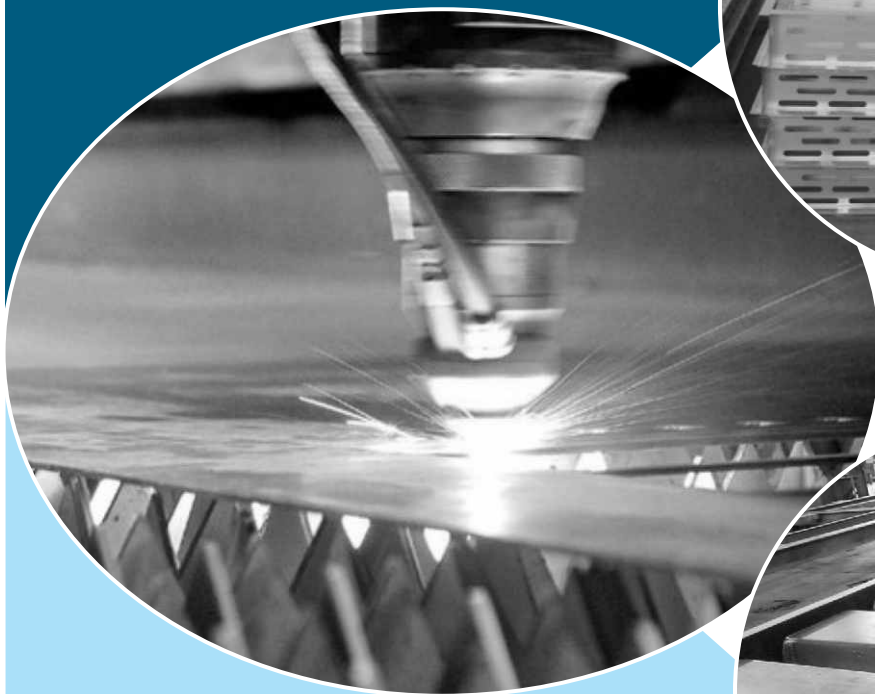


RISHI LASER LIMITED



24th
ANNUAL REPORT
2015-2016



Rishi Laser Ltd.
Precision Metal Fabricators

BOARD OF DIRECTORS

Name of Directors	Designation	DIN
Mr. Harshad Patel	Chairman and Managing Director	00164228
Mr. Vasant Goray	Director	00176609
Mr. Dinesh Mehta	Director	00509447
Ms. Sheela Ayyar	Director	06656579

COMPANY SECRETARY

Supriya Joshi

AUDITORS

Alladi Krishnan & Kumar,
4, Marshal, Mogal Lane, Mahim,
Mumbai - 400016.

BANKERS

Canara Bank
Tamarind Lane Branch, Crossly House,
Fort, Mumbai - 400001

REGISTRARS AND TRANSFER AGENTS

Adroit Corporate Services Pvt. Ltd.,
19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road,
Marol Naka, Andheri (E), Mumbai – 400059. Tel.: 022-4227 0400

REGISTERED OFFICE

612, Veena Killedar Industrial Estate, 10/14, Pais Street,
Byculla (W), Mumbai – 400011. Tel.: 022-2307 5677 / 4585

MANUFACTURING UNITS

Pune	Unit - I Gat No. 1236/1+2+3 Unit - II Gat No. 229 Alandi Markal Road, Village Markal, Tal. Khed, Pune - 412105, Maharashtra
Bengaluru	Plot No.145-146, 4 th Phase, Bommasandra Industrial Area, Bengaluru - 560099. Karnataka
Vadodara	Plot No. A/2 – 620, GIDC Estate, Makarpura Indl. Estate, Makarpura, Vadodara - 390010, Gujarat
Savli	Plot No. 578–587, GIDC Savli, Savli - 391770, Gujarat
Rajkot	Plot No. 2738, Gate -2, GIDC Lodhika Metoda, Rajkot - 360021. Gujarat
Pithampur	Plot No. 661,662,663 Sector-3, Near Indorama Ram Mandir, Pithampur, Dist.-Dhar 454775 (M.P.)
Sonepat	428, E.P.I.P. HSIDC Industrial Estate, Kundli, Dist. Sonepat - 131001, Haryana



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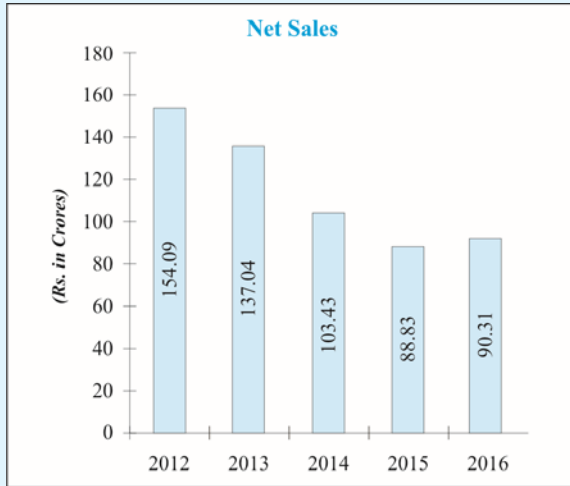
KEY NUMBERS AT A GLANCE (For Standalone basis)

(Rs. in Crores)					
Particulars	2012	2013	2014	2015	2016
Profit & Loss Account:					
Revenue (Net)	154.09	137.04	103.43	88.83	90.31
Total Income	155.39	142.94	103.61	89.51	90.37
EBIDTA (Excluding Other Income)	17.48	11.49	2.82	2.04	3.04
Profit/(Loss) Before Tax (PBT)	0.64	-0.52	(12.64)	(13.92)	(8.07)
Profit/(Loss) After Tax (PAT)	0.46	0.07	(11.92)	(12.91)	(7.95)
Balance Sheet:					
Equity Capital	8.99	8.99	9.19	9.19	9.19
Reserves & Surplus	42.35	42.40	30.67	17.74	9.78
Net worth	51.34	51.39	39.86	26.93	18.97
Loan Funds	59.82	48.07	44.84	49.05	38.96
Current Liabilities	27.95	31.83	32.29	28.98	24.07
Other Liabilities	3.92	3.30	2.62	1.60	1.48
Total Liabilities	143.03	134.59	119.61	106.56	83.48
Gross Block Including CWIP	107.26	112.95	114.20	114.58	108.01
Accumulated Depreciation	41.70	49.86	58.49	66.86	66.48
Net Block	65.56	63.09	55.71	47.72	41.53
Investments	8.88	8.93	8.93	8.46	1.76
Current Assets	66.18	59.89	52.98	48.96	38.81
Other Assets	2.41	2.68	1.99	1.42	1.38
Total Assets	143.03	134.59	119.61	106.56	83.48
Ratio Analysis:					
EBIDTA Margin (%) (Excluding Other Income)	11.34	8.39	2.72	2.29	3.37
PAT Margin (%)	0.30	0.05	(11.52)	(14.54)	(8.80)
Debt-Equity Ratio	1.17	0.94	1.12	1.82	2.05
Total Assets Turnover	1.08	0.99	0.81	0.79	0.85
Fixed Assets Turnover	2.35	2.19	1.83	1.81	2.13
ROCE (%)	6.43	5.32	(6.04)	(6.58)	(2.23)
Ratios-Per Share:					
Earnings Per Share (Rs.)	0.51	0.08	(13.02)	(14.05)	(8.65)
Dividend Per Share (Rs.)	0.00	0.00	0.00	0.00	0.00
Book Value Per Share (Rs.)	57.09	57.15	43.36	29.30	20.63

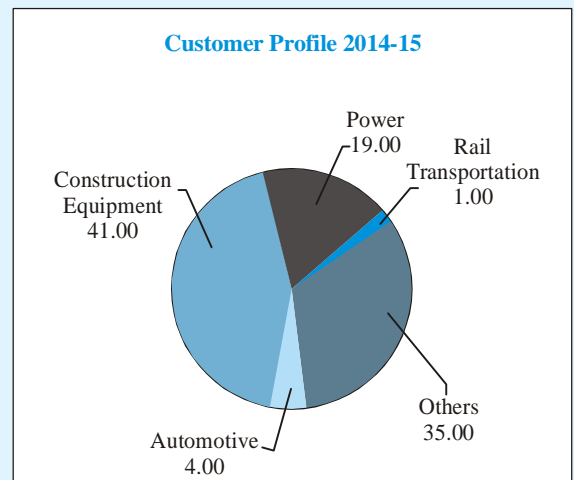
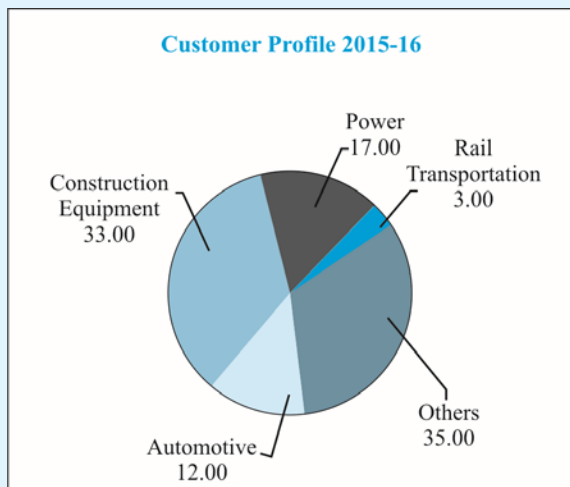
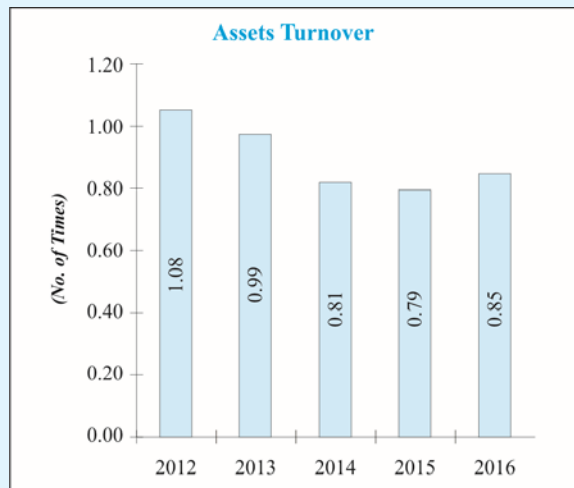
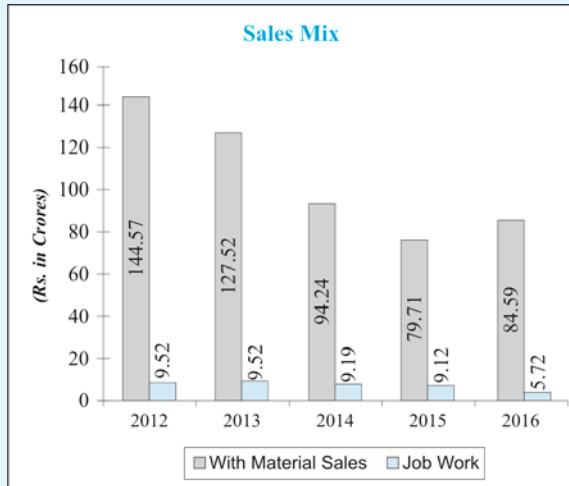
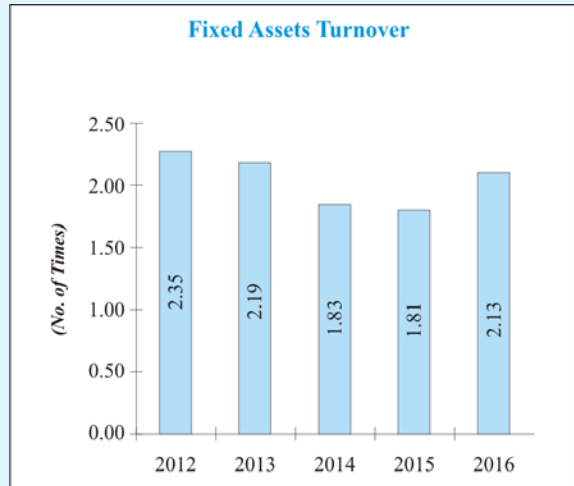


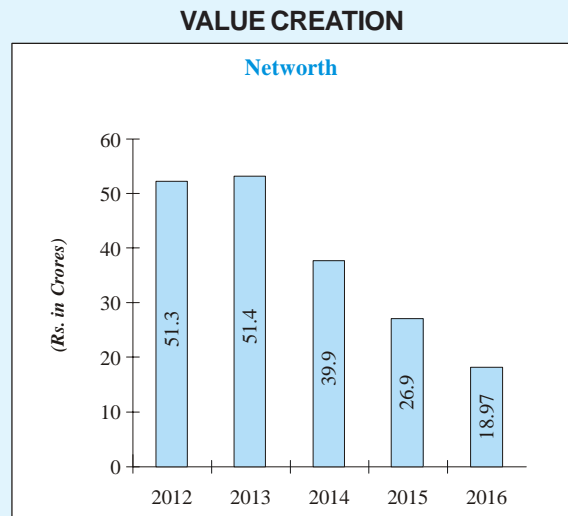
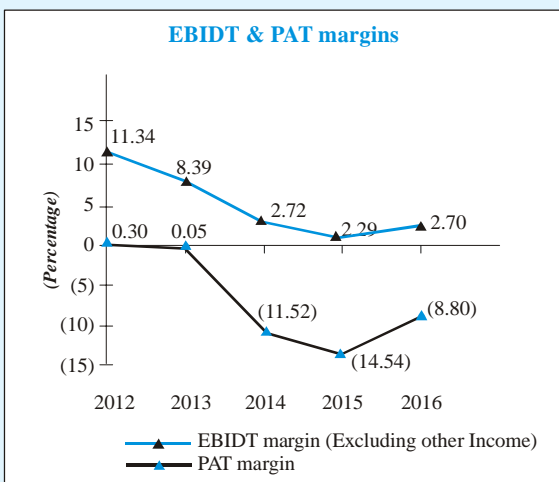
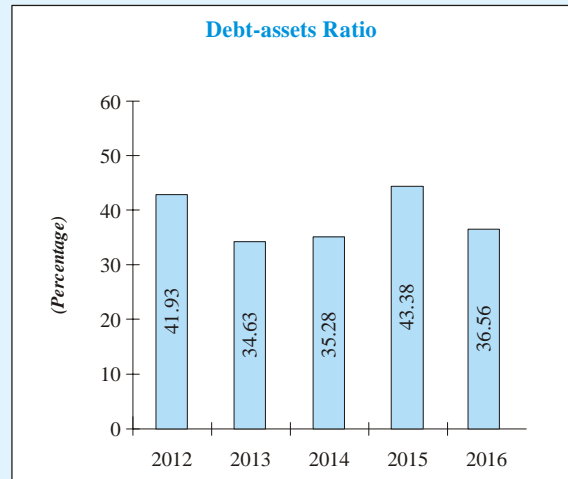
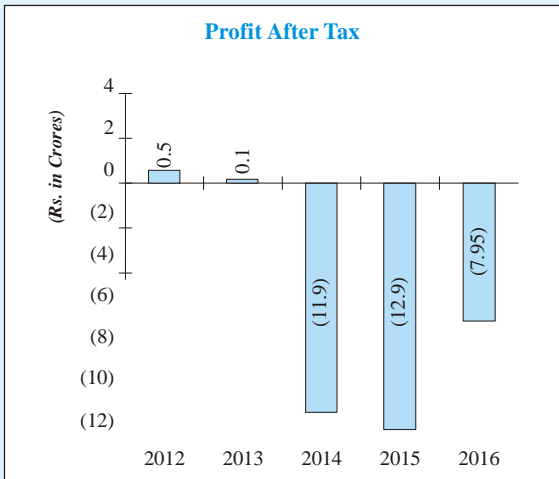
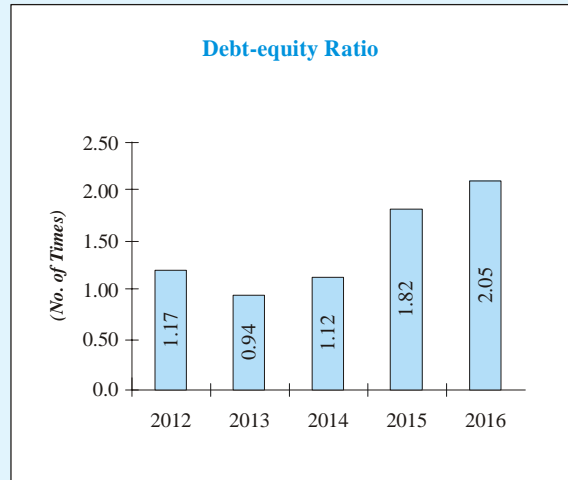
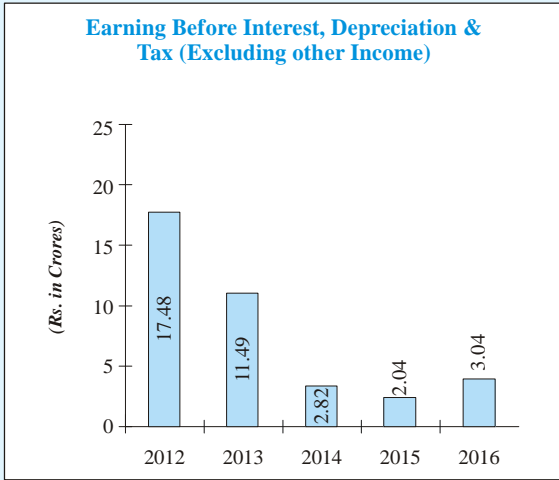
COMPANY'S PERFORMANCE TREND-LAST FIVE FISCALS

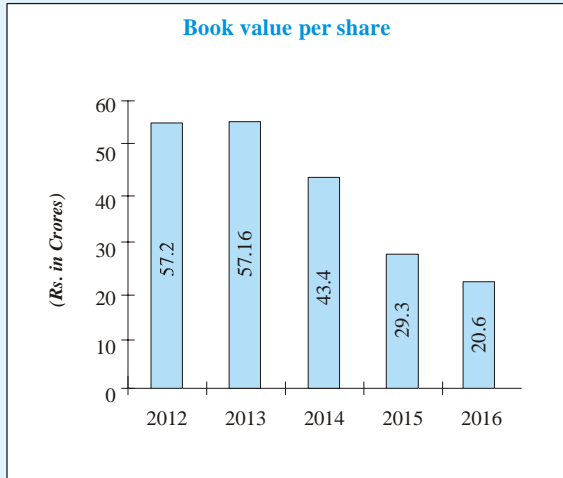
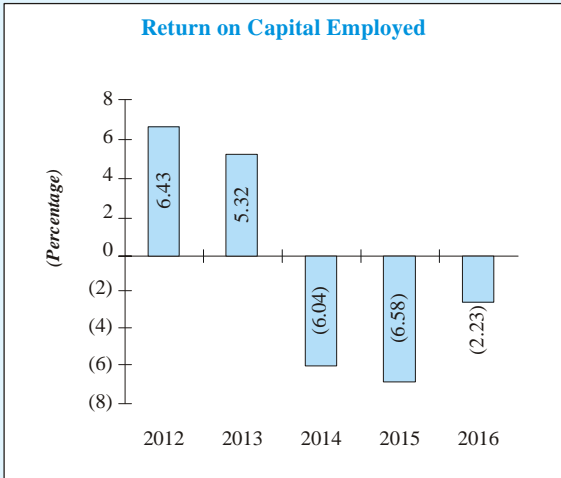
REVENUES



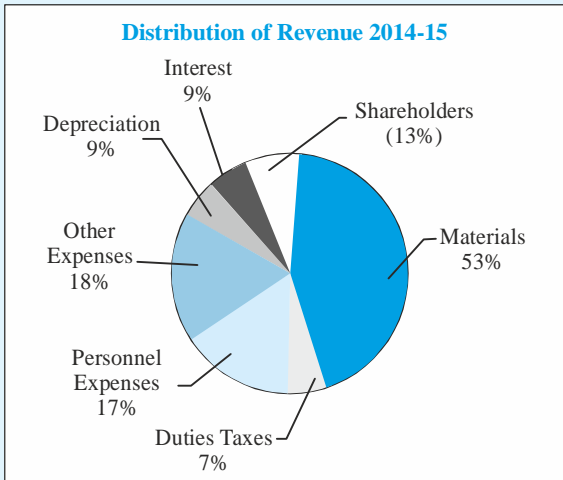
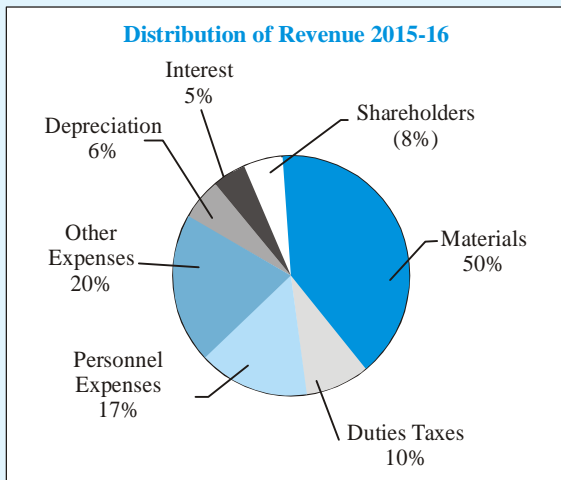
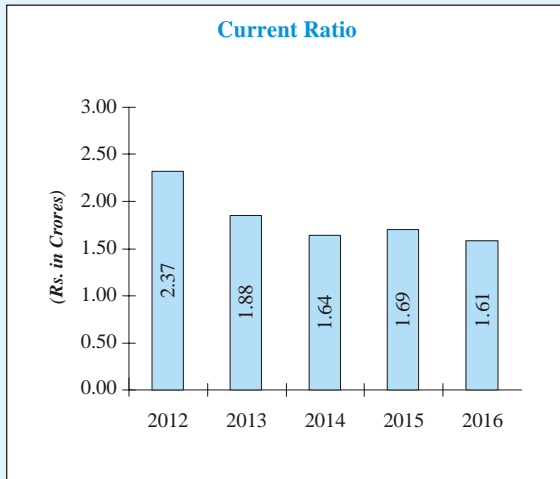
TURNOVER







Liquidity & Leverage



RISHI LASER LTD.

CIN : L99999MH1992PLC066412

Regd. office : 612 Veena Killedar Indl. Estate, 10/14 Pais Street, Byculla (W), Mumbai 400 011.

Tel. No. 022 - 23075677 / 23074585 | Fax No. 022-23080022

E-mail: rlcl.mumbai@rishilaser.com | Website: www.rishilaser.com

NOTICE

NOTICE is hereby given that the Twenty Fourth Annual General Meeting of the Members of Rishi Laser Limited will be held on Wednesday, 28th day of September, 2016 at 12.00 noon at Indian Merchant's Chamber, Killachand Conference Room, 2nd Floor, IMC Marg, Churchgate, Mumbai 400020 to transact the following business.

AS ORDINARY BUSINESS

- 1 To receive, consider and adopt the Audited financial statements for the year ended 31st March, 2016 and the Report of the Board of Directors and Auditors thereon.
- 2 To appoint a Director in place of Mrs. Sheela Mohan Ayyar (DIN 06656579), who retires by rotation and being eligible offers herself for re-appointment.

- 3 To re-appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 and other provisions as may be applicable (including any statutory modification(s) or re-enactment thereof for the time being in force), if any, the Company hereby approves the appointment of M/s. Alladi Krishnan & Kumar, having Firm's Registration No. 100282W, as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting on such remuneration as may be decided by the Board of Directors in consultation with the Auditors”.

Registered Office:-
612, Veena Killedar Industrial estate,
10-14, Pais Street, Byculla (W),
Mumbai 400011.
Dated: 30th May, 2016

By Order of the Board
For Rishi Laser Ltd.

Supriya Joshi
Company Secretary



NOTES:

A. MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

B. The instrument appointing Proxy as per the format included in the Annual Report should be returned to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting.

C. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable.

D. Particulars required for appointment/ Reappointment of Director pursuant to sub-regulation (3) of Regulation 36 of the Listing Regulations.

Mrs. Sheela Mohan Ayyar shall retire by rotation at the forthcoming Annual General Meeting (AGM) and being eligible offers herself for re-appointment. She was appointed as Director in the last Annual General Meeting held on 29th September, 2015. She is a Commerce Graduate. She is holding Directorship in one listed Company, Rishi Techtex Limited. In addition she is also chairperson in Audit Committee of Rishi Techtex Limited. She is not related to any director neither holding any shares in the Company.

E. The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2016 to 28.09.2016 (both days inclusive).

F. Members/ proxies should bring the attendance slips duly filled in for attending the meeting.

G. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the Meeting.

H. Copies of the Annual report will not be circulated at the meeting.

I. Members who have not registered their email addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.

J. Voting through electronic means (E-Voting):

1. In accordance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 ("LODR") and Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (the Rules), the Company is pleased to provide facility to its members, to cast their vote electronically for all the resolutions proposed at the 24th Annual General Meeting of the Company. The Company has appointed Central Depository Services (India) Ltd. (CDSL) to provide e-voting facility to its members.

2. The voting right of shareholders shall be in proportion to one vote per fully paid equity share of the Company held by them as on the cut off date 21st September, 2016.

3. The voting period begins on Friday, September 23, 2016 at 10:00 a.m. and ends on Tuesday, September 27, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 21, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

4. The facility for voting by ballot or polling paper shall also be made available at the meeting and Members of the Company as of cut off date attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

5. Sudhanwa S. Kalamkar & Associates has been appointed by the Board of Directors of the Company, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

6. The Procedure and Instructions for e-voting are as under:

- i) Log on to the e-voting website www.evotingindia.com, during the voting period.
- ii) Click on “Shareholders” tab.
- iii) Now, select the “RISHI LASER LIMITED” from the drop down menu and click on “SUBMIT”.
- iv) Now Enter your User ID
- a. For CDSL: 16 digits beneficiary ID,
- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)-</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter member id/folio number in the Dividend Bank Details field as mentioned in the instruction 6 (iv).

- viii) After entering these details appropriately, click on “SUBMIT” tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used
- only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant <Rishi Laser Limited> on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you



wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non – Individual Shareholders and Custodians
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF

format in the system for the scrutinizer to verify the same and send the scan copy of Board Resolution/POA to askus@kalamkarassociates.net

- xx) **In case of members receiving the physical copy:**
 - (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - (b) The voting period begins on September 23, 2016 at 10.00 a.m. and ends on September 27, 2016 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 - xxii) Any person having any grievances in connection with remote e-voting may write to Ms. Supriya Joshi, Company Secretary at the Registered Office of the Company or email her at investors@rishilaser.com
7. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make not later than 48 hours of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
8. The results declared along with the Scrutinizer’s Report shall be placed on the website of the Company immediately after the result is declared and shall be simultaneously forwarded to Bombay Stock Exchange Limited.

DIRECTORS' REPORT

To,

The Members,

Your Directors have pleasure in presenting their 24th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2016.

FINANCIAL SUMMARY OR HIGHLIGHTS/PERFORMANCE OF THE COMPANY

(Rs. In Lakhs)

Sr. No.	Particulars	2015-16		2014-15	
		Standalone	Consolidated	Standalone	Consolidated
(i)	Total Income	9,030.62	10,433.37	8,883.25	10,083.79
(ii)	Earnings before Interest, depreciation & tax (EBIDT)	310.99	492.77	271.59	263.31
(iii)	Profit/(Loss) Before Tax	(806.63)	(846.80)	(1,392.27)	(1,671.31)
(iv)	Provision for Tax	(11.81)	(11.81)	(101.00)	(115.87)
(v)	Profit After Tax	(794.82)	(834.99)	(1,291.27)	(1,555.44)
(vi)	Balance Brought forward from previous year	(1,734.46)	(1,773.42)	(443.19)	(802.58)
(vii)	Balance available for appropriation	(2,529.28)	(2,575.03)	(1,734.46)	(2,289.34)
(viii)	General Reserve	746.41	746.40	746.41	746.40
(ix)	Surplus/(Deficit) carried to the next years account.	(2,529.28)	(2,575.03)	(1,734.46)	(2,289.34)

DIVIDEND

In view of the losses incurred by the Company for the year ended March 31, 2016, the Board of directors of your Company do not recommend any dividend for the year under review.

RESERVES

Reserves as on March 31, 2016 was Rs.9.78 crores compared to Rs.17.74 crores in the previous year.

COMPANY'S WORKING DURING THE YEAR

Your Company recorded net revenue of Rs.90.31 crores during fiscal 2016 compared to Rs.88.83 crores in the previous year on standalone basis registering a growth of 1.67%. Operations during the year at EBIDT level has resulted in a profit of Rs.3.11 crores compared to Rs.2.72 crores in the previous year. Loss after tax during the year was at Rs.7.95 crores compared to Rs.12.91 crores in the previous year on standalone basis.

During the year under review Company's entire investment in its subsidiary-Rishi Consfab Pvt. Ltd. (RCPL) was disposed of due to deteriorating financial

health of RCPL. The business outlook for RCPL remained bleak and it was unable to service its debt obligations.

Major portion of debt of your Company was restructured during the year under review bringing down the overall debt to sustainable level. The restructuring has resulted in longer repayment terms besides gains on account of lower cost. The benefits of restructuring of the debt would be fully realized in coming years.

INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit team reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department forming part of Accounts Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the



Company. Based on the report of internal audit; owners undertake corrective action in their respective areas and thereby strengthen the controls.

SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

As on the date of Balance Sheet, the Company has one subsidiary viz. Rishi Vocational Education Private Limited. During the year, Rishi Consfab Private Limited ceases to be the subsidiary of the Company.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY INCLUDED IN THE CONSOLIDATED FINANCIAL STATEMENT

The details of the financial position of the Subsidiary included in the consolidated financial statement in Form AOC-1 is annexed herewith as "Annexure A".

DEPOSITS

During the year under report, the Company has not accepted deposits from public under Chapter V of the Act.

STATUTORY AUDITORS

M/s. Alladi Krishnan & Kumar, Chartered Accountants, Statutory Auditors of the Company (Firm Registration No. 100282W) retire and offer themselves for re-appointment.

The Company has obtained the requisite certificate required under Section 139 of the Companies Act, 2013 to the effect that their re-appointment, if made, will be in conformity with the limits specified in the said section and the criteria stipulated under section 141 of the Companies Act 2013.

As per the provisions of the Companies Act, 2013, we have presented the Auditors Report.

SHARE CAPITAL

The paid up Equity Share Capital as on March 31, 2016 was Rs.919.26 Lakhs. As on March 31, 2016, following two directors are holding shares of the Company:

Mr. Harshad Patel
Mr. Dinesh Mehta

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT 9 is annexed herewith as "Annexure B".

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required to be disclosed is set out in "Annexure C".

DIRECTORS:

A. Changes in Directors and Key Managerial Personnel

Ms. Sheela Ayyar was appointed as Additional Director on the Board effective July 27, 2015. Her appointment was then regularized in the last AGM. The Board of the Company now comprises of four directors viz. Mr. Harshad Patel, Managing Director, Ms. Sheela Ayyar as Non-Executive Woman Director on the Board and two other independent Directors. Mrs. Sheela Ayyar retires by rotation in this Annual General Meeting and offers herself for reappointment.

B. Declaration by an Independent Director(s)

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

C. Formal Annual Evaluation

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and Compliance Committees. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

All new Independent Directors inducted into the Board are familiarized with the organization. The details of such program are provided in corporate governance report and are also available on website of the Company.

MEETINGS OF THE BOARD OF DIRECTORS

During the year, in all seven Board Meetings were held i.e. on 29th May, 2015, 27th July 2015, 12th August, 2015, 07th November, 2015, 24th December 2015, 09th

February, 2016 and 21st March, 2016. The time gap between any two meetings was not more than 120 days.

The details of Directors and their attendance record at Board Meetings held during the year and at the last Annual General Meeting, number of other directorships and chairmanships/memberships of committees, and other Committees of the Company is given in Corporate Governance Report.

AUDIT COMMITTEE

The Company has a Qualified Audit Committee as per the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations 2015. The necessary details in this regard form part of Corporate Governance Report.

VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES

The Company formulated Whistle Blower Policy as per the provisions of SEBI (LODR) Regulations 2015 to enable the employees to raise any complaint, query and to deal with instance of fraud and mismanagement, if any. The details of the said policy are explained in the Corporate Governance Report and circulated to the employees internally.

NOMINATION & REMUNERATION COMMITTEE

The Company has a Nomination & Remuneration Committee as per the provisions of the Companies Act, 2013 and Listing Agreement with Stock Exchange. The necessary details in this regard form part of Corporate Governance Report.

LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

RELATED PARTIES TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

Pursuant to section 134 read with rule of the Companies (Accounts) Rules 2014, there are no transactions to

be reported under section 188(1) of the Companies act, 2013. The related party policy as approved by the Board is available on the website of the Company.

The disclosure in Form AOC-2 as per the provisions of Section 188 of the Companies Act, 2013 and rules made there under is not required since there are no material contracts or arrangements entered into by the Company as per the Policy of Materiality framed forming part of Related Party Transaction policy of the Company.

Related Party Transactions as required under Accounting Standards are reported under the notes to the financial statements.

The policy for determining material subsidiary and policy for dealing with related party transaction is available on the website of the Company at www.rishilaser.com

PARTICULARS OF EMPLOYEES- MANAGERIAL REMUNERATION

The Statement containing particulars of employees as required and the ration of remuneration of managing Director to the median employees' remuneration and other details in terms of Section 197(12) of the Companies Act, 2013 read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report as "Annexure D".

SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Sudhanwa S. Kalamkar & Associates, Company Secretary in practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith as "Annexure E".

EMPLOYEE STOCK OPTION PLAN

The information required to be disclosed under SEBI (ESOS & ESPS) Guidelines is given in "Annexure F" to the Directors' Report.



RISK MANAGEMENT POLICY

The Company has formed a statement indicating development and implementation of a risk management policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR)

CSR Policy is not applicable to the Company.

STATEMENT OF SALIENT FEATURES OF FINANCIAL STATEMENT

Statement on salient features of Financial Statement in Form AOC- 3 is not required since Entire Annual Report is being sent to all Shareholders in the manner specified under Rule 11 of the Companies (Accounts) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company

and for preventing and detecting fraud and other irregularities;

- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis on the operations of the Company is provided in a separate section and forms a part of the Annual Report.

CORPORATE GOVERNANCE REPORT

Report on Corporate Governance as stipulated in Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is provided in a separate section and forms part of the Annual Report.

CORPORATE GOVERNANCE CERTIFICATE

The Compliance certificate from the auditors regarding compliance of conditions of corporate governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Corporate Governance Report forming part of Annual Report.

ACKNOWLEDGEMENTS

The Directors place on record their appreciation of the efficient and loyal services rendered by the Staff and workmen as also help and guidance received from Canara Bank.

On behalf of Board of Directors

Place : Mumbai
Date : 30th May, 2016

Harshad B. Patel
Chairman &
Managing Director

ANNEXURE-A

Form AOC-1

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

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

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

SI. No.	Particulars	Details
1.	Name of the subsidiary	RISHI VOCATIONAL EDUCATION PRIVATE LIMITED
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	March 31, 2016
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
4.	Share capital	4975000
5.	Reserves & surplus	(5621000)
6.	Total assets	4420000
7.	Total Liabilities	4420000
8.	Investments	-
9.	Turnover	1485000
10.	Profit /(Loss) before taxation	(847000)
11.	Provision for taxation	-
12.	Profit/ (Loss) after taxation	(847000)
13.	Proposed Dividend	-
14.	% of shareholding	-

1. Names of subsidiaries which are yet to commence operations NIL
 2. Names of subsidiaries which have been liquidated or sold during the year. RISHI CONSFAB PVT. LTD.

Part "B": Associates and Joint Ventures

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

There are no Associate or Joint Venture Companies.

1. Names of associates or joint ventures which are yet to commence operations. NIL
 2. Names of associates or joint ventures which have been liquidated or sold during the year. NIL

FOR ALLADI KRISHNAN & KUMAR
CHARTERED ACCPOUNTANT
 Firm's Registration No. 100282W

AJIT S DATAR
PARTNER
 M. no. 036274

Date: 30.05.2016
Place: Mumbai

For Rishi Laser Limited

Managing Director
 Harshad B. Patel

Company Secretary
 Supriya Joshi

Director
 Vasant D. Goray

CFO
 Ganesh Agrawal



ANNEXURE-B

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN

as on financial year ended on 31.03.2016

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

I REGISTRATION & OTHER DETAILS:

i	CIN	L99999MH1992PLC066412
ii	Registration Date	20.04.1992
iii	Name of the Company	RISHI LASER LIMITED
iv	Category/Sub-category of the Company	Public Limited Company
v	Address of the Registered office & contact details	612, Veena Killedar Industrial Estate, 10-14 Pais Street, Byculla (West), Mumbai- 400011 Tel No. 022-23075677/23074585
vi	Whether listed company	YES
vii	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Adroit Corporate Services Pvt. Ltd. 19/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Andheri (E), Mumbai- 400059 Tel. No. 022-42270400

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 & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	84314930	Parts for Excavating Machine	36%

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	RISHI VOCATIONAL EDUCATION PVT. LTD. 612, Veena Killedar Indl. Estate, 10-14 Pais Street, Byculla (West), Mumbai- 400011	U80902MG2007PTC175056	SUBSIDIARY	81.39	2(87)(ii)

Note: Data given in MGT 9 pertaining to Shareholding Pattern under Sr. No. IV is as provided by our Registrar and Transfer agent.

IV SHAREHOLDING PATTERN
(Equity Share Capital Breakup as Percentage of Total Equity)

(i) RISHI LASER LIMITED - 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	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
e) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other									
f-1) DIRECTORS RELATIVES	189177	0	189177	2.06	189177	0	189177	2.06	0.00
f-2) DIRECTORS	1010529	0	1010529	10.99	1010529	0	1010529	10.99	0.00
Total Shareholding of promoter (A)	1199706	0	1199706	13.05	1199706	0	1199706	13.05	0.00
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIs	0	0	0	0.00	0	0	0	0.00	0.00
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B) (1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non Institutions									
a) Bodies Corp.									
i) Indian	515632	600	516232	5.62	610867	600	611467	6.65	1.04
ii) Overseas	220000	450000	670000	7.29	220000	450000	670000	7.29	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2689794	174846	2864640	31.16	2703461	145251	2848712	30.99	-0.17
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	3311025	257800	3568825	38.82	3245270	242800	3488070	37.94	-0.88
c) Others (Specify)									
c-1) NON RESIDENT INDIANS (INDIVIDUALS)	123968	224719	348687	3.79	109664	224719	334383	3.64	-0.16
c-2) CLEARING MEMBER	3010	0	3010	0.03	18762	0	18762	0.20	0.17
c-3) TRUSTS	2000	0	2000	0.02	2000	0	2000	0.02	0.00
c-4) DIRECTORS	19500	0	19500	0.21	19500	0	19500	0.21	0.00
Sub-total (B)(2)	6884929	1107965	7992894	86.95	6929524	1063370	7992894	86.95	0.00
Total Public Shareholding(B)= (B)(1)+(B)(2)	6884929	1107965	7992894	86.95	6929524	1063370	7992894	86.95	0.00



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	
C. Shares held by Custodian for GDRs & ADRs.									
Promoter and Promoter Group	0	0	0	0	0	0	0	0	0
Public -	0	0	0	0	0	0	0	0	0
Sub-total (C)	0	0	0	0	0	0	0	0	0
	8084635	1107965	9192600	100	8129230	1063370	9192600	100	0

(ii) Shareholding of Promoters

SI No.	Shareholder's Name	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% Change 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	HARSHAD BHAVANBHAI PATEL	1010529	10.99	54.32	1010529	10.99	54.32	0.00
2	AAKANKSHA H PATEL	2600	0.03	0.00	2600	0.03	0.00	0.00
3	ABHISHEK HARSHAD PATEL	16100	0.18	0.00	16100	0.18	0.00	0.00
4	KIRAN PATEL	64005	0.70	0.00	64005	0.70	0.00	0.00
5	SMITABEN H PATEL	106472	1.16	0.00	106472	1.16	0.00	0.00
	TOTAL	1199706	13.05	45.75	1199706	13.05	45.75	0.00

(iii) Change in Promoters' Shareholding : NIL
(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SI No	For Each of the Top 10 Shareholders	Name of Shareholders	As On Date	No. of Shares held at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year Date wise Increase / Decrease in Share holding during the year	IMPETUS INFOTECH (INDIA) PRIVATE LIMITED	01/04/2015	0	0.00	0	0.00
			14/08/2015	5000	0.05	5000	0.05
			30/09/2015	14460	0.16	19460	0.21
			27/11/2015	1420	0.02	20880	0.23
			31/12/2015	72269	0.79	93149	1.01
			08/01/2016	-10000	0.11	83149	0.90
			26/02/2016	-10000	0.11	73149	0.80
			04/03/2016	-10000	0.11	63149	0.69
			31/03/2016	0	0.00	63149	0.69
	At the End of the year						

SI No.	For Each of the Top 10 Shareholders	Name of Shareholders	As On Date	No. of Shares held 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
2	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	KRISHNA FABRICATIONS PRIVATE LIMITED	01/04/2015	72278	0.79	72278	0.79
			22/05/2015	-3549	0.04	68729	0.75
			03/07/2015	-17343	0.19	51386	0.56
			10/07/2015	-33200	0.36	18186	0.20
			31/03/2016	0	0.00	18186	0.20
3	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	SIPRA ENGINEERS PRIVATE LIMITED	01/04/2015	83189	0.90	83189	0.90
			31/03/2016	NIL	NIL	83189	0.90
4	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	JAYESH KANTILAL SHETH	01/04/2015	95000	1.03	95000	1.03
			10/07/2015	-10000	0.11	85000	0.92
			24/07/2015	-2000	0.02	83000	0.90
			07/08/2015	-600	0.01	82400	0.90
			14/08/2015	250	0.00	82650	0.90
			18/12/2015	-2646	0.03	80004	0.87
			25/12/2015	-3186	0.03	76818	0.84
			31/12/2015	-6818	0.07	70000	0.76
			08/01/2016	-10000	0.11	60000	0.65
			29/01/2016	-5000	0.05	55000	0.60
5	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	ARCHWAY HOLDINGS LTD	01/04/2015	220000	2.39	220000	2.39
			31/03/2016	NIL	NIL	220000	2.39
6	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	ARCHWAY HOLDINGS LTD	01/04/2015	450000	4.90	450000	4.90
			31/03/2016	NIL	NIL	450000	4.90
6	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	R VENKATA SUBRAMANIAN	01/04/2015	82318	0.90	82318	0.90
			26/06/2015	2670	0.03	84988	0.92
			03/07/2015	6834	0.07	91822	1.00
			07/08/2015	2017	0.02	93839	1.02
			22/09/2015	30500	0.33	124339	1.35
			31/03/2016	0	0.00	124339	1.35
7	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	NIKHIL JAISINH MERCHANT	01/04/2015	780000	8.49	780000	8.49
			11/03/2016	19317	0.21	799317	8.70
			31/03/2016	0	0.00	799317	8.70



SI No	For Each of the Top 10 Shareholders	Name of Shareholders	As On Date	No. of Shares held 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
8	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	RAJESH KUMAR	01/04/2015	80000	0.87	80000	0.87
			12/06/2015	1800	0.02	81800	0.89
			19/06/2015	4500	0.05	86300	0.94
			26/06/2015	4950	0.05	91250	0.99
			24/07/2015	900	0.01	92150	1.00
			31/03/2016	0	0.00	92150	1.00
9	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	RASHMI SHETH	01/04/2015	713	0.01	713	0.01
			24/04/2015	600	0.01	1313	0.01
			31/12/2015	127825	1.39	129138	1.40
			08/01/2016	-10000	0.11	119138	1.30
			15/01/2016	-17825	0.19	101313	1.10
			31/03/2016	0	0.00	101313	1.10
10	At the beginning of the year Date wise Increase / Decrease in Share holding during the year At the End of the year	AASISH CHUNILAL PATEL	01/04/2015	100000 NIL	1.09 NIL	100000	1.09
			31/03/2016	0	0.00	100000	1.09

(v) **Shareholding of Directors and Key Managerial Personal**

SI No.		Name of Directors & KMP	As On Date	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of Shares	% of total shares of the company	No. of shares	% of total shares of the company
1	At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year	DINESH CHANDRA MEHTA	1/4/2015	19500 NIL	0.21 NIL	19500	0.21
			31/3/2016	0	0.00	19500	0.21
2	At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year	SUPRIYA KEDAR JOSHI	1/4/2015	1500 NIL	0.00 NIL	1500	0.00
			31/3/2016	0	0.00	1500	0.00
3	At the beginning of the year Date wise Increase / Decrease in Promoters Share holding during the year At the End of the year	GANESH PRASAD AGRAWAL	1/4/2015	90000 NIL	0.98 NIL	90000	0.98
			31/3/2016	0	0.00	90000	0.98

Note: While considering the shareholding of Directors, Promoter Directors are not included.

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	4,380.58	515.12	-	4,895.70
ii) Interest due but not paid	9.50	-	-	9.50
iii) Interest accrued but not due	349.42	-	-	349.42
Total (i+ii+iii)	4,739.50	515.12	-	5,254.62
Change in Indebtedness during the financial year				
Additions	-	-	-	-
Reduction	1,291.23	149.67	-	1,440.90
Net Change	-1,291.23	-149.67	-	-1,440.90
Indebtedness at the end of the financial year				
i) Principal Amount	3,089.35	365.45	-	3,454.80
ii) Interest due but not paid	99.62	-	-	99.62
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3,188.97	365.45	-	3,554.42

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

Sl.No.	Particulars of Remuneration	Mr. Harshad B. Patel - MD	Total Amount
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) of the Income tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	84.00	84.00
2	Stock option		
3	Sweat Equity		
4	Commission as % of profit others (specify)		
5	Providend Fund		
	Total (A)	84.00	84.00
	Ceiling as per the Act	Remuneration is within the limits prescribed under Companies Act, 2013	

**B. Remuneration to other directors:****(Rs. in Lakhs)**

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors (a) Fee for attending board committee meetings (b) Commission (c) Others, please specify	Mr. Dinesh Mehta 0.18	Mr. Vasant Goray 0.18	Ms. Sheela Ayyar 0.13	0.49
	Total (1)	0.18	0.18	0.13	0.49
2	Other Non Executive Directors (a) Fee for attending board committee meetings (b) Commission (c) Others, please specify.	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	0.18	0.18	0.13	0.49
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act.	Remuneration is within the limits prescribed under Companies Act, 2013			

(Rs. in Lakhs)**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Supriya Joshi Company Secretary	Ganesh Agrawal CFO	
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) of the Income Tax Act, 1961 (c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	--	6.06	16.60	22.66
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission as % of profit others, specify	--	--	--	--
5	Providend Fund	--	0.32	0.82	1.14
6	Bonus	--	--	--	--
	Total	--	6.38	17.42	23.80

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES : NIL

ANNEXURE - C

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A. CONSERVATION OF ENERGY

The Company has implemented energy conservation measures at all plants and offices.

B. TECHNOLOGY ABSORPTION

The Company is not carrying out any R&D Operations but is assisting its customers in prototyping and developing import substitute items.

TECHNOLOGY ABSORPTION, ADAPTION AND INNOVATION

The Company has not imported any Technology.

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The earning in foreign exchange amounts to Rs.42 Lakhs. The Expenditure in foreign currency on account of spares & components is Rs. 21.06 Lakhs.

ANNEXURE - D

Additional Information as per Section 197 of the Companies Act, 2013 Rule 5 (2) of Chapter XIII, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Name of Employee	Designation	Gross Rem. (subject to Income Tax)	Qualification	Age	Experience	Date of commencement of employment	Last employment and Designation
Mr. Harshad Patel	Managing Director	Rs.84 Lacs	F.C.A., Grad. C.W.A.	59 yrs	More than 25 yrs	20.01.1993	Nil

Ratio of remuneration of Managing Director to the median employees' and other details in terms of Section 197 of the Companies Act, 2013 Rule 5 (1) of Chapter XIII, of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

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

Name	Designation	Ratio
Mr. Harshad Patel	Managing Director	48.61:1

For this purpose, sitting fees paid to non-executive directors have not been considered.

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

There is no increase in the remuneration of Managing Director, Chief Financial Officer, Company Secretary and Senior Managers in the financial year.

3. The percentage increase in the median remuneration of employees in the financial year:

There is no increase in the median remuneration of the employees.

4. The Number of permanent Employees on the rolls of the Company:

The numbers of on-rolls permanent employees are 345.



5. The explanation on the relationship between average increase in remuneration and the company performance:

The average percentile increase in the salaries of eligible employees other than Managing Director, KMP's and Managers is 11.02% in the financial year. The increase in the remuneration depends upon the individual performance, general inflationary trends and upon the performance of the Company as a whole. In view of the losses incurred by the Company, the increase in remuneration is predominantly governed by the general inflationary trends.

6. Comparison of the remuneration of the Key managerial Personnel against the performance of the Company. There was no increase in the remuneration of any Key Managerial Personnel of the Company in the financial year. The remuneration of KMP's depends on the individual performance and the overall performance of the Company. Since the Company has suffered losses no increase in remuneration is given to KMP's.

7. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer and the variation in the Net Worth of the Company as at the close of the current financial year and previous financial year:

The Company has suffered losses in the previous year and current year hence EPS is negative. The market capitalization of the Company for the year ended 2014-2015 was Rs.10.94 crores and for the year ended 2015-2016 is Rs.18.38 crores.

The Company made its first Public offer at par through prospectus in February 1995. The percentage increase in closing market quotation as on the last date of the previous financial year and current financial year in comparison to the rate at which public offer was made are 19.00% (11.90/-) and 100% (20/-) respectively. The net worth of the Company in the current year is lower by Rs.796.29 Lakhs as compared to last year. The Company has not come out with any public offer since its listing in the year 1995.

8. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and exceptional circumstances for increase in the managerial remuneration, if any:

The average percentile increase in the salaries of employees other than Managerial Personnel is 11.02%. There was no increase in the remuneration paid to Managerial personnel.

9. Comparison of the remuneration of each of the Key managerial Personnel against the performance of the Company:

Designation	% of PAT
Managing Director	Since the Company has suffered losses in the current year comparison With PAT cannot be given
Chief Financial Officer	
Company Secretary	

10. The key parameters for any variable component of remuneration availed by the directors.
The Managing Director was paid remuneration as approved by the Members in General Meeting. No other Director has received any remuneration other than sitting fees.

11. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:
Not Applicable.

12. Affirmation that the remuneration is as per the remuneration policy of the Company:
Yes

ANNEXURE - E
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31STMARCH, 2016

(Pursuant to Section 204 (1) of the Companies Act, 2013 read with Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,
The Members,
Rishi Laser Limited, Mumbai

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Rishi Laser Limited** (CIN: L99999MH1992PLC066412) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns maintained, filed with respective Statutory Authorities and other records maintained by the Company, and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit and as per the explanations given to me and the representations made by the Management, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31stMarch, 2016 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:

According to the applicable provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made there under, as applicable;
- (ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (v) Other laws applicable to the Company as per the representations made by the Management and;
- (vi) Standard Listing Agreement entered into by the Company with BSE Limited for its securities listed on the BSE, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

The Company has generally complied with the provisions of the Other Acts, which are specifically applicable to the Company.

I further report that:

- (a) the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) adequate notice was given to all Directors at least seven days in advance to schedule the Board Meetings. Agenda and detailed notes on agenda were sent 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.
- (c) Decisions at the Board Meetings, as represented by the management, were taken unanimously.

I further report that:

- (a) as per the explanations given to me and the representations made by the Management and relied upon by me 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;
- (b) during the audit period, there has been no significant event having material implication on the existing business of the Company, requiring approval of the Board.

For Sudhanwa S Kalamkar & Associates
Company Secretaries

Sudhanwa S Kalamkar
ACS: 18795 CoP: 7692

Place: Mumbai
Date: 16-05-2016



ANNEXURE - F

Information to be disclosed under the Securities and Exchange Board of India (Employee Stock Option Scheme) Guidelines, 1999, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Section 62 (1) (b) of the Companies Act, 2013 read with Rule 12(9) of the Companies (Share Capital and Debentures) Rules, 2014:

		ESOS 2006
a	Options granted	2000000
b	The Pricing Formula	20/- per option
c	Options Vested	15,00,000
d	Options exercised	7,49,000
e	The total number of shares arising as a result of exercise of option	7,49,000
f	Options lapsed and reallocated	NIL
g	Variations of terms of options terms were varied as under:	<p>In the AGM held on 27.09.2012 the option</p> <ol style="list-style-type: none"> 1. Maximum options that can be granted increased from 800000 to 2000000. 2. Maximum options to be granted to an employee shall not exceed 1% of issued capital in any one year & 5% in aggregate. 3. Maximum options to be granted to any one non-executive director shall not exceed 400000 in any one year & in the aggregate. 4. Employee can exercise the entire option in one year or over a period of three years. Options can be exercised either in part or in full.
h	Money realized by exercise of options	1,55,40,600/-
i	Total number of options in force	7,51,000
j	Employee-wise details of options granted to:	
	(i) Senior managerial Personnel	
	Mr. Ganesh Agrawal	140000
	Mr. Vinod Sharma	110000
	Mr. Kishan Jhanwar	55650
	Mr. M.K. Pandya	44000
	Mr. Abhay Thosar	39200
	Mr. Rajendra Manmadkar	24000
	(ii) Any other employees who receives a grant in any one year of option amounting to 5% or more of options granted during that year	NIL

	(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	NIL
k.	Diluted Earnings per Share (EPS) pursuant to issue of shares on exercise of option calculated in accordance with Accounting Standard (AS) 20 'Earning Per Share'	Rs -2.53
l.	Where the company has calculated the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed. The impact of this difference on profits and on EPS of the company shall also be disclosed.	NA
m.	Weighted-average exercise prices and weighted-average fair values of options shall be disclosed separately for options whose exercise price either equals or is less than the market price of the stock of the grant date.	Rs.13.85 and Rs.104.06
n.	A description of the method and significant assumptions used during the year to estimate the fair values of options, including the following weighted-average information: (i) risk-free interest rate (ii) expected life (iii) expected volatility (iv) expected dividends (v) the price of the underlying share in the market at the time of option grant	8.15% 1 Year 60% 5% Rs. 84.20



MANAGEMENT DISCUSSION AND ANALYSIS

A. Macro Overview:

World trade in F.Y. 2015-16 remained muted in an environment of weak demand. Global economic growth continued to be uneven and struggled to gain traction throughout the year. In the United States growth was slow because of contracting industrial activity and exports. Euro Zone recorded small growth on the back of improved consumer spending and recovering employment and business conditions. Japanese economy escaped a technical recession but industrial activity remained weak. The biggest concern remained slowdown in Chinese economy in an environment of weak industrial production, retail sales and fixed investments. High volatility in financial markets impeded resumption of momentum and the outlook remain challenging. Commodity prices remained soft through major part of the year under review. Q4 saw firming up of commodity prices with crude, gold and steel appreciating from their low levels.

On the domestic front, India's GDP recorded a growth of 7.6% in F.Y.2015-16 (based on provisional Estimates of Central Statistics Office (CSO), Ministry of Statistics & Programme Implementation) compared to 7.2% in 2014-15. Higher GDP growth rate of 7.9% in the fourth quarter helped Indian economy achieve the growth rate of 7.6% in 2015-16. The financial, real estate and Professional services, trade, hotels, transport, communication and services and mining and quarrying sectors contributed majorly to the GDP growth.

The index of Industrial production decelerated in 2015-16, mainly pulled down by weak manufacturing in an environment of subdued investment demand and weak rural consumption. Exports continued to decline consecutively throughout the year under review. However, sharp fall in imports along with low crude prices greatly helped offset gap in current account deficit. The performance of the core industries was also depressed leading to capacity underutilization. The stressed balance sheets of companies and

the accumulation of non-performing assets in banks continued the downhill in the growth of credit to industries.

Capital Goods Industry:

The capex cycle continued to be muted primarily due to weak industrial demand both in domestic as well as global markets. Lower demand has resulted into overcapacity as well as increased competition. Higher interest rate continues to play a dampener for large scale capacity expansion by companies.

The Government of India has recently approved the first-ever policy for the capital goods sector envisaging creation of large number of jobs by 2025. The objectives of the National capital goods Policy are to create and ecosystem for a globally competitive capital goods sector to achieve total production in excess of Rs.7.5 Lakh Crores by 2025 from the current Rs. 2.3 Lakh Crores. This initiative of the Government will help provide much needed fillip to the ailing capital goods sector. At Rishi Laser we are equipped to leverage the opportunities presented by this sector going forward.

B. Sector Wise Performance

Construction Equipment:

We are present in the Earthmoving equipment segment forming part of the broad Construction Equipment Sector. The earth moving industry is the largest constituent of the overall construction equipment market and also is the fastest growing segment in the heavy construction equipment market not only in India but across the globe. Earthmoving and construction equipment industry is a direct beneficiary of infrastructure development. This segment continues to be the highest contributor to the revenue of the company accounting for 33.03% of the standalone revenue compared to 40.46% in the previous year. Business from this segment has seen a drop in revenue both in percentage as well as absolute terms. Deeper than expected contraction in first

half of financial year 2015-16 impeded the annual growth in this segment. Demand for mining equipment witnessed limited support given the mounting coal stockpile the country against the backdrop of subdued power demand/poor transmission capability and a weak outlook for steel impacting iron ore mining. This segment reported demand uptick since October 2015 due to strong demand for road compaction equipment and excavators driven majorly by implementation of large road projects.

The demand outlook for this industry is expected to firm up, driven by increased road activity, execution of railway projects including work on dedicated freight corridors and plans to build smart cities and low-cost airports. Government initiatives like National Capital Goods Policy, Make in India augurs well for industries in this segment going forward.

Automotives:

2015-16 has been another good year for Indian Automobile industry. It has been a special year for Indian medium & heavy duty Commercial vehicles industry as the same grew by 30% over the previous year in which the trucks grew by 32% and buses by 19%. Our company caters to this segment of the automobile industry. Revenue from this segment for the year under review was Rs.10.51 crores (11.64%) compared to Rs.3.16 crores (3.55%) in the previous year, recording a substantial jump.

The union budget for the financial year 2016-17 is positive for the automotive sector with significant growth focus in enhancing farm income, rural development initiatives and infrastructure development, which will enhance transportation & logistics. Increasing road building activity, auction of coal mines and encouragement of FDI in this segment are likely to drive the growth momentum going forward.

Power:

The power sector is having a strong outlook on the generation side with Government's ambitious plans for renewables and providing power to all

along with initiatives like UDAY to improve the financial health of the sector. Our presence is more pronounced on the transmission and distribution side of the business as our major products are directed at switchgear manufacturers including SS tanks & laminations. While the generation space is abuzz with activity, the distribution side is undergoing consolidation. Our power business contributed Rs.15.37 crores (17.01%) in FY 2015-16 compared to Rs.16.42 crores (18.49%) in the previous year. We have made inroads into the renewables particularly into the wind energy segment as well and are optimistic about the growth from this sector going forward.

Rail Transportation:

Our presence in the railway segment is directed more towards various metro projects across the country. After a long gap the metro rail segment gathered momentum in FY 2015-16 with all major players in the industry grabbing orders from domestic as well as global markets. Revenue from this segment in FY 2015-16 recorded a significant jump although from a low base. Revenue from this vertical for the year under review amounted to Rs.3.05 crores (3.38%) compared to Rs.80 Lakhs (0.90%) in the previous year. Many project both new as well as expansion of the existing ones are under various stages of discussion.

This vertical is likely to throw tremendous business opportunities going forward and we see good business potential in this segment as we have been working with all major players in this industry for long. Our readiness coupled with past experience and necessary certification in place will enable us to meet the increased demand in future.

C. Outlook:

Government of India continues to improve the business environment through both policy measures as well as higher infra spending. Legislations like GST and Bankruptcy bills will help smoothen the taxation policy and establish



transparent and time bound processes for business. Domestic conditions for growth are improving gradually, mainly driven by consumption demand which is expected to strengthen with a normal monsoon and implementation of the Seventh pay commission award. Higher public sector capital expenditure, led by rails, roadways and smart cities should also see improvement in private investment. These steps will prove to be very positive for Rishi Laser in the coming years and we are indeed excited by the opportunities in the offing.

D. Opportunities & Threats

The core sectors such as infrastructure, power, minerals & metals which hold business prospects for the Company, await policy decisions and structural reforms. Speedy resolution of issues, in these sectors, is important for boosting the Company's prospects. The reform initiatives and their rigorous implementation by the new government is expected to remove the bottlenecks, presently impeding the economic growth in India and thereby improve business environment.

The Company has made significant investments in the past few years in expanding its facilities for various businesses. While these new capacities provide the competitive edge to the Company, the returns on these investments are expected only over a longer term. The businesses are focusing on increasing capacity utilization and enhancing productivity in order to improve returns on these investments.

E. Risks & Concerns

Input Costs

We are operating in a raw material intensive industry. The main inputs used by the company are various types and grades of steel which constitute a substantial percentage of its overall cost. Unexpected rise and volatility in the steel prices can adversely affect profit margin or have a negative impact on the demand.

Exchange rates

High Volatility in the exchange rates could have adverse impact on import of steel, machines and spares.

Government Regulations

Government policies relating to import of steel, capital goods, stringent emission norms or other similar policies could have adverse impact on Company's business.

F. Internal Control Systems & Their Adequacy

The Company has adequate systems of internal control and procedures covering all financial and operating functions commensurate with the size and nature of operations. The Company believes that a strong internal control framework is one of the important pillars of Corporate Governance. Continuous efforts are being made to see that the controls are designed to provide a reasonable assurance with regard to maintaining of accounting controls and protecting assets from unauthorized use or losses. The audit committee looks into all aspects of internal control and advises corrective actions as and when required.

G. FINANCIAL PERFORMANCE ON A STANDALONE BASIS:

Revenue:

Net revenue from operations for the year under review amounted to Rs.90.31 crores compared to Rs.88.83 crores in 2014-15 registering a growth of 1.66%. Revenue remained almost flat as the improvement in macros didn't result in the expected industrial pick-up in the country.

The Company's major revenues continued to come from four major verticals namely Construction equipment, Automotive, Rail Transportation and Power (Transmission & Distribution). The four major verticals mentioned above cumulatively accounted for 65% and 63% of net revenues in FY 2015-16 and FY 2014-15 respectively.

Construction equipment vertical continued to be one of the major verticals contributing Rs.29.83

crores translating to 33.03% of total net revenues in FY 2015-16 compared to Rs. 35.94 crores or 40.46% in the previous year.

The growth momentum seen in the commercial vehicle segment is aptly supported by the revenue numbers from this segment. Revenue from Automotive segment in FY 2015-16 was Rs.10.51 crores compared to Rs.3.16 crores in the previous year. The year witnessed a strong domestic demand for commercial vehicles from road building and mining sectors.

Power vertical contributed Rs.15.37 crores in FY 2015-16 compared to Rs.16.42 crores in FY 2014-15. Revenue from this vertical remained almost flat with slight negative bias. The company is present mainly in distribution segment of the value chain.

Revenue from Rail Transportation vertical witnessed a healthy growth contributing Rs.3.05 crores to the net revenue of the company for the year under review compared to Rs.0.80 crores in FY 2014-15.

Businesses from all other sectors besides four major ones mentioned above were clubbed under "others" category contributing Rs.31.56 crores for the year under review as against Rs.32.51 crores in the previous year.

Out of the company's net revenue of Rs.90.31 crores in FY 2015-16, share of revenue from Job work was Rs.5.72 crores as against Rs.9.12 crores in the previous year. Job work receipts as a percentage of net sales went down by 394 bps to 6.33% from 10.27% in FY 14-15.

Expenditure:

Raw material consumption for the current year was Rs.50.17 crores compared to Rs.50.83 crores in the previous year despite of increase in with material sales of Rs.4.88 crores over previous year. Raw material consumption as a percentage of with material sales for the year under review saw a drop of 446 bps from 63.77% in the previous year to 59.31% for the year under review.

Personnel Cost in absolute terms for FY 2015-16 at Rs.17.34 crores was a tad higher compared to Rs.17.13 crores in the previous year. In

percentage terms it was 19.28% in FY 2015-16 compared to 19.20% in the previous year.

Financial Expenses for the year under review amounted to Rs.6.43 crores as against Rs.8.51 crores in FY 2014-15 translating to 7.11% and 9.50% of the total revenue respectively. This decrease was on account of significant drop in rate of interest applicable to major portion of the debt in the last quarter of the financial year under review.

Depreciation & Amortization Expenses at Rs. 5.04 crores for the year under review was substantially lower compared to Rs.8.50 crores in the previous year. The decrease was mainly on account of change in calculation method of depreciation as prescribed under schedule II to the Companies Act, 2013.

Earnings:

Earnings before Interest, Depreciation and Tax (excluding other income) increased to Rs.3.04 crores in FY 2015-16 compared to Rs.2.04 crores in FY 2014-15. EBIDTA as a percentage of net revenue (excluding other income) inched up to 3.37% in FY 2015-16 as against 2.29% in the previous year. Increase in EBIDTA was primarily due to decline in raw material consumption.

Loss before Tax of the Company for the year under review at Rs.8.07 crores decreased by Rs.5.85 crores from Rs.13.91 crores in FY 2015-16. Increased EBITA, lower finance cost and Depreciation for the year under review helped in reducing the loss.

Return on Capital Employed for the current year at -2.23% though negative was better than the previous year figure of -6.58%. Improvement in ROCE was due to higher EBIDTA and lower debts.

Liquidity & Leverage

Net Cash flow from operating activities decreased by Rs.1.89 crores to Rs.2.26 crores in FY 2015-16 from Rs. 7.32 crores in FY 2014-15 year mainly due to lower finance cost, depreciation and



decrease in trade payables and other short & long term liabilities.

Gross Working Capital at Rs.38.81 crores in FY 2014-15 was lower by Rs.10.15 crores compared to Rs.48.96 crores in 2014-15 mainly due to reduction in inventories & trade receivables. Net customer receivables at the end of FY 2015-16 stood at Rs.24.91 crores, representing 91 days of gross sales compared to 103 days in the previous year.

Net working capital (including current maturities of long term debt) for FY 2015-16 at Rs. 4.29 crores increased by Rs.24.89 crores over Rs.(20.60) crores in FY 2014-15. Increase in net working capital during the year under review was due to movement of short term debts to long term debts.

Gross Debt-equity ratio worsened to 2.05 times in FY 2015-16 from 1.82 times in FY 2014-15. Gross debt (Including Current Maturities of long term debts) reduced to Rs.38.96 crores as at March 31, 2016 from Rs.49.05 crores as at March 31, 2015. The ratio worsened during the year due to the loss incurred.

Value Creation:

Net worth of the company decreased by Rs.7.96 crores to Rs.18.97 crores as at March 31, 2016 from Rs.26.93 crores as at March 31, 2015 due to loss incurred for the year.

Book Value per Share decreased to Rs.20.63 as at March 31, 2016 from Rs.29.30 as at March 31, 2015 due to loss during the year.

H. Cautionary Statement

Statements in the management discussion and analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include among others, economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government Regulations, tax laws and other statutes and incidental factors.

CORPORATE GOVERNANCE REPORT

STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's philosophy on Corporate Governance is guided by emphasis on fairness, integrity, transparency, responsibility and accountability.

The Company recognizes its responsibility towards its stakeholders including shareholders, employees, the government and lenders and follows high standards of professionalism, honesty and integrity. The Company believes in monitoring its performance regularly and with utmost transparency so as to enable the optimum utilization of its resources.

BOARD OF DIRECTORS (as on 31.03.2016):

As on the date of Balance sheet; the Board of Directors of the Company consisted of Four Directors.

Out of the Four Directors, One is Promoter Director, two are independent Directors within the meaning of the Companies Act 2013 and one is Non-Executive Woman Director. The Company has complied with the requirement of having at least half of the Board

comprising of Independent Directors as the Chairman of the Board is an Executive Director.

As on the date of Balance sheet; there is no Nominee Director on the Board of the Company.

No Director of the Company is either member of more than ten committees and/ or Chairman of more than five committees across all Companies in which he is Director and necessary disclosures to this effect has been received by the Company from all the Directors.

During the year, in all Seven Board Meetings were held i.e. on 29th May 2015, 27th July 2015, 12th August 2015, 07th November 2015, 24th December 2015, 09th February 2016 and 21st March 2016. The time gap between any two meetings was not more than 120 days.

The details of Directors and their attendance record at Board Meetings held during the year, at last Annual General Meeting and number of other directorships and chairmanships/memberships of committees is given below:

Name	Category	Other Directorships in Public Cos.	Committee Memberships/ Chairmanships #(incl. RLL)	Attendance At Board Meetings	Attendance at last AGM	Share holding of Non-Executive Directors (as on 31.3.16)
Mr. H. B. Patel	Promoter/Executive	Nil	2	7	Yes	—
Mr. V. D. Goray	Non-Promoter/Independent	Nil	2	7	Yes	—
Mr. D. C. Mehta	Non-Promoter/Independent	Nil	2	7	No	19,500
Mrs. Sheela Ayyar	Non-Promoter/Non-Executive	1	1	5	Yes	—

While considering the memberships/chairmanships only Audit Committee and Shareholders and Investor Grievance Committee are considered.

BOARD TRAINING AND INDUCTION:

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the compliances required from him/her under the Companies Act, SEBI (LODR) Regulations, 2015 and other relevant regulations and his affirmation taken with respect to the same. By way of an introduction to the Company, the Director is presented with relevant Annual Reports etc. The detailed familiarization program imparted to

Independent Directors is available on the website of the Company www.rishilaser.com

CODE OF CONDUCT:

The Board has laid down a Code of Conduct for all Board members and senior management personnel of the Company, which has been posted on the website of the Company www.rishilaser.com

All Board members and senior management personnel have affirmed compliance with the code for the year ended on March 31, 2016. Declaration to this



effect signed by the Managing Director of the Company for the year ended on March 31, 2016 has been included elsewhere in this report.

COMMITTEES:

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall management of day-to-day affairs and governance of the Company.

The Board currently has the following Committees:

1. Audit Committee

The Company has a qualified Audit Committee comprising of three Directors out of which two-third are independent directors. Mr. Vasant Goray, having sound financial background and financial expertise is a Chairman of the Committee with the other members being Mr. Harshad Patel and Mr. Dinesh Mehta.

The committee met on 29.05.2015 to review Annual Accounts for the year ended 31.03.2015; on 12.08.2015 to review unaudited financial results for the quarter ended 30.06.2015; on 07.11.2015 to review the quarterly and half yearly results and on 09.02.2016 to review quarterly and the nine month's Financial results.

The main functions of the Audit Committee were:

- a. Reviewing Financial Statements before submission to the Board.
- b. Reviewing internal control system and recommending improvement.
- c. Recommending appointment of Statutory Auditors and fixing Audit fees.
- d. Discussing with statutory Auditors the scope of Audit, conducting post audit discussions to ascertain area of concern.

While reviewing the financial statements the committee focused on:

- 1 changes in accounting policies and reasons thereon.
- 2 compliance with accounting standards.
- 3 compliance with listing and other regulations.
- 4 related party transactions.

The Meetings were attended by all the Members of the Committee.

2. Nomination & Remuneration Committee:

The Nomination & Remuneration committee consists of three Directors, Ms. Sheela Ayyar, Mr. Vasant Goray and Mr. Dinesh Mehta. Mr. Vasant Goray is chairman of the Committee.

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. Remuneration Committee approves the remuneration payable to the Managing Director and senior executives. The same is posted on the website www.rishilaser.com

During the year the Committee met on 20th July, 2015 and 7th November, 2015. All the members were present in the meeting.

The terms of reference to the Committee broadly are as under:

The Board has framed the Remuneration and Nomination Committee Charter which ensure effective Compliance of Section 178 of the Companies Act, 2013 and Regulation 19 of Listing Regulation, which are as follows.

- Reviewing the overall compensation policy, service agreements and other employment conditions of Managing / Whole-time Director(s) and Senior Management (one level below the Board);
- to help in determining the appropriate size, diversity and composition of the Board;
- to recommend to the Board appointment/reappointment and removal of Directors;
- to frame criteria for determining qualifications, positive attributes and independence of Directors;
- to recommend to the Board remuneration payable to the Directors (while fixing the remuneration to Executive Directors the restrictions contained in the Companies Act, 2013 is to be considered);
- to create an evaluation framework for Independent Directors and the Board;

- to provide necessary reports to the Chairman after the evaluation process is completed by the Directors;
- to assist in developing a succession plan for the Board;
- to assist the Board in fulfilling responsibilities entrusted from time-to-time;
- delegation of any of its powers to any Member of the Committee or the Compliance Officer.

Details of remuneration package of the Managing Director: (As prescribe by Schedule V of the Companies Act 2013)

Period: Three years from 01.04.2014
Salary: Not Exceeding Rs. 4,00,000/-
HRA: upto 50% of Salary

Besides the above the Managing Director is entitled to perquisites such as PF, Gratuity, Medical Reimbursement, LTA, Telephone, Car and Accident Insurance.

Actual remuneration received by the Managing Director for the year 2015-16:

Mr. Harshad Patel - Rs. 84 Lakhs

Non - Executive Directors are paid Rs.2500/- per Board Meeting attended.

Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman was carried out by the

Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

3. Shareholders/ Investors Grievance Committee:

The Committee consists of three Directors, Mr. Harshad Patel, Mr. Vasant Goray and Mr. Dinesh Mehta. Mr. Vasant Goray is the chairman of the Committee.

The Committee has been constituted to look into Redressal of Shareholders Complaints and correspondence with SEBI and the Stock Exchange.

There are no complaints pending with the Company.

4. Compensation Committee:

The Company has a Compensation Committee of Directors comprising of three Directors viz. Mr. Harshad Patel, Mr. Vasant Goray and Mr. Dinesh Mehta for implementation of Employee Stock Option Scheme-2006.

5. Finance Committee:

The Company has a Finance Committee comprising of three Directors viz. Mr. Harshad Patel, Mr. Vasant Goray, and Mr. Dinesh Mehta for looking after the matters pertaining to expansion and finance of the Company.

During the year, the Committee met on 09.09.2015 to approve the proposal of availing Bill Discounting Facility from HDFC Bank Ltd.

INDEPENDENT DIRECTORS' MEETING:

During the year under review, the Independent Directors met on February 5, 2016, inter alia, to discuss the evaluation of the performance of all independent directors and the Board of directors as whole. It also evaluates the timelines of flow of information between the Management and the Board that is necessary for the Board to perform its duties effectively.

RISK MANAGEMENT:

The Company has developed a very comprehensive risk matrix all key risks and mitigation plans are compiled. The Company's approach to addressing business risks is comprehensive and includes periodic review of such risks and a framework for



mitigating controls and reporting mechanism of such risks. The risk management framework is reviewed periodically.

WHISTLE BLOWER POLICY:

The Company has a whistle blower policy to deal with instances of fraud and mismanagement, if any. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

SUBSIDIARY COMPANY:

During the year, Rishi Vocational Education Pvt. Ltd. became the subsidiary of the Company and Rishi Consfab Pvt. Ltd. ceased to be the subsidiary of the Company. Therefore, as on the date of Balance Sheet, your Company has one subsidiary Rishi Vocational Education Pvt. Ltd. During the year the subsidiary reported a loss of Rs. 8.47 Lacs.

GENERAL MEETINGS:

Day, Time and Venue of Last Three Annual General Meetings:

21st AGM – Thursday at 11.30 a.m. on 26.09.2013 at IMC , 2nd Floor, Killachand Conference Room, Churchgate, Mumbai- 400020.

22nd AGM – Tuesday at 11.30 a.m. on 30.09.2014 at IMC, 2nd Floor, Killachand Conference Room. Churchgate, Mumbai- 400020.

23rd AGM – Tuesday at 10.30 a.m. on 29.09.2015 at IMC, 2nd floor, Killachand Conference Room, Churchgate, Mumbai 400020.

24th AGM – Wednesday at 12.00 noon on 28.09.2016 at IMC, 2nd floor, Killachand Conference Room, Churchgate, Mumbai 400020.

Special Resolutions:

During the three previous Annual General meetings following Special Resolutions were passed:

- 1) In the 21st Annual General Meeting of the Company held on 26.09.2013 no special resolution was passed.
- 2) In the 22nd Annual General Meeting of the Company held on 30.09.2014 following Special Resolutions was passed:

- i) For re-appointment of Mr. Harshad Patel as Managing Director of the Company for a period of three years w.e.f. 1st April 2014.
 - ii) For borrowing and raising money and creation of charge on the properties of the Company u/s 180 (1) (c) of the Companies Act 2013.
- 3) In the 23rd Annual General Meeting of the Company held on 29.09.2015 no special resolution was passed.

Postal Ballot:

During the year the Company issued a Postal Ballot Notice dated 24th December 2015 to pass a Special Resolution for sale or transfer or otherwise disposal of the shares held by the Company in its subsidiary pursuant to Regulation 24 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 (“LODR”). Mr. Sudhanwa Kalamkar of Sudhanwa S. Kalamkar & Associates, Practicing Company Secretaries was appointed as Scrutinizer for the purpose of the said Postal Ballot. The result of postal ballot was declared on 03rd February 2016. The said Special Resolution was passed with more than 75% majority.

DISCLOSURES:

The Company is in compliance with all mandatory requirements under Listing Regulation.

During the year under review, besides the transactions mentioned elsewhere in the Annual Report, (Related party transactions) there are no transactions of material nature with the Promoters, the Directors or the Management, their Subsidiaries or Relatives etc that had any potential conflict with the interest of the Company at large.

There were no cases of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or by any statutory authority, on any matter relating to Capital Market.

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the company has not adopted a treatment different from that prescribed in any Accounting Standard.

The Managing Director and the Finance Officer have certified to the Board in accordance with the SEBI (Listing Obligations and Disclosure Requirements)

Regulation 2015 for the financial year ended 31.03.2016.

A Certificate from the Auditors of the Company regarding compliance of the Corporate Governance pursuant to Clause 49 of the Listing Agreement for the period from 01.04.2015 to 30.11.2015 and pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 for the period from 01.12.2015 to 31.03.2016 is annexed herewith.

During the year the Company has not raised any money by issue of shares.

The statement of uses/application of funds by major category were disclosed at the relative Audit Committee Meetings. There was no uses/application of funds for the purpose other than for which the same was prescribed.

A Management Discussion and Analysis report forming part of this Directors' report is attached herewith.

MEANS OF COMMUNICATION:

The Company has been publishing the Unaudited Quarterly Results and Audited Annual results in Business Standard and Navakaal.

The Company has been displaying the Quarterly and Half Yearly Results on the website of the Company viz. www.rishilaser.com

The Company has not made any presentations to institutional investors or to the analysts.

GENERAL SHAREHOLDER INFORMATION:

24th Annual General Meeting:

Date: 28.09.2016

Time: 12.00 noon

Venue: IMC, 2nd floor, Killachand Conference Room, Churchgate, Mumbai 400020.

Financial Year:

The financial year of the Company is from April 1 to March 31, each year.

Financial Calendar:

Publication of Unaudited Results

Quarter Ending

June, 30th 2015 45 days from end of quarter

September, 30th 2015 45 days from end of quarter

December, 31st 2015 45 days from end of quarter

March, 31st 2016 45 days from end of quarter or 60 days from the end of quarter, in case of Audited Results

Book Closure Date:

22.09.2016 to 28.09.2016 (both days inclusive).

Listing on Stock Exchange:

The shares of the Company are listed on the Bombay Stock Exchange.

Stock Code:

Physical Segment 526861

CDSL/NSDL ISIN NO INE988D01012



STOCK MARKET DATA FOR THE YEAR 2015-16

BSE SENSEX

Month	High	Low	High	Low
April 15	17.85	11.21	29094.61	26897.54
May 15	16.00	12.00	28071.16	26423.99
June 15	14.48	10.82	27968.75	26307.07
July 15	19.10	12.80	28578.33	27416.39
August 15	17.39	12.28	28417.59	25298.42
September 15	14.98	11.25	26471.82	24833.54
October 15	14.45	12.40	27618.14	26168.71
November 15	13.94	12.50	26824.30	25451.42
December 15	19.24	13.06	26256.42	24867.73
January 16	26.40	16.50	26197.27	23839.76
February 16	23.10	18.25	25002.32	22494.61
March 16	23.80	19.00	25479.62	23133.18

Compliance Officer:

Ms. Supriya Joshi, Company Secretary is the Compliance Officer of the Company.

Registrar and Transfer Agents (for Physical as well as for Electronic Transfers):

Adroit Corporate Services Private Limited,
19/20, Jaferbhoy Industrial Estate, 1st Floor,
Makwana Road, Marol Naka, Mumbai 400059
Phone No. 42270400 / 42270422 / 42270423 Fax No. 28503748
Email id: ganesh.salian@adroitcorporate.com
pratpp@adroitcorporate.com

Share Transfer System:

The Company's equity shares are compulsorily traded on in dematerialised form as per the SEBI guidelines.

Physical shares transfers are registered and returned within a period of 15 days from the date of receipt if the documents are correct and valid in all respects.

Pursuant to clause 47 (c) of the Listing Agreement, certificates on half yearly basis have been issued by a company secretary in practice for due compliance of share transfer formalities by the Company for the half year ended September 30, 2015 and pursuant to Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the half year ended March 31, 2016. Certificates have also been received from a company secretary in practice for timely dematerialization of the shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company.

As on March 31, 2016; 81,29,230 Equity Shares representing 88.43 % of the total paid-up capital of the Company are held in dematerialised form.

Shareholding Pattern as at March 31, 2016

Category	No. of Shares Held	% to paid up capital
Promoters	1199706	13.05
Bodies Corporate	611467	6.65
Non Resident Indians	1004383	10.93
Public	6377044	69.37
Total	9192600	100.00

Distribution of Shareholding:

No. of Shares	No. of Shareholders	% of Total	No. of Shares	% of Total
0-500	3311	71.50	602561	6.55
501-1000	542	11.70	453756	4.94
1001-2000	290	6.26	449240	4.89
2001-3000	131	2.83	341242	3.71
3001-4000	66	1.43	241478	2.63
4001-5000	62	1.34	293313	3.19
5001-10000	115	2.48	830001	9.03
10001 and above	114	2.46	5981009	65.06
	4631	100.00	9192600	100.00

Outstanding GDRs/ADRs/Warrants:

The Company has not issued any GDRs / ADRs / Warrants during the year.

Plant Locations:

Pune	Unit - I Gat No. 1236/1+2+3 Unit - II Gat No. 229 Alandi Markal Road, Village Markal, Tal. Khed, Pune - 412105.
Bengaluru	Plot No.145-146, 4 th Phase, Bommasandra Industrial Area, Bengaluru - 560099
Vadodara	Plot No. A/2 -620, GIDC Estate, Makarpura, Vadodara - 390010
Savli	Plot No. 578-587, GIDC Savli, Savli - 391770, Gujarat
Rajkot	Plot No. 2738, Gate -2, GIDC Lodhika Metoda, Rajkot - 360021.
Pithampur	Plot No. 661,662,663 Sector-3, Near Indorama Ram Mandir, Pithampur, Dist. - Dhar (M.P.)
Sonepat	428, E.P.I.P. HSIDC Industrial Estate, Kundli, Dist. Sonepat - 131001, State-Haryana

Address for Correspondence:

The Compliance Officer,
Rishi Laser Ltd.,
612, Veena Killedar Industrial Estate, 10-14,
Pais Street, Byculla (W), Mumbai - 400011.
Tel.: 022-2307 5677/2307 4585
E-mail: investors@rishilaser.com



DECLARATION OF THE MANAGING DIRECTOR

This is to certify that the Company has laid down Code of Conduct for all Board members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company.

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended March 31, 2016.

By Order of the Board

Place: Mumbai
Date: 30th May, 2016

Harshad B. Patel
Managing Director

AUDITORS CERTIFICATE

The Shareholders of
Rishi Laser Ltd,
Mumbai 400011

We have reviewed the records and documents concerning implementation of corporate governance procedure set by the Company during the financial year ended 31st March 2016 and furnished to us for our review.

Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an Audit nor an expression of opinion on the financial statements of the Company.

We have conducted our review on the basis of the relevant records and documents maintained by the Company and furnished to us for review and the information and explanations given to us by the Company.

Based on such a review, in our opinion, the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement of the Company with Stock Exchange for the period 1st April, 2015 to 30th November 2015 and as per the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for period 1st December 2015 to 31st March 2016.

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

For ALLADI KRISHNAN & KUMAR
Chartered Accountants
Firm's Registration No.100282W

Place : Mumbai
Dated : 30th May, 2016

AJIT DATAR
Partner
Membership No. 036274

INDEPENDENT AUDITOR'S REPORT

To the Members of
Rishi Laser Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements Rishi Laser Limited, which comprises the Balance Sheet as at 31st March 2016, and the Statement of Profit And Loss account and Cash Flow Statement of the company for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors Responsibility

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.

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 true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31st, 2016;
- b) In the case of the Statement of Profit and Loss, of the Loss of the Company for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central



- Government in terms of Section 143 (11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the 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 appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches not visited by us).
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts and returns.
 - 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.
 - e) On the basis of written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, 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 control over financial reporting of the company and the operating effectiveness of such control refers to our separate report in "Ann B", and
 - g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**For ALLADI KRISHNAN AND KUMAR
(Chartered Accountants)
Firm's Registration No.100282W**

Place: Mumbai
Date: 30th May, 2016

**AJIT S. DATAR
(PARTNER)
Membership No. 036274**

ANNEXURE-A TO AUDITOR'S REPORT

The Annexure referred to in paragraph 1 Under 'Report on other legal and Regulatory Requirements section of the Our Report of even date to the members of Rishi Laser Limited on the accounts of the company for the year ended 31st March, 2016.

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

1. a) The Company has maintained proper records showing full particulars, including quantitative details and location of the Fixed Assets.
 - b) There is a regular program of physical verification, which in our opinion is reasonable, having regard to the size of the Company and the nature of fixed assets. No material discrepancies have been noticed in respect of the assets physically verified during the year.
 2. Inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable. The Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and book records were not material and have been properly dealt in the books of account.
 3. According to the information and explanations given to us the Company has not granted unsecured loans, to companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013. Consequently, the provisions of clauses iii of the order are not applicable to the Company.
 4. The Company has complied with the provisions of section 185 and 186 of the Companies Act 2013 in respect of loans, Investment, Guarantees and security.
 5. The Company has not accepted deposits from the public and hence directive issued by Reserve Bank of India and the provisions of section 73-76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
 6. The Central Government has prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for the Company and same is maintained by the company.
 7. a) The Company is regular in depositing undisputed statutory dues including Provident Fund, Income Tax, VAT, Custom Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities.
 - b) Detail of dues of Duty of Excise which have not been deposited as on 31st March 2016 on account of dispute are given below:
- | S. No. | Name of statute | Nature of Dues | Amount (Rs. in lacs) | Period to which Amount Relate | Forum where dispute is pending |
|--------|--------------------------|----------------|----------------------|-----------------------------------|---|
| 1 | Central Excise Act, 1944 | Excise Duty | 68.24 | Financial Year 2007-08 to June 11 | Custom, Excise & Service tax Appellate Tribunal |
8. Based on our audit procedures and according to the information and explanations given to us, we have noted default in repayment of loan interest with respect to Canara Bank. The unpaid overdue loan interest during the year in this regard as at 31st March 2016, were Rs.90.10 Lakhs. The Company has not paid overdue amounts before the date of our report.
 9. However, provision for interest has been properly made in the books of account.
 10. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans.
 10. To the best of our knowledge and belief and according to the information and



- explanations given to us, no fraud on or by the Company was noticed or reported during the year.
- | | |
|--|---|
| 11. The managerial Remuneration has been paid in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule 5 to the Companies act 2013. | 14. The company has not entered in to any Non-Cash transactions with directors or persons connected with him. |
| 12. The Company is not Nidhi Company. | 15. The company is not required to be registered under section 45-IA of the Reserve Bank of India act 1934. |
| 13. All the transactions with the related parties are in compliance with section 177 and 188 | |

ANNEXURE-B TO AUDITOR'S REPORT

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 Rishi Laser Limited ('the Company') as of 31st March 2016 in conjunction with our audit of the standalone 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing, 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and evaluating the design and operating effectiveness of the 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 purpose 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 maintenance of record that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the asset of the company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipt and expenditure of the company are being made only in accordance with authorisation of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or

disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control 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 31st March 2016, 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 ALLADI KRISHNAN AND KUMAR
(Chartered Accountants)
Firm's Registration No.100282W**

Place: Mumbai
Date: 30th May, 2016

**AJIT S. DATAR
(PARTNER)
Membership No. 036274**



BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Notes	Rs. in Lakhs	
		31.03.2016	31.03.2015
EQUITY & LIABILITIES			
Shareholder's Funds			
Share Capital	3	919.26	919.26
Reserves & Surplus	4	977.54	1,773.83
		1,896.80	2,693.09
Non-Current Liabilities			
Long Term Borrowings	5	2,851.81	847.51
Deferred Tax Liabilities (net)	6	130.23	142.04
Long-term provisions	7	18.28	17.68
		3,000.32	1,007.23
Current Liabilities			
Short-Term Borrowings	8	341.55	3,549.52
Trade Payables	9	1,925.88	2,024.46
Other Current Liabilities	10	1,021.33	1,246.62
Short-Term Provisions	11	162.55	135.44
		3,451.31	6,956.04
TOTAL		8,348.43	10,656.36
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	12	3,908.21	4,529.51
Intangible Assets	12	7.85	19.80
Capital Work-in-Progress		237.71	222.98
Intangible Assets Under development		-	-
		4,153.77	4,772.29
Non-Current Investments	13	176.07	845.57
Long-Term Loans and Advances	14	137.80	142.74
Current Assets			
Inventories	15	1,049.48	1,807.74
Trade Receivables	16	2,491.05	2,726.44
Cash and Cash Equivalents	17	165.00	93.28
Short-Term Loans and Advances	18	175.26	268.30
		3,880.79	4,895.76
TOTAL		8,348.43	10,656.36
Summary of significant accounting policies 2.1			

The accompanying notes are an integral part of Financial Statement.

As per our report of even date

For Alladi Krishnan & Kumar

Firm's Registration No.100282W

Chartered Accountants

Ajit S. Datar

Partner

Membership No. 036274

Place: Mumbai

Date : 30th May, 2016

For Rishi Laser Limited

Managing Director

Harshad B. Patel

Director

Vasant D. Goray

Company Secretary

Supriya Joshi

CFO

Ganesh Agrawal

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED ON 31ST MARCH, 2016

Particulars	Notes	Rs. in Lakhs	
		31.03.2016	31.03.2015
INCOME			
Revenue from Operations (gross)	19	10,005.25	9,629.01
Less: Excise Duty	19	974.63	745.76
Revenue from Operations (net)		9,030.62	8,883.25
Other Income	20	6.92	67.90
Total Revenue (i)		9,037.54	8,951.15
EXPENDITURE			
Cost of Materials Consumed	21	4,814.27	5,074.24
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	202.33	8.66
Employee Benefits Expense	23	1,734.07	1,712.74
Other Expenses	24	1,975.88	1,883.92
Finance Costs	25	642.85	850.70
Depreciation and Amortization Expense	12	504.18	850.02
Total Expenditure (ii)		9,873.58	10,380.28
Profit / (Loss) before tax before exceptional item		(836.04)	(1,429.13)
Exceptional Items		(591.50)	(36.86)
Extra Ordinary Item		562.09	-
Profit / (Loss) before tax		(806.63)	(1,392.27)
Tax expenses			
Current Tax		-	-
Deferred Tax		(11.81)	(101.00)
Profit for the year		(794.82)	(1,291.27)
Earnings Per Share (of 10/- Each):			
Basic		(8.65)	(14.05)
Diluted		(8.65)	(14.05)

Summary of significant accounting policies 2.1

The accompanying notes are an integral part of Financial Statement.

As per our report of even date

For Alladi Krishnan & Kumar
Firm's Registration No.100282W
Chartered Accountants

Ajit S. Datar
Partner
Membership No.036274
Place: Mumbai
Date : 30th May, 2016

For Rishi Laser Limited

Managing Director
Harshad B. Patel

Director
Vasant D. Goray

Company Secretary
Supriya Joshi

CFO
Ganesh Agrawal



CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

	Rs. in Lakhs	
	31.03.2016	31.03.2015
A. Cash Flow From Operating Activities		
Net Profit before Tax and Extraordinary items	(806.63)	(1,392.27)
Adjusted for:		
Depreciation	504.18	850.02
Interest Paid	642.85	850.70
Interest Received	(12.45)	(13.90)
Capital Reserve	(1.47)	(1.40)
Rent received	(5.40)	(5.40)
(Profit)/loss on sale of assets	24.59	(34.51)
Loss on Sale of Investment	(8.38)	(8.38)
Dividend	-	(1.53)
Exceptional Item	(591.50)	-
Extra Ordinary Item	562.09	-
Operating Profit Before Working Capital Changes	307.89	243.33
Adjusted for:		
Decrease/ (Increase) in Inventories	230.08	54.13
Decrease/ (Increase) in Trade Receivable	235.39	299.93
Decrease/ (Increase) in Long Term Loans and Advances	4.94	56.30
Decrease/ (Increase) in Short Term Loans and Advances	93.04	49.17
(Decrease)/Increase in Trade Payable	(98.58)	(573.68)
(Decrease)/Increase in Other Current Liabilities	(225.29)	329.96
(Decrease)/Increase in Short Term Provisions	(329.55)	326.73
(Decrease)/Increase in Long Term Provisions	0.60	(1.66)
Cash Generated from Operations	218.51	784.21
Less:		
(Income Taxes Paid)/ Refund Received	7.24	(51.94)
Net Cash Flow from/(used in) Operating Activities (A)	225.75	732.27
B. Cash Flow From Investing Activities:		
Purchase of Fixed Assets, including Intangible Assets, CWIP and Capital Advances	(76.73)	(90.71)
Sale of Fixed Assets	140.95	74.41
Sale of Investment (Net of Purchase)	9.90	55.67
Interest Received	12.45	13.90
Dividend Received	-	1.53
Rent received	5.40	5.40
Net Cash Flow from/(used in) Investing Activities (B)	91.97	60.20

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31ST MARCH, 2016

Rs. in Lakhs

	31.03.2016	31.03.2015
C. Cash Flow From Financing Activities:		
Proceeds from Issue of Share Capital	-	-
Share Premium	-	-
Share Issue Expense	-	-
Dividend Paid on Equity Shares	-	-
Tax on Equity Dividend Paid	-	-
Proceed from Long Term Borrowings (Net of Repayment)	2,004.30	(514.27)
Proceed from Short Term Borrowings (Net of Repayment)	(1,607.45)	573.73
Interest Paid	(642.85)	(850.70)
Net Cash Flow from/ (used in) Financial Activities (C)	(246.00)	(791.24)
Net Increase in Cash and Cash Equivalents (A+B+C)	71.72	1.23
Opening Balance of Cash and Cash Equivalents	93.28	92.06
Closing Balance of Cash and Cash Equivalents	165.00	93.28

As per our report of even date
For Alladi Krishnan & Kumar
Firm's Registration No.100282W
Chartered Accountants

For Rishi Laser Limited

Ajit S.Datar
Partner
Membership No.036274
Place: Mumbai
Date : 30th May, 2016

Managing Director
Harshad B. Patel

Director
Vasant D. Goray

Company Secretary
Supriya Joshi

CFO
Ganesh Agrawal



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1. Corporate Information

Rishi Laser Limited is a public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on one stock exchange in India. The Company is engaged in manufacturing of sheet metal components, Machines.

2. Basis of Preparation

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

2.1 Summary of Significant Accounting Policies

a. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

b. Tangible Fixed Assets

Fixed Assets are stated at cost of acquisition (net of recoverable taxes & Government

grants wherever availed) or construction or other amounts substituted for historical costs on revaluation less accumulated depreciation. Expenses capitalized also include applicable borrowing cost.

c. Depreciation on Tangible Fixed Assets

- i. Depreciation on fixed assets is provided on the Straight Line Method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013.
- ii. All individual items of fixed assets, where the actual cost does not exceed Rs.5,000 each have been written off entirely in the year of acquisition.

d. Intangible Assets

Intangible assets are stated at cost of acquisition net of recoverable taxes less accumulated amortization / depletion. All costs, including finance cost till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

e. Borrowing Cost

Borrowing costs include interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing

costs directly attributable to the acquisition, construction or production of an asset that necessary takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

f. Impairment of Assets

An asset is treated as impaired when carrying cost of asset exceed its recoverable value. An impairment loss is charged to the profit and loss account in the year in which an asset is identified as impaired. The impairment loss is recognized in prior accounting period is reversed if there has been change in estimate of recoverable amount.

g. Investments

Long term investments are stated at cost, less any provision for permanent diminution in value. Current investments are stated at lower of cost and fair value.

h. Inventories

- i. Raw Material, Stores and Spares are valued at cost on Weighted Average.
- ii. Work in Progress is Valued at Cost representing materials, Labour and apportioned overheads.
- iii. Scrap is Valued at Net Realizable Value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale.

i. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be

reliably measured. The following specific criteria must also be met before revenue is recognized:

Sale of Goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on the dispatch of goods.

Interest Income

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

Dividend Income

Dividend income is recognized when the Company's right to receive dividend is estimated by the reporting date.

j. Employee Benefits

- i. Short term employee benefits are recognized as an expense in the profit and loss account of the year in which the related service is rendered.
- ii. Post employment and other long term employee benefits are recognized as an expense in the profit and loss account for the year in which the employee has rendered services. The expense is recognized at the present value of amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the profit and loss account.

k. Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on



the date of the transaction. Foreign currency monetary assets & liabilities are restated at year end exchange rates. Exchange differences arising on the settlement of foreign currency monetary items or on reporting Company's foreign currency monetary items at rates different from those at which they were initially recorded during the year or reported in the previous financial statements, are recognized as income or expense in the year in which they arise.

l. Retirement and Other Employee Benefits

The Company has booked gratuity and leave encashment as per actuarial valuation as on 31.03.2015 as per AS 15(Revised).

m. Income Tax

Provision for tax for the year comprises current income tax determined to be payable in respect of taxable income and deferred tax, being the tax effect of timing difference, representing the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s). The rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing difference only to the extent that there is reasonable certainty that sufficient future

taxable income will be available against which such deferred tax assets can be realized.

n. Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

o. Provision, Contingent Assets and Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liabilities are not recognized but disclosed in notes to accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

p. Cash and Cash Equivalents

Cash and cash equivalent for the purpose of cash flow statement comprise cash at bank and in hand.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2016

(Rs. in Lakhs)

3 : SHARE CAPITAL	As at 31.03.2016	As at 31.03.2015
<u>Authorised shares</u> 1,50,00,000 (P.Y. : 1,50,00,000) Equity shares of Rs.10/- each	1,500.00	1,500.00
<u>Issued, Subscribed and Fully Paid Up Shares :</u> 91,92,600 (P.Y. 91,92,600) Equity Shares of Rs.10/- each fully paid up	919.26	919.26
Total Issued, Subscribed and fully Paid-up Share Capital	919.26	919.26

6,92,940 shares out of the issued, subscribed and paid up share capital were allotted under ESOP in the last five years.

a. Reconciliation of the number of equity shares and amount outstanding at the the end of the reporting period:

Particular	As at 31.03.2016		As at 31.03.2015	
	No. in lacs	Rs. In lacs	No. in lacs	Rs. In lacs
At the beginning of the period	91.92	919.26	91.92	919.26
Shares issued on exercise of ESOP	-	-	-	-
Outstanding at the end of the period	91.92	919.26	91.92	919.26

b. Terms/rights attached to equity shares:

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The dividend whenever proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shares held by each Shareholder holding more than 5% shares:

Name of the Shareholder	As at 31.03.2016		As at 31.03.2015	
	Number in lacs	% of holding in the class	Number in lacs	% of holding in the class
Equity shares of Rs.10 each fully paid				
Nikhil Jaysinh Merchant	7.99	8.70%	7.80	8.49%
Archway Holdings Limited	6.70	7.29%	6.70	7.29%
Harshad Bhavanbhai Patel	10.10	10.99%	10.10	10.99%

d. Shares reserved for issuance under Stock Option Plans of the Company:

The company has reserved issuance of NIL (P.Y. NIL) equity shares of Rs.10 each for offering to eligible employees of the company under ESOP. During the year the company has granted NIL (P.Y. NIL) Options to the eligible employees.



(Rs. in Lakhs)

4 : RESERVES AND SURPLUS	As at 31.03.2016	As at 31.03.2015
(a) Capital Reserve:		
Opening balance	4.13	5.53
Less: Transferred to deferred income	1.47	1.40
	2.66	4.13
(b) Security Premium Reserve:		
Opening balance	2,757.75	2,757.75
Add: Premium on shares issued during the year	--	--
	2,757.75	2,757.75
Less: Writing off shares issue expenses	--	--
Closing balance	2,757.75	2,757.75
(c) General Reserve:		
Opening balance	746.41	746.41
Add: Transferred from surplus in Statement of Profit & Loss account	-	-
Closing balance	746.41	746.41
(d) Surplus / (Deficit) in Statement of Profit and Loss:		
Opening balance	(1,734.46)	(443.19)
Add: Profit for the year	(794.82)	(1,291.27)
Net surplus in the Statement of Profit & Loss	(2,529.28)	(1,734.46)
Total	977.54	1,773.83

(Rs. in Lakhs)

5 : LONG TERM BORROWING	Non-Current Portion		Current Portion	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
(A) Term Loan From Bank				
Secured	--	639.00	213.97	537.19
(B) Deferred Payment Liabilities				
Unsecured	96.81	159.20	112.53	112.53
(C) Loans and Advances from Related Parties				
Unsecured	--	--	109.49	110.49
(D) Loans and Advances from Others				
Secured	2,755.00	--	220.00	13.79
Unsecured	--	49.31	46.62	83.60
Total	2,851.81	847.51	702.61	857.60

Note:

During the year, State bank of India assigned loan of Rs.37.48 Crores borrowed by the Company in favour of Assets Care & Reconstruction Enterprises Limited (ACRE) for Rs.27.55 Crores and Axis Bank Ltd. assigned loan of Rs.10.09 Crores borrowed by the Company in favour of Phoenix ARC Pvt. Ltd. for Rs.4.25 Crores.

I) Loan from Canara Bank

(Rs.in Lakhs)

Repayment detail	Outstanding Amount as on 31.03.16	Rate of interest
Monthly installment of Rs.14.17 Lakh each from April-14 to March-15	213.97	15.25%

Above Indian Rupee term loan from Canara Bank is secured by mortgage over Company's specific Land and Building and Hypothecation of specific Plant and Machinery and other fixed assets at Kundli and Pithampur plants and personal guarantee of Managing Director of the Company.

Company has received notice from the bank classifying above facility as Non Performing Assets (NPA) as repayment of same has become irregular / overdue.

II) Deferred Sales Tax is interest free loan which is repayable as under:

Year	Amount (Rs. In Lakhs)
2016-17	112.08
2017-18	53.79
2018-19	34.75
2019-20	8.72
Total	209.34

(Rs. in Lakhs)

6 : DEFERRED TAX LIABILITIES (NET)	As at 31.03.2016	As at 31.03.2015
Opening balance	142.04	243.05
Add: Deferred tax liability Provision for compensated absences, gratuity and other employee benefits	6.02	2.48
Less: Deferred tax assets On difference between tax depreciation and depreciation charged for the financial reporting	17.83	103.49
Total	130.23	142.04

(Rs. in Lakhs)

7 : LONG TERM PROVISION	As at 31.03.2016	As at 31.03.2015
Provision for Employee Benefits: Leave Encashment (Note : 26)	18.28	17.68
Total	18.28	17.68

(Rs. in Lakhs)

8 : SHORT TERM BORROWINGS	As at 31.03.2016	As at 31.03.2015
Loans repayable on demand – From bank Secured	341.55	3,549.52
Total	341.55	3,549.52

**Notes:****Details of security for the secured short-term borrowings:**

Working capital loan from banks are secured against exclusive hypothecation charge on present and future stocks i.e. Raw-materials, Stock in progress, Finished goods, Stores and Spares and book debts of company.

Company has received notice from the bank classifying above facility as Non Performing Assets (NPA) as repayment of same has become irregular / overdue.

(Rs. in Lakhs)

9 : TRADE PAYABLES	As at 31.03.2016	As at 31.03.2015
Trade payables including acceptances*	1,925.88	2,024.46
Total	1,925.88	2,024.46

*Trade payable includes payable to subsidiaries of Rs.NIL Lakhs (P.Y Rs.0.15 Lakhs) and payable to associates of Rs.NIL Lakhs. (P.Y. Rs.70.10 Lakhs)

(Rs. in Lakhs)

10 : OTHER CURRENT LIABILITIES	As at 31.03.2016	As at 31.03.2015
Current maturities of long term debt	702.61	857.60
Advance from customers	40.58	114.35
Interest free deposits from customers	3.87	67.76
Other liabilities	201.82	117.51
Creditors for capital expenditure	72.45	89.40
Total	1,021.33	1,246.62

(Rs. in Lakhs)

11 : SHORT TERM PROVISIONS	As at 31.03.2016	As at 31.03.2015
(a) Provision for employee benefits:		
(i) Provision for bonus	23.04	20.04
(ii) Provision for leave encashment	5.89	5.89
(iii) Provision for Gratuity	86.00	87.17
	114.93	113.10
(b) Provision - Others:		
(i) Provision for tax (net of advance tax and TDS)		
Provision for tax	12.09	12.09
Less:		
Advance tax payment	5.00	5.00
TDS receivable	55.25	62.49
	(48.16)	(55.40)
(ii) Proposed dividend	-	-
(iii) Tax on Proposed dividend	-	-
(iv) Others	95.78	77.74
Total	162.55	135.44

12 : FIXED ASSETS

(Rs. in Lakhs)

Description	Gross Block			Depreciation/Amortization				Net Block		
	Balance as at 01/04/2015	Additions	Disposals	Balance as at 31/03/2016	Balance as at 01/04/2015	For the Year	Deduction/ Adjust-ments	Balance as on 31/03/2016	As on 31/03/2016	As on 31/03/2015
1. Tangible Assets										
Free Hold Land	254.86	0.00	0.00	254.86	0.00	0.00	0.00	0.00	254.86	254.86
Lease Hold Land	221.09	0.00	0.00	221.09	0.00	0.00	0.00	0.00	221.09	221.09
Factory Building	1,807.16	2.65	8.18	1,801.63	451.37	69.28	1.97	518.68	1,282.95	1,335.80
Plant & Machinery	7,820.45	26.80	679.31	7,167.94	5,520.29	307.33	510.00	5,317.62	1,850.32	2,299.76
Electrical Installation	283.95	0.64	24.43	260.16	204.11	20.94	19.65	205.40	54.76	79.84
Tools & Dies	321.50	10.36	2.47	329.39	160.04	21.83	1.20	180.67	148.72	161.46
Furniture	121.88	0.77	0.00	122.65	61.08	20.77	0.00	81.85	40.80	60.81
Fixtures	11.16	0.00	0.00	11.16	5.33	2.37	0.00	7.70	3.46	5.82
Office Equipments	70.60	0.21	2.22	68.59	28.74	28.57	1.27	56.04	12.55	41.86
Computers	135.74	0.91	0.00	136.65	132.88	1.61	0.00	134.49	2.16	2.86
Vehicles	96.77	18.97	16.46	99.28	51.42	19.46	8.13	62.75	36.53	45.35
Sub total	11,145.16	61.31	733.07	10,473.40	6,615.26	492.16	542.22	6,565.20	3,908.21	4,529.51
2. Intangible Assets										
Softwares	90.03	0.08	0.00	90.11	70.23	12.03	0.00	82.26	7.85	19.80
Sub total	90.03	0.08	0.00	90.11	70.23	12.03	0.00	82.26	7.85	19.80
Grand Total	11,235.19	61.40	733.07	10,536.52	6,685.49	504.18	542.22	6,647.45	3,916.06	4,549.31
Previous year	11,089.63	204.54	58.98	11,235.19	5,848.82	850.02	12.96	6,685.87	4,549.31	-

(Rs. in Lakhs)

13 : NON-CURRENT INVESTMENTS	As at 31.03.2016	As at 31.03.2015
Non-trade investments (valued at cost unless stated otherwise)		
Investment in Equity Instruments: (unquoted)		
4,980 (P.Y. 4,980) Equity Shares of Rs.10/- each fully paid up in Total Schweisstechnik Pvt. Ltd.	0.50	0.50
27,000 (P.Y. 27,000) Equity Shares of Rs.10/- each fully paid up in Centennial Finance Ltd.	2.70	2.70
25 (P.Y. 25) Equity Shares of Rs.100/- each fully paid up in Cosmos Co-Op. Bank Ltd.	0.03	0.03
Investment in Equity Instruments of Subsidiary Company: (unquoted)		
76,96,000 (P.Y.76,96,000) Equity Shares of Rs.10/- each fully paid up in Rishi Consfab Pvt. Ltd.	--	769.60
4,04,900 (P.Y.4900) Equity Shares of Rs.10/- each fully paid up in Rishi Vocational Education Pvt. Ltd.	40.59	0.49
Investment in Equity Instruments of Associate Company: (quoted)		
3,01,347 (P.Y.3,01,347) Equity Shares of Rs.10/- each in Rishi Techtex Ltd. [Market Value: Rs.44.90 Lakhs (P.Y. Rs.23.68 Lakhs)]	72.25	72.25
Investment in Mutual Fund: (quoted)		
Reliance Income Fund - Growth Fund (131748 Units NAV Rs.63.20 Lakhs)	60.00	--
Total	176.07	845.57

Note : Rishi Vocational P. Ltd. become subsidiary of Company due to additional investment done during the year.



(Rs. in Lakhs)

14 : LONG TERM LOANS AND ADVANCES	As at 31.03.2016	As at 31.03.2015
Security Deposits		
Unsecured, considered good	137.80	142.74
Total	137.80	142.74

(Rs. in Lakhs)

15 : INVENTORIES	As at 31.03.2016	As at 31.03.2015
(a) Raw materials (valued at cost on Weighted Average)	462.34	461.73
(b) Work-in-progress (Valued at Cost representing materials, labour and apportioned overheads)	467.34	1,172.87
(c) Stores and spares (valued at cost on Weighted Average)	119.80	173.14
Total	1,049.48	1,807.74

(Rs. in Lakhs)

16 : TRADE RECEIVABLES	As at 31.03.2016	As at 31.03.2015
(Unsecured and considered good)		
Over six months	1,006.37	1,078.88
Others*	1,484.68	1,647.56
Total	2,491.05	2,726.44

*Other trade receivables includes receivables from subsidiaries of Rs.NIL Lakhs (P.Y.39.33 Lakhs) and receivables from associates of Rs.105.90 Lakhs (P.Y. Rs.21.02 Lakhs).

(Rs. in Lakhs)

17 : CASH AND CASH EQUIVALENTS	As at 31.03.2016	As at 31.03.2015
(a) Cash on hand	2.67	3.53
(b) Balances with banks		
In current accounts	157.07	8.13
In margin & deposit money accounts	5.26	81.62
Total	165.00	93.28

(Rs. in Lakhs)

18 : SHORT TERM LOANS AND ADVANCES	As at 31.03.2016	As at 31.03.2015
(a) Loans and Advances to Related Parties Unsecured, considered good (Refer Note 27)	47.07	44.01
(b) Prepaid Expenses	20.50	24.22
(c) Balances with Government Authorities Unsecured, considered good		
(i) CENVAT credit	8.12	41.00
(ii) VAT credit	(0.03)	-
(iii) Service Tax credit	31.19	62.86
(iv) Balance with custom, excise etc.	4.30	4.43
	43.58	108.29
(d) Others Unsecured, Considered Good		
Advance recoverable in cash or kind or for value to be received	32.48	48.27
Others	31.63	43.51
	64.11	91.78
Total	175.26	268.30

(Rs. in Lakhs)

19 : REVENUE FROM OPERATIONS	As at 31.03.2016	As at 31.03.2015
Sale of products	9,988.82	9,612.58
Sale of services	16.43	16.43
	10,005.25	9,629.01
Less:		
Excise duty/Service tax recovered	974.63	745.76
Total	9,030.62	8,883.25

(Rs. in Lakhs)

20 : OTHER INCOME	As at 31.03.2016	As at 31.03.2015
Interest Income on:		
Bank deposits	8.50	11.49
Others	3.49	2.41
	12.45	13.90
Dividend Income on:		
Short term investments	-	1.53
Others:		
Profit on sale of assets	(16.21)	42.89
Net profit / (loss) on foreign currency transactions and translation (other than considered as finance cost)	-	-
Others	10.68	9.58
	(5.53)	52.47
Total	6.92	67.90



(Rs. in Lakhs)

21 : COST OF MATERIAL CONSUMED	As at 31.03.2016	As at 31.03.2015
Opening stock	461.73	516.28
Add: Purchases	4,814.88	5,019.69
	5,276.61	5,535.97
Less: Closing stock	462.34	461.73
Cost of material consumed	4,814.27	5,074.24

(Rs. in Lakhs)

22 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE	As at 31.03.2016	As at 31.03.2015
Inventories at the end of the year:		
Work-in-progress	467.34	1,172.87
Inventories at the beginning of the year:		
Work-in-progress	669.67	1,181.53
Net (increase) / decrease	202.33	8.66

(Rs. in Lakhs)

23 : EMPLOYEE BENEFIT EXPENSES	As at 31.03.2016	As at 31.03.2015
Salaries, wages and bonus	1,625.83	1,595.58
Contribution to provident fund	43.69	46.21
Gratuity Expenses	7.71	10.85
Other post Employment funds	15.51	18.38
Workmen and staff welfare expenses	41.33	41.72
Total	1,734.07	1,712.74

(Rs. in Lakhs)

24 : OTHER EXPENSES	As at 31.03.2016	As at 31.03.2015
Consumable stores and spare parts	482.62	361.15
Power and fuel	394.35	408.47
Rent including lease rentals	65.37	70.50
Repairs and maintenance - Plant & Machinery	44.92	97.32
Repairs and maintenance - Building	4.81	6.58
Repairs and maintenance - Others	30.70	33.00
Insurance	7.34	6.06
Rates and taxes	13.31	14.51
Directors' sitting fees	0.66	0.40
Communication	18.78	18.92
Travelling and conveyance	71.64	73.07
Printing and stationery	15.15	12.84
Donations and contributions	0.30	0.56
Legal and professional	67.91	85.34
Payments to auditors (Refer Note below)	5.43	5.00

Factory expenses	10.36	12.08
Gas cylinder rent	12.68	12.73
Processing charges	477.15	412.50
Advertisement expenses	1.75	1.60
Security charges	50.25	55.95
Training expenses	6.95	5.52
Selling and distribution expense	138.56	128.37
Prior period items	-5.23	-
Miscellaneous expenses	60.12	61.45
Total	1,975.88	1,883.92

Notes:

(Rs. in Lakhs)

Particulars	As at 31.03.2016	As at 31.03.2015
Payments to the Auditors Comprises:		
As auditors - statutory audit	2.00	2.00
As auditors - tax audit	1.75	1.50
Certificate and consultancy charges	1.68	1.50
Reimbursement of expenses	0.00	0.00
Total	5.43	5.00

(Rs. in Lakhs)

25 : FINANCE COST	As at 31.03.2016	As at 31.03.2015
Interest	617.93	818.06
Other borrowing cost	24.92	32.64
Total	642.85	850.70

(Rs. in Lakhs)

26A : GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLAN	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Current service cost	6.83	7.38	10.04	11.73
Interest cost	1.89	1.95	7.21	7.30
Actual return on plan assets	0.00	0.00	0.13	0.34
Actuarial losses/(gains)	4.73	4.06	(9.41)	(7.83)
Total expense recognized in the Statement of Profit & Loss	13.45	13.39	7.71	10.86



(Rs. in Lakhs)

26B : NET ASSETS/LIABILITY RECOGNIZED IN THE BALANCE SHEET	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Present value of defined benefit obligation	24.17	23.57	88.09	90.12
Fair value of plan assets	0.00	0.00	2.09	2.96
Unfunded liability	24.17	23.57	86.00	87.17
Unrecognized past service costs	0.00	0.00	0.00	0.00
Unfunded Liability Recognized in the Balance Sheet	24.17	23.57	86.00	87.17

(Rs. in Lakhs)

26C : CHANGE IN DEFINED BENEFIT OBLIGATION DURING THE YEAR	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Present value of PBO at beginning of the year	23.57	24.39	95.17	91.22
Current service cost	6.83	7.38	10.04	11.73
Interest cost	1.89	1.95	7.21	7.30
Benefits paid	12.85	14.21	1.00	7.25
Actuarial (gains) / losses	4.73	4.06	(9.41)	(7.83)
Present value of PBO at the end of the year	24.17	23.57	102.01	95.17

(Rs. in Lakhs)

26D : CHANGE IN PLAN ASSETS	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Fair value of plan assets at the beginning of the year	Nil	Nil	1.11	8.08
Actual return on plan assets	N.A.	N.A.	0.13	0.34
Employer's contribution	N.A.	N.A.	Nil	Nil
Benefits paid during the period	N.A.	N.A.	1.00	12.30
Fair value of plan assets at year end	Nil	Nil	2.09	2.96

(Rs. in Lakhs)

26E : ACTUARIAL ASSUMPTION	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Discount rate	8% p.a.	8% p.a.	8% p.a.	8% p.a.
Expected return on plan assets	N.A.	N.A.	6.28% p.a.	4.21% p.a.
Salary escalation	5% p.a.	5% p.a.	5% p.a.	5% p.a.
Mortality tables	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult

- The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.

2. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

27: RELATED PARTY DISCLOSURE

Details of Related Parties:

Description of Relationship (As per AS-18-Related Party Disclosure)	Names of Related Parties
Subsidiary	Rishi Consfab Pvt. Ltd. (Ceased be Subsidiary on 28.03.16)
Related Parties	Rishi Vocational Education Pvt. Ltd. Total Schweisstechnik Pvt. Ltd. Krishak Saaj Pvt. Ltd.
Key Management Personnel (KMP) & Directors	Mr. Harshad B. Patel Mr. Dinesh Mehta Mr. Vasant D. Goray Mrs. Sheela M. Ayyar Mr. Ganesh Agrawal Ms. Supriya Joshi
Relative of Directors	Ms. Smita Patel Mr. Abhishek Patel

(Rs. in Lakhs)

	Related Parties	Subsidiary	KMP	Total
Purchase of goods				
- Rishi Consfab Pvt. Ltd.		5.89 (64.36)		5.89 (64.36)
Sale of goods				
- Rishi Consfab Pvt. Ltd.		4.48 (10.22)		4.48 (10.22)
- Total Schweisstechnik Pvt. Ltd.	3.70 (23.93)			3.70 (23.93)
Rendering of Services				
- Rishi Consfab Pvt. Ltd.		8.22 (16.43)	-	8.22 (16.43)
Interest Received				
- Rishi Consfab Pvt. Ltd.		1.12 (3.75)		1.12 (3.75)
Professional Fees paid				
- Rishi Vocational Education Pvt. Ltd		- (0.11)		- (0.11)
Loan & Interest paid				
- Harshad B. Patel			1.00 (110.49)	1.00 (110.49)
Rent received				
- Total Schweisstechnik Pvt. Ltd.	2.70 (5.40)			2.70 (5.40)



Rent paid				
- Harshad B. Patel			2.20	2.20
			(4.80)	(4.80)
- Smita H. Patel			3.08	3.08
			0.00	0.00
- Abhishek Patel			2.40	2.40
			(2.40)	(2.40)
Remuneration, commission and sitting fees				
- Mr. Harshad B. Patel			89.76	89.76
			(89.98)	(89.98)
- Mr. Jayesh K. Sheth			0.00	-
			(0.10)	(0.10)
- Mr. Dinesh Mehta			0.18	0.18
			(0.15)	(0.15)
- Mr. Vasant D. Gorey			0.18	0.18
			(0.15)	(0.15)
- Mr. Sheela M Ayyar			0.13	0.13
			(0.00)	(0.00)
- Mr. Ganesh Agrawal			16.59	16.59
			(16.42)	(16.42)
- Ms. Supriya Joshi			6.06	6.06
			(6.06)	(6.06)
Balances outstanding at the end of the year:				
Investments				
- Rishi Consfab Pvt. Ltd.		0.00		0.00
		(769.60)		(769.60)
- Rishi Vocational Education Pvt. Ltd		40.59		40.59
		(0.49)		(0.49)
Trade receivables				
- Rishi Consfab Pvt. Ltd.		0.00		0.00
		(39.33)		(39.33)
- Total Schweisstechnik Pvt. Ltd.	27.80			27.80
	(21.02)			(21.02)
Loans and advances				
- Rishi Vocational Education Pvt.Ltd		29.70		29.70
		(28.84)		(28.84)
- Krishak Saaj Pvt.Ltd.	8.95			8.95
	(8.95)			(8.95)
- Total Schweisstechnik Pvt. Ltd.	8.42			8.42
	(6.22)			(6.22)
Trade payables				
- Rishi Consfab Pvt. Ltd.		-		-
		(0.15)		(0.15)
Borrowings				
- Rishi Consfab Pvt. Ltd.		17.74		17.74
		(16.74)		(16.74)

Note: Figures in bracket relates to the previous year.

28: EARNING PER SHARE (EPS)	As at 31.03.2016	As at 31.03.2015
(i) Net profit after tax as per Statement of Profit and Loss attributable to equity shareholders (Rs. In Lakhs)	(794.82)	(1,291.27)
(ii) Weighted average number of equity shares used as denominator for calculating EPS (Numbers in Lakhs)	91.93	91.93
(iii) Basic EPS (in Rs.)	-8.65	-14.05
(iv) Diluted EPS (in Rs.)	-8.65	-14.05
(v) Face value per equity share (in Rs.)	10.00	10.00

(Rs. in Lakhs)

29: EARNING IN FOREIGN EXCHANGE	As at 31.03.2016	As at 31.03.2015
FOB value of exports	42.00	200.12
	42.00	200.12

(Rs. in Lakhs)

30: EXPENDITURE IN FOREIGN CURRENCY	As at 31.03.2016	As at 31.03.2015
Foreign tour – Staff	0.00	0.00
Foreign tour – Directors	0.00	0.00
	0.00	0.00

(Rs. in Lakhs)

31: VALUE OF IMPORTS CALCULATED ON CIF BASIS	As at 31.03.2016	As at 31.03.2015
Capital goods	0.00	0.00
Components & Spare parts	21.06	16.11
Raw Material	0.00	0.00
	21.06	16.11

(Rs. in Lakhs)

32: IMPORTED AND INDIGENOUS RAW MATERIALS, COMPONENTS AND SPARE PARTS CONSUMED	As at 31.03.2016 %	As at 31.03.2016 Rs.	As at 31.03.2015 %	As at 31.03.2015 Rs.
Raw material - Indigenous	100.00	4,814.27	100.00	5,074.24
Raw Material - Imported	0.00	0.00	0.00	0.00
	100.00	4,814.27	100.00	5,074.24
Spare & Components				
Indigenous	96.00	461.56	70.23	253.64
Imported	4.00	21.06	29.77	107.51
	100.00	482.62	100.00	361.15

33: DETAILS OF DUES TO MICRO AND SMALL ENTERPRISES AS DEFINED UNDER THE MSMED ACT, 2006

Pursuant to the Micro, Small and Medium Enterprise Development Act, 2006, the Company had asked for confirmation from its vendors regarding their status under the said Act. The Company is yet to receive verifiable confirmations from the vendors and hence the amounts unpaid as at the year end together with interest payable if any, under this Act have not been given.



34 : CONTINGENT LIABILITIES

- (i) Guarantee given by banks on behalf of company : Rs.5 Lakhs
 - (ii) Letter of credit Rs. NIL
 - (iii) Appeal filed by us in respect of demand from Central Excise & Service Tax Authorities for payment of Custom Duty and other duties together with penalties for clearance in excess of 50% of FOB value for the financial year 2007-08 to June 11 from EOU Unit was decided in favour of Revenue by the Commissioner of Central Excise (Appeals), Pune III. Aggrieved by such order, Company went into appeal before the Customs, Excise & Service Tax Appellate Tribunal. Tribunal on 1st April 2014 stayed the order of the Commissioner of Central Excise (Appeals), Pune - III during the pendency of the Appeal.
-

INDEPENDENT AUDITOR'S REPORT ON CONSOLIDATED ACCOUNTS

To,
The Members of
Rishi Laser Limited

Report on the Financial Statements

We have audited the accompanying Consolidated Financial Statements of Rishi Laser Limited and its Subsidiary (collectively referred to as "the Group", which comprises the Consolidated Balance Sheet as at 31st March 2016, and the Consolidated Statement of Profit And Loss and Consolidated 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

Management is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group 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 the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Group and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility

Our responsibility is to express an opinion on these consolidated 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 thereunder.

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 consolidated financial statements are free from material misstatement.

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 consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Group's preparation of the consolidated financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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;

- a) in the case of the consolidated Balance Sheet, of the state of affairs of the Group as at March 31, 2016;
- b) in the case of the consolidated Statement of Profit and Loss, of the loss of the Group for the year ended on that date; and
- c) in the case of the consolidated Cash Flow Statement, of the cash flows of the Group for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.



- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper returns adequate for the purposes of our audit have been received from the branches not visited by us).
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of accounts and returns.
- 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.
- e) On the basis of written representations received from the directors as on 31st March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016, 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 control over financial reporting of the company and the operating effectiveness of such control refers to our separate report in "Ann A", and
- g) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
- The Company does not have any pending litigations which would impact its financial position.
 - Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

**For ALLADI KRISHNAN AND KUMAR
(Chartered Accountants)
Firm's Registration No.100282W**

**AJIT S. DATAR
(PARTNER)
Membership No. 036274**

Place: Mumbai
Date: 30th May, 2016

ANNEXURE-A TO THE AUDITOR'S REPORT ON CONSOLIDATED ACCOUNTS

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 Rishi Laser Limited ('the Company') as of 31st March 2016 in conjunction with our audit of the consolidated 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 the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial

reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') and the Standards on Auditing, 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 were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and evaluating the design and operating effectiveness of the 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 purpose 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 maintenance of record that, in reasonable details, accurately and fairly reflect the transactions and dispositions of the asset of the company; (2) provide reasonable assurance that transaction are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipt and expenditure of the company are being made only in accordance with authorisation of the management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control 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 31st March 2016, 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 ALLADI KRISHNAN AND KUMAR
(Chartered Accountants)
Firm's Registration No.100282W**

**AJIT S. DATAR
(PARTNER)
Membership No. 036274**

Place: Mumbai
Date: 30th May, 2016



CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Notes	(Rs. in Lakhs)	
		31.03.2016	31.03.2015
EQUITY & LIABILITIES			
Shareholders' Funds			
Share Capital	3	919.26	919.26
Reserves & Surplus	4	931.81	1,218.96
		1,851.07	2,138.22
Minority Interest			
		(1.20)	139.00
Non-Current Liabilities			
Long-Term Borrowings	5	2,841.05	850.08
Deferred Tax Liabilities (net)	6	134.67	191.28
Long-Term Provisions	7	18.28	21.36
		2,994.00	1,062.72
Current Liabilities			
Short-Term Borrowings	8	341.55	3,636.63
Trade Payables	9	1,928.78	2,310.29
Other Current Liabilities	10	1,031.96	1,448.34
Short-Term Provisions	11	159.47	539.69
		3,461.76	7,934.95
TOTAL		8,305.63	11,274.89
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	12	3,923.87	5,526.51
Intangible Assets	12	25.63	20.45
Capital Work-in-Progress		237.71	233.47
Intangible Assets Under Development		--	--
		4,187.21	5,780.43
Non-Current Investments	13	135.48	75.97
Long-Term Loans and Advances	14	137.80	150.93
Current Assets			
Inventories	15	1,049.48	2,017.85
Trade Receivable	16	2,497.24	2,853.51
Cash and Cash Equivalents	17	166.15	93.65
Short-Term Loans and Advances	18	132.27	302.55
		3,845.14	5,267.56
TOTAL		8,305.63	11,274.89

Summary of significant accounting policies 2.1

The accompanying notes are an integral part of Consolidated Financial Statements.

As per our report of even date
For Alladi Krishnan & Kumar
 Firm's Registration No.100282W
 Chartered Accountants

Ajit S. Datar
 Partner
 Membership No.036274
 Place: Mumbai
 Date : 30th May, 2016

For Rishi Laser Limited

Managing Director
 Harshad B. Patel

Director
 Vasant D. Goray

Company Secretary
 Supriya Joshi

CFO
 Ganesh Agrawal

**CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH 2016**

Rs. in Lakhs

Particulars	Notes	31.03.2016	31.03.2015
INCOME			
Revenue from Operations (gross)	19	11,583.37	10,984.20
Less: Excise Duty	19	<u>1,150.00</u>	<u>900.41</u>
Revenue from Operations (net)		10,433.37	10,083.79
Other Income	20	<u>18.00</u>	<u>64.65</u>
Total Revenue (i)		10,451.37	10,148.44
EXPENSES			
Cost of Material Consumed	21	5,730.08	5,827.57
Changes in Inventories of Finished Goods, Work-in-progress and Stock-in-Trade	22	82.05	109.41
Employee Benefits Expenses	23	1,895.82	1,902.72
Other Expenses	24	2,251.15	2,045.43
Finance Costs	25	755.87	947.49
Depreciation and Amortization Expense	12	<u>612.84</u>	<u>1,024.00</u>
Total Expenses (ii)		11,327.81	11,856.62
Profit/(Loss) Before tax before Exceptional Item (i-ii)		(876.44)	(1,708.18)
Exceptional item		(591.73)	(36.86)
Tax on extra ordinary item		562.09	
Profit /(Loss) before tax		(846.80)	(1,671.32)
Tax expenses			
Current Tax		-	-
Deferred Tax		<u>(11.81)</u>	<u>(115.87)</u>
Profit/(Loss) for the year (before adjustment for Minority Interest)		(834.99)	(1,555.45)
Add /(Less) Minority Interest		<u>(1.57)</u>	<u>(68.69)</u>
Add: Loss of ceased Subsidiary		<u>(19.56)</u>	<u>-</u>
Profit /(Loss) for the year (after adjustment for Minority Interest)		(813.86)	(1,486.76)
Earnings Per Share (of 10/- Each):			
Basic		(8.85)	(16.17)
Diluted		(8.85)	(16.17)
Summary of significant accounting policies	2.1		

The accompanying notes are an integral part of Consolidated Financial Statements.

As per our report of even date
For Alladi Krishnan & Kumar
Firm's Registration No.100282W
Chartered Accountants

Ajit S. Datar
Partner
Membership No.036274
Place: Mumbai
Date : 30th May, 2016

For Rishi Laser Limited

Managing Director Harshad B. Patel	Director Vasant D. Goray
Company Secretary Supriya Joshi	CFO Ganesh Agrawal



CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016

Rs. in Lakhs

	31.03.2016	31.03.2015
A. Cash Flow From Operating Activities		
Net Profit before Tax and Extraordinary items	(815.02)	(1,671.32)
Adjusted for:		
Depreciation	517.27	1,024.00
Interest Paid	642.85	947.49
Interest Received	(12.45)	(10.65)
Capital Reserve	(1.46)	(1.38)
Rent Received	(5.40)	(5.40)
(Profit) / Loss on Sale of Assets	24.59	(35.50)
Loss on Sale of Investment	(8.38)	(8.38)
Dividend	-	(1.53)
Extra Ordinary Item	562.09	-
Exceptional Item	(591.50)	
Operating Profit Before Working Capital Changes	312.59	237.33
Adjusted for:		
Decrease/(Increase) in Inventories	230.08	209.06
Decrease/(Increase) in Trade Receivable	236.08	223.89
Decrease/(Increase) in Long Term Loans and Advances	5.08	95.60
Decrease/(Increase) in Short Term Loans and Advances	94.15	47.42
(Decrease)/Increase in Trade Payable	(99.63)	(599.03)
(Decrease)/Increase in Other Current Liabilities	(229.78)	282.16
(Decrease)/Increase in Short Term Provisions	(329.70)	369.87
(Decrease)/Increase in Long Term Provisions	0.60	(1.99)
Cash Generated from Operations	219.47	864.31
Less:		
Income Taxes Paid	7.24	(50.71)
Net Cash Flow from Operating Activities (A)	226.71	813.60
B. Cash Flow From Investing Activities:		
Purchase of Fixed Assets, including Intangible Assets, CWIP and Capital Advances	(76.80)	(90.83)
Sale of Fixed Assets	140.95	77.80
Sale / Purchase of Investment	9.90	55.67
Interest Received	12.45	10.65
Dividend Received	-	1.53
Rent received	5.40	5.40
Net Cash Flow used in Investing Activities (B)	91.90	60.22

**CONSOLIDATED CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH 2016**

	Rs. in Lakhs	
	31.03.2016	31.03.2015
C. Cash Flow From Financing		
Proceeds from Issuance of Share Capital	-	-
Share Premium	-	-
Share Issue Expense	-	-
Dividend Paid on Equity Shares	-	-
Tax on Equity Dividend Paid	-	-
Proceed from Long Term Borrowings (Net of Repayment)	2,004.30	(512.39)
Proceed from Short Term Borrowings (Net of Repayment)	(1,607.45)	580.99
Interest Paid	(642.85)	(947.49)
Net Cash Flow (used) in Financial Activities (C)	(246.00)	(878.89)
Net Increase in Cash and Cash Equivalents (A+B+C)	72.61	(5.07)
Opening Balance of Cash and Cash Equivalents	93.54	98.72
Closing Balance of Cash and Cash Equivalents	166.15	93.65

As per our report of even date
For Alladi Krishnan & Kumar
 Firm's Registration No.100282W
 Chartered Accountants

For Rishi Laser Limited

Ajit S.Datar
 Partner
 Membership No.036274
 Place: Mumbai
 Date : 30th May, 2016

Managing Director
 Harshad B. Patel
Company Secretary
 Supriya Joshi

Director
 Vasant D. Goray
CFO
 Ganesh Agrawal



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

1. Corporate Information

Rishi Laser Limited is a Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on one stock exchange in India. The Company is engaged in manufacturing of sheet metal components, Machines.

2. Basis of Preparation

The consolidated financial statements comprises of the financial statement of Rishi Laser Ltd. and its subsidiary. The consolidated financial statements of the Company have been prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014.

The accounting policies adopted in the preparation of consolidated financial statements are consistent with those of previous year.

2.1 Summary of Significant Accounting Policies

a. Principle of Consolidation

The Consolidation of accounts is prepared in accordance with the requirement of Accounting Standard 21 (AS 21) "Consolidated Financial Statements". The Consolidated financial statement include the financial statements of Rishi Laser Limited ("the parent company") and its subsidiary Rishi Consfab Pvt. Ltd.

The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the Company for its independent financial statements. Rishi Consfab Private Limited ceased to be subsidiary on 28.03.2016, Therefore the Consolidated Balance Sheet as on date does not included the business figures of Rishi Consfab Private Limited.

b. Use of Estimates

The preparation of financial statements in conformity with Indian GAAP requires the

management to make judgments, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainties about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

c. Tangible Fixed Assets

Fixed Assets are stated at cost of acquisition (net of recoverable taxes & Government grants wherever availed) or construction or other amounts substituted for historical costs on revaluation less accumulated depreciation. Expenses capitalized also include applicable borrowing cost.

d. Depreciation on Tangible Fixed Assets

1. Depreciation on fixed assets is provided on the Straight Line Method at the rates and in the manner prescribed under Schedule II to the Companies Act, 2013.
2. All individual items of fixed assets, where the actual cost does not exceed Rs.5,000 each have been written off entirely in the year of acquisition.

e. Intangible Assets

Intangible assets are stated at cost of acquisition (net of recoverable taxes) less accumulated amortization / depletion. All costs, including finance cost till commencement of commercial production, net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets are capitalized.

Intangible assets are amortized on a straight line basis over the estimated useful economic life. All intangible assets are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

f. Borrowing Cost

Borrowing costs include interest, amortization of ancillary costs incurred in connection with the arrangement of borrowings and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost. Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessary takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

g. Impairment of Assets

An asset is treated as impaired when carrying cost of asset exceed its recoverable value. An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been change in estimate of recoverable amount.

h. Investments

Long term investments are stated at cost, less any provision for permanent diminution in value. Current investments are stated at lower of cost and fair value.

i. Inventories

1. Raw Material, Stores and Spares are valued at cost on Weighted Average.
2. Work-in-Progress is Valued at Cost representing materials, Labour and apportioned overheads.
3. Scrap is Valued at Net Realizable Value.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated costs necessary to make the sale.

j. Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be

reliably measured. The following specific criteria must also be met before revenue is recognized:

Sale of Goods

Revenue from sale of goods is recognized when all the significant risks and rewards of ownership of the goods have been passed to the buyer, usually on the dispatch of goods.

Interest Income

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

Dividend Income

Dividend income is recognized when the Company's right to receive dividend is estimated by the reporting date.

k. Employee Benefits

- (i) Short term employee benefits are recognized as an expense in the Statement of Profit and Loss of the year in which the related service is rendered.
- (ii) Post employment and other long-term employee benefits are recognized as an expense in the Statement of Profit and Loss for the year in which the employee has rendered services. The expense is recognized at the present value of amounts payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the Statement of Profit and Loss.

l. Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Foreign currency monetary assets & liabilities are restated at year end exchange rates. Exchange differences arising on the settlement of foreign currency monetary items or on reporting Company's foreign currency



monetary items at rates different from those at which they were initially recorded during the year or reported in the previous financial statements, are recognized as income or expense in the year in which they arise.

m. Retirement and Other Employee Benefits

The Company has booked gratuity and leave encashment as per actuarial valuation as on 31.03.2015 as per AS15 (Revised).

n. Income Tax

Provision for tax for the year comprises current income tax determined to be payable in respect of taxable income and deferred tax, being the tax effect of timing difference, representing the difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s). The rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing difference only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized.

o. Earning Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

p. Provision, Contingent Assets and Contingent Liabilities

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be outflow of resources. Contingent liabilities are not recognized but disclosed in notes to accounts. Contingent assets are neither recognized nor disclosed in the financial statements.

q. Cash and Cash Equivalents

Cash and cash equivalent for the purpose of cash flow statement comprise cash at bank and in hand.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2016

(Rs. In Lakhs)

3 : SHARE CAPITAL	As At 31.03.2016	As At 31.03.2015
Authorised shares: 1,50,00,000 (P.Y.:1,50,00,000) Equity shares of Rs.10/- each	1,500.00	1,500.00
Issued, Subscribed and Fully Paid Up Shares: 91,92,600 (P.Y. 91,92,600) Equity Shares of Rs.10/- each fully paid up	919.26	919.26
Total Issued, Subscribed and fully Paid Up Share Capital	919.26	919.26

6,92,940 shares out of the issued, subscribed and paid up share capital were allotted under ESOP in the last five years.

a. Reconciliation of the number of equity shares and amount outstanding at the the end of the reporting period:

Particular	As at 31.03.2016		As at 31.03.2015	
	No. in lakhs	Rs. In lakhs	No. in lakhs	Rs. In lakhs
At the beginning of the period	91.92	919.26	91.92	919.26
Shares issued on exercise of ESOP	--	--	-	-
Outstanding at the end of the period	91.92	919.26	91.92	919.26

b. Terms/rights attached to Equity shares:

The Company has only one class of Equity Shares having a par value of Rs.10/- per share. Each holder of equity shares is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

c. Details of shares held by each Shareholder holding more than 5% shares:

Name of the Shareholder	As at 31.03.2016		As at 31.03.2015	
	Number in lacs	% of holding in the class	Number in lacs	% of holding in the class
Equity shares of Rs.10/- each fully paid				
Nikhil Jaysinh Merchant	7.99	8.70%	7.80	8.49%
Archway Holdings Limited	6.70	7.29%	6.70	7.29%
Harshad Bhavanbhai Patel	10.10	10.99%	10.10	10.99%

d. Shares reserved for issuance under Stock Option Plans of the Company:

The company has reserved issuance of NIL (P.Y. NIL) equity shares of Rs.10/- each for offering to eligible employees of the company under ESOP. During the year the company has granted NIL (P.Y. NIL) Options to the eligible employees.


(Rs. in Lakhs)

4 : RESERVES AND SURPLUS	As at 31.03.2016	As at 31.03.2015
(a) Capital Reserve:		
Opening balance	4.15	5.53
Less: Transferred to deferred income	1.46	1.38
	2.69	4.15
(b) Security Premium Account:		
Opening balance	2,757.75	2,757.75
Add: Premium on shares issued during the year	-	-
	2,757.75	2,757.75
Less: Writing off shares issue expenses	-	-
Closing balance	2,757.75	2,757.75
(c) General Reserve:		
Opening balance	746.40	746.40
Add: Transferred from surplus in Statement of Profit & Loss account	-	-
Closing balance	746.40	746.40
(d) Surplus / (Deficit) in Statement of Profit and Loss:		
Opening balance	(1,773.42)	(802.58)
Add: Profit / (Loss) for the year	(801.61)	(1,486.76)
Net surplus in the Statement of Profit and Loss	(2,575.03)	(2,289.34)
Total	931.81	1,218.96

(Rs. in Lakhs)

5 : LONG TERM BORROWING	Non-Current Portion		Current Portion	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
(A) Term Loan From Bank				
Secured	-	639.00	213.97	537.19
(B) Deferred Payment Liabilities				
Unsecured	96.81	159.20	112.53	112.53
(C) Loans and Advances from Related Parties				
Unsecured	-	-	109.49	110.49
(D) Loans and Advances from Others				
Secured	2,755.00	-	220.00	13.79
Unsecured	(10.76)	51.88	46.62	83.60
Total	2,841.05	850.08	702.61	857.60

Note:

During the year, State bank of India assigned loan of Rs.37.48 Crores borrowed by the Company in favour of Assets Care & Reconstruction Enterprises Limited (ACRE) for Rs.27.55 Crores and Axis Bank Ltd assigned loan of Rs.10.09 Crores borrowed by the Company in favour of Phoenix ARC Pvt. Ltd. for Rs.4.25.

Details of term loan from banks

I) Loan from Canara Bank

(Rs. in Lakhs)

Repayment Terms	Outstanding Amount as on 31.03.16	Rate of interest
Monthly installment of Rs.14.17 Lakh each from April-14 to March-15	213.97	15.25%

Above Indian Rupee term loan from Canara Bank is secured by mortgage over Company's specific land and Building and Hypothication of specific Plant and Machinery and other fixed assets at Kundli and Pithampur plants and personal guarantee of Managing Director of the Company.

II) Deferred Sales Tax is interest free loan which is repayable as under:

Year	Amount (Rs. In Lakhs)
2016-17	112.08
2017-18	53.79
2018-19	34.75
2019-20	8.72
Total	209.34

(Rs. in Lakhs)

6 : DEFERRED TAX LIABILITIES (NET)	As at 31.03.2016	As at 31.03.2015
Opening balance	146.48	307.16
Deferred Tax Liability	6.02	(10.73)
Deferred Tax Assets	17.83	105.15
Total	134.67	191.28

(Rs. in Lakhs)

7 : LONG TERM PROVISIONS	As at 31.03.2016	As at 31.03.2015
Provision for Employee Benefits:		
i) Provision for gratuity (Note: 26)	-	2.47
ii) Leave Encashment (Note: 26)	18.28	18.89
Total	18.28	21.36

(Rs. in Lakhs)

8 : SHORT TERM BORROWINGS	As at 31.03.2016	As at 31.03.2015
Loans repayable on demand – From bank		
Secured	341.55	3,636.63
Total	341.55	3,636.63

Notes:

Details of security for the secured short-term borrowings:

Working capital loan from bank in case of Rishi Laser Limited are secured against exclusive hypothecation charge on present and future stocks i.e. Raw-materials, Stock-in-progress, Finished goods, Stores and Spares and book debts of the respective companies.



Company has received notice from the bank classifying above facility as Non Performing Assets (NPA) as repayment of same has become irregular / overdue.

(Rs. in Lakhs)

9: TRADE PAYABLES	As at 31.03.2016	As at 31.03.2015
Trade payables including acceptances*	1,928.78	2,310.29
Total	1,928.78	2,310.29

*Trade payable includes payable to subsidiaries of Rs. NIL Lakhs (P.Y. Rs.0.15 Lakhs) and payable to associates of Rs. NIL Lakhs. (P.Y. Rs. 70.10 Lakhs)

(Rs. in Lakhs)

10: OTHER CURRENT LIABILITIES	As at 31.03.2016	As at 31.03.2015
Current maturities of long term debt	684.42	1,052.29
Advance from customers	40.58	114.35
Interest free deposits from customers	3.87	67.76
Other liabilities	230.64	89.40
Creditors for capital expenditure	72.45	124.54
Total	1,031.96	1,448.34

(Rs. in Lakhs)

11: SHORT TERM PROVISIONS	As at 31.03.2016	As at 31.03.2015
(a) Provision for employee benefits:		
(i) Provision for bonus	23.04	21.54
(ii) Provision for Gratuity liability	86.00	87.44
(iii) Provision for leave encashment	5.89	6.29
(iv) Provision for other employee benefits		
	114.93	115.27
(b) Provision - Others:		
(i) Provision for tax (net of advance tax and TDS)		
Provision for tax	12.09	12.09
Less:		
Advance tax payment	5.00	5.23
TDS receivable	58.33	63.72
	(51.24)	(56.86)
(ii) Others	95.78	481.28
Total	159.47	539.69

12 : FIXED ASSETS

(Rs. in Lakhs)

Description	Gross Block				Depreciation/Amortization				Net Block	
	Balance as at 01/04/2015	Additions	Disposals	Balance as at 31/03/2016	Balance as at 01/04/2015	For the Year	Deduction/ Adjust-ments	Balance as at 31/03/2016	As at 31/03/2016	As at 31/03/2015
1. Tangible Assets										
Free Hold Land	254.86	0.00	0.00	254.86	0.00	0.00	0.00	0.00	254.86	292.68
Lease Hold Land	221.09	0.00	0.00	221.09	0.00	0.00	0.00	0.00	221.09	221.09
Factory Building	1,807.16	2.65	8.18	1,801.63	451.37	69.28	1.97	518.68	1,282.95	1,688.78
Plant & Machinery	7,834.01	26.80	679.31	7,181.50	5,522.50	308.19	510.00	5,320.69	1,860.81	2,831.97
Electrical Installation	283.95	0.64	24.43	260.16	204.11	20.94	19.65	205.40	54.76	94.61
Tools & Dies	321.50	10.36	2.47	329.39	160.04	21.83	1.20	180.67	148.72	210.36
Furniture	126.44	0.77	0.00	127.21	63.29	21.20	0.00	84.49	42.72	77.01
Fixtures	11.16	0.00	0.00	11.16	5.33	2.37	0.00	7.70	3.46	5.83
Office Equipments	74.35	0.21	2.22	72.34	29.28	29.28	1.27	57.27	15.07	44.12
Computers	148.50	0.91	0.00	149.41	3.72	3.72	0.00	147.15	2.26	2.39
Vehicles	97.52	18.97	16.46	100.03	19.53	19.53	8.13	62.96	37.07	57.66
Sub total	11,180.54	61.37	733.07	10,508.78	6,630.89	496.34	542.22	6,585.01	3,923.77	5,526.51
2. Intangible Assets										
Software	131.08	0.08	0.00	131.16	86.67	20.24	0.00	106.91	24.25	20.45
Welding Institute	1.83	0.00	0.00	1.83	0.73	0.37	0.00	1.10	0.73	0.00
3D Lab	1.61	0.00	0.00	1.61	0.64	0.32	0.00	0.96	0.65	0.00
Sub total	134.52	0.08	0.00	134.60	88.04	20.93	0.00	108.97	25.63	20.45
Grand Total	11,315.06	61.39	733.07	10,643.38	6,718.93	517.27	542.22	6,693.98	3,949.40	5,546.96
Previous year	13,137.12	204.63	62.43	13,279.32	6,722.50	1,024.00	14.10	7,732.39	5,546.96	

(Rs. in Lakhs)

13 : NON-CURRENT INVESTMENTS	As at 31.03.2016	As at 31.03.2015
Non-trade Investments (valued at cost unless stated otherwise)		
Investment in Equity Instruments: (unquoted)		
4,980 (P.Y. 4,980) Equity Shares of Rs.10/- each fully paid up in Total Schweissttechnik Pvt. Ltd.	0.50	0.50
27,000 (P.Y. 27,000) Equity Shares of Rs.10/- each fully paid up in Centennial Finance Ltd.	2.70	2.70
25 (P.Y. 25) Equity Shares of Rs.100/- each fully paid up in Cosmos Co-Op. Bank Ltd.	0.03	0.03
4,900 (P.Y.4,900) Equity Shares of Rs.10/- each fully paid up in Rishi Vocational Education Pvt. Ltd. - Unquoted	-	0.49
Investment in Equity Instruments: (quoted)		
301347 (P.Y.3,01,347) Equity Shares of Rs.10/- each in Rishi Techtex Ltd.	72.25	79.53
Investment in Mutual Fund: (quoted)		
(131748 Units NAV Rs.63.20 Lakhs)	60.00	-
Total	135.48	75.97

Rishi Vocational P. Ltd. Become subsidiary of Company due to additional investment done during the year.



(Rs. in Lakhs)

14 : LONG TERM LOANS AND ADVANCES	As at 31.03.2016	As at 31.03.2015
Security Deposits		
Unsecured, considered good	137.80	150.93
Total	137.80	150.93

(Rs. in Lakhs)

15 : INVENTORIES	As at 31.03.2016	As at 31.03.2015
(a) Raw Materials (valued at cost on Weighted Average)	462.34	513.06
(b) Work-in-progress (Valued at Cost representing materials, labour and apportioned overheads)	467.34	1,297.24
(c) Stores and spares (valued at cost on Weighted Average)	119.80	207.55
Total	1,049.48	2,017.85

(Rs. in Lakhs)

16 : TRADE RECEIVABLES	As at 31.03.2016	As at 31.03.2015
(Unsecured and considered good)		
Over six months	1,066.37	1,079.53
Others*	1,490.87	1,773.98
Total	2,497.24	2,853.51

*Other trade receivables includes receivables from subsidiaries of Rs.NIL lakhs (P.Y.39.33 Lakhs) and receivables from associates of Rs.105.90 Lakhs (P.Y. 21.02 Lakhs).

(Rs. in Lakhs)

17 : CASH AND CASH EQUIVALENTS	As at 31.03.2016	As at 31.03.2015
(a) Cash in hand	2.72	3.58
(b) Balances with banks		
In current accounts	158.17	8.45
In margin & deposit money accounts	5.26	81.62
Total	166.15	93.65

(Rs. in Lakhs)

18 : SHORT TERM LOANS AND ADVANCES	As at 31.03.2016	As at 31.03.2015
(a) Loans and Advances to Related Parties Unsecured, considered good	-	(16.74)
(b) Prepaid Expenses	20.50	25.17
(c) Balances with Government Authorities Unsecured, considered good		
(i) CENVAT credit	8.12	41.05
(ii) VAT credit	0.05	-
(iii) Service Tax credit	31.54	63.24
(iv) Balance with custom, excise etc.	4.35	4.50
	44.06	108.79
(d) Others-Unsecured, Considered Good		
(i) Advance recoverable in cash or kind or for value to be received	36.08	141.86
(ii) Others	31.63	43.47
	61.71	185.33
Total	132.27	302.55

(Rs. in Lakhs)

19 : REVENUE FROM OPERATIONS	As at 31.03.2016	As at 31.03.2015
Sale of products	11,583.37	10,984.20
Less:		
Excise duty/Service tax recovered	1,150.00	900.41
Total	10,433.37	10,083.79

(Rs. in Lakhs)

20 : OTHER INCOME	As at 31.03.2016	As at 31.03.2015
Interest Income on:		
Bank deposits	8.50	11.49
Others	3.04	(0.84)
	11.54	10.65
Dividend Income on:		
Short term investments - Non-trade	-	1.53
Others:		
Profit on sale of assets	(16.21)	42.89
Net (profit) / loss on foreign currency transactions and translation	11.99	-
Others	10.68	9.58
	6.46	52.47
Total	18.00	64.65



(Rs. in Lakhs)

21 : COST OF MATERIAL CONSUMED	As at 31.03.2016	As at 31.03.2015
Opening stock	513.06	618.25
Add: Purchases	5,709.23	5,722.39
	6,222.29	6,340.63
Less: Closing stock	492.21	513.06
Cost of material consumed	5,730.08	5,827.57

(Rs. in Lakhs)

22 : CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE	As at 31.03.2016	As at 31.03.2015
Inventories at the end of the year:		
Work-in-progress	711.99	1,297.24
Inventories at the beginning of the year:		
Work-in-progress	794.04	1,406.65
Net (increase) / decrease	82.05	109.41

(Rs. in Lakhs)

23 : EMPLOYEE BENEFIT EXPENSES	As at 31.03.2016	As at 31.03.2015
Salaries, wages and bonus	1,778.26	1,773.57
Contribution to provident fund	45.04	48.29
Gratuity Expenses (Note: 26)	9.95	14.25
Other post Employment funds	16.45	19.76
Workmen and staff welfare expenses	46.12	46.85
Total	1,895.82	1,902.72

(Rs. in Lakhs)

24 : OTHER EXPENSES	As at 31.03.2016	As at 31.03.2015
Consumable stores and spare parts	592.41	434.35
Power and fuel	432.52	438.31
Rent including lease rentals	65.53	71.34
Repairs and maintenance - Plant & Machinery	51.83	103.24
Repairs and maintenance - Building	8.49	10.87
Repairs and maintenance - Others	63.43	33.01
Insurance	8.24	7.13
Rates and taxes	16.08	18.52
Directors' sitting fees	0.66	0.40
Communication	20.55	20.38
Travelling and conveyance	76.52	76.92
Printing and stationery	16.62	13.94
Donations and contributions	0.31	0.56
Legal and professional	83.68	93.79
Payments to auditors (Refer Note below)	7.72	7.60

Factory expenses	13.66	14.02
Gas cylinder rent	16.50	16.90
Processing charges	499.97	421.74
Advertisement expenses	1.75	1.60
Security charges	57.49	63.41
Sundry Dr./Cr. Balance written off	0.00	0.00
Training expenses	6.95	5.57
Selling and distribution expense	141.56	132.95
Loss on sale of assets	0.00	(0.99)
Prior period items	0.00	(2.84)
Miscellaneous expenses	68.68	62.70
Total	2,251.15	2,045.43

Notes:

(Rs. in Lakhs)

Particulars	As at 31.03.2016	As at 31.03.2015
Payments to the Auditors Comprises:		
As auditors - statutory audit	4.00	4.00
As auditors - tax audit	2.00	2.00
Certificate and consultancy charges	1.50	1.50
Reimbursement of expenses	0.22	0.10
Total	7.72	7.60

(Rs. in Lakhs)

25 : FINANCE COST	As at 31.03.2016	As at 31.03.2015
Interest	729.71	915.96
Other borrowing cost	26.16	31.53
Total	755.87	947.49

(Rs. in Lakhs)

26A : GRATUITY AND OTHER POST EMPLOYMENT BENEFIT PLAN	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Current service cost	6.83	7.82	10.04	12.31
Interest cost	1.89	2.10	7.21	7.53
Actual return on plan assets	0.00	0.00	0.13	0.84
Actuarial losses/(gains)	4.73	7.32	(9.41)	(7.27)
Total expense recognized in the Statement of Profit & Loss	13.45	17.24	7.71	12.23



(Rs. in Lakhs)

26B : NET ASSETS/LIABILITY RECOGNIZED IN THE BALANCE SHEET	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Present value of defined benefit obligation	24.17	25.18	88.09	92.86
Fair value of plan assets	0.00	0.00	2.09	2.96
Unfunded liability	24.17	25.18	86.00	89.91
Unrecognized past service costs	0.00	0.00	0.00	0.00
Unfunded Liability Recognized in the Balance Sheet	24.17	25.18	86.00	89.91

(Rs. in Lakhs)

26C : CHANGE IN DEFINED BENEFIT OBLIGATION DURING THE YEAR	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Present value of PBO at beginning of the year	23.57	26.27	95.17	94.13
Current service cost	6.83	7.82	10.04	12.31
Interest cost	1.89	2.10	7.21	7.53
Benefits paid	12.85	18.31	1.00	8.80
Actuarial (gains) / losses	4.73	7.32	(9.41)	(7.27)
Present value of PBO at the end of the year	24.17	25.20	102.01	97.90

(Rs. in Lakhs)

26D : CHANGE IN PLAN ASSETS	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Fair value of plan assets at the beginning of the year	Nil	Nil	1.11	8.08
Actual return on plan assets	N.A.	N.A.	0.13	0.34
Employer's contribution	N.A.	N.A.	Nil	Nil
Benefits paid during the period	N.A.	N.A.	1.00	12.30
Fair value of plan assets at year end	Nil	Nil	2.09	2.96

(Rs. in Lakhs)

26E : ACTUAL ASSUMPTION	Leave Encashment		Gratuity	
	As at 31.03.2016	As at 31.03.2015	As at 31.03.2016	As at 31.03.2015
Discount rate	8% p.a.	8% p.a.	8% p.a.	8% p.a.
Expected return on plan assets	N.A.	N.A.	6.28% p.a.	4.21% p.a.
Salary escalation	5% p.a.	5% p.a.	5% p.a.	5% p.a.
Mortality tables	Indian assured Lives mortality (2006-08) Ult	Indian assured Lives mortality (2006-08) Ult	Indian assured Lives mortality (2006-08) Ult	Indian assured Lives mortality (2006-08) Ult

1. The discount rate is based on the prevailing market yields of Government of India securities as at the Balance Sheet date for the estimated term of the obligations.
2. The estimate of future salary increases considered, takes into account the inflation, seniority, promotion, increments and other relevant factors.

27 : RELATED PARTY DISCLOSURE

Details of Related Parties:

Description of Relationship (As per AS-18-Related Party Disclosure)	Names of Related Parties
Related Parties	Total Schweisstechnik Pvt. Ltd. Krishak Saaj Pvt. Ltd.
Key Management Personnel (KMP)	Mr. Harshad B. Patel Mr. Dinesh Mehta Mr. Vasant D. Goray Mrs. Sheela Ayyar Mr. Ganesh Agrawal Ms. Supriya Joshi
Relative & Directors	Ms. Smita Patel Mr. Abhishek Patel

(Rs. in Lakhs)

	Related Parties	KMP	Total
Loan & Interest Paid			
- Harshad B. Patel		1.00 (110.49)	1.00 (110.49)
Rent Received			
- Total Schweisstechnik Pvt. Ltd.	2.70 (5.40)		2.70 (5.40)
Rent Paid			
- Harshad B. Patel		2.20 (4.80)	2.20 (4.80)
- Smita H. Patel		3.08 (0.00)	3.08 (0.00)
- Abhishek Patel		2.40 (2.40)	2.40 (2.40)
Remuneration, Commission and Sitting Fees			
- Mr. Harshad B. Patel		89.76 (89.98)	89.76 (89.98)
- Mr. Jayesh K. Sheth		0.00 (0.10)	0.00 (0.10)
- Mr. Dinesh Mehta		0.18 (0.15)	0.18 (0.15)
- Mr. Vasant D. Goray		0.18 (0.15)	0.18 (0.15)
- Ms. Sheela Ayyar		(0.13) (0.00)	(0.13) (0.00)
- Mr. Ganesh Agrawal		16.59 (16.42)	16.59 (16.42)
- Ms. Supriya Joshi		6.06 (6.06)	6.06 (6.06)



Balances Outstanding at the end of the Year:		
Trade Receivables		
- Total Schweissttechnik Pvt. Ltd.	27.80 (21.02)	27.80 (21.02)
Loans and Advances		
- Krishak Saaj Pvt. Ltd.	8.95 (8.95)	8.95 (8.95)
- Total Schweissttechnik Pvt. Ltd.	8.42 (6.22)	8.42 (6.22)

Note: Figures in bracket relates to the previous year.

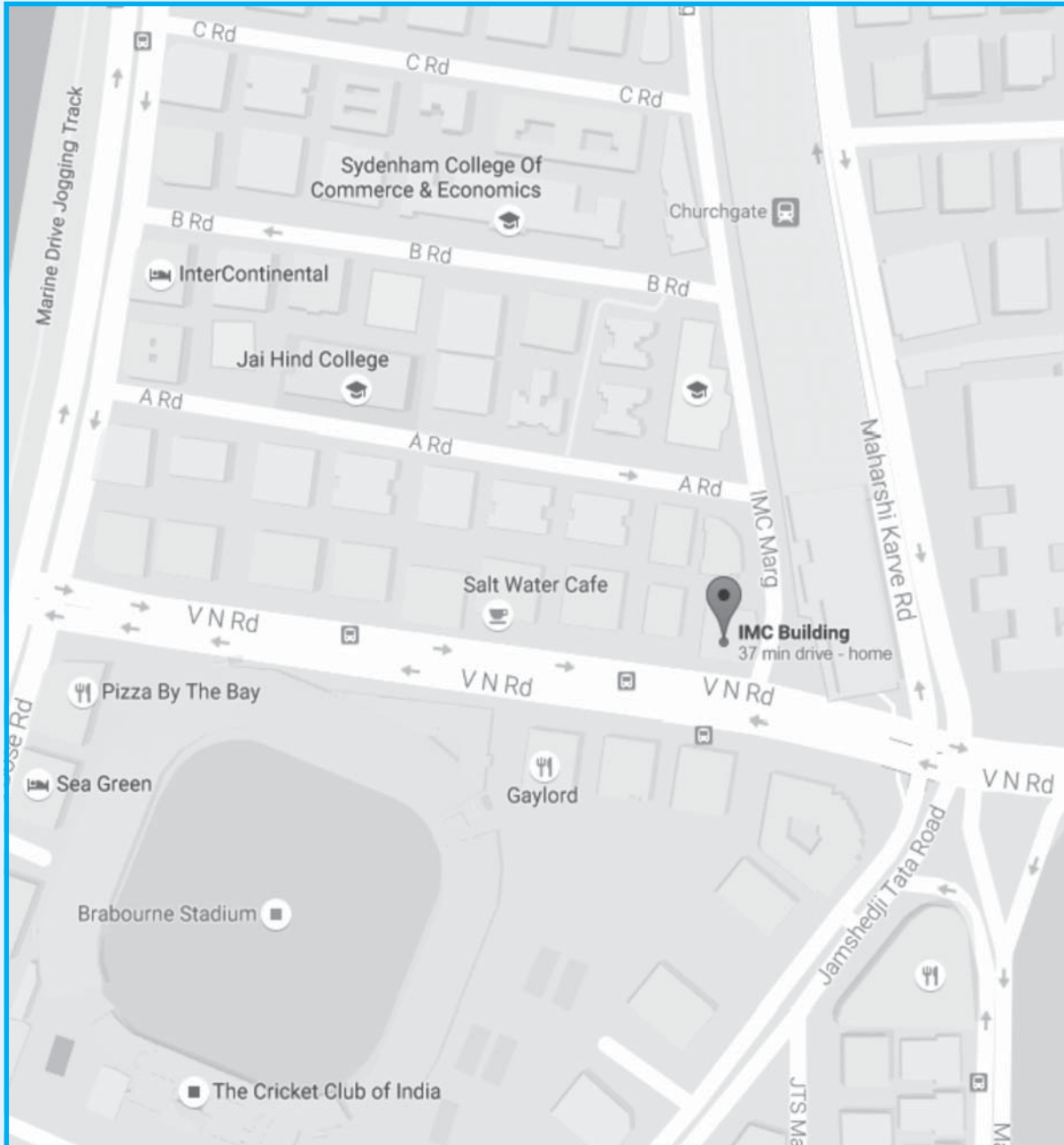
(Figures in Lakhs)

28 : EARNING PER SHARE (EPS)	As at 31.03.2016	As at 31.03.2015
(i) Net profit after tax adjusted minority interest as per Statement of Profit and Loss attributable to equity shareholders	(813.86)	(1,486.76)
(ii) Weighted average number of equity shares used as denominator for calculating EPS	91.93	91.93
(iii) Basic EPS	(8.85)	(16.17)
(iv) Diluted EPS	(8.85)	(16.17)
(v) Face value per equity share	10.00	10.00

29: CONTINGENT LIABILITIES

- (i) Guarantee given by banks on behalf of Company Rs.5 Lakhs
- (ii) Letter of credit Rs.NIL
- (iii) Appeal filed by us in respect of demand from Central Excise & Service Tax Authorities for payment of Custom Duty and other duties together with penalties for clearance in excess of 50% of FOB value for the financial year 2007-08 to June 11 from EOU Unit was decided in favour of Revenue by the Commissioner of Central Excise (Appeals), Pune III. Aggrieved by such order, Company went into appeal before the Customs, Excise & Service Tax Appellate Tribunal. Tribunal on 1st April 2014 stayed the order of the Commissioner of Central Excise (Appeals), Pune - III during the pendency of the Appeal.

ROUTE MAP TO AGM VENUE





UPDATION OF EMAIL ID

Kindly ensure to update your fresh Email ID with the Company/Depository.
if you have changed the same.

UPDATION OF PAN

Kindly ensure to update your PAN with the Company/Depository.

RISHI LASER LIMITED**CIN: L99999MH1992PLC066412****Regd. Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street,
Byculla (W), Mumbai - 400 011****Tel No. 022-23075677/23074585, Fax No. 022-23080022,****PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____

Registered address : _____

E-Mail Id : _____

Folio No/Client Id : _____

DP Id : _____

I/We, being the member(s) ofshares of the above mentioned company, hereby appoint

1. Name: _____

Address: _____

E-Mail Id: _____

Signature:.....or failing him/her

2. Name: _____

Address: _____

E-Mail Id: _____

Signature:.....or failing him/her

3. Name: _____

Address: _____

E-Mail Id: _____

Signature:.....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the Twenty Fourth Annual general meeting to be held on Wednesday, 28th September, 2016 at 12.00 noon at Killachand Conference Room, 2nd Floor, Indian Merchants' Chamber, Churchgate, Mumbai 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution For
	ORDINARY BUSINESS
1	Adoption of Accounts.
2	To appoint a Director in place of Mrs. Sheela Ayyar, who retires by rotation and being eligible offers herself for reappointment.
3	Appointment of Auditors and to fix their remuneration



Signed thisday of2016

Signature of Shareholder.....

Signature of Proxy Holders(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

RISHI LASER LIMITED

CIN: L99999MH1992PLC066412

**Regd. Office: 612, Veena Killedar Industrial Estate, 10-14 Pais Street,
Byculla (W), Mumbai - 400 011**

Tel No. 022-23075677/23074585, Fax No. 022-23080022,

ATTENDANCE SLIP

Regd. Folio ----- .

24th Annual General Meeting

To be handed over at the entrance of the meeting venue.

.....

Name of the attending member (in block letters)

.....

Name of Proxy (in block letter to be filled in by the proxy attending instead of the members.

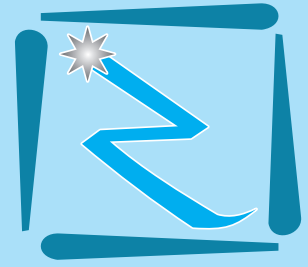
No. of Shares held.

I hereby record my presence at the 24th Annual General Meeting at Killachand Conference Room, 2nd Floor, Indian Merchants' Chamber, Churchgate, Mumbai 400 020, on Wednesday 28th September, 2016 at 12.00 noon.

Member's / Proxy's Signature

Notes:

1. Interested joint shareholders may obtain attendance slip from the Registered Office of the Company.
2. Shareholders/joint shareholders proxies are requested to bring the attendance slip with them. Duplicate slip will not be issued at the entrance of the venue.



If undelivered, please return to:

RISHI LASER LTD.
CIN : L99999MH1992PLC066412

Regd. Office:
612 Veena Killedar Indl. Estate,
10/14 Pais Street, Byculla (W), Mumbai 400 011.
Tel. No. 022 - 23075677 / 23074585 | Fax No. 022-23080022
E-mail: rlcl.mumbai@rishilaser.com | Website: www.rishilaser.com