

Pioneers in Induction Heating & Hardening



EMA INDIA LIMITED

Annual Report 2017-2018



EMA INDIA LIMITED

C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022

Ph: 0512-2691210-11; Fax: 0512-2691214

E-mail: emaIndia.cs@gmail.com; Website: www.eiltd.info

CIN No.: L27201UP1971PLC003408

BOARD OF DIRECTORS

RANJANABHARGAVA, *Whole Time Director & CFO*

KRISHNADAS GUPTA (**IRS – Retired**)

MAHABIR PRASAD SHARMA

RAKSHITA BHARGAVA

COMPANY SECRETARY & COMPLIANCE OFFICER

NAMITA SABARWAL

STATUTORY AUDITORS

RISHABH & CO.

CHARTERED ACCOUNTANTS

KANPUR

BANKERS

BANK OF BARODA

UPTRON ESTATE

PANKI INDUSTRIAL AREA

PANKI SITE I, KANPUR

STATE BANK OF INDIA

KFCL BRANCH

PANKI INDUSTRIAL AREA

PANKI SITE I, KANPUR

REGISTERED OFFICE & WORKS

C-37, Panki Industrial Area

P.O. Udyog Nagar

KANPUR – 208022

Phone: 0512-2691210-11

E-mail: emaIndia.cs@gmail.com

Website: www.eiltd.info

REGISTRAR & SHARE TRANSFER AGENT

Alankit Assignments Ltd.

Alankit House

4E/2, Jhandewalan Extension

New Delhi – 110055

E-mail: info@alankit.com

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BOARDS REPORT

To,

The Members

Your directors have pleasure to present the 47th Annual Report of the Company together with the Audited Accounts for the financial year ended on 31st March, 2018.

Indian Accounting Standards:

The Ministry of Corporate Affairs, vide its notification dated 16th February, 2015, notified the Indian Accounting Standards (Ind AS) applicable to certain classes of Companies. Ind AS has replaced the existing Indian GAAP prescribed under Section 133 of the Companies Act, 2013 ("the Act"), read with rule 7 of the Companies (Accounts) Rules, 2014. For the Company, Ind AS is applicable from the 1st April, 2017, with a transition date of 1st April, 2016.

Financial Results:

The summarised financial results of the Company for the financial year ended 31st March, 2018 as compared to the previous year were as under:

(Amount in ₹)

Particulars	F.Y. 2017-18	F.Y. 2016-17
Revenue from Operations	768600	12935299
Other Income	913395	718126
Total Income	1681995	13653425
Total Expenditure	6289392	21307958
Profit/(Loss) before Interest, Depreciation and Tax	(4225718)	(7018026)
Less: Finance Costs	34465	33693
Less: Depreciation and Amortization Expenses	347214	602814
Profit/(Loss) before Exceptional / Prior Period Items and Tax	(4607397)	(7654533)
Less: Exceptional Items	-	-
Profit/(Loss) before Tax	(4607397)	(7654533)
Less: Tax Expenses	-	23190928
Profit/(Loss) for the year	(4607397)	(30845461)
Other Comprehensive Income:		
Add: Items that will not be reclassified to profit or loss	474305	2090568
Other Comprehensive Income for the year	474305	2090568
Total Comprehensive income for the year	(4133092)	(28754893)

State of Company's Affairs:

The Company has shut down its manufacturing activities which results into uneconomical operations and disposing off the discarded and unviable machines, equipments and other assets of the Company.

Subsidiaries, Joint Ventures or Associate Companies:

The Company has no subsidiary, joint venture or an associate company. Accordingly, information in prescribed Form AOC-1 is not required.

Material Changes and Commitments:

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the Financial Statements relate and the date of this Report.

Change in the Nature of Business:

During the year under review, there were no changes in nature of the business of the Company.

Dividend:

Your Directors are not in a position to recommend dividend as the Company is incurring losses for past 10 years.

Reserves & Surplus:

The loss of ₹ 4133092 incurred during the year has been adjusted under the head Reserves & Surplus of the Balance Sheet.

Directors & Key Managerial Personnel:

Ms. Ranjana Bhargava (DIN: 00234421), Director of the Company, retires by rotation at the ensuing Annual General Meeting of the Company and being eligible, has offered herself for re-appointment and the Board recommends her re-appointment.

EMA INDIA LIMITED



The brief resume of director retiring by rotation but seeking re-appointment at the ensuing Annual General Meeting, their experience in specific functional areas and the companies in which they hold directorship and/or membership/chairmanship of the committees of the Board, their shareholdings etc., as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is given in the Notice of the 47th Annual General Meeting.

During the year under review, none of the Directors or Key Managerial Personnels were appointed or resigned.

Ms. Ranjana Bhargava, Whole Time Director and Chief Financial Officer of the Company was re-appointed in the 46th Annual General Meeting of the Shareholders held on 25th September, 2017 for a period of three years w.e.f. 1st April, 2017.

Changes in Share Capital, if any

During the year under review, there is no change in the share capital of the Company.

Statutory Auditors & Audit Report:

Pursuant to provisions of Section 139 of the Act and Rules thereunder, M/s. Rishabh & Co., Chartered Accountants, Kanpur (FRN 010915C) were appointed as Statutory Auditors of the Company for a term of five years, to hold office from the conclusion of 46th Annual General Meeting of the Company held on 25th September, 2017, till the conclusion of the 51st Annual General Meeting to be held in the year 2022, subject to ratification of their appointment at every subsequent Annual General Meeting.

As the first proviso to sub-section (1) of Section 139 of the Act requiring ratification has been omitted by the Companies (Amendment) Act, 2017, as notified by the Ministry of Corporate Affairs on 7th May, 2018 resolution seeking ratification of their appointment does not forms part of the Notice convening the 47th Annual General Meeting.

The report of Statutory Auditors do not require any comments from directors as there is no qualification, reservation, adverse remark or disclaimer.

Frauds reported by Auditors:

As per Section 143 of the Act the report of Auditors states that the Company has not committed any frauds during the year.

Particulars of Loans, Guarantees or Investment:

There were no loans, guarantees or investments made by the Company under Section 186 of the Act during the year under review and hence the provisions of the said Section have been complied with.

Related Party Transactions:

The Company has not entered into any transactions with related party. Accordingly information in prescribed Form AOC-2 is not required.

Deposits:

1. Accepted during the year: NIL
2. Remained unpaid or unclaimed as at the end of the year: NIL
3. If there has been any default in repayment of deposits or payment of interest thereon during the year and if so, number of such cases and the total amount involved:
 - a. At the beginning of the year: NIL
 - b. Maximum during the year: NIL
 - c. At the end of the year: NIL

Deposits not in compliance with Chapter V of the Act:

The Company has not accepted any deposits covered under the provisions of Section 73 of the Act and the Rules made there under.

Managerial Remuneration:

In terms of the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details is given below:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year

Name of the director	Designation	DIN	Ratio
Ms. Ranjana Bhargava	Whole Time Director and CFO	00234421	12.7:1

2. Percentage increase in remuneration of each director, CEO and CS in the financial year:

Name of the director/CEO	Designation	DIN/PAN	Percentage increase
Ms. Ranjana Bhargava	Whole Time Director and CFO	00234421	70%
Ms. Namita Sabarwal	Company Secretary	FVUPS5879D	NIL



3. Percentage increase in the median remuneration of employees in the financial year: **NIL**
4. Number of permanent employees on the rolls of Company: 5
5. The Company is giving statutory increase in average remuneration of workers since the Company is incurring losses.
6. We confirm that the remuneration is as per the remuneration policy of the Company.
7. The Company has no employee including the directors of the Company who are in receipt of remuneration in excess of ₹ 8.5 lakh per month or ₹102 lakh per annum.

The statement containing names of top ten employees in terms of the remuneration drawn and the particulars of employees as required pursuant to Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of the employees of the Company are available for inspection by members at the Registered Office of the Company 21 days before the Annual General Meeting during business hours on any working days (Monday to Friday) of the Company upto the date of the ensuing Annual General Meeting. Any member who is interested in obtaining a copy thereof, may write to the Company Secretary at the Registered Office of the Company and the same will be furnished on such request.

Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Act your directors 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, if any;
- (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 and of the profit and loss of the Company at the end of the financial year;
- (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 controls were adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

Compliance of Secretarial Standards:

During the financial year under review, the Company has complied with the applicable SS-1 (Secretarial Standard on Meetings of the Board of Directors) and SS-2 (Secretarial Standard on General Meetings) issued by The Institute of Company Secretaries of India and approved by the Central Government.

Declaration by Independent Directors:

The Company has received declaration from all the independent directors of the Company in accordance with the provisions of Section 149 of the Act, whose names are as under:

1. Mr. Krishna Das Gupta
2. Mr. Mahabir Prasad Sharma

Audit Committee:

During the year, the audit committee has been reconstituted in accordance with the provisions of Section 177 of the Act due to cessation of Mr. Pradip Kumar Bhargava, Chairman and Managing Director of the Company and Chairman of Audit Committee at Board Meeting held on 23rd May, 2017. The composition of Audit Committee is as under:

Name of the Director	Position held in the Committee	Category of the Director
Ms. Rakshita Bhargava	Chairperson	Non-Executive Non Independent Director
Mr. Krishna Das Gupta	Member	Non-Executive Independent Director
Mr. Mahabir Prasad Sharma	Member	Non-Executive Independent Director

Nomination and Remuneration Committee:

As per the Section 178(1) of the Act, the Company's Nomination and Remuneration Committee comprises of following three Non-executive Directors:



Name of the Director	Position held in the Committee	Category of the Director
Mr. Krishna Das Gupta	Chairman	Non-Executive Independent Director
Mr. Mahabir Prasad Sharma	Member	Non-Executive Independent Director
Ms. Rakshita Bhargava	Member	Non-Executive Non Independent Director

Stakeholder Relationship Committee:

The members of Stakeholder Relationship Committee are as follows:

Directors	Position held in the Committee	Designation
Ms. Rakshita Bhargava	Chairperson	Non-Executive Non Independent Director
Mr. Krishna Das Gupta	Member	Non-Executive Independent Director
Mr. Mahabir Prasad Sharma	Member	Non-Executive Independent Director

Role of Nomination and Remuneration Committee:

1. To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.
2. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
3. The Committee shall ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully and relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
4. The Committee shall ensure that the remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
5. Regularly review the Human Resource function of the Company and reassess the adequacy of this charter periodically and recommend any proposed changes to the Board for approval from time to time
6. Discharge such other function(s) or exercise such power(s) as may be delegated to the Committee by the Board from time to time and make reports to the Board as appropriate.
7. Such other work and policy, related and incidental to the objectives of the committee as per provisions of the Act and rules made there under.

Remuneration Policy:

1. The remuneration paid to Executive Directors is recommended by the Nomination and Remuneration Committee and approved by Board in Board Meeting, subject to the subsequent approval of the shareholders at the General Meeting and such other authorities, as may be required. The remuneration is decided after considering various factors such as qualification, experience, performance, responsibilities shouldered, industry standards as well as financial position of the Company.
2. The Non-Executive Directors are paid remuneration by way of Sitting Fees. The Non-Executive Directors are paid sitting fees for each meeting of the Board of Directors attended by them.

Annual Evaluation of Board of its own performance, of its Committees and Individual Directors:

The Company has established a framework for performance evaluation in line with applicable regulatory provisions and in compliance with the Act and the performance evaluation of the Board and its Committees were carried out during the year under review.

The evaluation was made in the overall context of the effectiveness of the Board and the respective Committees in providing guidance to the operating management of the Company, level of attendance in the Board/Committee meetings, constructive participation in the discussion on the agenda items, effective discharge of the functions and roles of the Board/ Committees. A detailed discussion followed on the basis of the aforesaid criteria and the Board collectively agreed that the Board and all its Committees fulfilled the above criteria and positively contributed in the decision making process at the Board/Committee level.

The Board has evaluated the performance of all the individual directors on the basis of evaluation criteria specified in the Nomination and Remuneration policy of the Company.

The Nomination and Remuneration Committee has reviewed the performance of all the individual directors (Independent Directors, Non-Independent Directors and the Chairperson of the Company) based on their knowledge, level of



preparation and effective participation in meetings, understanding of their role as Directors, etc.

The Independent Directors of the Company have also reviewed the performance of the Non- Independent Directors, the Chairperson and the Board. Structured questionnaires were evolved and used by the reviewers to assess Board effectiveness and for evaluation of Non-Independent Directors, Independent Directors, Committees and Chairperson. The Board would use the results of the evaluation process to improve its effectiveness in the best interest of the Company.

Corporate Social Responsibility:

The provisions of Corporate Social Responsibility under the Act are not applicable to the Company.

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

A) Conservation of Energy:

The operations of the Company are not energy intensive therefore no capital investment has been made on energy conservation equipments during the year. The Company has endeavoured to conserve energy consumption, wherever feasible and has not utilized alternate sources of equipments.

B) Technology Absorption:

No new technology has been imported during last 5 years. However, the technology for Transistorized Converters, other equipments and parts of Induction Heating Machines imported has been fully absorbed.

The industry has been under recession from past many years due to which manufacturing is unviable at low volumes and as a result of which Company is incurring losses from its manufacturing activities and has shut down manufacturing activities and dispose off plant and machinery.

C) Foreign Exchange Earnings and Outgo:

The details of earnings and outgo in foreign exchange are as under:

1. Foreign exchange outflows: ₹ 1.46 lakhs (previous year ₹ 3.44 lakhs)
2. Foreign exchange inflows: NIL (previous year ₹ 13.73 lakhs)

Extract of Annual Return:

The Extract of Annual Return in Form MGT-9 pursuant to Section 92(3) of the Act and rule 12 of the Companies (Management and Administration) Rules, 2014 for the financial year ended 31st March, 2018 is appended as ANNEXURE-A to this Report.

Details of Board Meeting Held during the Year:

No. of Board Meetings held during the year: 4

Date of Board Meeting	23.05.2017	08.08.2017	11.11.2017	07.02.2018
No. of directors present	4	4	4	4

Secretarial Audit Report:

Pursuant to the provisions of Section 204(1) of the Act read with rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company in its meeting held on 23rd May, 2017 had appointed M/s. GSK & Associates, Company Secretaries, Kanpur for conducting the Secretarial Audit of the Company for the financial year 2017-18. However, M/s. GSK & Associates had resigned as Secretarial Auditor of the Company w.e.f. 16th November, 2017 due to their pre-occupation.

Further, the Board of Directors in its Meeting held on 7th February, 2018 appointed M/s. K.N. Shridhar & Associates, Company Secretaries, Kanpur for conducting the Secretarial Audit of the Company for the financial year 2017-18 and furnish his report to the Board.

The Secretarial Audit Report forms part of this Report as ANNEXURE-B. There are no qualifications or observations or other remarks made by the Secretarial Auditor on the audit conducted by him in his Report for the year under review.

Internal Auditor:

M/s. Shishir Saxena and Co., Chartered Accountants, having office at 502, Gopala Chambers, 14/123, Parade, Kanpur (U.P.) - 208001 were appointed as the Internal Auditor of the Company for the financial year 2018-19.

Vigil Mechanism:

As per Section 177(9) and (10) of the Act, the Company has established Vigil Mechanism for directors and employees to report genuine concerns and made provisions for direct access to the chairperson of the Audit Committee. Company has formulated the present policy for establishing the vigil mechanism/Whistle Blower Policy to safeguard the interest of its



stakeholders, Directors and employees, to freely communicate and address to the Company their genuine concerns in relation to any illegal or unethical practice being carried out in the Company.

Adequacy of Internal Financial Controls:

The Company has, in all material respects, an adequate system of internal controls over financial reporting and such internal controls over financial reporting were operating effectively as at 31st March, 2018.

Management Discussion and Analysis Report:

The Company is facing losses from the last few years, the Company has shut down its manufacturing activities due to continued recession in industry which results into uneconomical operations and disposing off the discarded and unviable machines, equipments and other assets of the Company. The Company has adequate internal controls commensurate to the size of the Company.

Significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which may impact the going concern status and Company's operations in future.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. All employees are covered under this policy and during the year no complaints have been received from them.

Risk Management Policy and Identification of Key Risks:

The Management of the Company has framed risk management policy and identified the key risks to the business and its existence. There are no risks identified that may threaten the existence of the Company.

Acknowledgement:

Your Directors wish to express their grateful appreciation to the continued co-operation received from the Banks, Government Authorities, Customers, Vendors and Shareholders during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed service of the Executives, Staff and Workers of the Company.

On behalf of the Board

Sd/-

Ranjana Bhargava

Whole Time Director

DIN: 00234421

Address: 28-Chandra Vihar,
Lakhanpur, Kanpur-208002

Sd/-

Rakshita Bhargava

Director

DIN: 00234224

Address: 28-Chandra Vihar,
Lakhanpur, Kanpur-208002

Place : Kanpur

Date : 17th May, 2018

EMA INDIA LIMITED



Annexure A

FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2018
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L27201UP1971PLC003408
ii	Registration Date	06.05.1971
iii	Name of the Company	EMA INDIA LIMITED
iv	Category/Sub-Category of the Company	Company limited by Shares / Indian Non-Government Company
v	Address of the Registered Office and contact details	C-37 Panki Industrial Area, P.O. Udyog Nagar, Kanpur - 208022 (U.P.) India
vi	Whether listed Company (Yes/No)	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Alankit Assignments Ltd., Alankit House, 4E/2, Jhandewalan Extension, New Delhi- 110 055, Ph: 23541234, 42541234

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:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Tools, spares and upgrading, etc	28299	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company does not have any holding, subsidiary and associate Company.

S. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	-	-	-	-	-

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

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF	473149	-	473149	47.08	473249	-	473249	47.09	0.01
b. Central Govt.	-	-	-	-	-	-	-	-	-
c. State Govt. (s)	-	-	-	-	-	-	-	-	-
d. Bodies Corp.	17300	-	17300	1.72	17300	-	17300	1.72	-
e. Banks/ FI	-	-	-	-	-	-	-	-	-
f. Any Other..	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	490449	-	490449	48.80	490549	-	490549	48.81	0.01
(2) Foreign									
a. NRIs - Individuals	-	-	-	-	-	-	-	-	-
b. Other - Individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp.	-	-	-	-	-	-	-	-	-
d. Banks / FI	-	-	-	-	-	-	-	-	-
e. Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A)(2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	490449	-	490449	48.80	490549	-	490549	48.81	0.01
B. Public Shareholding									
(1) Institutions									
a. Mutual Funds	-	500	500	0.05	-	500	500	0.05	-
b. Banks/ FI	-	200	200	0.02	-	300	300	0.03	0.01
c. Central Govt	-	-	-	-	-	-	-	-	-

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d. State Govt(s)	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance Companies	-	-	-	-	-	-	-	-	-
g. FII's	-	-	-	-	-	-	-	-	-
h. Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	-	700	700	0.07	-	800	800	0.08	0.01
(2) Non-Institutions									
a. Bodies Corp.									
i) Indian	14858	1000	15858	1.58	16367	500	16867	1.68	0.10
ii) Overseas	-	68755	68755	6.84	-	68755	68755	6.84	-
b. Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	321591	78305	399896	39.79	321572	77105	398677	39.67	-0.12
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	28905	-	28905	2.88	28905	-	28905	2.88	-
c. Others (specify) Foreign Individuals/ NRI	337	100	437	0.04	347	100	447	0.04	-
Sub-total (B)(2)	365691	148160	513851	51.13	367191	146460	513651	51.11	-0.02
Total Public Shareholding (B) = (B)(1) + (B)(2)	365691	148860	514551	51.20	367191	147260	514451	51.19	-0.01
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Gr. Total (A+B+C)	856140	148860	1005000	100.00	857740	147260	1005000	100.00	-

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Pradip Kumar Bhargava HUF	352906	35.12	-	352906	35.12	-	-
2	Ranjana Bhargava	49000	4.88	-	49000	4.88	-	-
3	Rakshita Bhargava	71243	7.09	-	71343	7.10	-	0.01
4	Diatech Tools India Pvt. Ltd.	17300	1.72	-	17300	1.72	-	-
	Total	490449	48.80	-	490549	48.81	-	0.01

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	490449	48.80	490449	48.80
	Date wise Increase/ Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer/ bonus / sweat equity etc):			100	0.01
				04/08/2017 off Market Purchase	
	At the End of the year	490549	48.81	490549	48.81



iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	M/S EmaElektro - MaschinenSchultzeGmbH & Co.	68755	6.84	68755	6.84
2	Narasimhan K	17100	1.71	17100	1.71
3	Puja Parakh	11805	1.17	11805	1.17
4	Takawale Ramesh	9868	0.98	9868	0.98
5	Worth While Portfolios Pvt Ltd.	9677	0.96	9677	0.96
6	PremalataParakh	8364	0.83	8364	0.83
7	RaichandSethia HUF	7385	0.73	7385	0.73
8	PunjabhaiKeshavbhaiJadega	7000	0.70	7000	0.70
9	Kaushal Ashwin Gandhi	5000	0.50	5000	0.50
10	SushilabenHashmukhlal Jariwala	4500	0.45	4500	0.45

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	Ranjana Bhargava				
	At the beginning of the year	49000	4.88	49000	4.88
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	49000	4.88	49000	4.88
2	Rakshita Bhargava				
	At the beginning of the year	71243	7.09	71243	7.09
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	100 04/08/2017 off Market Purchase	0.01
	At the End of the year	71343	7.10	71343	7.10

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	36209	-	-	36209
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	36209	-	-	36209
Change in Indebtedness during the financial year				
• Addition	-	-	-	-
• Reduction	(36209)	-	-	(36209)
Net Change	(36209)	-	-	(36209)
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-



VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
		Ranjana Bhargava (WTD)	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	1525174 - -	1525174 - -
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	- -	- -
5.	Others, please specify	-	-
	Total (A)	1525174	1525174
	Ceiling as per the Act	Being Rs. 120 Lakh per annum per Director as per Section 197 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.	

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors		Total Amount
		K.D. Gupta	M.P. Sharma	
1.	Independent Directors • Fee for attending board committee meetings • Commission • Others, please specify	22000	22000	44000
	Total (1)	22000	22000	44000
2.	Other Non-Executive Directors • Fee for attending board committee meetings • Commission • Others, please specify	Rakshita Bhargava 20000 - -		20000 - -
	Total (2)	20000	-	20000
	Total (B) = (1 + 2)	42000	22000	64000
	Total Managerial Remuneration			
	Overall Ceiling as per the Act	Being Rs. 1 Lac per meeting per Director as per Section 197(5) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.		

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

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary (Namita Sabarwal)	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	- - -	120000 - -	- - -	120000 - -
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	- -	- -	- -	- -



Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary (Namita Sabarwal)	CFO	Total
5.	Others, please specify	-	-	-	-
	Total	-	120000	-	120000

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COU RT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On behalf of the Board

Sd/-

Ranjana Bhargava
Whole Time Director
DIN: 00234421
Address: 28-Chandra Vihar,
Lakhanpur, Kanpur-208002

Sd/-

Rakshita Bhargava
Director
DIN: 00234224
Address: 28-Chandra Vihar, Lakhanpur,
Kanpur-208002

Place: Kanpur

Date: 17th May, 2018



SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED 31ST MARCH, 2018

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Ema India Limited
C-37 Panki Industrial Area
P O Udyog Nagar
Kanpur - 208022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **EMA INDIA LIMITED (CIN:L27201UP1971PLC003408)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the year ended on 31st March, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the year ended on 31st March, 2018 according to the provisions of:

I.

- The Companies Act, 2013 (the Act) and the rules made thereunder.
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder.
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the company during the audit period**);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the company during the audit period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the company during the audit period**);
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client (**Not applicable to the company during the audit period**);
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the company during the audit period**); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the company during the audit period**).
 - i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015; as amended from time to time;

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

II.

- The Central Goods & Service Tax Act, 2017 and rules framed thereunder
- The Integrated Goods & Service Tax Act, 2017 and rules framed thereunder



- The Union Territory Goods & Service Tax Act, 2017
- The Uttar Pradesh Value Added Tax, 2008
- Central Sales Tax, 1956 and rules framed thereunder
- The Factories Act, 1948 as amended in 1987
- Workmen's Compensation Act, 1923
- The Employees' State Insurance Act, 1948
- The Employees' Provident Fund and Miscellaneous Provisions Act, 1952
- The Maternity Benefit Act, 1961 and Rules 1965
- The Payment of Wages Act, 1936 and Rules framed thereunder
- The Payment of Bonus Act, 1965 and Rules 1975
- The Employment Exchange (Compulsory Notification of Vacancies) Rules, 1960
- The Central Excise Act, 1944
- The Custom Act, 1962
- Service Tax Rules, 1994

During the year under review the Company has filed periodical return and has not received any show cause notice and has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

As per explanation provided by the management, no sector specific laws are applicable to the company.

We have relied on the representation made by the Company and its officers on systems and mechanism formed by the Company for compliance under other Act, Laws and Regulations to the Company.

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

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

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

We further report that:

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

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

Majority decision is carried through while there has been no member dissenting from the decisions arrived.

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

We further report that during the audit report the company has not taken any corporate actions having a major bearing on the company's affairs.

**For K N Shridhar & Associates
(Company Secretaries)**

Sd/-

K.N. Shridhar
Proprietor
(Membership No.: F3882)
(CP No.: 2612)

Date: 17.05.2018

Place: Kanpur

EMA INDIA LIMITED



INDEPENDENT AUDITORS' REPORT

To the Members of EMA INDIA LIMITED Report on financial Statements

1. We have audited the accompanying financial statements of EMA INDIA LIMITED, ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, *statement of changes in equity* and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('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, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial statements

Opinion

6. 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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2018, its loss, *statement of changes in equity* and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

7. 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.
8. As required by section 143(3) of the Act, we further report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, the Statement of Profit and Loss, *statement of changes in equity* and the Cash Flow statement dealt with by this Report are in agreement with the books of account;
 - (d) 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. In respect of recognition of deferred tax assets, we have relied on management view given in Note No. 3.
 - (e) On the basis of the written representations received from the directors as on 31 March 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2018, from being appointed as a director in terms of Section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company does not have pending litigations which would impact its financial position.
 - ii) The Company did not have long-term contracts including derivative contracts as such the question of commenting on any material foreseeable losses thereon does not arise;
 - iii) There was no amount which was required to be transferred to the Investor Education and protection fund by the company

For RISHABH & CO.
CHARTERED ACCOUNTANTS
FRN 010915C

Sd/-
CA Raghubir Singh
Partner
(M. 015285)

Place: KANPUR
Date :17/05/2018

EMA INDIA LIMITED



Annexure A to Auditors Report

Annexure referred to in our report of even date to the members of EMA INDIA LIMITED for the year ended on 31st March 2018

ANNEXURE referred to in paragraph 7 of our Report of even date to the members of EMA INDIA LIMITED on the accounts of the company for the year ended 31st March, 2018

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. In respect to fixed assets
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
 - b. As explained to us, fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable , as informed to us no material discrepancies were noticed on such verification;
 - c. As explained to us, The title deed of immovable property is held in the name of Company.
- ii. In respect of its inventories;
 - a. The inventories have been physically verified by the management during the year. In our opinion the frequency of physical verification is reasonable
 - b. In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. Company has not given any loan to directors covered under section 185 of Companies Act 2013, and has not made any investment covered under section 186 of Companies Act 201, hence clause is not applicable;
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013.
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Order made by the Central Government under sub-section (1) of Section 148 of the Act for the maintenance of cost records. We are of the opinion that prima facie such accounts and records have been made and maintained, however we have not made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, GST and other material statutory dues, as applicable, with the appropriate authorities in India ;
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty, GST which have not been deposited on account of any disputes.
- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in any loans from any financial institution or banks and has not issued debentures
- ix. In our opinion, and according to the information and explanations given to us, the Company has not raised money by way of Initial Public Offer (IPO) or further public offer (including debt instrument) during the year. Company is not having any term loan;
- x. In our opinion, and according to the information and explanations given to us, and to the best of our knowledge and belief no fraud by the company or on the company by its officer or employees has been noticed or reported during the course of our audit;
- xi. In our opinion, and according to the information and explanations given to us, Managerial Remuneration has been paid/ provided accordance with requisite approvals as per Companies Act 2013 ;
- xii. Company is not a Nidhi Company;
- xiii. In our opinion, and according to the information and explanations given to us, all transaction with related party are in compliance with section 177 and 188 of Companies Act 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standard;
- xiv. In our opinion, and according to the information and explanations given to us, The company has not made any preferential allotment or private placement of shares or partly convertible debentures during the year under review.
- xv. In our opinion, and according to the information and explanations given to us, company has not entered into any non-cash transactions with Directors or person connected with him;
- xvi. The company is not required to be registered with RBI under section 45 IA of Reserve Bank of India.

For RISHABH & CO.,
CHARTERED ACCOUNTANTS
FRN 010915C
Sd/-
CA Raghbir Singh
Partner
(M. 015285)

Place: KANPUR
Date : 17/05/2018

EMA INDIA LIMITED



Annexure-B to the Auditors Report

Annexure referred to in our report of even date to the members of EMA INDIA LIMITED for the year ended 31 March 2018

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 "EMA INDIA LIMITED" ("the Company") as of 31 March 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For RISHABH & CO.,
CHARTERED ACCOUNTANTS**
FRN 010915C
Sd/-
CA Raghubir Singh
Partner
(M. 015285)

Place: KANPUR
Date : 17/05/2018

EMA INDIA LIMITED



BALANCE SHEET AS AT 31.03.2018

(All amounts in Rupees, unless otherwise stated)

Particulars	Notes	As at March 31,2018	As at March 31,2017	As at April 1,2016
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	1	2,408,316	3,225,305	5,421,034
Financial Assets:		-	-	-
i. Other Financial assets	2	264,830	264,830	264,998
Deferred tax assets (net)	3	-	-	23,190,928
Total Non-Current Assets		2,673,146	3,490,135	28,876,960
Current Assets				
Inventories	4	1,385,476	1,586,394	10,259,689
Financial Assets:				
i. Investments	5	15,535,419	14,311,567	11,383,372
ii. Trade receivables	6	4,900	14,053	560,152
iii. Cash and cash equivalents	7	406,795	5,426,650	3,163,361
iv. Loans	8	27,000	360,109	360,967
Other current assets	9	674,819	1,633,989	1,628,462
Total Current Assets		18,034,408	23,332,762	27,356,003
Total Assets		20,707,554	26,822,897	56,232,963
EQUITY AND LIABILITIES				
Equity				
Equity share capital	10	10,050,000	10,050,000	10,050,000
Other Equity				
Reserve & Surplus	11	8,890,551	13,023,643	41,778,536
Total Equity		18,940,551	23,073,643	51,828,536
LIABILITIES				
Non-Current Liabilities		-	-	-
Current Liabilities				
Financial liabilities:				
i. Borrowings	12	-	36,209	26,116
ii. Trade payables	13	-	237,433	485,744
Other current liabilities	14	525,005	785,250	1,522,121
Provisions	15	1,241,998	2,690,362	2,370,446
Total Current Liabilities		1,767,003	3,749,254	4,404,427
Total Liabilities		1,767,003	3,749,254	4,404,427
Total Equity and Liabilities		20,707,554	26,822,897	56,232,963
SIGNIFICANT ACCOUNTING POLICIES				
NOTES ON FINANCIAL STATEMENTS	1-31			

The above balance sheet should be read in conjunction with the accompanying notes.

As per our Report of even date attached.

For Rishabh & Co.

CA Raghubir Singh

Membership No. - 015285

Place: Kanpur

Date : 17.05.18

Ranjana Bhargava

Rakshita Bhargava

Krishna Das Gupta

Mahabir Prasad Sharma

Namita Sabarwal

For and on behalf of the Board

Whole Time Director & CFO DIN: 00234421

Director DIN: 00234224

Director DIN: 00374379

Director DIN: 06491244

Company Secretary (M.No. A35411)

EMA INDIA LIMITED



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2018

(All amounts in Rupees, unless otherwise stated)

Particulars	Notes	Year ended March 31,2018	Year ended March 31,2017
Revenue from Operations	16	768600	12935299
Other Income	17	913395	718126
Total income		1681995	13653425
Expenses:			
Cost of Materials consumed	18	299857	8728961
Changes in inventories of finished goods work-in-progress and stock in trade	19	0	776624
Employee benefits expense	20	3151168	6718923
Depreciation and amortization expense		347214	602814
Other expenses	21	2456688	4446943
Finance Costs		34465	33693
Total Expenses		6289392	21307958
Loss before tax		(4607397)	(7654533)
Tax Expense			
Current Tax		0	0
Deferred Tax		0	23190928
Loss for the year		(4607397)	(30845461)
Other Comprehensive income			
(A) (i) Items that will not be reclassified to profit or loss		474305	2090568
(ii) Income tax relating to items that will not be reclassified to profit or loss		0	0
Other comprehensive income for the year			
Total comprehensive income for theyear		(4133092)	(28754893)
i) Earnings Per Equity Share	26		
a) Basic		(4.11)	(28.61)
b) Diluted		(4.11)	(28.61)
SIGNIFICANT ACCOUNTING POLICIES NOTES ON FINANCIAL STATEMENTS	1-31		

The above statement of profit & loss should be read in conjunction with the accompanying notes.

As per our Report of even date attached.

For Rishabh & Co.

CA Raghubir Singh

Membership No. - 015285

Place: Kanpur

Date : 17.05.18

Ranjana Bhargava

Rakshita Bhargava

Krishna Das Gupta

Mahabir Prasad Sharma

Namita Sabarwal

For and on behalf of the Board

Whole Time Director & CFO DIN: 00234421

Director DIN: 00234224

Director DIN: 00374379

Director DIN: 06491244

Company Secretary (M.No. A35411)

EMA INDIA LIMITED



CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2018

	Rupees	Current Year Rupees	Previous Year Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Loss before tax and extraordinary items		(4607397)	(7654534)
Adjustment for :			
Depreciation	347214		602814
Deferred Revenue Expenses written off	0		0
Interest Expenses	34465		33693
(Profit)/ Loss on Sale of Investments	(449547)		(376527)
Loss on Investment in Shares	0		0
(Profit)on Sale/Disposal of LAND/BUILDING	0		0
(Profit)/Loss on Sale/Disposal of Assets	(332772)		(1048695)
Interest/Dividend Income	0		0
		(400640)	(788715)
Operating Loss before working capital changes		(5008036)	(8443249)
Adjustment for :			
Trade and other Receivables	1314442		624949
Inventories	200918		8673295
Trade payable and other Liabilities	(1982251)		(655172)
Long-term Loans and Advances	0		168
		(466892)	8643240
Cash generated from operations		(5474927)	199991
Direct Taxes Paid (Net)		13009	83519
NET CASH USED IN OPERATING ACTIVITIES		(5487936)	116472
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets	0		(16390)
Sale of fixed assets	802548		2658000
Sale/(Purchase) of Trade Investments (Net)	(300000)		(461101)
Interest/Dividend Income	0		0
NET CASH FROM INVESTING ACTIVITIES		502548	2180509
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from long term borrowings	0		0
Interest paid	(34465)		(33693)
NET CASH FROM FINANCING ACTIVITIES		(34465)	(33693)
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)		(5019853)	2263289
CASH & CASH EQUIVALENTS			
Opening Balance as at 01.04.2017		5426650	3163361
Closing Balance as at 31.03.2018		406795	5426650

As per our Report of even date attached.

For Rishabh & Co.

CA Raghubir Singh

Membership No. - 015285

Place: Kanpur

Date : 17.05.18

Ranjana Bhargava

Rakshita Bhargava

Krishna Das Gupta

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For and on behalf of the Board

Whole Time Director & CFO DIN: 00234421

Director DIN: 00234224

Director DIN: 00374379

Director DIN: 06491244

Company Secretary (M.No. A35411)

EMA INDIA LIMITED



STATEMENT OF CHANGES IN EQUITY

A. Equity Share Capital:-

<u>Particulars</u>	<u>Notes</u>	<u>Amount</u>
As at April 1, 2016	10	10050000
Changes in Equity Share Capital		
As at March 31, 2017	10	10050000
Changes in Equity Share Capital		
As at March 31, 2018	10	10050000

B. Other Equity:-

Particulars	Equity Component of Compound Financial Instruments	Reserve and Surplus				FVOCI Equity Investment	Total Other Equity
		Capital Reserve	Security premium Reserve	General Reserve	Retained Earning		
Balance as at April 1, 2016	0	2500000	2750000	34366367	0	2162169	41778536
Profit for the year					-30845461		-30845461
Other Comprehensive Income							
Total Comprehensive Income for the year	0	0	0	0	-30845461	2090568	2090568
Transfer to General Reserve				-30845461	30845461	2090568	-28754893
Balance as at March 31, 2017	0	2500000	2750000	3520906	0	4252737	13023643
Balance as at April 1, 2017	0	2500000	2750000	3520906	0	4252737	13023643
Profit for the year					-4607397		-4607397
Other Comprehensive Income							
Total Comprehensive Income for the year	0	0	0	0	-4607397	474305	474305
Transfer to General Reserve				-4607397	4607397		-4133092
Balance as at March 31, 2018	0	2500000	2750000	-1086491	0	4727042	8890551

As per our Report of even date attached.

For Rishabh & Co.

CA Raghunir Singh

Membership No. - 015285

Place: Kanpur

Date : 17.05.18

For and on behalf of the Board

Whole Time Director & CFO DIN: 00234421

Director DIN: 00234224

Director DIN: 00374379

Director DIN: 06491244

Company Secretary (M.No. A35411)

Ranjana Bhargava

Rakshita Bhargava

Krishna Das Gupta

Mahabir Prasad Sharma

Namita Sabarwal



SIGNIFICANT ACCOUNTING POLICIES

(a) SYSTEM OF ACCOUNTING

Compliance with Ind AS

The financial statement comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) (Companies (Indian Accounting Standards) Rules, 2015) and other relevant provisions of the Act. The financial statements up to the year ended March 31 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standards)Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under IND AS.

The Financial Statements of the Company are prepared under the historical cost convention in accordance with Generally Accepted Accounting Principles and other pronouncements of the Institute of Chartered Accountants of India. The Company follows the mercantile system of accounting & recognizes income & expenditure on accrual basis except in respect of following where the exact quantum cannot be ascertained:

- (i) Claims lodged against and / or by the Company.
- (ii) Discounts allowed to customers on confirmation / settlement.
- (iii) Government Taxes and other statutory dues except otherwise specified.

(b) USE OF ESTIMATES

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

(c) OWNED FIXED ASSETS

Tangible assets are stated at cost net of tax/duty credit availed, if any, less accumulated depreciation. Cost represents cost of acquisition inclusive of inward freight and incidental expenses related to acquisition and adjustments arising from foreign exchange rate variations, if any. Intangible assets (Technical know how) are stated at cost of acquisition less accumulated depreciation. **TRANSITION TO IND AS** On transition to Ind AS , the company has elected to continue with the carrying value of all of its property, plant and equipment as well as all of its intangible assets recognised as at April 1, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property , plant , equipment and intangible assets.

(d) DEPRECIATION & AMORTISATION

Leasehold Land is amortized over the period of lease. Depreciation on other Tangible Assets is provided for on straight-line method as per their useful lives specified in Schedule II of the Companies Act, 2013 .

(e) INVESTMENTS AND OTHER FINANCIAL ASSETS

The company classifies its financial assets in the following measurement categories.

- (i) Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- (ii) Those measured at amortised cost.

For assets measured at fair value , gains and losses will either be recorded in profit or loss or other comprehensive income. For investments, in equity or debt instruments, this will depend on whether the company has made an irrevocable election at the time of initial recognition to account for the equity or debt investment at fair value through other comprehensive income.

The classification depends on the contractual terms of cash flows and how the entity manages the financial assets.

(f) INVENTORIES

Inventories are valued at Lower of Cost or Net Realizable Value. Cost of raw material & components and stores & spare parts are determined on weighted average basis. Cost of material is arrived at after adjustment of, where applicable, any duty / VAT credit availed or to be availed. Work in process are valued at direct cost. Finished goods are valued at lower of cost or net realizable value. Cost includes related overhead and excise duty Payable for such goods wherever applicable.

(g) SALES

Revenue from sales is recognized upon despatch to customers. Sales (net of returns) are inclusive of packing charges and exchange variations arising out of export sales transactions but excluding Sales Tax/VAT.

(h) RESEARCH AND DEVELOPMENT

Expenditure related to capital items is debited to fixed assets and depreciated at applicable rates. Revenue expenditure is charged to Profit and Loss Account of the year in which they are incurred.



(i) FOREIGN CURRENCY TRANSACTIONS

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates. The difference in translation of monetary assets & liabilities and realized gains & losses on foreign exchange transactions other than those relating to fixed assets are recognized in the Profit and Loss Account. Exchange differences in respect of liabilities incurred to acquire fixed assets are adjusted in the cost of such fixed assets.

(j) EMPLOYEE BENEFITS

(i) Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the Profit & Loss A/c of the year in which the related service is rendered.

(ii) Short term liability for accumulated earned leave encashment Payable to employees at the end of the year provided for.

(iii) Post retirement and other long term benefits are recognized as an expense in the Profit & Loss A/c for the year in which Employee has rendered services. The expense is recognized at the present value of amount Payable determine using actuarial valuation.

(k) BORROWING COSTS

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

(l) DEFERRED REVENUE EXPENDITURE

(i) The design and development cost paid is treated as Deferred Revenue Expenditure to be written off in six equal installments.

(ii) Compensation paid to employees taking voluntary retirement is treated as Deferred Revenue Expenditure to be written off in five equal installments.

(m) PROVISION FOR CURRENT & DEFERRED TAX

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments / appeals in Company's cases. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates & laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. The effect of tax rate change is considered in the Profit & Loss Account of the respective year of change.

(n) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liabilities (if material) are disclosed by way of Notes to Accounts. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.



NOTES ON FINANCIAL STATEMENTS

	As at 31.03.2018	As at 31.03.2017	As at 1.4.2016
1 TANGIBLE ASSETS	2408316	3225305	5421034

As separately given

NOTE ' 1 ' : TANGIBLE ASSETS----31.03.2018

	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	01.04.2017	Additions	Deletions	31.03.2018	01.04.2017	For the year	31.03.2018	31.03.2017	1.4.2016
Land (Leasehold)	90,205	0	0	90,205	41,106	1,002	42,108	48,097	49,099
Building	5,702,708	0	0	5,702,708	4,928,433	21,267	4,949,700	753,008	774,275
Plant & Machinery	12,838,614	0	5,056,157	7,782,457	11,831,432	70,040	7,315,090	467,367	1,007,182
Utility Sub stations	548,912	0	0	548,912	521,467	0	521,467	27,446	27,446
Computers	1,731,725	0	0	1,731,725	1,647,364	0	1,647,364	84,361	84,361
Cooling Equipments	840,902	0	0	840,902	723,027	12,474	735,502	105,400	117,875
Office Equipments	952,989	0	0	952,989	845,490	18,131	863,621	89,367	107,498
Furniture & Fixtures	843,772	0	0	843,772	805,449	1,400	806,850	36,922	38,322
Vehicles	1,886,208	0	0	1,886,208	866,961	222,900	1,089,861	796,347	1,019,247
GRAND TOTAL	25,436,035	0	5,056,157	20,379,878	22,210,731	347,214	17,971,563	2,408,316	3,225,305
PREVIOUS YEAR	30,184,526	16,390	4,764,881	25,436,035	24,763,493	602,814	3,155,577	22,210,731	3,225,305

2 LONG TERM LOANS & ADVANCES

VAT recoverable

Security Deposits

	31.03.2018	31.03.2017	1.4.2016
VAT recoverable	0	0	168
Security Deposits	264830	264830	264830
TOTAL	264830	264830	264998

3 DEFERRED TAX ASSETS

The Company estimates the deferred tax credit / (charge) using the applicable rate of tax based on the impact of timing differences between financial statements and estimated taxable income for the current year. The Deferred Tax assets

(a) Deferred Tax Assets - OPENING

(b) ADD-CURRENT PERIOD

	31.03.2018	31.03.2017	1.4.2016
(a) Deferred Tax Assets - OPENING	(0)	23190928	21804909
(b) ADD-CURRENT PERIOD	0	(23190928)	1386019
NET DEFERRED TAX ASSETS	0	(0)	23190928

The company had been recognising the Deferred Tax Asset upto the last year on the estimates that there will be sufficient future taxable profit to utilise the tax loss. However, by the reviewed estimation by the management, the likelihood that this tax loss can be utilised in the near future, has fallen down and it has been prudently decided to write off the deferred tax asset.

4 INVENTORIES (As certified by the management)

Stores and Spares

Raw Materials and Components

Work-in-Process

	31.03.2018	31.03.2017	1.4.2016
Stores and Spares	0	0	488058
Raw Materials and Components	261907	462824	7871437
Work-in-Process	1123569	1123569	1900194
TOTAL	1385476	1586394	10259689

5 CURRENT INVESTMENTS

TRADE INVESTMENTS

(i) ABSL Dynamic Bond Fund-Growth

	31.03.2018	31.03.2017	1.4.2016
(i) ABSL Dynamic Bond Fund-Growth	4467080	5321155	4483527
Nos. of Units	206787	251572	235103
Cost - Rupees	4467080	5321155	4483527
Market Value- Rupees	6199997	7304126	6192795

(ii) ABSL Cash Manager-Growth

	31.03.2018	31.03.2017	1.4.2016
(ii) ABSL Cash Manager-Growth	1603622	0	0
Nos. of Units	3915	0	0
Cost - Rupees	1603622	0	0
Market Value- Rupees	1634867	0	0

(iii) ABSL Equity Fund -Growth

	31.03.2018	31.03.2017	1.4.2016
(iii) ABSL Equity Fund -Growth	4737675	4737675	4737675
Nos. of Units	11188	11188	11188
Cost - Rupees	4737675	4737675	4737675
Market Value- Rupees	7700554	7007440	5190576

TOTAL Cost - Rupees

10808377

TOTAL Market Value - Rupees

15535419

6 TRADE RECEIVABLES (Unsecured):

Other Debts-Considered Good

	31.03.2018	31.03.2017	1.4.2016
Other Debts-Considered Good	4900	14053	560152
TOTAL	4900	14053	560152



7 CASH & CASH EQUIVALENTS	31.03.2018	31.03.2017	1.4.2016
(i) Balance with Banks in Current Accounts	320484	2098872	334335
(ii) Cash in hand	86312	97033	5370
(iii) Fixed Deposits with Bank	0	3230745	2823657
TOTAL	406795	5426650	3163361
8 SHORT TERM LOANS & ADVANCES (Unsecured, considered good)	31.03.2018	31.03.2017	1.4.2016
Advances to Suppliers	27000	0	858
Other Advances	0	360109	360109
TOTAL	27000	360109	360967
9 OTHER CURRENT ASSETS	31.03.2018	31.03.2017	1.4.2016
Advance Income Tax (Net of Provisions)	574226	1569945	1563202
Balance with Statutory / Government authorities	67832	30121	11477
Prepaid Expenses	32761	33923	53784
TOTAL	674819	1633989	1628462
10 SHARE CAPITAL	As at	As at	As at
AUTHORISED	31.03.2018	31.03.2017	1.4.2016
17,50,000 Equity Shares of Rs. 10/- each	17500000	17500000	17500000
25,000 Preference Shares of Rs.100/- each	2500000	2500000	2500000
	20000000	20000000	20000000
ISSUED, SUBSCRIBED & FULLY PAID UP			
10,05,000 Equity Shares of Rs. 10/- each	10050000	10050000	10050000
TOTAL	10050000	10050000	10050000
• Shareholders holding more than 5% in the company as on 31.03.2018	Nos	Nos	Nos
Pradip Kumar Bhargava HUF	352906	352906	352906
Rakshita Bhargava	71343	71243	21523
EMA Elektro Maschinen Schultze GmbH & Co.	68755	68755	68755
TOTAL	493004	492904	443184
• Change in the Share Capital	NIL	NIL	NIL
Change in Shareholders holding more than 5%	NIL	NIL	NIL
• Equity shares allotted as fully paid up pursuant to a contract without payment being received in cash for the period of five years immediately preceeding the date of Balance Sheet	NIL	NIL	NIL
• Equity shares allotted as fully paid up by way of bonus shares by capitalization of General Reserve for the period of five years immediately preceeding the date of Balance Sheet	NIL	NIL	NIL
11 RESERVES & SURPLUS	31.3.2018	31.03.2017	1.4.2016
CAPITAL RESERVE			
Capital Investment Subsidy - As per last Balance Sheet	2500000	2500000	2500000
SECURITY PREMIUM ACCOUNT			
Premium received on issue of Equity Shares - As per last Balance Sheet	2750000	2750000	2750000
GENERAL RESERVE			
Balance at the beginning of the year	7773643	36528536	36528536
(Less) : Shortfal in depreciation consequent upon changes in useful life of assets provided	0	0	0
(Less) : Transferred to current year Statement of Profit & Loss	(4133092)	(28754893)	0
Balance at the end of the year	3640551	7773643	36528536



PROFIT & LOSS ACCOUNT

Balance at the beginning of the year	0	0	0
Add / (Less) : Profit / (Loss) for the year	(4133092)	(28754893)	0
Transferred from General Reserve	(4133092)	(28754893)	0
Balance at the end of the year	0	0	0

TOTAL **8890551** **13023643** **41778536**

12 SHORT TERM BORROWINGS

FROM STATE BANK OF INDIA - SECURED

.Overdraft is secured against pledge of fixed deposit of the company

31.03.2018	31.03.2017	1.4.2016
0	36209	26116

13 TRADE Payables

SUNDRY CREDITORS

Due to Micro, Small & Medium Enterprises (less than six months)

Due to Others

31.03.2018	31.03.2017	1.4.2016
0	0	45494
0	237433	440250

TOTAL **0** **237433** **485744**

14 OTHER CURRENT LIABILITIES

Advances from Customers

Salaries & Benefits Payable

Bonus Payable

Tax deducted at source Payable

Central Sales Tax / Vat Payable

Provisions for expenses

Creditors for services

31.03.2018	31.03.2017	1.4.2016
152972	139560	876530
137109	133164	204727
21217	40672	48413
818	994	995
1890	5008	0
89988	34758	136579
121011	431094	254878

TOTAL **525005** **785250** **1522121**

15 SHORT TERM PROVISIONS

Provision for Employee Benefits

ESI Payable

PF Payable

Leave encashment Payable

31.03.2018	31.03.2017	1.4.2016
959	1728	1399
17054	15716	39981
1223985	2672918	2329066

TOTAL **1241998** **2690362** **2370446**

16 REVENUE FROM OPERATIONS

16.1 SALE OF PRODUCTS

Induction Heating Equipments produced & sold - Numbers

Sale Value of Equipments - Rupees

Tools, Spares & Upgrading etc (in lot) - Rupees

Gross Sale

Less: Excise Duty & Cess Realised

31.03.2018	31.03.2017
------------	------------

0	0
0	0
831321	12873175
831321	12873175
62721	868297

NET SALES **768600** **12004878**

There is no opening or closing stock of goods produced.

16.2 SALE OF SERVICES

Technical Assistance & Process Support Charges

0	930421
768600	12935299

17 OTHER INCOME

Duty Draw Back Received

Short Term Capital Gain on Redemption of Investments

Balances no longer Payable written back

Interest on Income Tax Refund

Exchange Fluctuations

Interest on Deposits with Scheduled Banks

(Tax Deducted at source Rs 13009 / - Previous year Rs. 22209/-)

131765	220324
913395	718126

18 COST OF RAW MATERIAL CONSUMED

PARTICULARS

Imported (in Rupees)

(in percentage)

Indigenous (in Rupees)

(in percentage)

31.03.2018	31.03.2017
------------	------------

0	2568855
0	29
299857	6160106
100	71

TOTAL IN RUPEES **299857** **8728961**

It is not practical to furnish detailed item wise information of raw materials & components consumed in view of the large number of items which differ in size & nature, each being less than ten percent in value of the total value.



19 DECREASE IN INVENTORY OF WORK IN PROCESS

Opening Stock	1123569	1900194
Less : Closing Stock	1123569	1123569
TOTAL	0	776624

20 EMPLOYEE BENEFIT EXPENSES

Salaries, Wages and Bonus etc.	2813470	5708837
Contribution to Provident and other Funds (Refer Note No 29)	282609	569035
Employees Welfare Expenses	55089	441051
TOTAL	3151168	6718923

21 OTHER EXPENSES

	31.03.2018	31.03.2017
Stores and Spares Consumed (100% Indigenous)	0	713167
Power and Electrical Charges	599448	936506
Repairs to Building	60402	24231
Repairs to Plant and Machinery	0	44568
Rates and Taxes	64791	66599
Insurance	40559	65156
Machining charges	164396	26220
Packing, Forwarding & Freight	12337	130397
Travelling Expenses	400277	1134485
AUDITORS' REMUNERATION	30000	30000
Director Sitting Fees	64000	48000
Loss/ (Profit) on Sale / Disposal of other Fixed Assets (Net)	(332772)	(1048695)
Professional Fees & Expenses	433148	765491
Security Service Charges	302542	461020
Other Miscellaneous Expenses	617560	1049798
TOTAL	2456688	4446943

22 CONTINGENT LIABILITIES & COMMITMENTS

(i) Claims against the Company for demands raised by ESI Corporation till 2001 not acknowledged as debts - Rs.571813/- (Previous year Rs. 571813/-) out of which Rs. 460109/- (Previous year Rs. 460109/-) has been deposited under protest. Further the company has also disputed the calculation of demand raised by the department. Since the ESI Corporation has not acknowledged the basis of their demand, the difference has not been deposited.

(ii) Claim against the company for various labour cases filed, not acknowledged as debt since the amount is not ascertainable.

23 C.I.F. VALUE

	31.03.2018	31.03.2017
RAW MATERIAL IMPORTED	0	206583

24 EXPENDITURE IN FOREIGN CURRENCY

	31.03.2018	31.03.2017
Foreign Bank Charges	0	6970
Travelling	146100	337500
TOTAL	146100	344470

25 EARNINGS IN FOREIGN CURRENCY

	31.03.2018	31.03.2017
Export of Goods on F.O.B. Basis	0	1373243

26 EARNING PER SHARE (EPS)

	31.03.2018	31.03.2017
(i) Net Profit/ (Loss) for Equity shareholders - Rupees	(4133092)	(28754893)
(ii) Weighted Average number of Equity Shares	1005000	1005000
(iii) Basic and Diluted Earnings per share of Rs.10 each - Rupees	(4.11)	(28.61)

27 EMPLOYEE BENEFITS - As per Accounting Standard-15 (Revised 2005)

(i) **Gratuity Fund** - Gratuity is administered through Group Gratuity Scheme with LIC and annual premium thereon is paid and accounted for as and when demanded based on actuarial valuation made by LIC as required in Accounting Standard - 15 (revised 2005).

(ii) **Leave Encashment** - Provision for leave encashment has been made by the management.

(iii) **Defined Contribution Plans** - During the financial year ended 31.03.2018, the Company has recognized the following amounts in the Profit & loss account for employee benefits.

Employer's Contribution to

Employee's Provident Fund	164018	360539
Employee's Family Pension Scheme	51427	97962
Employee's State Insurance Fund	38376	46480
Employee's Group Insurance Scheme	8468	19102
Employee's Superannuation Fund	0	0

EMA INDIA LIMITED



Gratuity Fund -

Contribution to LIC Group Gratuity Scheme as per demand raised	0	0
Leave Encashment	0	0

28 RELATED PARTY DISCLOSURES

As required under AS-18 issued by Institute of Chartered Accountants of India

(i) Key Management Personnel & their relatives

(a) Mrs. Ranjana Bhargava, Whole Time Director

(b) Ms. Rakshita Bhargava, Director

(ii) Summary of Transactions

Key Management Personnel & Relatives

	31.03.2018	31.03.2017
Remuneration	1525174	3261069
Sitting Fees	20000	16000

Other Directors

Sitting Fees	44000	32000
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29 FIRST TIME ADOPTION OF IND AS

(i) Transition to Ind AS

These are the company's first financial statements prepared in accordance with IND AS

The accounting policies have been applied in preparing the financial statements for the year ended March 31, 2017 and in the preparation of an opening IND AS Balance sheet at April 1, 2016 (the company's date of transition). In preparing its opening Ind AS balance sheet , the company has adjusted the amounts reported previously in financial statements prepared in accordance with the accounting standards notified under companies (Accounting Standards) Rules 2006 (as amended) and other relevant provisions of the act (previous GAAP or Indian GAAP) .

(ii) Fair valuation of investments

Under the previous GAAP , investments in equity instruments and mutual funds were classified as long term investments or current investments based on the intended holding period and realisability. Long term investments were carried at cost less provision for other than temporary decline in the value of such investments . Current investments were carried at lower of cost and fair value. Under Ind AS , these investments are required to be measured at fair value. The resulting fair value changes of these investments measured at FVOCI have been recognised in retained earnings as at the date of transition and subsequently in the profit or loss for the year ended on March 31, 2017. Fair value changes with respect to investments measured at FVOCI have been recognised in other reserves as at the date of transition and subsequently in the other comprehensive income for the year ended March 31, 2017.

(iii). Retained earning

Retained earnings as at April 1, 2016 has been adjusted consequent to the above Ind AS transition adjustments

(iv). Other comprehensive income:

Under Ind AS , all items of income and expense recognised in a period should be included in profit or loss for the period , unless a standard requires or permits otherwise . Items of income and expense that are not recognised in profit or loss but are shown in the statement of profit and loss as "Other comprehensive income". The concept of other comprehensive income did not exist under previous GAAP.

Reconciliations between previous GAAP and Ind AS (Note-29)

Reconciliation of total equity as at March 31, 2017 and April 1, 2016

	March 31, 2017	April 1, 2016
Total equity (shareholder's funds) as per previous GAAP	20,983,075.00	49,666,367.00
Fair valuation of investments	2,090,568.00	2,162,169.00
Total adjustments	2,090,568.00	2,162,169.00
Total equity as per Ind AS	23,073,643.00	51,828,536.00

Reconciliation of total comprehensive income for the year ended March 31, 2017

	March 31, 2017
Profit after tax as per previous GAAP	(30,845,461.00)
Fair valuation of investments	2,090,568.00
Total adjustments	2,090,568.00
Total comprehensive income as per Ind As	28,754,893.00

30 The Company is engaged in one segment only i.e. Machine Tools for Automotive and other classified industries which are governed by the same set of risk and returns. The said treatment is in accordance with the guiding principle enunciated in the AS-17 on Segment Reporting.

31 Previous year figures have been regrouped / reclassified to conform to this year's classification.

As per our Report of even date attached.

For Rishabh & Co.

CA Raghubir Singh

Membership No. - 015285

Place: Kanpur

Date : 17.05.18

For and on behalf of the Board

Ranjana Bhargava	Whole Time Director & CFO	DIN: 00234421
Rakshita Bhargava	Director	DIN: 00234224
Krishna Das Gupta	Director	DIN: 00374379
Mahabir Prasad Sharma	Director	DIN: 06491244
Namita Sabarwal	Company Secretary	(M.No. A35411)

EMA INDIA LIMITED



EMA INDIA LIMITED

C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022

Ph. : 0512-2691210-11; Fax: 0512-2691214

E-mail : emaindia.cs@gmail.com; Website: www.eiltd.info

CIN No.: L27201UP1971PLC003408

May 17, 2018

Dear Shareholders,

Sub: E-mail address–Green Initiative Corporate Governance–Paperless Communication

Ref: Circular Nos. 17/2011 & 18/2011 dt. April 21, 2011 and April 29, 2011 respectively, issued by the Ministry of Corporate Affairs, Government of India (MCA)

The Ministry of Corporate Affairs has taken “Green Initiative in Corporate Governance” by allowing paperless compliances by the companies by way of dispensing with sending Physical Annual Reports of the Company and in lieu thereof sending the documents by E-Mail to its Members. Accordingly in future the Company proposes to send its notice, annual report, etc., in electronic form to its Members in support of the said Green Initiative of the MCA for which E-mail address of the shareholders is required to be registered with the Company.

Please note that the Annual Report / related documents for financial year 2017-18 has been dispatched to the shareholders in physical form as well as uploaded on the website of the Company viz. **www.eiltd.info** for the ready reference of its Members. However to enable the company to follow the **Green Initiative in Corporate Governance**, the Members are requested to comply with the following:

- a. Members holding equity shares of the Company in electronic form are requested to register / update their e-mail address with their DP.
- b. Members holding equity shares of the Company in physical form are requested to provide their e-mail address to the Company /RTA urgently.

Please note that as a Member of the Company you are always entitled to receive on request, copy of the said documents, free of cost, in accordance with the provisions of the Companies Act, 2013.

Thanking you for supporting this unique initiative and assuring you of our best attention at all times.

Yours sincerely,
For EMA India Ltd.

Ranjana Bhargava
Whole-time Director
DIN: 00234421

EMA INDIA LIMITED

BOOK - POST

If undelivered, please return to :



EMA INDIA LIMITED

C-37, PANKI INDUSTRIAL AREA
P.O. UDYOG NAGAR
KANPUR-208 022

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