REF: SSPSL|AGM|SE|2019-2020 DATE: SEPTEMBER 13, 2019	
BSE SCRIP CODE: 517273	NSE SCRIP NAME: S&SPOWER
TO, THE LISTING DEPARTMENT, BSE LIMITED, P.J.TOWERS, DALAL STREET, FORT, MUMBAI – 400 001 MAHARASHTRA	TO, THE MANAGER – LISTING NATIONAL STOCK EXCHANGE OF INDIA LTD, EXCHANGE PLAZA, BANDRA – KURLA COMPLEX, BANDRA(EAST), MUMBAI – 400 051, MAHARASHTRA

Dear Sir/Madam,

Subject: Annual Report of the Company for the Financial Year 2018 - 2019.

Ref: Regulation 34 of SEBI (LODR) Regulations, 2015

In Compliance with Regulation 34 of the SEBI (LODR) Regulations, 2015, please find attached herewith Annual Report of the Company for the Financial Year 2018-19 duly approved and adopted by the Shareholders at the 41st Annual General Meeting of the Company held on Thursday, August 22, 2019 at 11.00 A.M. at the registered office of the company.

This is for your information and records. Kindly acknowledge the receipt of the same.

Yours faithfully,

For **S & S Power Switchgear Limited,**

S&S Power Swithgear Limited Maraimalai Nagar-603 209

ASHOK KUMAR VISHWAKARMA
MANAGING DIRECTOR

Encl.: As above.

S&S POWER

S&S POWER SWITCHGEAR LIMITED

OUR VISION

"To Become Preferred Switchgear and P&C Solutions Company"

Annual Report 2018-2019

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MESSAGE FROM CHAIRMAN

Fellow shareholders,

The year 2018-19 has been amongst the most difficult that I have experienced in the 30 years that I have been associated with S&S. Since our business has an almost equal presence in India and the UK so I will address the two situations separately.

In India, for some reason that it is not obvious to me at least, there is an acute shortage of both capital and confidence. Stung by the NPA problem and now compounded with the NBFC crisis, all companies, specially MSME's are being viewed with great caution. In the past, even after the Global financial crisis of 2008, banks were supportive of companies needing growth capital, but now it seems that they will not lend to anyone except those who don't need money! As a result, the entire supply chain has been crippled dramatically creating a shortage of confidence and liquidity.

Amidst this our Indian business has done reasonably well by growing 10% in sales but have been hit in our margins. Sales have grown because we have been able to diversify our markets and now are selling to many countries in Africa besides our traditional markets in the SAARC and ASEAN regions. This will hold us in good stead in the future. Margins were however affected because of undue pressure on selling prices faced in some key markets and increase in commodity prices.

In the UK, where Acrastyle is based the problem is unique. BREXIT has created a huge uncertainty in the minds of the entire eco system-customers, suppliers, contractors, regulators, causing a self-inflicted wound on an otherwise thriving economy and business. Pension schemes have also become a huge albatross around the necks of most businesses in the UK, where the Govt has piled on higher and higher regulatory costs. This is counterproductive and is making the UK economy less competitive.

Because of the two factors, Acrastyle has had a terrible year despite not losing any major order or losing market share. Our sales were down by 30% and an operating profit of almost 450K GBP turned into a loss of 400K GBP. Over and above we had to make an extra provision of 250K GBP for pension deficit because of Interest rates being reduced and the regulator changing some rules. This is our biggest challenge and we are working hard to find a resolution.

However, amidst all this difficulty, our company has grown stronger- we have developed more markets, more products and invested in a new IT system. This is because we have confidence in our ability to emerge stronger. Our fundamentals continue to be to do business profitably, fairly and with good customers, to keep working capital tight, develop our people and systems and work within our means. Our values of Integrity, Humility and Initiative will continue to be the way we run our lives, and our businesses and deal with society.

I am personally grateful to all our colleagues in India and England for their sincerity and to our Directors for their guidance.

Thank you and God bless,

Ashish Sushil Jalan
Chairman

MESSAGE FROM MANAGING DIRECTOR

Greetings!

Staying to course in a global economic slowdown and a tough market has been our endeavour in the last year. It has been toughest for me over the last four and a half years in my S&S Power assignment. While our volumes grew in India, UK has witnessed significant volume drop. Margins were under pressure in both the countries. The pension deficit provisions in UK business made the overall UK numbers look much worse. Demands were lower in UK – market was shrinking due to Brexit effect, Bangladesh was witnessing transition towards GIS and onslaught by European manufacturers, Project decisions were getting delayed in Africa and liquidity was very tight in the domestic market. In a nutshell, in a really tough year and coming out positive in Indian operation was still a credible outcome. Many of our peer companies have witnessed significant volume loss and profit loss. Year under review saw our revenue grow by > 10% over previous years in India. However, volumes dropped in UK by 30%. The overall consolidated volume was flat over previous year, as the previous year does not include the revenue consolidation of one of the subsidiaries for the period it remained an associate and only the last quarter revenue of the previous year has been consolidated after acquiring the shares from the JV partner.

Salient points in both the operations are presented below.

India Operations – Salient Points

Poor ERP systems in the company didn't allow us to leverage data-based problem solving, decision making, and policy formulation. Successful implementation of SAP B1 in S&S PSE and planned extension to other businesses provides us great opportunity to improve overall organizational productivity and cultural shift.

Significant order from Madras Atomic Power Station (MAPS) for retrofit solution has opened the way to develop 40 kA 2500 A VCB for indoor application. With the potential for follow up order from MAPS and other NPCIL sites makes this a long term retrofit activity.

African market has been key focus area and we delivered several prestigious projects in this market. Our full range of disconnectors starting from 33 kV up to 420 kV were offered in several large projects. We executed biggest project of 60 MINR through L&T to Botswana successfully in the year.

We introduced GIS LCP product line in APIL to service GE and Toshiba as our key clients. This expands Non-Framed contract business in APIL.

Our focus on R3 program (Retrofit, Refurbish, and Renovate) has delivered several good orders in domestic market. We saw an extension of it in Vietnam, UK, and now we are seeing this in Bangladesh. Setting up a separate team to double the retrofit and service business over the next three years has been a significant change in our operations to improve profitability and visibility in the market. Our idea to retrofit any make of disconnector and credible warranty offerings for retrofit has big opportunity to offer our customer a real value proposition. We have already added four additional channel partners last year for service business expansion.

Creating an offering of pre-engineered standard distribution class disconnector will improve the availability of small batches of high-quality S&S disconnectors in remote places. This will be a growth area in coming years.

33kV vertical break disconnector, 145 kV pantograph, 12 kV disconnector, and qualification of new RD 145G in UK market were significant development contributions in the year.

Synergy between India and UK operations were significantly improved. India team is providing low cost engineering services, standard Manufacturing, supply of Global Range of Disconnectors and other electrical systems for secondary and tertiary distribution in UK network from India. UK Team is assisting Indian team in product development and international business development.

In the coming year, we have focused as what we call on 6C initiatives whilst keeping the cultural transformation in the center.

- Culture - Transformation of quality and speed of response to all.
- Customer - Deepening relationship with key customers.
- Cash - Improving flow in operations anticipating problems in the cycle.
- Contract - Learning from past experience
- Cost - Aggressive waste reduction programs
- Compliance - Commit in letter & spirit

UK OPERATIONS – SALIENT POINTS

Acrastyle saw a shrinking market and fought well to increase the market share by focusing on EPC & OEM segment and Disconnector & Retrofit.

Sales and Marketing team was restructured to bring new focus and support new business development programs. Pursuing export business development in Middle East & North Africa and expanding domestic EPC and OEM market are the key drivers to regain the lost volume.

We continue to be challenged by the pension deficit that we are faced with. We do hope this situation reverses soon as it is putting an artificially high cost to both our profit and loss account and to our balance sheet. It gives tremendous stress to the current management team in overcoming an almost 5% cost disadvantage.

We have developed global value chain for much tighter integration of our business with those of our sister companies in India. I am sure this will result in more business opportunities by way of product range, costs and flexibility.

Disconnector business has seen more activities in field service and approval of new RD 145G disconnector and earth switch range by ENA. We have received our first large order for this new range from a large UK utility.

Expanding the product portfolio and geographical expansion by focusing on marketing, project management, engineering, and sourcing would enable us to grow UK business with strong support from Indian Operations by providing low cost, high quality engineering services and other technical services.

I would like to thank the senior management team in particular and entire team for their hard work, dedication, and commitment during this tough year. They are the biggest strength in the company and inspired to shape the bright future of the company.

Best wishes,

Ashok Kumar Vishwakarma
Managing Director

ANNUAL REVIEW

STANDALONE HOLDING COMPANY (S&S PSL) PERFORMANCE – AN OVERVIEW

S&S PSL – PERFORMANCE OVERVIEW		
Financial Year	Turnover (INR in Millions)	PBDIT (INR in Millions)
2014-15	29.85	8.39
2015-16	38.98	5.42
2016-17	28.27	(3.30)
2017-18	40.40	0.94
2018-19	61.82	2.10

Significant resources of the holding company are applied for the management of Indian and UK subsidiaries.

The spares, service, and retrofit business development in Andhra, Telangana, and Kerala, where our Circuit Breaker installed base is high, led to some inroads in order acquisition.

A new project of providing retrofit solution to Madras Atomic Power Station (MAPS) HHV PRIME was launched. An order of 2 crores was received from MAPS. HHV PRIME project will deliver a 40 kA, 12 kV, 2500 A indoor VCB with a VCB panel design fitted with latest safety interlocks as per latest IEC.

CONSOLIDATED RESULTS OF OPERATIONS – AN OVERVIEW

CONSOLIDATED PERFORMANCE OVERVIEW		
Financial Year	Turnover (INR in Millions)	PBDIT (INR in Millions)
2014-15	903.60	6.26
2015-16	1145.55	73.93
2016-17	1138.10	33.01
2017-18	1072.51	80.14
2018-19	1059.00	(3.29)

Volumes at a consolidated level have remained almost similar due to four quarter sales consolidation of S&S PSE and 10% Indian growth neutralised by volume drop in UK.

90% of the variance in profit was driven by UK. Profit significantly impacted due to 30% volume drop in UK and additional regulatory provision for pension deficit.

Indian operations margins were slightly impacted due to poor project mix, commodity increases, and tough competition in the market lowering the market price.

S&S POWER SWITCHGEAR EQUIPMENT LIMITED (S&S PSE) (Disconnector Business)

S&S PSE PERFORMANCE OVERVIEW		
Financial Year	Turnover (INR in Millions)	PBDIT (INR in Millions)
2014-15	190.50	(1.80)
2015-16	213.65	9.80
2016-17	313.82	8.32
2017-18	343.77	35.03
2018-19	385.00	17.21

While turnover has grown by approx. 10%, the profitability has decreased by half due to Negative project Mix, Cost increase in short cycle order execution in expedition. Bangladesh market for distribution class disconnector was significant part of execution.

We made good inroads in Africa and deepened our relationship with key contractors.

We are aggressively developing International sales footprint, agents & channel partners, alliances, and our product portfolio to develop global disconnector business. Now, we offer products from 12 kV to 550 kV, 400 A – 4000 A, 25 kA – 63 kA and have included Vertical break disconnector in our portfolio.

Launch of R3 program will increase our retrofit & service business revenue.

ACRASTYLE POWER (INDIA) LIMITED (APIL)

APIL PERFORMANCE OVERVIEW		
Financial Year	Turnover (INR in Millions)	PBDIT (INR in Millions)
2014-15	98.28	8.98
2015-16	148.03	18.07
2016-17	166.98	3.03
2017-18	195.85	18.97
2018-19	210.00	7.82

While there is an increase in turnover, the overall performance of Switchgear and Protection panel industry has been on the lower side. Excess installed capacities have brought the margin down.

ACRASTYLE LIMITED (AL)

CORE P&C BUSINESS – ACRASTYLE LIMITED, UK

AL, UK PERFORMANCE OVERVIEW		
Financial Year	Turnover (INR in Millions)	PBDIT (INR in Millions)
2014-15	610.89	(1.16)
2015-16	801.46	52.67
2016-17	708.75	45.99
2017-18	782.00	49.01
2018-19	538.00	(32.68)

Volumes came down by approx. 30% coupled with significant margin pressure. The pension deficit provisions in UK business made the overall UK numbers look much worse. Demands were lower in UK – market was shrinking due to Brexit effect, Bangladesh was witnessing transition towards GIS and onslaught by European manufacturers, Project decisions were getting delayed in Africa and liquidity was very tight in the domestic market.

CORPORATE INFORMATION

BOARD OF DIRECTOR'S & KEY MANAGERIAL PERSONNEL

Mr ASHISH SUSHIL JALAN	CHAIRMAN
Mr AJAY KUMAR DHAGAT	INDEPENDENT DIRECTOR
Mr DEEPAK JUGAL KISHORE CHOWDHARY	INDEPENDENT DIRECTOR
Mrs. GAYATHRI SUNDARAM	INDEPENDENT DIRECTOR
Mr NANDAKUMAR SUNDARRAMAN	INDEPENDENT DIRECTOR
Mr PETER JOHN WOOLRICH	DIRECTOR
Mr ASHOK KUMAR VISHWAKARMA	MANAGING DIRECTOR
Ms NITHYA K	COMPANY SECRETARY
Mrs. SELVI NARASIMMAN	CHIEF FINANCIAL OFFICER

REGISTERED OFFICE & WORKS

Plot No 14, CMDA Industrial Area Part – II,
Chithamanur Village, Maraimalai Nagar – 603209.
Kancheepuram District. Tamilnadu
Tel : 044 – 4743 1625, 4743 1626
Website : www.sspower.com
E-mail : investor@sspower.com

CORPORATE IDENTITY NUMBER

L31200TN1975PLC006966

BANKERS

Kotak Mahindra Bank Ltd, Adyar, Chennai
ICICI Bank Limited, Alwarpet, Chennai
CITI BANK N.A, Anna Salai, Chennai

STATUTORY AUDITORS

M/s C N K & Associates LLP, Chartered Accountants, Chennai

SECRETARIAL AUDITORS

M/s BP & Associates, Company Secretaries, Chennai.

INTERNAL AUDITORS

M/s Durv & Associates LLP,
Chartered Accountants, Chennai

REGISTRAR & SHARE TRANSFER AGENT

M/s. GNSA INFOTECH LIMITED,
STA Department, Nelson Chambers,
4th Floor, F-Block, No:115,
Nelson Manickam Road, Aminjikarai,
Chennai – 600029. Tamilnadu
Tel : 044 – 4296 2025 | Email : sta@gnsaindia.com

ANNUAL GENERAL MEETING

Date	: AUGUST 22, 2019
DAY	: THURSDAY
TIME	: 11:00 AM
VENUE	: REGISTERED OFFICE, MARAIMALAI NAGAR

(Member's are requested to bring their copy of the Annual report to the Annual General Meeting. Members are also requested to direct all correspondence relating to shares to the Company's Registrar & Share Transfer Agents, GNSA Infotech Limited, at the address above)

BOARD PROFILE

S&S POWER SWITCHGEAR LIMITED - BOARD OF DIRECTORS

1. Mr. ASHISH SUSHIL JALAN - CHAIRMAN

Mr. Ashish Jalan is a Commerce Graduate. He has to his credit over 30 years of Managerial and Administrative experience in various Industries and exposure in International business.

2. Mr. AJAY KUMAR DHAGAT - INDEPENDENT DIRECTOR

Mr. Ajay Dhagat is an Electrical Engineer from University of Jabalpur, India. He has deep domain expertise in Transmission & Distribution Industry, General Management, Business Leadership and Market for over 40 years. He has held position like AREVA T&D India Country President and MD and IEEMA President. He also has an international experience of handling Asia Pacific regions of Alstom T&D and was located in France.

3. Mr. DEEPAK JUGAL KISHORE CHOWDHARY - INDEPENDENT DIRECTOR

Mr. Deepak Chowdhary is the Founder Owner of MPM Private Limited, Nagpur, India's pioneering manufacturer and Technical Application experts of Lustrous Carbon additives for use in Green sand molding. Mr. Chowdhary is a B.Com (Honors) graduate from Sydenham College of Commerce and Economics, Mumbai University. He has been an invitee on several Management Institutes and likes to interact with Students on Entrepreneurship.

4. Mrs. GAYATHRI SUNDARAM - INDEPENDENT DIRECTOR

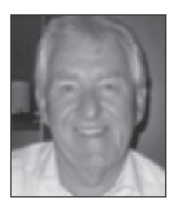
Mrs. Gayathri is a Chartered Accountant and Cost Accountant. She combines a very bright academic record with best corporate exposure of over 20 years with specialization in Corporate accounting, Risk Management & Treasury. Currently, a freelance Chartered Accountant, associated with M/s Profaids Consulting, handling internal and management audits up to Audit Committee presentations, for a variety of Corporates Pan-India, including listed companies.

5. Mr. NANDAKUMAR SUNDARRAMAN - INDEPENDENT DIRECTOR

Mr. Nandakumar is a Company Secretary & practicing Chartered Accountant. He has a wide knowledge & expertise in Corporate Matters, Financial accounting, Taxation & Statutory Audit. He is the Chairman of Audit Committee & Board Sub-committees.

6. Mr. PETER JOHN WOOLRICH - NON-EXECUTIVE DIRECTOR

Mr. Peter Woolrich is an Executive Chairman of Acrastyle Limited, U.K. He has more than 35 years of professional experience in Protection and Control Systems with ALSTOM, GEC Alstom, English Electric in Sales & Marketing. Peter is an Electrical Engineer.



7. Mr. ASHOK KUMAR VISHWAKARMA - MANAGING DIRECTOR

Mr. Ashok Vishwakarma is an Engineering Graduate from NIT, Allahabad, India. He has been leading S&S Power Business from last 4 years. He has over 25 years of professional experience in Indian Switchgear Industry, in Sales & Marketing, Technical Development, Sourcing, Manufacturing Operations & P&L Management. He was earlier employed with GE, Areva T&D, Alstom, GEC Alstom & GEC.

THE S&S MANAGEMENT TEAM

Managing Director & CEO

Ashok Vishwakarma

UK Business Operations Team

Operations Director

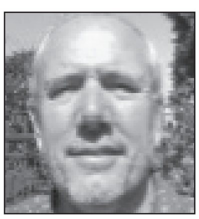
Barry Simpson

Finance Director

Bill Wilson

Business Development Director

Steve Smith



ACRASTYLE LIMITED

Shared Engineering and Development Centre (EDC), supporting to both the Business.

India Business Operations Team

Commercial Director

R Sankaran

CFO/Systems

Selvi

Director Operations

Ashok P

S&S POWER

NOTICE TO MEMBERS

NOTICE is hereby given that the FORTY FIRST (41st) Annual General Meeting of the Members of S&S POWER SWITCHGEAR LIMITED will be held on THURSDAY, 22ND DAY OF AUGUST 2019 at 11:00 A.M at the Registered Office of the Company to transact the following business:

ORDINARY BUSINESS

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING ITEMS OF BUSINESS, AS ORDINARY RESOLUTION(S):

1. To receive, consider, adopt and approve the Audited Financial Statements (including the Audited Consolidated Financial Statements) for the year ended 31st March 2019 along with the notes as on that date and the reports of the Board of Directors and the Auditors thereon.

"**RESOLVED THAT** the Audited Financial Statements including the consolidated financial statements for the year ended 31st March 2019 together with the Auditors Report thereon, and the Report of the Board of Directors for the financial year ended on that date be and are hereby approved and adopted"

2. To re-elect Mr. Ashish Sushil Jalan (DIN: 00031311), who retires by rotation, as a Director of the Company.

"RESOLVED THAT Mr. Ashish Sushil Jalan (DIN: 00031311) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company".

SPECIAL BUSINESS

3. To Consider and if thought fit to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, or any amendment thereto or modification thereof, and the rules made there under, read with Schedule V to the Act, and Articles of Association of the Company, the approval of the Company be and is hereby approves the re-appointment of Mr. Ashok Kumar Vishwakarma (DIN: 05203223) as a Managing Director of the Company for a period of Three (3) years with effect from 10th November 2019, on the terms and conditions as may be determined by the Board and/or by any applicable statutes, rules, regulations or guidelines and on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution."

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

"RESOLVED THAT, in accordance with the provisions of Sections 197 of the Companies Act, 2013, or any amendment thereto or modification thereof, and the rules made there under and in accordance with the applicable provisions of the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Company be and is hereby approves payment of Consultancy Charges to Mr. Ashish Sushil Jalan (DIN: 00031311) Chairman and Non-Executive Director of the Company for the period of one (1) years from 1st April, 2019 to 31st March 2020 for his professional services and as set out in the Explanatory Statement annexed to the Notice convening this Meeting, be and is hereby approved."

"**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts things and deeds as may be necessary to give effect to the above resolution."

By Order of the Board,
For S&S Power Switchgear Limited,

Nithya Kamaraj
COMPANY SECRETARY

Dated: June 28, 2019
Place: Maraimalai Nagar

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER. **A Person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total voting share capital of the Company. A member holding more than ten percent of the total voting share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**

2. The Instrument appointing Proxy, in order to be effective should be duly completed, stamped and signed and must be deposited with the Company at least 48 hours before the time scheduled for the meeting. A Proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, partnership firms etc., must be supported by appropriate resolution / authority letter/ power of attorney, as applicable, issued by the member/organization.

3. A Statement pursuant to Section 102 of the Companies Act, 2013, setting out all material facts relating to Item Nos. 3 to 4 of this Notice is annexed herewith and the same should be taken as part of this Notice. Further, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the “Listing Regulations”) and the provisions of the Secretarial Standard No. 2 on General Meetings, a brief profile of the directors proposed to be appointed/ re-appointed is set out in the Explanatory Statement to this Notice.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday 17th day of August 2019 to Thursday 22nd day of August 2019 (both days inclusive)** for the purpose of Annual General Meeting.

6. Members holding shares in physical form are requested to intimate any change of address to the Company Secretary of the Company immediately. In case of shares held in dematerialized form, this information should be passed on to their respective Depository Participants without any delay.

7. Also, Members holding shares in physical form are requested to dematerialize the shares in electronic form to facilitate faster transfer and avoid rejections of bad deliveries.

8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Share Transfer Agent/Company or with the Depository Participant(s). **Members who have not registered their e-mail addresses so far are encouraged to participate in the green initiative by registering their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically. Members holding shares in dematerialized form are requested to register their e-mail address with their Depository Participant(s) only, while members holding shares in physical form are requested to register their e-mail id by sending a request either on sta@gnsaindia.com / investor@sspower.com**

9. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address is registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s).

10. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print & bring their Attendance Slip/s and submit a duly filled in Attendance Slip signed and completed at the Registration Counter at the AGM. The Members/ Proxies should fill the Attendance Slip for attending the Meeting. The Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Folio No. in the Attendance Slip for attending the Meeting.

11. Members and Proxies attending the meeting are requested to bring their copy of annual report to the Annual General meeting.

12. Members may also note that the Notice of the 41st Annual General Meeting and the Annual Report for the financial year 2018-2019 will also be available on the Company's website www.sspower.com for their download. Even after registering for e-communication, members are also entitled to receive such communication in printed form, upon making a request for the same. For any communication, the members may also send requests to the email id: investor@sspower.com

13. Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Standard 2 of the Secretarial Standards on General Meetings and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means through the remote e-voting services provided by National Securities Depository Limited (NSDL) on all resolutions set forth in the notice. The Members, whose names appear in the Register of Members / List of Beneficial Owners as on **16th day of August 2019**, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (Remote e-voting).

The remote e-voting period shall commence at **10.00 A.M on Monday 19th day of August 2019 and will end at 5.00 P.M on Wednesday 21st day of August 2019**. In addition, Members attending the AGM who have not cast their vote by e-voting shall be eligible to vote at the AGM by means of Poll. The Company has appointed M/s. BP & Associates, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process as well as Poll on Annual General Meeting in a fair and transparent manner. The Members desiring to vote through e-voting are requested to refer to the detailed procedure (instructions for e-voting) given hereinafter.

14. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar & Share Transfer Agents.

15. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts, or arrangements in which Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.

16. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the Meeting.

17. Route Map showing directions to reach to the venue of 41st Annual General Meeting is given at the last page of this Annual Report.

PROCEDURE FOR REMOTE E-VOTING

A. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of SEBI (LODR) Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 41st Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

B. The voting rights shall be as per the number of equity shares held by the Member(s) as on **16th day of August 2019** being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.

C. The facility for voting through ballot 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.

D. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

E. The remote e-voting period commences on **10.00 A.M on Monday 19th day of August 2019 and will end at 5.00 P.M on Wednesday 21st day of August 2019**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th day of August 2019 may cast their vote electronically by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

F. The process and manner for remote e-voting are as under:

a. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:

b.

(i) Open email and open PDF file viz; “S&S Power remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on “Shareholder – Login”

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select “EVEN” of “S&S Power Switchgear Limited”.

(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.

(x) Upon confirmation, the message “Vote cast successfully” will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to secretarial@bpcorpadvisors.com with a copy marked to evoting@nsdl.co.in.

c. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

- EVEN (Remote e-voting event Number)
- USER ID :
- PASSWORD / PIN :

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

G. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

H. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

I. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

J. 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 **16th day of August 2019**.

K. 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. **16th day of August 2019**, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or sta@gnsaindia.com.

L. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

M. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

N. M/s. BP & Associates Company Secretaries, Chennai has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.

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

P. The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

Q. The results of the electronic voting shall be declared to the Stock Exchanges after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company www.sspower.com immediately after the declaration of result by the Chairman or a person authorized by him in writing.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item No. 3 & 4 as given above:

ITEM NO.3:

The Members of the Compny at the 39th Annual General Meeting held on 29th August, 2017 approved the re-appointment of Mr. Ashok Kumar Vishwakarma (DIN: 00031311) as Managing Director of the Company for a period of Two (2) years with effect from 11th November 2017. Mr. Ashok Kumar Vishwakarma will complete his present term on 10th November 2019.

On the recommendation of the Nomination & Remuneration Committee. The Board of Directors at the meeting held on 28th June, 2019 recommended for the approval of the Members, the re-appointment of Mr. Ashok Kumar Vishwakarma as Managing Director of the Company, as set out in the Resolution relating to his re-appointment.

Following are the details of the Annual Salary (payable monthly) proposed to be paid to Mr. Ashok Kumar Vishwakarma, Managing Director:

Consolidated Salary, Perquisites and Performance Bonus, etc. Rs. 1,40,00,062/-

In addition to the above, he shall be entitled to receive the following:

a. Gratuity as per the rules of the Company, but not exceeding half a month's salary for each completed year of service.

b. Encashment of leave at the end of tenure.

c. Provision of car for use on Company's business.

d. Free landline telephone facility at residence along with free mobile telephone facility. Long distance personal calls to be recovered by the Company.

e. He shall also be entitled to reimbursement of entertainment expenses actuals and properly incurred in the course of business of the Company.

Requisite Notice under Section 160 of the Act proposing the re-appointment of Mr. Ashok Kumar Vishwakarma has been received by the Company, and also consent has been given by him pursuant to Section 152 of the Act.

Accordingly, the Board recommends the passing of the Special Resolution as set out in the Item no.3 of the Notice.

STATEMENT OF PARTICULARS (Pursuant to Schedule-V of the Companies Act, 2013)

I.	GENERAL INFORMATION	PARTICULARS
1.	Nature of Industry	
2.	Date of Commencement of Commercial Production	
3.	Financial Performance of the Company	
4.	Foreign investments or collaborations, if any.	
II.	INFORMATION ABOUT THE APPOINTEE:	
1.	Background details	
2.	Past remuneration	
3.	Recognition or awards	
4.	Job profile and his suitability	
5.	Remuneration proposed	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	
III.	OTHER INFORMATION	
1.	Reasons of loss or inadequate profits	
2.	Steps taken or proposed to be taken for improvement	
3.	Expected increase in productivity and profits in measurable terms	

IV. Disclosure

The details of remunerations and other information is given in the Corporate Governance part of the Directors' Report

Except Mr. Ashok Kumar Vishwakarma, Managing Director, none of the Directors and/or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except and to the extent they are members of the Company.

ITEM NO.4:

The Board of Directors at their Meeting held on 28th June 2019 approved of Consultancy Charges to Mr. Ashish Sushil Jalan for the period of one (1) years from 1st April, 2019 to 31st March 2020 taking into account his enlarged role to provide guidance and mentorship to the executive management and development of the Company and its Subsidiaries.

In terms of the recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members by way of Special Resolution is required every year, if the remuneration payable to a single Non-Executive Director in that year exceeds 50% of the aggregate remuneration payable to all the Non-Executive Directors taken together. Your approval is therefore sought for the Consultancy Charges payable to Mr. Ashish Sushil Jalan for the period from 1st April, 2019 to 31st March 2020, as provided below:

a. Monthly Consultancy Fees of Rs 2,00,000 (Rupees Two Lakhs) only for the aforesaid period.

b. Applicable Taxes Payable as may be in force shall be charged extra on the monthly consultancy fees

Additional information in respect of Mr. Ashish Sushil Jalan, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings is furnished hereunder.

Mr. Ashish Sushil Jalan holds 34,297 Equity Shares in the Company; he does not hold any share in the Company on a beneficial basis for any other person.

Mr. Ashish Sushil Jalan and his relatives are interested in the said Resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, are interested in the said resolution.

Hence, the Board recommends the Resolution for your approval

By Order of the Board,

For S&S POWER SWITCHGEAR LIMITED,

Nithya Kamaraj

Company Secretary

Dated: June 28, 2019

Place: Chennai

PARTICULARS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT (AGENDA NO. 3&4) AS REQUIRED TO BE FURNISHED UNDER THE SECRETARIAL STANDARD ON GENERAL MEETINGS / REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.

Director's Name	Mr Ashish Sushil Jalan	Mr Ashok Kumar Vishwakarma
Age	54 years	50 Years
DIN	00031311	05203223
Qualification	B.Com	B.E
Experience	Mr Ashish Sushil Jalan is a Commerce Graduate. He has to his credit over 30 years of managerial and Administrative experience in the industry and exposure in International business.	Mr. Ashok Kumar Vishwakarma is having over 25 years of industrial and professional experience in Indian Switchgear Industry. He is an Engineering Graduate from NIT Allahabad.
Current Remuneration (Last Drawn) *	NIL	Rs. 96,00,168/- per Annum
Shareholding in the Company	34,297 Equity Shares	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	NIL	NIL
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board; and	NIL	NIL

** Does not include the Sitting fees of Rs 30,000/- paid to Mr Ashish Sushil Jalan during the Financial Year 2018-2019*

DIRECTOR'S REPORT

Dear Shareholders,

Your Board of Directors ('Board') have immense pleasure in presenting their Forty First **(41st) Annual Report** on the business and operations of S&S Power Switchgear Limited ('S&S POWER') or 'the Company' together with the Audited Financial Statements for the year ended **March 31, 2019** ('the year under review').

In line with the requirements of the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Regulations"), this report covers the Audited Financial results and other developments during the financial year from **April 1, 2018 to March 31, 2019** in respect of S&S POWER and S&S POWER Consolidated Performance comprising of S&S Power, its subsidiaries in India and overseas. The Consolidated entity has been referred to as '**S&S Group**' or '**the Group**' in this report.

1. FINANCIAL RESULTS – AN OVERVIEW

Your Company's financial performance for the year ended March 31, 2019 is summarized hereunder:

(Rs. in Lakhs)

PARTICULARS	CONSOLIDATED		STANDALONE	
	Year ended March 31, 2019	Year ended March 31, 2018	Year ended March 31, 2019	Year ended March 31, 2018
Net Revenue from Operations	10,345	10,341	51	70
Earnings before Depreciation, Finance Costs, and Taxation	**(33)**	**801**	**210**	**9**
Finance Expenses	252	275	112	87
Depreciation and Amortization Expenses	89	64	16	15
Profit/(Loss) Before Tax and OCI	**(374)**	**463**	**81**	**(93)**
Other Comprehensive Income	(268)	(5)	(5)	7
Profit /(Loss) Before Tax	**(642)**	**459**	**76**	**(85)**
Tax Expense	8	(53)	(1)	(11)
Amount transferred to General Reserve	-	-	-	-
Profit/(Loss) After Tax	**(634)**	**406**	**75**	**(97)**

The consolidated results have been significantly worsened compared to the previous year due to the significant factors which have influenced the outcome of the results:

(Rs. In Lakhs)

Details	2018-19	2017-18
Indian Operations:		
Revenue from Operations	4,967	2,520
Operating profit	42	123
OCI	(6)	0
Net profit	16	6

Details	2018-19	2017-18
UK Operations:		
Revenue from Operations	5,378	7,821
Operating profit	(416)	340
OCI	(262)	(5)
Net profit	(650)	400
Consolidated		
Revenue from Operations	**10,345**	**10,341**
Operating profit	**(374)**	**463**
OCI	**(268)**	**(5)**
Net profit	**(634)**	**406**

**The sales for the FY 2017-18 does not include the sales of S&S PSE for 9 months for the period it remained an associate company and not a subsidiary.*

UK Operations:

- Consequent to legislation change in the United Kingdom requiring pension schemes to be equalized between male and female members with guaranteed minimum pension (GMP) earned between 1990 to 1997, a reassessment of the pension liability resulted in an additional liability of Rs.234 lakhs reported under Other Comprehensive Income
- Volume drop in the UK segment of around 30% impacting a profit drop of Rs.753 lakhs.
- Additional provision of around Rs.93 lakhs in the current year for the normalization of pension deficits.

India Operations:

- Negative mix in the project portfolio in the disconnector business segment in India
- Excess installed capacity in one of the Indian subsidiaries engaged in manufacture of Control & Relay Panel (CRP)

2. BUSINESS OVERVIEW - RESULTS OF OPERATIONS

Your Company has registered consolidated revenue for the financial year ended March 31, 2019 at Rs **10,345 Lakhs** as against Rs **10,341 Lakhs** for the year ended March 31, 2018.

Figures relating to March 2019 are not comparable with March 2018 as line by line consolidation has not been done for one of its subsidiaries, viz S&S Power Switchgear Equipment Limited for the previous period of nine months ended December 2017.However, subsequent to acquisition of the business by the parent Company, line by line consolidation has been carried out for the last quarter of the previous year ended 31st March 2018.

Year ended 31st March 2018 does not take into Account revenue from operations amounting to Rs. 2,513 lakhs of the subsidiary for the period it remained an associate and not a subsidiary.

The Total consolidated Earnings / (Loss) before depreciation, finance costs, and taxation for the financial year ended March 31, 2019 is **Rs (33) Lakhs** as against **Rs 801 Lakhs** for the year ended March 31, 2018.

A Consolidated Loss for the year ended March 31, 2019 is **Rs 634 Lakhs** as against profit of **Rs 406 Lakhs** for the year ended March 31, 2018.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY

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

4. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There were no material changes and/or commitments between the end of the year under review and the date of this report, which could have had an impact on the Company's operation in the future or its status as a going concern. There are no significant or material orders passed by the Regulators /Courts/ Tribunals, during the year under review.

5. MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and analysis report which inter-alia covers the Company and its Group's financial and operational performance, Industry trends, Update on Macro Economic Indicators, Risks and Concerns, Internal control systems and their adequacy, Outlook and other material changes prepared in compliance of Regulation 34 of the SEBI Regulations forms part of the annual report, is annexed to this report.

6. SHARE CAPITAL

During the year under review, there was no change in the Share capital structure and the paid-up capital of the Company as on March 31, 2019 stood at **Rs. 620 Lakhs**. Further the Directors state that, no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

(a) Issue of equity shares with differential rights as to dividend, voting or otherwise;

(b) Issue of Shares (including Sweat Equity Shares and ESOS) to employees of the Company under any scheme;

(c) Provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

7. SUBSIDIARIES / JOINT VENTURES/ASSOCIATES

(a) A list of companies which are subsidiaries/associate to your Company is provided Form AOC-1 as "**Annexure A"**;

(b) Your Company continues to have 3 Subsidiaries in India and 2 overseas Subsidiaries and during the previous year S&S Power Switchgear Equipment Ltd had become a wholly owned subsidiary after the Company acquired the 49% shareholding of M/s Coelme Costruzioni Elettromeccanihe S.p.A. There were no changes in the status of the subsidiaries during the year under review.

(c) A Statement containing salient features of financial statements of subsidiaries pursuant to Section 129 of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014 is annexed to this report in the prescribed Form AOC-1 as "**Annexure A".**

8. APPROPRIATIONS

(a) Reserves

Your Directors have not proposed to transfer any amount to reserves for the year under review.

(b) Dividend

Your Directors have not proposed any payment of dividend to the Shareholders for the year under review.

9. FINANCIAL STATEMENTS

The Standalone and Consolidated Financial Statements for the year ended 31st March 2019 have been prepared under IND AS (Indian Accounting Standards) by the Company. Comparative figures, for the previous financial statements for the year ended 31st March 2018 are also stated in accordance with IND AS.

Further the Board the meeting held on 29th May 2019 approved the Audited Financial Statements for the year ended 31st March 2019. For details, refer Notes to Accounts forming part of this Annual report.

In accordance with Section 136 of the Act, the audited financial statements including the consolidated financial statements and related information of the Company and audited accounts of each subsidiary are also available on the Company's website: www.sspower.com.

10. DEPOSITS

During the year under review, your Company has not accepted or renewed any deposits from public and there were no outstanding deposits within the purview of the provisions of Section 73 and 74 of the Act, read with Companies (Acceptance of Deposits) Rules, 2014.

11. BOARD OF DIRECTORS / KEY MANAGERIAL PERSONNEL:

- There was no change in the constitution of Board of directors of the Company during the year under review.
- All Independent Directors have submitted declarations that they meet the criteria of Independence as laid down under Section 149(6) of the Act, and the SEBI Regulations.
- Based on the written disclosures provided by the Board of Directors, none of them are disqualified from being appointed as Directors under Section 164 of the Act.
- During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.
- The Board of Directors at their meeting held on 14th February, 2019 appointed Ms. Nithya Kamaraj as Company Secretary & Compliance Officer of the Company in place of Mr. C. Abhilash who resigned from his Office on November 14, 2018.
- The Board of Directors at their meeting held on 29th May 2019 appointed Mrs. Selvi Narasimman as Chief Financial Officer of the Company in place of Mr. A. Mahesh, who resigned from his Office on 31st May 2018.

- **RETIREMENT BY ROTATION**

  Pursuant to Article 26 of the Articles of Association of the Company and in accordance with the Act, Mr. Ashish Sushil Jalan (DIN: 00031311), Non-Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment. Board recommends his re-appointment as a Director for approval of members.

  The details of Director being recommended for re-appointment as required under the Act and the SEBI Regulations are contained in the accompanying Notice convening the Annual General Meeting of the Company.

- **BOARD MEETINGS**

  During the year, 5 (Five) meetings of the Board of Directors were convened and held. The details of the meetings are furnished in the Corporate Governance Report. Furthermore, the intervening gap between the Meetings was within the period prescribed under Section 173(1) of the Act.

- **EVALUATION OF BOARD, COMMITTEES OF DIRECTORS**

  Pursuant to provisions of the Act and the SEBI Regulations, the Board has carried out an annual evaluation of its own performance, the Directors individually as well as the performance of Board committees and of the Independent Directors (without participation of the relevant Director).

  Further, Independent Directors at their meeting without the participation of the Non-Independent Directors and Management considered/ evaluated the Board's performance (as a whole), Performance of the Chairman and other Non-Independent Directors.

  Independent Directors at a separate meeting, evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board.

  The criteria for performance evaluation have been detailed in the Corporate Governance Report.

- **KEY MANAGERIAL PERSONNEL**

  The following persons have been designated as Key Managerial Personnel of the Company pursuant to Section 2(51) and Section 203 of the Act, read with the Rules framed thereunder:

  - Mr.Ashok Kumar Vishwakarma, Managing Director ;
  - Ms.Nithya Kamaraj, Company Secretary & Compliance Officer;
  - Mrs.Selvi Narasimman, Chief Financial Officer (CFO)

12. POLICIES

- **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

  The Company has set up Vigil Mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns, unethical behaviour and irregularities, if any, in the Company noticed by them which could adversely affect company's operations to the Chairman of the Audit Committee. The policy is available at the Company's website (www.sspower.com)

  No concerns or irregularities have been reported during the period. The Company hereby affirms that no Director/employee has been denied an access to the Chairman of the Audit Committee and that no complaints were received during the year.

- **RISK MANAGEMENT POLICY**

  The Company has already in place an integrated risk management approach through which it reviews and assesses significant risks on a regular basis to ensure that a robust system of risk controls and mitigation is in place. Through risk management approach, the Company ensures that risk to the continued existence as a going concern and to its development are identified and addressed on a timely basis.

  At present, the company has not identified any element of risk which may threaten the existence of the company.

- **POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS**

  The Board has, on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining Qualifications, Positive Attributes and Independence of Directors, Key Managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

- **POLICY ON SEXUAL HARASSMENT**

  The Company has in place, policy of prevention, prohibition and Redressal of Sexual Harassment for women at the Workplace in accordance with the requirements of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. It ensures prevention and deterrence of acts of sexual harassment and communicates procedures for their resolution and settlement. All women employees are covered under this policy. There were no cases/ complaints reported in this regard during the year under review.

13. DIRECTORS' RESPONSIBILITY STATEMENT:

In compliance with Section 134(5) of the Act, your directors, on the basis of information made available to them, confirm the following:

(a) that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(b) that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the **PROFIT** of the Company for that period;

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

(d) that the directors have prepared the annual accounts on a going concern basis;

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

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

14. EXTRACT OF ANNUAL RETURN:

Pursuant to provisions of Section 92(3) of the Act, and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in Form MGT-9 is enclosed herewith and forms part of the report. (REFER ANNEXURE-C – EXTRACT OF ANNUAL RETURN)

15. AUDITORS:

(a) Statutory Auditors

The Company's auditors M/s CNK & Associates LLP, Chartered Accountants, Mumbai (ICAI Firm Registration No: 101961W/ W-100036) have been appointed for a period of 5 years from the 39th AGM under Section 139(1) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014. There are no qualifications in this Report.

(b) Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act, and the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014 the Company has appointed Mr. S.Bhaskar, Partner of M/s. BP & Associates, a firm of Company Secretaries in practice, to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor for the year 2018-19 is annexed to the Board's report as "Annexure E".

The Secretarial Auditors' have qualified their report for the following observations, which are provided below with the Management response.

Secretarial Audit	Management Response
The Company has not filed e-form MGT 14 for the borrowing done during the year 2017-18.	The company has initiated action to complete the filing before the AGM.
The Company has not filed e-form MGT 14 for an increase in remuneration for Managing Director, borrowings and security provided to wholly owned subsidiary.	The company has initiated action to complete the filing before the AGM.
The Company has not appointed Chief Financial Officer within Six months from the resignation of previous Chief Financial Officer.	The company has appointed a CFO as on 29th May 2019.

16. CORPORATE GOVERNANCE

As per Regulation 34(3) read with Schedule V of the SEBI Regulations, a separate section on Corporate Governance practices followed by the Company, together with a certificate from the Practicing Company Secretary confirming compliance with the conditions of corporate governance, forms an Integral part of this report as Annexure C. Compliance reports in respect of all laws applicable to the Company have been reviewed by the Board of Directors periodically.

Your Company is committed to observe good corporate governance practices in letter and spirit. Your Board of Directors have taken all necessary steps to ensure compliance with the Corporate Governance guidelines, as laid out in the SEBI Regulations 2015. All the Directors and Key Management Personnel of the Company have affirmed in writing their compliance with and adherence to the 'Code of Ethics for Board of Directors and Senior Executives' adopted by the Company.

The Annual report of the Company contains a certificate by the Managing Director in terms of the SEBI Regulations on the compliance declarations received from the Directors and the Senior Management Personnel.

The Statutory Auditors of the Company have examined the requirements of Corporate Governance with reference to SEBI Listing Regulations and have certified the compliance, as required under SEBI Listing Regulations. The Certificate in this regard is attached as Annexure in this report.

Your Company had duly complied with the requirements regarding Corporate Governance as stipulated under Regulation 24 of the SEBI Regulations.

Further as required under Regulation 17(8) of the SEBI Regulations, a certificate from the Managing Director and Chief Financial Officer of the Company with regard to the financial statements and other matters is being annexed with this Report as Annexure G.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

(A) Conservation of Energy

- The Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- The Company is also making continuous efforts for utilizing alternate sources of energy.
- The Company has launched formal management system implementation on environment, health & safety. It will bring significant focus on sustainable development and energy conservation.

(B) Technology Absorption& Product Innovation

- Company's products are manufactured by using in-house knowhow technology and no outside technology is being used for manufacturing activities.
- Company operates in a very competitive environment regular value engineering and adoption of new efficient material and manufacturing technology is a key to stay at the forefront of the cost competitiveness.

(C) Foreign Exchange Earnings and Outgo:

(**Amount in Rs**)

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	Nil	Nil

18. INTERNAL FINANCIAL CONTROLS:

The Company has well defined and adequate internal financial control system over financial reporting, commensurate with its size, scale and complexity of its operations to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorised and recorded. The internal financial controls are adequate and are operating effectively so as to ensure orderly and efficient conduct of business operations.

Internal Financial controls helps the Board to monitor the state of controls in key business processes. The organisation is appropriately staffed with qualified and experienced personnel for implementing and monitoring the internal control environment.

The Internal Auditors evaluates the effectiveness and adequacy of internal controls, compliance with operating systems, policies and procedures of the Company and recommends improvements, if any. Significant audit observations and the corrective/ preventive action taken or proposed to be taken by the process owners are presented to the Audit Committee. The Scope of Internal Audit is annually determined by the Audit Committee considering the inputs from the management and statutory auditors.

Capital expenditure of the Company as well as its Group are monitored and controlled with reference to approved budgets. The Audit Committee reviews the overall functioning of Internal Audit on a periodical basis.

The details in respect of internal financial control and their adequacy are included in the auditors' report which forms an integral part of this report.

19. CORPORATE SOCIAL RESPONSIBILITY (CSR)

In line with the provisions of the Companies Act, 2013 and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your Company is not governed by the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. So, the Company is not required to formulate a policy on CSR and also has not constituted a CSR Committee.

20. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

There are loans given during the year, but no guarantees have been issued that are covered under Section 186 of the Act read with the Rules made thereunder. Details of loans made under the said section are covered in Notes to the financial statements.

21. RELATED PARTY TRANSACTIONS:

Your Company has entered into various transactions with related parties as defined under Section 2(76) of the Act in the ordinary course of business. All the related party transactions entered during the year were on arm's length basis and in the ordinary course of business. All the related party transactions effected during the year are disclosed in the notes to the Financial Statements. Further, all related party transactions are placed before the Audit Committee and to the Board for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature, a statement giving details of all Related Party Transactions are placed before the Audit Committee and the Board for review and approval on a quarterly basis.

There were no materially significant related party transactions, i.e. transactions exceeding 10% of the annual turnover of the Company as per the last audited financial statements entered into by the Company with Promoters, Directors , Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large and thus disclosure of related party transactions as required under Section 134(3)(h) of the Act in Form AOC-2 is not required.

Also, none of the Directors or the Key Managerial Personnel of the Company has any pecuniary relationships or transactions vis-a-vis the company.

22. INDUSTRIAL RELATIONS & HUMAN RESOURCE MANAGEMENT

It is firmly believed that employees of the Company and its group are the most valuable assets and key players of business success and sustained growth. The Company constantly striving to enhance the level of employee engagement and to ensure healthy career growth for employees at all levels. A diverse pool of lateral talent has been hired to enhance the bench strength. This includes professional experts with excellent academic credentials and professional track record.

The Company continued to conduct various employee benefit, recreational and team building programs to enhance employee skills, motivation as also to foster team spirit. The Company has also conducted in-house training programs to develop leadership as well as technical/functional capabilities of its employees in order to meet future talent requirements. Industrial relations were cordial throughout the year. The Company has also identified a pool of best human resources who are being groomed for future leadership roles. Structured safety programmes were organised emphasizing safety of people during the year under review.

(a) The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details: Except Mr. Ashok Kumar Vishwakarma Managing Director, no director is in receipt of remuneration except sitting fees.

Sl. No.	Name	Designation	Ratio
1.	Mr. Ashok Kumar Vishwakarma	Managing Director	12.45: 1

(For this purpose, sitting fees paid to the Directors have not been considered as Remuneration)

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

Sl. No.	Name	Designation	Percentage Increase
1	Mr. Ashok Kumar Vishwakarma	Managing Director	No Increase
2	Mr. A. Mahesh [upto 31.05.2018]	Chief Financial Officer	No Increase
3	Ms.Nithya Kamaraj [from 14.02.2019]	Company Secretary	No Increase
4	Mr. C Abhilash [upto 14.11.2018]	Company Secretary	No Increase

(c) 18% increase was reported in the median remuneration of employees in the financial year.

(d) The number of permanent employees on the rolls of standalone company as on 31st March 2019 is 21.

(e) Average percentile increase already made in the salaries of employee's other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

There was no increase in remuneration to Key Managerial Personnel (KMP) & for employees other than KMP the increase was based on their performance.

(f) We affirm that the remuneration paid during the period under review, is as per the Remuneration Policy of the company.

As required under provisions of the Act and Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there are no employee falling under the above category, thus no disclosures are required to be given in the report.

23. LISTING OF SHARES & DEMATERIALIZATION

The Equity shares of your Company continue to be listed in BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). Your company has received in principal approval from BSE for revocation of suspension of trading in the month of May 2018 and is in the process of completing the formalities laid out in the approval.

The shareholders can avail the facility provided by NSDL and CDSL to dematerialize their shares. Shareholders are requested to convert their physical holdings into dematerialized form to derive the benefits of holding the shares in electronic form.

24. INVESTOR SERVICES

Your company shall constantly endeavour to give the best possible services to the investors and to keep the time of response to shareholder's request / grievance to the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time.

The company has a separate Investor page and company activities are regularly updated.

Investor Grievances Redressal / Stakeholders Relationship committee of the Board meets periodically and reviews the status of the shareholder grievances.

25. GRATITUDE & ACKNOWLEDGEMENTS:

Your Directors place on record their sincere & high appreciation for the unflinching commitment, dedication, hard work and valuable contribution made by the employees of the company and its subsidiaries for sustained growth of group as a whole. Your Directors also sincerely thank all the Promoters, stakeholders, Government authorities, Customers, vendors, Banks business associates, shareholders and other statutory bodies for their continued assistance, support and co-operation.

26. CAUTIONARY STATEMENT

Certain Statements in the Board's report and the Management Discussion and Analysis, describing the Company's & its subsidiaries objectives, expectations or forecasts may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the statement.

For and on behalf of the Board of Directors,

Ashish Sushil Jalan
CHAIRMAN

Date: 28th June 2019
Place: MARAIMALAI NAGAR

AOC-1

Pursuant to first proviso to Sub-Section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014 Statement containing salient features of the Financial Statement of Subsidiaries/Associate Companies/Joint Ventures.

Part "A" : Subsidiaries

(Information in respect of each subsidiary to be presented with Rs. in Thousands)

S No	Particulars	Details				
1	Name of the subsidiary	S&S Power Switchgear Equipment Ltd	Acrastyle Power India Limited	Acrastyle EPS Technologies Ltd	Acrastyle Limited UK	Acrastyle Switchgear Limited, UK
2	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	31-Mar-19	31-Mar-19	31-Mar-19	31-Mar-19	31-Mar-19
3	Reporting currency and Exchange rate as on the last date of the relevant Financial year in case of foreign subsidiaries	INR	INR	INR	1 GBP = 90.48	1 GBP = 90.48
4	Share Capital	12,500	59,451	500	7,682	275,713
5	Reserves & Surplus	43,224	(16,069)	(66)	(102,543)	(150,349)
6	Total Assets	288,167	296,690	735	245,782	226,191
7	Total Liabilities	232,443	253,309	301	340,643	100,827
8	Investments	-	148,113	-	-	226,189
9	Turnover	376,039	199,697	-	537,817	-
10	Profit /(Loss) before Tax	2,685	(6,552)	(0.35)	(36,353)	(5,261)
11	Provision for Taxation	1120	(246)	-	-	-
12	Profit /(Loss) after Tax	3,805	(6,798)	(0.35)	(36,353)	(5,261)
13	Proposed Dividend	-	-	-	-	-
14	% of shareholding	100%	67%	100%	100%	100%

Notes:

1. Names of subsidiaries which are yet to commence operations - Nil
2. Names of subsidiaries which have been liquidated or sold during the year - Nil
3. Both the UK subsidiaries are step down subsidiaries of the parent Company, S&S Power Switchgear Ltd through Acrastyle Power (India) Limited

Part "B" : Associates and Joint Ventures

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

Name of Associates/Joint Ventures	
1. Latest Audited Balance sheet Date	
2. Shares of Associate/Joint Ventures held by the company on the year	NIL
Amount of Investment in Associates/Joint Venture	
Extend of Holding %	
3. Description of how there is significiant influence	
4. Reason why the Associate/Joint Ventures is not consolidated	
5. Net worth attributable to shareholding as per latest audited Balance Sheet	NIL
6. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

1. Names of Associates or Joint Ventures which are yet to commence operation - Nil
2. Names of Associates or Joint Ventures which have been liquidated or sold during the year - Nil

Note: This form is to be certified in the same manner in which the balance sheet is to be certified For S&S Power Switchgear Limited

For S&S Power Switchgear Limited

For C N K & Associates LLP
Chartered Accountants

Ashish Sushil Jalan
Director
DIN: 00031311

Ashok Kumar Vishwakarma
Managing Director
DIN: 05203223

Vijay Mehta
Partner
Membership No.: 106533
Firm Registration No: 1091961W/W100036

K Nithya
Company Secretary
A26959

Selvi Narasimman
Chief Financial Officer

Date: June 28, 2019
Place: Chennai

ANNEXURE TO DIRECTOR'S REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2019

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

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L31200TN1975PLC006966
2.	Registration Date	01/09/1975
3.	Name of the Company	S&S POWER SWITCHGEAR LIMITED
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES (INDIAN NON-GOVERNMENT COMPANY)
5.	Address of the Registered office & Contact details	PLOT NO 14, CMDA INDUSTRIAL AREA PART-II, CHITHAMANUR VILLAGE, MARAIMALAI NAGAR, PIN – 603 209. KANCHEEPURAM DT. TAMILNADU MOB: 9381747601 | EMAIL: investor@sspower.com
6.	Whether listed company	YES
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	GNSA INFOTECH LIMITED, STA DEPARTMENT, NELSON CHAMBERS, FOURTH FLOOR, F-BLOCK, NO 115, NELSON MANICKAM ROAD, AMINJIKARAI, CHENNAI – 600029. TAMILNADU

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	LEASE RENTAL	6810 - ACTIVITIES WITH OWN OR LEASED PROPERTY	20%
2	BUSINESS SUPPORT SERVICES	8299 - OTHER BUSINESS SUPPORT SERVICE ACTIVITIES	34%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary Company	% of Shares held	Applicable Section
1	S&S POWER SWITCHGEAR EQUIPMENT LIMITED	U29299TN2007PLC064927	Subsidiary Company	100%	Sec. 2(87) of the Companies Act, 2013
2	ACRASTYLE POWER (INDIA) LIMITED	U65991TN1992PLC022760	Subsidiary Company	66.67%	Sec. 2(87) of the Companies Act, 2013

Sl. No	Name and Address of the Company	CIN / GLN	Holding / Subsidiary Company	% of Shares held	Applicable Section
3	ACRASTYLE EPS TECHNOLOGIES LIMITED	U31400TN2010PLC074998	Subsidiary Company	100%	Sec. 2(87) of the Companies Act, 2013
4	ACRASTYLE SWITCHGEAR LIMITED, UNITED KINGDOM (Subsidiary of Acrastyle Power (India) Ltd)	NOT APPLICABLE	Subsidiary Company	100%	Sec. 2(87) of the Companies Act, 2013
5	ACRASTYLE LIMITED, UNITED KINGDOM (Subsidiary of Acrastyle Switchgear Limited)	NOT APPLICABLE	Subsidiary Company	100%	Sec. 2(87) of the Companies Act, 2013

IV. SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE TO TOTAL EQUITY)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [as on 1st April 2018]				No. of Shares held at the end of the year [as on 31st March 2019]				% Change during the year
Particulars	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.PROMOTERS									
(1) Indian									
a) Individual/ HUF	77951	-	77951	1.26	77951	-	77951	1.26	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	3009037	-	3009037	48.53	3009037	-	3009037	48.53	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A) (1)	**3086988**	**-**	**3086988**	**49.79**	**3086988**	**-**	**3086988**	**49.79**	**-**
(2) Foreign									
a) NRI- Individual	-	-	-	-	-	-	-	-	-
b) Other – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1) + (A)(2)	**3086988**	**-**	**3086988**	**49.79**	**3086988**	**-**	**3086988**	**49.79**	**-**

Category of Shareholders	No. of Shares held at the beginning of the year [as on 1st April 2018]				No. of Shares held at the end of the year [as on 31st March 2019]				% Change during the year
Particulars	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	26088	26088	0.42	-	25588	25588	0.41	(0.01)
b) Banks / FI	50	150	200	0.00	50	3300	3350	0.05	0.05
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	75726	-	75726	1.22	75726	-	75726	1.22	-
g) FIIs	750	3150	3900	0.06	-	-	-	-	(0.06)
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	**76526**	**29388**	**105914**	**1.70**	**75776**	**28888**	**104664**	**1.69**	**-**
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	73659	16816	90475	1.46	74238	16666	90904	1.47	0.01
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	188890	-	188890	3.05	-	-	-	-	(0.90)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	1338403	1371387	2709790	43.71	-	-	-	-	0.45
c) Others (specify)									
Non Resident Indians	13689	3447	17136	0.28	14871	3447	18318	0.30	0.02
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	807	-	807	0.01	884	-	884	0.01	-
Foreign Bodies	-	-	-	-	-	-	-	-	-
Sub-Total (B)(2)	1615448	1391650	3007098	48.50	1669838	1338510	3008348	48.52	0.02
Total Public Shareholding (B)=(B)(1)+ (B)(2)	**1691974**	**1421038**	**3113012**	**50.21**	**1745614**	**1367398**	**3113012**	**50.21**	**0.00**
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	**4778962**	**1421038**	**6200000**	**100.00**	**4832602**	**1367398**	**6200000**	**100.00**	**-**

(b) Shareholding of Promoter

S. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
	PROMOTER – INDIVIDUAL							
1	Ashish Sushil Jalan	34297	0.55	NIL	34297	0.55	NIL	NIL
2	Sushil Kumar Keshavdeo Jalan	13236	0.21	NIL	13236	0.21	NIL	NIL
3	Snehal Jalan	16650	0.27	NIL	16650	0.27	NIL	NIL
4	Rekha Jalan	13768	0.22	NIL	13768	0.22	NIL	NIL
	Total (A)	**77951**	**1.25**		**77951**	**1.25**		
	PROMOTER – BODY CORPORATE							
1	Hamilton and Company Ltd	2230030	35.97	NIL	2230030	35.97	NIL	
2	Saurabh Industries Ltd	247282	3.99	NIL	247282	3.99	NIL	
3	Bombay Gas Company Ltd	200000	3.23	NIL	200000	3.23	NIL	NIL
4	Woodlands Associates Pvt Ltd	159400	2.57	NIL	159400	2.57	NIL	NIL
5	Blue Chip Business Centre Pvt Ltd	104175	1.68	NIL	104175	1.68	NIL	
6	Boistur Commercial Ltd	62000	1.00	NIL	62000	1.00	NIL	NIL
7	RJ Investment Pvt Ltd	6150	0.10	NIL	6150	0.10	NIL	NIL
	TOTAL	**3086988**	**49.79**		**3086988**	**49.79**		

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

S No	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year	3086988	49.79	3086988	49.79
2	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	THERE IS NO CHANGE IN PROMOTER HOLDING DURING THE YEAR UNDER REVIEW			
3	At the end of the year	3086988	49.79	3086988	49.79

(d) Shareholding Pattern of Top Ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

S No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	LIFE INSURANCE CORPORATION OF INDIA				
	At the beginning of the year	43750	0.71		
	At the end of the year	43750	0.71		
2	PARESH AMRUTLAL TRIVED				
	At the beginning of the year	39307	0.63		
	Market Purchase – 06/04/2018	4002	0.06	43309	0.70
	Market Purchase 02/11/2018	4377	0.07	47686	0.77
	At the end of the year	47686	0.77		
3	SUNDAR IYER				
	At the beginning of the year	36765	0.59		
	At the end of the year	36765	0.59		
4	THE NEW INDIA ASSURANCE COMPANY LIMITED				
	At the beginning of the year	30875	0.50		
	At the end of the year	30875	0.50		
5	P MUKESH				
	At the beginning of the year	20126	0.32		
	At the end of the year	20126	0.32		
6	MUMTAZ N				
	At the beginning of the year	13337	0.22		
	Market Purchase - 02/11/2018	40	0.00	13377	0.22
	At the end of the year	13377	0.22		
7	VARSHA RAJNIKANT SANGHVI				
	At the beginning of the year	7850	0.13		
	Market sale - 13/04/2018	2000	0.03	5850	0.09
	Market Purchase - 15/03/2019	12342	0.20	18192	0.29
	At the end of the year	18192	0.29		
8	RIZVANA G SOLANKI				
	At the beginning of the year	0	0.00		
	Market Purchase - 25/01/2019	10000	0.16	10000	0.16
	Market Purchase - 08/03/2019	5000	0.08	15000	0.24
	At the end of the year	15000	0.24		
9	NIRALI JIGNESH GOHEL				
	At the beginning of the year	8000	0.13		
	Market Purchase - 25/05/2018	150	0.00	8150	0.13
	Market Purchase - 08/02/2019	4750	0.08	12900	0.21
	Market Purchase - 15/02/2019	1050	0.02	13950	0.23
	At the end of the year	13950	0.23		
10	SHAH DHIPAL BHADRESHBHAI				
	At the beginning of the year	0	0.00		
	Market Purchase - 11/05/2018	500	0.01	500	0.01
	Market Purchase - 10/08/2018	13000	0.21	13500	0.22
	At the end of the year	13500	0.22		

(e) Shareholding of Directors and Key Managerial Personnel:

S No	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	Mr Ashish Sushil Jalan – Promoter / Chairman				
	At the beginning of the year	34297	0.55	34297	0.55
	Changes during the year	-	-	-	-
	At the end of the year	34297	0.55	34297	0.55

Apart from the above Promoter Director none of the Key managerial personnel hold any share in the Company.

V. INDEBTEDNESS -INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT.

(Amount in ₹)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	13,37,48,919	-	13,37,48,919
ii) Interest due but not paid	-	1,38,20,528	-	1,38,20,528
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**14,75,69,447**	**-**	**14,75,69,447**
Change in Indebtedness during the financial year				
* Addition	-	15,00,000		15,00,000
* Reduction	-	96,78,408		96,78,408
Net Change	-	-	-	-
Indebtedness at the end of the financial year				
i) Principal Amount	-	12,70,43,029	-	12,70,43,029
ii) Interest due but not paid	-	1,23,48,010	-	1,23,48,010
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	**-**	**13,93,91,039**	**-**	**13,93,91,039**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S No	Particulars of Remuneration	Ashok Kumar Vishwakarma, Managing Director (Amount in ₹)	Total Amount (in ₹)
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	75,87,868	75,87,868
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	20,12,300	20,12,300
	(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 (A)	**96,00,168**	**96,00,168**
	Ceiling as per the Act*	1,40,00,062	1,40,00,062

** The ceiling limit was approved as per the Schedule V of the Companies Act 2013 by the shareholders in the Annual General Meeting held on 19th September 2018.*

(b) Remuneration to other directors

Particulars of Remuneration	Name of Directors Amount (in ₹)					Total Amount (in ₹)
	Deepak Jugal Kishore Chowdhary	Nandakumar Sundarraman	Ajay Kumar Dhagat	Gayathri Sundaram	Ashish Sushil Jalan	
		Independent Directors				
Fee for attending board/ committee meetings	20,000	20,000	30,000	30,000	30,000	1,30,000
Commission	-	-	-	-		-
Others, please specify	-	-	-	-		-
Total (1)	**20,000**	**20,000**	**30,000**	**30,000**	**30,000**	**1,30,000**
Overall Ceiling as per the Act	It is in accordance with the provisions of the Companies Act 2013					

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

S No	Particulars of Remuneration	Key Managerial Personnel			Total Amount (in ₹)
		Mahesh Ananthachari (CFO) upto 31.05.2018	Nithya Kamaraj (CS)w.e.f 14.02.2019	C Abhilash (CS) till 14.11.2018	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,41,665	1,50,608	5,12,906	10,05,179
	(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	**3,41,665**	**1,50,608**	**5,12,906**	**10,05,179**

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					

For S&S Power Switchgear Ltd

Ashish Sushil Jalan
DIN: 00031311
Chairman

Ashok Kumar Vishwakarma
DIN: 05203223
Managing Director

Date: June 28, 2019
Place: Chennai

FORM NO. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2019

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

To,

The Members,
S & S Power Switchgear Limited,
Plot No 14, CMDA Industrial Area,
Part-II Chithamanur Village,
Maraimalai Nagar, Chennai – 603209.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by S & S Power Switchgear 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 S & S Power Switchgear Limited'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 and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2019 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by S & S Power Switchgear Limited for the financial year ended on 31st March, 2019 according to the applicable provisions of:

- **i.** The Companies Act, 2013 (the Act) and the rules made thereunder;
- **ii.** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- **iii.** The Depositories Act, 1996 and the Regulations and Bye laws framed thereunder;
- **iv.** Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- **v.** The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - **a.** The Securities and Exchange Board of India (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;
  - **d.** The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993.
  - **e.** The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;
  - **f.** The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  - **g.** The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under.

vi. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

vii. Other laws applicable to the Company as per the representations made by the Management.

With respect to Fiscal laws such as Income Tax, Value Added Tax, Central Excise Act and Service Tax Rules, Goods and Service Tax we have reviewed the systems and mechanisms established by the Company for ensuring compliances under various Acts and based on the information and explanation provided to us by the management and officers of the Company and also on verification of compliance reports taken on record by the Board of Directors of the Company, we report that adequate systems are in place to monitor and ensure compliance of fiscal laws as mentioned above.

We have also examined compliance with the applicable clauses in Secretarial Standards issued by The Institute of Company Secretaries of India have been generally complied with.

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 Observation:

1. The Company has not filed e-form MGT 14 for the borrowing done during the year 2017-18.
2. The Company has not filed e-form MGT 14 for an increasing in remuneration for Managing Director, borrowings and security provided to wholly owned subsidiary.
3. The Company has not appointed Chief Financial Officer within Six months from the resignation of previous Chief Financial Officer.
4. The Directors of the Company have not provided explanations or comments in the Director's Report on qualifications mentioned by the Secretarial Auditor.

During the period under review there were no events which required specific compliance of the provisions of:

i. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

ii. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

iii. The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998

I further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors and 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 has been given to all directors to schedule the Board Meetings, agenda and detailed notes on the agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

For BP & Associates

Company Secretaries

Date:June 28, 2019

Place: Chennai

K J Chandra Mouli

Partner
M No: 25315
CP No: 15708

'ANNEXURE A'

To

The Members,
S & S Power Switchgear Limited,
Plot No 14, CMDA Industrial Area,
Part-II Chithamanur Village,
Maraimalai Nagar, Chennai - 603209

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 a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For BP & Associates
Company Secretaries

Date: June 28, 2019
Place: Chennai

K J Chandra Mouli
Partner
M No: 25315
CP No: 15708

MANAGEMENT DISCUSSION AND ANALYSIS

S&S POWER GROUP TODAY AND ITS BUSINESS SEGMENT

Group Overview

The Company is a part of Transmission & Distribution Equipment industry; power sector focused Switchgear, Protection and Control Systems and associated products. UK and India are the two locations, generating consolidated revenue for the group.

Industry and Sector attractions:

- Renewable Energy (Solar, Wind and Hydro)
- Distribution Company reform
- Railway Network Electrification, Freight Corridor and Metro Systems
- Inter-Connecting Transmission Lines
- Switchyard for larger Power evacuation
- Sub-Station Automation
- 24x7 Power availability
- Smart City initiatives in India
- Urbanization in Bangladesh and Africa
- Rural Power development and Distribution Automation

Drive Growth in T&D Equipment business. (Switchgear and Protection & Control Equipment)

As mentioned, the Company has five subsidiaries namely;

1. S&S Power Switchgear Equipment Limited, Pondicherry (S&SPSE)
2. Acrastyle Power (India) Limited, Maraimalai Nagar (APIL)
3. Acrastyle Switchgear Limited, United Kingdom (UK) (ASL)
4. Acrastyle Limited, United Kingdom (UK) (AL)
5. Acrastyle EPS Technologies Limited, Maraimalai Nagar (AEPS)

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2016 with the Stock Exchanges, a Consolidated Financial Statement of the Company and all its subsidiaries are appended to this Annual Report. The Consolidated Financial Statements have been prepared in accordance with the relevant Accounting Standards.

S&S POWER SWITCHGEAR LIMITED

Business Model

Servicing of Old installed base of Circuit Breakers by supplying spares and services, retrofitting old technology Circuit Breakers with Vacuum Circuit Breakers and executing extension job for old projects.

Designing, manufacturing and selling new Circuit Breaker products for indoor and outdoor applications. Focusing on Assembly Plant in-house and managing supply chain to execute new projects.

Providing after sale service, managing refurbishment projects and bundling switchgear (Control and Relay Panel, Circuit Breaker and Disconnector Switch).

Product lines and Service

- Spares and Services
- Retrofit Solutions

- New Circuit Breakers
- MV Switchgear Panels

S&S POWER SWITCHGEAR EQUIPMENT LIMITED

Business Model

Design, Manufacture, Supply and Service of Disconnector Switches and sale through select EPCs and customers in target markets in India, Middle East & Africa, UK, ASEAN, and SAARC Countries.

Product lines and Service

- Customised Disconnector Switch - Center break, Double break, and Pantograph from 12 KV to 550 KV.
- Standard Distribution Class Switches upto 36kV.
- First erection certification, retrofitting and refurbishing of any make of Isolator in the field.

ACRASTYLE POWER INDIA LIMITED

Business Model

Design, Manufacture and supply of electrical control, relay panel and automation solutions such as Low Voltage Control Cubical (LVCC), Control & Relay Panel (CRP), Cooler Control Cubical (CCC), Remote Tap Changer Control Cubical (RTCC) & Gas Insulated Switchgear (GIS) Panel.

Product Lines and Services

- Secondary Engineering Services
- Control and Relay Panels
- GIS Control Panel
- Low Voltage Control Cabinets
- Drive Box for Disconnector Business
- Circuit Breaker Control Panel
- Medium Voltage Switchgear Panels

ACRASTYLE LIMITED, U.K

Business Model

Engineering, Manufacturing, Testing and Supply of Protection Systems and associated products to utilities.

Product lines and Service

- Engineered Protection Systems
- Standard Protection and Control Panels
- Disconnector Switch
- Retrofit and Service of Disconnectors
- Engineering Services
- Battery Charger
- NER Panels

There is no operational business activity in AEPS & ASL Legal entities.

INDUSTRY OUTLOOK: IN CLUSTERS OF MARKET WHERE WE PLAY

There has been dramatic change in world economy and the specific countries/markets, where we do our business, things didn't happen as we envisaged one year ago. While real demand for electricity exist in many emerging countries, it is still suppressed. Government regulations and fund alignment were quite disturbed last year for electrical infrastructure projects. Brexit related variations in UK made significant impact on local demand. Industry is moving more towards GIS and this has adverse impact on our AIS product lines. We are finding stiff competition with lower demand and facing margin challenges. With current product offerings we find our growth would be limited to 10% per year.

We operate in a very diverse market hence country wide outlook given below will illustrate the current situation and outlook in coming 2-3 years. Predicting beyond this time frame is quite tough at this point of time.

INDIA MARKET

One country one Grid initiatives in India continue to drive connectivity between state grid and central grid. J&K and North East had more projects. Replacement and modernization of aging grid continued to drive demand. Investment in Solar Projects and extending electricity to every village saw investment in distribution grid.

On the whole 2018-19 saw a slowdown in transmission market. Some signs of recovery are now visible. We should see better demand this year. However, transition towards GIS technology is reducing opportunities for us, since we are focused on AIS product line. Power generation has been witnessing challenges. Stressed Asset, NPA and shift towards renewable suggest sluggish recovery in this sector. Digital GRID initiatives were led by states like Himachal, Rajasthan, Gujarat and Maharashtra.

Digitization in grid needs adaptation of our offerings to protect our revenues in APIL business. Moving towards GIS LCP was to counter this trend.

Some of the initiatives which are going to drive demand;

1. Shift to renewable from conventional power
2. Power for all, State grid refurbishment, modernization and strengthening
3. Cross Border Power Trading, SAARC grid and neighboring countries
4. Privatization of India’s Transmission Network, Power Grid Success
5. Power sector reform, Joint Ventures & investments for a Robust future and exciting current fiscal- 500B$ Investment in renewable by 2028.

Infrastructure projects undertaken in the country such as metro rail, roads, renewables, railways, port improvement, and Smart City initiatives are the key drivers for the future growth of Switchgear, protection and control system, and associated products and services.

Electrification of Railway line and creation of freight corridor infrastructure will have demand increase for our products. RDSO approval of products would be a requirement.

Rural distribution improvement will require advance pole mounted distribution products such as load break switches, auto reclosures and simple automation solutions at low cost.

Demands from OEM will witness change in offerings as technological changes such as AIS to GIS Transition, Automated Substations, Distribution automation, Renewable Power Mix, Smart products would need change in technology and product offerings of companies with our profile.

Moving towards automation, digital and service portfolio improvement would be needed to be more successful in 2019-20.

BANGLADESH MARKET

Bangladesh market is one of the fastest growing in South Asia. The Bangladesh Power Development Board (BPDB) – the national body that oversees power sector planning and owns significant generation capacity – has addressed the surge in power demand that has accompanied strong economic growth over the past decade by skillfully developing power system master plans.

To achieve the growth objectives, massive capacity enhancement and expansion projects of the power sector are being undertaken. It has been planned to increase the installed capacity to 24 GW by 2021, and about 8,000 km of new transmission lines and 1,20,000 km distribution lines have also been planned to be constructed by 2020.

Bangladesh has been a great success story last year for S&S Power. We continue to have great run in distribution class disconnectors for urban and rural distribution utilities.

Projects related to National Grids, Electricity for All, and Renewable energy are big drivers for business growth in Bangladesh. Renewable energy has made significant inroads into the country. Bangladesh's Nationally Determined Contribution (NDC) speaks of producing 10% of its electricity from renewable sources by 2020, a target the country aspires to achieve, in part, by developing a 400-megawatt wind power generation capacity and adding 1000 megawatts of utility-scale solar capacity by 2030. S&S Power also plans venture into Renewable energy sector this year to cater to the market.

AFRICA MARKET

Africa seems to be an interesting market for S&S Power with huge market potential. The main route for accessing this market for S&S Power is through localization by leveraging agent support.

Some of the critical steps taken towards expansion in Africa market include securing approval from ESKOM in South Africa, representation of S&S Disconnectors through agent in Eastern Africa, finalization of agreement with SenRe Africa for representation in specific countries of Western Africa, appointment of agent for South & East Africa for representing S&S Power products and co-ordination work.

Apart from agency support, we are accessing African market through our existing relationship with Indian EPC contractors such as L&T, NCC, KEC, and KPTL. Specifically, we are accessing North African market through Acrastyle UK. We are also initiating conversations to develop relationship with new customer / EPC contractors, such as Omexom, Vinci.

UK MARKET

Acrastyle Limited company's presence in UK market for more than 5 decades has provided very strong relationship and large installed base. Many DNOs have clear preference for Acrastyle quality and service and have long term frame contracts. Re-electrification, replacement, and refurbishment of old electrical network and substations, improvement in network efficiency and introduction of digital technology are the key drivers in the market. Expanding our base in transmission side, developing industrial market, participating in Wind energy development, expanding portfolio like Disconnector and Engineering services, developing P&C business in UK market to OEM like GE, Mitsubishi by leveraging Minimum Viable Product (MVP) plus additional service at extra charges, and exploring medium voltage space for Panels are real opportunities in this market.

The company is planning to initiate several actions in line with its strategy for the next three years on the following vectors:

1. Localize disconnector from 12 kV to 145 kV in UK and service Baltic countries, UK, and North Africa Market.
2. Leverage Global Supply Chain for P& C business.
3. Develop export business of P&C in Bangladesh, Myanmar, KSA, Morocco, Algeria etc. through known channels.
4. Introduce LVAC in Acrastyle Portfolio.
5. Promote Engineering Services aggressively.
6. People and Organization related initiatives - Energize the team and empower younger leaders in the system to take bigger jobs, roles and make larger impacts in the guidance of experienced leaders, and drive people engagement initiatives.

EMERGING GROWTH OPPORTUNITIES

With an ambition to become $ 5 Trillion economy within the next 10 years, demand for electricity is going to grow at a steady rate of 6.5% CAGR to 1630 BU till 2023. 175 GW Renewable energy power generation by 2022 is planned. To evacuate this power we will require GRID infrastructure improvement. Rural electrification in India would drive demand, S&S Power group envisages huge growth opportunities in the year 2019-20 for Disconnector, and CB CRP product lines.

1. Market & Channel

- Large market size for disconnectors – Geographical coverage through non-Indian EPCs
- Industrial and Hydro EPC margin in India
- Global opportunities with GE
- Railway / Metro segment for Disconnector and Circuit Breaker
- Solar Opportunities for Bundling/ Customized Panels for Solar
- Large installed base for CB & DS Both- Retrofit and Midlife extension service opportunities
- GIS – LCC Volume increase
- Distribution class disconnector – distribution channel
- Integrate MINDCORE Technology Product for gaps
- Two New Channel Partners in India

2. Organization, Value Chain & Cost Structure

- In-sourcing of Base at Chennai using JOB working method (Change in supply chain model).
- Leverage global value chain
- High Infrastructure Capacity
- SAP B1 can bring organizational productivity
- Right size structure to Volume and Projects
- Insulator Freight, Drive Box Packing

INDIA THREATS

Slowdown in solar was a bit concern. This is starting to show better trend now. In India State DISCOMs will still take some time to improve finances. India's GDP has slightly shown drop, monsoon has not been favorable, farming distress and NPA scenario in the economy pose threats and can derail the gains that opportunities create. 14 GW Gas based power plants badly affected due to high gas cost and non-availability of domestic gas.

Overall Market Threat

1. **Market**
   - Vast Market Territory with limited market intelligence mechanism- Schedule forecast reliability and missing 10-12-week executable order backlog
   - Huge entry barrier in growing CRP Business as CRP &SAS direct supply in the name of Acrastyle
   - GIS Transition in High Voltage Switchgear in Bangladesh, India, and Vietnam is likely to reduce access for AIS disconnectors.
   - EVN NPT Unblocking Delays for Insulator Incident
   - High Cost of product for India Market
   - Bangladesh Market is witnessing many changing – holding ground is critical
   - High Speed Execution Contracts – need faster turnaround
2. **Technology**
   - Old Technology and Gap in catching up with continuously increasing standard and territory expectation.
   - Low technical competency and low volume CB Supply Chain
   - Continuous stress on Type Test Compliance
3. **Organization, People & Competency**
   - Complex multiple legal entity structure, and too much legal compliance cost for small businesses.
   - Challenges in attracting and retaining good talent
   - Working Capital Issues affecting operations and Supply Chain
   - Credit Rating by Banks and old suppliers not supportive and changing very slow

4. **UK Market Slow Down and Pension Deficit related challenges**
    - Significant challenges have to be overcome to grow UK Order Booking
    - Pension Deficit driving around 5% in cost of Goods sold is critical area to be addressed.

IMPLEMENTATION OF SAP BUSINESS ONE 9.3 IN INDIA

In the year 2018-19, the company went through a massive change process with respect to migration of legacy systems such as Integreatz ERP, Tally systems to SAP B1 9.3. Migration has been completed for Pondicherry unit (S&S Power Switchgear Equipment Limited) and been planned for other entities in the next year. With the implementation of SAP B1 9.3, we can improve transactional capacity, efficiency, and compliance to our internal audit findings. It is also expected that core processes are integrated, data becomes more accurate, decision making will be quicker, and overall internal process control will be improved.

KEY EVENTS DURING THE YEAR ENDED MARCH 31, 2019

Month	Internal	External
April, 2018	In-principle approval for revocation and suspension received from BSE.	
May, 2018	Quality inspection by Toshiba	
June, 2018	1. Kick-off of SAP Business One 9.3 migration project.	2. Participation at ASEAN M&E Expo in Malaysia. 3. Wet DC (143 kV) voltage withstand test at CPRI Hyderabad. 4. Lightning impulse voltage withstand test (Dry) at CPRI – 1050kVp/1200kVp
July, 2018	Joining of Mr. Sankaran R as Commercial Director for India Business.	
November, 2018		1. Technical Day conducted in Pondicherry to provide product training to customers. 2. IMS Audit across all entities by TUV SUD.
December, 2018		1. Short time withstand current and peak withstand current test for RP 145kV 2500A 40kA/3s WOE MGB. 2. Short time withstand current and peak withstand current test for RV 36kV 1250A 31.5kA/3s WSE MOM/MOM.
January, 2019	Temperature Rise test for RC 12kV 800A completed successfully at Pondicherry unit.	
February, 2019	1. Joining of Mr. Ashok Kumar P as Operational Director for India Business. 2. GIS Qualification Audit by GE to Chennai unit. 3. Joining of Ms. K. Nithya as Company Secretary & Compliance Officer	4. GRIDTECH, Delhi 2019 visit. 5. RDSO approval process initiation. 6. Di-electric test for RC 12kV 800A and RV 36kV 1250A.
March, 2019	Roll out of SAP Business One 9.3 system in Pondicherry unit.	

S&S POWER BUSINESS PROJECTION & STRATEGY FOR THE YEAR 2019-20

INDIA OPERATIONS

1. Improve Commercial Intensity in target countries to retain share in a highly competitive environment. Deliver Channel, Agent and Sales team excellence.
2. Focus on working capital management in Disconnector business and drive cost out programs to retain margin.
3. Reduce cost in APIL business to make it viable in long term
4. Create another major OEM relationship for APIL Business
5. Execute MAPS project effectively and prepare for VCB Order acquisition for SPARES, RETROFIT AND NEW PROJECTS
6. Drive Accountability and improve overall organizational productivity for staff and workmen.
7. Maintain Industrial Relations at both the sites.
8. Develop Automation Panel Capabilities in the APIL
9. Retain Critical Talents
10. Stabilize SAP Rollout

UK OPERATIONS

1. Strengthen geographical expansion using Global Value Chain Cost Model and Create an alternative offering design.
   a. Minimum Viable Product – testing, as build drawing etc. as optional
   b. Acrastyle Standard Panel Offering
2. Improve Retrofit and service opportunities further in UK
3. Look for additional product in UK – expanding range of DS for distribution market
4. Develop SAS Capabilities
5. Improve access for Indian Products in other market using Acrastyle UK as a Distribution Point. Other type of panels and solutions.

RISK AND INTERNAL CONTROLS

The Company maintains adequate internal control systems commensurate with the nature of its business and size and complexity of its operations. The internal control systems have been designed to provide reasonable assurance about recording and providing reliable financial and operational information. The Internal Control process of the Company has been robust and provides reasonable assurance on - reliability of financial information, compliances with laws and regulations in force and realization and optimization of operations. It ensures documentation and evaluation of unit and entity level controls through existing policies and procedures, primarily to identify any significant gaps and define key actions for improvement.

These systems are regularly tested for their effectiveness by Statutory and Internal Auditors. The review also helps to evaluate adequacy of segregation of duties, access rights, delegation of authority, safeguarding assets, etc. The monitoring includes an annual exercise assessing in totality, how the entire internal control system addresses risks and how individual controls interface with each other to create the entire internal control environment. A formal system exists for periodic monitoring and reporting of the results of the internal control self-assessments.

The Internal control processes were audited by the statutory auditors as part of Internal Financial controls over Financial reporting audit and termed these controls as adequate and operating effectively. In the highly networked IT environment of the Company, validation of IT security receives focused attention from IT specialist and Statutory Auditors.

The Company has appointed strong and independent internal audit firm of Chartered Accountants. Significant observations made by the internal auditors and follow up actions thereon are reported to the Audit Committee. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of internal audit recommendations. During the year, the Company has taken steps to review and document the adequacy and operating effectiveness of internal controls.

OUTLOOK

- Next 5-10 years are going to be promising in Vietnam, Bangladesh, India and many African countries for electrical equipment business. UK Market will continue to be moderate or sluggish.
- Our target countries are driving electricity penetration, moving towards renewables.
- EV Cars will demand different types (New and Uneven) of electricity demand in the market.
- Cross border GRID connectivity will drive new projects.
- Battery Storage and Hybrid power generation plants will emerge more actively.
- Shift from AIS to GIS and shift towards Automation will require adaptation of our business model, offerings and supply chain.
- Continuous investment in type testing is critical to keep high level of project qualification.

CAUTIONARY STATEMENT

Please note these forward looking statements are subject to numerous risks and uncertainties that are difficult to foresee and actual outcome might differ.

For and on behalf of Board

Ashok VISHWAKARMA

Managing Director and CEO

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

To the Members of

S&S Power Switchgear Limited

We have examined the compliance of the conditions of Corporate Governance by S&S Power Switchgear Limited ('the Company') for the year ended 31st March 2019 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as may be amended from time to time.

The compliance of conditions of Corporate Governance is the responsibility of the Company's 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 Listing regulations.

We further state that in respect of investor grievances received during the year ended March 31, 2019, no investor grievance is pending against the Company, as per the records maintained by the Company and presented to the Investor Grievance / Stakeholders Relationship Committee.

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 BP & Associates,

Company Secretaries,

K J Chandra Mouli

M No: 25315

CP No. 15708

Place: Chennai

Date: 28th June, 2019

CERTIFICATE

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by M/s S&S POWER SWITCHGEAR LIMITED, having its Registered office at Plot No. 14, CMDA Industrial Area, Chithamanur Village, Maraimalai Nagar – 603209, Kancheepuram District, Tamilnadu and also the information provided by the Company, its officers, agents and authorized representatives, we hereby report that during the Financial Year ended on March 31, 2019, in our opinion, none of the director on the Board of the Company have been debarred or disqualified from being appointed or continuing as director of Company by the Board/Ministry of Corporate Affairs or any such Statutory authority.

For BP & Associates,

Company Secretaries,

K J Chandra Mouli

M No: 25315

CP No. 15708

Place: Chennai

Date: 28th June, 2019

CEO / CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of M/s. S&S POWER SWITCHGEAR LIMITED (“the Company”) to the best of our knowledge and belief certify that:

(a) We have reviewed financial statements for the year ended March 31, 2019 and that to the best of our knowledge and belief, we state that:

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company’s affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) We further state that to the best of our knowledge and belief, no transactions are entered into by the Company during the year, which are fraudulent, illegal or violative of the Company’s code of conduct.

(c) We are responsible for establishing and maintaining internal controls over financial reporting and that we have evaluated the effectiveness of internal control systems pertaining to financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

(i) significant changes, if any, in internal control over financial reporting during the year;

(ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company’s internal control system over financial reporting.

For S&S Power Switchgear Limited

Ashok Kumar Vishwakarma
Managing Director

For S&S Power Switchgear Limited

Selvi Narasimman
Chief Financial Officer

Place: Chennai
Date: 28th June, 2019

COMPLIANCE WITH THE CODE OF BUSINESS CONDUCT AND ETHICS

As provided under Regulation 26 (3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel have affirmed compliance with S&S Power Switchgear Limited Code of Business Conduct and Ethics for the year ended March 31, 2019.

For S&S Power Switchgear Limited

Place: Chennai
Date: 28th June, 2019

Ashok Kumar Vishwakarma
Managing Director

REPORT ON CORPORATE GOVERNANCE

The core principles of Corporate Governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Designated Persons and the Charter– Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

Pursuant to the provisions of Regulation 34, Regulation 53, Schedule V and other applicable regulations (if any) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['Listing Regulations'], a report on Corporate Governance of the Company for the financial year ended 31st March 2019 is furnished below:

1. COMPANY'S PHILOSOPHY

Your Company's philosophy on Corporate Governance envisages attainment of the highest level of integrity, fairness, transparency, equity and accountability in all the facets of its functioning and in its interactions with shareholders, employees, government, regulatory bodies, listeners and the community at large. Your Company has been upholding fair and ethical business and corporate practices and transparency in its dealings.

Your Company reiterates its commitment to adhere to the highest standards of Corporate Governance. The Company recognizes that good Corporate Governance is a continuing exercise and is committed to pursue the highest standard of governance in the overall interest of the stakeholders.

2. BOARD OF DIRECTORS

a. **Composition and category of the Board of Directors and number of other board of directors or committees in which a director is a member or chairperson:**

Your Company believes that an active, well- informed and independent Board of Directors is vital to achieve the apex standard of Corporate Governance. The Board of Directors of the Company comprises an optimal combination of executive, non-executive and independent directors so as to preserve and maintain the independence of the Board.

As on date, the Board of Directors comprises of 7 Directors, each being eminent persons with professional experience in varied fields. Brief profile of all the Directors of the Company has been furnished separately in the Annual Report.

The Board and Committees meet at regular intervals. Policy formulation, evaluation of performance and control functions vest with the Board, while the Committees oversee operational issues.

All statutory and other significant and material information(s) are placed before the Board to enable it to discharge its responsibilities of strategic supervision of the Company as trustees of stakeholders.

Comprehensively drafted notes for each agenda item along with back ground materials, wherever necessary, are circulated well in advance to the Committee / Board, to enable them for making value addition as well as exercising their business judgment in the Committee / Board meetings.

Presentations are also being made by the business heads on the Company's operations, marketing strategy, Financial Updates in Committees/ Board Meetings.

In line with the Nomination & Remuneration policy, the Directors are identified based on their qualifications, positive attributes, area of expertise, etc. Appointment of the Directors of the Company is approved by the members at their general meetings.

Also, none of the Independent Directors on the Board serve as an independent director in more than seven listed entities and none of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees as specified in SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015, across all the Companies in which he/she is a Director. The Directors have made the necessary disclosures regarding Committee positions during the period under review.

Leave of absence was granted to the Director(s) for the Board Meeting(s), which they did not attend and sought the leave of absence from the meeting.

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Name of the Director	Expertise in specific functional area
Mr Ashish Sushil Jalan	Managerial and Administrative
Mr Ashok Kumar Vishwakarma	Sales, Marketing, Technical Development, Manufacturing Operations & P&L Management
Mr Nandakumar Sundarraman	Financial accounting, Taxation & Statutory Audit
Mr Deepak Jugal Kishore Chowdhary	Manufacturing and Technical applications
Mr Ajay Kumar Dhagat	Transmission and Distribution Industry, General Management, Business Leadership and Market
Mrs. Gayathri Sundaram	Corporate Accounting, Risk Management & Tresaury
Mr. Peter John Woolrich	Protection and Control systems

Details relating to the composition of the Board of Directors, number of directorships, memberships and chairmanships of the Directors of the Company in other public limited companies (as on the date of this report) are as follows:

Name of Director	Category	As on the date of the report			List of Directorship in Other Listed Companies and Category
		No of other Directorship ($)	Committee Position (#)		
			Member	Chairman	
Mr Ashish Sushil Jalan (DIN :00031311)	Promoter/ Non-Executive Chairman	6	1	-	-
Mr Ashok Kumar Vishwakarma (DIN: 05203223)	Managing Director	3	3	-	-
Mr Deepak Jugal Kishore Chowdhary (DIN : 00332918)	Independent Director	1	2	-	-
Mr Ajay Kumar Dhagat (DIN : 00250792)	Independent Director	3	2	-	-
Mr Nandakumar Sundarraman (DIN : 02503998)	Independent Director	1	1	-	-
Mrs Gayathri Sundaram (DIN : 07342382)	Independent Director	-	-	-	-
Mr Peter John Woolrich (DIN: 07808275)	Non-Executive Director	-	-	-	-

$ Excludes Directorships in Indian Private Limited Companies, Foreign Companies, Companies u/s 8 of the Companies Act, 2013 and memberships of Managing Committees of various Chambers/bodies and Alternate Directorships.

Committees include only Audit Committee and Stakeholders Relationship Committee.

INDEPENDENT DIRECTORS CONFIRMATION BY THE BOARD

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. In the opinion of the Board, the Independent Directors, fulfil the conditions of independence specified in Section

149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the Listing Regulations. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued

b. Attendance of each directors at the meetings of the Board of Directors, and Board Committees held during the financial year under review and at the last Annual General Meeting (AGM) are as follows:

The Board met 5 times between 1st April 2018 and 31st March 2019 as given below:

Name of the Director	Designation	No of Meetings held	No of Meetings attended
Mr Ashish Sushil Jalan	Chairman	5	5
Mr Ashok Kumar Vishwakarma	Managing Director	5	5
Mr Nandakumar Sundarraman	Chairman (Audit Committee)	5	3
Mr Deepak Jugal Kishore Chowdhary	Member	5	2
Mr Ajay Kumar Dhagat	Member	5	5
Mrs. Gayathri Sundaram	Member	5	4
Mr. Peter John Woolrich	Member	5	-

The company informs the Directors through the notice of the meeting regarding the options available to them to participate through video conferencing mode in the meetings except in respect of matters not to be dealt with through video conferencing.

Apart from receiving the director's remuneration, none of the above referred Independent Non- Executive Directors have any material pecuniary relationships or transactions with the Company, its promoters, its directors, its senior management or its holding company, its subsidiaries and associates which may affect their independence.

The Company has not entered into any materially significant transactions with its Promoters, Directors or their relatives or with the Management, etc. that may have potential conflict with the interest of the Company at large.

c. Number of meetings of the Board of Directors held and dates on which held and date of the last AGM held:

The board met 5 times during the year and the date are as follows:

29th May 2018, 13th August 2018, 14th November 2018, 14th February 2019 & 23rd March 2019**.**

Name of the Director	Designation	Attendance at previous Annual General Meeting held on 19.09.2018
Mr Ashish Sushil Jalan	Chairman	Yes
Mr. Ashok Kumar Vishwakarma	Managing Director	Yes
Mr. Nandakumar Sundarraman	Chairman	Yes
Mr. Deepak Jugal Kishore Chowdhary	Member	No
Mr. Ajay Kumar Dhagat	Member	No
Mrs. Gayathri Sundaram	Member	No
Mr. Peter John Woolrich	Member	No

d. Disclosure of relationships between directors inter-se:

None of the Directors are related with each other or key managerial personnel (inter-se) within the meaning of the Listing Regulations.

e. Number of shares and convertible instruments of the Company held by Non- Executive Directors:

Mr Ashish Sushil Jalan, Chairman & Non-Executive Director of the Company holds 34,297 Equity shares as on 31st March 2019 and as on the date of this Report.

f. **Weblink where details of familiarization programmes imparted to independent directors is disclosed**:

www.sspower.com

g. **Independent Directors' Meeting:**

The Independent Directors (IDs) met on 14th February 2019 without the presence of Non-Independent Directors and members of the company in compliance with the provisions of Schedule at this meeting, the IDs inter alia evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

Committees of the Board

The Board Committees have been constituted to deal with specific areas / activities which need a closer review. The Board Committees are set up under the formal approval of the Board to carry out the clearly defined roles. The minutes of the meetings of all Committees are placed before the Board for review. The Board Committees can request special invitees to join the meeting, as appropriate.

3. AUDIT COMMITTEE

The Company recognizes that the Audit Committee is indispensable for ensuring accountability amongst the Board, the Management and the Auditors, who are responsible for sound and transparent financial reporting. The Audit Committee is responsible for overseeing the processes related to financial reporting and information dissemination. It assists the Board of Directors (Board) in its responsibility for overseeing the quality and integrity of accounting, auditing and reporting practices of the Company and its compliance with the legal and regulatory requirements. The primary objective of the Audit Committee of the Company is to monitor and effectively supervise the financial reporting process of the Company with a view to ensure accurate, timely and proper disclosures and transparency and integrity of financial reporting.

The constitution, composition, frequency of meetings, terms of reference, role, powers, rights, authority and obligations of the Audit Committee are in conformity with the applicable provisions of the Companies Act, 2013 and Listing Regulations (including any statutory modification(s) or re-enactment or amendments thereof).

The Audit Committee comprises 4 (Four) members consist of Three Independent Non-Executive, One Non-Executive Director. All members are financially literate and possess sound knowledge of accounts, finance and audit matters. The Company Secretary of the Company acts as Secretary to the Audit Committee. The Internal Auditors of the Company attend the Meetings of the Audit Committee on invitation of the Chairman of the Committee.

The Statutory Auditors, Internal Auditors and other relevant Senior Management Persons of the Company are invited to attend the Meetings of Audit Committee.

Mr. Nandakumar Sundarraman (DIN: 02503998), Chairman of the Audit Committee was present at the last Annual General Meeting held on 19th September 2018.

a. **Brief description of terms of reference inter alia includes:**

- To oversee the financial reporting process.
- To oversee the disclosures of financial information.
- To recommend appointment / removal of statutory auditors and fixation of their fees.
- To review the quarterly/half yearly financial results and annual financial statements with the management, internal auditor and the statutory auditor.
- To consider the reports of the internal auditors and to discuss their findings with the management and to suggest corrective actions wherever necessary.
- To Review with the management, statutory auditors and the internal auditors the nature and scope of audits and the adequacy of internal control systems.
- To Review major accounting policies and compliance with accounting standards and listing agreement entered into with the stock exchange and other legal requirements concerning financial statements.

- To Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividend) and creditors, if any.
- To Review related party transactions of material nature, with promoters or the management and their relatives that may have potential conflict with the interests of the Company at large.
- To investigate any matter covered under Section 177 of the Companies Act, 2013.
- To Review the financial and risk management policies.

b. Composition, names of members and chairperson:

The Audit Committee comprises of the following Directors as on date of the Report:

Name of the Director	Designation	No of Meetings held	No of Meetings attended
Mr Nandakumar Sundarraman	Chairman	4	3
Mr Deepak Jugal Kishore Chowdhary	Member	4	1
Mrs Gayathri Sundaram	Member	4	4
Mr Ashish Sushil Jalan	Member	4	4

c. Meetings and attendance during the year :

During the financial year under review, the Audit Committee met four times, i.e. on 29th May 2018, 13th August 2018, 14th November 2018 & 14th February 2019. Details of attendance are furnished at Para (3) (b) ('Board of Directors') of this report.

4. NOMINATION AND REMUNERATION COMMITTEE

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 read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014.

The Nomination and Remuneration Committee comprises 4 (Four) members consisting of Three Independent Non-Executive Directors, One Non-Executive Director and the Chairman being Non-Executive and Independent. The Company Secretary of the Company acts as Secretary to the Nomination and Remuneration Committee.

5. REMUNERATION OF DIRECTORS

Remuneration to Non-Executive Directors (including Independent Directors)

The Non-Executive Directors are paid remuneration by way of Sitting Fees and Commission. The Non-Executive Directors are paid Sitting Fees for each Meeting of the Board or Committee as attended by them. The total amount of sitting fees paid to Non-Executive Directors during the Financial Year 2018-19 was Rs.1.30 Lakh. The Non-Executive Director/Independent Directors do not have any material pecuniary relationship or transactions with the Company.

Remuneration to Executive Director

The appointment and remuneration of Executive Director i.e. Managing Director is governed by the recommendation of the Nomination and Remuneration Committee, Resolutions passed by the Board of Directors and Shareholders of the Company and Agreement executed between him and the Company. The remuneration package of Managing Director comprises of salary, perquisites and allowances, and contributions to Provident and other Retirement Benefit Funds as approved by the shareholders at the General Meetings. Annual increments are linked to performance and are decided by the Nomination and Remuneration Committee and recommended to the Board for approval thereof. The remuneration policy is directed towards rewarding performance, based on review of achievements. It is aimed at attracting and retaining high caliber talent.

Presently, the Company does not have any stock options scheme for its Directors.

DETAILS OF REMUNERATION PAID TO DIRECTORS FOR THE YEAR ENDED MARCH 31, 2019:

A. NON EXECUTIVE DIRECTORS

Name of the Director	Sitting Fees (Rs)	Commission to Non-Executive Directors (Rs)	No. of Shares/convertible Instruments held
Ashish Sushil Jalan	30,000	Nil	Nil
Deepak Jugal Kishore Chowdhary	20,000	Nil	Nil
Nandakumar Sundarraman	20,000	Nil	Nil
Ajay Kumar Dhagat	30,000	Nil	Nil
Gayathri Sundaram	30,000	Nil	Nil

B. EXECUTIVE DIRECTORS

Particulars	Ashok Kumar Vishwakarma, Managing Director
Term of Appointment	For a period of 2 years from 11th November 2017 to 10th November 2019
Salary and Allowances	Rs.75,87,868/-
Commission	Nil
Variable Pay	Nil
Perquisites	Rs. 20,12,300/-
Sitting Fees	Nil
No. of Shares held	Nil
Minimum Remuneration	Mr. Ashok Kumar Vishwakarma shall be entitled to minimum remuneration comprising of salary, perquisites and benefits as per the applicable provisions of the Companies Act, 2013 in the event of inadequacy/absence of profits.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has always valued its investors' and stakeholders' relationships. In order to ensure the proper and speedy redressal of stakeholders' grievances, the Stakeholders Relationship Committee is constituted. Its constitution, composition, quorum requirements, frequency of meetings, terms of reference, role, powers, rights, authority and obligations are in conformity with the applicable provisions of the Companies Act, 2013 and the Listing Regulations (including any statutory modification(s) or re- enactment or amendments thereof).

The functions of the Stakeholders Relationship Committee are to review and redress

Shareholders' / Investors' query / grievance / complaint on matters relating to transfer of shares, non-receipt of balance sheet / dividend warrants, etc., and to approve transfers, transmission, consolidation and splitting of share certificates and to authorise the officials to make necessary endorsements on the share certificates.

a. **Name of the non – executive director heading the Committee:**

The Committee is headed by the Independent Non- Executive Director and comprises of the following Directors as on the date of this Report:

Name of the Director	Designation	No of Meetings held	No of Meetings attended
Mr Nandakumar Sundarraman	Chairman	4	3
Mr Ashish Sushil Jalan	Member	4	4
Mr Ashok Kumar Vishwakarma	Member	4	4
Mrs Gayathri Sundaram	Member	4	4

b. Name and designation of Compliance Officer:

Ms. Nithya. K - Company Secretary is the Compliance Officer of the Company (email: secretarial@sspower.com)

c. Details of the Shareholder's Compliant:

Number of shareholders' complaints/queries, etc. received during the financial year 2018-2019	NIL
Number of complaints/queries, etc. not resolved to the satisfaction of shareholders as on 31st March 2019	NIL
No. of pending complaints/ queries, etc. (The complaints/ queries have been resolved in consonance with the applicable provisions of the relevant rules/ regulations and acts for the time being in force)	NIL

d. The brief description of terms of reference of the Committee inter alia includes:

- to consider and resolve the grievances of security holders of the Company
- to specifically look into the redressal of grievances of shareholders, debenture holders and other security holders
- to consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of annual report, non-receipt of declared dividends, etc.
- to supervise the process relating to transfer, transmission, transposition, split, consolidation of securities
- to issue the duplicate share certificate(s) and supervise the process
- to supervise the process relating to re-materialization / dematerialization requests
- to oversee the performance of the Company's registrar & share transfer agents
- to implement and monitor the Company's Code of Conduct for Prohibition of Insider Trading in conformity with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended
- to make recommendations to improve service levels for stakeholders
- to carry out any other functions as authorized by the Board of Directors from time to time or as enforced by statutory/ regulatory Authorities.

e. Meetings during the year :

During the financial year under review, the Committee met Four times i.e. on 29th May 2018, 13th August 2018, 14th November 2018 & 14th February 2019.

7. GENERAL BODY MEETINGS

a. Annual General Meetings:

Details of the location and time, where last three Annual General Meetings (AGMs) held and the special resolutions passed there at are as follows:

Financial Year, Date and Time	Venue	Whether any Special Resolution Passed (Purpose)
2017-18, Fortieth Annual General Meeting held on September 19, 2018	Plot No:14, CMDA Industrial Area-II, Chithamanur Village, Maraimalai Nagar-603209.	1. Increase the remuneration of Managing Director 2. Borrowing Power to the Board of Directors 3. Powers of the Board as per section 180 (1) (a) of the Companies Act 2013 4. To grant loan to the subsidiaries pursuant to Section 185 5. Investment(s), Loans, Guarantees and security in excess of limits specified under section 186 of Companies Act, 2013

Financial Year, Date and Time	Venue	Whether any Special Resolution Passed (Purpose)
2016-17, Thirty Ninth Annual General Meeting held on August 29, 2017	Plot No:14, CMDA Industrial Area-II, Chithamanur Village, Maraimalai Nagar-603209.	Re-appointment of Managing Director
2015-2016, Thirty Eighth Annual General Meeting held on August 5, 2016	Narada Gana Sabha Trust, Sadhguru Gnanananda Mini Hall, Alwarpet, Chennai – 600018.	YES (Shifting of Registered Office outside the local limits within the same state)

i) Special Resolutions passed through Postal Ballot: NIL

ii) Person who conducted the aforesaid postal ballot exercise: N.A.

iii) Whether any special resolution is proposed to be conducted through postal ballot: No

8. MEANS OF COMMUNICATION

a. Quarterly/ Half yearly/ Annual results are regularly submitted to the Stock Exchanges where the securities of the Company are listed pursuant to the Listing Regulations requirements and are published in the newspapers. The financial results are displayed on the Company's website i.e. www.sspower.com

b. Newspapers wherein results normally published : Financial Express (English - all India Edition) & Maalai Sudar (Tamil , the regional language)

c. Any website, where displayed : www.sspower.com

d. Whether website also displays official news releases : NO

e. The Company has maintained a functional website [www.sspower.com] containing basic information about the Company e.g. details of its business, financial information, shareholding pattern, codes, compliance with corporate governance, contact information of the designated officials of the Company who are responsible for assisting and handling investor grievances, etc.

f. Presentations made to institutional investors or to the analysts:

No presentation to any institutional investors or analysts has been made during the financial year ended 31st March 2019.

9. GENERAL SHAREHOLDER INFORMATION:

(i)	Annual General Meeting	
	Date and Time	22nd August 2019, 11.00 A.M
	Venue	Registered Office: Plot No 14, CMDA Industrial Area Part-II, Chithamanur Village, MAraimalai Nagar – 603209. Kancheepuram District. Tamilnadu
(ii)	Financial Calendar (2018-19)	April 1, 2018 to March 31, 2019
(iii)	Date of Book Closure	Saturday August 17, 2019 to Thursday August 22, 2019
(iv)	Dividend Payment Date	No Dividend has been recommended by the Board of Directors of the Company for the year.
(v)	Listing on Stock Exchanges and Stock Code	National Stock Exchange of India Limited (NSE) – Scrip Name : S&S POWER BSE Limited (BSE) – Scrip Code : 517273
(vi)	Listing Fees	Annual Listing Fees for the Financial Year 2018-2019 have been paid to the above Stock Exchanges.
(vii)	DEMAT ISIN No	INE902B01017

(viii)	Market Price Data	Your Company's Trading of Shares in both the exchanges has been suspended.
(ix)	Performance in Comparison to broad-based indices such as BSE Sensex, CRISIL Index etc	Not Applicable
(x)	In case of Suspension of Trading, the Director's report shall explain the reasons thereof	The same has been duly reported in the Director's Report.
(xi)	Registrar to an Issue and Share Transfer Agents	M/s. GNSA INFOTECH LIMITED, STA Department, Nelson Chambers, Fourth Floor, F-Block, No: 115, Nelson Manickam Road, Aminthakarai, Chennai – 600 029. Tamilnadu.
(xii)	Share Transfer System	Requests for Share transfers received in Physical form, are processed by the Share Transfer Agent, and the share certificates are returned within a period of fifteen days from the date of receipt, subject to the documents are being valid, complete and accurate in all respects. Stakeholders' Relationship Committee has delegated powers to Registrar and Share Transfer Agents to effect transfer/ transmission, name deletion, renewal of shares, duplicate, etc.

(xiii) Distribution of Shareholding as on 31st March 2019

Slab of Number of Shareholding	Shareholders		Shares	
	Number	Percentage (%)	Number	Percentage (%)
Upto 5000	19,697	96.42	17,38,694	28.04
5001-10000	429	2.10	3,34,722	5.40
10001-20000	159	0.78	2,36,560	3.82
20001-30000	51	0.25	1,30,998	2.11
30001-40000	16	0.08	54,148	0.87
40001-50000	16	0.08	73,634	1.19
50001-100000	31	0.15	2,16,380	3.49
Above100001	29	0.14	34,14,864	55.08
Total	**20,428**	**100.00**	**62,00,000**	**100.00**

(xiv) Categories of Shareholding Pattern as on 31st March 2019

Category	Shareholders		Shares	
	Number	Percentage (%)	Number	Percentage (%)
Promoters	11	0.05	30,86,988	49.79
Mutual Fund	8	0.04	25,588	0.41
Financial Institution / Bank/ Ins./Govt.	6	0.03	75,926	1.22
Foreign Institutional Investors	2	0.01	3150	0.05
Corporates	164	0.80	90,904	1.47
Individuals / HUF	20,195	98.86	28,98,242	46.75
NRIs / OCBs	33	0.16	18,318	0.30
Others	5	0.02	884	0.01
Total	20,424	100.00	62,00,000	100.00

(xv) Dematerialization of Shares

As on March 31, 2019 the details of the shares of the Company held in physical and demat form are given below:

Particulars	No.of Shares	% to the capital
Shares held in Physical form	13,67,398	22.05
Shares held in DEMAT Form	-	-
NSDL	43,92,680	70.85
CDSL	4,39,922	7.10
Total	62,00,000	100.00

(xvi) Outstanding GDRs / Warrants and Convertible Instruments

There are no outstanding GDRs / Warrants and Convertible Instruments as at March 31, 2019.

(xvii) Commodity price risk or foreign exchange risk and hedging activities

There no such risk in the company. The Company does not have dealt with hedging activities. Hence the same is not applicable.

(xviii) Plant Location:

Plot No 14, CMDA Industrial Area Part-II, Chithamanur Village, Maraimalai Nagar – 603209. Kancheepuram District. Tamilnadu.

Tel: 044 4743 1625, Email : investor@sspower.com, sales@sspower.com

(xix) Address for Correspondence

Shareholder correspondence should be addressed to the Company's Registrar and Transfer Agents:

M/s. GNSA INFOTECH LIMITED, STA Department,

Nelson Chambers, Fourth Floor, F-Block,

No: 115, Nelson Manickam Road, Aminthakarai, Chennai – 600 029. Tamilnadu.

Ph : 044 4296 2025, Email : sta@gnsaindia.com

Investors may also write or contact Company Secretary and Compliance officer at:

Plot No 14, CMDA Industrial Area Part-II, Chithamanur Village, Maraimalai Nagar – 603209. Kancheepuram District, Tamilnadu.

CIN: L31200TN1975PLC006966

Tel: 044 4743 1625, Email: investor@sspower.com, sales@sspower.com

10. OTHER DISCLOSURES

a. Disclosures on materially significant related party transactions that may have potential conflict with the interests of the Company at large:

During the financial year under review, there were no materially significant related party transactions with the Promoters, Directors, etc. that may have potential conflict with the interests of the Company at large. The related party transactions are entered into based on business exigencies such as synergy in operations, profitability, market share enhancement etc., and are intended to further the Company's interests.

b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years:

There has been no instance of non-compliance by the Company on any matter related to capital markets during the last three years.

During the year the company had received the in-principle approval letter for revocation of trading suspension from BSE and revocation fee of Rs.30 lakhs was the fee payable by the company in 3 equal instalments, of which the company has paid Rs.20 lakhs by 31st March 2019 within the time indicated for the payment of the first two instalments.

c. Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel have been denied access to the Audit Committee:

The Company has a 'Whistle Blower Policy'/ 'Vigil Mechanism' in place, details of which have been furnished in the Board of Directors' Report. The Board of Directors affirms and confirms that no personnel have been denied access to the Audit Committee.

d. Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has complied with all the mandatory requirements of the Schedule V of the Listing Regulations. The status of compliance with the non-mandatory requirements of this clause has been detailed herein.

e. Web link where policy for determining 'material' subsidiaries is disclosed:

http:// www.sspower.com

f. Web link where policy on dealing with related party transactions:

http:// www.sspower.com

g. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Particulars	Compliance
Number of complaints filed during the financial year	Nil
No of Complaints disposed of during the financial year	Nil
No of complaints pending as on end of the financial year.	Nil

h. Disclosure of commodity price risks and commodity hedging activities:

Not applicable.

i. Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part:

Details relating to fees paid to the Statutory Auditors are given in Note 30 to the Standalone Financial Statements.

j. Details of utilization of funds raised through preferential allotment or qualified institution placement as specified under regulation 32[7A]: NIL

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT OF SUB-PARAS (2) TO (10) ABOVE, WITH REASONS THEREOF SHALL BE DISCLOSED.

The Company has complied with the requirement of corporate governance report of sub paras (2) to (10) of the Schedule V of the Listing Regulations.

12. ADOPTION OF THE DISCRETIONARY REQUIREMENTS AS SPECIFIED IN PART E OF THE SCHEDULE II OF THE LISTING REGULATIONS

a. The Board:

The Company does not defray any expenses of the Chairman's Office.

b. Shareholder Rights:

The Company's quarterly and half-yearly results are furnished to the Stock Exchanges and are also published in the newspapers and on the website of the Company and therefore results were not separately sent to the Members. Quarterly/ Half yearly/ Annual results of the Company are displayed on the website of the Company i.e. www.sspower.com

c. Audit qualifications:

The details of Audit Qualifications and the respective Management Comments are briefed in the Director's Report.

d. Separate posts of Chairman and CEO:

The Board of Directors of the Company comprises of the Non-Executive Chairman. The Managing Director message of the Company has been given as a separate report.

e. Reporting of Internal Auditor:

The Internal Auditor reports directly to the Audit Committee.

13. DISCLOSURES OF THE COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES(B) TO (I) OF SUB - REGULATION (2) OF REGULATION 46

The Company has complied with the corporate governance requirements specified in regulation of 27 and clauses (b) to (i) of sub - regulation (2) of regulation 46.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT UNDER SCHEDULE V (F) OF THE LISTING REGULATIONS

As confirmed by the R & TA, M/s. GNSA Infotech Ltd., the Company does not have any Demat Suspense Account/Unclaimed Suspense Account.

DECLARATION BY THE MANAGING DIRECTOR UNDER SCHEDULE V (D) OF THE LISTING REGULATIONS REGARDING ADHERENCE TO THE CODE OF CONDUCT

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of sub-clause (II) E of Clause 49 of the Listing Agreement and Regulation 26(3) of Listing Regulations with stock exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the year ended 31st March 2019.

For and on behalf of the Board of Directors and
Senior Management Personnel

Date: 28th June, 2019
Place: Chennai

Ashok Kumar Vishwakarma
Managing Director
DIN: 05203223

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF S&S POWER SWITCHGEAR LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Opinion

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

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

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 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 ('ICAI') 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.

Key Audit Matters

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

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

Key audit matter	How our audit addressed the key audit matter
Impairment testing of investments in subsidiaries Refer Note 6, 16 and 31 to the accompanying standalone financial statements As at 31 March 2019, the carrying amount of investment in subsidiaries viz Acrastyle Power (India) Limited, Acrastyle EPS Technologies Limited and S&S Power Switchgear Equipment Limited is Rs 187420. Further the company has also advanced loans to these subsidiaries and the amount due along with interest accrued thereon as at 31st March 2019 (net of provisions) is Rs 116849. Acrastyle Power (India) Limited further has invested in two subsidiaries viz Acrastyle Limited, UK and Acrastyle Switchgear Limited, UK.	Our procedures included, but were not limited to the following: • Obtained an understanding of management's process and evaluated design and tested operating effectiveness of controls around identification of indicators of impairment under Ind AS, and around valuation of the business of the subsidiaries to determine recoverable value of the said investment and loans granted, • Assessed the appropriateness of methodology and valuation model used by the management to estimate the recoverable value of investment in the subsidiaries and loans granted; • Assessed the professional competence, objectivity and capabilities of the valuation specialist engaged by the management;

Key audit matter	How our audit addressed the key audit matter
As required under Ind-AS, the management has performed an impairment assessment and has estimated the recoverable amount of its investment in the subsidiaries using applicable valuation models, which is complex and involves the use of significant management estimates and assumptions that are dependent on expected future market and economic conditions. Considering the materiality of the amounts involved, the significant management judgement required in estimating the quantum of diminution in the value of investment and such estimates and judgements being inherently subjective, this matter has been identified as a key audit matter for the current year audit.	• Assessed the reasonableness of assumptions relating to revenue growth rate, gross margins, discount rates etc. based on historical results, current developments and future plans of the business estimated by management using expertise of our valuation specialist on required parameters; • Assessed cash flow forecasts to ensure consistency with current operations of the Company and performed sensitivity analysis on key assumptions used in management's calculated recoverable value. Based on our procedures, we also considered the adequacy of disclosures in respect of investment in the said subsidiaries and loans granted in the notes to the standalone financial statements.

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

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

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

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

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

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

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

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

10. 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 Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

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

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

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

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

Report on Other Legal and Regulatory Requirements

15. As required by Section 197(16) of the Act, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

16. As required by the Companies (Auditor's Report) Order, 2016 (the 'Order') issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order.

17. Further to our comments in Annexure 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 purpose of our audit;

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c. the standalone financial statements dealt with by this report are in agreement with the books of account;

d. in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under Section 133 of the Act;

e. on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act;

f. we have also audited the internal financial controls over financial reporting (IFCoFR) of the Company as on 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report as per Annexure B expressed an unmodified opinion;

g. with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

   i. the Company has disclosed the impact of pending litigations on its financial position in the standalone financial statements;

   ii. the Company does not have any material foreseeable losses, for which a provision may be necessary.

   iii. there were no amounts that were required to be transferred to the investor education protection fund by the Company during the year ended 31st March, 2019.

For C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Vijay Mehta
Partner
Membership number: 106533

Place: Mumbai
Date: 29th May 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF S&S POWER SWITCHGEAR LIMITED, ON THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

ANNEXURE A

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

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

(b) Property, plant and equipment were physically verified by Management during the year and no material discrepancies were noticed during such verification.

(c) The Company has provided the title deeds in respect of freehold land and building which are in the name of the Company as at the Balance Sheet date.

(ii) The inventory has been physically verified by the Management at reasonable intervals during the year and no material discrepancies have been noticed on such verification;

(iii) The Company has granted unsecured loans, to the parties covered in the register maintained under Section 189 of the Act.

(a) In respect of the aforesaid loans, the terms and conditions under which such loans were granted are not prejudicial to the Company's interest.

(b) The aforesaid loans and interest are repayable on demand. The Company has not demanded the repayment of the said loans and hence there does not arise a situation for commenting on the regularity of repayment of principal and payment of interest.

(c) In respect of the aforesaid loans, there is no amount which is overdue for more than ninety days.

(iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.

(v) According to information and explanations given to us, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the rules framed there under to the extent notified;

(vi) According to the information and explanations given to us, the Company is not required to maintain cost records pursuant to the Companies (Cost Records and Audit) Amendment Rules, 2016, and prescribed by the Central Government under sub-section (1) of section 148 of the Companies Act 2013;

(vii) **(a)** According to the information and explanation given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, Income tax, Duty of Excise, Duty of Customs, Goods and Service Tax and other material statutory dues as applicable with appropriate authorities. However, we noticed delays in such remittances extending to maximum of 60 days

(b) There were no undisputed amounts payable in respect of provident fund, Sales Tax, Service Tax, value added tax, goods and service tax and other material statutory dues in arrears as at 31st March, 2019 for a period of more than six months from the date they became payable.

(c) According to the information and explanations given to us and the records of the Company examined by us, the particulars of dues of income tax, excise duty and customs duty as at 31st March , 2019 which have not been deposited on account of a dispute, are as follows:. (Refer note 39 to the Financial Statements)

(Rs. In Thousands)

Name of the Statute	Nature of Dues	Amount	Period to which the amount relates	Forum where the matter is pending
Central Excise Act, 1944	Excise Duty	34,190*	1993 to 1997	CESTAT - Chennai
Foreign Trade Policy	Differential Customs Duty	17,247	1998 to 1999	DGFT – Delhi
Income Tax Act, 1961	Tax on waiver of principal portion of loans by bankers	9,298	AY 2007-08	ITAT – Chennai

* Rs. 5,000 paid as deposit.

(viii) According to the records of the Company examined by us and the information and explanations given to us, the Company has not borrowed from financial institutions, bank or government as at the balance sheet date. The Company has not issued any debentures. Therefore, the provisions of clause 3 (viii) of the order are not applicable to the company;

(ix) According to the records of the Company examined by us and the information and explanation given to us, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company;

(x) According to the information and explanations given to us and to the best of our knowledge, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit;

(xi) In our opinion and according to Information and explanations given to us, the managerial remuneration has been paid in accordance with requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013;

(xii) The Company is not a Nidhi company and therefore the provisions of clause 3 (xii) of the order are not applicable to the company;

(xiii) In our opinion and according to information and explanations given to us, the company is in compliance with the provisions of section 177 and 188 of the Companies Act, 2013 where applicable, for all the transactions with the related parties and the details of related party Transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards;

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Therefore clause 3(xiv) is not applicable to the Company;

(xv) According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order is not applicable to the Company;

(xvi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Vijay Mehta
Partner
Membership number: 106533

Place: Mumbai
Date: 29th May 2019

ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF S&S POWER SWITCHGEAR LIMITED, ON THE STANDALONE FINANCIAL STAT EMENTS FOR THE YEAR ENDED 31 MARCH 2019

ANNEXURE B

Independent Auditor's report on the Internal Financial Controls under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (the "Act")

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

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

6. A Company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's IFCoFR includes those policies and procedures that

- **a.** pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;
- **b.** provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
- **c.** provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Vijay Mehta
Partner
Membership Number: 106533

Place: Mumbai
Date: 29th May 2019

S&S POWER SWITCHGEAR LIMITED

STANDALONE BALANCE SHEET AS AT 31.03.2019

(Rs.in Thousands)

Sr. No	Particulars	Note No	As at 31.3.2019	As at 31.3.2018
ASSETS				
(1)	**Non-current assets**			
	(a) Property, Plant and Equipment	4	27,399	27,789
	(b) Other Intangible assets	5	1,300	5
	(c) Investments in Subsidiaries	6	187,420	187,420
	(d) Financial Assets			
	(i) Loans and Deposits	7	119,005	122,185
	(e) Deferred tax assets (net)	8	5,990	5,898
	(f) Other non-current assets	9	356	247
(2)	**Current assets**			
	(a) Inventories	10	3,103	1,794
	(b) Financial Assets			
	(i) Trade receivables	11	12,848	23,184
	(ii) Cash and cash equivalents	12	135	225
	(iii) Bank balances other than (iii) above	13	251	248
	(iv) Loans	14	52	3,203
	(c) Current Tax Assets (Net)	15	11,061	6,234
	(d) Other current assets	16	7,778	5,983
	Total Assets		**376,698**	**384,415**
	EQUITY AND LIABILITIES			
(1)	**Equity**			
	(a) Equity Share capital	17	62,000	62,000
	(b) Other Equity	18	137,364	129,837
	LIABILITIES			
(2)	**Non-current liabilities**			
	(a) Provisions	19	19,699	19,276
(3)	**Current liabilities**			
	(a) Financial Liabilities			
	(i) Trade payables	20	4,605	14,688
	(ii) Borrowings	21	139,391	147,570
	(b) Provisions	22	178	82
	(c) Other current liabilities	23	13,461	10,962
	Total Equity and Liabilities		**376,698**	**384,415**

The accompanying notes are an integral part of the financial statements

As per our attached report of even date
For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Place : Chennai
Date : 29.May.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No :A26959

S&S POWER SWITCHGEAR LIMITED

STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2019

(Rs.in Thousands)

Sl.No	Particulars	Note No.	Year Ended 31.3.2019	Year Ended 31.3.2018
I	Revenue From Operations	24	5,093	7,036
II	Other Income	25	56,726	33,367
IIa	**Total Income (I+II)**		**61,819**	**40,403**
III	**EXPENSES**			
	Cost of materials consumed	26	2,654	4,354
	Changes in Inventories of Finished goods and work-in-progress		-	1,692
	Excise Duty recovered on sales		-	47
	Employee benefits expense	27	19,156	16,167
	Finance costs	28	11,206	8,738
	Depreciation and Amortization expense	29	1,624	1,476
	Other expenses	30	19,056	17,202
IV	**Total expenses**		**53,696**	**49,676**
V	**Profit/(loss) before tax (IIa-IV)**		**8,123**	**(9,273)**
VI	**Tax expense:**			
	(1) Current tax			
	(2) Deferred tax	34 a	(87)	(1,137)
VII	**Profit/(loss) for the year (V-VI)**		**8,036**	**(10,410)**
VIII	**Other Comprehensive Income**			
	A (i) Items that will not be reclassified to profit or loss			
	- Remeasurement of Defined benefit plans	34 b	(689)	985
	A (ii) Income tax relating to items that will not be reclassified to profit or loss			
	- Remeasurement of Defined benefit plans	35 b	179	(256)
IX	**Total other comprehensive income (A (i - ii))**		**(510)**	**729**
X	**Total comprehensive income for the period (VII + IX)**		**7,526**	**(9,681)**
XI	Earnings per equity share of face value of Rs. 10 each			
	(1) Basic & Diluted		**1.30**	**(1.68)**

The accompanying notes are an integral part of the financial statements

As per our attached report of even date
For C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Place : Chennai
Date : 29.May.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No: A26959

S&S POWER SWITCHGEAR LIMITED

STATEMENT OF STANDALONE CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs.In Thousands)

Notes	Particulars	Year ended 31.03.2019	Year ended 31.03.2018
A	**Cash flow from operating activities**		
	Profit for the year	**8,036**	**(10,410)**
	Adjustments for:		
	Finance costs	11,206	8,738
	Depreciation and amortisation expense	1,624	1,476
	Provisions(Benefit) for Deferred Taxes	(92)	1,393
	Provisions - Others	519	(1,051)
	Interest income	(11,318)	(12,262)
	Fair valuation of Lease rental deposit	(109)	247
	Remeasurement of defined benefit plan (net of tax)	(510)	729
	(Gain)/loss on disposal of property, plant and equipment	-	19
	Operating profit before working capital changes	**9,356**	**(11,121)**
	Movements in working capital:		
	(Increase)/decrease in inventories	(1,309)	1,902
	(Increase)/decrease in trade receivables	10,336	6,252
	(Increase)/decrease in other assets	(3,471)	4,515
	Increase /(decrease) in trade payables	(10,083)	461
	Increase /(decrease) in other liabilities	2,499	(1,417)
	Cash generated from operations	7,328	592
	Net cash from operating activities (A)	**7,328**	**592**
B	**Cash flows from investing activities**		
	Payment for Property, Plant and Equipment	(3)	(293)
	Proceeds from disposals of Property, Plant and Equipment	-	15
	Purchase of investments	-	(29,961)
	Loans To Subsidiaries	3,180	(11,262)
	Interest received	11,318	12,262
	Proceeds received from bank deposit	-	57
	Investment in bank deposit	(3)	
	Net cash (used in) investing activities (B)	**14,492**	**(29,182)**

Notes	Particulars	Year ended 31.03.2019	Year ended 31.03.2018
C	**Cash flow from financing activities**		
	Borrowings From related parties	-	37,007
	Interest paid	(11,206)	(8,738)
	Payment for borrowings to Related Parties	(8,179)	
	Net cash (used in) financing activities (C)	**(19,385)**	**28,269**
	NET INCREASE IN CASH AND CASH EQUIVALENTS [(A) + (B) + (C)]	**2,435**	**(321)**
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
	Balances with banks in current accounts and deposit accounts	137	17
	Cash on hand	88	529
	CASH AND CASH EQUIVALENTS AS PER NOTE 12	**225**	**546**
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
	Balances with banks in current accounts and deposit accounts	62	137
	Cash on hand	73	88
	CASH AND CASH EQUIVALENTS AS PER NOTE 12	**135**	**225**

Summary of significant accounting policies - Note 3

Notes:

1. The Cash Flow statement has been prepared under the indirect method as set out in Indian Accounting Standards (IND AS 7)- Statement of Cash Flow.
2. The Figures in brackets represents cash outflow.
3. Previous period figures have been regrouped / reclassified , whereever necessary to confirm to current year presentation.

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Place : Chennai
Date : 29.MAY.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No: A26959

S&S POWER SWITCHGEAR LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR STANDALONE THE YEAR ENDED MARCH 31, 2019

All amounts are Rs. in Thousands unless otherwise stated

1. General Information

S & S Power Switchgear Limited (the 'Company') is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on Bombay Stock Exchange and the National Stock Exchange. The Company is engaged in designing, manufacturing and selling new circuit breaker products, servicing of old installed base of circuit breakers.

The Company has its registered office & manufacturing plant located at Maraimalai Nagar (near Chennai) Tamil Nadu India.

2. Basis of Preparation

A. Statement of Compliance

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of Companies Act, 2013, (the 'Act') and other relevant provisions of the Act. The Company's financial statements up to and for the year ended 31 March 2017 were prepared in accordance with the Companies (Accounting Standards) Rules, 2006, notified under Section 133 of the Act and other relevant provisions of the Act.

The financial statements were authorized for issue by the Company's Board of Directors on 29th May 2019.

Details of the Company's accounting policies are included in Note 3.

B. Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest thousands, unless otherwise indicated.

C. Current and non-current classification

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded-off to the nearest thousands, unless otherwise indicated.

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realized within twelve months after the reporting period or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for atleast twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

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

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

D. Basis of Measurement

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values as per the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI) for the following:

Item	Measurement basis
Certain financial assets and liabilities (including derivatives instrument)	Fair value
Net defined benefit (asset)/liability	Fair value of plan assets less present value of defined benefit obligations

E. Use of estimates and judgements

A liability is treated as current when:

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosure of contingent liabilities on the date of financial statements. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments, which have significant effect on the amounts recognized in the financial statement:

Property, plant and equipment

External adviser or internal technical team assesses the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual value are reasonable.

Intangibles

Internal technical or user team assesses the remaining useful lives of Intangible assets.

Management believes that assigned useful lives are reasonable.

Income taxes

Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

Contingencies

Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Allowance for uncollected accounts receivable and advances

Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

Insurance claims

Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2018 is included in the following notes:

- Note 33 measurement of defined benefit obligations: key actuarial assumptions;

- Notes 39 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

F. Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

The Company has an established control framework with respect to the measurement of fair values.

This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing service, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

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

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

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

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following notes

Note 35 – financial instruments;

3. Significant Accounting Policies

3.1. Property, plant and equipment

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at cost, which includes capitalized borrowing costs, less accumulated depreciation, and impairment loss, if any. Cost includes purchase price, including non-refundable duties and taxes, expenditure that is directly attributable to bring the assets to the location and condition necessary for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located, if any.

Properties in the course of construction for production, supply or administrative purposes are carried at cost, less any recognized impairment loss. Cost includes professional fees, and for qualifying assets, borrowing costs capitalized in accordance with the Company's accounting policies. Such properties are classified to the appropriate categories of property, plant and equipment when completed and ready for intended use. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

Spare parts are treated as capital assets in accordance with Ind AS when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for, as separate items (major components) of property, plant and equipment.

Any gains or losses on their disposal, determined by comparing sales proceeds with carrying amount, are recognized in the Statement of Profit or Loss.

Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

De-recognition

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected to arise from its use. Any gain or loss arising from its de-recognition is measured as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss when the asset is de-recognised.

Depreciation methods, estimated useful lives and residual value

Depreciation on property, plant and equipment is provided using the straight-line method based on the life and in the manner prescribed in Schedule II to the Companies Act, 2013, and is generally recognized in the statement of profit and loss. Assets acquired under finance leases are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. In the case of lease hold improvements, depreciation is provided over primary lease period or useful life of the asset whichever is less. Freehold land is not depreciated.

Depreciation on property, plant and equipment is provided based on the useful life and in the manner prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, where the useful life of the property, plant and equipment have been determined by the Management based on the technical assessment / evaluation:

	Useful Life in Years	
Category of property, Plant and equipment	**As per Schedule II**	**As per Company's Assessment**
Buildings	30	30
Electrical installations	10	3
Furniture and fittings	10	3
Equipment and appliances	5	7
Plant and Machinery	15	6
Computers	3	6

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above best represent the period over which management expects to use these assets.

Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (upto) the date on which asset is ready for use (disposed of). Individual assets costing less than Rs.10,000 are fully depreciated in the year of purchase.

Leasehold rights for land are amortized on a straight line basis over the primary lease period.

3.2. Intangible Assets

Intangible assets are recognized only if it is probable that the future economic benefits that are attributable to the assets will flow to the enterprise and the cost of the assets can be measured reliably.

- **i.** Intangible Assets are stated at cost of acquisition less accumulated amortization and accumulated impairment, if any.
- **ii.** Intangible assets are amortized on a straight-line basis as under:
  - **a.** Software costing up to Rs. 25,000/- is amortized out in the year of acquisition. Other Software acquired is amortized over its estimated useful life of 5 years;
  - **b.** Intellectual Property is amortized over its estimated useful life of 5 years

The estimated useful life of the intangible assets and the amortization period are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Research and Development expenses

Expenditure on research activities is charged to Statement of Profit and Loss in the period in which it is incurred.

An internally generated intangible asset arising from development is recognised if, and only if, all of the following have been demonstrated:

- Technical feasibility of completing the intangible asset to show its availability for use or sale;
- Intention to complete the intangible asset and its use or sell;
- Ability to use or sell;
- How it will generate future economic benefits;
- Availability of technical, financial and other resources to complete the development phase; and
- Ability to measure reliably the expenditure attributable to development phase.

The amount initially recognised is the sum of the expenditure incurred from the date when the intangible asset first meets the recognition criteria listed above. Where no intangible asset can be recognised, development expenditure is charged to Statement of Profit and Loss in the period in which the same are incurred.

Subsequent to its initial recognition, the development expenditure recognised as an assets are reported at cost less accumulated amortization and impairment loss, on the same basis as intangible assets that are acquired separately.

De-recognition of intangible assets

Intangible asset is de-recognised on disposal or when no future economic benefits are expected from its use or disposal. Gains or losses arising from de-recognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in the Statement of Profit and Loss when the asset is de-recognized.

3.3. Impairment of Tangible and Intangible assets

At the end of each reporting period, the Company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the assets is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit (CGU) to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual CGU, or otherwise they are allocated to the smallest group of CGU for which a reasonable and consistent allocation basis can be identified.

An intangible asset not yet available for use is tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.

The Company's corporate assets do not generate independent cash inflows. To determine impairment of a corporate asset, recoverable amount is determined for the CGUs to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss.

Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

3.4. Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when the asset is available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets and its sale is highly probable. Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification.

Non-current assets classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell.

Once classified as held for sale, intangible asset, property, plant and equipment and investment properties are no longer amortized or depreciated.

Foreign currency transactions and balances

Transactions in foreign currency are initially recorded at the functional currency spot rates at the date the transaction first qualifies for recognition.

At each balance sheet date, the foreign currency monetary items are reported at the functional currency spot rates of exchange. Exchange differences that arise on settlement or on translation of monetary items are recognized as income or expenses in the Statement of Profit and Loss, except exchange differences arising from the translation of the following items which are recognized in OCI:

- equity investments at fair value through OCI (FVOCI); and
- qualifying cash flow hedges to the extent that the hedges are effective.

Non-monetary items which are carried at historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

Forward exchange contracts entered into to hedge and manage foreign currency exposures relating to highly probable transactions or firm commitments are marked to market and resulting gains or losses are recorded in the statement of profit and loss.

3.5. Financial Instruments

Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at

- amortized cost;
- fair value through OCI (FVOCI – debt investment);
- FVOCI – equity investment; or
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets 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.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset 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.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business Model Assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest:

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non- recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent Measurement and Gains and Losses:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income under the effective interest method, foreign exchange gains and losses and impairment are recognized in profit or loss. Other net gains and losses are recognized in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss. The Company transfers amounts from OCI to retained earnings when the relevant equity securities are derecognized.

Financial liabilities: Classification, Subsequent Measurement and Fains and Losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held- for- trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on derecognition is also recognized in profit or loss.

Derecognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial Liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

Derivative financial instruments and hedge accounting

The Company holds derivative financial instruments to hedge its foreign currency and interest rate risk exposures. Embedded derivatives are separated from the host contract and accounted for separately if the host contract is not a financial asset and certain criteria are met Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognized in profit or loss.

The Company designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and interest rates and certain derivatives and non-derivative financial liabilities as hedges of foreign exchange risk on a net investment in a foreign operation.

At inception of designated hedging relationships; the Company documents the risk management objective and strategy for undertaking the hedge. The Company also documents the economic relationship between the hedged item and the hedging instrument, including whether the changes in cash flows of the hedged item and hedging instrument are expected to offset each other.

3.6. Inventories

Inventories are measured at lower of cost and net realizable value. Cost of inventories is determined on a First in First Out (FIFO) / weighted average basis respectively (as mentioned below), after providing for obsolescence and other losses as considered necessary. Cost includes expenditure incurred in acquiring the inventories, reduction and conversion costs and other costs incurred in bringing them to their present location and condition. In the case of work-in-progress and finished goods, cost includes an appropriate proportion of fixed production overheads based on normal operating capacity and, where applicable, excise duty.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

Raw materials and other supplies held for use in the production of finished products are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

Items of Inventory are valued on the principle laid down by the Ind AS 2 on Inventories on the basis given below:

(a) Raw Materials, Stores & Spares (that are not capitalized) and Fuel	Lower of cost (determined on weighted average basis) and net realizable value
(b) Packing Material	Lower of cost (determined on FIFO basis) and net realizable value
(c) Work-in-Progress	Lower of cost and net realizable value. Cost includes direct materials, labour and a proportion of manufacturing overheads based on normal operating capacity.
(d) Finished Goods	Lower of cost and net realizable value. Cost includes direct materials, labour, a proportion of manufacturing overheads based on normal operating capacity and excie duty

3.7. Cash and Cash Equivalents

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

For the purpose of presentation in the Statement of Cash flows, Cash and cash equivalents comprises cash at bank and on hand, demand deposits and short-term (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

3.8. Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current Tax

The tax currently payable is based on the taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statement and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax asset are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary difference can be utilized. Such deferred tax assets and liabilities are not recognized of the temporary difference arises from initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor accounting profit. In addition, deferred tax liabilities are not recognized if the temporary difference arises from the initial recognition of goodwill.

Deferred tax liabilities are recognized for temporary difference associated with investments in subsidiaries and associates and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized to the extent that it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

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 all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognized as apart of deferred tax assets. As deferred tax asset shall be recognized for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.

Deferred tax assets are the amounts of income taxes recoverable in future periods in respect of:

(a) Deductible temporary differences;

(b) The carry forward of unused tax losses; and

(c) The carry forward of unused tax credits.

The Company reviews the same at each reporting date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the company will pay normal income tax during the specified period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or to settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

Current and deferred tax for the year

Current and deferred tax are recognized in statement of profit and loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3.9. Revenue Recognition

Revenue is recognised upon transfer of control of promised goods to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those goods.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer which is usually on dispatch / delivery of goods, based on contracts with the customers. Export sales are recognized on the issuance of Bill of Lading / Airway bill by the carrier.

Revenue is measured based on the transaction price, which is the consideration, adjusted for discounts, price concessions, incentives, and returns, if any, as specified in the contracts with the customers. Revenue excludes taxes collected from customers on behalf of the government. Accruals for discounts/incentives and returns are estimated (using the most likely method) based on accumulated experience and underlying schemes and agreements with customers. Due to the short nature of credit period given to customers, there is no financing component in the contract.

Application of new Accounting Standard

The Company has adopted Ind AS 115 Revenue from contracts with customers, with effect from April 1, 2018. Ind AS 115 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenues and cash flows arising from the contracts with its customers and replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The impact of the adoption of the standard on the financial statements of the Company is insignificant

Contract Balances

Trade Receivables

A receivable represents the Company’s right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due).

Contract liabilities

A contract liability is the obligation to transfer goods to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made, or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Rendering of Services

Revenue is recognized from rendering of services when the performance obligation is satisfied and the services are rendered in accordance with the terms of customer contracts. Revenue is measured based on the transaction price, which is the consideration, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Income from export incentives such as duty drawback and premium on sale of import licenses are recognised on accrual basis;

Income from sale of scrap is accounted for on realisation;

Interest income is recognized using the effective interest rate (EIR) method;

Dividend income on investments is recognised when the right to receive dividend is established;

Revenue from sale of power from wind operated generators (considered under service concession arrangement) is accounted when the same is transmitted to and confirmed by the Electricity Board to whom the same is sold;

Renewable Energy Certificate (REC) income is recognised as and when such RECs are traded and money is realised.

Insurance claims are accounted for on the basis of claims admitted / expected to be admitted and to the extent that the amount recoverable can be measured reliably and it is reasonable to expect ultimate collection.

Export incentive

Export incentive available under prevalent schemes are recognised in the year when the right to receive credit as per the terms of the scheme is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate utilization/ realization of such duty credit.

Dividend and Interest income

Dividend income from investments is recognized when the Company's right to receive payment is established.

Interest income is recognized using effective interest method and subject to the following conditions:

- It is probable that the economic benefits associated with the transaction will flow to the Company.
- The amount of revenue can be measured reliably.

3.10. Employee Benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to recognized provident funds and approved superannuation schemes which are defined contribution plans are recognized as an employee benefit expense and charged to the statement of profit and loss as and when the services are received from the employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of gratuity plan, which is a defined benefit plan, and certain other defined benefit plans is calculated for each plan by estimating the amount of future benefits that the employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. An unrecognized past service costs and the fair value of any plan assets are deducted.

The discount rate is the yield at the reporting date on risk free government bonds that have maturity dates approximating the terms of the Company's obligations. The calculation is performed annually by a qualified actuary using the projected unit credit method. In case of funded defined benefit plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans, to recognize the obligation on net basis.

Retirement and other employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, performance incentive, paid annual leave, bonus, leave travel assistance, medical allowance, contribution to provident fund and superannuation etc. recognized as actual amounts due in period in which the employee renders the related services.

i. A retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the statement of profit and loss for the year when the contribution to the fund accrues. There are no obligations other than the contribution payable to the recognized Provident Fund.

ii. A retirement benefit in the form of Superannuation Fund is a defined contribution scheme and the contribution is charged to the statement of profit and loss for the year when the contribution accrues. There are no obligations other than the contribution payable to the Superannuation Fund Trust. The scheme is funded with Insurance Company in the form of a qualifying insurance policy.

iii. Gratuity liability is a defined benefit obligation and is provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. The Company has established a gratuity trust to provide gratuity benefit through annual contributions to a Gratuity trust which in turn contributes to Life Insurance Corporation of India (LIC). Under this plan, the settlement obligation remains with the Gratuity trust. Life Insurance Corporation of India administers the plan and determines the contribution premium required to be paid by the trust.

iv. Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

Actuarial gains/losses are recognized immediately in the statement of other comprehensive income.

3.11. Provisions (other than for employee benefits) and Contingencies:

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognized as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably. The expense relating to a provision is presented in the Statement of profit and loss net of any reimbursement.

Contingent liabilities

Contingent liability is disclosed in the 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;
- A present obligation arising from past events, when no reliable estimate is possible;

A possible obligation arising from past events, unless the probability of outflow of resources is remote.

3.12. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction, or production of qualifying assets, that necessarily take a substantial period to get ready for their intended use or sale, are added to the cost of those assets, until the assets are substantially ready for their intended use or sale.

Interest income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing cost eligible for capitalization.

All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

3.13. Leases

A lease a classified at the inception date as a finance lease or as an operating lease.

Finance Leases

Leases of property, plant and equipment that transfer to the Company substantially all the risk and rewards of ownership are classified as finance leases. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of minimum lease payments.

Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets.

Minimum lease payments made under finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Operating Leases

Assets held under leases that do not transfer the Company substantially all the risk and rewards of ownership (i.e. Operating leases) are not recognized in the Company's Balance Sheet.

Payment made under operating leases are generally recognized in profit or loss on a straight-line basis over the term of the lease unless such payments are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases.

Accounting Standards Issued but not Effective

On 30 March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases which is effective from 1st April 2019:

Ind AS 116: Leases

It will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees.

The Company is in process of evaluating the impact of the same.

3.14. Earnings per share

Basic earnings per share are calculated by dividing the profit/ (loss) from continuing operations and the total profit/ (loss)attributable to equity shareholders(after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period.

For calculating diluted earnings per share, the profit/(loss) from continuing operations and the total profit/(loss) attributable to equity shareholders by the weighted average number of shares outstanding during the period after adjusting the effects of all dilutive potential equity shares.

3.15. Cash Flow Statement

The Cash Flow Statement is prepared by using the "indirect method" set out in Ind AS 7 on "Cash Flow Statements" and presents the cash flows during the period by operating, investing and financing activities of the company.

S&S POWER SWITCHGEAR LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2019

(Rs in Thousands)

a. Equity Share Capital

	Amount
Balance at 31 March 2017	62,000
Changes in equity share capital during the year	-
Balance at 31 March 2018	62,000
Changes in equity share capital during the year	-
Balance at 31 March 2019	62,000

Other Equity

Particulars	Reserves and Surplus			Total Equity
	Securities Premium	General Reserve	Retained Earnings	
As at 1 April 2017	**184,000**	**47,812**	**(92,294)**	**139,518**
Profit for the FY 2017-18			(10,410)	(10,410)
Remeasurement of Net defined benefit liability/(asset) (net of tax)			729	729
Total comprehensive income for the year			**(9,681)**	**(9,681)**
As at 31 March 2018	**184,000**	**47,812**	**(101,975)**	**129,837**
Profit for the FY 2018-19			8,036	8,036
Remeasurement of Net defined benefit liability/(asset) (net of tax)			(510)	(510)
Total comprehensive income for the year			7,526	7,526
As at 31 March 2019	**184,000**	**47,812**	**(94,449)**	**137,364**

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Selvi Narasimman
Chief Financial Officer

Nithya kamaraj
Company Secretary
M.No : A26959

Place : Chennai
Date : 29.May.2019

S&S POWER SWITCHGEAR LIMITED

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

4. Property, plant and equipment

(Rs in Thousands)

Cost or deemed cost	Land	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computers	Total
Balance as at 1st April, 2018	14,998	14,664	377	-	109	558	30,706
Additions	-	-	-	613	280	324	1,218
Disposals/Adjustments	-	-	-	-	-	-	-
Balance as at 31st March, 2019	14,998	14,664	377	613	389	882	31,924

Accumulated depreciation	Land	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computers	Total
Balance as at 1st April, 2018	-	2,552	205	-	35	124	2,916
Depreciation expense	-	1,276	103	65	44	120	1,608
Eliminated on disposals of assets	-	-	-	-	-	-	-
Balance as at 31st March, 2019	-	3,828	308	65	79	244	4,524

Carrying amount/Net block	Land	Building	Plant and Equipment	Furniture and Fixtures	Office Equipment	Computers	Total
Balance as at 1st April, 2018	14,998	12,111	172	-	74	434	27,789
Additions	-	-	-	614	280	324	1,218
Disposals/Adjustments	-	-	-	-	-	-	-
Depreciation expense	-	1,276	103	65	44	120	1,608
Balance as at 31st March, 2019	14,998	10,835	69	549	310	638	27,399

5. Intangible assets

Cost or deemed cost	Softwares	Total
Balance as at 1st April, 2018	16	16
Additions	1,310	1,310
Disposals	-	-
Balance as at 31st March, 2019	1,326	1,326

Accumulated amortisation	Softwares	Total
Balance as at 1st April, 2018	11	11
Amortisation expense	15	15
Eliminated on disposals of assets	-	-
Balance as at 31st March, 2019	26	26

Carrying amount	Softwares	Total
Balance as at 1st April, 2018	5	5
Additions	1,310	1,310
Disposals	-	-
Amortisation expense	15	15
Balance as at 31st March, 2019	1,300	1,300

S&S POWER SWITCHGEAR LIMITED

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

6. Investments in Subsidiaries **(Rs in Thousands)**

Particulars	As at 31.3.19	As at 31.3.18
Unquoted Investments in Subsidiaries :		
(i) Acrastyle Power (India) Limited	128,272	128,272
(ii) Acrastyle EPS Technologies Limited	500	500
(iii) S&S Power Switchgear Equipment Limited	58,648	58,648
Total	**187,420**	**187,420**
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	**187,420**	**187,420**
Aggregate amount of impairment in value of investements	-	-

6.1. Name of the Investee and percentage of shares held in Investee Company:

Non Trade Equity Investments in Subsidiaries :	Number of shares as at 31.03.2019	Number of shares as at 31.03.2018
- S&S Power Switchgear Equipment Limited (Share 100%)	1,250,000	1,250,000
- Acrastyle Power India Limited - (Share 67%)	3,974,950	3,974,950
- Acrastyle EPS Technologies Limited (Share 100%)	5,000	5,000
Total	**5,229,950**	**5,229,950**

7. Loans & Deposits (Non-current)

Particulars	As at 31.3.19	As at 31.3.18
(a) 'EMD's and Security Deposits:		
Earnest Money Deposits	2,236	2,019
Security Deposits	1,391	1,381
Other Deposits	239	239
"Deposits against leased premises"	1,236	2,041
Less : Provision for doubtful deposits	(2,945)	(2,945)
Total (a)	**2,157**	**2,735**
(b) Loan to Subsidiaries including interest accrued thereon - (See Note below)		
Loans to related Parties	116,848	119,450
Total (b)	**116,848**	**119,450**
Break Up:		
(i) Loans Receivables considered good - Secured;		
(ii) Loans Receivables considered good - Unsecured;		
S&S Power Switchgear Equipment Limited	60,798	67,078

Particulars	As at 31.3.19	As at 31.3.18
(iii) Loans Receivables which have significant increase in Credit Risk;	-	-
Acrastyle Power (India) Limited	76,731	73,053
(iv) Loans Receivables - credit impaired	-	-
	-	-
Less: Provision on above	(20,681)	(20,681)
Total (b)	**116,848**	**119,450**
Total (a)+(b)	**119,005**	**122,185**

The Company has extended interest bearing loans to its subsidiaries Acrastyle Power (India) Limited and S&S Power Switchgear Equipment Limited for supporting their business operations.

8. Deferred tax Assets (net) **(Rs in Thousands)**

Particulars	As at 31.3.19	As at 31.3.18
Liabilities allowable on payment basis	5,967	5,875
Expected credit loss	23	23
Total	**5,990**	**5,898**

Movement in Deferred tax Assets(net)

Particulars	Liabilities allowable on payment basis	Expected credit loss	Total
Balance at March 31, 2018	**5,875**	**23**	**5,898**
(Charged)/Credited to profit or loss	(87)	-	(87)
(Charged)/Credited to other comprehensive income	179	-	179
Balance at March 31, 2019	**5,967**	**23**	**5,990**

9. Other Non - Current Assets

Particulars	As at 31.3.19	As at 31.3.18
Prepaid - Lease Rent	356	247
Total	**356**	**247**

10. Inventories

Particulars	As at 31.3.19	As at 31.3.18
Raw materials and components	3,103	1,794
Total	**3,103**	**1,794**

11. Trade Receivables

Particulars	As at 31.3.19	As at 31.3.18
(a) Trade Receivables considered good - Secured;	-	-
(b) Trade Receivables considered good - Unsecured;	-	-
Unsecured, considered good	13,356	23,273
(c) Trade Receivables which have significant increase in Credit Risk	-	-
(d) Trade Receivables - credit impaired.	-	-
Doubtful	71,065	81,080
Less: Allowance for Bad and doubtful debts	(71,573)	(81,169)
	-	-
Total	**12,848**	**23,184**

Notes :

1. Trade Receivable includes receivables from Related party -Rs. 7,271 (31st March 2018 - Rs.20,992)
2. In determining the allowances for doubtful trade receivables the Company has used practical expedient by computing the expected credit loss allowance for trade receivables based on 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 rates used in provision matrix.
3. Movement in the expected credit loss allowance

Particulars	As at 31st March, 2019	As at 31st March, 2018
Opening provision	(81,169)	(81,169)
Add: Additional provision made	-	-
Less: Reversal of provision made	9,596	-
Closing provision	**(71,573)**	**(81,169)**

12. Cash & cash equivalents

Particulars	As at 31.3.19	As at 31.3.18
Cash and cash equivalents		
(i) Cash on hand	73	88
(ii) Balances with banks		
In current account	62	137
Total	**135**	**225**

13. Bank balances other than (ii) above **(Rs in Thousands)**

Particulars	As at 31.3.19	As at 31.3.18
Deposit Accounts	251	248
Total	**251**	**248**

14. Loans

Particulars	As at 31.3.19	As at 31.3.18
(Unsecured, considered good, unless stated otherwise)		
Loan to Employees	52	335
Loan to Others	-	2,868
Total	**52**	**3,203**

15. Current Tax Assets (Net)

Particulars	As at 31.3.19	As at 31.3.18
Advance Income Tax (Net)	11,061	6,234
Total	**11,061**	**6,234**

16. Other Current Assets

Particulars	As at 31.3.19	As at 31.3.18
Advances other than capital advances:		
-Advance to suppliers	-	679
-Advance to employees	375	(94)
-Advance to related parties	1	201
Balance with statutory authorities	5,000	5,189
Prepaid Expenses	544	-
Other receivables	1,858	8
Total	**7,778**	**5,983**

17. Share capital **(Rs in Thousands)**

Particulars	As at 31.3.2019	As at 31.3.2018
Authorised Shares	100,000	100,000
i. 10,000,000 equity shares of Rs 10/- each ii. 1,000,000 preference shares of Rs 100/- each	100,000	100,000
	200,000	**200,000**
Issued Shares		
i. 6,200,108 equity shares of Rs 10/- each	62,001	62,001
	62,001	**62,001**
Subscribed and fully paid-up shares		
i. 6,200,000 equity shares of Rs 10/- each	62,000	62,000
Total	**62,000**	**62,000**

17.1. Reconciliation of number of shares outstanding at the beginning and end of the year:

Subscribed and Paid up share capital:	No of Shares	Amount
Balance as at 1st April, 2018	**6,200**	**62,000**
Add / (Less): Changes during the year	-	-
Balance as at 31st March, 2019	**6,200**	**62,000**

Terms/rights attached to equity shares

a. The Company has only one class of share referred to as equity shares having a par value of Rs. 10/-. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

b. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amount. The distribution will be proportionate to the number of equity shares held by the share holders.

c. There is no change in issued and paid up share capital during the year.

d. During the 5 years immediately preceding the balance sheet date, there were no equity shares allotted as fully paid up pursuant to contract without payment being received in cash, no bonus shares were issued and there was no buy-back of equity shares of the Company.

17.2. Details of shareholders holding more than 5% shares

Equity share of Rs.10 each fully paid up with voting rights	Number of fully paid equity shares	% Holding
Hamilton and Company Limited		
As at 31st March, 2018	2,230,030	35.97%
As at 31st March, 2019	2,230,030	35.97%

18. Other Equity

Particulars	As at 31.3.2019	As at 31.3.2018
Securities premium	184,000	184,000
General Reserves	47,812	47,812
Retained Earnings	(94,448)	(101,974)
Total	**137,364**	**129,837**

18.1.

Securities premium	As at 31.3.2019	As at 31.3.2018
Balance as at beginning of the year	184,000	184,000
Add/(Less): Movement during the year	-	-
Balance as at end of the year	**184,000**	**184,000**

Securities premium reserve is used to record the premium on issue of shares. This reserve is utilised in accordance with the provisions of the Act.

18.2.

General Reserve	As at 31.3.2019	As at 31.3.2018
Balance as at beginning of the year	47,812	47,812
Add/(Less): Movement during the year	-	-
Balance as at end of the year	**47,812**	**47,812**

The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

18.3.

Retained earnings	As at 31.3.2019	As at 31.3.2018
Balance as at beginning of the year	(101,974)	(92,294)
Profit for the year	8,036	(10,410)
Remeasurement of Net defined benefit liability/(asset) (net of tax)	(510)	729
Balance as at end of the year	**(94,448)**	**(101,974)**

Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

19. Provisions (Non-current)

Particulars	As at 31.3.2019	As at 31.3.2018
Provision for employee benefits	2,452	2,029
Provision for Customs Duty on Malaysian Exports	17,247	17,247
Total	**19,699**	**19,276**

Provision for Customs Duty on Malaysian Exports:

Particulars	Amount
Balance at March 31, 2018	17,247
Additional provisions recognized during 2018-19	-
Reductions resulting from payments/ others	-
Balance at March 31, 2019	**17,247**

20. Trade payables

Particulars	As at 31.3.2019	As at 31.3.2018
Trade payables :		
- Dues to micro and small enterprises (Refer note below) “	-	-
- Other than micro and small enterprises *	4,605	14,688
Total	**4,605**	**14,688**

* Includes Trade payables to related party Rs. 2,887 (March 31, 2018: Rs. 1,695)

Footnotes:

Details of dues to Micro, Small and Medium Enterprise under the Micro, Small and Medium Enterprise Development Act 2006

Particulars	As at 31st March, 2019	As at 31st March, 2018
i. The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year;	-	-
	(interest Rs. Nil)	(interest Rs. Nil)
ii. The amount of interest paid by the buyer under Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year;	-	-
iii. The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid);	-	-
iv. The amount of interest accrued and remaining unpaid at the end of accounting year; and	-	-
v. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

A. The information regarding Micro Enterprises and Small Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company.

B. The average credit period on purchases of goods is 60 days.

21. Current Borrowings (Unsecured)

Particulars	As at 31.3.2019	As at 31.3.2018
Dues to Related Parties	132,534	133,520
Other inter corporate deposits	6,857	14,050
Total	**139,391**	**147,570**

22. Current Provisions

Particulars	As at 31.3.2019	As at 31.3.2018
For Employee benefits		
Provision for employee benefits - Current	95	82
Provision for bonus and ex-gratia	83	-
Total	**178**	**82**

23. Other current liabilities

Particulars	As at 31.3.2019	As at 31.3.2018
Creditors for capital goods	-	-
Employee dues	1,024	1,938
Statutory Dues	1,751	1,200
Revenue received in advance	11	88
Other Liabilities	4,225	1,013
Rental Deposits	6,450	6,450
Lease Rent Equalization - Liability	-	273
Total	**13,461**	**10,962**

24. Revenue From Operations **(Rs in Thousands)**

Particulars	As on 31.3.2019	As on 31.3.2018
a) Sale of Products		
Manufactured Goods	5,093	7,036
Total	**5,093**	**7,036**

25. Other Income

Particulars	As on 31.3.2019	As on 31.3.2018
a) Interest Income		
i. Interest income earned on financial assets that are not designated as at FVTPL:		
Bank deposits	3	3
ICD - Inter-Corporate Deposit	11,310	11,440
Others	5	819
ii. Interest income earned on financial assets that are designated as at FVTPL:		
Interest Income on Fair valuation of Lease deposits	333	244
b) Sale of Services		
Corporate Shared Services - Disconnector - Facility	21,600	14,400
d) Other non-operating Income (Net of expenses directly attributable to such income)		
Lease Rental income	12,930	6,480
e) Other gains and losses		
Provisions and Liabilities written back	10,545	-
Net gains/(loss) on disposal of property, plant and equipment	-	(19)
Total	**56,726**	**33,367**

26. Cost of material consumed **(Rs in Thousands)**

Particulars	As on 31.3.2019	As on 31.3.2018
Opening Stock of Raw Material	1,794	2,005
Add : Purchases	3,963	4,143
Less : Closing Stock of Raw Material	(3,103)	(1,794)
Total	**2,654**	**4,354**

Changes in Inventories of Finished goods, Stock-in-Trade and work-in-progress

Particulars	31st March 2019	31st March 2018
Inventories at the end of the year		
Work-in-progress	-	-
Total	**-**	**-**
Inventories at the beginning of the year		
Work-in-progress	-	1,692
	-	**1,692**
(Increase)/ Decrease in work in progress	**-**	**1,692**

27. Employee Benefits Expense

Particulars	As on 31.3.2019	As on 31.3.2018
Salaries, Wages, Bonus and other benefits	17,274	14,263
Contribution to Provident Fund and other funds	948	958
Gratuity	500	559
Staff Welfare and amenities	434	387
Total	**19,156**	**16,167**

28. Finance Cost

Particulars	As on 31.3.2019	As on 31.3.2018
Other Borrowing costs - Interest on ICDs	11,162	8,550
Other interest expenses	44	188
Total	**11,206**	**8,738**

29. Depreciation and Amortization expenses

Particulars	As on 31.3.2019	As on 31.3.2018
Depreciation on Property, Plant and Equipment	1,608	1,476
Amortization on Intangible Assets	15	-
Total	**1,624**	**1,476**

30. Other Expenses **(Rs in Thousands)**

Particulars	As on 31.3.2019	As on 31.3.2018
Consumption of stores and Spares	-	2
Power and Fuel	187	244
Repairs and Maintenance:	-	-
Buildings	12	13
Others Assets	657	451
Printing and Stationery	889	1,172
Postage Expenses	186	1
Payment made to auditors	731	433
Insurance	162	6
Commission on sales	205	286
Advertisement and Sales Promotion expenses	140	102
Board Meeting Expenses	277	437
Rent	3,144	3,021
Rates & Taxes	6	493
Travelling & Conveyence expenses	2,162	2,118
Communication expenses	262	341
Legal and Professional Fees	1,162	2,899
Sitting fees to Directors	130	280
Consultancy Charges	4,381	2,632
Listing Fees	2,974	737
Bank Charges	23	82
Sundry balances written off (Net)	1	-
Miscellaneous expenses	1,365	1,452
Total	**19,056**	**17,202**

Note:

Payment to auditors comprise	As on 31.3.2019	As on 31.3.2018
Payment made to Auditors	**731**	**433**
For audit	350	368
For tax audit	50	50
Certification, taxation and others	240	-
Reimbursement of Expenses	91	15

31. Related party disclosures

Particulars		Ownership Interest	
		31st March, 2019	31st March, 2018
1. Relationships:			
a) Subsidiary Companies:			
Acrastyle EPS Technologies Limited	India	100%	100%
Acrastyle Power India Limited	India	67%	67%
S&S Power Switchgear Equipment Limited	India	100%	100%
Acrastlye Switchgear Limited, U.K	United Kingdom	67%	67%
Acrastlye Limited, U.K	United Kingdom	67%	67%
b) Key Managerial Personnel (KMP):			
Mr. Ashish Sushil Jalan	Chairman		
Mr. Ashok Kumar Vishwa Karma	Managing Director		
Ms. Nitya Kamaraj (From 1st Feb 2019)	Company Secretary		
Mr. Abhilash (upto 15th Nov 2018)	Company Secretary		
c) Relatives of KMP:			
Mr. Sushil Jalan	Father of Mr. Ashish Sushil Jalan		
Mrs. Rekha Jalan	Mother of Mr. Ashish Sushil Jalan		
d) Enterprise over which KMP or relative has significant influence:			
Bombay Gas Holdings and Investments Private Limited	Private company in which the APIL's directors is member		
Hamilton Research and Technology Private Limited	Private company in which the APIL's directors is member		
Bombay Gas Company Limited	Public Company in which the APIL's director is also a director		
RPIL Signalling Systems Limited	Public Company in which the APIL's director is also a director		
Hamilton & Company Limited	Public company in which director holds > 2%		

31. (1) Transactions carried out with related parties referred in 1 above, in ordinary course of business::

(Rs in Thousands)

Nature of transactions	Related parties			
	Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above	Referred in 1(d) above
Sales:				
Goods, Materials and Services	34,200	-	-	-
	(20,580)	(-)	(-)	(-)
Reimbursement of expenses:	-	765	-	-
	(-)	(711)	(-)	(-)
Purchases/Other services:	149	300	-	-
	(334)	(-)	(-)	(-)
Remuneration:	-	10,426	-	-
	(-)	(7,523)	(-)	(-)
Directors sitting fees:	-	30	-	-
	(-)	(280)	(-)	(-)
Loans and Advances received:	-	-	-	1,500
	(-)	(-)	(-)	(31,000)
Interest income:	11,310	-	-	-
	(10,706)	(-)	(-)	(-)
Interest expenses:	-	-	-	9,662
	(-)	(-)	(-)	(7,907)

Previous years figures are in ( )

31. (2) Balances outstanding **(Rs. in thousands)**

Nature of outstanding balances	As at 31st March 2019	As at 31st March 2018
Investments:		
Subsidiaries	187,420	187,420
Trade and Other receivables:		
Subsidiaries	144,561	161,123
Trade and other payables:		
Subsidiaries	364	400
KMP	2,522	1,295
Entity over which KMP has significant influence	132,534	147,569

32. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

i. Profit attributable to Equity holders of Company **(Rs. in Thousands)**

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit attributable to equity holders of the Company for basic and diluted earnings per share	8,037	(10,410)

ii. Weighted average number of ordinary shares

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Number of issued equity shares at 1st April	62,00,000	62,00,000
Effect of shares issued	-	-
Nominal value per share	10	10
Weighted average number of shares at 31st March for basic and diluted earnings per shares	**62,00,000**	**62,00,000**
Basic earnings per share (in Rs)	**(1.68)**	**(1.65)**

33. Employee benefits

A. Defined contribution plans:

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

The Company recognised Rs. 826 Thousands (31st March, 2018: Rs. 649 Thousands) for provident fund contributions in the Statement of Profit and Loss.

B. Defined benefit plan:

The Company makes annual contributions to Employees' Gratuity Fund which is administered by the Life Insurance Corporation of India. Having regard to the assets of the gratuity fund and the return on the investment the company does not expect any deficiency as at the year end. The scheme provides for payment to vested employees as under:

i) On normal retirement / early retirement / withdrawal / resignation: As per the provisions of Payment of Gratuity Act, 1972 with vesting period of 5 years of service.

ii) On death in service: As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially off set by an increase in the plan assets.

Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at 31st March, 2019.

(Rs. in thousands)

a) Changes in present value of obligations (PVO)	Gratuity - Funded as on	
	As at 31 March 2019	As at 31 March 2018
PVO at the beginning of the year	1,904	2,320
Interest cost	123	167
Current service cost	393	402
Benefits paid	(586)	
Actuarial (Gains)/Losses	674	(985)
PVO at the end of the year	**2,508**	**1,904**
	Gratuity - Funded as on	
b) Fair value of plan assets:	**As at 31 March 2019**	**As at 31 March 2018**
Fair value of plan assets at the beginning of the year	146	136
Adjustment to opening fair value of plan assets	(15)	-
Return on plan assets	15.5	10
Other (charges) / income	-	-
Contributions by the employer	699	-
Benefits paid	(586)	-
Fair value of plan assets at the end of the year	**259**	**146**
	Gratuity - Funded as on	
c) Amount to be recognised in the balance sheet:	**As at 31 March 2019**	**As at 31 March 2018**
PVO at the end of period	2,508	1,904
Fair value of planned assets at end of year	259	146
Funded status	(2,249)	(1,758)
Net asset/(liability) recognised in the balance sheet	**(2,249)**	**(1,758)**
	Gratuity - Funded as on	
d) Amount recognised in Statement of Profit and Loss	**As at 31 March 2019**	**As at 31 March 2018**
Current service cost	393	402
Net interest	123	167
Return on plan assets	(15)	(10)
Adjustment to opening fair value of plan assets	-	-
Expense recognised in the statement of profit or loss	**501**	**559**
	Gratuity - Funded as on	

e) Other comprehensive income (OCI):	As at 31 March 2019	As at 31 March 2018
Actuarial (Gain)/Loss recognised for the period	689	(985)
Total actuarial (Gain)/Loss recognised in OCI	689	(985)

	Gratuity - Funded as on	
f) Actual return on the plan assets:	As at 31 March 2019	As at 31 March 2018
Return on plan assets	15	10

	Gratuity - Funded as on	
g) Asset information:	As at 31 March 2019	As at 31 March 2018
Total amount	259	146
Gratuity fund	100%	100%

	Gratuity - Funded as on	
h) Assumption as at:	As at 31 March 2019	As at 31 March 2018
Mortality	IALM (2006-08) Ult.	IALM (2006-08) Ult.
Interest/Discount rate	7.29%	7.64%
Rate of increase in compensation	8%	8%
Employee attrition rate	5%	5%

i) Expected Payout:	
Year	(Rs. In Thousands)
Expected Outgo FY 2019-20	98
Expected Outgo FY 2020-21	143
Expected Outgo FY 2021-22	565
Expected Outgo FY 2022-23	126
Expected Outgo FY 2023-24	392
Expected Outgo FY 2024-25 to FY 2028-29	1,978

j) Sensitivity analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate and expected salary increase. The sensitivity analysis below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

	DR: Discount Rate		ER: Salary Escalation Rate	
	PVO DR + 1%	PVO DR - 1%	PVO ER + 1%	PVO ER - 1%
PVO	2,436	2,584	2,583	2,436

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

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

Total employee benefit liabilities	Note	31st March, 2019	31st March, 2018
Provision for employee benefits	20 & 24	(2,249)	(1,758)

34. Tax Expense

(a) Amounts recognised in profit and loss **(Rs. in Thousands)**

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Current tax expense (A)		
Current year	-	-
Short/(Excess) provision of earlier years		
Deferred tax expense (B)		
Origination and reversal of temporary differences	(87)	(1,137)
Tax expense recognised in the income statement (A+B)	**(87)**	**(1,137)**

Note:
The Deferred tax asset arising out of unused tax loss and unused tax credits has not been recognized considering the fact that the company has continuously suffered losses for the past 3 years.

(b) Amounts recognised in other comprehensive income **(Rs. in Thousands)**

	For the year ended 31st March, 2019			For the year ended 31st March, 2018		
	Before tax	Tax (expense) benefit	Net of tax	Before tax	Tax (expense) benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	(689)	179	(510)	985	(256)	729
	(689)	**179**	**(510)**	**985**	**(256)**	**729**

(c) Reconciliation of effective tax rate

	For the year ended 31st March, 2019		For the year ended 31st March, 2018	
	%	(Rs. in Thousands)	%	(Rs. in Thousands)
Profit before tax		8,123		(9,273)
Tax expense/(Deferred Tax Asset) using the Company's domestic tax rate	26.00%	2,112	26.00%	2,411
Tax effect of:				
Deferred Tax Asset not recognized in view of continued accumulated losses				
Deferred Tax Liability not recognized in view of continued accumulated losses	(26.00%)	(2,112)		
Reversal of Deferred tax assets on account change in tax rates			38.26%	(3,548)
Deferred tax assets on account of Provisions	(1.07%)	(87)		
Effective Tax Rate / Income tax expense	**(12.26%)**	**(87)**	**6.55%**	**(1,137)**

35. Financial instruments

A Capital Management:

The Company's policy is to maintain a strong capital base so as to ensure that the Company is able to continue as going concern to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends to ordinary shareholders.

Its guiding principles

i) Maintenance of financial strength to ensure the highest ratings;

ii) Ensure financial flexibility and diversify sources at financing;

iii) Manage Company exposure in forex to mitigate risks to earnings;

iv) Leverage optimally in order to maximum shareholders returns while maintaining strength and flexibility of the balance sheet.

The policy is also adjusted based on underlying macro-economic factors affecting business environment, financial and market conditions.

The gearing ratio at the end of the reporting period are as under:

	Rs. In Thousands	
	As at 31st March, 2019	As at 31st March, 2018
Total Borrowings	139,391	147,570
Less: Cash and cash equivalent	(135)	(225)
Adjusted net debt	**139,256**	**147,345**
Total equity	199,364	191,837
Adjusted net debt to adjusted equity ratio	**0.70**	**0.77**

B Valuation:

All financial instruments are initially recognised and subsequently re-measured at fair value as described below:

i) The fair value of investment in quoted Equity shares, Bonds, Government Securities and Mutual funds is measured at quoted price or NAV

ii) The fair value of Forward Foreign Exchange contracts is determined using forward exchange rates at the balance sheet date.

iii) All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.

iv) The fair value of the remaining financial instruments is determined using discounted cash flow analysis.

C. Fair value measurement hierarchy:

Particulars	As at 31st March, 2019	As at 31st March, 2018
	Carrying amount	Carrying amount
Financial assets		
At FVTPL	**Nil**	**Nil**
At FVTOCI	Nil	Nil
At Amortised cost		
Trade receivables	12,848	23,184
Cash and cash equivalents	135	225
Bank balances other than above	251	248
Other financial assets	52	3,203
Financial liabilities		
At Amortised cost		
Borrowings	139,391	147,570
Trade payables	4,605	14,688

The financial instruments are categorised into three levels based on the inputs used to arrive at fair value measurements as described below:

i) **Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices.

ii) **Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. In the case of the mutual funds are valued using the closing NAV. In the case of Derivative contracts, the Company has valued the same using the forward exchange rate as at the reporting date.

iii) **Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3. The Company owns unlisted equity shares in companies, which are non-profit companies providing facilities for treating effluents generated during its manufacturing process. In the absence of any observable market data in relation to the said companies, the same have been categorised as Level 3. Considering the objective of investment and materiality, its fair value have been considered same as cost as at the reporting date.

36. Financial risk management

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The audit committee oversees how the management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company has exposure to the following risks arising from financial instruments:

a. Credit risk;

b. Liquidity risk;

c. Market risk; and

d. Interest rate risk

A. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investment in debt securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful trade receivables and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i. Actual or expected significant adverse changes in business;

ii. Actual or expected significant changes in the operating results of the counterparty;

iii. Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;

iv. Significant increase in credit risk on other financial instruments of the same counterparty;

v. Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Ageing of Trade receivables **(Rs. in thousands)**

	As at 31st March, 2019	As at 31st March, 2018
0-3 months	6,239	2,971
3-6 months	2,325	(1,412)
6 months to 12 months	3,358	6,792
beyond 12 months	72,499	96,002
Allowance for doubtful trade receivables (Expected credit loss allowance)	(71,573)	(81,169)
Total	**12,848**	**23,184**

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

Movement in provisions of doubtful debts **(Rs. in thousands)**

	As at 31st March, 2019	As at 31st March, 2018
Opening provision	(81,169)	(81,169)
Add: Additional provision made	-	-
less: Reversal of Provision Made	9,596	
Closing provision	**(71,573)**	**(81,169)**

Loans

In the case of loans to concerned employees, the same is managed by establishing limits. (Which in turn based on the employees salaries and number of years of service put in by the concern employee)

Cash and cash equivalents

The Company held cash and cash equivalents of Rs. 135 at 31st March, 2019 (31st March, 2018: Rs. 225). The cash and cash equivalents are held with bank and financial institution counterparties with good credit ratings.

B. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Exposure to liquidity risk **(Rs. in thousands)**

Particulars	31st March, 2019			31st March, 2018		
	Carrying amount	Contractual cash flows		Carrying amount	Contractual cash flows	
		Upto 1 year	More than 1 year		Upto 1 year	More than 1 year
Non-derivative financial liabilities						
Current borrowings	139,391	139,391	-	147,570	147,570	-
Trade and other payables	4,605	4,605	-	14,688	14,688	-
	143,996	143,996	-	162,258	162,258	-

The following table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

(Rs. in thousands)

	31st March, 2019			31st March, 2018		
	Carrying amount	Contractual cash flows		Carrying amount	Contractual cash flows	
		Upto 1 year	More than 1 year		Upto 1 year	More than 1 year
Non-derivative financial assets						
Investments						
Trade receivables	12,848	12,848	-	23,184	23,184	-
Cash and cash equivalents	135	135	-	225	225	-
Bank balances other than above	251	251	-	248	248	
Loans and advances	52	52		3,203	3,203	
	13,286	**13,286**	**-**	**26,860**	**26,860**	**-**

Note:
The current liabilities include inter corporate deposits from related parties which are repayable on demand. Based on past experience, the Company does not expect immediate demand for repayment of such deposits

C. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency risk
The Company is not exposed to the foreign currencies transactions hence the disclosure is not applicable

D. Interest rate risk

Interest rate risk can be either fair value interest rate risk or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rates, in cases where the borrowings are measured at fair value through profit or loss. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates. The Company's investments are primarily in fixed rate interest bearing investments. Hence , the Company is not significantly exposed to interest rate risk. Also there is no material interest risk relating to the Company's financial liabilities.

37. Capital Commitments **(Rs. in Thousands)**

Particulars	31st March, 2019	31st March, 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for Against which advance paid	Nil	Nil

38. Contingent liabilities and pending proceedings

I. Contingent liabilities **(Rs. in Thousands)**

Particulars	31st March, 2019	31st March, 2018
1. Claims against Company not acknowledged as debt		
a) Excise duty demands principally in respect of classification of sales of isolators and its parts, disputed in appeal and pending decision before higher authorities. Based on the high court order, the company has made a predeposit of Rs. 5,000 and the matter is pending before CESTAT. The Company is hopeful of favourable outcome from CESTAT.	39,190	39,190
2. Other contingent liabilities		
a) For the non-redemption of the advance licences, consequent interest and penalty in the event of the appeals of the company made by way of writ petitions being decided against the company / the application made with the Grievance redressal committee being turned down. Further the company has represented before the Ministry of Commerce for redressal of grievance through appropriate directions to Director General of Foreign Trade. The Grievance redressal committee appreciating the genuine hardships faced by the company directed us to approach DGFT for closure. We have been following with DGFT for resolution and do not foresee any additional liability on account of penalties and interest. The Company has already fully provided for 100% of the customs duty benefit availed on the advance license.	Amount unascertained in respect of interest and penalty	Amount unascertained in respect of interest and penalty
b) For Asst. year 2007-08, Department has filed an appeal against the CIT(A)'s order directing the deletion of addition made representing waiver of principal portion of loans from banks and financial institutions and the consequential tax demand is Rs. 9,298/- The said appeal is pending as at the reporting date.	9,298	9,298

Note

The Company is a party to various legal proceedings in the normal course of business and does not expect the outcome of these proceedings to have any material adverse effect on its financial conditions, results of operations or cash flows. Further, claims by parties in respect of which the Management have been legally advised that the same are frivolous and not tenable, have not been considered as contingent liabilities as the possibility of an outflow of resources embodying economic benefit is highly remote.

There are numerous interpretative issues relating to the Supreme Court (SC) Judgement on PF dated 28th February, 2019. The company will update its provision, on receiving further clarity on the subject.

In respect of the items above, further cash outflows in respect of contingent liabilities are determinable only on receipt of judgements/decisions pending at various forums/authority. The company does not expect the outcome of matters stated above to have a material adverse effect on the company's financial conditions, result of operations or cash flows.

39. Operating lease

The Company procures on lease office premises under operating leases. These rentals recognized in the Statement of Profit and Loss Account for the year is Rs.3,136 (31st March, 2018: Rs. 2,511). The future minimum lease payments and payment profile of non cancellable operating leases are as under:

(Rs. In Thousands)

Particulars	2019	2018
Not later than one year	3,502	2,436
Later than one year but not later than five years		-
More than five years	-	-
Total	**3,502**	**2,436**

40. CSR Expenditure

The Company does not meet the turnover and networth criteria specified under Section 135 of the Companies Act, 2013 to constitute a Corporate Social Responsibility Committee. Thus, provisions of Section 135 and disclosure requirements specified therein are not applicable to the company

41. Ind AS 115 Disclosures

(Rs in Thousands)

Note No.	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
a	Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its statement of Profit and loss.		
	Revenue from contracts with customers		
	(Transferred at point in time)		
	Sales of CB	5,093	7,036
	Sales of Services	21,600	14,400
		26,693	**21,436**
	Other Income	35,126	18,967
	Total revenue from contracts with customers	**61,819**	**40,403**
b	**Disaggregate Revenue**		
	The table below presents disaggregated revenues of the Company from contracts with customers by geography/ offerings/ contract-type/market . The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.		
	Total revenue from contracts with customers		
	India	61,819	40,403
	Export (Including deemed export)		
	India		
	Total	**61,819**	**40,403**

Note No.	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
c	**Reconciliation between revenue with customers and contracted price:**		
	Reveue as per contracted price	61,819	40,403
	Less: Adjustements		
	Sales return		
	Discounts/ Rebates		
	Revenue from contracts with Customers	**61,819**	**40,403**
d	**Contract balances**		
	The following table provides information about receivables from contracts with customers:		
	Particulars	**As at 31 March 2019**	**As at 31 March 2018**
	i) Trade receivables	12,848	23,184
	Allowance as per Expected credit loss model	-	-
	Total	**12,848**	**23,184**
	Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.		
	ii) Contract liability		
	Advances from Customers	-	-

The Contract liability outstanding at the beginning of the year has been recognised as revenue during the year ended March 31, 2019.

42. Disclosures pursuant to Securities and Exchange Board of India (Listing Obligation and Disclosures and Disclosures Requirements) Regulations, 2015 and Section 186 of the Companies Act, 2013

- **a.** For details of investments made refer Note 6
- **b.** For details of loans given to related parties refer Note 7
- **c.** There are no guarantees issued by the Company in accordance with Section 186 of the Companies Act, 2013 read with rules issued thereunder.

43. Segment Information

As permitted by paragraph 4 of Ind AS-108, 'Operating Segment', if a single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need be presented only on the basis of the consolidated financial statements. Thus, disclosures required by Ind-AS 108 are given in consolidated financial statements.

44. Events after the reporting period:

No adjusting or significant non-adjusting events have occurred between the reporting date (31 March 2019) and the report release date (29 May 2019).

Previous year figures have been regrouped/reclassified to confirm to current year classification

Signature to notes 1 to 44

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Place : Chennai
Date : 29.May.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No : A26959

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF S&S POWER SWITCHGEAR LIMITED

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

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

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

Basis for Opinion

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

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements / consolidated financial statements and on the other financial information of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

5. We have determined the following key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Revenue Recognition (as described in Note…..) We have identified revenue recognition cut-off in a subsidiary company S&S Power Switchgear Equipment Limited, as a key audit matter since the variety of terms that define when control is transferred to the customer, as well as the high value of the transactions near the period end, give rise to the risk that revenue is not recognized in the correct period.	**Our audit procedures included the following:** **a.** Considered the appropriateness of the company's revenue recognition accounting policies and assessing compliance with the policies in terms of Ind AS 115 **b.** Performed walkthroughs and test of controls, automated as well as manual, around dispatches and deliveries, of the revenue recognition processes and assessed the design and operating effectiveness of key controls

Key audit matter	How our audit addressed the key audit matter
	c. Selected a sample of sales made pre and post year end and agreed the date of revenue recognition to the contract terms as per the agreement and third party delivery documents such as bills of lading, Lorry receipts, Shipping bills etc to confirm sales are recognised according to contract obligations **d.** Reviewed appropriate correspondences and certificates from customers in case of bill and hold cases
Assessment of carrying value of goodwill as per Ind AS 36 (Refer Note 6 to the Consolidated financial Statements) The Group has a goodwill balance of Rs 3,14,897 as at March 31, 2019 relating to the acquisition of certain subsidiaries, each of which is considered as a Cash Generating Unit (CGU). For the year ended March 31, 2019, the Group performed an assessment of the carrying value of goodwill as required under Ind AS 36 by: **a.** Calculating the recoverable amount for each CGU using a discounted cash flow model **b.** Comparing the recoverable amount of the respective carrying amount of assets and liabilities The preparation of discounted cash flows requires assumptions for projections of cash flows for a specific period, typically for 5 years. We considered the carrying value of goodwill as a key audit matter, considering its significance to the consolidated financial statements, and where applicable, the Management judgement involved in estimating future cash flows, particularly with respect to factors such as discount rates, cash flow projections and terminal growth rate.	**Our audit procedures included the following:** Our audit procedures in relation to assessment of carrying value of goodwill arising on consolidation of subsidiaries, included the following: **a.** Understood and performed procedures to assess the design and test the operating effectiveness of relevant controls related to the annual evaluation on assessment of carrying value of goodwill. **b.** Together with external valuation experts, evaluated the assumptions and methodologies used in the DCF models, in particular those relating to the cash flow projections used, discount rates and terminal growth rates applied, by • Evaluating the reasonableness of the cash flow projections by comparing with the approved budgets, previous year performance and our knowledge and understanding of current business conditions. • Determining a range of acceptable discount rates and terminal growth rates, with reference to valuations of similar companies and other relevant external data, and comparing this range to the discount rates and terminal growth rates adopted by the Company. • Performing sensitivity tests on the DCF Model by analysing the impact of using other possible growth rates and discount rates within a reasonable and foreseeable range **c.** Tested the arithmetical accuracy of the calculations carried out by the Management. Based on above procedures performed, we found the management's assessment of carrying value of goodwill to be reasonable.

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

6. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

8. In preparing the consolidated financial statements, management is responsible for assessing the Group'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 Group or to cease operations, or has no realistic alternative but to do so.

9. Those Board of Directors are also responsible for overseeing the Group's financial reporting process. Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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

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

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

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

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

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

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

Other Matters

15. We did not audit the financial statements of 2 step down subsidiaries whose financial statements (before eliminating inter company balances) reflect total assets of Rs. 12,98,330 (before eliminating inter company balances) as at March 31, 2019, total revenue of Rs 11,93,887 and total comprehensive income/(Loss) (comprising of profit and other comprehensive income/(Loss)) of Rs. (63,406) thousand for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us, and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures in respect of these subsidiaries and our report in terms of subsection (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

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

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

Report on Other Legal and Regulatory Requirements

16. As required by Section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements/consolidated financial statements of the subsidiaries, we report that the Holding Company, three subsidiary companies covered under the Act paid remuneration to their respective directors during the year in accordance with the provisions of and limits laid down under Section 197 read with Schedule V to the Act.

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

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

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

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

d. In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under Section 133 of the Act;

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

f. With respect to the adequacy of the internal financial controls over financial reporting of the Holding Company, and its subsidiary companies, covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure A';

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

- **i.** The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group;
- **ii.** The Group does not have any material foreseeable losses for which a provision may be necessary.
- **iii.** There were no amounts that were required to be transferred to the investor education protection fund by the Company during the year ended 31st March, 2019.

For C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Vijay Mehta
Partner
Membership number: 106533

Place: Mumbai
Date: 29th May 2019

ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE TO THE MEMBERS OF S&S POWER SWITCHGEAR LIMITED ON THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

ANNEXURE A

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

1. In conjunction with our audit of the consolidated financial statements of **S&S Power Switchgear Limited** (the 'Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as the 'Group'), as at and for the year ended 31 March 2019, we have audited the internal financial controls over financial reporting ('IFCoFR') of the Holding Company, its three subsidiary companies, which are companies covered under the Act, as at that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding Company, its three subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate

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

Auditor's Responsibility

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

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

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the IFCoFR of the Holding Company, its three subsidiary companies, as aforesaid.

Meaning of Internal Financial Controls over Financial Reporting

6. A company's IFCoFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's IFCoFR include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For C N K & Associates LLP
Chartered Accountants
FRN: 101961W/W-100036

Vijay Mehta
Partner
Membership Number: 106533

Place: Mumbai
Date: 29th May 2019

S & S POWER SWITCHGEAR LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2019

(Rs in Thousands)

Particulars	Note No	As at 31.03.2019	As at 31.03.2018
ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	4	119,635	123,461
(b) Other Intangible assets	5	5,305	4,145
(c) Goodwill on Consolidation	6	314,897	320,884
(d) Investments in Subsidiaries and Joint Ventures		-	
(e) Financial Assets			
(i) Non Current Loans	7	6,575	8,835
(f) Deferred tax assets (net)	8	2,732	-
(g) Other non-current assets	9	1,381	930
(2) Current assets			
(a) Inventories	10	117,936	129,491
(b) Financial Assets			
(i) Trade receivables	11	301,912	327,320
(ii) Cash and cash equivalents	12	9,327	37,083
(iii) Bank balances other than (iii) above	13	15,824	18,739
(iv) Loans	14	52	3,460
(v) Investments	17	-	290
(c) Current Tax Assets (Net)	15	11,847	6,949
(d) Other current assets	16	69,797	47,280
Total Assets		**977,220**	**1,028,867**
EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	18	62,000	62,000
(b) Other Equity	19	62,685	103,470
Equity Attributable to owners		**124,685**	**165,470**
(c) Non Controlling Interest		10,198	34,869
Total Equity		**134,883**	**200,339**
(2) Liabilities			
Non-current liabilities			
(a) Provisions	20	247,960	230,583
(b) Deferred tax liabilities (net)	8	-	2,124
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	24	299,301	296,063
(ii) Trade payables			
- Due to Micro and Small Enterprises	21	5,688	
- Due to other than Micro and Small Enterprises	21	261,375	252,952
(iii) Other financial liabilities			
(b) Other current liabilities	23	26,814	44,640
(c) Short term provisions	22	1,199	2,166
Total Equity and Liabilities		**977,220**	**1,028,867**

The accompanying notes are an integral part of the financial statements
As per our attached report of even date

C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Place : Chennai
Date : 29.May.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No :A26959

S & S POWER SWITCHGEAR LIMITED

CONSOLIDATED STATEMENT OF PROFIT & LOSS A/C
FOR THE YEAR ENDED 31ST MARCH 2019

(Rs in Thousands)

	Particulars	Note No	Year Ended March 31, 2019	Year Ended March 31, 2018
I	Revenue From Operations	25	1,034,460	1,034,136
II	Other Income	26	24,738	38,374
III	**Total Income (I+II)**		**1,059,198**	**1,072,510**
IV	**EXPENSES**			
	Cost of materials consumed	27	627,108	656,969
	Changes in Inventories of Finished goods, Stock-in-Trade and work-in-progress	28	15,921	4,056
	Excise duty on sale of goods		-	6,147
	Employee benefits expense	29	293,635	237,406
	Finance costs	30	25,178	27,465
	Depreciation and amortization expense	31	8,925	6,352
	Other expenses	32	125,825	95,902
	Total expenses		**1,096,592**	**1,034,297**
V	**Share of profit of Equity Accounted Investee (Net of Income Tax)**		**-**	**8,112**
VI	**Profit/(loss) before tax (III-IV+V)**		**(37,394)**	**46,325**
VII	**Tax expense:**			
	(1) Current tax			
	(2) Short/(Excess) provision for tax- Previous years			
	(3) Deferred tax		788	(5,301)
VIII	**Profit/(loss) for the period (V+VI+VII)**		**(36,606)**	**41,024**
IX	**Other Comprehensive Income**			
	A (i) Items that will not be reclassified to profit or loss			
	- Remeasurement of Defined benefit plans		(872)	1,096
	- Remeasurement of Defined benefit plans-AL Uk		(23,484)	6,093
	- Fair value adjustment on business combination		-	(7,354)
	- Equity accounted investees - Share of OCI		-	-
	A (ii) Income tax relating to items that will not be reclassified to profit or loss		227	-
	B (i) Items that will be reclassified to profit or loss			
	Exchange differences in translating the financial statement of foreign subsidiaries		(2,671)	-
	B (ii) Income tax relating to items that will be reclassified to profit or loss		-	(285)
X	**Total other comprehensive income (A (i - ii) + B(i - ii))**		**(26,800)**	**(450)**
XI	**Total comprehensive income for the period (VIII + X)**		**(63,406)**	**40,574**
XII	**Profit / (Loss) Attributable to :**			
	Owners of the Company		(20,630)	30,066
	Non- Controlling Interest		(15,976)	10,958
XIII	**Total comprehensive income attributable to**			
	Owners of the Company		(38,920)	27,562
	Non- Controlling Interest		(24,486)	13,012
XIV	**Paid up Equity Share Capital (Face value per share of Rs. 10 each)**		620	620
XV	**Earnings per equity share of face value of Rs. 10 each**			
	(1) Basic and Diluted		(5.90)	6.62

As per our attached report of even date
C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Place : Chennai
Date : 29.May.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No: A26959

S&S POWER SWITCHGEAR LIMITED

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2019

(Rs in Thousands)

	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
A	**Cash flow from operating activities**		
	Profit for the year	(36,606)	41,024
	Adjustments for:		
	Income tax expense		
	Finance costs	25,178	27,115
	Depreciation and amortisation expense	8,925	6,352
	Provisions(Benefit) for Deferred Taxes		921
	Provisions - Others		
	Interest income	1,873	(21,926)
	Interest income on FV of LRD		
	Fair valuation of Lease rental deposit		957
	Amortization of Lease rental deposit		
	(Gain)/loss on foreign currency transactions and translation		1,979
	(Gain)/loss on disposal of property, plant and equipment		19
	OCI Reclassifaction		887
	Other Non - Cash adjustments	(26,800)	(3,738)
	Operating profit before working capital changes	**(27,430)**	**53,590**
	Movements in working capital:		
	(Increase)/decrease in inventories	11,555	7,053
	(Increase)/decrease in trade receivables	25,408	(12,356)
	(Increase)/decrease in other assets	(28,025)	(29,837)
	Increase /(decrease) in trade payables	14,111	(59,007)
	Increase /(decrease) in other financial liabilities	15,253	(9,137)
	Increase /(decrease) in other current liabilities	(12,704)	56,471
	Cash generated from operations	**(1,832)**	**6,777**
	Direct taxes paid (net)		
	Net cash from operating activities (A)	**(1,832)**	**6,777**
B	**Cash flows from investing activities**		
	Payment for property, plant and equipment (PPE) (including Capital work-in-progress)	(272)	(5,775)
	Payment for intangible asset	1,160	(1,280)
	Proceeds from disposals of PPE	(3,803)	2,251
	Investment in subsidiary	-	(38,073)

	Particulars	For the year ended 31st March, 2019	For the year ended 31st March, 2018
	Payment for security deposits	(318)	(100)
	Interest Received	1,873	9,664
	Proceeds received from sale of current investments	290	-
	Investment in bank deposit	(2,915)	(2,598)
	Net cash (used in) investing activities (B)	(3,985)	(35,911)
C	**Cash flow from financing activities**		
	Borrowings	3,238	48,191
	Repayment of current borrowings		(27,115)
	Interest paid	(25,178)	(11,327)
	Interest received		12,262
	Net cash (used in) financing activities (C)	**(21,940)**	**22,011**
	NET INCREASE IN CASH AND CASH EQUIVALENTS [(A) + (B) + (C)]	**(27,756)**	**(7,122)**
	CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR		
	Balances with banks in current accounts and deposit accounts	36,940	38,990
	Add: Addition due to acquisition of Joint Venture	-	4,571
	Cash on hand	143	552
	Add: Addition due to acquisition of Joint Venture	-	93
	CASH AND CASH EQUIVALENTS AS PER NOTE 12	**37,083**	**44,206**
	CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR		
	Balances with banks in current accounts and deposit accounts	8,925	36,940
	Cheques on hand		
	Cash on hand	402	143
	CASH AND CASH EQUIVALENTS AS PER NOTE 12	**9,327**	**37,083**

As per our attached report of even date

C N K & Associates LLP

Chartered Accountants

Firm Registration No.: 101961W/W100036

Vijay Mehta
Partner
Membership No.: 106533

Place : Chennai
Date : 29.May.2019

For and on behalf of the Board of Directors

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No : A26959

S & S POWER SWITCHGEAR LIMITED

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2019

All amounts are in "Thousands" (INR) unless otherwise stated

1. General Information

S & S Power Switchgear Limited ("the Company") is a Public Limited Company domiciled in India and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on both the Bombay Stock Exchange and the National Stock Exchange. The Company has its registered office & manufacturing plant located at Maraimalai Nagar (near Chennai) Tamil Nadu India.

The Company along with its subsidiaries ('the Group'), and jointly controlled entities is primarily engaged in the business of Transmission & Distribution of Equipment industry; power sector focused Switchgear, P&C Solutions and associated electrical systems, product and services.

2. Basis of preparation

A. Statement of Compliance

The Consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) Companies (Indian Accounting Standards) Rules, 2015) and other relevant provisions of the Act.

The financial statements were authorized for issue by the Company's Board of Directors on [29/05/2019].

B. Principles of Consolidation and Equity Accounting

S & S Power Switchgear Limited consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its controlled and its subsidiaries as disclosed in Note 2.25.

i. Subsidiary:

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and can 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. Intercompany transactions, balances and unrealized gains on transactions between group companies are eliminated. Unrealized losses are also eliminate d unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

ii. Equity method:

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity. Unrealised gains on transactions between the group and its joint ventures are eliminated to the extent of the group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred.

Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group. The carrying amount of equity accounted investments are tested for impairment in accordance with the policy described in note VI below.

C. Functional and presentation currency

Items included in the Consolidated financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Indian Rupee (INR), which is the Company's functional and presentation currency. All amounts have been rounded-off to the nearest thousands, unless otherwise indicated.

D. Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification.

i. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realized within twelve months after the reporting period or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

ii. All other assets are classified as non-current.

iii. A liability is treated as current when:

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

iv. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities. The operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The Company has identified twelve months as its operating cycle.

E. Basis of Measurement

The financial statements have been prepared on a historical cost basis, except for certain financial instruments which are measured at fair values as per the provisions of the Companies Act, 2013 and guidelines issued by the Securities and Exchange Board of India (SEBI) for the following:

a. Certain financial assets and liabilities (including derivative instruments) and commitments that are measured at fair value; and

b. Defined benefit plans — plan assets measured at fair value.

F. Critical estimates and judgments

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgment in applying the Company's accounting policies. This note provides an overview of the areas that involved a higher degree of judgment or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements.

In the process of applying the Company's accounting policies, management has made the following estimates, assumptions and judgments, which have significant effect on the amounts recognized in the financial statement:

i. Income taxes:
Management judgment is required for the calculation of provision for income taxes and deferred tax assets and liabilities. The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to significant adjustment to the amounts reported in the financial statements.

ii. **Contingencies:**
Management judgment is required for estimating the possible outflow of resources, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

iii. **Allowance for uncollected accounts receivable and advances:**
Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

iv. **Insurance claims:**
Insurance claims are recognized when the Company has reasonable certainty of recovery. Subsequently any change in recoverability is provided for.

v. **Assumptions and Estimation Uncertainties:**
Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 March 2019 is included in the following notes:

- **Note 34** – measurement of defined benefit obligations: key actuarial assumptions;
- **Note 40** – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

vi. **Property, plant and equipment:**
External adviser or internal technical team assesses the remaining useful lives and residual value of property, plant and equipment. Management believes that the assigned useful lives and residual value are reasonable.

vii. **Intangibles:**
Internal technical or user team assesses the remaining useful lives of Intangible assets. Management believes that assigned useful lives are reasonable.

G. Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. The Company has an established control framework with respect to the measurement of fair values.

This includes a valuation team that has overall responsibility for overseeing all significant fair value measurements, including Level 3 fair values, and reports directly to the chief financial officer.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third party information, such as broker quotes or pricing service, is used to measure fair values, then the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of Ind AS, including the level in the fair value hierarchy in which the valuations should be classified.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

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

- **Level 2:** inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- **Level 3:** inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further information about the assumptions made in measuring fair values is included in the following notes

- **Note 36** – financial instruments;

3. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of the Group financial statements.

A. Inventories:

Raw materials and stores, work in progress, traded and finished goods are stated at the lower of cost and net realizable value. Cost of raw materials and traded goods comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of first-in first-out basis. Costs of purchased inventory are determined after deducting rebates and discounts.

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

B. Foreign currency transactions and balances:

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions first qualifies for recognition. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss except exchange differences arising from the translation of the following items which are recognized in OCI:

- equity investments at fair value through OCI (FVOCI);and
- qualifying cash flow hedges to the extent that the hedges are effective.

a. **Monetary Item:** A monetary item for which settlement is neither planned nor likely to occur in the foreseeable future is considered as a part of the entity's net investment in that foreign operation.

b. **Non-monetary item:** Non-monetary items that are measured at fair value in a foreign currency are translated using exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as a part of the fair value gain or loss.

c. **Group companies**

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet.
- income and expenses are translated at Average Exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which incomes and expenses are translated at the dates of the transactions), and all resulting foreign exchange differences are recognised in other comprehensive income. When a foreign operation is sold, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

The results and financial position of foreign operation which have a functional currency similar to the Company are translated using the same principle enumerated in Note II (2) above.

C. Revenue recognition

Revenue is recognized at fair value of the consideration received and receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, value added taxes and amount collected on behalf of third parties. With the introduction of GST from 1st July 2017, revenue is recognized exclusive of GST.

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and specifics of each arrangement.

i. Sale of goods:

Revenue from sale of goods is recognized when all the following conditions are satisfied:

- the Company has transferred to the buyer the significant risks and rewards of ownership of the goods;
- the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold;
- the amount of revenue can be measured reliably;
- it is probable that the economic benefits associated with the transaction will flow to the Company; and
- the costs incurred or to be incurred in respect of the transaction can be measured reliably.

ii. Sale of services:

Revenue from service contracts are recognized net of service tax or GST when the following conditions are satisfied.

- The amount of revenue can be measured reliable
- It is probable that the economic benefits associated with the transaction will flow to the Company
- The stage of completion of transaction at the end of the reporting period can be measured reliably.
- The cost incurred for the transaction and the cost to complete the transaction can be measured reliably

Application of new accounting standards:

The Company has adopted Ind AS 115 Revenue from contracts with customers, with effect from April 1, 2018. Ind AS 115 establishes principles for reporting information about the nature, amount, timing and uncertainty of revenues and cash flows arising from the contracts with its customers and replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The impact of the adoption of the standard on the financial statements of the Company is insignificant

iii. Rent:

Rental Income is recognized on accrual basis in accordance with terms of respective rent agreements.

iv. Interest:

Interest income is recognized using effective interest method and subject to the following conditions

- It is probable that the economic benefits associated with the transaction will flow to the Company.
- The amount of revenue can be measured reliably.

v. Dividend:

Dividend income is recognized when the following conditions have been satisfied

- when the Company's right to receive payment is established.
- It is probable that the economic benefits associated with the transaction will flow to the Company.
- The amount of dividend can be measured reliably.

vi. Export Incentive:

Export incentive available under prevalent schemes are recognized in the year when the right to receive credit as per the terms of the scheme is established in respect of exports made and are accounted to the extent there is no significant uncertainty about the measurability and ultimate utilization/ realization of such duty credit.

D. Income taxes:

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses. Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. 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.

Deferred Tax: Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized, or the deferred income tax liability is settled.

Deferred tax assets are recognized for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries and interest in joint arrangements where the company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investments in subsidiaries and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary difference can be utilized.

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

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly inequity, respectively.

MAT: Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognized as a part of deferred tax assets. As deferred tax asset shall be recognized for the carry forward of unused tax losses and unused tax credits to the extent that it is probable that future taxable profit will be available against which the unused tax losses and unused tax credits can be utilized.

E. Leases:

As a lessee

Leases of property, plant and equipment where the Company, as a lessee, has substantially all the risks and rewards of ownership have been classified as finance leases. Finance leases are measured at the lower of the fair value of the leased property and the present value of the minimum lease payments. Subsequent to the initial recognition, the assets are accounted for in accordance with the accounting policy applicable to similar owned assets. The corresponding rental obligations, net of finance charges, are included in borrowings or other financial liabilities as appropriate. Minimum lease payment is allocated between reduction of the outstanding liability and finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to profit or loss on a straight-line basis over the period of the lease unless the payments are structured to increase in line with expected general inflation to compensate for the lessor’s expected inflationary cost increases.

As a lessor

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

Accounting Standards issued but not effective:
On 30 March 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases which is effective from 1st April 2019:

IND AS 116 Leases:
It will replace the existing leases Standard, Ind AS 17 Leases, and related Interpretations. The Standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of Profit & Loss. The Standard also contains enhanced disclosure requirements for lessees.

The Company is in process of evaluating the impact of the same.

F. Impairment of assets:
Goodwill and intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized 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 costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

G. Cash and cash equivalents:
For presentation in the statement of cash flows, cash and cash equivalents include cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

H. Trade receivables:
Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method, less provision for impairment, if any. Trade receivables do not carry any interest and are stated at their normal value as reduced by appropriate allowances for estimated irrecoverable amounts. Individual trade receivables are written off when management deems them not to be collectible. Impairment is made on the expected credit losses, which are the present value of the cash shortfall over the expected life of the financial assets.

I. Investments and other financial assets:
i. Classification

The Company classifies its financial assets in the following measurement categories:

a. Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and

b. Those measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income. The Company reclassifies debt investments when and only when its business model for managing those assets changes.

ii. Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

a. Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments.

i) Amortized cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortized cost. A gain or loss on a debt investment that is subsequently measured at amortized cost and is not part of a hedging relationship is recognized in profit or loss when the asset is derecognized or impaired. Interest income from these financial assets is included in finance income using the effective interest rate method.

ii) Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognized in profit and loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other income/ (expense). Interest income from these financial assets is included in other income using the effective interest rate method.

iii) Fair value through profit or loss:

Assets that do not meet the criteria for amortized cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss and is not part of a hedging relationship is recognized in profit or loss and presented net in the statement of profit and loss within other income/ (expense) in the period in which it arises. Interest income from these financial assets is included in other income.

b. Equity instruments

The Company measures all equity investments at fair value, except for investments forming part of interest in subsidiaries and joint ventures, which are measured at cost. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognized in profit or loss as other income when the Company's right to receive payments is established. Changes in the fair value of financial assets at fair value through profit or loss are recognized in other income/ (expense) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

iii. Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit loss associated with its assets carried at amortized cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 39 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

iv. Derecognition of financial assets

A financial asset is derecognized only when

a. The Company has transferred the rights to receive cash flows from the financial asset or

b. The Company retains the contractual rights to receive the cash flows of the financial asset but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the Company has transferred an asset, it evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognized. Where the Company has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognized.

Where the Company has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognized if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognized to the extent of continuing involvement in the financialasset.

J. Accounting for Joint Venture:

S&S Power Switchgear Equipment Limited was accounted as subsidiary under previous GAAP where as it needs to be accounted using the equity method under Ind AS. Therefore, as required by Ind AS 101, the Group has:-

- On the transition date, recognized its investment in SSPSE Limited by measuring it at the aggregate of carrying amount of the assets and liabilities that the Group had consolidated as subsidiary under previous GAAP as of the transition date;
- This investment amount has been deemed to be the cost of investment at initial recognition;
- The Group has test the investment in SSPSE Limited for impairment as of the transition date;
- After initial recognition at the transition date, the Group has accounted for SSPSE limited using the equity method in accordance with Ind AS 28.

K. Property, Plant and Equipment:

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and impairment loss, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

Spare Parts: Spare parts are treated as capital assets in accordance with Ind AS when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventory. If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for, as separate items (major components) of property, plant and equipment.

The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation: Depreciation methods, estimated useful lives and residual value Depreciation is calculated using the straight-line and written down value methods to allocate their cost, net of their residual values, over their estimated useful lives. The useful lives have been determined based on Schedule II to the Companies Act, 2013, The residual values are not more than 5% of the original cost of the asset.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income / (expense).

L. Investment Properties:

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will how to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred.

When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Investment properties (other than land) are depreciated using the written down value method over their estimated useful lives. Investment properties have a useful life of 30 years. The useful lives have been determined based on Schedule II to the Companies Act, 2013.

M. Business Combinations & Intangible assets

Business Combinations: Business combinations are accounted for using Ind AS 103, Business Combinations. Ind AS 103 requires the identifiable intangible assets and contingent consideration to be fair valued in order to ascertain the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire. Significant estimates are required to be made in determining the value of contingent consideration and intangible assets.

Intangible Assets: The intangible asset includes technical know-how and computer software which are recorded at the cost of acquisition and are amortized over a period of five years or their legal / useful life whichever is less.

N. Goodwill:

Goodwill represents the cost of business acquisition in excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities of the acquire When the net fair value of the identifiable assets, liabilities and contingent liabilities acquired exceeds the cost of business acquisition, a gain is recognized immediately in net profit in the Statement of Profit and Loss. Goodwill is measured at cost less accumulated impairment losses.

O. Research and development

Research and development expenditure that do not meet the criteria for recognition as intangible assets are recognized as an expense as incurred. Development costs previously recognized as an expense are not recognized as an asset in the subsequent period.

P. Trade and other payables:

These amounts represent liabilities for goods and services provided to the company prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

Q. Borrowings:

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates. Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, canceled or expired.

The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other gains / (losses). Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

R. Borrowing costs:

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization. Other borrowing costs are expensed in the period in which they are incurred.

S. Provisions:

Provisions for legal claims, service warranties, volume discounts and returns are recognized when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognized for future operating losses. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

T. Employee Benefits:

i. Short-term obligations

Liabilities for wages and salaries, including non- monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as other financial liability in the balance sheet.

ii. Other long-term employee benefit obligations

The liabilities for earned leave that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss. The obligations are presented as current liabilities in the balance sheet if the Company does not have an unconditional right to defer settlement for at least 12 months after the reporting period, regardless of when the actual settlement is expected to occur

iii. Post-employment obligations

The Company operates the following post-employment schemes:

a. defined benefit plans such as gratuity and

b. defined contribution plans such as provident fund

iv. Gratuity obligations

- **Defined Benefit Plans:**

The liability or asset recognized in the balance sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method. The present value of the defined benefit obligation denominated in INR is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

- **Defined contribution plan**

  The Company pays provident fund to Employee Provident Fund Account as per Employees Provident Fund Act, 1952. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due. Prepaid contributions are recognized as an asset to the extent that a cash refund or a reduction in the future payments is available.

v. **Bonus plans**

The Company recognizes a liability and an expense for bonuses. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

U. Dividends:

Provision is made for any dividend declared, being appropriately authorized and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

V. Earnings Per Share:

i. **Basic earnings per share**

Basic earnings per share is calculated by dividing:

Profit attributable to owners of the Company

Weighted Average Number of Equity Shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

ii. **Diluted earnings per share**

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

S&S POWER SWITCHGEAR LIMITED

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2019

a. Equity Share Capital: **(Rs in Thousands)**

Particulars	Amount
Balance at 1st April 2017	**62,000**
Changes in equity share capital during the year	-
Balance at 31st March, 2018	**62,000**
Changes in equity share capital during the year	-
Balance at 31st March, 2018	**62,000**

b. Other Equity

Particulars	Reserves and Surplus					Total Equity
	General Reserve	Securities Premium	Retained Earnings	Foreign currency translation reserve	Non controlling Interest	
As at 1st April, 2017	**47,812**	**184,000**	**(207,673)**	**42,552**	**16,499**	**83,190**
Profit for the year 2017-18			30,066		10,958	41,024
Other comprehensive income for the year 2017-18 (net of tax)			(2,504)		2,054	(450)
Foreign Currency Translation difference				16,680		16,680
Total comprehensive income for the year	**-**	**-**	**27,562**	**16,680**	**13,012**	**57,254**
Less: Appropriations						
Transfer from/to Retained earnings/General reserves				(5,504)	5,504	-
Transfer to Foreign currency translation reserve			(1,959)		(146)	(2,105)
As at 31st March, 2018	**47,812**	**184,000**	**(182,070)**	**53,728**	**34,869**	**138,339**
Profit for the year 2018-19			(20,630)		(15,976)	(36,606)
Other comprehensive income for the year 2018-19 (net of tax)			(18,290)	-	(8,510)	(26,800)
Foreign Currency Translation Difference						-
Total comprehensive income for the year	**-**	**-**	**(38,920)**	**-**	**(24,486)**	**(63,406)**
Less: Appropriations						**-**
Transfer from/to non controlling interest			4,459	(4,459)		
Other Movements in reserve			(1,865)		(185)	
As at 31st March, 2019	**47,812**	**184,000**	**(218,396)**	**49,269**	**10,198**	**72,883**

4. Property, Plant and Equipment and Capital Work in Progress **(Rs in Thousands)**

Cost or deemed cost	Land and Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Electrical Installations & Equipment	Tooling and Fixtures	Computers	Total
Balance as at 1st April, 2017	**108,220**	**11,165**	**2,361**	**506**	**-**	**-**	**2,002**	**124,254**
Additions	69	9,573	3,415	609	391	444	1,949	16,450
Disposals / Adjustments	(2,232)	-	(4)				(34)	(2,270)
Balance as at 31st March, 2018	**106,057**	**20,738**	**5,772**	**1,115**	**391**	**444**	**3,917**	**138,434**
Additions		2,818	1,300	328			1,023	5,469
Disposals	-	3,803	-	-	-	-	-	3,803
Balance as at 31st March, 2019	**106,057**	**19,753**	**7,072**	**1,443**	**391**	**444**	**4,940**	**140,101**

Accumulated depreciation	Land and Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Electrical Installations & Equipment	Tooling and Fixtures	Computers	Total
Balance as at 1st April, 2017	**15,187**	**351**	**122**	**41**	**-**	**-**	**361**	**16,062**
Depreciation expense	3,103	4,709	726	400	327	156	573	9,994
Eliminated on disposals of assets	(10,141)	(942)	-	-	-	-	-	(11,083)
Balance as at 31st March, 2018	**8,149**	**4,118**	**848**	**441**	**327**	**156**	**934**	**14,973**
Depreciation expense	3,215	3,102	475	272	28	41	731	7,863
Eliminated on disposals of assets		3,803						3,803
Balance as at 31st March, 2019	**11,364**	**3,417**	**1,323**	**714**	**355**	**197**	**1,665**	**19,033**

Carrying amount/Net block	Land and Buildings	Plant and Equipment	Furniture and Fixtures	Office Equipment	Electrical Installations & Equipment	Tooling and Fixtures	Computers	Total
Balance as at 1st April, 2017	**93,033**	**10,815**	**2,239**	**465**	**-**	**-**	**1,641**	**108,192**
Additions	69	9,572	3,416	609	391	444	1,949	16,450
Disposals / Adjustments	7,909	942	(4)	-	-	-	(34)	8,813
Depreciation expense	3,103	4,709	726	401	327	156	574	9,994
Balance as at 31st March, 2018	**97,908**	**16,620**	**4,925**	**673**	**64**	**288**	**2,982**	**123,461**
Additions		2,818	1,300	328	-	-	1,023	5,470
Disposals / Adjustments		3,803						3,803
Depreciation expense	3,215	8,337	475	272	28	41	731	13,098
Balance as at 31st March, 2019	**94,693**	**14,904**	**5,749**	**729**	**36**	**247**	**3,275**	**119,635**

5. Intangible assets **(Rs in Thousands)**

Cost or deemed cost	Product registration	SAP Software	Total
Balance as at 1st April, 2017	**-**	**16**	**16**
Additions	5,293	-	5,293
Disposals / Adjustments	-	-	-
Balance as at 31st March, 2018	**5,293**	**16**	**5,309**
Additions	1,026	1,310	2,336
Disposals	-	-	-
Balance as at 31st March, 2019	**6,319**	**1,326**	**7,645**

Accumulated amortisation	Product registration	SAP Software	Total
Balance as at 1st April, 2017	**-**	**5**	**5**
Depreciation expense	1,162	5	1,167
Eliminated on disposals of assets	-	-	-
Balance as at 31st March, 2018	**1,162**	**5**	**1,167**
Depreciation expense	1,016	15	1,031
Eliminated on disposals of assets	-	-	-
Balance as at 31st March, 2019	**2,178**	**20**	**2,198**

Carrying amount	Product registration	SAP Software	Total
Balance as at 1st April, 2017	**-**	**11**	**11**
Additions	5,301	-	5,301
Disposals / Adjustments	-	-	-
Depreciation expense	(1,162)	(5)	(1,167)
Balance as at 31st March, 2018	**4,139**	**6**	**4,145**
Additions	957	1,310	2,266
Disposals / Adjustments	-	-	-
Depreciation expense	(1,092)	(15)	(1,107)
Balance as at 31st March, 2019	**4,004**	**1,301**	**5,305**

6. GOODWILL

Particulars	As at 31st March, 2019	As at 31st March, 2018
Goodwill on Consolidation of Acrasyle Limited, UK	299,543	305,530
Goodwill on Consolidation of S&S Power Switchgear Equipment Limited	15,354	15,354
TOTAL	**314,897**	**320,884**

7. NON CURRENT FINANCIAL ASSETS - LOANS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, considered good		
Earnest Money Deposits	2,878	2,660
Security Deposits	1,849	2,167
Other Deposits	242	343
Deposits against leased premises	4,984	7,043
Less : Provision for doubtful deposits	(3,378)	(3,378)
TOTAL	**6,575**	**8,835**

8. DEFERRED TAX ASSETS (NET) **(Rs in Thousands)**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Deferred Tax Asset	10,844	(6,112)
Deferred Tax Liabilities:	-	8,236
On account of accounting interest income from ASL UK on cash basis	(8,112)	0
TOTAL	**2,732**	**(2,124)**

9. OTHER NON CURRENT ASSETS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, considered good	-	-
Capital Advances	-	-
Others	-	-
Prepaid Lease rent	1,381	930
TOTAL	**1,381**	**930**

10. INVENTORIES (AT LOWER OF COST AND NET REALISABLE VALUE)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Raw materials and components	101,860	120,836
Work in progress	16,076	8,655
Raw materials in Transit	-	-
TOTAL	**117,936**	**129,491**

11. TRADE RECEIVABLES

Particulars	As at 31st March, 2019	As at 31st March, 2018
Unsecured, considered good	315,097	327,320
Unsecured, considered doubtful	71,065	84,916
Allowance for bad and doubtful debts using ECL model	(84,250)	(84,916)
TOTAL	**301,912**	**327,320**

12. CASH & CASH EQUIVALENTS

Particulars	As at 31st March, 2019	As at 31st March, 2018
i) Balance with Banks - In current accounts	8,925	36,940
ii) Cash on hand	402	143
TOTAL	**9,327**	**37,083**

13. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Balances with banks		
i) In Other deposits accounts and earmarked accounts (Original maturity more than 3 months and less than 12 months)	15,824	18,739
TOTAL	**15,824**	**18,739**

** No Bank Gurantee for the year and previous year all amounts pertains to Fixed deposits

14. CURRENT FINANCIAL ASSETS - LOANS

(Rs in Thousands)

Particulars	As at 31st March, 2019	As at 31st March, 2018
(Unsecured, considered good, unless stated otherwise)		
Loan to Related Parties including interest accured thereon	-	-
Inter corporate deposits	-	2,868
Loan to Employees	52	592
TOTAL	**52**	**3,460**

15. CURRENT TAX ASSETS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance income tax (net of provisions)	11,847	6,949
TOTAL	**11,847**	**6,949**

16. OTHER CURRENT ASSETS

Particulars	As at 31st March, 2019	As at 31st March, 2018
-Advance to suppliers	15,696	14,456
Less: Provision for doubtful advances	(600)	(600)
-Advance to employees	526	233
-Advance to related parties	1	201
Balance with statutory authorities	17,958	26,272
Export Incentives Receivable	3,368	5,553
Other receivables	32,848	1,165
TOTAL	**69,797**	**47,280**

17. CURRENT INVESTMENTS:

Particulars	As at 31st March, 2019	As at 31st March, 2018
Investment measured at fair value through profit and loss (FVTPL)		
Quoted mutual funds		
Deutsche Floating Rate Fund (DFRF)	-	260
DWS Floating Rate Fund-Dividend	-	24
DWS Ultrashort Term Fund -Institutional Fund	-	6
TOTAL	**-**	**290**

18. Equity share capital

Particulars	As at 31st March, 2019	As at 31st March, 2018
Authorised:		
10,000,000 (31.03.2017: 10,000,000, 01.04.2016: 10,000,000) Equity Shares of Rs 10 each	100,000	100,000
1,000,000 (31.03.2017: 1,000,000, 01.04.2016: 1,000,000) Preference Shares of Rs 100 each	100,000	100,000
TOTAL	**200,000**	**200,000**

(Rs in Thousands)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Issued:		
6,200,108 (31.03.2017: 6,200,108 and 01.04.2016: 6,200,108) Equity Shares of Rs 10 each	62,001	62,001
Subscribed and Paid up:		
6,200,000 (31.03.2017: 6,200,000 and 01.04.2016: 6,200,000) Equity Shares of Rs 10 each	62,000	62,000
TOTAL	**62,000**	**62,000**

Notes :

18.1. Reconciliation of number of shares outstanding at the beginning and end of the year:

Authorised share capital:	No of Shares	Amount
Balance as at 31st March, 2018	**100,000,000**	**1,000,000**
Add / (Less): Changes during the year		
Balance as at 31st March, 2019	**100,000,000**	**1,000,000**
Issued, Subscribed and Paid up share capital:	**No of shares**	**Amount**
Balance as at 31st March, 2018	**62,000,000**	**620,000**
Add / (Less): Changes during the year		
Balance as at 31st March, 2019	**62,000,000**	**620,000**

18.2. Terms / rights attached to Equity Shares:

The Group has only one class of equity shares having a par value of Rs. 100/-. Each holder of equity shares is entitled to one vote per share. The Group declares and pays dividends if any, in Indian rupees. The dividend proposed, if any, by the Board of Directors is subject to the approval of the Shareholders at the ensuing Annual General Meeting, except in case of interim dividend.

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

During the 5 years immeditely preceeding the balance sheet date, there were no equity shares allotted as fully paid up pursuant to contract whithout payment being received in cash, no bonus shares were issued and there was no buy-back of equity shares of the company

18.3. Details of shares held by each shareholder holding more than 5% shares in the Company:

Equity share of Rs.100 each fully paid up with voting rights	Number of Fully paid Equity shares	% Holding
Hamilton & Company Limited		
As at 31st March, 2018	223,030	35.97%
As at 31st March, 2019	223,030	35.97%

19. Other equity

Particulars	As at 31st March, 2019	As at 31st March, 2018
General reserve	47,812	47,812
Securities Premium	184,000	184,000
Retained earnings	(218,396)	(182,069)
Foreign currency translation reserve	49,269	53,728
Total	**62,685**	**103,470**

19.1. **(Rs in Thousands)**

General reserve	As at 31st March, 2019	As at 31st March, 2018
Balance at beginning of year	47,812	47,812
Add/(Less): Movement during the year	-	-
Balance as at end of year	**47,812**	**47,812**

19.2.

Securities Premium	As at 31st March, 2019	As at 31st March, 2018
Balance at beginning of year	184,000	184,000
Add/(Less): Movement during the year	-	-
Balance as at end of year	**184,000**	**184,000**

19.3.

Foreign currency translation reserve	As at 31st March, 2019	As at 31st March, 2018
Balance at beginning of year	53,728	42,552
Add: Transfer from Retained earnings	4,459	11,176
Balance as at end of year	**49,269**	**53,728**

19.4.

Retained earnings	As at 31st March, 2019	As at 31st March, 2018
Balance at beginning of year	(182,070)	(207673)
Add: Profit for the year	(20,630)	41,024
Other Comprehensive Income	(18,290)	(450)
Transfer to non controlling interest	4,458	(14971)
Other movements in the reserve	(1,865)	-
Balance as at end of year	**(218,397)**	**(182,070)**

20. PROVISIONS - NON CURRENT

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee benefits	230,713	213,336
Provision for Customs Duty on Malaysian Exports	17,247	17,247
Total	**247,960**	**230,583**

21. TRADE PAYABLES

Particulars	As at 31st March, 2019	As at 31st March, 2018
Dues to Micro and Small enterprises	5,688	-
Dues to Others	261,375	252,952
Total	**267,063**	**252,952**

22. PROVISIONS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Provision for employee Benefits-Current	556	1,782
Provision for bonus and ex-gratia	643	384
Total	**1,199**	**2,166**

23. OTHER CURRENT LIABILITIES

(Rs in Thousands)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Advance to related parties	-	-
Employee dues	4,774	3,717
Statutory Dues	6,256	24,493
Revenue received in advance	968	88
Other Liabilities	12,166	9,785
Book overdraft	2,500	5,357
Lease Equalization reserve	-	1,050
Rental Deposits	150	150
Total	**26,814**	**44,640**

24. BORROWINGS

Particulars	As at 31st March, 2019	As at 31st March, 2018
Bills discounted with bank	25,326	27,830
Dues to Related Parties	267,118	268,233
Other Intercorporate Deposits	6,857	-
Total	**299,301**	**296,063**

25. REVENUE FROM OPERATIONS:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Sale of Products	1,028,530	1,026,985
Other Operating Revenue		
Income from Engineering services	5,930	3,937
Export Incentive		3,214
Revenue from operations	**1,034,460**	**1,034,136**

Notes on Revenue :

India Revenue	***496642**
UK Revenue	**537,817**
TOTAL	**1,034,460**

***Adjusted Inter segment revenue**

26. OTHER INCOME :

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
a) Sale of services:		
Corporate shared services	6,859	5,400
a) Interest Income		
i) Interest income (Refer note (i) below)		
ii) Interest income earned on financial assets that are not designated as at FVTPL:	763	-
~ Bank deposits	1,077	340
~ Inter corporate Loans and advances	33	10,520

(Rs in Thousands)

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
b) Other non-operating Income (Net of expenses directly attributable to such income)		
Interest income on Fair valuation of lease deposits	333	943
Rental income	330	4,935
Sundry Creditors balance written back	222	-
c) Other gains and losses		
Net gains/(loss) on disposal of property, plant and equipment	10,545	(19)
Net gains/(loss) on foreign currency transactions and translation	4,576	16,255
TOTAL	**24,738**	**38,374**

27. COST OF RAW MATERIAL AND PACKING MATERIAL CONSUMED

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Opening Stock of Raw and packing material	66,985	77,608
Addition due to acquisation of SSPSE	-	6,944
Add : Purchases	632,453	693,253
Less : Closing Stock of Raw and packing material	(72,330)	(120,836)
TOTAL	**627,108**	**656,969**

28. CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-TRADE AND WORK-IN-PROGRESS

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Inventories at the beginning of the year:		
Work-in-progress	62,220	5,746
Addition due to acquisation of SSPSE		6,965
	62,220	12,711
Inventories at the end of the year:		
Work-in-progress	46,299	8,655
Net (Increase)/decrease	**15,921**	**4,056**

29. EMPLOYEE BENEFIT EXPENSES

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Salaries, wages and bonus (including managerial remuneration)	249,043	214,949
Contribution to provident and other funds	10,067	7,368
Contribution to gratuity funds	28,324	11,437
Staff welfare expenses	6,201	3,652
TOTAL	**293,635**	**237,406**

30. FINANCE COSTS:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Interest Expenses on:		
Borrowings	24,553	23,798
Bill Discounting Interests	421	3,480
Other (includes fees charged by banks for renewal of sanctioned limits, lead bank charges, etc)	205	187
TOTAL	**25,178**	**27,465**

31. DEPRECIATION AND AMORTISATION EXPENSES: **(Rs in Thousands)**

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Depreciation and amortisation Expenses:	8,925	6,352
TOTAL	**8,925**	**6352**

32. OTHER EXPENSES:

Particulars	Year Ended 31st March, 2019	Year Ended 31st March, 2018
Consumption of stores and spares	9,429	1,316
power, fuel and water	4,985	4,770
Freight and Forwarding	5,164	-
Postage and Telegram	720	452
Rent	11,360	7,622
Rates and Taxes	3,920	5,061
Insurance	4,297	3,974
Repairs and Maintenance-Building	2,108	2,117
Repairs and Maintenance-Machinery	1,057	3,053
Repairs and Maintenance-Others	4,235	3,954
Legal and Professional charges	15,800	15,844
Sitting fess and commission to non executive	175	5,983
Printing and Stationery	2,004	2,850
Commission	3,863	-
Sales promotion expenses	2,375	3,308
Cash Discount	4,183	2,648
Payment to auditors	2,389	905
Travelling and Conveyance Expenses	16,526	12,995
Listing Fees	2,974	737
Communication Expenses	1,181	2,554
Donations	3	3
Manpower Charges	3,593	9,133
Research and development cost	262	2,202
Bank Charges	2,046	1,088
Bad debts written off/Expected Credit Loss	2,651	1,603
Miscellaneous Expenses	18,525	1,730
TOTAL	**125,825**	**95,902**

Foot Note

Payment to Auditors		
For Audit	2,114	700
For Tax Audit	150	150
Certification, taxation and others*	0	0
For Reimburesement of Expenses	125	55

33. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of Equity shares outstanding during the year.

(i) Profit attributable to Equity holders of Company **(Rs. in Thousands)**

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Profit attributable to equity holders of the Company for basic and diluted earnings per share	(36,606)	41,024

(ii) Weighted average number of ordinary shares

	For the year ended 31st March, 2019	For the year ended 31st March, 2018
Number of issued equity shares at 1st April	6,200,000	6,200,000
Nominal value per share	10	10
Weighted average number of shares at 31st March for basic and diluted earnings per shares	62,000,000	62,000,000
Basic Earnings Per Share (in Rs)	(5.90)	6.62

34. Employee benefits

[A] Defined contribution plans:

The Company makes contributions towards provident fund to defined contribution retirement benefit plan for qualifying employees. The provident fund contributions are made to Government administered Employees Provident Fund. Both the employees and the Company make monthly contributions to the Provident Fund Plan equal to a specified percentage of the covered employee's salary.

[B] Defined benefit plan:

The Company makes annual contributions to Employees' Gratuity Fund which is administered by The Trustees of the fund, the board of trustees decide about the further investment of the corpus available to be invested in mutual funds or government securities. for any reason if the return on investment is lesser than the contribution required to be made as per actuarial valuation such deficiency shall be made good by the company. Having regard to the assets of the gratuity fund and the return on the investment the company does not expect any deficiency as at the year end. The scheme provides for payment to vested employees as under:

- **i.** On normal retirement / early retirement / withdrawal / resignation: As per the provisions of Payment of Gratuity Act, 1972 with vesting period of 5 years of service.
- **ii.** On death in service: As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.

Investment risk:

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. If the return on plan asset is below this rate, it will create plan deficit.

Interest risk:

A decrease in the bond interest rate will increase the plan liability; however, this will be partially off set by an increase in the plan assets.

Longevity risk:

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

Salary risk:

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The following table sets out the status of the gratuity plan and the amounts recognised in the Company's financial statements as at 31st March, 2019

(Rs in Thousands)

a) Changes in present value of obligations (PVO)	Gratuity - Funded as on	
	31-Mar-19	31-Mar-18
PVO at the beginning of the year	8,206.00	3,545.00
Adjustment to opening present value obligations	798.16	4,661.00
Interest cost		647.00
Current service cost	1,545.71	1,403.00
Benefits paid	(625.25)	(1,165.00)
Actuarial (Gains)/Losses	611.26	(885.00)
PVO at the end of the year	10,535.88	8,206.00

b) Fair value of plan assets:	Gratuity - Funded as on	
	31-Mar-19	31-Mar-18
Fair value of plan assets at the beginning of the year	652.50	934.00
Adjustment to opening fair value of plan assets		244.00
Return on plan assets	(73.27)	86.00
Other (charges) / income	74.27	(46.50)
Contributions by the employer	1,197.45	600.00
Benefits paid	(625.25)	(1,165.00)
Fair value of plan assets at the end of the year	1,225.70	652.50

c) Amount to be recognised in the balance sheet:	Gratuity - Funded as on	
	31-Mar-19	31-Mar-18
PVO at the end of period	10,535.88	8,206.00
Fair value of planned assets at end of year	1,225.70	652.50
Funded status	(9,310.18)	(7,553.50)
Net asset/(liability) recognised in the balance sheet	(9,310.18)	(7,553.50)

d) Expense recognised in the statement of profit or loss:	Gratuity - Funded as on	
	31-Mar-19	31-Mar-18
Current service cost	1,545.71	1,403.00
Net interest	(74.27)	692.00
Return on plan assets	73.27	(86.00)
Adjustment to opening fair value of plan assets	-	-
Expense recognised in the statement of profit or loss	1,544.71	2,009.00

e) Other comprehensive income (OCI):	Gratuity - Funded as on	
	31-Mar-19	31-Mar-18
Actuarial (Gain)/Loss recognised for the period	611.26	(885.00)
Total actuarial (Gain)/Loss recognised in OCI	611.26	(885.00)

f) Actual return on the plan assets:	Gratuity - Funded as on	
	31-Mar-19	31-Mar-18
	1.00	10.00

g) Asset information:	Gratuity - Funded as on	
	31-Mar-19	31-Mar-18
Total amount	1,225.70	652.50
Gratuity fund (Trustee of the Company)	100.00%	100.00%

35. Tax Expenses:

(a) Amount recognised in profit and loss: **(Rs in Thousands)**

Particulars	For the year ended 31st Mar 2019	For the year ended 31st Mar 2018
Deferred Tax Expenses:		
Tax Expenses/Income recognised in income statement	788	(5,301)
Tax Expenses/Income recognised in income statement	**788**	**(5,301)**

(b) Amount recognised in other comprehensive income

Particulars	For the year ended 31st Mar 2019			For the year ended 31st Mar 2018		
	Before Tax	Tax (Expenses) Benefits	Net of Tax	Before Tax	Tax (Expenses) Benefits	Net of Tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	(24,356)	227	(24,129)	7,189	(285)	6,904
Fair value adjustments on business combination	-	-	-	(7,354)	-	(7,354)
Exchange differences in translating the financial statement of foreign subsidiaries	(2,671)	-	(2,671)	-	-	-
	(27,027)	**227**	**(26,800)**	**(165)**	**(285)**	**(450)**

(c) Reconcilation of effective tax rate:

Particulars	For the year ended 31st Mar 2019		For the year ended 31st Mar 2018	
	%	Rs in Thousands	%	Rs in Thousands
Profit before tax	-	(36,606)	-	41,024
Tax using the company's domestic tax rate	26%	9,518	26%	(10,666)
Tax effect of :				
Deferred Tax asset not recognised in view of continued accumulated losses	24%	(8,730)	13%	5,365
		788		**(5,301)**

36. Financial instruments

A. Capital Management:

The Company's policy is to maintain a strong capital base so as to ensure that the Company is able to continue as going concern to sustain future development of the business. The Company monitors the return on capital as well as the level of dividends to ordinary shareholders.

Its guiding principles

- **i.** Maintenance of financial strength to ensure the highest ratings;
- **ii.** Ensure financial flexibility and diversify sources at financing;
- **iii.** Manage Company exposure in forex to mitigate risks to earnings;
- **iv.** Leverage optimally in order to maximum shareholders returns while maintaining strength and flexibility of the balance sheet.

The policy is also adjusted based on underlying macro-economic factors affecting business environment, financial and market conditions.

The gearing ratio at the end of the reporting period are as under:

(Rs. In Thousands)

Particulars	As at 31st March, 2019	As at 31st March, 2018
Total Borrowings	299,301	296,063
Less: Cash and cash equivalent	9,327	37,083
Adjusted net debt	**289,974**	**258,980**
Total equity	134,883	200,339
Adjusted net debt to adjusted equity ratio	2.15	1.29

B Valuation:

All financial instruments are initially recognised and subsequently re-measured at fair value as described below:

- **i.** The fair value of investment in quoted Equity shares, Bonds, Government Securities and Mutual funds is measured at quoted price or NAV
- **ii.** The fair value of Forward Foreign Exchange contracts is determined using forward exchange rates at the balance sheet date.
- **iii.** All foreign currency denominated assets and liabilities are translated using exchange rate at reporting date.
- **iv.** The fair value of the remaining financial instruments is detrmined using dicounted cash flow analysis.

C Fair value measurement hierarchy: **(Rs in Thousands)**

Particulars	Fair Value hierarchy	As at 31st March, 2019	As at 31st March, 2018
		Carrying amount	Carrying amount
Financial assets		290	290
At FVTPL			
Level 1			
At FVTOCI		Nil	Nil
At Amortised cost			
Trade receivables		301,912	327,320
Cash and cash equivalents		9,327	37,083
Bank balances other than above		15,824	18,739
Other financial assets		52	3,460
Financial liabilities			
At Amortised cost			
Borrowings		299,301	296,063
Trade payables		267,063	252,952

The financial instruments are categorised into three levels based on the inputs used to arrive at fairvalue measurements as described below:

- **i. Level 1:** Level 1 hierarchy includes financial instruments measured using quoted prices.
- **ii. Level 2:** The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2. In the case of the mutual funds are valued using the closing NAV. In the case of Derivative contracts, the Company has valued the same using the forward exchange rate as at the reporting date.

iii. **Level 3:** If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities included in level 3. The Company owns unlisted equity shares in companies, which are non-profit companies providing facilities for treating effluents generated during its manufacturing process. In the absence of any observable market data in relation to the said companies, the same have been categorised as Level 3. Considering the objective of investment and materiality, its fair value have been considered same as cost as at the reporting date.

37. Financial risk management

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The audit committee oversees how the management monitors compliance with the Company's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Company. The audit committee is assisted by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee.

The Company has exposure to the following risks arising from financial instruments:

A) Credit risk;

B) Liquidity risk;

C) Market risk; and

D) Interest rate risk

A Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers, loans and investment in debt securities. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company establishes an allowance for doubtful trade receivables and impairment that represents its estimate of incurred losses in respect of trade and other receivables and investments.

The maximum exposure to credit risk in case of all the financial instuments covered below is resticted to their respective carrying amount.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer and including the default risk of the industry, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

i. Actual or expected significant adverse changes in business;

ii. Actual or expected significant changes in the operating results of the counterparty;

iii. Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations;

iv. Significant increase in credit risk on other financial instruments of the same counterparty;

v. Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements.

Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends.

Ageing of Trade receivables **(Amt in Thousand)**

	As at 31st March, 2019	As at 31st March, 2018
Not due	154,979	84,318
0-3 months	132,806	182,315
3-6 months	2,269	6,054
6 months to 12 months	-	17,566
beyond 12 months	9,262	121,983
Allowance for doubtful trade receivables (Expected credit loss allowance)	2,596	(84,916)
Total	**301,912**	**327,320**

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

Loans
In the case of loans to employees, the same is managed by establishing limits. (Which in turn based on the employees salaries and number of years of service put in by the concern employee)

Cash and cash equivalents
The Company held cash and cash equivalents of Rs. 9327 at 31.Mar.2019 (31.Mar.2018 Rs: 37,083) The cash and cash equivalents are held with bank and financial institution counter-parties with good credit ratings.

B Liquidity risk
Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Company's short-term, medium-term and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Exposure to liquidity risk **(Rs. in thousands)**

	31st March, 2019			31st March, 2018		
	Carrying amount	Contractual cash flows		Carrying amount	Contractual cash flows	
		Upto 1 year	More than 1 year		Upto 1 year	More than 1 year
Non-derivative financial liabilities						
Current borrowings	299,301	299,301	-	296,063	296,063	-
Trade and other payables	261,375	261,375	-	252,952	252,952	-
	560,676	**560,676**	**-**	**549,015**	**549,015**	**-**

The following table details the Company's expected maturity for its non-derivative financial assets. The table has been drawn up based on the undiscounted contractual maturities of the financial assets including interest that will be earned on those assets. The inclusion of information on non-derivative financial assets is necessary in order to understand the Company's liquidity risk management as the liquidity is managed on a net asset and liability basis.

(Rs. in thousands)

	31st March, 2019			31st March, 2018		
	Carrying amount			Carrying amount	Contractual cash flows	
		Upto 1 year	More than 1 year		Upto 1 year	More than 1 year
Non-derivative financial assets						
Investments	-	-	-	-	-	-
Trade receivables	301,912	301,912		327,320	327,320	
Cash and cash equivalents	9,327	9,327		37,083	37,083	
Bank balances other than above	15,824	15,824		18,739	18,739	
Loans and advances	52	52		3,460	3,460	
Other financial assets	-	-	-	-	-	-
	327,115	**327,115**	**-**	**386,602**	**386,602**	**-**

C Market Risk:

Market Risk is a risk that changes in market prices-such as foreign exchange rates , interest rates and equity prices will the affect the income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control risk

Currency risk

The Group undertakes transactions denominated in foreign currencies, consequently exposures to exchange rate fluctuations arise. The carrying amount of the group foreign currencies denominated. Monetary assets and monetary liability are as follows:

Particulars	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
	USD		EURO		INR	
1.Financial Asset:						
Trade Receivables	570	1149	37	0	42318	74715
2.Financial Liability:						
Trade Payables	0	(5)			0	(333)
Net Exposure (Asset-Liab)	**570**	**1144**	**37**	**0**	**42318**	**74382**

Foreign Currency sensitivity Analysis:

The Group is mainly exposed to the currency : USD and also EURO

The following table details the group's sensitivity to 5% increase and decrease in the rupee against the relevant foreign currencies.5% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. This is mainly attributable to the net exposure outstanding on receivables or payables in the group at the end of the reporting period. The sensitivity analysis includes only outstanding foreign currency denominated monetary items and adjusts their translation at the period end for a 5% change in foreign currency rate. A positive number below indicates increase in the profit or equity where the rupee strengthens 5% against the relevant currency. For a 5% weakening of the rupee against the relevant currency, there would be comparable impact on the profit or equity , and the balance below would be negative

Impact on Profit or loss and Total Equity : **(Rs in Thousands)**

Particulars	USD Impact		EURO Impact	
	As at 31st March 2019	As at 31st March 2018	As at 31st March 2019	As at 31st March 2018
Increase in exchange rate by 5%	2116	3719	2	-
Decrease in exchange rate by 5%	(2116)	(3719)	(2)	-

D Interest Rate risk:
There is no material interest risk relating to the company's financial liabilities

38. Related party disclosures

Particulars		Ownership Interest	
		31st March, 2019	31st March, 2018
1. Relationships:			
a) Key Managerial Personnel (KMP):			
Mr. Ashish Sushil Jalan	Chairman		
Mr. Ashok Kumar Vishwakarma	Managing Director		
Ms.Nitya Kamaraj (From 14th Feb 2019)	Company Secretary		
Mr. Abhilash (upto 15th Nov 2018)	Company Secretary		
b) Relatives of KMP:			
Mr. Sushil Jalan	Father of Mr. Ashish Sushil Jalan		
Mrs. Rekha Jalan	Mother of Mr. Ashish Sushil Jalan		
c) Enterprise over which KMP or relative has significant influence:			
Bombay Gas Holdings and Investments Private Limited	Private company in which the APIL's directors is member		
Hamilton Research and Technology Private Limited	Private company in which the APIL's directors is member		
Bombay Gas Company Limited	Public Company in which the APIL's director is also a director		
RPIL Signalling Systems Limited	Public Company in which the APIL's director is also a director		
Hamilton & Company Limited	Public company in which director holds > 2%		

2 Transactions carried out with related parties referred in 1 above, in ordinary course of business:

(Rs in Thousands)

Nature of transactions	Related parties			
		Referred in 1(a) above	Referred in 1(b) above	Referred in 1(c) above
Sales:				
Goods, Materials and Services		-	270	-
		(-)	(-)	(-)
Reimbursement of expenses:		766	-	-
		(-)		(-)
Purchases/Other services:		-		-
		(-)		(-)
Remuneration:		3,216		-
		(-)		(-)
Directors sitting fees:		30		-
		(-)		(-)
Loans and Advances received:		-	-	32,000
		(-)	(-)	(-)
Interest income:		-	-	-
		(-)	(-)	(-)
Interest expenses:		-	-	21,646
		(-)	(-)	(-)

Previous years figures are in ( )

3 Balances outstanding **(Rs. in thousands)**

Nature of outstanding balances	As at 31st March 2019	As at 31st March 2018
Investments:		
Subsidiaries	187,420	187,420
Trade and Other receivables:		
Subsidiaries	144,801	161,123
Trade and other payables:		
Subsidiaries	364	400
KMP	3,216	1,295
Entity over which KMP has significant influence	132,534	147,569

39. Capital Commitments

(Rs. in Thousands)

Particulars	31st March, 2019	31st March, 2018
Estimated amount of contracts remaining to be executed on capital account and not provided for Against which advance paid	Nil	Nil

40. Contingent liabilities and pending proceedings

I. Contingent liabilities **(Rs. in Thousands)**

Particulars	31st March, 2019	31st March, 2018
1. Claims against Company not acknowledged as debt		
a) Excise duty demands principally in respect of classification of sales of isolators and its parts, disputed in appeal and pending decision before higher authorities. Based on the high court order, the company has made a predeposit of Rs. 5,000 and the matter is pending before CESTAT. The Company is hopeful of favourable outcome from CESTAT.	39,190	39,190
2. Other contingent liabilities		
a) For the non-redemption of the advance licences, consequent interest and penalty in the event of the appeals of the company made by way of writ petitions being decided against the company / the application made with the Grievance redressal committee being turned down. Further the company has represented before the Ministry of Commerce for redressal of grievance through appropriate directions to Director General of Foreign Trade. The Grievance redressal committee appreciating the genuine hardships faced by the company directed us to approach DGFT for closure. We have been following with DGFT for resolution and do not foresee any additional liability on account of penalties and interest. The Company has already fully provided for 100% of the customs duty benefit availed on the advance license.	Amount unascertained in respect of interest and penalty	Amount unascertained in respect of interest and penalty
b) For Asst. year 2007-08, Department has filed an appeal against the CIT(A)'s order directing the deletion of addition made representing waiver of principal portion of loans from banks and financial institutions and the consequential tax demand is Rs. 9,298/- The said appeal is pending as at the reporting date.	9,298	9,298

Note

The Company is a party to various legal proceedings in the normal course of business and does not expect the outcome of these proceedings to have any material adverse effect on its financial conditions, results of operations or cash flows. Further, claims by parties in respect of which the Management have been legally advised that the same are frivolous and not tenable, have not been considered as contingent liabilities as the possibility of an outflow of resources embodying economic benefit is highly remote.

There are numerous interpretative issues relating to the Supreme Court (SC) Judgement on PF dated 28th February, 2019. The Group will update its provision, on receiving further clarity on the subject.

In respect of the items above, further cash outflows in respect of contingent liabilities are determinable only on receipt of judgements/decisions pending at various forums/authority. The Group does not expect the outcome of matters stated above to have a material adverse effect on the Group's financial conditions, result of operations or cash flows

41. Segment information

a. Products and services from which reportable segments derive their revenues

Information reported to the chief operating decision maker (CODM) for the purpose of resources allocation and assessment of segment performance focuses on the types of goods or services delivered or provided.

The Group executes its businesses through its subsidiaries in India and UK. The group does not have different operating segments. However the group has different geographical segments -Viz - India & United Kingdom. The details of the segments are provided below.

b. Segment revenue and results

The following is an analysis of the Group's revenue and results from operations by reportable segment

(Rs. in Thousands)

	Segment revenue		Segment profit	
	For the year ended 31st March, 2019	For the year ended 31st March, 2018	For the year ended 31st March, 2019	For the year ended 31st March, 2018
India	580,829	283,069	4,220	12,364
United Kingdom	537,817	782,114	(41,614)	33,961
Less: Inter segment revenue	(84,186)	(31,047)		
	1,034,460	**1,034,136**	**(37,394)**	**46,325**

Profit before tax			(37,394)	46,325
Taxes			788	(5,301)
Profit for the year			**(36,606)**	**41,024**

Notes:

i. Segment revenue consist of sales of products including excise duty.

ii. Segment revenue reported above represents revenue generated from external customers as well as inter-segment sales. The Inter-segment sales in the current year Rs. 84,187 (2017-18: Rs.31,047).

iii. Segment profit represents the profit before tax earned by each segment after allocation of finance cost, other expenses, as well as other income. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance'.

c. Segment assets and liabilities

Particulars	As at 31st March, 2019	As at 31st March, 2018
Segment assets		
India	432,762	429,565
United Kingdom	544,458	599,301
Total segment assets	**977,220**	**1,028,866**
Asset held for sale	-	-
Unallocated		
Consolidated Total assets	**977,220**	**1,028,866**

Particulars	As at 31st March, 2019	As at 31st March, 2018
Segment liabilities		
India	401,734	395,775
United Kingdom	440,603	432,753
Total segment liabilities	**842,337**	**828,528**
Unallocated	-	-
Consolidated Total liabilities	**842,337**	**828,528**

d. Other segment information

Particulars	Depreciation and amortisation		Finance Cost	
	Year ended 31st March, 2019	Year ended 31st March, 2018	Year ended 31st March, 2019	Year ended 31st March, 2018
India	5,267	2,594	20,156	21,209
United Kingdom	3,658	3,758	5,022	6,256
Unallocated	-	-	-	-
	8,925	**6,352**	**25,178**	**27,465**

42. Additional information related to the subsidiaries considered in the preparation of consolidated financial statements **(Rs in Thousands)**

Name of the entity in the Group	As at 31.Mar.2019 Net Assets		As at 31.Mar.2019 Share in profit and loss account		As at 31.Mar.2019 Share in other comprehensive income		As at 31.Mar.2019 Share in total comprehensive income	
	As % of Consoldated	Amount	As % of Consoldated	Amount	As % of Consoldated	Amount	As % of Consoldated	Amount
Parent:								
S & S Switchgear Limited	35%	47,823	(22%)	8,037	2%	(510)	(12%)	7,527
Subsidiaries :								
Acrastyle EPS Technologies Limited	0%	433	0%	(35)	0%	0	0%	(35)
Acrastyle Power India Limited	(54%)	(72,951)	19%	(6,799)	(1%)	368	10%	(6,431)
S&S power Switchgear Equipment Limited	41%	55,724	(10%)	3,806	2%	(502)	(5%)	3,303
Foreign:								
Acrastyle Switchgear Limited, United Kingdom	147%	198,716	14%	(5,261)			13%	(7,932)
Acrastyle Limited, United Kingdom	(70%)	(94,861)	99%	(36,353)	98%	(26156)	94%	(59,838)
TOTAL	**100%**	**134883**	**100%**	**(36,606)**	**100%**	**(26801)**	**100%**	**(63,406)**

*Net Assets = Total Assets - Total Liability (Net of Equity + Other Equity+Minority Interest)

43. Ind AS 115 Disclosures

Note No.	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
1	Details of revenue from contracts with customers recognised by the Company, net of indirect taxes in its statement of Profit and loss.		
	Revenue from contracts with customers		
	(Transferred at point in time)		
	Sale of Disconnector	376,039	332,212
	Sale of Control and protection Equipment*	653,328	694,886
	Sale of CB	5,093	7,038
		1,034,460	**1,034,136**
	Other Operating Revenues	24,738	38,374
	Total revenue from contracts with customers	**1,059,198**	**1,072,510**
	*** Includes UK**		

Note No.	Particulars	Year ended 31 March 2019	Year ended 31 March 2018
2	**Disaggregate Revenue**		
	The table below presents disaggregated revenues of the Company from contracts with customers by geography/ offerings/ contract-type/market . The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of its revenues and cash flows are affected by industry, market and other economic factors.		
	Total revenue from contracts with customers		
	Sale of Disconnector		
	India	203,636	124,217
	Export (Including deemed export)	172,403	207,995
	Sale of Control and protection Equipment*		
	India	652,845	693,514
	Export (Including deemed export)	483	1,372
	Sale of CB		
	India	5,093	7,038
	Export (Including deemed export)		
	Total	**1,034,460**	**1,034,136**
3	**Reconciliation between revenue with customers and contracted price:**		
	Reveue as per contracted price	1,059,198	1,072,510
	Less: Adjustements		
	Sales return	-	-
	Discounts/ Rebates	-	-
	Revenue from contracts with Customers	**1,059,198**	**1,072,510**
4	Sales by performance obligations		
	Upon Shipment	1,034,460	1,034,136
	Upon Delivery	-	-
	Total	**1,034,460**	**1,034,136**
5	**Contract balances**		
	The following table provides information about receivables from contracts with customers:		
	Particulars	**As at 31 March 2019**	**As at 31 March 2018**
	(a) Trade receivables	386,162	412,236
	Allowance as per Expected credit loss model	(84,250)	(84,916)
	Total	**301,912**	**327,320**
	Trade receivables are non-interest bearing and are generally on terms of 0 to 180 days.		
	(b) Contract liability		
	Advances from Customers	**968**	**88**
	The Contract liability outstanding at the beginning of the year has been recognised as revenue during the year ended March 31, 2019.		

44. Operating Lease :

The Group procures on lease office premises under operating leases.These rentals recognized in the statement of profit and Loss account for the year is RS 11360 (31.Mar.2018 Rs 9750) .The future minimum lease payments and payment profile of non cancellable leases are as follows:

(Rs In Thoousands)

Particulars	2019	2018
Not later than one year	11,360	9,450
Later than one year but not later than five years		
More than five years		
TOTAL	**11360**	**9450**

45. CSR Expenditure

The Company does not meet the turnover and networth criteria specified under Section 135 of the Companies Act, 2013 to constitute a Corporate Social Responsibility Committee. Thus, provisions of Section 135 and disclosure requirements specified therein are not applicable to the company.

46. Events after the reporting period:

No adjusting or significant non-adjusting events have occurred between the reporting date (31 March 2019) and the report release date (29 May 2019).

Signature to notes 1 to 46

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Ashok Kumar Vishwakarma
Managing Director
(DIN No: 05203223)

Place : Chennai
Date : 29.May.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No : A26959

ACRASTYLE POWER INDIA LIMITED

BALANCE SHEET AS AT 31.3.2019

(Rs in Thousands)

Sr. No	Particulars	As at 31.3.2019	As at 31.3.2018
	ASSETS		
(1)	**Non-current assets**		
(a)	Property, Plant and Equipment	11,680	12,082
(b)	Other Intangible assets	225	291
(c)	Investments in Subsidiary	148,113	148,113
(d)	Financial Assets		
	(i) Non Current Loans	3,806	5,061
(e)	Other non-current assets	1,025	533
(2)	**Current assets**		
(a)	Inventories	20,206	23,516
(b)	Financial Assets		
	(i) Investments	-	290
	(ii) Trade receivables	29,659	31,347
	(iii) Cash and cash equivalents	2,870	67
	(iv) Bank balances other than (iii) above	2,227	2,133
	(v) Loans	60,306	57,466
(c)	Other current assets	16,573	19,907
	Total Assets	**296,690**	**300,806**
	EQUITY AND LIABILITIES		
	Equity		
	(a)Equity Share capital	59,451	59,451
	(b)Other Equity	(16,069)	(5,413)
	LIABILITIES		
(1)	**Non-current liabilities**		
(a)	Provisions	354	742
(b)	Deferred tax liabilities	8,112	6,907
(2)	**Current liabilities**		
(a)	Financial Liabilities		
	(i) Trade payables	68,863	63,218
	(ii) Other financial liabilities	166,471	166,267
(b)	Short term provisions	367	-
(c)	Other current liabilities	9,141	9,634
	Total Equity and Liabilities	**296,690**	**300,806**

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashish Suhail Jalan
Director
(DIN No: 00031311)

Ashok kumar Vishwakarma
Director
(DIN No: 05203223)

Place : Chennai
Date : 28.May.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No: A26959

ACRASTYLE POWER INDIA LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2019

(Rs. In Thousands)

Sr. No	Particulars	As on 31.03.2019	As on 31.03.2018
I	Revenue From Operations	199697	175521
II	Other Income	9931	20328
III	Total Income (I+II)	209628	195849
IV	**EXPENSES**		
	Cost of materials consumed	141,048	123,828
	Changes in Inventories of Finished goods and work-in-progress	5,431	(1,378)
	Excise Duty recovered on sales	-	6,099
	Employee benefits expense	20,210	15,621
	Finance costs	12,770	15,194
	Depreciation and amortization expense	1,602	1,502
	Other expenses	35,119	32,706
	Total expenses (IV)	**216,180**	**193,572**
V	**Profit/(loss) before tax (III-IV)**	**(6,552)**	**2,277**
VI	Tax expense:		
	(1) Current tax		
	(2) Tax relating to prior years		
	(3) Deferred tax	(246)	(3,032)
VII	**Profit/(loss) for the year (V-VI)**	**(6,798)**	**(755)**
VIII	**Other Comprehensive Income**		
	A (i) Items that will not be reclassified to profit or loss		
	- Remeasurement of Defined benefit plans	496	178
	- Equity instruments through other comprehensive income		
	A (ii) Income tax relating to items that will not be reclassified to profit or loss		
	- Remeasurement of Defined benefit plans	(129)	(46)
	- Equity instruments through other comprehensive income		
	B (i) Items that will be reclassified to profit or loss		
	B (ii) Income tax relating to items that will be reclassified to profit or loss		
IX	**Total other comprehensive income (A (i - ii) + B(i - ii))**	**367**	**132**
X	**Total comprehensive income for the period (VII + IX)**	**(6,431)**	**(623)**
XI	Earnings per equity share of face value of Rs. 10 each		
	- Basic and Diluted	0.0134	0.0013
	(2) Diluted		

The accompanying notes are an integral part of the financial statements

As per our attached report of even date

C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of the Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashish Suhail Jalan
Director
(DIN No: 00031311)

Ashok kumar Vishwakarma
Director
(DIN No: 05203223)

Place : Chennai
Date : 28.May.2019

Selvi Narasimman
Chief Financial Officer

Nithya Kamaraj
Company Secretary
M.No : A26959

ACRASTYLE EPS TECHNOLOGIES LIMITED

BALANCE SHEET AS AT 31.03.2019

(Rs. In Thousands)

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
	ASSETS		
(1)	**Non-current assets**		
(a)	Property, Plant and Equipment		
(b)	Capital work in progress		
(c)	Other Intangible assets		
(d)	Investments in Subsidiaries and Joint Ventures		
(e)	Financial Assets		
	(i) Non Current Loans		
(f)	Deferred tax assets (net)		
(g)	Other non-current assets		
(2)	**Current assets**		
(a)	Inventories		
(b)	Financial Assets		
y	(i) Investments		
	(ii) Trade receivables	730	766
	(iii) Cash and cash equivalents	5	5
	(iv) Bank balances other than (iii) above		
	(v) Loans		
(c)	Current Tax Assets (Net)		
(d)	Other current assets		
	Total Assets	**735**	**771**
	EQUITY AND LIABILITIES		
	Equity		
(a)	Equity Share capital	500	500
(b)	Other Equity	(66)	(31)
	LIABILITIES		
(1)	**Non-current liabilities**		
(a)	Provisions		
(b)	Deferred tax liabilities (net)		
(2)	**Current liabilities**		
(a)	Financial Liabilities		
	(i) Trade payables	275	275
	(ii) Borrowings		
(b)	Other current liabilities	26	27
(c)	Short term provisions		
	Total Equity and Liabilities	**735**	**771**

For Acrastyle EPS Technologies Limited

As per our report of even date
For CNK Associates
Chartered Accountants
Firm Registration No:101961W/W100036

Ashish Sushil Jalan
Director
DIN: 00031311

Ashok Kumar Vishwakarma
Managing Director
DIN: 05203223

Vijay Mehta
Partner
M.No:106533

Place : Chennai
Date: 29.May.2019

ACRASTYLE EPS TECHNOLOGIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD 31.03.2019

(Rs in Thousands)

Sl. No	Particulars	As on 31st Mar 2019	As on 31st Mar 2018
I	Revenue From Operations		310
II	Other Income		
III	**Total Income (I+II)**	**-**	**310**
IV	**EXPENSES**		
	Cost of materials consumed		
	Purchase of Stock-in-trade		
	Changes in Inventories of Finished goods and work-in-progress		
	Excise Duty recovered on sales		
	Employee benefits expense		
	Finance costs		
	Depreciation and Amortization expense		
	Other expenses	**35**	**692**
	Total expenses (IV)	35	692
V	**Profit/(loss) before tax (III-IV)**	**(35)**	**(382)**
VI	Tax expense:		
	(1) Current tax		
	(2) Tax relating to prior years		
	(3) Deferred tax		
VII	**Profit/(loss) for the year (V-VI)**	**(35)**	**(382)**
VIII	**Other Comprehensive Income**		
	A (i) Items that will not be reclassified to profit or loss		
	- Remeasurement of Defined benefit plans		
	- Equity instruments through other comprehensive income		
	A (ii) Income tax relating to items that will not be reclassified to profit or loss		
	- Remeasurement of Defined benefit plans		
	- Equity instruments through other comprehensive income”		
	B (i) Items that will be reclassified to profit or loss		
	B (ii) Income tax relating to items that will be reclassified to profit or loss		
IX	**Total other comprehensive income (A (i - ii) + B(i - ii))**		
X	**Total comprehensive income for the period (VII + IX)**	**(35)**	**(382)**
XI	Earnings per equity share of face value of Rs. 10 each		
	(1) Basic	(0.07)	(0.76)
	(2) Diluted	(0.07)	(0.76)

For Acrastyle EPS Technologies Limited

As per our report of even date
For CNK Associates
Chartered Accountants
Firm Registration No:101961W/W100036

Ashish Sushil Jalan
Director
DIN: 00031311

Ashok Kumar Vishwakarma
Managing Director
DIN: 05203223

Vijay Mehta
Partner
M.No:106533

Place : Chennai
Date: 29.May.2019

S&S POWER SWITCHGEAR EQUIPMENT LIMITED

BALANCE SHEET AS AT 31.03.2019

(Rs in Thousands)

Sr. No	Particulars	Note No	As at 31.3.2019	As at 31.3.2018
	ASSETS			
(1)	**Non-current assets**			
(a)	Property, Plant and Equipment	1	8,471	8,553
(b)	Other Intangible assets	2	3,781	3,840
(c)	Financial Assets			
	Other Financial Assets	5	6,912	7,340
(d)	Deferred tax assets (net)	6	4,853	3,556
(2)	**Current assets**			
(a)	Inventories	7	41,260	39,797
(b)	Financial Assets			
	(i) Trade receivables	8	162,987	172,470
	(ii) Cash and cash equivalents	9	324	119
	(iii) Bank balances other than (iii) above	10	13,345	15,900
	(iv) Loans	11	-	258
(c)	Current Tax Assets (Net)	12	786	714
(d)	Other current assets	13	45,448	28,984
	Total Assets		**288,167**	**281,531**
	EQUITY AND LIABILITIES			
	Equity			
(a)	Equity Share capital	14	12,500	12,500
(b)	Other Equity	15	43,224	39,920
	LIABILITIES			
(1)	**Non-current liabilities**			
(a)	Provisions	16	6,732	5,719
(2)	**Current liabilities**			
(a)	Financial Liabilities			
	(i) Trade payables	17	83,603	81,859
	(ii) Borrowings	18	130,968	130,010
(b)	Other current liabilities	19	10,486	9,357
(c)	Short term provisions	20	654	2,166
	Total Equity and Liabilities		**288,167**	**281,531**

The accompanying notes are an iVntegral part of the financial statements

As per our attached report of even date

For and on behalf of Board of Directors

C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

Vijay Mehta
Partner
Membership No.: 106533

Ashok Kumar Vishwakarma
Director
(DIN No: 05203223)

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Place : Chennai
Date : 29.May.2019

Selvi Narasimman
Chief Financial Officer

S&S POWER SWITCHGEAR EQUIPMENT LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED MARCH 31ST,2019

(Rs in Thousands)

Sl. No	Particulars	Note No	For the year ended 31.Mar.2019	For the year ended 31.Mar.2018
I	Revenue From Operations	20	376,039	337,165
II	Other Income	21	8,583	6,604
III	Total Income (I+II)		384,622	343,769
IV	**EXPENSES**			
	Cost of materials consumed	22	265,006	214,129
	Changes in Inventories of Finished goods and ork-in-progress	23	(6,465)	6,965
	Excise Duty recovered on sales		-	3,811
	Employee benefits expense	24	39,413	36,414
	Finance costs	25	12,483	10,593
	Depreciation and Amortization expense	26	2,042	1,550
	Other expenses	27	69,458	47,416
	Total expenses (IV)		**381,937**	**320,878**
V	**Profit/(loss) before tax (III-IV)**		**2,685**	**22,891**
VI	Tax expense:			
	(1) Current tax			
	(2) Tax relating to prior years			
	(3) Deferred tax	30	1,120	(931)
VII	**Profit/(loss) for the year (V-VI)**		**3,805**	**21,960**
VIII	**Other Comprehensive Income**			
	A (i) Items that will not be reclassified to profit or loss			
	- Remeasurement of Defined benefit plans		(679)	(279)
	- Equity instruments through other comprehensive income			
	A (ii) Income tax relating to items that will not be reclassified to profit or loss			
	- Remeasurement of Defined benefit plans		177	86
	- Equity instruments through other comprehensive income			
	B (i) Items that will be reclassified to profit or loss			
	B (ii) Income tax relating to items that will be reclassified to profit or loss			
IX	**Total other comprehensive income (A (i - ii) + B(i - ii))**		**(502)**	**(193)**
X	**Total comprehensive income for the period (VII + IX)**		**3,303**	**21,767**
XI	Paid up Equity share capital (Face value of Rs. 10 each)		12500	12500
XII	Earnings per equity share - Basic and Diluted		0.30	1.76

The accompanying notes are an integral part of the financial statements

As per our attached report of even date
C N K & Associates LLP
Chartered Accountants
Firm Registration No.: 101961W/W100036

For and on behalf of Board of Directors

Vijay Mehta
Partner
Membership No.: 106533

Ashok Kumar Vishwakarma
Director
(DIN No: 05203223)

Ashish Sushil Jalan
Director
(DIN No: 00031311)

Place : Chennai
Date : 29.May.2019

Selvi Narasimman
Chief Financial Officer

ACRASTYLE SWITCHGEAR LIMITED

BALANCE SHEET AS AT 31ST MARCH 2019

(Rs in Thousands)

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
	ASSETS		
(1)	**Non-current assets**		
(a)	Property, Plant and Equipment		
(b)	Other Intangible assets		
(c)	Goodwill on Consolidation		
(d)	Investments in Subsidiaries and Joint Ventures	226,189	230,712
(e)	**Financial Assets**		
	(i) Non Current Loans		
(f)	Deferred tax assets (net)		
(g)	Other non-current assets		
(2)	**Current assets**		
(a)	Inventories		
(b)	**Financial Assets**		
	(i) Trade receivables		
	(ii) Cash and cash equivalents		
	(iii) Bank balances other than (iii) above	2	6
	(iv) Loans		
	(v) Investments		
(c)	Current Tax Assets (Net)		
(d)	Other current assets		
	Total Assets	**226,191**	**230,717**
	EQUITY AND LIABILITIES		
(1)	**Equity**		
(a)	Equity Share capital	275,713	281,226
(b)	Other Equity	(150,349)	(148,042)
(c)	Non Controlling Interest		
	LIABILITIES		
(2)	Non-current liabilities		
(a)	Provisions		
(b)	Deferred tax liabilities (net)		
(3)	Current liabilities		
(a)	**Financial Liabilities**		
	(i) Borrowings		
	(ii) Trade payables		
	‘ - a) Due to Micro and Small Enterprises		
	- b) Due to other than Micro and Small Enterprises	100,827	97,534
	(iii) Other financial liabilities		
(b)	Other current liabilities		
(c)	Short term provisions		
	Total Equity and Liabilities	**226,191**	**230,717**

ACRASTYLE SWITCHGEAR LIMITED

STATEMENT OF PROFIT AND LOSS A/C AS ON 31ST MARCH 2019

(Rs in Thousands)

Sr. No	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
I	Revenue From Operations		
II	Other Income		
III	**Total Income (I+II)**	-	-
	EXPENSES		
	Cost of materials consumed		
	Changes in Inventories of Finished goods, Stock-in-Trade and work-in-progress		
	Excise duty on sale of goods		
	Employee benefits expense		
	Finance costs	5,008	4,702
	Depreciation and amortization expense		
	Other expenses	254	327
IV	**Total expenses (IV)**	**5,261**	**5,030**
V	**Share of profit of Equity Accounted Investee (Net of Income Tax)**		
VI	**Profit/(loss) before tax (III-IV+V)**		
VII	**Tax expense:**		
	(1) Current tax		
	(2) Short/(Excess) provision for tax- Previous years		
	(3) Deferred tax		
VIII	**Profit/(loss) for the period (V+VI+VII)**	**(5,261)**	**(5,030)**
IX	**Other Comprehensive Income**		
	A (i) Items that will not be reclassified to profit or loss		
	- Remeasurement of Defined benefit plans		
	- Remeasurement of Defined benefit plans-AL Uk		
	- Fair value adjustment on business combination		
	- Equity accounted investees - Share of OCI		
	A (ii) Income tax relating to items that will not be reclassified to profit or loss		
	B (i) Items that will be reclassified to profit or loss		
	Exchange differences in translating the financial statement of foreign subsidiaries		
	B (ii) Income tax relating to items that will be reclassified to profit or loss		
X	**Total other comprehensive income (A (i - ii) + B(i - ii))**	-	-
XI	**Total comprehensive income for the period (VIII + X)**	**(5,261)**	**(5,030)**

ACRASTYLE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2019

(Rs in Thousands)

Sr. No	Particulars	As at 31.03.2019	As at 31.03.2018
	ASSETS		
(1)	**Non-current assets**		
(a)	Property, Plant and Equipment	72,082	75,045
(b)	Other Intangible assets	-	-
(c)	Goodwill on Consolidation	-	-
(d)	Investments in Subsidiaries and Joint Ventures	-	-
(e)	**Financial Assets**	**-**	**-**
	(i) Non Current Loans	-	-
		-	-
(f)	Deferred tax assets (net)	-	-
(g)	Other non-current assets	-	-
		-	-
(2)	**Current assets**	**-**	**-**
(a)	Inventories	53,524	64,733
(b)	**Financial Assets**	**-**	**-**
	(i) Trade receivables	114,183	117,321
	(ii) Cash and cash equivalents	5,993	36,666
	(iii) Bank balances other than (iii) above	-	-
	(iv) Loans	-	-
	(v) Investments		
(c)	Current Tax Assets (Net)		
(d)	Other current assets		
	Total Assets	**245,782**	**293,765**
	EQUITY AND LIABILITIES		
(1)	**Equity**		
(a)	Equity Share capital	7,682	7,836
(b)	Other Equity	(102,543)	(49,290)
(c)	Non Controlling Interest		
	LIABILITIES		
(2)	Non-current liabilities		
(a)	Provisions	221,175	203,962
(b)	Deferred tax liabilities (net)		
(3)	Current liabilities		
(a)	**Financial Liabilities**		
	(i) Borrowings		
	(ii) Trade payables		
	- a) Due to Micro and Small Enterprises		
	- b) Due to other than Micro and Small Enterprises	119,468	131,258
	(iii) Other financial liabilities		
(b)	Other current liabilities		
(c)	Short term provisions		
	Total Equity and Liabilities	**245,782**	**293,766**

ACRASTYLE LIMITED

STATEMENT OF PROFIT AND LOSS A/C AS ON 31ST MARCH 2019

(Rs in Thousands)

Sr. No	Particulars	Year Ended March 31, 2019	Year Ended March 31, 2018
I	Revenue From Operations	537,817	782,114
II	Other Income		
III	**Total Income (I+II)**	**537,817**	**782,114**
	EXPENSES		
	Cost of materials consumed	297,155	483,025
	Changes in Inventories of Finished goods, Stock-in-Trade and work-in-progress	22,387	-
	Excise duty on sale of goods	-	-
	Employee benefits expense	214,855	198,745
	Finance costs	14	6,256
	Depreciation and amortization expense	3,658	3,758
	Other expenses	36,103	51,339
IV	**Total expenses (IV)**	**574,171**	**743,123**
V	Share of profit of Equity Accounted Investee (Net of Income Tax)		
VI	Profit/(loss) before tax (III-IV+V)	(36,353)	38,991
VII	Tax expense:		
	(1) Current tax		
	(2) Short/(Excess) provision for tax- Previous years		
	(3) Deferred tax		
VIII	**Profit/(loss) for the period (V+VI+VII)**	**(36,353)**	**38,991**
IX	**Other Comprehensive Income**		
	A (i) Items that will not be reclassified to profit or loss		
	- Remeasurement of Defined benefit plans	(23,485)	6,093
	- Remeasurement of Defined benefit plans-AL Uk		
	- Fair value adjustment on business combination		
	- Equity accounted investees - Share of OCI		
	A (ii) Income tax relating to items that will not be reclassified to profit or loss		
	B (i) Items that will be reclassified to profit or loss		
	Exchange differences in translating the financial statement of foreign subsidiaries		
	B (ii) Income tax relating to items that will be reclassified to profit or loss		
X	**Total other comprehensive income (A (i - ii) + B(i - ii))**	**(23,485)**	**6,093**
XI	**Total comprehensive income for the period (VIII + X)**	**(59,838)**	**45,083**

NOTES :

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)

Name of the Member(s) :	Folio No / Client ID :
Registered Address & Email ID :	DP ID :

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

1) Name :
Address :
Email ID :
Signature ______________________ or failing him/her

2) Name :
Address :
Email ID :
Signature ______________________ or failing him/her

3) Name :
Address :
Email ID :
Signature ______________________ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fortieth (41st) Annual General Meeting of the Company to be held on the **Thursday, August 22, 2019 at 11.00 A.M at Registered Office of the Company situated at PLOT NO 14, CMDA INDUSTRIAL AREA PART-II, CHITHAMANUR VILLAGE, MARAIMALAI NAGAR – 603 209, KANCHEEPURAM DISTRICT, TAMILNADU,** India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1) ____

2) ____

3) ____

4) ____

5) ____

Affix Re.1/-
Revenue
Stamp

Signed this ___________________________ day of ____________ 2019

Signature of Shareholder __________________________

Signature of Proxy Holder(s) _______________________

Notes:
This form of this form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

41ST ANNUAL GENERAL MEETING ON AUGUST 22, 2019 AT 11:00 AM

(PLEASE COMPLETE THE ATTENDANCE SLIP AND HAND IT OVER AT THE VENUE OF MEETING)

DP ID & CLIENT ID / FOLIO NUMBER	
NUMBER OF SHARES HELD	
NAME AND ADDRESS OF THE REGISTERED MEMBERS	

I certify that I am a registered shareholder/proxy for the registered shareholder of the company. I hereby record my presence at the of the Company **FORTY FIRST ANNUAL GENERAL MEETING** scheduled on **THURSDAY, AUGUST 22, 2019 at 11:00 A.M.** at Registered Office of the Company situated at PLOT NO 14, CMDA INDUSTRIAL AREA PART-II, CHITHAMANUR VILLAGE, MARAIMALAI NAGAR – 603 209, KANCHEEPURAM DISTRICT, TAMILNADU, India.

Full name of the Proxy, if attending the meeting: ____

Signature of the Member / Joint Member / Proxy attending the Meeting:__________________________________

Note:

1. Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
2. The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY-EIGHT HOURS before the commencement of the meeting.
3. A Proxy need not be a member of the Company.
4. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

LOCATION MAP FOR AGM VENUE

Plot No 14, CMDA Industrial Area Part – II,
Chithamanur Village, Maraimalai Nagar – 603209.
Kancheepuram District. Tamilnadu

+91-44 – 4743 1625, 4743 1626

investor@sspower.com

www.sspower.com

BOOK-POST

If undelivered, please return to:

S&S POWER SWITCHGEAR LIMITED
Plot No 14, CMDA Industrial Area Part – II,
Chithamanur Village, Maraimalai Nagar – 603209.
Kancheepuram District. Tamilnadu
Tel : 044 – 4743 1625, 4743 1626