 Particulars of Products Sold</b>		
<b>31-Mar-19</b>	<b>31-Mar-18</b>	
<b>(i) Export Sales</b>		
Granite Slabs	5191.17	4793.26
<b>(ii) Domestic Sales</b>		
Granite Slabs	1319.00	1157.81
Granite Blocks	29.00	0.00
Iron Ore	3498.20	153.15
Scrap Sale	0.00	5.59
<b>Note-23 Other Income</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Share in Profit/loss of Gamut Tradecom LLP	56.88	-
Royalty & DMFT Received	-	8.02
Profit on Sales of Assets	10.02	9.02
Interest Income	107.52	85.07
Exchange Rate Fluctuation	114.31	82.34
Insurance Claim Received	1.10	1.68
Miscellaneous Income	1.19	1.17
Misc. Balances Written-Off	11.84	4.05
<b>Total</b>	<b>302.86</b>	<b>191.34</b>
<b>Note :- Share in Profit/loss of Gamut Tradecom LLP has been taken on the basis of last available Audited Balance Sheet for the year Ending 31.03.2018</b>		
<b>Note-24 Cost of Materials Consumed</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Raw Materials Consumed</b>		
Opening Stock	1,446.22	1,577.10
Add: Purchases	2,047.72	2,105.49
	3,493.94	3,682.60
Less: Closing Stock	1,212.44	1,446.22
<b>Cost of Material Consumed</b>	<b>2,281.50</b>	<b>2,236.37</b>

<b>Note 24.1 Particulars of Raw Materials Consumption</b>		
<i>Granite Block</i>	2,281.50	2,236.37
<b>Note-25 Purchase of Stock-in-Trade</b>		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Trading Purchase	2680.99	230.05
<b>Total</b>	<b>2680.99</b>	<b>230.05</b>
<b>Note-26 Changes in inventories of Finished Goods, Work-in-Progress</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Opening Stock</b>		
Work-in-Progress	187.65	154.56
Finished Goods	3,233.28	3,295.11
Scraps	80.28	81.59
<b>Total [I]</b>	<b>3,501.20</b>	<b>3,531.26</b>
<b>Closing Stock</b>		
Work-in-Progress	272.57	187.65
Finished Goods	2,540.36	3,233.28
Scraps	80.84	80.28
<b>Total [II]</b>	<b>2,893.77</b>	<b>3,501.20</b>
<b>Change in inventories Total [I-II]</b>	<b>607.44</b>	<b>30.05</b>
<b>Note-27 Employee Benefits Expense</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Salaries, Wages and Bonus	752.80	729.18
Contribution to Provident and other funds	141.47	138.78
Staff Welfare Expenses	39.58	42.61
<b>Total</b>	<b>933.85</b>	<b>910.57</b>
<b>Note-28 Finance Cost</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Bank Charges	10.68	13.17
Interest on Term Loan	59.29	81.74
Interest On PCFC	48.26	11.23
Interst on Other	0.33	1.33
Intrest On Unsecured Loan	274.55	229.69
<b>Total</b>	<b>393.11</b>	<b>337.16</b>
<b>Note-29 Depreciation and Amortisation Expenses</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Depreciation	434.84	345.41
Less: Transferred to Pre-Operative Expenditure	-	12.19
<b>Total</b>	<b>434.84</b>	<b>333.22</b>
<b>Note-30 Other Expenses</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Manufacturing Expenses</b>		
Consumption of Stores, Spares & Consumables	1,578.68	1,393.54
Power & Fuel Expenses	404.21	493.48
Entry Tax	-	2.10
Factory Expenses	6.69	4.38
Freight Charges	7.68	7.16
Slurry & Trans. Expenses	16.51	26.48
<u>Repairs &amp; Maintenance</u>	-	
- <i>Plant &amp; Machineries</i>	5.03	5.73
Mining expenses	112.97	6.97
<b>TOTAL [A]</b>	<b>2,131.77</b>	<b>1,939.85</b>



<b>Administrative &amp; Other Expenses</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Communication Expenses	27.40	25.6
Conveyance	8.20	8.6
Demand & Interest	4.41	16.8
Exchange Rate Fluctuation	12.10	89.0
Festival Expenses	3.12	5.0
Fees & Subscription	18.27	15.0
Gardening Expenses	0.12	0.1
Income Tax	1.45	0.3
Insurance Expenses	8.65	7.6
Legal & Professional	12.67	16.7
Loss on sale of Shares	6.89	-
Listing, RTA & Related Expenses	5.36	4.0
Medical Exp.	0.42	1.1
Miscellaneous Expenses	9.88	12.4
Office Expenses	8.03	8.8
Payment to Auditors (Refer details Below)	8.15	6.1
Penalty	1.03	2.3
Pre-operative Expenses written off	2.30	35.8
Printing & Stationary	4.05	4.4
Rates & Taxes	7.47	12.1
Repairs & Maintenance (Others)	5.97	4.6
Security Service Charges	21.69	22.7
Vehicle Running & Maintenance Expenses	25.84	31.2
Dead Rent	5.20	-
<b>TOTAL [B]</b>	<b>208.69</b>	<b>330.18</b>
<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Sales Promotion Expenses	2.29	2.03
Commission Expenses	1.18	20.94
Exhibition Expenses	27.06	33.79
Freight & Forwarding	345.49	305.43
Insurance - Marine	1.89	1.89
Marketing & Travelling Expenses	129.82	84.34
<b>TOTAL [C]</b>	<b>507.74</b>	<b>448.43</b>
<b>GRAND TOTAL [A+B+C]</b>	<b>2,848.20</b>	<b>2,718.46</b>
<b>Note-30.1 Payment to Auditor</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Audit Fees	5.00	4.00
Reimbursement of Expenses	3.15	2.13
<b>Total</b>	<b>8.15</b>	<b>6.13</b>
<b>Note-31 Corporate Social Responsibility Expenditure</b>		
The company has no Obligation for CSR Expenses for FY 2018-19 as per Sec 135 of Company Act 2013. However, Company had incurred CSR expenses of Rs 3.72 lakhs in FY 2017-18.		
<b>Note-32 Income Tax Recognised in Statement of Profit or Loss</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Current Tax</b>		
<b>In respect of Current year</b>		
Regular Tax	-	-
MAT	27.32	20.34
MAT Credit	-	-
<b>In respect of earlier year</b>	-	-
<b>Total Current tax</b>	<b>27.32</b>	<b>20.34</b>
<b>Deferred Tax</b>		
A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Profit before income taxes	157.49	103.71
Enacted tax rate in India	20.587%	19.055%
Computed expected tax expenses	32.42	19.76
Effect of Allowances for tax purpose	-	-
Effect of Non deductible expenses	6.61	-
Others	-11.71	0.58
<b>Tax expense recognised in Statement of Profit and Loss</b>	<b>27.32</b>	<b>20.34</b>

<b>Note-33 Earning Per Share</b>		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Profit after tax	130.17	83.37
Weighted average no. of Equity Share Outstanding	1,351,500	1,351,500
Nominal value of Ordinary share (INR)	10.00	10.00
Basic & diluted earning per share (INR)	9.63	6.17
<b>Note-34 Lease</b>		
The company has taken mines on Operating Lease from "Department of Mines & Geology" and minimum yearly rental is being paid which is adjusted against royalty amount, if payable.		
<b>Note-35 Employee Benefit</b>		
<b>(A) Defined Contribution Plan:-</b>		
The Company operates defined contribution retirement benefit plans for all qualifying employees. Contributions are made to registered provident fund and Employee state insurance administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Contribution to provident fund and other fund recognised in Statement of Profit and Loss	78.12	83.16
<b>(B) Defined Benefit Plan:-</b>		
<b>Gratuity</b>		
In accordance with the provisions of Payment of Gratuity Act, 1972, the company has defined benefit plan which provides for gratuity payment. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the year of employment with the company. The company's gratuity plan is an unfunded plan.		
These plans typically expose the Company to actuarial risks such as: Actuarial Risk, Investment Risk, Liquidity Risk, Market Risk & Legislative Risk:		
<b>A. Actuarial Risk:</b>		
It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:		
<b>Adverse Salary Growth Experience :</b> Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.		
<b>Variability in mortality rates:</b> If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.		
<b>Variability in withdrawal rates:</b> If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.		
<b>B. Investment Risk :</b>		
For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.		
<b>C. Liquidity Risk:</b>		
Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.		
<b>D. Market Risk:</b>		
Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.		
<b>E. Legislative Risk:</b>		
Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.		
No other post-retirement benefits are provided to the employees.		
The actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2018 by a certified actuary of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.		

**Assumptions:**

The principal assumptions used for the purposes of the actuarial valuations are given below:

Particulars	31-Mar-19	31-Mar-18
Discount Rate	7.20%	7.55%
Future Salary Growth rate	6.00%	6.00%
Rate of Return on Plan Assets	-	-
Mortality table used Indian Assured Lives Mortality (2006-08) Ultimate	10% at younger ages reducing to 2% at older ages	

( Rupees in Lakhs)

**Projected Benefit Obligation**

Particulars	31-Mar-19	31-Mar-18
Projected benefit Obligation at beginning of the year	242.52	216.62
Interest Cost	25.76	5.37
Current Service Cost	18.45	18.24
Past Service Cost	-	15.19
Actuarial (Gain)/Loss	11.23	(2.71)
Benefits paid	(11.96)	(10.20)
<b>Projected benefit Obligation at end of the year</b>	<b>286.00</b>	<b>242.52</b>

**Amount recognised in the Balance Sheet:**

Particulars	31-Mar-19	31-Mar-18
<b>Amount recognised in the Balance Sheet:</b>		
Projected benefit Obligation at end of the year	286.00	242.52
Fair Value of Plan Assets as at year end	-	-
<b>Net (Asset)/Liability recognized in the Balance Sheet</b>	<b>286.00</b>	<b>242.52</b>

**Cost of the defined benefit plan for the year:**

Particulars	31-Mar-19	31-Mar-18
Current Service Cost	18.45	18.24
Interest Cost	25.76	5.37
Past Service Cost	-	15.19
Expected Return on plan Asset	-	-
<b>Components of defined benefit cost recognised in the Statement of Profit &amp; Loss</b>	<b>44.21</b>	<b>38.80</b>

**Remeasurement on the net defined benefit liability:****Experience Adjustment**

Particulars	31-Mar-19	31-Mar-18
Present value of defined benefit obligation	286.00	242.52
Fair Value of plan assets	-	-
Balance Sheet (Liability)/ Asset	286.00	242.52
P&L (Income)/ expenses	30.61	33.39
Experience adjustment on plan liabilities (gain)/ loss	20.42	6.26
Experience adjustment on plan assets gain/ (loss)	-	-

**Sensitivity analysis in respect of the actuarial assumptions used in calculation of defined benefit obligation are given below:**

Particulars	Increase	Decrease
Discount rate - 0.5%	275.93	296.73
Salary Growth rate - 0.5%	296.42	276.13
Withdrawal rate - 10%	287.31	284.61

**Leave Encashment**

Compensated absence liability recognised as expense for the year is Rs. 18.27 Lakhs (Previous Year Rs. 16.73 Lakhs). The said amount has been calculated by the management. It has been calculated on the basis of leaves accumulated during the year other relevant factors.

**Note-36 Capital Management**

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's risk management committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

**Note-37 Related Party Disclosures**

The Company has made the following transactions with related parties as defined under the provisions of Indian Accounting Standard-24 issued by the Institute of Chartered Accountants of India & notified by MCA under Companies (Indian Accounting Standard) Rules, 2015, as amended.

List of related parties with whom transaction have takenplace during the year along with the nature and volume of transaction is given below from 01.04.2018 to 31.03.2019.

Particulars	Relations	
Directors & Key managerial persons & their associate concerns		
Jagdish Magniram Agarwal	Managing Director	
Kapil Jagdish Agarwal	Executive Director	
Geetadevi Agarwal Agarwal	Non Executive Director	
Pradeep Kumar Jain	Non Executive Independent Director	
Vikash Mishra	Non Executive Independent Director	
Vinod Choudhary	Non Executive Independent Director	
Sumeet Agarwal	Non Executive Director	
Sagarmal Agarwal	Non Executive Independent Director	
Jayanti Oza	Non Executive Independent Director	
Enterprises owned/controlled by directors & their relatives		
Relations with Directors		
Geetanjali Marble	Director is Partner in the Firm	
Krishna Marble	Director is Partner in the Firm	
Ojaswi Marble & Granites P Ltd	Director is the Director of the Company	
Pacific Exports	Director is Partner in the Firm	
Pacific Leasing And Research Ltd	Director is the Director of the Company	
Rahul Marble Private Limited	Director is the Director of the Company	
Yash Processors P Ltd	Director is the Director of the Company	
Gaze Fashiontrade Limited	Subsidiary of Pacific Industries Ltd	
Gist Minerals Technologies Limited	Subsidiary of Pacific Industries Ltd	
Biswas Solar Instrument Private Limited	Subsidiary of Gaze Fashiontrade Limited	
Saha Coloured & Flavour Spirit Manufacturer Pvt Ltd	Subsidiary of Gist Minerals Technology Limited	
Blood Hound Security Company Pvt Ltd	Subsidiary of Gaze Fashiontrade Limited	
Radhika Vyapaar Pvt Ltd	Subsidiary of Gaze Fashiontrade Limited	
Geetanjali Investech Holding India Pvt Ltd	Director is the Director of the Company	
M R Agarwal Holding LLP	Director is Partner in the LLP	
Maheshwari Financial Services Ltd	Director is the Director of the Company	
Pacific Iron Manufacturing Ltd	Director is the Director of the Company	
Geetanjali Infosystems Pvt Ltd	Director is the Director of the Company	
Bhola Motors Finance Pvt Ltd	Director is the Director of the Company	
Gamut Tradecom LLP	Director is the Director of the Company	
Transactions with Key management persons		
Nature of transaction	31-Mar-19	31-Mar-18
Remuneration	48.00	48.00
Employer's Contribution to Provident Fund	5.76	5.76
Loan Outstanding as 31st march (Liabilities)	254.07	1,039.49
Out of the above items, transactions in excess of 10% of the total related party transactions are as under:		
Remuneration	31-Mar-19	31-Mar-18
Kapil Agarwal	24.00	24.00
J.P. Agarwal	24.00	24.00
	( Rupees in Lakhs)	
Employer's Contribution to Provident Fund	31-Mar-19	31-Mar-18
Kapil Agarwal	2.88	2.88
J.P. Agarwal	2.88	2.88
Loan outstanding as 31st march (Liabilities)	31-Mar-19	31-Mar-18
Geeta Devi Agarwal	139.21	280.82
Kapil Agarwal	64.28	744.42
J.P. Agarwal	50.58	14.24

Transactions with Enterprises owned & controlled by the Directors and their relatives		
Nature of transaction	31-Mar-19	31-Mar-18
Purchase	4093.24	443.09
Sales	-	1.89
Interest Received	56.63	69.06
Interest Paid	335.00	230.29
Trade Payables	693.01	299.85
Advance outstanding as on 31st March (Assets)	1733.03	821.24
Loan Outstanding as 31st March (Liabilities)	6527.96	2873.75
Investments	67.87	26.00
Out of the above items, transactions in excess of 10% of the total related party transactions are as under:		
<b><u>Purchase</u></b>		
Krishna Marble	960.69	181.03
Rahul Marbles Private Limited	-	69.09
Pacific Iron Manufacturing Ltd	2,736.19	120.89
Saha coloured and flavour manufacturer pvt ltd	44.97	-
Radhika Vyapaar pvt ltd	197.82	-
Biswas Solar Instruments Pvt Ltd	153.57	-
Others ( Below 10%)	-	72.07
<b><u>Sales</u></b>		
Rahul Marbles Private Limited	-	1.89
<b><u>Interest received</u></b>		
Gist minerals technologies Ltd	48.41	61.04
Gaze Fashion Trade Ltd	5.44	8.01
Saha coloured and flavour manufacturer pvt ltd	2.77	-
<b><u>Interest Paid</u></b>		
Saha coloured and flavour manufacturer pvt ltd	-	49.59
Bhola Motor Finance Pvt Ltd	21.84	158.24
Radhika Vyaapar Pvt Ltd	37.04	20.43
Biswas Solar Instruments Pvt Ltd	270.30	-
Blood Hound Security Company Pvt Ltd	5.82	-
Others (Below 10%)	-	2.03
<b><u>Trade Payable</u></b>		
Pacific Iron Manufacturing Ltd	267.12	120.89
Krishna Marble	34.42	4.45
Yash processors Pvt Ltd	67.89	149.39
Saha coloured and flavour manufacturer pvt ltd	2.99	25.12
Radhika Vyaapar pvt ltd	178.24	-
Biswas Solar Instruments Pvt Ltd	142.14	-
Others (Below 10%)	0.20	0.00
<b><u>Advance Outstanding (Assets)</u></b>		
Gist Minerals Technologis Ltd	597.67	725.60
Gaze Fashion Trade Ltd	82.52	69.62
Saha coloured and flavour manufacturer pvt ltd	1052.84	-
Others (Below 10%)	0.00	26.02
<b><u>Loan Outstanding (Liabilities)</u></b>		
Radhika Vyapaar Pvt Ltd	247.43	62.09
Saha coloured and flavour manufacturer Pvt. Ltd.	-	818.51
Bhola Motor Finance Pvt Ltd	1632.87	1,192.63
Biswas Solar Instruments Pvt Ltd	3850.29	800.52
Blood Hound Security Company Pvt Ltd	797.37	-
<b><u>Investments</u></b>		
Gist Minerals Technologis Ltd	10.00	10.00
Gaze Fashion Trade Ltd	10.00	10.00
Gamut Tradecom LLP	47.87	6.00
<b>Note-38</b> Debit & Credit Balances appearing under Sundry Debtors, Loans & Advances, Unsecured Loans, Sundry Creditors are subject to confirmation & reconciliation. Adjustment, if any, in these accounts will be made as & when finally reconciled & confirmed. Trade Receivables & Trade Payables have been taken at their book value after making necessary adjustment on account of foreign exchange fluctuation except in case of some old balances lying in account.		

**Note-39 Contingent Liabilities/Commitments, Contingent Assets & Pending Litigations****Contingent Liabilities**

(A) Claims against the company not acknowledged as debt.

A.1 Demand of Rs 8.66 lacs against which the company has deposited Rs 8.66 lacs under Central Excise act against which the company has filed an appeal.

A.2 Service Tax refund claim rejection of Rs 11.02 lacs against which the company is persuing the matter with concerned department.

A.3 Demand Raised by the Central Excise Commissionerate of Rs 1.72 Crores against which Rs 62.32 Lacs is deposited by the company. The Said Matter has been taken to the High Court and the petition is still pending.

A.4 The company has a total demand of Rs. 87.68 lacs of Custom Duty out of which the company has deposited Rs. 7.83 Lacs under protest against which the company has filed an appeal.

A.5 The company has a total demand of Rs. 1095.52 Lacs (555.14 Lacs for the AY 15-16, 255.02 Lacs for AY 14-15 & 285.35 Lacs for AY 11-12) for which company has filed an appeal before CIT (Appeal) and CIT (Appeal) has given the relief by the order passed by him. The Income Tax Department has filed an appeal before ITAT against the order of CIT (Appeal). The company has deposited Rs. 28.50 Lacs under protest for the aforesaid matter.

**(B) Other Contingents Liabilities**

B.1 Show cause notice received from excise authorities of Rs 1.02 crore in respect of excise duty imposed on ground of availing wrong benefit of exemption notification on imported marble blocks, however no demand has been received from the excise authorities against the same and based on the legal opinion obtained, the company does not expect any liability on this account.

B.2 Show Cause notice received from excise authorities of Rs 4.94 crore in respect of custom duty under the provision of Custom Act 1962 imposed on ground of availing wrong benefit of exemption notification on imported marble blocks. However no demand has been received from the Custom authorities against the same and based on the legal opinion obtained, the company does not expect any liability on this account.

B.3 Show Cause notice Received From Custom Authorities of RS 9.29 Lacs of Custom Duty under the Provision of Custom Act 1962 imposed on Ground of Wrongly Availing of Custom duty Benefits (Duty Forgone) on Saw Blades and Steel Grits imported /procured under concessional rate of duty during Period of July 2016 to June 2017. However, no demand has been received from the custom authorities against the same and based on Legal opinion obtained, the company does not expect any liabilities on this account.

**Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for - Nil

**(C) Contingent Assets - Nil****Note 40: Fair Value Measurement**

The following table shows the carrying amounts and fair values of Investments including their levels in the fair value hierarchy.

Financial assets	Fair Value as at		Fair Value	Valuation techniques & key
	31-Mar-19	31-Mar-18		
Investments in quoted equity instruments at FVTOCI	104.50	66.16	Level-1	Quoted market price in an active market
Investments in unquoted instruments at Amortized Cost	68.26	26.4	Level-3	Refer Note (b)Below

Particulars	31-Mar-19		31-Mar-18	
	Amortised cost	Carrying value	Amortised cost	Carrying value
<b>Financial Assets</b>				
(i) Trade receivables	3,244.76	3,244.76	2,986.87	2,986.87
(ii) Loans	2,019.06	2,019.06	1,067.69	1,067.69
(iii) Others	10.57	10.57	7.28	7.28
(iv) Bank Balance	64.79	64.79	74.10	74.10
<b>Total</b>	<b>5,339.18</b>	<b>5,339.18</b>	<b>4,135.94</b>	<b>4,135.94</b>
<b>Financial Liabilities</b>				
(i) Borrowings	8,426.05	8,426.05	5,676.49	5,676.49
(ii) Trade payables	1,553.97	1,553.97	1,263.17	1,263.17
(iii) Other financial liabilities	3,204.69	3,204.69	1,048.64	1,048.64
<b>Total</b>	<b>13,184.71</b>	<b>13,184.71</b>	<b>7,988.31</b>	<b>7,988.31</b>

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

- 1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.
- 2) Long-term variable-rate borrowings are evaluated by the Company based on parameters such as interest rates, specific country risk factors, credit risk and other risk characteristics. Fair value of variable interest rate borrowings approximates their carrying values. Risk of other factors for the company is considered to be insignificant in valuation.

**Note 41: Financial Risk Management****Financial risk management policy and objectives**

The key objective of the Company's financial risk management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Company is focused on maintaining a strong equity base to ensure independence, security, as well as financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

Company's principal financial liabilities, comprise Borrowings from Banks, trade and other payables. The main purpose of these financial liabilities is to finance Company's operations and plant expansion. Company's principal financial assets include investments, trade and other receivables, deposits with banks and cash and cash equivalents, that derive directly from its operations.

Company is exposed to market risk, credit risk and liquidity risk.

The Company's Board oversees the management of these risks. The Company's Board is supported by senior management team that advises on financial risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance to the Company's Board that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

**i) Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and price risk. Financial instruments affected by market risk include investments in equity shares, security deposits, trade and other receivables, deposits with banks and financial liabilities.

The sensitivity analysis in the following sections relate to the position as at 31 March 2019 and 31 March 2018. The sensitivity of the relevant income statement item is the effect of the assumed changes in respective market risks.

**a) Foreign currency risk**

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign exchange risk arising from foreign currency transactions primarily to USD & EURO. Company do not enter into any derivative instrument in order to hedge its foreign currency risks.

**Foreign currency sensitivity**

The following tables demonstrate the sensitivity to a reasonably possible change by 5% in USD & EURO exchange rates, with all other variables held constant.

Financial Exposure	31-Mar-19	31-Mar-18
<b>Financial liabilities:</b>		
USD Converted in Rupees	2,840.71	1,661.57
EURO Converted in Rupees	1,338.20	430.76
<b>Net exposure</b>	<b>4,178.91</b>	<b>2,092.33</b>

**Sensitivity Analysis**

Currency	Amount in INR	
	31-Mar-19	31-Mar-18
USD	2,840.71	1,661.57
EURO	1,338.20	430.76

Currency	5% increase		5% decrease	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
USD	142.04	83.08	(142.04)	(83.08)
EURO	66.91	21.54	(66.91)	(21.54)





Particulars	31-Mar-19		31-Mar-18	
	<6 months	>6months	<6 months	>6months
Trade Receivables	2410.51	834.25	1362.62	1624.26
<p>Liquidity risk is the risk that the Company may not be able to meet its present and future cash flow obligations without incurring unacceptable losses. Company's objective is to, at all time maintain optimum levels of liquidity to meet its cash requirements. Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including overdraft, debt from banks at optimised cost and cash flow from operations.</p> <p>The table summarises the maturity profile of Company's financial liabilities as follows:</p>				
Particulars	31-Mar-19			
	Within 1 year	>1 years	Total	
Borrowings	1,295.97	7,130.08	8,426.05	
Other liabilities	3,204.69	-	3,204.69	
Trade and other payable	1,553.97	-	1,553.97	
Particulars	31-Mar-18			
	Within 1 year	>1 years	Total	
Borrowings	1,482.67	4,193.82	5,676.49	
Other liabilities	1,048.64	-	1,048.64	
Trade and other payable	1,263.17	-	1,263.17	
<b>Note 42. Segement Reporting</b>				
Company has considered business segment as the primary segment for disclosure. The business segments are Marble & Granite, Trading other than Marble & Granite & Other Services.				
PARTICULARS		FOR THE YEAR ENDED		
		31-Mar-19	31-Mar-18	
<b>Segment Revenue</b>				
A.Marble & Granites(Net)		6546.18	5978.12	
B. Trading Other than Marble & Granite		3498.20	153.15	
C.Others Services		0.00	613.91	
<b>Revenue From Operations(Including Other Income)</b>		<b>10044.38</b>	<b>6745.18</b>	
<b>Segment Results</b>				
<b>Profit/Loss Before Charging Unallocable Expenditures</b>				
A.Marble & Granites		(387.00)	(91.58)	
B. Trading Other than Marble & Granite		937.60	39.15	
C.Others Services		0.00	493.30	
Unallocable Expenses (Tax+Finance Cost)		420.43	357.50	
<b>Net Result</b>		<b>130.17</b>	<b>83.37</b>	
<b>Segment wise capital employed (Segment Assets- Segment Liabilities)</b>				
A.Marble & Granites		13163.00	9980.69	
B. Trading Other than Marble & Granite		444.01	41.54	
C.Others Services		0.00	488.42	
<b>Total</b>		<b>13607.01</b>	<b>10510.65</b>	
<p><b>43.</b> The previous year's figures have been regrouped, rearranged and reclassified to conform to current year Ind-AS presentation requirements.</p>				
<b>For Ravi Sharma &amp; Co.</b> Chartered Accountants (FRN 015143C)		<b>For and on behalf of Board of Directors</b> Pacific Industries Limited		
(Paras Bhatia) Partner M.No. 418196		(J.P. Agarwal) (Chairman & Managing Director) DIN:00386183		
		(Kapil Agarwal) (Executive Director & CFO) DIN:00386298		
Date: 30th May 2019 Place: Udaipur		(Sachin Shah) (Company Secretary) (PAN : CFLPS2451B)		

## **Independent Auditor's Report**

To  
The Members of  
**Pacific Industries Limited**

### **Report on the Consolidated Financial Statements**

We have audited the consolidated financial statements of **Pacific Industries Limited** (hereinafter referred to as the ("Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2019, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us "except for the effects of the matter described in the Basis for Qualified Opinion section" and based on the consideration of reports of other auditors on separate financial statements of the subsidiaries referred to below in the Other Matter section below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ('Ind AS') and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2019, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year ended on that date.

### **Basis for Qualified Opinion**

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

**Refer Note No. 38 of Notes on Consolidated Ind AS Financial Statements regarding confirmation & reconciliation of various Debit and Credit balances appearing under various heads & non-provision of exchange fluctuation w.r.t certain old balances. Final reconciliations/confirmations of the same may affect our disclosure**

In our opinion and to the best of our information and according to the explanations given to us, these consolidated financial results include the financial results of the following entities:

- a. Gist Minerals Technologies Limited (Subsidiary)
- b. Gaze Fashion trade Limited (Subsidiary)
- c. Radhika Vyapaar Private Limited (Step Down Subsidiary)
- d. Biswas Solar Instrument Private Limited (Step Down Subsidiary)
- e. Blood Hound Security Company Private Limited (Step Down Subsidiary)
- f. Saha Coloured & Flavour Spirit Manufacturer Private Limited (Step Down Subsidiary)

### **Key Audit Matters**

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

<b>The Key Audit Matter</b>	<b>How was the matter addressed in our audit</b>
<b><u>Revenue Recognition:</u> -</b>	
Revenue is one of the key profit drivers and is therefore susceptible to misstatement. Cut-off is the key assertion in so far as revenue recognition is concerned, since an inappropriate cut-off can result in material misstatement of result for the year.	Our audit procedure with regard to revenue recognition include testing controls, automated and manual, around dispatches/ deliveries, inventory reconciliations and circularization of receivable balances, substantive testing for cut-offs and analytical review procedure.
<b><u>Related Party Disclosures</u></b>	
Accuracy and completeness of disclosure of related party transactions and compliance with the provisions of Companies Act 2013 and SEBI (Listing	Our procedures in relation to the disclosure of related party transactions included: • Obtaining an understanding of the

<p>Obligations and Disclosure Requirements) Regulations, 2015, as amended ('SEBI (LODR) 2015') (as described in note 37 of the consolidated Ind AS financial statements)</p> <p>We identified the accuracy and completeness of disclosure of related party transactions as set out in respective notes to the Consolidated Ind AS financial statements as a key audit matter due to:</p> <ul style="list-style-type: none"> <li>• the significance of transactions with related parties during the year ended March 31, 2019.</li> <li>• Related party transactions are subject to the compliance requirement under the Companies Act 2013 and SEBI (LODR) 2015.</li> </ul>	<p>Company's policies and procedures in respect of the capturing of related party transactions and how management ensures all transactions and balances with related parties have been disclosed in the Consolidated Ind AS financial statements.</p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the Company's policies and procedures in respect of evaluating arms-length pricing and approval process by the audit committee and the board of directors.</li> <li>• Agreeing the amounts disclosed to underlying documentation and reading relevant agreements, evaluation of arms-length, on a sample basis, as part of our evaluation of the disclosure.</li> <li>• Assessing management evaluation of compliance with the provisions of Section 177 and Section 188 of the companies Act 2013 and SEBI (LODR) 2015.</li> <li>• Evaluating the disclosures through reading of statutory information, books and records and other documents obtained during the course of our audit.</li> </ul>
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### **Information other than the Consolidated Financial Statements and Auditors' Report Thereon ("Other Information")**

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and our auditors' report thereon.

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

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

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

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

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

## **Auditors' Responsibilities for the Audit of the Consolidated Financial Statement**

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of such entities or business activities within the Group to express an opinion on the consolidated financial statements, of which we are the independent auditors. We are responsible for the direction, supervision and performance of the audit of financial information of such entities. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and

performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in para (a) of the section titled 'Other Matters' in this audit report.

We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

### **Other Matters**

We did not audit the financial statements of six subsidiaries and step down Subsidiaries, whose financial statements reflect total assets of Rs. 29975.51 Lacs as at 31 March 2019, total revenues of Rs.1223.45 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of section 143 of the Act, in so far as it relates to

the aforesaid subsidiaries, is based solely on the audit reports of the other auditors. Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the management.

### **Report on Other Legal & Regulatory Requirement**

1. The report does not include a statement on the matters specified in paragraph 3 & 4 of the companies (Auditor's Report) Order, 2016 issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, since in our opinion the said order is not applicable to the presentation of Consolidated Financial Statements.
2. (A) As required by Section 143 (3) of the Act, we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
  - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statement.
  - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies, is disqualified as on 31 March 2019 from being appointed as a director in terms of section 164(2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, its subsidiary companies, and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014,



in our opinion and to the best of our information and according to the explanations given to us:

- i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2019 on the consolidated financial position of the Group. Refer Note 39 to the consolidated financial statements;
- ii. The Company and its Subsidiaries did not have any long-term contract including derivatives contracts for which there were any material foreseeable losses; and
- iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies incorporated in India.

(C) With respect to the matter to be included in the Auditor's report under section 197(16):

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies which were not audited by us, the remuneration paid during the current year by the Holding Company, its subsidiary companies, to its directors is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director by the Holding Company, its subsidiary companies, is not in excess of the limit laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

**For Ravi Sharma & Company**  
**Chartered Accountants**  
**FRN: 015143C**

**(CA Paras Bhatia)**  
**Partner**  
**M.No. 418196**

**Date: 30<sup>th</sup> May 2019**  
**Place: Udaipur**

## **Annexure I to the Independent Auditors' Report of Pacific Industries Limited**

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2019, we have audited the internal financial controls with reference to consolidated financial statements of **Pacific Industries Ltd** (hereinafter referred to as "the Holding Company") and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies as of that date.

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

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

The respective Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to financial statements based on the criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's IFCoFR based on our audit. We conducted our audit in accordance with the Standards on Auditing, issued by the ICAI and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of IFCoFR and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note

require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate IFCoFR were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

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

A Company's internal financial controls with reference to financial statements 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 controls with reference to financial statements 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 with reference to financial statements, 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 with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate

Other Matters Our aforesaid reports under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to six subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

**For Ravi Sharma & Company**  
**Chartered Accountants**  
**FRN: 015143C**

**(Paras Bhatia)**  
**Partner**  
**M.No.: 418196**

**Date: 30<sup>th</sup> May 2019**  
**Place: Udaipur**

# Pacific Industries Limited

Regd Office: Survey No. 13, N. H. 48, Kempalinganhalli, Nelamangala Taluk, Bangalore (Rural) ,Bengaluru ,Karnataka ,562123,  
Phone:0294-2440933  
Website: www.pacificindustriesltd.com, E-mail: pilnorth@pacificgranites.com,  
CIN: L14101KA1989PLC062041

## Consolidated Balance Sheet as at 31st March 2019

( Rupees in Lakhs)

S. No.	Particulars	Note No.	As at 31st March 2019	As at 31st March 2018
	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Property, Plant & Equipment	3	3,585.59	2,771.09
	(b) Capital work-in-progress	3	4,715.26	948.79
	(c) Other Intangible Asset	3	0.00	0.02
	(d) Financial Assets			
	(i) Investments	4	9,196.62	6,798.28
	(ii) Loans & Advances	5	5,692.89	6,500.29
	(e) Other non-current assets	6	219.24	174.27
	<b>Total Non-current Asset</b>		<b>23,409.61</b>	<b>17,192.72</b>
(2)	<b>Current assets</b>			
	(a) Inventories	7	4,628.56	5,552.48
	(b) Financial Assets			
	(i) Investments	4	2,444.26	886.78
	(ii) Trade Receivable	8	5,304.07	5,675.34
	(iii) Cash and Cash equivalents	9	153.96	175.72
	(iv) Other Bank Balances	10	776.91	559.73
	(v) Loans & Advances	5	2,133.53	3,310.21
	(vi) Other Financial Asset	11	3,150.58	8,397.98
	(c) Other current assets	6	1,120.55	752.10
	<b>Total Current Asset</b>		<b>19,712.42</b>	<b>25,310.34</b>
	<b>Total Assets</b>		<b>43,122.03</b>	<b>42,503.06</b>
II.	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>EQUITY</b>			
	(a) Equity Share capital	12	135.15	135.15
	(b) Other Equity	13	31,399.87	31,360.47
	<b>Total Equity</b>		<b>31,535.02</b>	<b>31,495.62</b>
(2)	<b>Non-current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	14	2,234.99	2,537.82
	(b) Provisions	15	187.41	204.49
	(c ) Deferred tax liabilities (Net)	16	-	-
	<b>Total Non-current Liabilities</b>		<b>2,422.40</b>	<b>2,742.31</b>
(3)	<b>Current liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	17	1,295.97	1,482.67
	(ii) Trade Payables	18	3,878.37	4,774.20
	(iii) Other Financial Liabilities	19	3,357.32	1,594.41
	(b) Other current liabilities	20	407.32	270.25
	(c) Provisions	15	177.41	114.65
	(d) Current tax liabilities (net)	21	48.21	28.94
	<b>Total Current Liabilities</b>		<b>9,164.61</b>	<b>8,265.12</b>
	<b>Total Liabilities</b>		<b>11,587.01</b>	<b>11,007.44</b>
	<b>Total Equity and Liabilities</b>		<b>43,122.03</b>	<b>42,503.07</b>

Significant accounting Policies

1 & 2

Notes forming Part of Financial Statements

1 to 44

As per our Report of even date

For and on behalf of Board of Directors

For Ravi Sharma & Co.

Pacific Industries Limited

Chartered Accountants

(FRN 015143C)

(Paras Bhatia)

Partner

M.No. 418196

(J.P. Agarwal)

(Chairman & Managing Director)

DIN:00386183

(Kapil Agarwal)

(Executive Director & CFO)

DIN:00386298

(Sachin Shah)

(Company Secretary)

(PAN : CFLPS2451B)

Date: 30th May 2019

Place: Udaipur

# Pacific Industries Limited

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,562123, Phone:0294-2440933  
Website: www.pacificindustriesltd.com, E-mail: pilnorth@pacificgranites.com,  
CIN: L14101KA1989PLC062041

## Consolidated Statement of Profit & Loss for the Year ended on 31st March 2019

( Rupees in Lakhs)

S. No.	Particulars	Note No.	Year ended 31st March 2019	Year ended 31st March 2018
I.	Revenue from operations	22	10,216.03	6,795.99
II.	Other income	23	621.78	629.17
III.	<b>Total Revenue (I + II)</b>		<b>10,837.81</b>	<b>7,425.16</b>
IV.	<b>Expenses:</b>			
	Cost of Materials Consumed	24	2,281.50	2,212.24
	Purchases of Stock-in-Trade	25	2,828.40	291.73
	Changes in inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	26	607.44	30.05
	Employee Benefits Expense	27	974.31	910.84
	Finance costs	28	137.77	266.37
	Depreciation and amortization expense	29	435.24	333.49
	Other expenses	30	3,541.80	3,279.36
	Excise on Sales		9.84	36.92
	<b>Total expenses</b>		<b>10,816.28</b>	<b>7,361.00</b>
V.	Profit before exceptional items and tax (III-IV)		<b>21.53</b>	<b>64.16</b>
VI.	Exceptional items			-
VII.	<b>Profit before tax (V- VI)</b>		<b>21.53</b>	<b>64.16</b>
VIII.	Tax expense:			
	(1) Current tax	32	33.90	28.94
	(2) Deferred tax	32		-
	<b>Total Tax Expenses</b>		<b>33.90</b>	<b>28.94</b>
IX.	<b>Profit (Loss) for the period</b>		<b>(12.37)</b>	<b>35.22</b>
	<b>Other Comprehensive Income</b>			
(a)	(i) Items that will not be reclassified subsequently to profit or loss		9.98	(57.46)
	(ii) Income tax relating to items that will not be reclassified subsequently to profit or loss		-14.32	-
(b)	(i) Items that will be reclassified subsequently to profit or loss			-
	(ii) Income tax relating to items that will be reclassified subsequently to profit or loss			-
	<b>Total Other Comprehensive income</b>		<b>(4.33)</b>	<b>(57.46)</b>
	<b>Total Comprehensive Income for the year</b>		<b>(16.71)</b>	<b>(22.24)</b>
X.	<b>Earnings per equity share:</b>			
	(1) Basic	33	(0.92)	2.61
	(2) Diluted	33	(0.92)	2.61

Significant accounting Policies

1 & 2

Notes Forming Part of Financial Statements

1 to 44

As per our Report of even date

For and on behalf of Board of Directors

For Ravi Sharma & Co.

Pacific Industries Limited

Chartered Accountants

(FRN 015143C)

(Paras Bhatia)

Partner

M.No. 418196

(J.P. Agarwal)

(Chairman &

Managing Director)

DIN:00386183

(Kapil Agarwal)

(Executive

Director & CFO)

DIN:00386298

Date: 30th May 2019

Place: Udaipur

(Sachin Shah)

(Company Secretary)

(PAN : CFLPS2451B)

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CIN: L14101KA1989PLC062041

## Consolidated Cash Flow Statement for the year ended 31st March, 2019

( Rupees in Lakhs)

Particulars		Year ended 31st March 2019	Year ended 31st March 2018
A.	<b>Cash flow from Operating Activities</b>		
	<b>Profit before income tax</b>	<b>21.53</b>	<b>64.16</b>
	Adjustment for		
	Depreciation and amortisation expenses	435.24	333.49
	Pre-Operative Expense		12.19
	Profit on sale of Fixed Assets	(2.56)	(9.02)
	Loss on sale of Fixed Assets	6.89	108.40
	Loss on FVTPL	10.54	390.50
	Loss on Sale Of Share	2.91	
	Finance Costs	127.07	253.16
	Actuarial Gain/ (Loss)	(11.23)	2.71
	Interest Income	(418.17)	(518.42)
	<b>Change in operating assets and liabilities</b>		
	(Increase) in Inventories	923.92	105.14
	(Increase)/Decrease in Trade receivables	371.27	-920.87
	(Increase)/Decrease in financial assets	5,247.39	2,522.46
	(Increase)/Decrease in Loans & Advances	1,176.68	2,354.37
	(Increase)/Decrease in Other Current Assets	(368.45)	(72.63)
	Increase/(Decrease) in Provisions	45.67	32.51
	Increase/(Decrease) in Trade Payables	(895.82)	643.13
	Increase/(Decrease) in Other Current Liabilities	137.32	3.11
	Increase/(Decrease) in Other Financial Liabilities	1,941.01	624.60
	<b>Cash generated from operations</b>	<b>8,751.21</b>	<b>5,929.00</b>
	Income Tax paid	(28.94)	(18.97)
	<b>Net cash flow from operating activities</b>	<b>8,722.27</b>	<b>5,910.03</b>
B.	<b>Cash flow from Investing Activities</b>		
	Purchase of Fixed Assets	(5,093.81)	(970.92)
	Sale of Fixed Assets	73.66	20.82
	(Increase)/Decrease in Fixed Deposits	(217.17)	(434.06)
	(Increase)/Decrease in Long term Loans & advances	807.39	(2,849.00)
	(Increase)/Decrease in Other Non-current Assets	(44.97)	(73.45)
	(Purchase)/Sale of Investments	(3,892.59)	(2,581.35)
	Interest Income	418.17	518.42
	<b>Net cash flow from investing activities</b>	<b>(7,949.32)</b>	<b>(6,369.54)</b>
C.	<b>Cash flow from financing activities</b>		
	Increase in Long Term Borrowings	(302.83)	27.95
	Increase in Short Term Borrowings	(364.80)	502.55
	Finance Costs	(127.07)	(253.16)
	<b>Net cash flow from financing activities</b>	<b>(794.70)</b>	<b>277.33</b>
	<b>Net increase / ( decrease) in cash and cash equivalents</b>	<b>(21.76)</b>	<b>(182.18)</b>
	<b>Cash and cash equivalents at the beginning of the year</b>	<b>175.72</b>	<b>357.89</b>
	<b>Cash and cash equivalents at the end of the year</b>	<b>153.96</b>	<b>175.72</b>

Significant accounting Policies

1 & 2

Notes Forming Part of Financial Statements

1 to 44

As per our Report of even date

For and on behalf of Board of Directors

For Ravi Sharma & Co.

Pacific Industries Limited

Chartered Accountants

(FRN 015143C)

(Paras Bhatia)

(J.P. Agarwal)

(Kapil Agarwal)

Partner

(Chairman & Managing Director)

(Executive Director & CFO)

M.No. 418196

DIN:00386183

DIN:00386298

Date: 30th May 2019

(Sachin Shah)

Place: Udaipur

(Company Secretary)

(PAN : CFLPS2451B)

# Pacific Industries Limited

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Website: [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com), E-mail: [pilnorth@pacificgranites.com](mailto:pilnorth@pacificgranites.com),

## Consolidated Statement of Changes in Equity

A	Equity Share Capital			( Rupees in Lakhs)		
	Particular	Note	Amount			
	As on 31st March 2018	13	135.15			
	Changes in equity share capital		-			
	As on 31st March 2019	13	135.15			
B	Other Equity					
	Particular	Reserve & Surplus		Items of Other Comprehensive income		TOTAL
		Retained Earning	Capital Reserve	Investments	Remeasurement of net defined benefit Plans	
	Balance at 1st April 2018	6,109.64	24,843.34	419.44	(11.93)	31,360.47
	Profit for the year/ Transfer to Retained Earnings	(12.37)	-		-	(12.37)
	Fair Value through OCI	(16.63)	-	(37.28)	-	(53.91)
	Remeasurement of Defined Benefit Plans	-	-	116.90	(11.23)	105.67
	Balance as at 31 March 2019	6,080.63	24,843.34	499.07	(23.16)	31,399.87

Significant accounting Policies  
Notes Forming Part of Financial Statements

1 & 2

1 to 44

As per our Report of even date  
For Ravi Sharma & Co.  
Chartered Accountants  
(FRN 015143C)

For and on behalf of Board of Directors  
Pacific Industries Limited

(Paras Bhatia)  
Partner  
M.No. 418196

(J.P. Agarwal)  
(Chairman & Managing Director)  
DIN:00386183

(Kapil Agarwal)  
(Executive Director & CFO)  
DIN:00386298

Date: 30th May 2019  
Place: Udaipur

(Sachin Shah)  
(Company Secretary)  
(PAN : CFLPS2451B)



# Pacific Industries Limited

Regd Office: Survey No. 13, N. H. 48, Kempalinganhalli, Nelamangala Taluk, Bangalore (Rural) ,Bengaluru ,Karnataka ,562123,  
Phone:0294-2440933

Website: [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com), E-mail: [pilnorth@pacificgranites.com](mailto:pilnorth@pacificgranites.com), CIN: L14101KA1989PLC062041

## Notes to the Consolidated Ind AS Financial Statement for the year ended 31st March 2019

### Note 1 : Corporate Information

Pacific Industries Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay Stock Exchange in India. The company is engaged in the export, manufacturing & trading of Granite tiles & slabs, Iron Ores and other goods and commission activities.

The Board of Directors approved the Financial Statements for the year ended March 31, 2019 and authorised for issue on May 30, 2019.

### Note 2 : Significant accounting policies

The following are the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of Preparation

The financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

#### 2.2 Basis of measurement

These financial statements have been prepared on the historical cost basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

#### 2.3 Functional and Presentation Currency

The financial statements are prepared in Indian Rupees ("INR") which is the Company's presentation currency and the functional currency for its operations. All financial information presented in INR has been rounded to the nearest lakhs with two decimal places unless stated otherwise.

#### 2.4 Use of Estimates and judgments

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the year.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgments and estimates relating to carrying value of assets and liabilities include useful lives of Property, plant and equipment, impairment of Property, plant and equipment, investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

#### 2.5 Classification of Assets & Liabilities as Current & Non-Current

All Assets and Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of product & activities of the Company and their realization in cash and cash equivalent, the Company has determined its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

2.6	<p><b>Recognition of Revenue and Expenditure</b></p> <p>Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.</p> <p>Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. This variable consideration is estimated based on the expected value of outflow. Revenue (net of variable consideration) is recognized only to the extent that it is highly probable that the amount will not be subject to significant reversal when uncertainty relating to its recognition is resolved.</p> <p><b>2.6.1 Sale of Goods</b></p> <p>Revenue from sale of products is recognized when the control on the goods have been transferred to the customer. The performance obligation in case of sale of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.</p> <p><b>2.6.2 Interest</b></p> <p>Interest income is recognized on a time proportion basis taking into account the amount outstanding and the effective interest rate method. Interest income is included under the head "Other Income" in statement of profit and loss.</p> <p><b>2.6.3 Expenses</b></p> <p>All expenses are charged in statement of profit and loss as and when they are incurred.</p>
2.7	<p><b>Property, Plant &amp; Equipment</b></p> <p>Property, plant and equipment are initially recognized at cost including the cost directly attributable for bringing the asset to the location and conditions necessary for it to be capable of operating in the manner intended by the management. After the initial recognition the property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit and loss. When significant parts of plant and equipment are required to be replaced at intervals, the company depreciates them separately based on their specific useful lives. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the company and the costs to the item can be measured reliably. Repairs and maintenance costs are recognized in the statement of profit and loss when incurred.</p>
2.8	<p>Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.</p> <p><b>Depreciation</b></p> <p>Depreciation is calculated on a Written Down Value basis over the estimated useful lives of all the assets as prescribed in Schedule II of the Companies Act, 2013. 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.</p> <p>Depreciation is not recorded on capital work-in progress until construction and installation is completed and the asset is for intended use.</p>
2.9	<p><b>Inventory</b></p> <p>Inventories consists of Raw Material, Work In Progress, Finished Goods , Scrap &amp; Stores &amp; Spares.</p> <p>Inventories are valued at the lower of cost or net realisable value. Cost is determined on weighted average basis.</p> <p><b>Raw materials &amp; Stores &amp; Spares:</b> Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition on the weighted average basis.</p> <p><b>Finished goods and work in progress:</b> Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity on a weighted average basis. Cost of finished goods includes other costs incurred in bringing the inventories to their present location and condition.</p> <p>Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.</p>

2.10	<p><b>Employee benefits</b></p> <p><b>a) Short Term Employee Benefits</b> Short-term Employee Benefits are recognised as an expense on accrual basis.</p> <p><b>b) Defined Contribution Plan</b> The Company makes defined contribution to Provident Fund managed by Government Authorities, which are accounted on accrual basis as expenses in the statement of Profit and Loss. The Company has no obligation other than the contribution payable to the provident fund.</p> <p><b>c) Defined Benefit Plan</b> The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on an independent actuarial valuation using the projected unit credit method, carried out as at balance sheet date. The obligation determined as aforesaid less the fair value of the Plan assets is reported as a liability or assets as of the reporting date. Actuarial gain or losses are recognised immediately in the Other Comprehensive Income and reflected in retained earnings and will not be reclassified to the statement of profit and loss.</p> <p><b>d) Other Long-Term Benefits</b> Provision for other long term benefits in the form of long term compensated absences (leave encashment) are accounted for on the basis as if it becomes due for payment on the last day of accounting year.</p>
2.11	<p><b>Income Tax</b> Tax expenses comprises current and deferred tax. It is recognised in Statement of profit and loss except to the extent it relates to the items recognised directly in equity or in OCI.</p> <p><b>Current tax</b> Current tax comprises the expected tax payable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Current tax assets and liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.</p> <p><b>Deferred Tax</b> Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit under Income tax Act, 1961.</p> <p>Deferred tax liabilities are generally recognized for all taxable temporary differences. However, in case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax liabilities are not recognized. Also, for temporary differences if any that may arise from initial recognition of goodwill, deferred tax liabilities are not recognized.</p> <p>Deferred tax assets are generally recognized for all deductible temporary differences to the extent it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. In case of temporary differences that arise from initial recognition of assets or liabilities in a transaction (other than business combination) that affect neither the taxable profit nor the accounting profit, deferred tax assets are not recognized.</p> <p>The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the benefits of part or all of such deferred tax assets to be utilized.</p> <p>Deferred tax assets and liabilities are measured at the tax rates that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.</p> <p><b>Presentation of current and deferred tax:</b> Current and deferred tax are recognized as income or an expense in the Statement of Profit and Loss, except when they relate to items that are recognized in Other Comprehensive Income, in which case, the current and deferred tax income/expense are recognized in Other Comprehensive Income.</p> <p>The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously. In case of deferred tax assets and deferred tax liabilities, the same are offset if the Company has a legally enforceable right to set off corresponding current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority on the Company.</p>

**2.12 Principles for consolidation**

Subsidiaries are all entities over which the group has control. The group controls an entity when the group is exposed to or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, Income and expenses. Inter company transaction, balances and unrealised gains on transaction between group companies are eliminated. The Consolidated Financial Statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances.

**2.13 Business combinations**

The Group accounts for its business combinations under acquisition method of accounting. Acquisition related costs are recognised in profit or loss as incurred. The acquiree's identifiable assets, liabilities and contingent liabilities that meet the condition for recognition are recognised at their fair values at the acquisition date except deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements, which are recognised and measured in accordance with Ind AS 12- Income taxes and Ind AS 19- Employee benefits, respectively.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of non-controlling interest in the acquiree, and the fair value of acquirer's previously held equity instrument in the acquiree (if any) over the net of acquisition date fair value of identifiable assets acquired and liabilities assumed. Where the fair value of identifiable assets and liabilities exceed the cost of acquisition, after reassessing the fair values of the net assets and contingent liabilities, the excess is recognised as capital reserve.

The interest of non-controlling shareholders is initially measured either at fair value or at the non-controlling interest's proportionate share of the acquirer's Identifiable Net Assets. The choice of measurement basis is made on an acquisition-by-acquisition basis.

**2.14 Lease****Finance Lease**

Assets taken on lease by the Company in its capacity as lessee, where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalised at the inception of the lease at lower of the fair value or the present value of the minimum lease payments and a liability is recognised for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

**Operating Lease**

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating lease. Operating lease payments are recognised on a straight line basis over the lease term in the statement of profit and loss, unless the lease agreement explicitly states that increase is on account of inflation.

**2.15 Provisions, Contingent Liabilities and Contingent Assets**

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

Contingent Liability is disclosed in case of a present obligation arising from past events, when it is not probable that an outflow of resources will be required to settle the obligation or where no reliable estimate is possible. Contingent liabilities are not recognised in financial statements but are disclosed in notes.

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. Contingent assets are not recognised in financial statements and are disclosed in notes.

<b>2.16</b>	<p><b>Foreign Currency Transactions</b></p> <p>Transactions in foreign currency are recorded at exchange rates prevailing at the date of transactions. Exchange differences arising on foreign exchange transactions settled during the year are recognised in the statement of profit and loss of the year.</p> <p>Monetary assets and liabilities denominated in foreign currencies which are outstanding, as at the reporting date are translated at the closing exchange rates and the resultant exchange differences are recognised in the statement of profit and loss.</p> <p>Non-monetary items that are measured in terms of historical cost in a foreign currency are recognised using the exchange rate at date of initial transactions, are not retranslated.</p> <p>In respect of forward contracts, the premium or discount on these contracts is recognized as income or expenditure over the period of the contract. Any profit or loss arising on the cancellation or the renewal of such contracts is recognized as income or expense for the year.</p>
<b>2.17</b>	<p><b>Impairment</b></p> <p><b>Non-financial assets</b></p> <p>The carrying amount of non- financial assets other than inventories are assessed at each reporting date to ascertain whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. An impairment loss is recognised as an expenses in the Statement of Profit and Loss, for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost to sell and value in use. Value in use is ascertained through discounting of estimated future cash flows using a discount rate that reflects the current market assessments of the time value of money and the risk specific to the assets. For the purpose of assessing impairment, assets are grouped at the lowest levels into cash generating units for which there are separately identifiable cash flows.</p> <p>An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment had been recognised.</p> <p><b>Financial assets</b></p> <p>The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Company has used a practical expedient by computing the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and allowance rates used in the provision matrix.</p>
<b>2.18</b>	<p><b>Government Grant</b></p> <p>Government grants are recognised when there is a reasonable assurance that the grant will be received and all attached conditions will be complied with. Government grants relating to an expense item is recognised in the statement of profit and loss over the period necessary to match them with costs that they are intended to compensate are expensed. Government grants relating to asset is recognised as income in equal amounts over the useful life of the asset.</p>
<b>2.19</b>	<p><b>Earning Per Share (EPS)</b></p> <p>Basic earnings per share is computed by dividing the profit/(loss) after tax by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit/(loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.</p>
<b>2.20</b>	<p><b>Cash Flow Statement</b></p> <p>Cash flows are reported using the indirect method, as set out in Ind AS 7 'Statement of Cash Flows', 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 receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.</p>

**2.21 Cash and Cash Equivalents**

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

**2.22 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying 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, until such time as the assets are substantially ready for the intended use or sale. Interest income earned on temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. The borrowing costs other than attributable to qualifying assets are recognised in the profit or loss in the period in which they incurred.

**2.23 Financial Instruments**

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial asset or financial liabilities, as appropriate, on initial recognition. Transactions costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and loss.

**Financial assets**

All regular way purchases or sale of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sale of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place. All recognised financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

**Classification of Financial Assets****(i) Financial assets carried at amortised cost**

A financial asset is subsequently measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**(iii) Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

**(iv) Financial liabilities**

Financial liabilities are subsequently carried at amortized cost using the effective interest rate method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**(v) Equity instrument**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

c) Derecognition

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

d) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**2.24 Segment Reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker and the Board of Directors of the company considers and maintains Marble & Granites, trading other than Marble & Granites & Other services as the Business Segments of the Company.

**2.25 Fair Value Measurement**

The Company measures financial instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

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

**PACIFIC INDUSTRIES LTD**  
**Notes to the Consolidated Ind AS Financial Statement for the year ended 31st March 2019**

**Note 3 :Property, Plant & Equipments**

**FY 2018-19**

Following are the changes in the carrying value of property, plant and equipment for the year ended March 31, 2019

Particulars	Tangible Assets							Capital Work in Progress	Intangible Assets - Software	Grand Total
	Land	Building	Plant & Machinery	Furniture & Fixtures	Computer	Vehicles	Mining Equipments	Total		
<b>Gross Carrying value as at April 1, 2018</b>	329.82	1,631.73	7,440.67	133.30	58.85	528.12	1,205.04	11,327.54	948.79	12,276.71
Additions	70.35	174.15	770.14	45.07	4.11	263.52	-	1,327.34	4,726.83	6,054.17
Deletions	-	12.18	1,018.66	-	-	15.45	-	1,046.29	960.36	2,006.64
<b>Gross Carrying value as at March 31, 2019</b>	<b>400.17</b>	<b>1,793.70</b>	<b>7,192.15</b>	<b>178.38</b>	<b>62.96</b>	<b>776.19</b>	<b>1,205.04</b>	<b>11,608.60</b>	<b>4,715.26</b>	<b>16,324.23</b>
<b>Accumulated depreciation as at April 1, 2018</b>	-	739.69	6,098.33	100.89	50.06	444.61	1,122.87	8,556.45	-	8,556.82
Depreciation	-	75.15	269.92	12.44	2.37	65.10	9.86	434.84	-	434.86
Accumulated depreciation on deletions	-	4.59	949.91	-	-	13.79	-	968.29	-	968.29
<b>Accumulated depreciation as at March 31, 2019</b>	<b>-</b>	<b>810.25</b>	<b>5,418.34</b>	<b>113.33</b>	<b>52.44</b>	<b>495.92</b>	<b>1,132.73</b>	<b>8,023.00</b>	<b>-</b>	<b>8,023.38</b>
<b>Carrying Value as at March 31, 2019</b>	<b>400.17</b>	<b>983.45</b>	<b>1,773.81</b>	<b>65.05</b>	<b>10.53</b>	<b>280.28</b>	<b>72.31</b>	<b>3,585.59</b>	<b>4,715.26</b>	<b>8,300.85</b>
<b>Carrying Value as at April 1, 2018</b>	<b>329.82</b>	<b>892.04</b>	<b>1,342.34</b>	<b>32.41</b>	<b>8.79</b>	<b>83.51</b>	<b>82.17</b>	<b>2,771.08</b>	<b>948.79</b>	<b>3,719.89</b>



## Pacific Industries Limited

### Notes to the Consolidated Ind AS Financial Statement for the year ended 31st March 2019

#### Note-4 Financial Asset : Investment

( Rupees in Lakhs)

Particular	Long Term		Short Term	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
<b>I. Investment in Equity Instruments</b>				
<b>Quoted</b>				
<b><u>(A) Designated and carried at FVTOCI</u></b>				
400 Equity Shares of Federal Bank Ltd. of Rs. 10/- each Fully Paid-up	0.39	0.36	-	-
100 Equity Shares of Liberty Shoes Ltd. of Rs. 10/- each Fully Paid-up	0.15	0.19	-	-
2,400 Equity Shares of Bharat Immunologicals Biologicals Corporation Limited of Rs. 10/- each Fully Paid-up	0.18	0.47	-	-
3,200 Equity Shares of Bajaj Finance Ltd. of Rs. 10/- each Fully Paid-up	96.80	56.63	-	-
25,300 Equity shares of Indian Oil Corporation Limited of Rs. 10/- each Fully Paid-up	-	44.60	-	-
27,700 Equity shares of Indian Oil Corporation Limited of Rs. 10/- each Fully Paid-up	-	-	-	48.84
3,79,460 Equity Shares of Aadhunik Industries Limited of Rs. 10/- each Fully Paid-up	-	-	-	281.94
26,000 Equity Shares of Ptc India Financial Services Limited of Rs. 10/- each Fully Paid-up	-	-	-	6.25
7,979 Equity Shares of Punjab National Bank of Rs. 2/- each Fully Paid-up	-	-	-	7.60
5,950 Equity Shares of Oriental Bank Of Commerce of Rs. 10/- each Fully Paid-up	-	-	-	5.45
1,900 Equity Shares of Tv18 Broadcast Limited of Rs. 2/- each Fully Paid-up	-	-	-	1.20
<b><u>(B) Designated and carried at FVTPL</u></b>				
2,25,000 Equity Shares of Supernova Advertising Limited of Rs. 10/- each Fully Paid-up	-	-	517.50	535.50
<b>Unquoted</b>				
<b><u>(A) Designated and carried at FVTOCI</u></b>				
96,500 Equity Shares of Delite Buildpro Pvt Ltd @ Rs. 10/- each Fully Paid-up	100.94	101.11	-	-
98,500 Equity Shares of Deccan Buildwell Pvt Ltd @ Rs. 10/- each Fully Paid-up	109.56	109.65	-	-
65,135 Equity Shares of Shephali Hotel and Resorts Pvt Ltd @ Rs. 10/- each Fully Paid-up	50.19	50.21	-	-
87,700 Equity Shares of Ruby Infratech Pvt Ltd @ Rs. 10/- each Fully Paid-up	84.49	84.49	-	-
99,800 Equity Shares of Vighnahartha Vincom Pvt Ltd @ Rs. 10/- each Fully Paid-up	110.52	110.52	-	-
74,875 Equity Shares of Divya Finlease Pvt Ltd @ Rs. 10/- each Fully Paid-up	64.14	64.14	-	-
2,86,787 units of Next Orbit RE Scheme @ Rs. 10/- each Fully Paid-up	2800.00	2,800.00	-	-
Aditya Birla Sun life Low Duration Fund A/c			123.67	
Aditya Birla Sun life Liquid Fund A/c			1.66	
26,000 Equity shares of Ptc India Financial Services Ltd @ Rs. 10/- each Fully Paid-up			4.13	
7,979 Equity shares of Punjab National Bank @ Rs. 10/- each Fully Paid-up			7.69	
			5.59	
5360 Equity shares of Bank Of India @ Rs. 10/- each Fully Paid-up				

10000 Equity shares of Spicy Entertainment @ Rs. 10/- each Fully Paid-up			1.05		
870000 Equity shares of Think INK Studio Ltd. (Oyee Media) Face Value of Rs. /- each			31.06		
5120 Equity shares of Oriental Bank of Commerce @ Face Value Rs 10/- each			5.95		
1000 Equity shares of Tv18 Broadcast Limited @ Face Value Rs 10/- each			0.36		
7840 Equity Share of State Bank of India @ Face Value Rs 10/- each			25.15		
<b>II. Investment in Preference Shares</b>					
<b>(A) <u>Measured at Amortised Cost</u></b>					
26,00,000 Convertible Redeemable Preference Shares of Ojaswi Marble & Granite Pvt Ltd. @ Rs 76/- each	1976.00	1,976.00			
<b>III. Investment in Government Securities</b>					
National Saving Certificate (Pledge with the Govt.)	0.40	0.40		-	
<b>IV. Other Investment</b>					
<b>(A) <u>Designated and carried at FVTOCI</u></b>					
Investment in IFCI Portfolio	6.98	8.51		-	
a)5050(5050) Shares Confidence Finance and Trading Ltd of Rs 10/- each Fully Paid up	0.025(0.196)				
b)10(10) Shares Goldline International Finvest Ltd of Rs 1/- each Fully Paid up	0.0005(0.001)				
c)1100(3750) Shares Housing Development and Infrastructure Ltd of 10/- each of Fully paid up	0.284(1.449)				
d)1105(1548) Shares of Just Dial Ltd of 10/ each Fully Paid up	6.668(6.859)				
*Note-( ) Denotes Previous Year Figures					
Gamut Tradecom LLP (19% Share in Profit/Loss)	47.87	6.00		-	
Chaitanya International Minerals LLP (15% Share in Profit/Loss)	3748.02	1,385.00		-	
Krishna Marble (15% Share in Profit/Loss)			1,720.46		
<b>Total</b>	<b>9,196.62</b>	<b>6,798.28</b>	<b>2,444.26</b>	<b>886.78</b>	
<b>Note 4.1</b> Fair Value of Investments in Unquoted securities/other interest in Gamut Tradecom LLP, Chaitanya International Minerals LLP and Krishna Marbles has been determined on the basis of the latest available audited financial statements of the respective investment.					
<b>Note-5 Financial Asset :Loans &amp; Advances</b>					
Particular	Long Term		Short Term		
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	
<b>Unsecured considered goods</b>					
Deposits & Other Recoverables	5,692.88	6,500.29	0.50	0.50	
Duties & Taxes Under Protest		-	100.00	95.38	
Other Loans and Advances		-	2,033.03	3,214.33	
			-		
<b>Total</b>	<b>5,692.89</b>	<b>6,500.29</b>	<b>2,133.53</b>	<b>3,310.21</b>	
<b>Note-6 Other Asset</b>					
Particular	Long Term		Short Term		
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18	
Pre operative & Mining Development	219.24	174.27		-	
Cenvat & Input tax credit	-	-	262.17	145.99	
Advance to Vendors	-	-	581.64	408.63	
Advance to Others	-	-	17.34	7.73	
Advance against expenses	-	-	16.71	17.17	
Income tax refundable	-	-	2.81		
GST	-	-	3.77		
TDS/TCS Receivable	-	-	228.07	162.62	
Prepaid Expenses	-	-	8.04	9.96	
<b>Total</b>	<b>219.24</b>	<b>174.27</b>	<b>1,120.55</b>	<b>752.10</b>	

Note-7 Inventories				
Particular		31-Mar-19	31-Mar-18	
(Valued at lower of cost and net realizable value)				
Raw materials		1,212.44	1,446.22	
Work-in-progress;		272.57	187.65	
Finished goods;		2,540.36	3,233.28	
Consumable Stores and spares;		522.35	605.05	
Scrap		80.84	80.28	
Total		4,628.56	5,552.48	
Note - 7.1 Particulars of Inventory		31-Mar-19	31-Mar-18	
Manufactured Goods				
Granite Slabs				
Polished/Cut to Size		2,538.31	3,225.64	
Blocks		-	5.60	
Natural Sandstones - Polished		2.05	2.05	
Total		2,540.36	3,233.28	
Work-in-Progress				
Unpolished Granite Slabs		272.57	187.65	
Total		272.57	187.65	
Note-8 Trade Receivable				
Particular		31-Mar-19	31-Mar-18	
Unsecured, considered good unless stated otherwise				
Others		5,304.07	5,675.34	
Total		5,304.07	5,675.34	
Note-9 Cash & Cash Equivalents				
Particular		31-Mar-19	31-Mar-18	
Cash and Cash Equivalents				
Balances with banks		88.80	134.27	
Cash on Hand		65.16	41.45	
Total		153.96	175.72	
Note-10 Other Bank Balances				
Particulars		31-Mar-19	31-Mar-18	
Other Bank Balances (Earmarked)				
Balances with banks held as Margin Money on ILC/FLC/BG and other		776.91	559.73	
Total		776.91	559.73	
Note-11 Other Financial Asset				
Particular		31-Mar-19	31-Mar-18	
Accrued Interest		6.94	3.65	
Other Receivables		3,143.64	8,394.33	
Total		3,150.58	8,397.98	
Note-12 Equity Share Capital				
Particular		31-Mar-19	31-Mar-18	
Authorised				
25000000 Equity Shares of Rs. 10 each		2,500.00	2,500.00	
(P.Y.25000000 Equity Shares of Rs. 10 each)				
Issued, Subscribed & Paid-up				
(1,351,500 Equity Shares		135.15	135.15	
of Rs. 10/-each, fully paid up)				
(P.Y.(1,3,51,500 Equity Shares				
of Rs. 10/-each, fully paid up)				
Total		135.15	135.15	
Note 12.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period				
Equity Shares	31-Mar-19		31-Mar-2018	
	Number	Amount	Number	Amount
At the beginning of the period	13,51,500	135.15	13,51,500	135.15
Issued during the period	-		-	
Bought back during the period	-		-	
Outstanding at the end of the period	13,51,500	135.15	13,51,500	135.15
Note 12.2 Terms/ Rights attached to Equity Shares				
The company has only one class of Equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.				
In the event of liquidation of company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.				

**Note 12.3 Details of Shareholders holding more than 5% equity shares in the Company**

Shareholder	31-Mar-19		31-Mar-18	
	Number	% Holding	Number	% Holding
<b>Promoters and Promoter Group</b>				
Geeta Devi Agarwal	1,90,421	14.09	1,90,421	14.09
Kapil Agarwal	1,35,635	10.04	1,35,635	10.04
	<b>3,26,056</b>	<b>24.13</b>	<b>3,26,056</b>	<b>24.13</b>

**Note-13 Other Equity\***

Particular	Reserve & Surplus		Items of Other Comprehensive income		TOTAL
	Retained Earning	Capital Reserve	Investments	Remeasurement of net defined	
<b>Balance at 1st April 2018</b>	6,109.64	24,843.34	419.44	(11.93)	<b>31,360.48</b>
Profit for the year/ Transfer to Retained Earnings	(12.37)	-	-	-	<b>(12.37)</b>
Fair Value through OCI	(16.63)	-	(37.28)	-	<b>(53.91)</b>
Remeasurement of Defined Benefit Plans	-	-	116.90	(11.23)	<b>105.67</b>
<b>Balance as at 31 March 2019</b>	<b>6,080.63</b>	<b>24,843.34</b>	<b>499.07</b>	<b>(23.16)</b>	<b>31,399.87</b>

Description and nature of other equity:-

**Retained Earnings:** It represents the surplus amount available in profit and loss as retained earnings and Gain/Loss on Sale of Investment on which Irrevocable Option taken for Designated at FVTOCI for Long Term Strategic Reason. The reserve can be distributed/ utilised by the company in**Capital Reserve :** It represents the reserve created out of consolidation.**Other Comprehensive Income:** It represent the actuarial gain or loss arising from the remeasurement of defined benefit obligation and fair value measurement of investments.

\* Quantitative data mentioned in statement of changes in equity

Particular	( Rupees in Lakhs)			
	Non Current Portion		Current Maturities	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
<b>LOANS - SECURED</b>				
(i) Vehicle Loan				
Axis Bank	168.64	0.21	39.51	1.09
(ii) Term Loan				
HDFC Bank	151.23	252.20	197.61	414.13
<b>LOANS - UNSECURED</b>				
(i) From Related parties				
From Directors	254.08	1,039.49	-	-
From Companies	1,632.87	1,217.75	-	-
(ii) From other than Related parties				
From Companies	5.89	5.89	-	-
<b>Securities Deposits from customers</b>	22.28	22.28	-	-
<b>Total</b>	<b>2,234.99</b>	<b>2,537.82</b>	<b>237.12</b>	<b>415.22</b>
<b>The above amount includes</b>				
Secured borrowings	319.87	252.42	237.12	415.22
Unsecured Borrowings	282.25	1,067.66	-	-
Amount Disclosed under Current Maturities of Long term Borrowing Under Note No.19		-	-	-
<b>Total</b>	<b>602.12</b>	<b>1,320.07</b>	<b>237.12</b>	<b>415.22</b>

(a) Loans from Axis Bank for Vehicles carries interest @ 8.80%. The loans are repayable in 60 monthly installments and the loans are secured by hypothecation of respective assets.

(b) Term loan from HDFC bank carries Interest @ Base Rate+1.65% (Current Base rate is 8.65 %) is secured by mortgage on property situated at village Bedla, District Udaipur and with respective Plant &amp; Machinery and personal guarantee of some of directors of the company and the Loan is repayable in 66 monthly installments.

(c) Term Loan For New Shed from HDFC Bank Carries Interest @ MCLR + 1% (MCLR is 8.65%) is secured by mortgage on property situated at village Bedla, District Udaipur and with respective Plant &amp; Machinery and personal guarantee of some of directors of the company and the Loan is repayable in monthly installments.

**Note-15 Provisions**

Particular	Long Term		Short Term	
	31-Mar-19	31-Mar-18	31-Mar-19	31-Mar-18
(a) Provision for Employees Benefit				
(i) Provision for Gratuity	187.41	204.49	98.60	38.02
(ii) Provision for Leave Encashment		-	35.49	35.19
(iii) Provision for Bonus & Ex-gratia		-	43.33	41.44
<b>Total</b>	<b>187.41</b>	<b>204.49</b>	<b>177.41</b>	<b>114.65</b>

**Note 15.1** The company has made provision for gratuity based on actuarial valuation determined by Independent Actuary in accordance with IND AS-19.

<b>Note-16 Deferred Tax Liability (Net)</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Deferred Tax Liability		-
Deferred Tax Assets		-
<b>Total</b>	-	-
<b>Note 16.1</b> The company has deferred tax assets however, management has not recognised deferred tax assets during the year in view of uncertainty of future Income available against such tax can utilised		
<b>Note-17 Short-term Borrowings</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Foreign Currency Loan	1,295.97	1,191.44
Buyer's Credit - HDFC	-	291.24
<b>Total</b>	<b>1,295.97</b>	<b>1,482.67</b>
The above loan from HDFC Bank which carries Interest @ LIBOR+200 bps is secured by way of Hypothecation of Inventory i.e. Raw Materials, Stock in Process, Finished Goods, Stores & Spares and Book Debts, bill whether documentary or clean, outstanding monies, receivables, both present and future, equitable mortgage of properties & the facility is subject to annual renewal and it also carries an unconditional and irrevocable personal guarantees of both the Whole time directors and property holders.		
Loan from HDFC Bank for PCFC working capital is secured by way of Hypothecation of company's entire stocks (Raw material, Work in progress, Finished Goods, Consumables) & book debts.		
<b>Note-18 Trade Payable</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Sundry Creditors for Raw Material	3,589.01	4,464.60
Sundry Creditors for Expenses	124.80	124.33
Sundry Creditors for Others	164.56	185.27
<b>Total</b>	<b>3,878.37</b>	<b>4,774.20</b>
Note 18.1 - Micro, Small and Medium Enterprises have been identified by the Company on the basis of the information available. Total outstanding dues of Micro, Small and Medium Enterprises are as follows		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Dues Remaining Unpaid</b>	-	-
Principal	-	-
Interest on the above	-	-
<b>Total</b>	-	-
<b>Note-19 Financial Liability - Other</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Payable for Capital Goods	2,800.79	475.94
Current maturities of long-term borrowings (Includes current maturities of vehicle loans)	237.12	415.22
Interest accrued but not due on Borrowings	3.82	5.16
Security deposits	10.64	10.00
Statutory Dues	32.33	34.31
Other Current Liabilities	272.63	653.78
<b>Total</b>	<b>3,357.32</b>	<b>1,594.41</b>
<b>Note-20 Other Current Liabilities</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Advances from customers	407.32	270.25
<b>Total</b>	<b>407.32</b>	<b>270.25</b>
<b>Note-21 Current Tax Liability (net)</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Provision for Income Tax	48.21	28.94
<b>Total</b>	<b>48.21</b>	<b>28.94</b>
<b>Note-22 Revenue From Operation</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Sale of Products		
Export Sales	5191.17	4793.26
Domestic Sales	5017.85	1316.55
Other Operating Revenue	7.02	686.19
<b>Revenue from Operation (Gross)</b>	<b>10,216.03</b>	<b>6,795.99</b>

<b>Note 22.1 Particulars of Products Sold</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b><u>(i) Export Sales</u></b>		
Granite Slabs	5191.17	4793.26
<b><u>(ii) Domestic Sales</u></b>		
Granite Slabs	1319.00	477.21
Granite Blocks	200.65	680.60
Iron Ore	3498.20	153.15
Scrap Sale	-	5.59
Share sale	-	-
Others goods	-	-
<b>Note-23 Other Income</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Royalty & DMFT Received	-	8.02
FVTPL	1.67	-
Profit from share in partnership firm	56.90	-
Profit on Sales of Assets	13.67	13.02
Dividend Income	0.05	0.09
Discount Received	0.43	-
Interest Income	418.17	518.42
Exchange Rate Fluctuation	114.31	82.34
Reversal of Provision for Income Tax	-	-
Insurance Claim Received	1.10	1.68
Miscellaneous Income	1.19	1.42
Misc. Balances Written-Off	14.28	4.18
<b>Total</b>	<b>621.78</b>	<b>629.17</b>
<b>Note-24 Cost of Materials Consumed</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Raw Materials Consumed</b>		
Opening Stock	1,446.22	1,577.10
Add: Purchases	2,047.72	2,081.36
	3,493.94	3,658.46
Less: Closing Stock	1,212.44	1,446.22
<b>Cost of Material Consumed</b>	<b>2,281.50</b>	<b>2,212.24</b>
<b>Note 24.1 Particulars of Raw Materials Consumption</b>		
<i>Granite Block</i>	2,281.50	2,212.24
<b>Note-25 Purchase of Stock-in-Trade</b>		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Trading Purchase	2,828.40	291.73
<b>Total</b>	<b>2,828.40</b>	<b>291.73</b>
<b>Note-26 Changes in inventories of Finished Goods, Work-in-Progress</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Opening Stock</b>		
Work-in-Progress	187.65	154.56
Finished Goods	3,233.28	3,295.11
Scraps	80.28	81.59
<b>Total [I]</b>	<b>3,501.20</b>	<b>3,531.26</b>
<b>Closing Stock</b>		
Work-in-Progress	272.57	187.65
Finished Goods	2,540.36	3,233.28
Scraps	80.84	80.28
<b>Total [II]</b>	<b>2,893.77</b>	<b>3,501.20</b>
<b>Change in inventories Total [I-II]</b>	<b>607.44</b>	<b>30.05</b>
<b>Note-27 Employee Benefits Expense</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Salaries, Wages and Bonus	793.26	729.18
Contribution to Provident and other funds	141.47	138.78
Staff Welfare Expenses	39.58	42.88
<b>Total</b>	<b>974.31</b>	<b>910.84</b>

<b>Note-28 Finance Cost</b>		
Particular	31-Mar-19	31-Mar-18
Bank Charges	10.70	13.20
Interest on Term Loan	59.29	81.74
Interest On PCFC	48.26	11.23
Interest on Others	0.33	2.17
Interest On Unsecured Loan	19.19	158.02
<b>Total</b>	<b>137.77</b>	<b>266.37</b>
<b>Note-29 Depreciation and Amortisation Expenses</b>		
Particular	31-Mar-19	31-Mar-18
Depreciation	435.08	345.41
Add: Amortization Expense	0.16	0.27
Less: Transferred to Pre-Operative Expenditure	-	(12.19)
<b>Total</b>	<b>435.24</b>	<b>333.49</b>
<b>Note-30 Other Expenses</b>		
Particular	31-Mar-19	31-Mar-18
<b>Manufacturing Expenses</b>		
Consumption of Stores, Spares & Consumables	1,578.68	1,393.54
Power & Fuel Expenses	404.21	493.48
Entry Tax	-	2.10
Factory Expenses	6.69	4.38
Slurry & Transportation Expenses	24.19	33.64
<u>Repairs &amp; Maintenance</u>	-	-
- Plant & Machineries	5.03	5.73
- Building	-	-
Mining expenses	113.21	6.97
<b>TOTAL [A]</b>	<b>2,132.01</b>	<b>1,939.85</b>
<b>Administrative &amp; Other Expenses</b>		
Accounting Charges	1.18	-
Commission on purchases	51.31	-
Communication Expenses	27.53	25.66
Conveyance	8.20	8.57
Demat charges	0.33	-
Demand & Interest	4.41	16.82
Discount on Debt Assignment	556.62	44.66
Exchange Rate Fluctuation	12.10	89.00
Electricity expenses	0.22	-
Fees & Subscription	18.27	15.97
Festival Expenses	3.12	5.04
Gardening Expenses	0.12	0.11
Internet Expenses	0.13	-
Income Tax	1.45	0.32
Insurance Expenses	8.65	7.60
Legal & Professional	46.49	21.28
Loss on sale of Shares	2.91	108.40
Loss on FVTPL	18.00	390.50
Loss on Futures & Options Trading	5.91	2.31
Lease Rent	-	4.23
Listing, RTA & Related Expenses	5.36	4.02
Medical Exp.	0.42	1.05
Miscellaneous Expenses	12.82	13.92
Miscellaneous balances w/off	1.59	-
Office Expenses	8.10	11.93
Payment to Auditors (Refer details Below)	9.00	6.43
Penalty on Demand	1.58	2.27
Pre-operative Expenses written off	2.55	35.88
Postage & Telegram	0.31	-
Printing & Stationary	4.96	4.47
Loss on Sale of Fixed Asset	6.89	-
ROC expenses	0.09	-
Rates & Taxes	14.70	12.10
Repairs & Maintenance (Others)	5.97	4.60
Security Service Expenses	21.69	22.75
Secretarial Expenses	0.04	-
Vehicle Running & Maintenance Expenses	25.84	31.19
Traveling Expenses	7.98	-
Royalty Expenses	5.20	-
<b>TOTAL [B]</b>	<b>902.05</b>	<b>891.08</b>

<b>SELLING &amp; DISTRIBUTION EXPENSES</b>		
Advertisement & Sales Promotion Expenses	2.29	2.03
Commission Expenses	1.18	10.57
Discount Expenses	-	10.37
Exhibition Expenses	27.06	33.79
Freight & Forwarding	345.49	305.43
Insurance - Marine	1.89	1.89
Marketing & Travelling Expenses	129.82	84.34
<b>TOTAL [C]</b>	<b>507.74</b>	<b>448.43</b>
<b>GRAND TOTAL [A+B+C]</b>	<b>3,541.80</b>	<b>3,279.36</b>
<b>Note-30.1 Payment to Auditor</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Audit Fees	5.86	4.30
Reimbursement of Expenses	3.15	2.13
<b>Total</b>	<b>9.00</b>	<b>6.43</b>
<b>Note-31 Corporate Social Responsibility Expenditure</b>		
The company has no Obligation for CSR Expenses for FY 2018-19 as per Sec 135 of Company Act 2013. However, Company had incurred CSR expenses of Rs 3.72 lakhs in FY 2017-18.		
<b>Note-32 Income Tax Recognised in Statement of Profit or Loss</b>		
<b>Particular</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>Current Tax</b>		
<b>In respect of Current year</b>		
Regular Tax	-	8.60
MAT	33.90	20.34
MAT Credit	-	-
<b>In respect of earlier year</b>	-	-
<b>Total Current tax</b>	<b>33.90</b>	<b>28.94</b>
<b>Deferred Tax</b>	-	-
A reconciliation of the income tax provision to the amount computed by applying the statutory income tax rate to the income before income taxes is summarized below:		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Profit before income taxes	21.53	64.16
Enacted tax rate in India (MAT)	20.587%	19.055%
Enacted tax rate in India (Regular Tax Rate)	27.8200%	25.75%
Computed expected tax expenses (MAT)	32.42	19.76
Computed expected tax expenses (Regular Tax)	6.58	8.60
Effect of Allowances for tax purpose	-	-
Effect of Non deductible expenses	6.61	-
Others	(11.71)	0.58
<b>Tax expense recognised in Statement of Profit and Loss</b>	<b>33.90</b>	<b>28.94</b>
<b>Note-33 Earning Per Share</b>		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Profit after tax	(12.37)	35.22
Weighted average no. of Equity Share Outstanding	13,51,500	13,51,500
Nominal value of Ordinary share(INR)	10.00	10.00
Basic & diluted earning per share in rupees	(0.92)	2.61
<b>Note-34 Lease</b>		
The company has taken mines on Operating Lease from "Department of Mines & Geology" and minimum yearly rental is being paid which is adjusted against royalty amount, if payable.		
<b>Note-35 Employee Benefit</b>		
<b>(A) Defined Contribution Plan:-</b>		
The Company operates defined contribution retirement benefit plans for all qualifying employees. Contributions are made to registered provident fund and Employee state insurance administered by the government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.		
<b>Particulars</b>	<b>31-Mar-19</b>	<b>31-Mar-18</b>
Contribution to provident fund and other fund recognised in Statement of Profit and Loss	78.12	83.16



**(B) Defined Benefit Plan:-****Gratuity**

In accordance with the provisions of Payment of Gratuity Act, 1972, the company has defined benefit plan which provides for gratuity payment. The plan provides a lump sum gratuity payment to eligible employees at retirement or termination of their employment. The amounts are based on the respective employee's last drawn salary and the year of employment with the company. The company's gratuity plan is an unfunded plan.

These plans typically expose the Company to actuarial risks such as: Actuarial Risk, Investment Risk, Liquidity Risk, Market Risk & Legislative Risk:

**A. Actuarial Risk:**

It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

**Adverse Salary Growth Experience :** Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.

**Variability in mortality rates:** If actual mortality rates are higher than assumed mortality rate assumption than the Gratuity Benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cashflow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

**Variability in withdrawal rates:** If actual withdrawal rates are higher than assumed withdrawal rate assumption than the Gratuity Benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

**B. Investment Risk :**

For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

**C. Liquidity Risk:**

Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cashflows.

**D. Market Risk:**

Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

**E. Legislative Risk:**

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

No other post-retirement benefits are provided to the employees.

The actuarial valuation of the plan assets and the present value of the defined benefit obligation were carried out as at March 31, 2018 by a certified actuary of the Institute of Actuaries of India. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

**Assumptions:**

The principal assumptions used for the purposes of the actuarial valuations are given below:

Particulars	31-Mar-19	31-Mar-18
Discount Rate	7.20%	7.55%
Future Salary growth rate	6.00%	6.00%
Rate of Return on Plan Assets		-
Mortality table used Indian Assured Lives Mortality (2006-08) Ultimate	10% at younger ages reducing to 2% at older ages	

**Projected Benefit Obligation**

Particulars	31-Mar-19	31-Mar-18
Projected benefit Obligation at beginning of the year	242.52	216.62
Interest Cost	25.76	5.37
Current Service Cost	18.45	18.24
Past Service Cost	-	15.19
Actuarial (Gain)/Loss	11.23	(2.71)
Benefits paid	(11.96)	(10.20)
<b>Projected benefit Obligation at end of the year</b>	<b>286.00</b>	<b>242.52</b>

**Amount recognised in the Balance Sheet:**

Particulars	31-Mar-19	31-Mar-18
<b>Amount recognised in the Balance Sheet:</b>		
Projected benefit Obligation at end of the year	286.00	242.52
Fair Value of Plan Assets as at year end	-	-
<b>Net (Asset)/Liability recognized in the Balance Sheet</b>	<b>286.00</b>	<b>242.52</b>

**Cost of the defined benefit plan for the year:**

Particulars	31-Mar-19	31-Mar-18
Current Service Cost	18.45	18.24
Interest Cost	25.76	5.37
Past Service Cost	-	15.19
Expected Return on plan Asset	-	-
<b>Components of defined benefit cost recognised in the Statement of Profit &amp; Loss</b>	<b>44.21</b>	<b>38.80</b>

**Remeasurement on the net defined benefit liability:****Experience Adjustment**

Particulars	31-Mar-19	31-Mar-18
Present value of defined benefit obligation	286.00	242.52
Fair Value of plan assets	-	-
Balance Sheet (Liability)/ Asset	286.00	242.52
P&L (Income)/ expenses	30.61	33.39
Experience adjustment on plan liabilities (gain)/ loss	20.42	6.26
Experience adjustment on plan assets gain/ (loss)	-	-

**Sensitivity analysis in respect of the actuarial assumptions used in**

Particulars	Increase	Decrease
Discount rate - 0.5%	275.93	296.73
Salary Growth rate - 0.5%	296.42	276.13
Withdrawal rate - 10%	287.31	284.61

**Leave Encashment**

Compensated absence liability recognised as expense for the year is Rs. 18.27 Lakhs (Previous Year Rs. 16.73 Lakhs). The said amount has been calculated by the management. It has been calculated on the basis of leaves accumulated during the year other relevant factors.

**Note-36 Capital Management**

The capital structure of the Company consists of net debt and total equity of the Company. The Company manages its capital to ensure that the Company will be able to continue as going concern while maximising the return to stakeholders through an optimum mix of debt and equity within the overall capital structure. The Company's risk management committee reviews the capital structure of the Company considering the cost of capital and the risks associated with each class of capital.

**Note-37 Related Party Disclosures**

The Company has made the following transactions with related parties as defined under the provisions of Indian Accounting Standard-24 issued by the Institute of Chartered Accountants of India & notified by MCA under Companies (Indian Accounting Standard) Rules, 2015, as amended.

List of related parties with whom transaction have taken place during the year along with the nature and volume of transaction is given below from 01.04.2018 to 31.03.2019.

Particulars	Relation
<b>Directors &amp; Key managerial persons &amp; their associate concerns</b>	
Jagdish Magniram Agarwal	Managing Director
Kapil Jagdish Agarwal	Executive Director
Geetadevi Agarwal Agarwal	Non Executive Director
Pradeep Kumar Jain	Non Executive Independent Director
Vikash Mishra	Non Executive Independent Director
Vinod Choudhary	Non Executive Independent Director
Sumeet Agarwal	Non Executive Director
Sagarmal Agarwal	Non Executive Independent Director
Jayanti Oza	Non Executive Independent Director
<b>Enterprises owned/controlled by directors &amp; their relatives</b>	
Geetanjali Marble	Director is Partner in the Firm
Krishna Marble	Director is Partner in the Firm
Ojaswi Marble & Granites Pvt Ltd	Director is the Director of the Company
Pacific Exports	Director is Partner in the Firm
Pacific Leasing And Research Ltd	Director is the Director of the Company
Rahul Marble Private Limited	Director is the Director of the Company
Yash Processors Ltd	Director is the Director of the Company
Geetanjali Investech Holding India Pvt Ltd	Director is the Director of the Company
M R Agarwal Holding LLP	Director is Partner in the LLP
Maheshwari Financial Services Ltd	Director is the Director of the Company
Bhola Motor Finance Pvt. Ltd.	Director is the Director of the Company
Pacific Iron Manufacturing Ltd	Director is the Director of the Company
Geetanjali Infosystems Pvt Ltd	Director is the Director of the Company
Reyansh Infrastructure Pvt Ltd	Director is the Director of the Company
Gamut Tradecom LLP	Director is Partner in the LLP
Chaitanya International Minerals LLP	Director is Partner in the LLP

**Transactions with Key management persons**

Nature of transaction	31-Mar-19	31-Mar-18
Remuneration	48	48.00
Employer's Contribution to Provident Fund	5.76	5.76

Out of the above items, transactions in excess of 10% of the total related party transactions are as under:

Remuneration	31-Mar-19	31-Mar-18
Kapil Agarwal	24.00	24.00
J.P. Agarwal	24.00	24.00

Employer's Contribution to Provident Fund	31-Mar-19	31-Mar-18
Kapil Agarwal	2.88	2.88
J.P. Agarwal	2.88	2.88

Loan outstanding as 31st march (Liabilities)	31-Mar-19	31-Mar-18
Geeta Devi Agarwal	139.21	280.82
Kapil Agarwal	64.28	744.42
J.P. Agarwal	50.58	14.24

**Enterprises owned & controlled by the Directors and their relatives**

Nature of transaction	31-Mar-19	31-Mar-18
Purchase	3848.92	427.10
Sales	171.75	1.89
Interest Received	365.87	500.99
Interest Paid	21.84	158.62
Trade Payables	378.32	125.55
Advance Outstanding (Assets)	7565.24	9,449.85
Loan Outstanding (Liabilities)	1637.92	1,352.03
Investments	5516.35	1,391.00

Out of the above items, transactions in excess of 10% of the total related party transactions are as under:

<b>Purchase</b>		
Krishna Marble	960.69	181.03
Rahul Marbles Private Limited	-	69.09
Pacific Iron Manufacturing Ltd	2736.19	120.89
Pacific Exports	-	-
Geetanjali Investech Holding India Pvt Ltd	52.89	-
M R Agarwal Holding LLP	99.15	-
Others (Below 10%)	-	56.08
<b>Sales</b>		
Rahul Marbles Private Limited	-	1.89
Krishna Marble	171.75	0.00
<b>Interest Received</b>		
Bhola Motor Finance Pvt Ltd	188.25	495.74
Pacific Iron Manufacturing Ltd	153.26	
Others (Below 10%)	24.36	5.25
<b>Interest Paid</b>		
Bhola Motor Finance Pvt Ltd	21.84	158.24
Others (Below 10%)	0.00	0.38

	31-Mar-19	31-Mar-18
<b>Trade Payables</b>		
Krishna Marble	38.46	4.45
Pacific Iron Manufacturing Ltd	267.12	120.89
Yash processors Pvt. Ltd	67.89	149.39
Others (Below 10%)	4.85	0.21
<b>Advance Outstanding (Assets)</b>		
Bhola Motor Finance Pvt Ltd	1244.62	4977.98
Geetanjali Infoystems Pvt Ltd	4137.00	3908.00
Pacific Iron Manufacturing Ltd	1370.36	-
M R Agarwal Holding LLP	101.89	-
Reyansh Infrastructure Pvt Ltd	686.04	-
Others (Below 10%)	25.33	563.87
<b>Loan Outstanding (Liabilities)</b>		
Bhola Motor Finance Pvt Ltd	1632.87	1192.63
Others (Below 10%)	5.05	10.02
<b>Investments</b>		
Gamut Tradecom LLP	47.87	6.00
Chaitanya International Minerals LLP	3748.02	1385.00
Krishna Marble	1,720.46	-

**Note-38** Debit & Credit Balances appearing under Sundry Debtors, Loans & Advances, Unsecured Loans, Sundry Creditors are subject to confirmation & reconciliation. Adjustment, if any, in these accounts will be made as & when finally reconciled & confirmed. Trade Receivables & Trade Payables have been taken at their book value after making necessary adjustment on account of foreign exchange fluctuation except in case of some old balances lying in account.

**Note-39 Contingent Liabilities/Commitments, Contingent Assets & Pending Litigations**

**Contingent Liabilities**

**(A)** Claims against the company not acknowledged as debt.

A.1 Demand of Rs 8.66 lacs against which the company has deposited Rs 8.66 lacs under Central Excise act against which the company has filed an appeal.

A.2 Service Tax refund claim rejection of Rs 11.02 lacs against which the company is persuing the matter with concerned department.

A.3 Demand Raised by the Central Excise Commissionerate of Rs 1.72 Crores against which Rs 62.32 Lacs is deposited by the company. The Said Matter has been taken to the High Court and the petition is still pending.

A.4 The company has a total demand of Rs. 87.68 lacs of Custom Duty out of which the company has deposited Rs. 7.84 Lacs under protest against which the company has filed an appeal.

A.5 The company has a total demand of Rs. 1095.52 Lacs (555.14 Lacs for the AY 15-16, 255.02 Lacs for AY 14-15 & 285.35 Lacs for AY 11-12) for which company has filed an appeal before CIT (Appeal) and CIT (Appeal) has given the relief by the order passed by him. The Income Tax Department has filed an appeal before ITAT against the order of CIT (Appeal). The company has deposited Rs. 28.50 Lacs under protest for the aforesaid matter.

**(B) Other Contingents Liabilities**

B.1 Show cause notice received from excise authorities of Rs 1.02 crore in respect of excise duty imposed on ground of availing wrong benefit of exemption notification on imported marble blocks, however no demand has been received from the excise authorities against the same and based on the legal opinion obtained, the company does not expect any liability on this account.

B.2 Show Cause notice received from excise authorities of Rs 4.94 crore in respect of custom duty under the provision of Custom Act 1962 imposed on ground of availing wrong benefit of exemption notification on imported marble blocks. However no demand has been received from the Custom authorities against the same and based on the legal opinion obtained, the company does not expect any liability on this account.

B.3 Show Cause notice Received From Custom Authorities of RS 9.29 Lacs of Custom Duty under the Provision of Custom Act 1962 imposed on Ground of Wrongly Availing of Custom duty Benefits (Duty Forgone) on Saw Blades and Steel Grits imported /procured under concessional rate of duty during Period of July 2016 to June 2017. However, no demand has been received from the custom authorities against the same and based on Legal opinion obtained, the company does not expect any liabilities on this account.

**Commitments**

Estimated amount of contracts remaining to be executed on capital account and not provided for.

**(C) Contingent Assets - Nil**

**Note 40: Fair Value Measurement**

The following table shows the carrying amounts and fair values of Investments including their levels in the fair value hierarchy.

Financial assets	Fair Value as at		Fair Value Hierarchy	Valuation techniques & key inputs
	31-Mar-19	31-Mar-18		
Investments in quoted equity instruments at FVTOCI	2904.50	462.04	Level-1	Quoted market price in an active market
Investments in quoted equity instruments at FVTPL	642.83	535.50	Level-2	Quoted market price in an active market
Investments in unquoted instruments at FVTOCI	567.85	3,320.12	Level-3	Refer Note (a) & (d) Below
Investments in unquoted instruments at Amortized Cost	7525.75	3,367.40	Level-3	Refer Note (b) & (c) Below
<b>Total</b>	<b>11,640.88</b>	<b>7,685.06</b>		

There were no changes in the fair value hierarchy levels in the above periods.

(a) Upon the application of IND AS 109, the Company has chosen to designate these investments in equity instruments as at FVTOCI/FVTPL respectively.

(b) Investment in Subsidiaries, NSC, and LLP is Valued at Cost as the company has opted to adopt cost method as per IND AS.

(c) Upon the application of IND AS 109, the Company has chosen to designate the investments in Preference share instruments at amortised cost.

(d) Investment in Next Orbit Fund has been designated at NAV & routed through FVTOCI.

Fair values for financial instruments carried at amortised cost approximates the carrying amount, accordingly the fair values of such financial assets and financial liabilities have not been disclosed separately.

Particulars	31-Mar-19		31-Mar-18	
	Amortised cost	Carrying value	Amortised cost	Carrying value
<b>Financial Assets</b>				
(i) Trade receivables	5,304.07	5,304.07	5,675.34	5,675.34
(ii) Loans	7,826.42	7,826.42	9,810.50	9,810.50
(iii) Others	3,150.58	3,150.58	8,397.98	8,397.98
(iv) Cash & Cash Equivalents	153.96	153.96	175.72	175.72
<b>Total</b>	<b>16,435.04</b>	<b>16,435.04</b>	<b>24,059.54</b>	<b>24,059.54</b>
<b>Financial Liabilities</b>				
(i) Borrowings	3,530.96	3,530.96	4,020.49	4,020.49
(ii) Trade payables	3,878.37	3,878.37	4,774.20	4,774.20
(iii) Other financial liabilities	3,357.32	3,357.32	1,594.41	1,594.41
<b>Total</b>	<b>10,766.66</b>	<b>10,766.66</b>	<b>10,389.11</b>	<b>10,389.11</b>

The Company maintains policies and procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The following methods and assumptions were used to estimate the fair values:

1) Fair value of cash and deposits, trade receivables, trade payables, and other current financial assets and liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments, however there is a change in the fair value of Investments the gain/loss on which has been recognised according to the accounting policies.

#### Note 41: Financial Risk Management

##### Financial risk management policy and objectives

The key objective of the Company's financial risk management is to ensure that it maintains a stable capital structure with the focus on total equity to uphold investor, creditor, and customer confidence and to ensure future development of its business. The Company is focused on maintaining a strong equity base to ensure independence, security, as well as financial flexibility for potential future borrowings, if required without impacting the risk profile of the Company.

Company's principal financial liabilities, comprise Borrowings from Banks, trade and other payables. The main purpose of these financial liabilities is to finance Company's operations and plant expansion. Company's principal financial assets include investments, trade and other receivables, deposits with banks and cash and cash equivalents, that derive directly from its operations.

Company is exposed to market risk, credit risk and liquidity risk.

The Company's Board oversees the management of these risks. The Company's Board is supported by senior management team that advises on financial risks and the appropriate financial risk governance framework for the Company. The senior management provides assurance to the Company's Board that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

##### i) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and price risk. Financial instruments affected by market risk include investments in equity shares, security deposits, trade and other receivables, deposits with banks and financial liabilities.

The sensitivity analysis in the following sections relate to the position as at 31 March 2019 and 31 March 2018. The sensitivity of the relevant income statement item is the effect of the assumed changes in respective market risks.

##### a) Foreign currency risk

Foreign currency risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The company is exposed to foreign exchange risk arising from foreign currency transactions primarily to USD & EURO. Company do not enter into any derivative instrument in order to hedge its foreign currency risks.

##### Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change by 5% in USD & EURO exchange rates, with all other variables held constant.

Financial Exposure		31-Mar-19	31-Mar-18
<b>Financial liabilities:</b>			
USD Converted in Rupees		2,840.71	1,681.21
EURO Converted in Rupees		1,338.20	411.12
<b>Net exposure</b>		<b>4,178.91</b>	<b>2,092.33</b>
<b>Sensitivity Analysis</b>			
Currency	5% increase		5% decrease
	31-Mar-19	31-Mar-18	31-Mar-19
USD	142.04	84.06	(142.04)
EURO	66.91	20.56	(66.91)
			(84.06)
			(20.56)

**b) Interest rate risk**

Interest rate risk is the risk that changes in market interest rates will lead to change in interest income and expense for the Company. In order to optimize the Company's position with regards to interest income & expense and to manage the interest risk, the Company performs comprehensive interest risk management by balancing the proportion of fix & variable rate financial instruments.

Particulars	31-Mar-19	31-Mar-18
<b>Fixed rate instruments</b>		
Fixed deposit with Banks	776.91	559.73
<b>Borrowings</b>		
Vehicle loans	208.16	1.31
<b>Variable rate instruments</b>		
<b>Borrowings</b>		
Term Loan (HDFC)	348.84	666.33
Foreign Currency Loan	1,295.97	1,191.44
Buyer's Credit	-	291.24

**Sensitivity analysis:**

A change in 50 basis point in interest rate at the reporting date would have increase/(decrease) Profit or Loss by the amount shown below.

This analysis assumes that all other variables, remain constant.

Particulars	31-Mar-19		31-Mar-18	
	Increase	Decrease	Increase	Decrease
Interest rate - increase/decrease by 50 basis point	8.22	(8.22)	10.75	(10.75)

**c) Commodity Risk**

Commodity risk is defined as the possibility of financial loss as a result of fluctuation in price of Raw Material/Finished Goods and change in demand of the product and market in which the company operates. The Company is exposed to the movement in price of key raw materials in domestic and international markets. The Company has in place policies to manage exposure to fluctuations in the prices of the key raw materials used in operations. The company forecast annual business plan and execute on monthly business plan. Raw material procurement is aligned to its monthly/annual business plan and inventory position is monitored in accordance with future price trend.

**ii) Credit risk**

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The Company is exposed to credit risk mainly from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks.

Credit risk on trade receivables is managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company has no concentration of risk as customer base is widely distributed both economically and geographically.

An impairment analysis is performed at each reporting date on an individual basis for major clients. In addition, a large number of minor receivables are grouped into homogenous groups and assessed for impairment collectively. The calculation is based on exchange losses historical data. The maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets. The Company does not hold collateral as security. The Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables. The provision matrix takes into account available external and internal credit risk factors such as financial condition, ageing of outstanding and the Company's historical experience for customers.

**a) Financial instruments and cash deposits**

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Company monitors rating, credit spreads and financial strength of its counter parties. Company monitors ratings, credit spread and financial strength of its counter parties. Based on ongoing assessment Company adjust its exposure to various counterparties. Company's maximum exposure to credit risk for the components of balance sheet is the carrying amount as disclosed in Note 41.

**Credit risk exposure**

The following table shows the maximum exposure to the credit risk at the reporting date :

Particulars	31-Mar-19		31-Mar-18	
	Non Current	Current	Non Current	Current
Loans	5,692.89	2,133.53	6,500.29	3,310.21
Trade Receivables	-	5,304.07	-	5,675.34
Bank Balance	-	88.80	-	134.27
Other financial assets	-	3,150.58	-	8,397.98
<b>Total</b>	<b>5,692.89</b>	<b>10,676.99</b>	<b>6,500.29</b>	<b>17,517.80</b>

Following are the Ageing related to above mentioned trade receivables.

Particulars	31-Mar-19		31-Mar-18	
	<6 months	>6months	<6 months	>6months
Trade Receivables	2476.93	2,827.15	1,436.11	4,239.24

Liquidity risk is the risk that the Company may not be able to meet its present and future cash flow obligations without incurring unacceptable losses. Company's objective is to, at all time maintain optimum levels of liquidity to meet its cash requirements. Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including overdraft, debt from banks at optimised cost and cash flow from operations.

The table summarises the maturity profile of Company's financial liabilities based on contractual undiscounted payments.

Particulars	31-Mar-19		31-Mar-18	
	Within 1 year	>1 years	Within 1 year	>1 years
Borrowings	1,482.67	2,234.99	1,482.67	2,537.82
Other liabilities	3,357.32		1,594.41	
Trade and other payable	3,878.37		4,774.20	

## Pacific Industries Limited

### Notes to the Consolidated Ind AS Financial Statement for the year ended 31st March 2019

(Rupees in lakhs)

**Note : 42** The Consolidated Financial Statements present the Consolidated Accounts of Pacific Industries Limited with its following Subsidiaries and step down subsidiaries:

Name	Country	Nature of Business	Percentage of Holding by Pacific Industries Ltd(%)	
			31-Mar-19	31-Mar-18
<b><u>Direct(Subsidiary)</u></b>				
Gist Minerals Technologies Limited	India	Trading	100%	100%
Gaze FashionTrade Limited	India	Trading	100%	100%
<b><u>Indirect(Step-down Subsidiary)</u></b>				
Radhika Vyapaar Private Limited(Subsidiary of Gaze FashionTrade Limited)	India	Trading & Investment	100%	100%
Saha Coloured & Flavour Spirit Manufacturer Private Limited(Subsidiary of Gist Minerals Technologies Limited)	India	Trading & Investment	100%	100%
Biswas Solar Instrument Private Limited(Subsidiary of Gaze FashionTrade)	India	Trading & Investment	100%	100%
Blood Hound Security Company Private Limited(Subsidiary of Gaze FashionTrade)	India	Trading & Investment	100%	100%

Name of the entity in the Group	Net Assets i.e. Total assets minus Total liabilities		Share in Profit or Loss		Share in Other Comprehensive income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount	As % of consolidated profit or Loss	Amount	As % of consolidated Other Comprehensive Income	Amount	As % of Total Comprehensive Income	Amount
<b>Holding company:</b>								
Pacific Industries Limited	20.15%	6352.96	-5570.64%	689.32	45.85%	31.36	1286.45%	720.68
<b>Subsidiaries (Indian):</b>								
Gist Minerals Technologies Limited	0.09%	29.69	36.06%	(4.46)	181.29%	123.99	213.36%	119.53
Gaze FashionTrade Limited	0.68%	214.11	17.40%	(2.15)	3.68%	2.52	0.65%	0.36
Radhika Vyapaar Private Limited	7.58%	2389.85	1817.97%	(224.96)	-65.60%	-44.87	-481.65%	(269.82)
Saha Coloured & Flavour Spirit Manufacturer Private Limited	28.62%	9025.68	588.89%	(72.87)	-65.22%	-44.60	-209.70%	(117.47)
Biswas Solar Instrument Private Limited	24.56%	7746.46	3164.43%	(391.57)	0.00%	0.00	-698.98%	(391.57)
Blood Hound Security Company Private Limited	18.32%	5776.27	45.89%	(5.68)	0.00%	0.00	-10.14%	(5.68)



# Pacific Industries Limited

## Notes to the Consolidated Ind AS Financial Statement for the year ended 31st March 2019

(Rupees in lakhs)

### Note : 43 SEGMENT REPORTING

Company has considered business segment as the primary segment for disclosure. The business segments are Marble &

S. No.	PARTICULARS	FOR THE YEAR ENDED	
		31.03.2019	31.03.2018
1	<b>Segment Revenue</b>		
	A. Marble & Granites(Net)	6705.35	5373.08
	B. Trading Other than Marble & Granite	3498.20	153.15
	C. Investment & Related Activities	745.35	712.62
	D. Others Income/Services	0.00	722.00
	<b>Total</b>	<b>10948.90</b>	<b>6960.85</b>
	Less: Inter-Segment Revenue	732.88	164.86
	<b>Revenue From Operations(Excluding Other Income)</b>	<b>10216.03</b>	<b>6795.99</b>
2	<b>Segment Results</b>		
	Profit/Loss Before Charging Unallocable Expenditures		
	A. Marble & Granites	(460.25)	(91.58)
	B. Trading Other than Marble & Granite	937.60	45.17
	C. Investment & Related Activities	(318.04)	22.28
	D. Others Income/Services	0.00	354.65
	Unallocable Expenses (Tax + Finance Cost)	171.68	295.30
	<b>Net Result</b>	<b>(12.37)</b>	<b>35.22</b>
3	<b>Segment wise capital employed (Segment Assets- Segment Liabilities)</b>		
	A.Marble & Granites	7,029.47	6,897.57
	B. Trading Other than Marble & Granite	444.01	191.65
	C. Investment & Related Activities	26,296.53	26,455.80
	D. Others Income/Services	-	488.42
	<b>Total</b>	<b>33,770.01</b>	<b>34,033.44</b>

**Note 44-** The previous year's figures have been regrouped, rearranged and reclassified to conform to current year Ind-AS presentation requirements.

Significant accounting Policies

Notes Forming Part of Financial Statements

As per our Report of even date

For Ravi Sharma & Co.

Chartered Accountants

(FRN 015143C)

1 & 2

1 to 44

For and on behalf of Board of Directors

Pacific Industries Limited

(Paras Bhatia)

Partner

M.No. 418196

(J.P. Agarwal)

(Chairman & Managing Director) Executive Director & CFO

DIN:00386183

(Kapil Agarwal)

DIN:00386298

Date: 30th May 2019

Place: Udaipur

(Sachin Shah)

(Company Secretary)

(PAN : CFLPS2451B)

**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]  
30<sup>th</sup> Annual General Meeting – 30<sup>th</sup> September 2019**

Name of the Member(s):
Registered Address:
E-mail Id:
Folio No /Client ID:
DP ID:

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the company, to be held on Monday the 30<sup>th</sup> September, 2019 at 10.00 a.m. at Village : Survey No. 13, Kempalingahalli, Nelamangala Taluk (Rural), Bangalore - 562123 (Karnataka) and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions	Vote	
		For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, together with the Reports of the Board of Directors and Auditors thereon		
2.	Re- appointment of Mr. Geeta Devi Agarwal (DIN: 00386331) who retires by rotation, and being eligible offers himself for re-appointment		
	<b>Special Business</b>		
3.	To Re-Appoint Shri Vinod Choudhary As An Independent Director Of The Company		

**PACIFIC INDUSTRIES LIMITED**

**Registered Office :** Survey No. 13, N.h. 48, Kempalinganahalli Village,  
Nelamangala Taluk, Bangalore-Karnataka 562123

**Tel No. :** +91-8027723004 ; Fax : +91-8027723005

**Corporate Office:** Village Bedla, P.O. Box 119, Udaipur-313001,

**Tel No.** +91-294-2440196, 2440388 ; Fax : +91-294-2440780

**Email :** pacificinvestor@rediffmail.com ; Website : [www.pacificindustriesltd.com](http://www.pacificindustriesltd.com)

**CIN :** L14101KA1989PLC062041

**30<sup>TH</sup> ANNUAL GENERAL MEETING ON 30<sup>TH</sup> SEPTEMBER, 2019  
ATTENDANCE SLIP**

Name & Registered Address of the Member

Ledger Folio No./DP ID/ Client ID :

No. of Share (s) :

I/ we hereby record my / our presence at the 30<sup>th</sup> Annual General Meeting of the company, to be held on Monday the 30<sup>th</sup> September, 2019 at 10.00 a.m. at Survey No. 13, N.H. 48 Kempalingahalli, Village, Nelamangala Taluk (Rural), Bangalore – 562123 (Karnataka)

\_\_\_\_\_  
Name of the Shareholders/ Proxy's (In block Letters)

Signature

Note: Please complete the Attendance slip and hand it over at the entrance of the Meeting Hall

**ELECTRONIC VOTING PARTICULARS**

EVEN (E-voting Event Number)	USER ID	PASSWORD

4.	To Appoint Shri Pradeep Kumar Jain As An Independent Director Of The Company		
5.	To Appoint Shri Vikas Misra As An Independent Director Of The Company		
6	To re-appoint Shri J. P. Agarwal as a Director designated as Chairman & Managing Director		
7	To re-appoint Shri Kapil Agarwal as a Director designated as Executive Director		
8	Creation of Charge on the Assets pursuant to Section 180(1)(a) of companies Act, 2013		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of Shareholder

Affix Revenue Stamps
----------------------------

Signature of First Proxy holder  
Proxy holder

Signature of Second Proxy holder

Signature of Third

Note:

- 1) 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.
- 2) The proxy need not be a member of the company



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**CIN :** L14101KA1989PLC062041

**BALLOT FORM**

(To be returned to Scrutinizer appointed by the Company)

Name of the Member(s)	
Address	
Email ID	
DP ID Client Id/ Folio No.	
No. of Shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution(s)/ Special Resolution(s) as specified in the Notice of Pacific Industries Limited dated 12<sup>th</sup> August, 2019 to be passed at the Annual General Meeting of the Company, for the businesses stated in the said notice by conveying my/our assent or dissent to the said resolution in the relevant box below:

Resolution No.	Resolution	Type of resolution (Ordinary/ Special )	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)	I/We abstain to vote on the resolution (Abstain)
	<b>Ordinary Business</b>				
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March 2019, together with the Reports of the Board of Directors and Auditors thereon	Ordinary			
2.	Re- appointment of Mr. Geeta Devi Agarwal (DIN: 00386331) who retires by rotation, and being eligible offers himself for re-appointment	Ordinary			
	<b>Special Business</b>				
3.	To Re-Appoint Shri Vinod Choudhary As An Independent Director Of The Company	Special			
4.	To Appoint Shri Pradeep Kumar Jain As An Independent Director Of The Company	Ordinary			
5.	To Appoint Shri Vikas Misra As An Independent Director Of The Company	Ordinary			
6.	To re-appoint Shri J. P. Agarwal as a Director designated as Chairman & Managing Director	Special			
7.	To re-appoint Shri Kapil Agarwal as a Director designated as Executive Director	Special			
8.	Creation of Charge on the Assets pursuant to Section 180(1)(a) of companies Act, 2013	Special			

Date :

Place :

Signature of Member

**PACIFIC INDUSTRIES LIMITED**

**Registered Office :** Survey No. 13, N.h. 48, Kempalinganahalli Village,  
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**CIN :** L14101KA1989PLC062041

**E-COMMUNICATION REGISTRATION FROM**

Folio No. (For Physical Shares)	:	_____
Name of 1st Registered Holder	:	_____
Name(s) of Joint holder(s)	:	_____
Registered Address	:	_____
E-Mail ID (to be registered)	:	_____
Phone No./ Mobile no.	:	_____

I/We, Shareholder(s) of Pacific Industries Limited agrees to receive communication from the company in electronic mode. Please register my/Our above e-mail in your records for sending communication through e-mail.

Signature of Shareholder(s) 1. \_\_\_\_\_ 2. \_\_\_\_\_ 3. \_\_\_\_\_  
(as appearing in the Company's records)

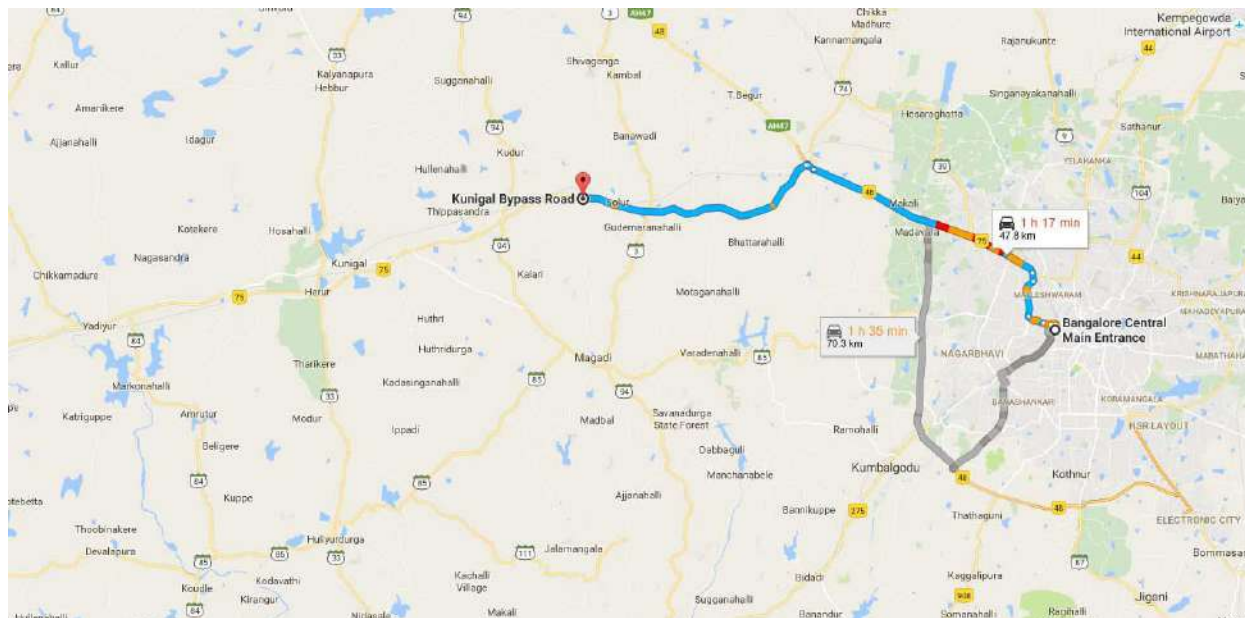
Date:

Notes:

1. Shareholder(s) is/are requested to keep the Company informed as and when there is any change in the e-mail address.
2. In case, shares are held in electronic form, kindly register your email particulars with your Depository Participant.

## PACIFIC INDUSTRIES LIMITED (PIL)

### Route Map for Venue of 30<sup>th</sup> Annual General Meeting (AGM)



**Venue of AGM-** Survey No. 13, N.h. 48, Kempalinganahalli Village,  
Nelamangala Taluk, Bangalore-Karnataka 562123









*If undelivered please return to:*  
CORPORATE OFFICE & FACTORY :  
Village Bedla, P.O. Box 119,  
Udaipur 313001, INDIA  
Tel: +91-294-2440196, 2440388  
2440933, 2440934  
Fax: +91-294-2440780

REGISTERED OFFICE & FACTORY :  
Survey No. 13, N.H. 48,  
Kempalinganahalli Village,  
Nelamangala Taluk,  
Bangalore (R) 562123, Karnataka, INDIA  
Tel: +91-8027723004, +91-80 27725976  
Fax: +91-80 27723005  
E-mail: pilsouth@pacificgranites.com  
pilnorth@pacificgranites.com

[www.pacificindustriesltd.com](http://www.pacificindustriesltd.com) | [www.pacificgranites.com](http://www.pacificgranites.com)

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To,