

43rd ANNUAL REPORT 2017 - 2018



EASUN REYROLLE LIMITED



Easun Reyrolle Limited

43rd Annual Report, 2017-2018

- Chairman : Mr Hari Eswaran
- Managing Director : Mr Raj H Eswaran
- Directors : Dr W S Jones
Mr Rakesh Garg
Ms Sweta Mandora Prajapati
- Cheif Financial Officer : Mr A Kamatchinathan
- Head Legal &
Company Secretary : Mr Sudhir Anand (upto 02.08.2017)
- Auditors : M/s K S Rao & Co.,
Chartered Accountants
7-B, 7th Floor of Century Plaza
560 - 562, Anna Salai
Chennai – 600 018
- Registered Office : “Temple Tower”, 6th Floor
No.672, Anna Salai, Nandanam,
Chennai – 600 035
- Corporate Office &
Development Centre : No.98, Sipcot Industrial Complex
Hosur – 635 126, Tamilnadu
- Factories : 1. Plot No.98,
Sipcot Industrial Complex,
Hosur – 635 126, Krishnagiri Dt., Tamilnadu
2. No.17/3, Arakere Village
Bannerghatta Road, Bangalore – 560 076
3. Plot No.147/148, Harohalli Industrial Area,
2nd Phase, Madamaranahalli Village,
Harohalli Hobli, Kanakpura Taluk,
Ramnagara Dt. Karnataka
- Registrar and Transfer Agents : Integrated Registry Management Services Pvt Ltd.,
2nd Floor, “Kences Towers”
No.1, Ramakrishna Street, North Usman Road
T Nagar, Chennai – 600 017

Easun Reyrolle Limited

43rd Annual Report – 2017 - 18

INDEX

SL.No.	Particulars	Page No.
1	Notice to Shareholders	3
2	Financial Highlights for 10 years	8
3	Directors' Report to the Shareholders	9
4	Corporate Governance Report	18
5	Auditors' Report on Corporate Governance	32
6	Information pursuant to the Section 134 of Companies Act, 2013	33
7	Auditors' Report on Standalone Financial Statements	53
8	Standalone Balance Sheet	67
9	Standalone Profit and Loss Account	69
10	Standalone Cash Flow Statement	71
11	Notes to the Standalone Financial Statements	74
12	Auditors' Report on Consolidated Financial Statements	126
13	Consolidated Balance Sheet	133
14	Consolidated Profit & Loss Account	135
15	Consolidated Cash Flow Statement	137
16	Notes to the Consolidated Financial Statements	140

Easun Reyrolle Limited

CIN No.L31900TN1974PLC006695

Regd. Office: "Temple Tower", VI Floor, 672, Anna Salai,
Nandanam, Chennai – 600 035

Ph: +91-44-24346425 / Fax No.+91-44-24346435

E-mail: sec@easunreyrolle.com

Notice to Shareholders

Notice is hereby given that the Forty Third Annual General Meeting of the Members of Easun Reyrolle Limited will be held on 29th September, 2018 at 10.00 a.m. at Hotel Ambassador Pallava, 53, Montieth Road, Chennai 600 008, to transact the following business:

Ordinary Business

1. To consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2018, the Balance Sheet as at 31st March, 2018 (including audited consolidated financial statements) and the reports of Board of Directors and Auditors thereon
2. To appoint a Director in place of Mr Hari Eswaran, Non-Executive Chairman who retires by rotation and being eligible for re-appointment offers himself for re-appointment.

By Order of the Board
for Easun Reyrolle Limited

A Kamatchinathan
Chief Financial Officer

Place : Chennai

Date : 28th August, 2018

Notes:

1. Any Member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and a Proxy need not be a member. A Proxy so appointed shall not have any right to speak at the Meeting. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
2. Members holding shares in physical form are requested to communicate change in their addresses, if any, to our Registrar and Share Transfer Agents, Integrated Registry Management Services Pvt Ltd., , 2nd Floor, “Kences Towers”, No.1, Ramakrishna Street, North Usman Road, T Nagar, Chennai – 600 017, Telephone No.044-28140801-803, E-mail - corpserv@integratedindia.com
3. Members holding shares in demat form may inform the change in address or other particulars to their Depository Participants.
4. Members are also requested to immediately notify their email IDs to their respective DPs or the RTA or to the Company, as the case may be, to enable the Company to send all notices and documents through electronic mode in view of the Government’s recent green initiative regarding the service of various documents by electronic mode instead of in physical mode.
5. Electronic copy of the Notice of the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 43rd Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode. Members may also note that the Notice of the 43rd Annual General Meeting and the Annual Report for the year 2017-18 will also be available on the Company’s website www.easunreynolle.com for their download.
6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days during the business hours up to the date of the Meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th September, 2018 to 29th September, 2018 (both days inclusive).
8. Members / Proxies are requested to bring the Attendance Slip with them duly filled in and handover the same at the entrance of the Meeting Hall. Members are requested to bring their copy of Annual Report to the Meeting.

9. Members of the Company had approved the appointment of M/s. K S Rao & Co, Chartered Accountants, (Firm Reg. No.003109S) as the Statutory Auditors at the 42nd AGM of the Company which is valid till 47th AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
10. The Ministry of Corporate Affairs had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules). As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. Accordingly, all unclaimed / unpaid dividend for a period of seven years from the date they become due for payment, have been transferred to the IEPF Authority.

As per Section 124(6) of the Act read with IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid /unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority. The Company after following the necessary procedures, has transferred the shares on which dividend remains unpaid or unclaimed for the financial years 2008-09 and 2009-10 to the IEPF Authority.

Hence, the Company urges all the Members to encash / claim their respective dividend during the prescribed period. The details of the unpaid / unclaimed amounts lying with the Company as on 30th September, 2017 (date of last AGM) are available on the website of the Company <https://www.easunreynolle.com/investors.php> and on Ministry of Corporate Affairs' website. The Members whose dividend / shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.

11. In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed there under, and as per Regulation 44 of the SEBI (LODR) Regulations, 2015 the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all resolutions set forth in this Notice:
- a) The facility for voting, through ballot paper shall be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
 - b) The "cut-off date" for determining the eligibility for voting either through electronic voting system or ballot is fixed as 24th September, 2018.
 - c) The e-voting period commences from 26th September, 2018 at 9.00 a.m. and ends on 28th September, 2018 at 5.00 p.m. The remote e-voting module shall be disabled by NSDL for voting thereafter. During this period Shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e., 24th September, 2018 shall be entitled to avail the facility of remote e-voting.

The instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):
- i) Open the e-mail and also open PDF file namely “ERL- e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
 - ii) Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
 - iii) Click on Shareholder – Login.
 - iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
 - v) If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
 - vi) The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vii) Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
 - viii) Select “EVEN” (E-Voting Event Number) of Easun Reyrolle Limited. Now you are ready for e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi) Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to erl.scrutinizer@gmail.com, with a copy marked to evoting@nsdl.co.in.
 - xiii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com.
- B. In case a Member receives physical copy of the Notice of AGM (for Members whose email addresses are not registered with the Company / Depositories):
- i) Initial password is provided in the enclosed attendance slip: EVEN (E-Voting Event Number), user ID and password.
 - ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions: / Details

- i) Mr. G Ramachandran, ACS No.9865, COP No.3056, Practicing Company Secretary, M/s G Ramachandran & Associates, Chennai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- ii) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iii) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.easunreynrolle.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the 43rd Annual General Meeting of the Company, (i.e.) on or before 2nd October, 2018 and communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

By order of the Board
For Easun Reynrolle Limited

A Kamatchinathan
Chief Financial Officer

Place: Chennai

Date: 28th August, 2018

Corporate Identification Number: L31900TN1974PLC006695

Registered Office:

"Temple Tower" VI Floor
672, Anna Salai, Nandanam
Chennai – 600 035
Ph: +91 – 44 – 24346425
Fax: +91 – 44 – 24346435
Email: sec@easunreynrolle.com

Financial highlights for 10 years

[Rupees in lakhs]

Sl. No.	Particulars	Year ended 31 st March									
		2018	2017	2016	2015	2014	2013	2012	2011	2010	2009
1	Sales & Other Income	7,904	8,990	9,967	12,658	26,557	31,397	34,522	30,255	32,244	17,232
2	Operating Expenditure	7,542	8,360	9,263	12,128	23,898	26,921	31,277	28,581	25,262	15,863
3	Earning/Profit before depreciation and tax (EBIDTA)	362	630	704	530	2,659	4,476	3,244	1,674	6,982	1,369
4	Less: Interest	240	3,221	2,799	2,645	3,023	2,342	2,208	909	604	489
5	Less: Depreciation	1,682	1,822	1,942	2,051	2,623	2,302	1,464	1,081	766	514
6	Profit before tax	(1,560)	(4,413)	(4,037)	(4,166)	(2,987)	(168)	(427)	(316)	5,612	366
7	Exceptional Items	-	(79)	(802)	(601)	-	-	-	-	-	-
8	Less: Current tax	-	-	-	(430)	84	42	162	222	1,101	96
9	Less: Deferred tax	-	-	-	-	-	147	136	183	-	18
10	Less: Fringe benefit tax	-	-	-	-	-	-	-	-	-	24
11	Profit after tax	(1,560)	(4,492)	(4,839)	(4,336)	(3,070)	(357)	(725)	(722)	4,511	228
12	(Less) / Add : Share of minority interest	-	-	-	(288)	(40)	-	(24)	-	(15)	43
13	Net profit after share in minority interest	(1,560)	(4,492)	(4,839)	(4,049)	(3,110)	(357)	(701)	(722)	4,496	271
14	Add: Balance brought forward	(21,834)	(15,720)	(10,881)	(5,255)	(2,145)	(1,787)	(939)	173	649	1,114
15	Profit available for appropriation	(15,397)	(21,834)	(15,720)	(10,881)	(5,255)	(2,144)	(1,639)	(549)	5,145	1,385
16	Less: Proposed dividend on equity shares	-	-	-	-	-	-	42	249	831	415
17	Less: Interim dividend on equity shares	-	-	-	-	-	-	-	-	-	-
18	Less: Tax on dividends	-	-	-	-	-	-	7	41	141	71
19	Less: Transfer to General Reserve	-	-	-	-	-	-	100	100	4,000	250
20	Surplus carried to balance sheet	(15,397)	(21,834)	(15,720)	(10,881)	(5,255)	(2,144)	(1,788)	(939)	173	649

Note : 1. Financial highlights shown are after consolidating the accounts of all subsidiary companies.

2. Figures prior to 2018 are as per revised schedule IV / schedule III format and hence are not comparable to current year figures.

3. Figures for 2018 is as per Ind AS notified under the companies (Indian accounting standards) Rules, 2015.