



**ANNUAL REPORT
AND
ACCOUNTS**

For the year ended 31st March, 2019

R. C. A. LIMITED

DIRECTORS

Sri R. K. Dabriwala (MD upto 30.09.2018)
Smt. Indu Dabriwala (Expired on 24.02.2019)
Smt. Alka Tibrawalla
Sri Sambhaw Kumar Jain

COMPANY SECRETARY

Sri Pankaj Khanna (upto 31.12.2018)

CHIEF FINANCIAL OFFICER

Sri Rajendra Kumar Nahata

AUDITORS

Messrs Shyamsukha Associates
Chartered Accountants

BANKERS

State Bank of India
HDFC Bank Limited

Registered Office

10, Middleton Row, Kolkata - 700 071
Phone : 033-4063-3744
E-mail : rcaltd@rediffmail.com
Website : www.rcaltd.co.in
CIN : U10200WB1899PLC000255

REGISTRAR & SHARE TRANSFER AGENTS

M/s. Maheshwari Datamatics Pvt. Ltd.
23, R. N. Mukherjee Road, 5th Floor
Kolkata - 700 001
Phone : 2243-5029/5809, 2248-2248
e-mail : mdpldc@yahoo.com

| Contents | Page No. |
|------------------------------|-----------------|
| Notice | ... 2 |
| Directors' Report | ... 4 |
| Independent Auditors' Report | ... 14 |
| Balance Sheet | ... 20 |
| Statement of Profit and Loss | ... 21 |
| Cash Flow Statement | ... 22 |
| Notes to Accounts | ... 24 |

NOTICE

Notice is hereby given that the 172nd Annual General Meeting of members of the Company will be held at its Registered Office at 10, Middleton Row, Kolkata – 700 071 on Saturday, 21st September, 2019 at 11:30 A. M. to transact the following business:

1. To consider and adopt the audited financial statement of the Company for the financial year ended 31st March, 2019, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri R. K. Dabriwala (DIN : 00086658) who retires by rotation and being eligible, offers himself for re-appointment.

By Authority of the Board

Place : Kolkata

R. K. Dabriwala

Director

Date : July 8, 2019

DIN : 00086658

NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than 48 hours before the commencement of the Meeting.
- b) Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, dividends for the Financial Year ended March 31, 2012 and thereafter, which remain unpaid or unclaimed for a period of 7 years will be transferred to the 'Investor Education and Protection Fund' ("IEPF") constituted by the Central Government. Members, who have not encashed their dividend warrant(s) for the Financial Year ended March 31, 2012 or any subsequent financial year(s) are urged to claim such amount from the Company/Registrar and Share Transfer Agent.
- c) In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has transferred 37,212 underlying Equity Shares, in aggregate in respect of 139 Members on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority maintained with National Securities Depository Limited (NSDL).

Further pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the IEPF Rules as amended from time to time, the Equity Shares in respect of which dividend remains unclaimed / unpaid for seven consecutive years or more, are required to be transferred to the Demat Account of the IEPF Authority. Hence, the Company urges all the Members to encash /claim their respective dividend during the prescribed period. In this regard, the Company has intimated to the Members concerned through letter(s) and subsequently through publication of Notice(s) in daily Newspapers advising them to claim their unclaimed / unpaid dividend from the Company within the stipulated time period. The Company has also uploaded on its website, i.e., www.rcaltd.co.in the complete list of Members along with relevant details pertaining to unclaimed / unpaid dividend for seven consecutive years or more and the corresponding shares liable to be transferred to the Demat Account of the IEPF Authority.

Route Map for Venue of AGM



R. C. A. LIMITED

172ND ANNUAL REPORT & ACCOUNTS 2018-2019

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting to you the 172nd Annual Report together with the Audited Accounts for the year ended March 31, 2019.

FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY

(Amount in ₹)

| Particulars | YEAR ENDED | YEAR ENDED |
|--|------------|-------------|
| | 31.03.2019 | 31.03.2018 |
| Total Income | 62,53,422 | 1,31,60,183 |
| Less: Expenditure | 58,65,185 | 73,09,490 |
| Profit Before Depreciation & Tax | 3,88,237 | 58,50,693 |
| Less: Depreciation and Amortization | 360 | 496 |
| Profit Before Tax | 3,87,877 | 58,50,197 |
| Less: Provision For Taxation | 2,05,000 | 10,51,505 |
| Profit After Tax | 1,82,877 | 47,98,692 |
| Balance Brought Forward From Previous Year | 60,22,672 | 87,01,649 |
| Amount Available For Appropriation | 62,05,549 | 1,35,00,341 |
| Dividend Paid | 12,60,136 | 12,60,136 |
| Dividend Distribution Tax | 2,59,024 | 2,56,533 |
| Transfer to General Reserve | - | 50,00,000 |
| Transfer to Reserve Fund | 40,000 | 9,61,000 |
| Balance carried to Balance Sheet | 46,46,389 | 60,22,672 |

OPERATIONS

During the year under review, your company has achieved a Total Income of ₹ 62,53,422 as compared to last year of ₹ 1,31,60,183 and Net Profit after tax is ₹ 1,82,877 as compared to last year profit of ₹ 47,98,692.

DIVIDEND

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended 31st March, 2019.

RESERVES

For the financial year ended 31st March, 2019, your Company has transferred ₹ 40,000/- to reserve fund.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

There has been no change in the nature of business of the company during the year.

CHANGES IN THE SHARE CAPITAL

There has been no change in the share capital of the company during the year.

DIRECTORS & KEY MANAGERIAL PERSONNEL

The Directors regret to report the sad demise of Smt. Indu Dabriwala, the Director of the Company, who expired on 24.02.2019. The Board Gratefully acknowledges her wise counsel during her tenure of office.

Sri R. K. Dabriwala (DIN : 00086658), Director of the Company, who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

During the year under review, Sri Pankaj Khanna, Company Secretary resigned from the Company with effect from January 1, 2019.

PARTICULARS OF EMPLOYEES

As required by the provisions of Rule 5(2) of the Companies (Appointment & Remuneration) Rules, 2014, no declaration is required as

there are no employees covered under these provisions.

MEETINGS

During the year Six Board Meetings were convened and held. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

SUBSIDIARIES / JOINT VENTURES OR ASSOCIATES COMPANIES

There are no subsidiaries, joint ventures or associates companies of the Company.

AUDITORS

M/s. Shyamsukha Associates, Chartered Accountants (Firm Registration No. 315030E), were appointed as Statutory Auditors of the Company under Section 139 of the Companies Act, 2013 read with provisions of the Companies (Audit and Auditors) Rules, 2014, to hold office for a consecutive period of 5 (Five) years from the conclusion of the 170th AGM until the conclusion of the 175th AGM to be held in the year 2022, subject to ratification by members at every Annual General Meeting.

The Ministry of Corporate Affairs has notified amendments in the provisions of Section 139 of the Companies Act, 2013 and Rules made thereunder with effect from 7th May, 2018, Pursuant to the said amendments, the requirement for ratification of appointment of Statutory Auditors by the Shareholders at every subsequent Annual General Meeting till the conclusion of their tenure has been done away with,. Accordingly, the matter is not taken up before members for consideration.

The Company has received a certificate from M/s. Shyamsukha Associates, Chartered Accountants confirming their eligibility to continue as Auditors of the Company in terms of the provisions of Section 141 of the Companies Act, 2013 and the Rules framed thereunder.

AUDITORS' REPORT

The Auditors' Report does not contain any qualification. Notes to Accounts and Auditors remarks in their report are self-explanatory and do not call for any further comments.

INTERNAL CONTROL SYSTEMS

Your Company maintains a system of internal control designed to provide a high degree of assurance regarding the effectiveness and efficiency of operations, the adequacy of safeguards for assets, the reliability of financial control, compliance with applicable laws and regulations. The internal control system of the Company are monitored and evaluated by internal auditors and their audit reports are periodically reviewed by the Audit Committee of the Board of Directors. The observations and comments of the Audit Committee are placed before the Board.

EXTRACT OF ANNUAL RETURN

An Extract of the Annual Return as on 31st March 2019 in the prescribed Form MGT-9 is attached to this report and forms part of it.

POST BALANCE SHEET EVENTS

There has been no material changes and commitments, affecting the financial position of the company which have occurred between the end of the financial year of the Company to which the financial statement relate and the date of the report.

ORDER OF COURT

During the financial year under review, there were no significant and material orders passed by the regulators or Courts or Tribunals which would impact the going concern status of the Company and its future operations.

DEPOSITS

Your Company has neither invited nor accepted any Deposits covered under Chapter V of the Companies Act, 2013. The Company has not accepted any deposit in terms of the directives issued by the Reserve Bank of India and within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.

LOANS, GUARANTEES OR INVESTMENT UNDER SECTION 186

Your Company is a Non-Banking Financial Company registered under Chapter IIIB of the Reserve Bank of India Act, 1934 and whose principal business is acquisition of securities in respect of its investment and lending activities and this company has not attacked with Section 186.

POLICY ON RELATED PARTY TRANSACTION

The Company has a policy on Related Party Transaction and the same has been displayed on website of Company.

R. C. A. LIMITED

172ND ANNUAL REPORT & ACCOUNTS 2018-2019

RELATED PARTY TRANSACTIONS

During the financial year ended 31st March 2019, all the transactions entered into by the Company with the Related Parties were in the ordinary course of business and on arm's length basis and were in compliance with the applicable provisions of the Companies Act, 2013.

The details of material contract or arrangement or transactions at arm's length basis of related party is annexed in Form AOC-2.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

There has been no such case pending during the year under review.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE DEALING

The provisions of the companies Act relating to conservation of energy, technology absorption, foreign exchange earnings and outgo are not applicable to the company for the year under review.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial control is adequate and operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DELISTING OF COMPANY'S EQUITY SHARES FROM THE CALCUTTA STOCK EXCHANGE LIMITED

The Equity Shares of the Company voluntary delisted from the Exchange with effect from November 30, 2018.

ACKNOWLEDGEMENT

Your Directors would like to place on record their sincere appreciation for the whole hearted support and contributions made by all employees of the Company, Parties, Bankers towards the conduct of the efficient operations of your company.

The Board of Directors of the company also expresses their gratitude to the shareholders for their valuable and un-stinted support extended to the company throughout the year.

For and on behalf of the Board of Directors

Place : Kolkata
Date : July 8, 2019

Rajendra Kumar Dabriwala
Director
(DIN : 00086658)

Alka Tibrawalla
Director
(DIN : 00554318)

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2019

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

I. REGISTRATION & OTHER DETAILS :

| | | |
|----|--|---|
| 1. | CIN | U10200WB1899PLC000255 |
| 2. | Registration Date | 13/11/1899 |
| 3. | Name of the Company | R. C. A. LIMITED |
| 4. | Category/Sub-category of the Company | Company Limited by Shares / Indian Non-Government Company |
| 5. | Address of the Registered office & contact details | 10, Middleton Row, Kolkata, West Bengal, India – 700071 033 4063 3744 |
| 6. | Whether listed company | NO |
| 7. | Name, Address & contact details of the Registrar & Transfer Agent, if any. | Maheswari Datametrics Private Limited 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Phone : 033 22435029 / 22482248 Email : mdpldc@yahoo.com |

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 | Interest on Loan | - | 63.40% |
| 2 | Income from Long Term Investments | - | 36.60% |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – Not Applicable

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding :-

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 01-April-2018] | | | | No. of Shares held at the end of the year [As on 31-March-2019] | | | | % Change during the year |
|--|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 918412 | - | 918412 | 72.8820 | 918412 | - | 918412 | 72.8820 | NIL |
| b) Central Govt | | | | | | | | | |
| c) State Govt(s) | | | | | | | | | |
| d) Bodies Corp. | 176396 | - | 176396 | 13.9982 | 227118 | 1830 | 228948 | 18.1685 | 4.1703 |
| e) Banks / FI | | | | | | | | | |
| f) Any other | | | | | | | | | |
| Sub-total (A)(1) | 1094808 | - | 1094808 | 86.8802 | 1145530 | 1830 | 1147360 | 91.0505 | 4.1703 |
| (2) Foreign | | | | | | | | | |
| a) NRIs – Individuals | | | | | | | | | |
| b) Other - Individuals | | | | | | | | | |
| c) Bodies Corporate | | | | | | | | | |
| d) Banks/FI | | | | | | | | | |
| e) Any other | | | | | | | | | |
| Sub-total (A)(2) | | | | | | | | | |
| Total shareholding of Promoter (A)= (A(1) + A(2)) | 1094808 | - | 1094808 | 86.8802 | 1145530 | 1830 | 1147360 | 91.0505 | 4.1703 |

R. C. A. LIMITED

172ND ANNUAL REPORT & ACCOUNTS 2018-2019

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 01-April-2018] | | | | No. of Shares held at the end of the year [As on 31-March-2019] | | | | % Change during the year |
|--|--|----------|--------|-------------------|--|----------|-------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| B. Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | | | | | | | | | |
| b) Banks / FI | - | 6182 | 6182 | 0.4906 | - | 6182 | 6182 | 0.4906 | NIL |
| c) Central Govt | | | | | | | | | |
| d) State Govt(s) | - | 960 | 960 | 0.0762 | - | 960 | 960 | 0.0762 | NIL |
| e) Venture Capital Funds | | | | | | | | | |
| f) Insurance Companies | - | 200 | 200 | 0.0159 | - | 200 | 200 | 0.0159 | NIL |
| g) FIs | | | | | | | | | |
| h) Foreign Venture Capital Funds | | | | | | | | | |
| i) Others (specify) | | | | | | | | | |
| Alternate Investment Funds | | | | | | | | | |
| Foreign Portfolio Investors | | | | | | | | | |
| Provident Funds / Pension Funds | | | | | | | | | |
| Qualified Foreign Investor | | | | | | | | | |
| Sub-total (B)(1) | - | 7342 | 7342 | 0.5827 | - | 7342 | 7342 | 0.5827 | NIL |
| 2. Non-Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| i) Indian | 86 | 2330 | 2416 | 0.1917 | - | 888 | 888 | 0.0705 | -0.1212 |
| ii) Overseas | | | | | | | | | |
| b) Individuals | | | | | | | | | |
| i) Individual shareholders holding nominal share capital up to ₹1 lakh | 66836 | 52378 | 119214 | 9.4603 | 33126 | 33048 | 66174 | 5.2513 | -4.2090 |
| ii) Individual shareholders holding nominal share capital in excess of ₹1 lakh | | | | | | | | | |
| c) Others (specify) | | | | | | | | | |
| Non Resident Indians | 530 | - | 530 | 0.0421 | 8 | - | 8 | 0.0006 | -0.0415 |
| Qualified Foreign Investor | | | | | | | | | |
| Custodian of Enemy Property | - | 1152 | 1152 | 0.0914 | 1152 | - | 1152 | 0.0914 | NIL |
| Foreign Nationals | | | | | | | | | |
| Clearing Members | | | | | | | | | |
| Trusts | | | | | | | | | |
| Foreign Bodies - D R | | | | | | | | | |
| Foreign Portfolio Investors | | | | | | | | | |
| NBFCs registered with RBI | | | | | | | | | |

| Category of Shareholders | No. of Shares held at the beginning of the year [As on 01-April-2018] | | | | No. of Shares held at the end of the year [As on 31-March-2019] | | | | % Change during the year |
|--|--|----------|---------|-------------------|--|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| Employee Trusts | | | | | | | | | |
| Domestic Corporate Unclaimed Shares Account | | | | | | | | | |
| Investor Education and Protection Fund Authority | 34674 | - | 34674 | 2.7516 | 37212 | - | 37212 | 2.9530 | 0.2014 |
| Sub-total (B)(2) | 102126 | 55860 | 157986 | 12.5371 | 71498 | 33936 | 105434 | 8.3668 | -4.1703 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 102126 | 63202 | 165328 | 13.1198 | 71498 | 41278 | 112776 | 8.9495 | -4.1703 |
| C. Shares held by Custodian for GDRs & ADRs | | | | | | | | | |
| Grand Total (A+B+C) | 1196934 | 63202 | 1260136 | 100.0000 | 1217028 | 43108 | 1260136 | 100.0000 | NIL |

B) Shareholding of Promoters -

| SN | Shareholder's Name | Shareholding at the beginning of the year (As on 01/04/2018) | | | Shareholding at the end of the year (As on 31/03/2019) | | | % change in share holding during the year |
|----|----------------------------------|---|----------------------------------|--|---|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | |
| 1 | Rajendra Kumar Dabriwala | 185384 | 14.7114 | Nil | 185384 | 14.7114 | Nil | Nil |
| 2 | Indu Dabriwala | 70442 | 5.5900 | Nil | - | - | Nil | -5.5900 |
| 3 | I. G. E. (India) Private Limited | 149300 | 11.8479 | Nil | 201852 | 16.0183 | Nil | 4.1704 |
| 4 | International Conveyors Ltd | 27096 | 2.1502 | Nil | 27096 | 2.1502 | Nil | Nil |
| 5 | Surbhit Dabriwala | 530744 | 42.1180 | Nil | 601186 | 47.7080 | Nil | 5.5900 |
| 6 | Yamini Dabriwala | 131842 | 10.4625 | Nil | 131842 | 10.4625 | Nil | Nil |
| | TOTAL | 1094808 | 86.8801 | Nil | 1147360 | 91.0505 | Nil | 4.1704 |

C) Change in Promoters' Shareholding -

| SN | Particulars | Shareholding at the beginning of the year (As on 01/04/2018) | | Cumulative Shareholding during the year | | Shareholding at the end of the year (As on 31/03/2019) | |
|----|---|--|---------------------------------------|---|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Surbhit Dabriwala 31/03/19 – Transfer | 530744 70442 | 42.1180 5.5900 | 601186 | 47.7080 | 601186 | 47.7080 |
| 2 | I. G. E. (India) Private Limited 22/06/18 – Transfer 30/06/18 – Transfer 31/03/19 – Transfer | 149300 42718 5308 4526 | 11.8479 3.3900 0.4212 0.3592 | 192018 197326 201852 | 15.2379 15.6591 16.0183 | 201852 | 16.0183 |
| 3 | Rajendra Kumar Dabriwala | 185384 | 14.7114 | 185384 | 14.7114 | 185384 | 14.7114 |
| 4 | Yamini Dabriwala | 131842 | 10.4625 | 131842 | 10.4625 | 131842 | 10.4625 |
| 5 | International Conveyors Limited | 27096 | 2.1502 | 27096 | 2.1502 | 27096 | 2.1502 |
| 6 | Indu Dabriwala 31/03/19 – Transfer | 70442 -70442 | 5.5900 5.5900 | | | | |

R. C. A. LIMITED

172ND ANNUAL REPORT & ACCOUNTS 2018-2019

D) Shareholding Pattern of top ten Shareholders - (other than Directors, Promoters and Holders of GDRs and ADRs)

| SN | Name | Shareholding at the beginning of the year (As on 01/04/2018) | | Cumulative Shareholding during the year | | Shareholding at the end of the year (As on 31/03/2019) | |
|----|--|--|------------------------------|---|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total shares of company | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | IEPF Authority MCA 21/12/18 Transfer | 34674 2538 | 2.7516 0.2014 | 37212 | 2.9530 | 37212 | 2.9530 |
| 2 | Nikita Modi Dey # 22/06/18 Transfer | 9944 -9944 | 0.7891 0.7891 | | | | |
| 3 | Sunita Devi Modi # 22/06/18 Transfer | 9788 -9788 | 0.7767 0.7767 | | | | |
| 4 | Kishan Kumar Modi (HUF) # 22/06/18 Transfer | 9754 -9754 | 0.7740 0.7740 | | | | |
| 5 | Kishan Kumar Modi # 22/06/18 Transfer | 9736 -9736 | 0.7726 0.7726 | | | | |
| 6 | Mahendra Girdharilal | 7836 | 0.6218 | 7836 | 0.6218 | 7836 | 0.6218 |
| 7 | Zehra A Chinwalla # 29/09/18 Transfer | 5248 -5248 | 0.4165 0.4165 | | | | |
| 8 | Zohair Zoeb Chinwala * 29/09/18 Transfer | 5248 | 0.4165 | 5248 | 0.4165 | 5248 | 0.4165 |
| 9 | Sophie Yunus Moochhala | 4104 | 0.3257 | 4104 | 0.3257 | 4104 | 0.3257 |
| 10 | Sajjab A Kauji # 30/06/18 Transfer | 3148 -3148 | 0.2498 0.2498 | | | | |
| 11 | Indra Kumar Bagri | 3044 | 0.2416 | 3044 | 0.2416 | 3044 | 0.2416 |
| 12 | Hussein Dawoodkhan Taylbjee * | 3024 | 0.2400 | 3024 | 0.2400 | 3024 | 0.2400 |
| 13 | Gopaldass Palor * | 2688 | 0.2133 | 2688 | 0.2133 | 2688 | 0.2133 |
| 14 | Farah Yahyabhoy * | 2678 | 0.2125 | 2678 | 0.2125 | 2678 | 0.2125 |
| 15 | Naheed Taher Carrimjee * | 2328 | 0.1847 | 2328 | 0.1847 | 2328 | 0.1847 |
| 16 | Bank of India * | 2082 | 0.1652 | 2082 | 0.1652 | 2082 | 0.1652 |

* Not in the list of Top 10 shareholders as on 01/04/2018. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31/03/2019.

Ceased to be in the list of Top 10 shareholders as on 31/03/2019. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01/04/2018.

E) Shareholding of Directors and Key Managerial Personnel -

| SN | Name | Shareholding at the beginning of the year (As on 01/04/2018) | | Cumulative Shareholding during the year | | Shareholding at the end of the year (As on 31/03/2019) | |
|----|---|--|----------------------------------|---|----------------------------------|--|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1 | Rajendra Kumar Dabriwala | 185384 | 14.7114 | 185384 | 14.7114 | 185384 | 14.7114 |
| 2 | Indu Dabriwala 31/03/19 Transfer | 70442 -70442 | 5.5900 5.5900 | | | | |
| 3 | Sambhaw Kumar Jain 18/05/18 Transfer | 200 -200 | 0.0159 0.0159 | | | | |

V. INDEBTEDNESS -

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

₹

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|---|----------------------------------|---------------------|----------|---------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i) Principal Amount | - | 1,99,73,311 | - | 1,99,73,311 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i + ii + iii) | - | 1,99,73,311 | - | 1,99,73,311 |
| Change in Indebtedness during the financial year | | | | |
| • Addition | - | 23,70,80,799 | - | 23,70,80,799 |
| • Reduction | - | - | - | - |
| Net Change | - | 23,70,80,799 | - | 23,70,80,799 |
| Indebtedness at the end of the financial year | | | | |
| i) Principal Amount | - | 25,70,54,110 | - | 25,70,54,110 |
| ii) Interest due but not paid | - | - | - | - |
| iii) Interest accrued but not due | - | - | - | - |
| Total (i + ii + iii) | - | 25,70,54,110 | - | 25,70,54,110 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. Remuneration to managing director, whole-time directors and/or manager :

₹

| SN. | Particulars of Remuneration | Name of Managing Director | Total Amount |
|-----|---|---------------------------|--------------|
| | | RAJENDRA KUMAR DABRIWALA | |
| 1 | Gross salary per annum | 3,00,000 | 3,00,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - |
| | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income- tax Act, 1961 | - | - |
| 2 | Stock Option | - | - |
| 3 | Sweat Equity | - | - |
| 4 | Commission | - | - |
| | - as % of profit | - | - |
| | - others, specify... | - | - |
| 5 | Others, please specify | - | - |
| | Total (A) | 3,00,000 | 3,00,000 |
| | Ceiling as per the Act (p.a.) | | |

R. C. A. LIMITED

172ND ANNUAL REPORT & ACCOUNTS 2018-2019

B. Remuneration to other directors :

₹

| SN. | Particulars of Remuneration | Name of Directors | | Total Amount |
|-----|----------------------------------|--------------------|-----------------|--------------|
| | | SAMBHAW KUMAR JAIN | ALKA TIBRAWALLA | |
| 1 | Independent Directors | | | |
| | Fee for attending board meetings | - | - | - |
| | Commission | - | - | - |
| | Others, please specify | - | - | - |
| | Total (1) | - | - | - |
| 2 | Other Non-Executive Directors | | INDU DABRIWALA | |
| | Fee for attending board meetings | | - | - |
| | Commission | | - | - |
| | Others, please specify | | - | - |
| | Total (2) | | - | - |
| | Total (B)=(1+2) | | - | - |
| | Total Managerial Remuneration | | | 3,00,000 |
| | Overall Ceiling as per the Act | | | |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD :

₹

| SN | Particulars of Remuneration | Key Managerial Personnel | | | |
|----|---|--------------------------|----------|----------|----------|
| | | CEO | CS | CFO | Total |
| 1 | Gross salary | - | 2,34,000 | 6,42,000 | 8,76,000 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | - | - | - | - |
| | (b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of salary under section 17(3) of the Income-tax Act, 1961 | - | - | - | - |
| 2 | Stock Option | - | - | - | - |
| 3 | Sweat Equity | - | - | - | - |
| 4 | Commission | - | - | - | - |
| | - as % of profit | - | - | - | - |
| | others, specify... | - | - | - | - |
| 5 | Others, please specify - Bonus | - | - | 16,800 | 16,800 |
| | Total | - | 2,34,000 | 6,58,800 | 8,92,800 |

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

FORM NO. AOC - 2

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

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

1. Details of contracts or arrangements or transactions not at Arm's length basis. – Not Applicable
2. Details of contracts or arrangements or transactions at Arm's length basis.

| SL. No. | Particulars with Details |
|---------|--|
| a) | <p>Name (s) of the related party & nature of relationship :-</p> <p>i) Key Management Personnel (KMP) :</p> <p>1) Sri R. K. Dabriwala Promoter Director</p> <p>2) Smt. Indu Dabriwala Promoter Director (Deceased during the year)</p> <p>ii) Enterprises where key management personnel and their relatives have substantial interest and / or significant influence :</p> <p>1) International Conveyors Limited</p> <p>2) Elpro International Limited</p> <p>3) Elpro Estates Limited</p> |
| b) | <p>Nature of contracts/arrangements/transaction :-</p> <p>Availing of Services, Loan given and received, Remuneration paid etc.</p> |
| c) | <p>Duration of the contracts/arrangements/transaction :-</p> <p>As per mutual agreement, repayable on demand</p> |
| d) | <p>Salient terms of the contracts or arrangements or transaction including the value, if any:-</p> <p>Transactions with Related parties were disclosed in the notes to accounts forming part of the financial statements for the year ended March 31, 2019.</p> |
| e) | <p>Justification for entering into such contracts or arrangements or transactions:-</p> <p>For maintain the compliance in finance and legal sector of the Company and to follow Listing Agreement, Companies Act, SEBI regulations etc, the company hire Key Managerial Personal on Arm's Length basis and here it is also disclosed the details of Enterprises where key management personnel and their relatives have substantial interest and / or significant influence.</p> |
| f) | <p>Date of approval by the Board:-</p> <p>Not applicable, since the contract was entered into in the ordinary course of business and on arm's length basis.</p> |
| g) | <p>Amount paid as advances, if any:-</p> <p>No amount is being paid in advance.</p> |
| h) | <p>Date on which the special resolution was passed in General meeting as required under first proviso to section 188:-</p> <p>Not Applicable</p> |

For and on behalf of the Board of Directors

Rajendra Kumar Dabriwala
Director
(DIN : 00086658)

Alka Tibrawalla
Director
(DIN : 00554318)

Place : Kolkata
Date : July 8, 2019

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF R. C. A. LIMITED**Report on the audit of the financial statements****Opinion**

We have audited the accompanying financial statements of R. C. A. LIMITED ("the Company"), which comprise the balance sheet as at March 31, 2019, and the Statement of Profit and Loss and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, its profit and cash flows for the year ended on that date.

Basis for opinion

We conducted our audit in accordance with the standards on auditing specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules there under, 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

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

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.

Information other than the financial statements and auditor's report thereon

The Company's board of directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Business Responsibility Report but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

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

Management's responsibility for the financial statements

The Company's board of directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting standards specified under section 133 of the Act.

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

INDEPENDENT AUDITOR'S REPORT (Contd.)

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

The board of directors are also responsible for overseeing the Company's financial reporting process.

Auditor's responsibilities for the audit of the financial statements

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

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

Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements.

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

INDEPENDENT AUDITOR'S REPORT (Contd.)

2. As required by Section 143 (3) of the Act, we report that:
- I. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - II. 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.
 - III. The Balance Sheet, the Statement of Profit and Loss and the cash flow dealt with by this Report are in agreement with the books of account.
 - IV. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendments Rules, 2016.
 - V. On the basis of the written representations received from the directors as at 31st March, 2019 and taken on record by the Board of Directors, none of the directors is disqualified as at 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
 - VI. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure- B".
 - VII. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a. The Company did not have any pending litigations which would impact its financial position.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts required to be transferred to Investor Education and Protection Fund by the Company.

For **SHYAMSUKHA ASSOCIATES**

Chartered Accountants

F.R. No. 315030E

CA. SUNIL SHYAMSUKHA

Proprietor

Membership No. 52092

Place : Kolkata

Date : July 8, 2019

UDIN : 19052092AAAABQ1059

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT

Statement referred to in our report of even date to the members of R.C.A. Limited on the financial statements for the year ended 31st March, 2019.

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
- b) The fixed assets have been physically verified by the management during the year. To the best of our knowledge, no material discrepancy was noticed on such verification.
- c) As the Company has no immovable property, provisions of clause (i)(c) of para 3 of the said order is not applicable to the Company.
- (ii) As the Company has no inventory, provisions of clause (ii) of para 3 of the said order is not applicable to the Company.
- (iii) The Company has granted loans to 3 (three) bodies corporate covered in the register maintained under section 189 of the Act.
 - a) In our opinion and as per information and explanations given to us, the terms and conditions on which the loans had been granted were not, prima facie, prejudicial to the interest of the Company.
 - b) In the case of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act, the loans are repayable on demand and has been repaid as and when demanded.
 - c) There are no overdue amounts in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the Act.
- (iv) In our opinion and according to the information and explanations given to us, there are neither any loans, guarantees, and securities granted nor any investment made in respect of which provisions of Section 185 and 186 of the Act are applicable
- (v) The Company has not accepted any deposit in terms of the directives issued by the Reserve Bank of India and within the meaning of Section 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) The provisions regarding maintenance of the cost records under Section 148(1) of the Companies Act 2013 are not applicable to the Company.
- (vii) a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income-tax, Goods and Service Tax, Customs Duty, cess and any other statutory dues, to the extent applicable, have been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues, as on 31st of March, 2019 for a period of more than six months from the date they became payable.
- b) According to the information and explanations given to us, there are no disputed statutory dues, therefore the provision of para (vii) (b) of paragraph 3 of the said order are not applicable to the company.
- (viii) On the basis of our examination of records and according to the information and explanations given to us, the Company has not taken any loans or borrowing from financial institution, bank or Government. The Company has not issued any debentures. Therefore, clauses (viii) of paragraph 3 of the said order are not applicable to the Company.
- (ix) On the basis of our examination of records and according to the information and explanations given to us, the Company has neither raised any money by way of initial public offer or further public offer (including debt instruments) nor taken any term loan during the year. Therefore, clause (ix) of paragraph 3 of the said order is not applicable to the Company.
- (x) In our opinion and according to the information and explanations given to us, no fraud by the Company or on the Company by its officers/employees has been noticed or reported during the year that causes the financial statements materially misstated.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) The Company is not a Nidhi Company. Therefore, clause (xii) of paragraph 3 of the said order is not applicable to the Company.

“ANNEXURE A” TO THE INDEPENDENT AUDITOR’S REPORT (Contd.)

- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, clause (xiv) of paragraph 3 of the said order is not applicable to the Company.
- (xv) On the basis of our examination of records and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them during the year under the provisions of section 192 of the Act. Therefore, clause (xv) of paragraph 3 of the said order is not applicable to the Company.
- (xvi) On the basis of our examination of records and according to the information and explanations given to us, the Company is registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **SHYAMSUKHA ASSOCIATES**

Chartered Accountants

F.R. No. 315030E

CA. SUNIL SHYAMSUKHA

Proprietor

Membership No. 52092

Place : Kolkata

Date : July 8, 2019

UDIN : 19052092AAAABQ1059

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF R.C.A. LIMITED

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

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

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT (Contd.)**Meaning of Internal Financial Controls Over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

For SHYAMSUKHA ASSOCIATES*Chartered Accountants*

F.R. No. 315030E

CA. SUNIL SHYAMSUKHA*Proprietor*

Membership No. 52092

Place : Kolkata

Date : July 8, 2019

UDIN : 19052092AAAABQ1059

R. C. A. LIMITED

172ND ANNUAL REPORT & ACCOUNTS 2018-2019

BALANCE SHEET AS AT 31ST MARCH, 2019

Amount in ₹

| Particulars | Note No. | As at 31st March, 2019 | | As at 31st March, 2018 | |
|--------------------------------------|----------|------------------------|---------------------|------------------------|---------------------|
| I. EQUITY AND LIABILITIES | | | | | |
| (1) Shareholders' funds | | | | | |
| (a) Share capital | 2 | 63,00,680 | | 63,00,680 | |
| (b) Reserves and surplus | 3 | 15,20,47,389 | | 15,33,83,672 | |
| | | | 15,83,48,069 | | 15,96,84,352 |
| (2) Non - current liabilities | | | | | |
| (a) Long - term provisions | 4 | | 6,95,943 | | 6,11,917 |
| (3) Current liabilities | | | | | |
| (a) Short - term borrowings | 5 | 25,70,54,110 | | 1,99,73,311 | |
| (b) Other current liabilities | 6 | 5,22,435 | | 5,63,857 | |
| (c) Short - term provisions | 7 | 36,52,338 | | 26,50,599 | |
| | | | 26,12,28,883 | | 2,31,87,767 |
| TOTAL | | | 42,02,72,895 | | 18,34,84,036 |
| II. ASSETS | | | | | |
| (1) Non - current assets | | | | | |
| (a) Property, plant and equipment | 8 | 7,098 | | 7,458 | |
| (b) Non - current investments | 9 | 14,05,86,554 | | 7,15,03,749 | |
| (c) Long - term loans and advances | 10 | 57,65,459 | | 57,50,459 | |
| | | | 14,63,59,111 | | 7,72,61,666 |
| (2) Current assets | | | | | |
| (a) Cash and bank balances | 11 | 7,54,278 | | 8,16,997 | |
| (b) Short - term loans and advances | 12 | 27,31,59,506 | | 10,54,05,373 | |
| | | | 27,39,13,784 | | 10,62,22,370 |
| TOTAL | | | 42,02,72,895 | | 18,34,84,036 |
| Significant accounting policies | 1 | | | | |
| Other disclosures | 18 | | | | |

The accompanying notes 1 to 18 are an integral part of the Financial Statements.

For **SHYAMSUKHA ASSOCIATES**
Chartered Accountants
Firm's Registration No. - 315030E

(CA. SUNIL SHYAMSUKHA
Proprietor
Membership No. 52092)
Place of Signature : Kolkata
Dated : July 8, 2019
UDIN : 19052092AAAABQ1059

On behalf of the Board

Rajendra Kumar Dabriwala
Director
(DIN : 00086658)

Alka Tibrawalla
Director
(DIN : 00554318)

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2019

Amount in ₹

| Particulars | Note No. | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|---|----------|--------------------------------|--------------------------------|
| I. Revenue from operations | 13 | 62,53,422 | 1,30,36,749 |
| II. Other income | 14 | - | 1,23,434 |
| III. Total revenue (I+II) | | 62,53,422 | 1,31,60,183 |
| IV. Expenses : | | | |
| Employee benefits expense | 15 | 22,87,369 | 26,43,602 |
| Finance costs | 16 | 18,43,463 | 37,48,124 |
| Depreciation and amortization expense | | 360 | 496 |
| Other expenses | 17 | 17,34,353 | 9,17,764 |
| Total expenses | | 58,65,545 | 73,09,986 |
| V. Profit before exceptional and extra ordinary items and tax (III-IV) | | 3,87,877 | 58,50,197 |
| VI. Exceptional items | | - | - |
| VII. Profit before extraordinary items and tax (V-VI) | | 3,87,877 | 58,50,197 |
| VIII. Extraordinary items | | - | - |
| IX. Profit before tax (VII-VIII) | | 3,87,877 | 58,50,197 |
| X. Tax expense : | | | |
| Current tax | | 2,05,000 | 11,00,000 |
| Income tax for earlier years | | - | (48,495) |
| XI. Profit for the year (IX-X) | | 1,82,877 | 47,98,692 |
| XII. Basic & Diluted Earnings per share (Face Value ₹ 5/- per equity share) | 18.2 | 0.15 | 3.81 |
| Significant accounting policies | 1 | | |
| Other disclosures | 18 | | |

The accompanying notes 1 to 18 are an integral part of the Financial Statements.

For **SHYAMSUKHA ASSOCIATES**
Chartered Accountants
Firm's Registration No. - 315030E

(CA. SUNIL SHYAMSUKHA
Proprietor
Membership No. 52092)
Place of Signature : Kolkata
Dated : July 8, 2019
UDIN : 19052092AAAABQ1059

On behalf of the Board

Rajendra Kumar Dabriwala
Director
(DIN : 00086658)

Alka Tibrawalla
Director
(DIN : 00554318)

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

Amount in ₹

| | 2018-2019 | 2017-2018 |
|--|--------------------|--------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit before Exceptional Items and Extra Ordinary Items and Tax | 3,87,877 | 58,50,197 |
| Adjustments to reconcile Profit before Exceptional Items, Extra Ordinary Items and Tax to Cash Flow provided by Operating Activities : | | |
| Depreciation & Amortisation Expense | 360 | 496 |
| Excess provision for standard assets written back | - | (96,558) |
| Operating Profit / (Loss) before working Capital changes | 3,88,237 | 57,54,135 |
| Adjustments to reconcile Operating Profit to Cash Flow provided by changes in Working Capital : | | |
| Increase / (decrease) in long - term provisions | 84,026 | 1,23,878 |
| Increase / (decrease) in short - term borrowings | 23,70,80,799 | (4,54,33,384) |
| Increase / (decrease) in other current liabilities | (41,422) | (9,58,688) |
| Increase / (decrease) in short term provisions | 10,01,739 | 1,68,053 |
| (Increase) / decrease in Investments | (6,90,82,805) | - |
| (Increase) / decrease in long - term loans and advances | (15,000) | (28,440) |
| (Increase) / decrease in short - term loans and advances | (16,77,54,133) | 4,34,14,121 |
| (Increase) / decrease in unpaid dividend account | 19,757 | 16,347 |
| Cash Generated from Operations | 16,81,198 | 30,56,022 |
| Tax (Expense) / Refund | (2,05,000) | (16,51,505) |
| Cash Flow before Extraordinary items | 14,76,198 | 14,04,517 |
| Extraordinary item | - | - |
| Net Cash Generated / Used - Operating Activities | 14,76,198 | 14,04,517 |
| B. CASH FLOW FROM INVESTING ACTIVITIES : | | |
| Net Cash Generated / Used - Investing Activities | - | - |
| C. CASH FLOW FROM FINANCING ACTIVITIES : | | |
| Dividend Paid | (12,60,136) | (12,60,136) |
| Dividend Distribution Tax Paid | (2,59,024) | (2,56,533) |
| Net Cash Generated / Used - Financing Activities | (15,19,160) | (15,16,669) |
| Net Increase in Cash & Cash Equivalents (A+B+C) | (42,962) | (1,12,152) |
| Cash and Cash Equivalents - Opening Balance | 2,95,314 | 4,07,466 |
| Cash and Cash Equivalents - Closing Balance (Refer Note No. 11) | 2,52,352 | 2,95,314 |

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2019 (Contd.)**Notes :**

- i) The above Cash flow has been prepared under the "Indirect method" as set out in the AS - 3 on cash flow statement notified under the Companies (Accounting Standard) Rules, 2006
- ii) Cash & Cash Equivalents do not include any amount which is not available to the Company for its use.
- iii) Figures in bracket represent cash out flow from respective activities.

This is the Cash Flow Statement referred to in our report of even date.

For **SHYAMSUKHA ASSOCIATES**
Chartered Accountants
Firm's Registration No. - 315030E

(CA. SUNIL SHYAMSUKHA
Proprietor
Membership No. 52092)

On behalf of the Board

Place of Signature : Kolkata
Dated : July 8, 2019
UDIN : 19052092AAAABQ1059

Rajendra Kumar Dabriwala
Director
(DIN : 00086658)

Alka Tibrawalla
Director
(DIN : 00554318)

NOTES TO ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2019**Note 1 SIGNIFICANT ACCOUNTING POLICIES****1.1 Basis of preparation**

- (a) The Financial Statements are prepared in accordance with the historical cost convention and the accrual basis of accounting.
- (b) The financial statements have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendmends Rules, 2016 and the relevant provisions of the Companies Act, 1956 and Companies Act, 2013, to the extent notified. The financial statements have been prepared on an accrual basis and under the historical cost convention. The accounting policies applied by the company are consistent with those used in the previous year.
- (c) All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of services provided and time between the rendering of services and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current and non-current classification of assets and liabilities.

1.2 Use of Estimates

The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities including Contingent Liabilities as of the date of the financial statements and the reported income and expenses for the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialise.

1.3 Property, plant and equipment and depreciation

- (a) Property, plant and equipment are stated at cost of acquisition including any attributable cost for bringing the asset to its working condition for its intended use, less accumulated depreciation. Cost includes taxes, duties, freight and incidental expenses related to the acquisition and installation of the assets.
- (b) Depreciation on Property, plant and equipment is provided on Written Down Value ('WDV') Method, which reflects the management's estimate of the useful lives of the respective Property, plant and equipment. Such useful life are equal to the corresponding useful life prescribed in Part C of Schedule II to Companies Act 2013. Residual value has been considered as 5% of the costs of the assets.
- (c) Depreciation/amortisation on assets added, sold or discarded during the year is provided on pro-rata basis.
- (d) Wherever events or changes in circumstances indicate that the carrying value of property, plant and equipment may be impaired, the company subjects such assets to test of recoverability, based on discounted cash flows expected from use or disposal of such assets. If the assets are impaired, the Company recognizes an impairment loss as difference between the carrying value and recoverable value.

After impairment, depreciation or amortisation on assets is provided on the revised carrying amount of the respective asset over its remaining useful life.

1.4 Investments

- (a) Investments that are readily realizable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments.
- (b) Current Investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long Term Investments are stated at cost. Provision for diminution in value, is made to recognize a decline other than temporary in the value of the investments.

1.5 Employee Benefit

- (a) Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

NOTES TO ACCOUNTS (Contd.)**SIGNIFICANT ACCOUNTING POLICIES (Contd.)**

- (b) Long-term employee benefits are recognised as an expense in the Statement of Profit and Loss for the year in which the employees have rendered services. The expense is recognised at the present value of the amount payable as per actuarial valuations using the Projected Unit Credit Method. Actuarial gains and losses in respect of such benefits are recognised in the Statement of Profit and Loss.

1.6 Revenue Recognition

- (a) Revenue from sale of goods is recognised when significant risks and rewards of ownership are transferred to customer.
- (b) Dividend is recognized when the company right to receive dividend is established.
- (c) Interest is accounted for on accrual basis except that income on non-performing assets is recognised on realisation basis as per prudential norms prescribed under Non-Banking Financial Companies Prudential Norms (Reserve Bank) Direction,1998(As Amended)
- (d) All other income is accounted for on accrual basis.

1.7 Taxes on Income

Current Tax is the amount of tax payable on the taxable income for the year determined in accordance with the provisions of the Income Tax Act,1961.

Deferred Tax is recognised, subject to the consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods measured using the tax rates and tax laws that have been enacted by the balance sheet date. Provision for Tax is made for current tax and deferred tax. The deferred tax assets and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or subsequently enacted by Balance Sheet date.

1.8 Provisions, Contingent liabilities and Contingent assets

- (a) Provisions are recognised in respect of obligation where based on evidence available their existence at the Balance Sheet date is considered probable.
- (b) Contingent Assets are neither recognised nor disclosed in the financial statements.

1.9 Earning Per Share

The Company reports basic and diluted earning per equity share in accordance with Accounting Standard-20, Earning par share. Basic earning per equity share has been computed by dividing net profit after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earning during the year adjusted for effects of all dilutive potential equity shares ,per equity share is computed using the weighted average number of equity shares and dilutive potential equity shares outstanding during the year.Dilutive potential equity shares are determined independently for each period presented.

1.10 Cash flow statement

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

1.11 Cash and cash equivalents

Cash and cash equivalents includes cash in hand, cheques in hand, balance with banks in current accounts and short term, highly liquid investments with an original maturity of three months or less and which carries insignificant risk of changes in value.

1.12 Expenses

All expenses is accounted for on accrual basis.

1.13 Loans and Advances

Loans and Advances are classified as performing and non-performing assets and provisions are made in accordance with prudential norms prescribed under Non-Banking Financial Companies Prudential Norms (Reserve Bank) Direction, 1998 (As amended).

NOTES TO ACCOUNTS (Contd.)
Note No. : 2
SHARE CAPITAL

| Particulars | As at 31st March, 2019 | | As at 31st March, 2018 | |
|---|------------------------|--------------------|------------------------|--------------------|
| | No. of shares | Amount (₹) | No. of shares | Amount (₹) |
| (a) Authorised | | | | |
| Equity shares of par value ₹ 5/- each | 55,00,000 | 2,75,00,000 | 55,00,000 | 2,75,00,000 |
| Preference shares of par value ₹ 100/- each | 25,000 | 25,00,000 | 25,000 | 25,00,000 |
| | | 3,00,00,000 | | 3,00,00,000 |
| (b) Issued, subscribed and fully paid up | | | | |
| Equity shares of par value ₹ 5/- each | 12,60,136 | 63,00,680 | 12,60,136 | 63,00,680 |
| | | 63,00,680 | | 63,00,680 |

(c) The holders of equity shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the shareholders of the Company.

(d) All equity shares rank equally with regard to the repayment of capital in the event of liquidation of the Company.

(e) Shareholders holding more than 5 % of the equity shares in the Company :

| Name of shareholder | As on 31st March, 2019 | | As on 31st March, 2018 | |
|----------------------------------|------------------------|--------------|------------------------|--------------|
| | No. of shares held | % of holding | No. of shares held | % of holding |
| Surbhit Dabriwala | 6,01,186 | 47.71 | 5,30,744 | 42.12 |
| Rajendra Kumar Dabriwala | 1,85,384 | 14.71 | 1,85,384 | 14.71 |
| I. G. E. (India) Private Limited | 2,01,852 | 16.02 | 1,49,300 | 11.85 |
| Yamini Dabriwala | 1,31,842 | 10.46 | 1,31,842 | 10.46 |
| Indu Dabriwala | - | - | 70,442 | 5.59 |

NOTES TO ACCOUNTS (Contd.)

Note No. : 3

RESERVES AND SURPLUS

Amount in ₹

| Particulars | As at 31st March, 2019 | | As at 31st March, 2018 | |
|---|------------------------|---------------------|------------------------|---------------------|
| | | | | |
| (a) Capital redemption reserve | | | | |
| Balance as per last account | | 50,000 | | 50,000 |
| (b) General reserve | | | | |
| Balance as per last account | 11,51,00,000 | | 11,01,00,000 | |
| Add : Transfer from Surplus | - | 11,51,00,000 | 50,00,000 | 11,51,00,000 |
| (c) Reserve Fund | | | | |
| Balance as per last account | 3,22,11,000 | | 3,12,50,000 | |
| Add : Transfer from Surplus | 40,000 | 3,22,51,000 | 9,61,000 | 3,22,11,000 |
| (d) Surplus | | | | |
| Balance as per last account | 60,22,672 | | 87,01,649 | |
| Add : Surplus as per Statement of Profit and Loss | 1,82,877 | | 47,98,692 | |
| Amount available for appropriation | 62,05,549 | | 1,35,00,341 | |
| Less : Appropriations : | | | | |
| Dividend paid | 12,60,136 | | 12,60,136 | |
| Tax on dividend | 2,59,024 | | 2,56,533 | |
| Transfer to general reserve | - | | 50,00,000 | |
| Transfer to reserve fund | 40,000 | | 9,61,000 | |
| Balance at the end of the year | | 46,46,389 | | 60,22,672 |
| Total Reserves and surplus | | 15,20,47,389 | | 15,33,83,672 |

Notes :

- i) General reserve is primarily created to comply with the requirements of section 123(1) of Companies Act, 2013. This is a free reserve and can be utilised for any general purpose like for issue of bonus shares, payment of dividend, buy back of shares etc.
- ii) Reserve fund has been created pursuant to the provision of section 45-1C of Reserve Bank of India Act, 1934.

NOTES TO ACCOUNTS (Contd.)
Note No. : 4
LONG-TERM PROVISIONS

Amount in ₹

| Particulars | As at 31st March, 2019 | As at 31st March, 2018 |
|---------------------------------|---------------------------|---------------------------|
| Provision for employee benefits | | |
| For Leave encashment | 1,80,706 | 1,64,061 |
| For Gratuity | 5,15,237 | 4,47,856 |
| | 6,95,943 | 6,11,917 |

Note No. : 5
SHORT - TERM BORROWINGS

Amount in ₹

| Particulars | As at 31st March, 2019 | As at 31st March, 2018 |
|----------------------------------|---------------------------|---------------------------|
| Unsecured loan | | |
| From Related parties - Directors | 25,10,54,110 | 1,30,98,102 |
| From Others | 60,00,000 | 68,75,209 |
| | 25,70,54,110 | 1,99,73,311 |

Note No. : 6
OTHER CURRENT LIABILITIES

Amount in ₹

| Particulars | As at 31st March, 2019 | As at 31st March, 2018 |
|-----------------------|---------------------------|---------------------------|
| Unclaimed dividends * | 5,01,926 | 5,21,683 |
| Accrued expenses | 20,509 | 42,174 |
| | 5,22,435 | 5,63,857 |

* There is no amount due and outstanding to be credited to Investor Education & Protection Fund.

Note No. : 7
SHORT - TERM PROVISIONS

Amount in ₹

| Particulars | As at 31st March, 2019 | | As at 31st March, 2018 | |
|---|------------------------|------------------|------------------------|------------------|
| Provision for employee benefits | | | | |
| For leave encashment | 1,88,866 | | 1,72,891 | |
| For gratuity | 10,74,310 | 12,63,176 | 9,63,689 | 11,36,580 |
| Provision for taxation | | 13,05,000 | | 11,00,000 |
| Contingent provision against standard assets* | | 10,84,162 | | 4,14,019 |
| | | 36,52,338 | | 26,50,599 |

* This Provision has been made in accordance with Non-Banking Financial (Non Deposit Accepting or Holding) Companies prudential norms (Reserve Bank) Directions, 2007 (as amended).

NOTES TO ACCOUNTS (Contd.)

Note No. : 8

Amount in ₹

PROPERTY, PLANT AND EQUIPMENT

| Particulars | Plant and equipment | Furniture and fixtures | Computers | Total |
|--|---------------------|------------------------|---------------|-----------------|
| Gross block | | | | |
| Gross carrying amount as at 01.04.2018 | 67,272 | 1,60,680 | 41,265 | 2,69,217 |
| Additions during the year | - | - | - | - |
| Disposals/deductions during the year | - | - | - | - |
| Gross carrying amount as at 31.03.2019 | 67,272 | 1,60,680 | 41,265 | 2,69,217 |
| Depreciation /Amortization | | | | |
| Opening accumulated depreciation / amortization | 64,499 | 1,58,058 | 39,202 | 2,61,759 |
| Depreciation /amortization for the year | - | 360 | - | 360 |
| Disposals/deductions for the year | - | - | - | - |
| Closing accumulated depreciation / amortization | 64,499 | 1,58,418 | 39,202 | 2,62,119 |
| Net carrying amount | | | | |
| Net block as at 31.03.2019 | 2,773 | 2,262 | 2,063 | 7,098 |

PROPERTY, PLANT AND EQUIPMENT - PREVIOUS YEAR

Amount in ₹

| Particulars | Plant and equipment | Furniture and fixtures | Computers | Total |
|--|---------------------|------------------------|---------------|-----------------|
| Gross block | | | | |
| Gross carrying amount as at 01.04.2017 | 67,272 | 1,60,680 | 41,265 | 2,69,217 |
| Additions during the year | - | - | - | - |
| Disposals/deductions during the year | - | - | - | - |
| Gross carrying amount as at 31.03.2018 | 67,272 | 1,60,680 | 41,265 | 2,69,217 |
| Depreciation /Amortization | | | | |
| Opening accumulated depreciation / amortization | 64,499 | 1,57,562 | 39,202 | 2,61,263 |
| Depreciation /amortization for the year | - | 496 | - | 496 |
| Disposals/deductions for the year | - | - | - | - |
| Closing accumulated depreciation / amortization | 64,499 | 1,58,058 | 39,202 | 2,61,759 |
| Net carrying amount | | | | |
| Net block as at 31.03.2018 | 2,773 | 2,622 | 2,063 | 7,458 |

NOTES TO ACCOUNTS (Contd.)

Note No. : 9

NON-CURRENT INVESTMENTS (OTHER THAN TRADE)

Amount in ₹

| Particulars | Face value | Number of shares | As at 31st March, 2019 | Number of shares | As at 31st March, 2018 |
|---|------------|--------------------|------------------------|------------------|------------------------|
| Long term | | | | | |
| Investment in property (At Cost) | | (A) | 3,88,788 | | 3,88,788 |
| Investment in equity shares of companies | | | | | |
| i) Quoted (At cost less provision for other than temporary diminution) | | | | | |
| Fully paid up : | | | | | |
| Other companies : | | | | | |
| International Conveyors Limited | 1 | 6,27,520 | - | 6,27,520 | - |
| Elpro International Limited | 1 | 1,11,58,548 | 13,20,28,861 | 89,87,160 | 6,23,27,306 |
| Punjab National Bank | 2 | 715 | 55,770 | 715 | 55,770 |
| UCO Bank | 10 | 400 | 4,800 | 400 | 4,800 |
| | | (B) | 13,20,89,431 | | 6,23,87,876 |
| (ii) Unquoted (At cost) | | | | | |
| Fully paid up : | | | | | |
| Other companies : | | | | | |
| I. G. E. (India) Private Limited | 1 | 7,750 | 7,500 | 7,750 | 7,500 |
| Dabri Properties & Trading Company Ltd. | 10 | 1,00,054 | 30,99,835 | 1,00,054 | 30,99,835 |
| Middleton Developers Limited | 100 | - | - | 2,475 | 6,18,750 |
| Woodlands Multispeciality Hospital Ltd. | 10 | 195 | 1,000 | 195 | 1,000 |
| Fortune Capital Holding Private Limited | 10 | 2,00,000 | 50,00,000 | 2,00,000 | 50,00,000 |
| | | (C) | 81,08,335 | | 87,27,085 |
| | | (A + B + C) | 14,05,86,554 | | 7,15,03,749 |
| Aggregate amount of quoted investments | | | 13,20,89,431 | | 6,23,87,876 |
| Aggregate amount of unquoted investments | | | 84,97,123 | | 91,15,873 |
| Aggregate market value of quoted investments | | | 53,39,66,534 | | 40,67,57,804 |
| Aggregate amount of provision in value of investments | | | - | | - |

NOTES TO ACCOUNTS (Contd.)
Note No. : 10
LONG - TERM LOANS AND ADVANCES

(Unsecured, considered good)

Amount in ₹

| Particulars | As at 31st March, 2019 | | As at 31st March, 2018 | |
|--------------------------|------------------------|------------------|------------------------|------------------|
| Capital advance | | 45,73,440 | | 45,58,440 |
| Other loans and advances | | | | |
| Security deposits | | 62,100 | | 62,100 |
| Tax deducted at source | | 1,44,819 | | 1,44,819 |
| Income tax refundable | | 9,85,100 | | 9,85,100 |
| | | 57,65,459 | | 57,50,459 |

Note No. : 11
CASH AND BANK BALANCES

Amount in ₹

| Particulars | As at 31st March, 2019 | | As at 31st March, 2018 | |
|---------------------------|------------------------|-----------------|------------------------|-----------------|
| Cash and cash equivalents | | | | |
| Balances with banks | | | | |
| In current accounts | 2,26,653 | | 2,71,157 | |
| Cash on hand | 25,699 | 2,52,352 | 24,157 | 2,95,314 |
| Other bank balances | | | | |
| Earmarked balances | | | | |
| Unpaid dividend accounts | | 5,01,926 | | 5,21,683 |
| | | 7,54,278 | | 8,16,997 |

Note No. : 12
SHORT - TERM LOANS AND ADVANCES

(Unsecured, considered good)

Amount in ₹

| Particulars | As at 31st March, 2019 | | As at 31st March, 2018 | |
|--------------------------|------------------------|---------------------|------------------------|---------------------|
| Other loans and advances | | | | |
| Intercorporate deposits | | 27,10,40,484 | | 10,35,04,836 |
| Tax deducted at source | | 16,97,022 | | 13,00,537 |
| Advance to others | | 4,22,000 | | 6,00,000 |
| | | 27,31,59,506 | | 10,54,05,373 |

NOTES TO ACCOUNTS (Contd.)**Note No. : 13****REVENUE FROM OPERATIONS**

Amount in ₹

| Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|---|--------------------------------|--------------------------------|
| Interest (Gross)* | | |
| On Loans | 39,64,846 | 1,30,05,373 |
| Dividend income | | |
| Long term investment | 31,376 | 31,376 |
| Net gain on sale of long term investments | 22,57,200 | - |
| | 62,53,422 | 1,30,36,749 |
| * Tax deducted at source on interest | 3,96,485 | 13,00,537 |

Note No. : 14**OTHER INCOME**

Amount in ₹

| Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|---|--------------------------------|--------------------------------|
| Excess provision for standard assets written back | - | 96,558 |
| Interest on Income Tax Refund | - | 26,876 |
| | - | 1,23,434 |

Note No. : 15**EMPLOYEE BENEFITS EXPENSE**

Amount in ₹

| Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|---|--------------------------------|--------------------------------|
| Salaries and wages | 19,04,400 | 21,86,400 |
| Gratuity and leave encashment | 2,10,622 | 2,91,931 |
| Contribution to provident and other funds | 1,58,400 | 1,46,880 |
| Staff welfare expense | 13,947 | 18,391 |
| | 22,87,369 | 26,43,602 |

Note No. : 16**FINANCE COSTS**

Amount in ₹

| Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|--------------------------|--------------------------------|--------------------------------|
| Interest expense | | |
| On short term borrowings | 18,43,463 | 37,48,124 |
| | 18,43,463 | 37,48,124 |

NOTES TO ACCOUNTS (Contd.)

Note No. : 17

OTHER EXPENSES

Amount in ₹

| Particulars | Year ended 31st March, 2019 | | Year ended 31st March, 2018 | |
|---|--------------------------------|------------------|--------------------------------|-----------------|
| | Electricity charges | | 1,30,380 | |
| Rent | | 35,117 | | 29,760 |
| Rates and taxes (excluding taxes on income) | | 31,801 | | 55,374 |
| Payments to auditor | | | | |
| For statutory audit | 15,000 | | 15,000 | |
| For tax audit | - | | 3,000 | |
| For other services (Limited reviews & certifications) | 3,000 | 18,000 | 7,500 | 25,500 |
| Repairs & Maintenance - Others | | 4,720 | | 12,490 |
| Legal & professional expenses | | 1,90,287 | | 1,75,863 |
| Depository charges | | 3,27,207 | | 1,770 |
| Miscellaneous expenses | | 3,26,698 | | 4,65,527 |
| Provision for standard assets | | 6,70,143 | | - |
| | | 17,34,353 | | 9,17,764 |

Note No. : 18

OTHER DISCLOSURES

18.1. As per Accounting Standard – 15 "Employee Benefits", the disclosure of Employee Benefits as defined in the Accounting Standard are as follows :

Defined Contribution Plan :

Employee benefits in the form of Provident Fund, Employee State Insurance Scheme and Labour Welfare Fund are considered as defined contribution plan and the contributions are made in accordance with the relevant statute and are recognized as an expense when employees have rendered service entitling them to the contributions. The contribution to defined contribution plan, recognized as expense in the Statement of Profit and Loss for the year are as under :

₹

| Defined Contribution Plan | 2018-19 | 2017-18 |
|---|----------|----------|
| Employers' Contribution to Provident Fund | 1,58,400 | 1,46,880 |

Defined Benefit Plan :

Post employment and other long-term employee benefits in the form of gratuity and leave encashment are considered as defined benefit obligation. The present value of obligation is determined based on actuarial valuation using projected unit credit method as at the Balance Sheet date. The amount of defined benefits recognized in the balance sheet represent the present value of the obligation as adjusted for unrecognized past service cost, and as reduced by the fair value of plan assets.

Any asset resulting from this calculation is limited to the discounted value of any economic benefits available in the form of refunds from the plan or deductions in future contributions to the plan. The amount recognized in the Statement of Profit and Loss for the year ended 31st March, 2019 in respect of Employees Benefit Schemes based on actuarial reports as on 31st March, 2019 is as follows :

NOTES TO ACCOUNTS (Contd.)

₹

| Particulars | Gratuity (Unfunded) | | Leave Encashment (Unfunded) | |
|--|-------------------------|-------------------------|-----------------------------|-------------------------|
| | 2018-19 | 2017-18 | 2018-19 | 2017-18 |
| I. Components of Employer Expense : | | | | |
| 1. Current Service Cost | 10,74,310 | 9,63,689 | 1,88,866 | 1,72,891 |
| 2. Interest Cost | - | - | - | - |
| 3. Expected Return on Plan Assets | - | - | - | - |
| 4. Actuarial (gain) / loss recognized in the year | 5,15,237 | 4,47,856 | 1,80,706 | 1,64,061 |
| 5. Net expense recognised in the Profit & Loss a/c. | 15,89,547 | 14,11,545 | 3,69,572 | 3,36,952 |
| II. Change in Present Value of Defined Benefit Obligation : | | | | |
| 1. Present Value of Defined Benefit Obligation at the Beginning of the year | - | - | - | - |
| 2. Interest Cost | - | - | - | - |
| 3. Current Service Cost | 10,74,310 | 9,63,689 | 1,88,866 | 1,72,891 |
| 4. Benefits Paid | - | - | - | - |
| 5. Actuarial (Gain) / Losses | 5,15,237 | 4,47,856 | 1,80,706 | 1,64,061 |
| 6. Present Value of Obligation at the End of the year | 15,89,547 | 14,11,545 | 3,69,572 | 3,36,952 |
| III. Net Asset/(Liability) recognized in the Balance Sheet as at 31st March, 2019 : | | | | |
| 1. Present value of Defined Benefit Obligation | 15,89,547 | 14,11,545 | 3,69,572 | 3,36,952 |
| 2. Fair Value on Plan Assets | - | - | - | - |
| 3. Funded Status (Surplus) / deficit | (15,89,547) | (14,11,545) | (3,69,572) | (3,36,952) |
| 4. Net (Asset) / Liability recognized in Balance Sheet | 15,89,547 | 14,11,545 | 3,69,572 | 3,36,952 |
| IV. Expected Employers' Contribution for next year | NA | NA | NA | NA |
| V. Actuarial Assumptions : | | | | |
| 1. Discount Rate (per annum) | 6.80% | 7.30% | 6.80% | 7.30% |
| 2. Salary Increases | 10% | 10% | 10% | 10% |
| 3. Retirement / Superannuation Age | 60 | 60 | 60 | 60 |
| 4. Mortality | IALM (2012-14) Ultimate | IALM (2006-08) Ultimate | IALM (2012-14) Ultimate | IALM (2006-08) Ultimate |

VI. Basis of estimates of rate of escalation in salary :

The estimates of rate of escalation in salary considered in actuarial valuation, taking into account inflation, seniority, promotion and other relevant factors including supply and demand in the employment market. The above information is certified by the actuary.

The Gratuity Expenses & Leave Encashment have been recognized under Note No. 15.

NOTES TO ACCOUNTS (Contd.)

VII. Other disclosures :

The following disclosures as required by AS-15 for previous four annual periods as per actuarial valuation report : ₹

| Particulars | As at 31.03.19 | As at 31.03.18 | As at 31.03.17 | As at 31.03.16 | As at 31.03.15 |
|--|-------------------|-------------------|-------------------|-------------------|-------------------|
| Gratuity | | | | | |
| Present value of Defined Benefit Obligation | 15,89,547 | 14,11,545 | 11,86,455 | 10,04,452 | 8,43,790 |
| Fair value of Plan Assets | - | - | - | - | - |
| (Deficit)/Surplus | (15,89,547) | (14,11,545) | (11,86,455) | (10,04,452) | (8,43,790) |
| Experience adjustments of Obligation (Gain)/ Loss | 29,525 | 98,578 | 32,931 | 43,161 | 32,001 |
| Experience adjustments of Plan Asset Gain/ (Loss) | - | - | - | - | - |
| Leave encashment | | | | | |
| Present value of Defined Benefit Obligation | 3,69,572 | 3,36,952 | 2,70,111 | 2,01,731 | 1,55,350 |
| Fair value of Plan Assets | - | - | - | - | - |
| (Deficit)/Surplus | (3,69,572) | (3,36,952) | (2,70,111) | (2,01,731) | (1,55,350) |
| Experience adjustments of Obligation (Gain)/ Loss | - | - | - | - | - |
| Experience adjustments of Plan Asset Gain/ (Loss) | - | - | - | - | - |

18.2. Earnings per Share - The numerators and denominators used to calculate Basic / diluted Earnings per share

| Particulars | Year ended 31st March, 2019 | Year ended 31st March, 2018 |
|---|--------------------------------|--------------------------------|
| a) Amount used as the numerator (₹) | | |
| Profit after Tax – (A) | 1,82,877 | 47,98,692 |
| b) Weighted average number of Equity Shares Outstanding used as the denominator for computing Basic & Diluted Earnings per Share – (B) | 12,60,136 | 12,60,136 |
| c) Nominal value of Equity Shares (₹) | 5.00 | 5.00 |
| d) Basic & Diluted Earnings per Share (₹) (A/B) | 0.15 | 3.81 |

18.3. As Company's business activity falls within a single primary business segment of Investment i.e. non banking financial company the disclosure requirements of Accounting Standard (AS-17) "Segment Reporting" notified under the Companies (Accounting Standard) Rules, 2006 are not applicable.

18.4. Related party disclosures as per Accounting Standard – 18 are given below :

- a) Name of the related parties and description of relationship :
- i) Key Management Personnel (KMP) :
 - 1) Sri R. K. Dabriwala Promoter Director
 - 2) Smt. Indu Dabriwala Promoter Director (Deceased during the year)
 - ii) Enterprises where key management personnel and their relatives have substantial interest and / or significant influence :
 - 1) International Conveyors Limited
 - 2) Elpro International Limited
 - 3) Elpro Estates Limited

NOTES TO ACCOUNTS (Contd.)

b) Transactions with Related parties :

₹

| Nature of Transaction | Key Management Personnel | International Conveyors Limited | Elpro International Limited | Elpro Estates Limited | Total |
|---|--------------------------|---------------------------------|-----------------------------|-----------------------|-------------|
| Loan given | - | 210000000 | 122000000 | 784000000 | 3006000000 |
| | (-) | (-) | (525000000) | (-) | (525000000) |
| Loan taken | 2500000000 | - | - | - | 2500000000 |
| | (393305) | (-) | (-) | (-) | (393305) |
| Repayment of Loan | 13098102 | 8000000 | *104969855 | 100000000 | 136067957 |
| | (559000000) | (-) | (116879265) | (-) | (172779265) |
| Interest received | - | 983014 | 2215281 | 711649 | 3909944 |
| | (-) | (-) | (12522061) | (-) | (12522061) |
| Interest Paid | 1171233 | - | - | - | 1171233 |
| | (3553447) | (-) | (-) | (-) | (3553447) |
| Remuneration | 300000 | - | - | - | 300000 |
| | (600000) | (-) | (-) | (-) | (600000) |
| Receiving of Services | - | 35117 | - | - | 35117 |
| | (-) | (29760) | (-) | (-) | (29760) |
| Outstanding Balance As on 31.03.2019 | | | | | |
| Payable | 251054110 | - | - | - | 251054110 |
| | (13098102) | (-) | (-) | (-) | (13098102) |
| Receivable | - | 202000000 | - | 69040484 | 271040484 |
| | (-) | (-) | (92769855) | (-) | (92769855) |

* ₹ 6,97,01,554.80 adjusted against issue of Rights Equity Shares.

- c) No amount has been written back / written off during the year in respect of due to / from related parties.
- d) The amount due from related parties are good and hence no provision for doubtful debts in respect of dues from such related parties is required.
- e) Figures in brackets pertain to previous year.

18.5. Information pursuant to the Reserve Bank of India Notification DNBS.193 DG(VL)-2007 dated February 22, 2007 is attached.

18.6. The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary. Amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

For **SHYAMSUKHA ASSOCIATES**
Chartered Accountants
Firm's Registration No. - 315030E

(CA. SUNIL SHYAMSUKHA
Proprietor
Membership No. 52092)

On behalf of the Board

Place of Signature : Kolkata
Dated : July 8, 2019
UDIN : 19052092AAAABQ1059

Rajendra Kumar Dabriwala
Director
(DIN : 00086658)

Alka Tibrawalla
Director
(DIN : 00554318)

Information referred to in Note 18.5 of Notes to Accounts for the year ended 31st March, 2019

Schedule to the Balance Sheet of A Non-Banking Financial Company as required in terms of Paragraph 9BB of Non-Banking Financial Companies Prudential Norms (Reserve Bank) Directions, 1998

(₹ in Lakhs)

| LIABILITIES SIDE : | Amount outstanding | Amount Overdue |
|--|-----------------------|-------------------|
| 1. Loans and advances availed by the NBFCs inclusive of interest accrued thereon but not paid : | | |
| a) Debentures : Secured | Nil | Nil |
| Unsecured | Nil | Nil |
| Other than falling within the meaning of public deposits* | | |
| b) Deferred Credits | Nil | Nil |
| c) Term Loans | Nil | Nil |
| d) Inter-corporate Loans and Borrowing | Nil | Nil |
| e) Commercial Paper | Nil | Nil |
| f) Other Loans (Specify nature) Unsecured | 2,570.54 | Nil |
| *Please see note 1 below | | |
| ASSETS SIDE : | | |
| 2. Break-up of Loans and Advances including bills receivables (other than those included in (3) below) : (Net after provision) | | |
| a) Secured | Nil | Nil |
| b) Unsecured | 2,710.40 | Nil |
| 3. Break-up of leased assets and stock on hire and other assets counting towards AFC activities | | |
| (i) Lease assets including lease rentals under sundry debtors : | | |
| a) Financial lease | Nil | Nil |
| b) Operating lease | Nil | Nil |
| (ii) Stock on hire including hire charges under sundry debtors : | | |
| a) Assets on hire | Nil | Nil |
| b) Repossessed assets | Nil | Nil |
| (iii) Other loans counting towards AFC activities : | | |
| a) Loans where assets have been repossessed | Nil | Nil |
| b) Loans other than (a) above | Nil | Nil |

R. C. A. LIMITED

172ND ANNUAL REPORT & ACCOUNTS 2018-2019

Information referred to in Note 18.5 of Notes to Accounts for the year ended 31st March, 2019 (Contd.)

(₹ in Lakhs)

| | Amount outstanding | Amount Overdue |
|------------------------------------|-----------------------|-------------------|
| 4. Break-up of Investments : | | |
| A. Current Investment : | | |
| Quoted : | | |
| (i) Shares : a) Equity | Nil | Nil |
| b) Preference | Nil | Nil |
| (ii) Debentures and Bonds | Nil | Nil |
| (iii) Units of Mutual Funds | Nil | Nil |
| (iv) Government Securities | Nil | Nil |
| (v) Others (please specify) | Nil | Nil |
| Unquoted : | | |
| (i) Shares : a) Equity | Nil | Nil |
| b) Preference | Nil | Nil |
| (ii) Debentures and Bonds | Nil | Nil |
| (iii) Units of Mutual Funds | Nil | Nil |
| (iv) Government Securities | Nil | Nil |
| (v) Others (please specify) | Nil | Nil |
| B. Long Term Investments : | | |
| Quoted : (after provisions) | | |
| (i) Shares : a) Equity | 1320.89 | Nil |
| b) Preference | Nil | Nil |
| (ii) Debentures and Bonds | Nil | Nil |
| (iii) Units of Mutual Funds | Nil | Nil |
| (iv) Government Securities | Nil | Nil |
| (v) Others (please specify) | Nil | Nil |
| Unquoted : | | |
| (i) Shares : a) Equity | 81.08 | Nil |
| b) Preference | Nil | Nil |
| (ii) Debentures and Bonds | Nil | Nil |
| (iii) Units of Mutual Funds | Nil | Nil |
| (iv) Government Securities | Nil | Nil |
| (v) Others (Property) | 3.89 | Nil |

Information referred to in Note 18.5 of Notes to Accounts for the year ended 31st March, 2019 (Contd.)

5. Borrower group-wise classification of assets financed as in (2) and (3) above :

Please see note 2 below

(₹ in Lakhs)

| Category | Amount net of provisions | | |
|---------------------------------|--------------------------|----------------|----------------|
| | Secured | Unsecured | Total |
| i) Related Parties ** | | | |
| (a) Subsidiaries | Nil | Nil | Nil |
| (b) Companies in the same group | Nil | Nil | Nil |
| (c) Other related parties | Nil | 2710.40 | 2710.40 |
| ii) Other than related parties | Nil | Nil | Nil |
| Total | Nil | 2710.40 | 2710.40 |

6. Investor group-wise classification of all investments (Current and long term) in shares and securities (both quoted and unquoted) :

Please see note 3 below

| Category | Market Value/ Break-up or fair value or NAV | Book Value (Net of provisions) |
|---------------------------------|---|--------------------------------------|
| i) Related Parties ** | | |
| (a) Subsidiaries | Nil | Nil |
| (b) Companies in the same group | 76.25 | 31.07 |
| (c) Other related parties | 5393.39 | 1370.29 |
| ii) Other than related parties | 1.14 | 0.62 |
| Total | 5470.78 | 1401.98 |

** As per Accounting Standard of ICAI (Please see note 3)

7. Other Information :

| Particulars | Amount |
|---|--------|
| i) Gross Non-Performing Assets | |
| (a) Related parties | Nil |
| (b) Other than related parties | Nil |
| (ii) Net Non-Performing Assets | Nil |
| (a) Related parties | Nil |
| (b) Other than related parties | Nil |
| (iii) Assets acquired in satisfaction of debt | Nil |

Notes :

- As defined in Paragraph 2(1)(xii) of the Non-Banking Financial Companies Acceptance of Public Deposits (Reserve Bank) directions, 1998.
- Provisioning norms shall be applicable as prescribed in the Non-Banking Financial (Non Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007.
- All Accounting Standards and Guidance Notes issued by ICAI are applicable including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break-up / fair value / NAV in respect of unquoted investments should be disclosed irrespective of whether they are classified as long term or current in column (4) above.

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