

BOBSHELL ELECTRODES LIMITED

25th Audited Annual Report

FOR THE YEAR 2018 - 19

COMPANY REGISTRATION NO.: 04-023275

CIN NO.: L29308GJ1994PLC023275

Registered with Registrar of Companies, Gujarat State



BOBSHELL ELECTRODES LIMITED

REGISTERED OFFICE

**B-505, FAIRDEAL HOUSE, OPP. : ST. XAVIERS' LADIES HOSTEL,
SWASTIK CROSS ROADS, NAVRANGPURA, AHMEDABAD, GUJARAT-380009, INDIA.**

Email – bobshellahm@yahoo.in ● Website - www.bobshell.net

Phone No – 079 – 26441025, 26444525 ● Fax – 079 – 26563724

25th ANNUAL REPORT

CIN	:	L29308GJ1994PLC023275
BOARD OF DIRECTORS	:	Shri Shailesh M Joshi Chairman, Managing Director Shri Kamlesh M Shah Independent Director Shri Anish Bodawala Independent Director Smt. Mudraben Pathak Director (Women Director)
REGISTERED OFFICE	:	B-505, Fairdeal House, Opp. ST.Xaviers' Ladies Hostel Swastik Char Rasta, Navrangpura , Ahmedabad- 380009.
ADMINISTRATIVE OFFICE	:	802, 8TH Floor, Swagat Building, Near Lal Bunglow, C.G.Road, Ellisbridge, Ahmedabad- 380006.
PLANT	:	496, Bhagya Laxmi Industrial Estate, Manpasand Weight Bridge, Santej Rakanpur, Sola Santej, Gandhinagar-382721.
AUDITORS	:	ANA & ASSOCIATES. Chartered Accountants 4th Floor, Galaxy Line, Behind Samartheshwar Mahadev Temple, Law Garden, Ahmedabad, Gujarat 380006.
BANKERS TO THE COMPANY	:	1. Union Bank of India, Industrial Finance Branch, Ahmadabad 2. State Bank of Saurashtra, Sikka 3. Dena Bank, Wanakbori 4. Bank of Baroda, Dhuvaran 5. Bank of Baroda, Ukai

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Shareholders are requested to bring their
copies of Annual Report at the Annual
General Meeting as the same will not be
distributed in the Meeting Hall.

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of Bobshell Electrodes Limited will be held on the Saturday, 07th day of September 2019 at 11:30 A.M. at the 802, Swagat Building, Near Lal Bunglow, C.G. Road, Ahmedabad- 380006 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2019, Statement of Profit & Loss for the financial year 2018-19 and the Reports of Board of Directors and the Auditors thereon.
2. To Re-appoint Shailesh M. Joshi as Director of the Company, who retires by rotation
3. Ratification of Appointment of Statutory Financial Auditors

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 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company do hereby ratifies the appointment of M/s ANA & Associates., Chartered Accountants, (FRN – 130797W) as Financial Statutory Auditors of the Company for the financial year commencing from 2018-19 and to hold the office as such from the conclusion of 25th Annual General Meeting till the conclusion of the 26th Annual General Meeting of the Company at such remuneration and reimbursement of out of pocket expenses if any, as may be mutually decided between Board of Directors of the Company and Auditors for each of the financial year separately on year to year basis.”

SPECIAL BUSINESS

4. **Increase in Remuneration of Managing Director:**

To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to provisions of Sections 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), subject to approval of the members by way of Special Resolution in the General Meeting and subject to approval of the Central Government, if necessary and such other consents and permission as may be necessary, and subject to such modifications as may be approved and

acceptable to the appointee, the consent of the board of Directors be and is hereby accorded for increase in remuneration of Mr. Shailesh Manshankar Joshi , Managing Director of the Company from monthly Remuneration of Rs. 3,00,000 /- to Rs.3,50,000/- p.m. (42,00,000/- p.a)as recommended to the Board by the Audit Committee and Nomination and Remuneration Committee. The above remuneration is within the overall ceiling limits as laid down under the provisions of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the condition that the Managing Director may be paid remuneration by way cash or in kind (Other than Securities of the Company), and may be paid either on monthly, quarterly, half yearly, yearly or in any other mode and the remuneration as above fixed may also include with it such of the perquisites, benefits, reimbursement of expenses, retirement benefits, bonuses, performance bonuses, commission on net profits etc or by one or more of any of the above said combinations.

FURTHER RESOLVED THAT Mr. Shailesh M. Joshi, Chairman and Managing director of the Company, be and is hereby authorized to sign the relevant forms using their digital signatures and file the same with the Registrar of Companies in this behalf along with all necessary documents, papers, consent letter etc. and also be further authorized to update all statutory records, registers and to do all other acts, things, deed, sign etc. in this regard.

Item 5. To Regularize the Appointment of Mr. Anishkumar V. Shah as an Independent Non-Executive Director of the Company

To consider and if thought fit, to pass with or without modification(s) the following resolution as a Special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 160 and other provisions, if any, applicable to the Company, for the time being in force, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), subject to the provisions of Schedule IV of the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Articles of Association of the Company, appointment / change in designation of Mr. Anish Vinodchandra. Shah, holding a valid DIN:00372544 (in respect of whom, the Company has, pursuant to the provisions of Section 160 of the Companies Act, 2013, received a notice in writing along with deposit of requisite amount from a member proposing his candidature for the office of Independent Director) made / done by the Board of Directors at its meeting held on August 01, 2019, be and is hereby approved by the members of the Company for a term of five consecutive

years effective from the date of the Board meeting said above and that Mr. Anish V. Shah shall not be liable to retire by rotation.”

“**RESOLVED FURTHER** that Mr. Shailesh M. Joshi (DIN:01453505), Managing Director is, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

Item No. 6: Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell and transfer the fixed assets including land, Building, Plant & Machinery & other assets on as is where is basis situated and lying at 496 Bhagyalakshmi Industrial Estate, Nr. Manpasand Weigh bridge, Rakanpur Road, Village:, Santej, Taluka: Kalol, District: Gandhinagar, Gujarat State, India.

“**RESOLVED FURTHER** that Mr. Shailesh M. Joshi (DIN:01453505), Managing Director is, authorised to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.”

THE REGISTER OF MEMBERS AND SHARE TRANSFER BOOKS OF THE COMPANY SHALL REMAIN CLOSED FOR THE PURPOSE OF 25TH ANNUAL GENERAL MEETING FROM 30TH AUGUST, 2019 TO 07TH SEPTEMBER, 2019 (BOTH DAYS INCLUSIVE)

NOTES

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him/herself and proxy need not be a member. The proxies to be effective should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting.

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 carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. For the convenience of members, an attendance slip is annexed to the proxy form. Members are requested to affix their signature as registered with the company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. A statement pursuant to Section 102 (1) of the Companies Act, 2013, relating to the special business to be transacted at the meeting annexed hereto.
5. Members/ Proxies are requested to bring their attendance slip to the meeting.
6. In case of joint holder attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the statement is open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays during business hours up to the date of the Meeting.
8. Members are requested to address all correspondence to the Registrar and Transfer Agents (RTA): Bigshare Services Private Limited A – 802, 8th Floor, Samudra Complex, Near Klassic Gold Hotel, Off C. G. Road, Ahmedabad – 380006, Gujarat, India.
9. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address and bank mandates immediately to the Company/ RTA.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN in their Depository Participant with whom they are maintaining their Demat accounts, members holding shares in physical form can submit their PAN to the Company RTA.
11. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Notices, Circulars, etc. from the Company electronically.

12. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2019 is uploaded on the Company's website www.bobshell.net and may be accessed by the members and also on the website of the Bombay Stock Exchange Ltd. www.bseindia.com.
13. The Company has implemented the 'Green initiative' as per Circular Nos. 17/2011 dated 21 April 2011 and 18/11 dated 29 April 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of the notices/ documents. The email addresses indicated in your respective Depository Participant (DP) accounts are being periodically downloaded from NSDL/CDSL and will be deemed to be your registered email address for serving notices/ documents including those covered under Section 136 of the Companies Act, 2013 (Corresponding provisions of Section 219 of the Companies Act, 1956). Members may also note that the notice of the Annual General Meeting will also be available on the website of the Company, www.bobshell.net for download. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company.
14. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is providing e-Voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically. The instructions for e-voting are enclosed herewith.

Instructions for e-voting:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **04.09.2019 at 09:00 AM ends on 06.09.2019 at 05:00 AM**. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at Annual General Meeting (AGM) is **31.08.2019 Saturday**. A person, whose name is

- recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date, shall be entitled to avail the facility of E-voting or voting at the meeting through ballot paper. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- (iii) M/s. J. D. KHATNANI & ASSOCIATES a Proprietor of Mr. Jay Khatnani, Practicing Company Secretary, (Membership No. A50727 and COP No. 18421) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- (v) The shareholders should log on to the e-voting website www.evotingindia.com.
- (vi) Click on Shareholders.
- (vii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (viii) Next enter the Image Verification as displayed and Click on Login.
- (ix) 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.
- (x) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)

BOBSHELL ELECTRODES LIMITED

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN Field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (xi) After entering these details appropriately, click on "SUBMIT" tab.
- (xii) Members holding shares in physical form will then directly reach 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.
- (xiii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xiv) Click on the EVSN for the Bobshell Electrodes Limited on which you choose to vote.
- (xv) 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.
- (xvi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xvii) 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.
- (xviii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xx) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xxi) 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. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xxii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Date : 12th July, 2019
Place : Ahmedabad

By order of the
Board of Directors of
Bobshell Electrodes Limited

Registered Office:
B-505, Fairdeal House,
Opp. ST. Xaviers'
Ladies Hostel
Swastik Char Rasta,
Navrangpura,
Ahmedabad- 380009.

Sd/-
Shailesh M. Joshi
Chairman &
Managing Director
(DIN: 01453505)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THEREUNDER

ITEM NO.4

To Increase Remuneration Mr. Shailesh M Joshi, Managing director of the company

Mr. Shailesh. M. Joshi is a Main Promoter and Director of the Company. He is also the Managing Director of the Company. The Company has registered growth during the past years. Considering the progress made by the Company under his leadership the industry benchmarks for the remuneration for similar position, the Board of Directors at its meeting held on 30th May,2019, on the recommendation of Nomination and Remuneration Committee, approved the revision in remuneration payable to Mr. Shailesh M. Joshi, Managing Director of the Company w.e.f.1st June ,2019.

The Board of Directors recommends the resolution at Item No.4 of this Notice for your approval.

None of the Directors, Key Managerial Personnel and relatives thereof other than Mr. Shailesh M. Joshi have any concern or interest, Financial or otherwise, in the resolution at item No. 4 of this Notice.

ITEM NO.5

Item 5: Appointment of Mr. Anishkumar V Shah as an Independent Non-Executive Director of the Company.

Mr. Anishkumar Vinodchandra Shah (DIN:00372544) was appointed as an Additional Independent Non-Executive Director of the Company pursuant to the provisions of Sections 149 and 160 of the Companies Act,2013 by the Board of Directors on 1st August 2019. As per law he holds the office as such only up to the date of the ensuing Annual General Meeting. Hence, a Resolution for the purpose of regularizing his appointment as Independent Non-Executive Director of the Company is proposed to be passed at the ensuing AGM.

Mr. Anishkumar Shah is a Commerce graduate. He possesses wide knowledge in various fields including finance, marketing and Various other Legal areas. He has rich experience if more than 20 years in the same field.

In the opinion of the Board, Mr. Anishkumar Shah fulfils the conditions for appointment of Independent Director as specified in the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations, 2015') and is independent of the management.

The Board of Directors at its meeting held on 01ST August, 2019, on the recommendation of the Nomination and Remuneration Committee and based on the performance evaluation, considers that given his background and experience and contributions made by him during his tenure, the association of Mr. Anishkumar Shah would be beneficial to the Company and it is desirable to appoint Mr. Anishkumar Shah as an Independent Director of the Company w.e.f 01st August, 2019. Copy of the draft letter of appointment of Mr. Anishkumar Shah setting out the terms and conditions of appointment are available for inspection without any fee by the members at the Corporate Office of the Company. The details of Mr.AnishkumarShah as required under the provisions of Regulation 36(3) of the

Listing Regulations, 2015 and other applicable provisions are provided in Annexure - A to this Notice. The Board of Directors recommends the resolution at Item No. 5 of this Notice for your approval. None of the Directors, Key Managerial Personnel and relatives thereof except Mr.AnishkumarShah, has any concern or interest, financial or otherwise, in the resolution at Item No. 5 of this Notice.

ITEM NO. 6

Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

In the year 1996 ,The Company had started with the manufacturing of welding rods at its existing unit located at 496 Bhagyalakshmi Industrial Estate,Nr.Manpasand Weigh bridge ,Rakanpur,Santej .The plant and Machinery located at the unit are 26 yrs. old ,the life of same has exhausted. Also the existing land will pass through a TP Scheme which makes the Board to shift its plant to a new place, with a bigger land area and new machinery which can also help in the expansion of existing Business.

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation

(i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets including land Building Plants & Machinery & other assets at 96 Bhagyalakshmi Industrial Estate, Nr. Manpasand Weigh bridge, Rakanpur, Santej.

Date : 12th July, 2019
Place : Ahmedabad

By order of the
Board of Directors of
Bobshell Electrodes Limited

Registered Office:
B-505, Fairdeal House,
Opp. ST. Xavier's'
Ladies Hostel
Swastik Char Rasta,
Navrangpura,
Ahmedabad- 380009.

Sd/-
Shailesh M. Joshi
Chairman &
Managing Director
(DIN: 01453505)

BOBSHELL ELECTRODES LIMITED

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE 24th ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015

Name of Director	ANISHKUMAR SHAH (DIN: 00372544)
Date of Birth	07/11/1965
Date of Appointment	30.08.2019
Relationship with other Directors Inter se	None
Profile & Expertise in Specific functional Areas	Corporate Consulting into various sectors
Qualification	B.Com
No. of Equity Shares held in the Company	NIL
List of other Companies in which Directorships are held	1. ORIENT TRADELINK LIMITED
List of committees of Board of Directors (across all other Companies) in which Chairmanship/ Membership is held	N.A.

DIRECTORS' REPORT

Dear Members,

Your Directors present 25th Annual Report on the operations and performance together with the Audited Financial Statements for the year ended on 31st March 2019.

FINANCIAL HIGHLIGHTS

(Amt in Rs.)

PARTICULARS	FOR THE YEAR ENDED ON 31/03/2019	FOR THE YEAR ENDED ON 31/03/2018
Net Revenue from Operations	3,81,69,365.55	33154757.74
Other Income	8,57,020.44	1013349
Total Income.	3,90,26,385.99	34168106.74
Total Expenses	40090142.02	34004460.83
Profit Before Tax	(2119371.03)	(1068950.09)
Depreciation	1055615	1232596
Adjustment For Tax	0	0
Provision for FBT.	0	0
Profit / (Loss) After Tax.	(2286315.72)	(1004873.09)
Deferred Tax (Assets) Liability	(166944.69)	(64077)
Net Profit / (Loss) for the Year	(2286315.72)	(1004873.09)
Earnings Per Share (In Rupees)	(0.38)	(0.17)

OPERATIONAL OVERVIEW

During the year under review Net Turnover of the Company has increased from Rs. 3, 31, 54,757.74/- to Rs 3,81,69,365.55. /- as compared to previous year's turnover. As compare to the previous year, company has incurred a net loss of Rs. 2286315.72/-.

DIVIDEND

The Board wants to plough back the profits in the business and therefore the Directors have not recommended dividend for the financial year 2018-19..

RESERVES

The company due to insufficient profits will be unable to transfer the funds to Reserves during the current year.

TRANSFER OF UNPAID / UNCLAIMED DIVIDEND

The Company does not have any amount of Unpaid / Unclaimed Dividend as mentioned under section 124 of the Companies Act, 2013 which is required to be transferred as per the Section 125 of the Companies Act, 2013 to the Investors Education & Protection fund and as required under provisions of the applicable laws.

BUSINESS ACTIVITY

The Company is engaged in the business of manufacture of Low Heat Input Welding Electrodes since October 1994.

The company has the most modern manufacturing facilities to produce least Defect Electrodes. All the facilities required to produce quality electrodes are there under one roof. There was no change in the nature of any of the business activity during the year.

FIXED DEPOSIT

The Company has not accepted any public deposit during the year under review and no amount against the same was outstanding at the end of the year.

REGULATORY STATEMENT

In conformity with provision of Regulation 34 in the SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, the Cash Flow Statement for the year ended 31.03.2019 is annexed hereto. The equity shares of the Company are listed on the Bombay Stock Exchange Ltd (BSE).

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

As required under Section 134 (3) (m) of the Act read with Rule 8 of The Companies (Accounts) Rules, 2014, particulars relating to conservation of Energy, R & D, Technology absorption and foreign Exchange earnings / outgo are separately provided in the Annexure – A to this report.

DETAILS OF RELATED PARTIES TRANSACTIONS PURSUANT TO SECTION 188(1) OF THE COMPANIES ACT, 2013

The Company entered into related party transactions were on an arm's length basis and in ordinary course of business. Accordingly, disclosure of related party transactions as required under S. 134 (3)(h) of the Companies Act, 2013 in Form AOC – 2 is attached in Annexure – B.

Regarding Performance Review of each of the member of the Board and also the performance of the various Committees and the Board, the Company has adopted the Model Code of Conduct for Independent Directors, Key Managerial Personnel as prescribed in Schedule IV to the Companies Act, 2013 and also as prescribed in the SEBI (Insider Trading) Regulations. The Company strictly follows the procedure to obtain necessary timely declarations from each of the directors and key managerial personnel from time to time.

SIGNIFICANT MATERIAL ORDERS PASSED BY THE COURT OR REGULATORS

There are no significant orders passed by the Regulators/ Courts which would impact going concern status of the Company and its future operations.

DETAILS OF LOANS, GUARANTEES AND INVESTMENTS U/S 186 OF THE COMPANIES ACT, 2013

During the year under review the Company has not made any inter corporate loans, investments, given any corporate

guarantee to any other body corporate, subsidiary, associate or any other company.

EMPLOYEE STOCK OPTION SCHEME

The Company has not issued Employee Stock Option.

CORPORATE GOVERNANCE

The Company's Total paid up equity share capital is less than Rs. 10 crores and its total Net worth is less than Rs. 25 crores, Hence, the Company is being treated as Small Company and as such as per SEBI (LODR) 2015 Regulation Number: 15(2) your company is exempt from making compliance with Regulations No. 17 to 27, Clause- B to I of Sub Regulation 2 of Regulation 45 and Para C, D and E of Schedule V. Accordingly, except the statement on "Management Discussion and Analyses Report," your Directors have though formed the sub Committees of the Board as per requirements of Corporate Governance and they are operational, however, no detailed Report on Compliance with Conditions of Corporate Governance report are given here with. The Company is exempted from providing report on Corporate Governance in accordance with regulation 34(3) and schedule V(C) to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

BOARD OF DIRECTORS

Details about the Board of Directors Meetings are attached to the Report on Corporate Governance.

Shri Shailesh M. Joshi, will be the Director retiring and he offers himself for reappointment at the ensuing Annual General Meeting.

Shri Anish Kumar Shah (Independent Director) will be reappointed for next five years in the ensuing Annual General Meeting.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Companies Act, 2013 and under Regulation 25 of the SEBI (LODR) Regulations, 2015 with the Stock Exchanges.

**DECLARATION BY INDEPENDENT DIRECTORS:
(Pursuant to Provisions of section 149(6) OF the Companies Act 2013)**

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate company.

- (4) Who are or were not related to promoters or directors in the company in terms of S.2 (77) of the Companies Act, 2013, its holding, subsidiary or associate company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakhs rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year,
- (7) Who neither himself, nor any of his relatives,
 - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.
 - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed of
 - (i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; OR
 - (ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent, or more of the gross turnover of such firm; OR
 - (iii) Holds together with his relatives two per cent, or more of the total voting power of the company; OR
 - (iv) Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; OR
 - (v) Who possesses such other qualifications as may be prescribed.

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of section 134 Clause (C) of Sub-Section (3) of the Companies Act, 2013, in relation to financial statements for the year 2018-19, the Board of Directors state:

- a) In the preparation of the annual accounts for the financial year ended 31st March 2019, as far as possible and to the extent, if any, accounting standards mentioned by the auditors in their report as not complied with, all other applicable accounting standards have been followed along with proper explanation relating to material departure;
- b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and profit and loss account of the Company for that period;
- c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The Directors have prepared the annual accounts on a going concern basis; and
- e) The directors in the case of a listed company 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 have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DECLARATION BY BOARD AS PER REQUIREMENT OF SECTION 178 (1)

In compliance with Section 178 (1) as also in compliance with SEBI (LODR) Regulations, 2015, the Board of Directors do hereby declares that:

- a. The Company has proper constitution of the Board of Directors including independent directors in proportion as per requirement of Regulation 17 of SEBI (LODR) Regulations, 2015.
- b. The Company has constituted Nomination and Remuneration Committee, Stakeholders Relationship Committee, Audit Committee as per requirements of the Regulation 19 of SEBI (LODR) Regulations, 2015 and provisions of the Companies Act 2013.
- c. The Company has the policy for selection and appointment of independent directors who are persons of reputation in the society, have adequate educational qualification, sufficient business

experience and have integrity & loyalty towards their duties.

- d. The Company pays managerial remuneration to its Managing/Whole Time Directors based upon their qualification, experience and past remuneration received by them from their previous employers and company's financial position.
- e. The Independent Directors are not paid sitting fee for attending Board and other committee meetings as decided by the Board from time to time. This sitting fee is decided considering the financial position of the company.
- f. The Company is not paying any commission on net profits to any directors.
- g. During the year the Board has met 5 times during the year. The details of presence of every director at each meeting of the Board including the meetings of the Committees, if any, are given in the report of the Corporate Governance.

INTERNAL FINANCIAL CONTROL SYSTEM AND THEIR ADEQUACY:

The details in respect of internal financial control and their adequacy are included in Management Discussion and Analysis Report, which forms part of this report.

SYSTEM OF PERFORMANCE EVALUATION OF THE BOARD, INDEPENDENT DIRECTORS AND COMMITTEES AND INDIVIDUAL DIRECTORS

1. The Board makes evaluation of the effectiveness and efficiency of every individual director, committee of directors, independent directors and board as a whole.
2. For these purposes the Board makes evaluation twice in a year on a half yearly basis.
3. The performance of individual directors are evaluated by the entire Board, excluding the Director being evaluated on the basis of presence of every directors at a meeting, effective participation in discussion of each of the business of agenda for the meetings, feedback receives from every directors on draft of the minutes and follow up for action taken reports from first line management.
4. Effectiveness and performance of various committees are evaluated on the basis of the scope of work assign to each of the committees the action taken by the committees are reviews and evaluated on the basis of minutes and agenda papers for each of the committee meetings.
5. The performance of independent directors are evaluated on the basis of their participation at the meetings and post meeting follow up and communication from each of such independent directors.

CORPORATE SOCIAL RESPONSIBILITY

As the Company is not falling under the criteria stipulated under Section 135 (1) of the Companies Act, 2013. Hence, the provisions related to CSR are presently not applicable to the Company.

DISCLOUSER AS PER COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Total managerial remuneration paid to each of them during the current year and previous year are as under:

- I. The Percentage of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

S. N.	Name of director	Designation	Remuneration paid in current year	Remuneration paid in previous year	Total cost of remuneration of the employees	% remuneration of director to total cost of remuneration
1	Shri Shailesh M. Joshi	Managing Director	36,00,000 Per annum	30,00,000 Per annum	83,03,272	43.35%
2	Smt. Jenish Joshi	CFO (W.e.f. 01/03/2015)	22,80,000 Per annum	18,00,000 Per annum	83,03,272	27.45%
3	Parakh Patel	Company Secretary	2,04,000 Per annum	192,000 Per annum	83,03,272	2.45%

- II. 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 was increase in remuneration of Chief Financial Officer from March 2015 which has been placed for the member's approval in the Annual General Meeting. The remuneration of Chairman and Managing Director has also increased subject to the approval of members in this Annual General Meeting.

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

During the year the total remuneration of employees was Rs. 83,03,272/-. The number of permanent employees on the rolls of company:

There were 20 permanent employees on the rolls of company.

- IV. The explanation on the relationship between average increase in remuneration and company performance;

NOT APPLICABLE as there was no substantial increase in remuneration of any employee during the year. The increase was only due to increase in inflation index.

- V. Comparison of the remuneration of the Key managerial personnel against the performance of the company :

The KMP i.e. whole time Directors, Company Secretary, CFO are being paid total Remuneration of Rs.60.84 lacs per annum in the current year.

- VI. 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 over 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 in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;

Earnings Per share for the financial year ended on 31/03/2018(Basic):Rs.(0.17)/-

Earnings per share for the financial year ended on 31/03/2019 (Basic): Rs (0.38)/-

Regarding other information like 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 over 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 in case of listed companies is not given herewith since Company had made IPO more than 5 Years before and there was no substantial variation in the market price of shares of the company. Company's EPS for Financial Year ended on 31.03.2019 is negative and hence PE Ratio is not given.

- VII. Comparison of the remuneration of each key managerial personnel against the performance of the company;

As the company is paying required managerial remuneration to its managerial personnel and the Company is making less profit. So the remuneration of each of the KMP with performance of the company is not comparable.

Since WTDs are being paid minimum remuneration and other KMPs are getting remuneration as per prevailing industry norms, it is not possible to compare remuneration with the performance of the company.

VIII. The key parameters for any variable component of remuneration availed by the directors; NOT APPLICABLE.

IX. 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;

There were no employees who are receiving remuneration in excess or higher than the remuneration of Director or Key Managerial Personnel.

X. Affirmation that the remuneration is as per the remuneration policy of the Company.

All remuneration of the Employees and directors are paid as per remuneration policy of the Company.

PARTICULARS OF THE EMPLOYEES

Particulars of the employees as required under provisions of Section 197 (12) of the Act read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, are not attached with this report since there was no employee who was in receipt of remuneration in excess of Rs. 8,50,000 per month during the year or Rs. 1.2 Crore per annum in the aggregate if employed part of the year.

AUDITORS

STATUTORY AUDITORS

M/s. ANA & Associates & CO., Chartered Accountants, an Auditors firm is appointed as statutory auditors of the company. As per Rule 6(3) of the Companies (Audit and Auditors) Rules 2014, they are eligible to be appointed as the statutory auditors of the company for financial years, 2017-18 to 2021-22, Accordingly Statutory Auditors of the company have given their letter of consent and confirmation under section 141(1) the Companies Act 2013 for their appointment as Statutory Auditors of the Company up to the financial year 2021-22 hence, the Board has now proposed to ratify the appointment as Statutory Auditors for a period of up to 2019-20. Necessary Resolution for their appointment as the Statutory Auditors and fixing their remuneration is proposed to be passed at the Annual General Meeting.

INTERNAL AUDITOR

The Company has appointed Khandhar & Co., Chartered Accountants (FRN: 122897W) as Internal Auditor of the Company for the Financial Year 2019-20, in order to strengthen the internal control system for the Company.

SECRETARIAL AUDITOR

The Company has appointed JAY D.KHATNANI as the secretarial auditor for the financial year 2018-19. They have given their report in the prescribed form MR-3 which is annexed to this report as an ANNEXURE.

OBSERVATION OF THE SECRETARIAL AUDITOR

1. Companies Shares are suspended for trading on Bombay Stock Exchange due to penal reasons.
2. Company has not updated the Website with Necessary Policies and Quarterly Compliances.

No Provisions for Gratuity is made during the year and No Provisions were made for Leave Encashment.

EXPLANATION TO THE AUDITORS' REMARKS

The Auditors Report for the year ended 31st March, 2019 and the notes forming part of accounts referred to in the Auditor's Report are self-explanatory and give complete information.

MATERIAL CHANGES / INFORMATION:

1. No material changes have taken place after the closure of the financial year up to the date of this report which may have substantial effect on the business and financial of the Company.
2. No significant and material orders have been passed by any of the regulators or courts or tribunals impacting the going concern status and companies operations in future.

ACKNOWLEDGEMENT

Your Directors place on record their sincere appreciation for the valuable support and co-operation as received from government authorities, Financial Institutions and Banks during the year. The Directors are also thankful for the support extended by Customers, Suppliers and contribution made by the employees at all level. The Directors would also like to acknowledge continued patronage extended by Company's shareholders in its entire endeavor.

**For and on behalf of board of Directors
BOBSHELL ELECTRODES LIMITED**

Date : 12th July, 2019
Place : Ahmedabad

Sd/-
Shailesh M Joshi
Chairman &
Managing Director
DIN : 01453505

BOBSHELL ELECTRODES LIMITED

ANNEXURE-1 TO THE DIRECTORS' REPORT

Statement pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with the RULE 8(3) of Companies (ACCOUNTS) Rules, 2014.

A. CONSERVATION OF ENERGY :

(a) Energy conservation measures taken:-

Your company gives priority to Energy conservation. It regularly reviews measures to be taken for Energy Conservation/Consumption and its effective utilization.

(b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:-

Your Company is highly power intensive industry and power is the basic requirements of manufacturing process. In order to reduce the cost per unit for power consumption, the Company has installed 40 MW Captive Power Plant.

(c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:

The company is operating 40 MW Captive Power Plant in parallel with GETCO Grid and with the consumption of own power, Company saves substantial amount from the same.

(d) Total energy consumption and energy consumption per unit of production:

I.	POWER & FUEL CONSUMPTION	2018-19	2017-18
2	COAL (Including Coal Fines) Quantity (MT) Total Cost (Rs) Average Rate (Rs)	Nil Nil Nil	Nil Nil Nil
3	FURNACE OIL (used in the generation of power) Quantity (K Ltr) Total Cost (Rs) Average Rate (Rs)	Nil Nil Nil	Nil Nil Nil
4	UNITS OF PRODUCTION Total Units produced* Total cost of Power/Fuel per unit cost of Production.		23,404 Rs.24.48
II.	CONSUMTION PER M.T. OF PRODUCTION Particulars of Product Electricity (in Unit) Furnace Oil Coal (Specify quantity) Others	Nil Nil Nil Nil	Nil Nil Nil Nil

*Units produces are in case. Where, 1 case=50 kg

B. TECHNOLOGY ABSORPTION :

I.	POWER & FUEL CONSUMPTION	2018-19	2017-18
1.	ELECTRICITY (a) Purchased Unit (Kwh) Total Amount (Rs.) Rate / Unit (Rs)		43468 586832.88 13.5
	(b) Own Generation (i) Through Diesel Generator Unit (Kwh) Unit Per Ltr of Diesel Oil Cost / Unit (Rs) (ii) Through Steam Turbine / Generator Unit (Kwh) Unit Per Kg of Lignite Cost Lignite/Unit (Rs) Cost Coal/Unit (Rs) Cost Coal & Lignite/ Unit (Rs)	Nil Nil Nil Nil Nil Nil Nil Nil	Nil Nil Nil Nil Nil Nil Nil

	Particulars	2018-19	2017-18
I.	Research and Development (R & D)		
1.	Specific areas in which R&D carried out by the company.	Nil	Nil
2.	Benefits derived as a result of the above R&D	Nil	Nil
3.	Future plan of action: a. Capital b. Recurring c. Total Nil d. Total R&D expenditure as a percentage of total turnover	Nil Nil Nil Nil	Nil Nil Nil Nil
II.	Technology absorption, adaptation :		
1.	Company has not carried out research, development & innovation activities. Efforts, in brief, made towards technology absorption, adaptation and innovation.	Nil	Nil

BOBSHELL ELECTRODES LIMITED

B. TECHNOLOGY ABSORPTION : (Contd.....)

Particulars	2018-19	2017-18
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc.	Nil	Nil
3. In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished : a. Technology imported b. Year of import c. Has technology has been fully absorbed d. If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action.	Nil	Nil

C. FOREIGN EXCHANGE EARNINGS AND OUTGO :

Particulars	2018-19	2017-18
1) EARNINGS & OUTGO		
a. Foreign Exchange earnings	Nil	Nil
b. Foreign Exchange outgo	Nil	Nil
2) TOTAL FOREIGN EXCHANGE USED AND EARNED		
As per notes on account		

BOBSHELL ELECTRODES LIMITED

**ANNEXURE – 2 TO THE DIRECTORS' REPORT
FORM NO. MGT-9 EXTRACT OF ANNUAL RETURN AS ON
THE FINANCIAL YEAR ENDING ON 31/03/2019**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1)
of the Companies (Management and Administration) Rules, 2014]**

1) REGISTRATION AND OTHER DETAILS :

NO.	PARTICULARS	DETAILS
1	CIN	L29308GJ1994PLC023275
2	Registration date	14/10/1994
3	Name of the company	BOBSHELL ELECTRODES LIMITED
4	Category/ sub-category of the company	Company limited by shares/ Indian Non Government Company
5	Address of the registered office and contact details	B/505 FAIRDEL HOUSE OPP ST. XAVIERS LADIES HOSTEL, NAVRANGPURA, AHMEDABAD-380009, GUJARAT.
6	Whether listed company	YES
7	Name, address and contact details of registrar and transfer agent if any	BIGSHARE SERVICES PVT. LTD A – 802, 8th Floor, Samudra Complex, Near Klassic Gold Hotel, Off C. G. Road, Ahmedabad – 380006, Gujarat, India. E-mail: marketing@bigshareonline.com.com investor@bigshareonline.com Website: www.bigshareonline.com

2) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10 % or more of the total turnover of the company shall be stated :-

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Manufacture of electric welding and soldering equipment	2710	100%

3) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES : NA

4) SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

i) Category-wise Share Holding :

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physi-cal	Total	% of Total Shares	Demat	Physi-cal	Total	% of Total Shares	
A. Promoters									
(1) Indian									
g) Individual/HUF	NIL	1048500	1048500	17.46%	NIL	1048500	1048500	17.46%	NIL
h) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) State Govt (s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
j) Bodies Corp.	NIL	12100	12100	0.2%	NIL	12100	12100	0.2%	NIL
k) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
l) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (1):-	NIL	1060600	1060600	17.6%	NIL	1060600	1060600	17.6%	NIL

BOBSHELL ELECTRODES LIMITED

i) Category-wise Share Holding : (Contd.....)

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	
(2) Foreign	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) NRIs – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Other – Individuals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Any Other....	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (A) (2):- Total shareholding of Promoter (A) = (A)(1)+(A)(2)	NIL	1060600	1060600	17.6%	NIL	1060600	1060600	17.6%	NIL
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks/FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIs NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	
h) Foreign Venture									
Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2. Non-Institutions	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
a) Bodies Corp.	183989	687300	871289	14.51	183989	687300	871289	14.51	NIL
i) Indian									
ii) Overseas	NIL	NIL	NIL	NIL					NIL
b) Individuals	NIL	NIL	NIL	NIL					NIL
i) Individual shareholders holding nominal share capital upto Rs. 2 lakh	1500375	1928250	3428625	57.09%	1849111	1517150	3366261	56.059	0.26%
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	674300	NIL	674300	11.23%	245350	462500	707850	11.79	NIL
c) Others									
(NON RESIDENT & CLEARING MEMBERS)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
D) Any Other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(2):-	2327750	NIL	4256000	70.86%	2327750	NIL	4256000	70.86%	NIL
Total Public Shareholding									
(B)=(B)(1)+ (B)(2)	2327750	NIL	4256000	70.86%	2327750	NIL	4256000	70.86%	NIL
C. Shares held by custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
GRAND TOTAL (A+B+C)	2327750	3678250	6006000	100%	2327750	3678250	6006000	100%	NIL

BOBSHELL ELECTRODES LIMITED

(ii) SHAREHOLDING OF PROMOTERS :

Sr. Shareholder's Name No.	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
Shailesh.M.Joshi	550000	9.16	NIL	550000	9.16	NIL	NIL
Manshanker T. Joshi	259700	4.33	NIL	259700	4.33	NIL	NIL
Dr.Harish M. Joshi	70000	1.165	NIL	70000	1.165	NIL	NIL
Kashyap P. Pathak	50000	0.83	NIL	50000	0.83	NIL	NIL
K.B. Pandya	60000	1	NIL	60000	1	NIL	NIL
Divyang Shastri	30000	0.5	NIL	30000	0.5	NIL	NIL
B.H. Joshi	19600	0.33	NIL	19600	0.33	NIL	NIL
Dr. Nina P. Vaidya	100	0	NIL	100	0	NIL	NIL
Mudraben P. Pathak	100	0	NIL	100	0	NIL	NIL
Narendra R. Dixit	100	0	NIL	100	0	NIL	NIL
Shrenik R. Patwa	8000	0.13	NIL	8000	0.13	NIL	NIL
Hindustan Credit Capital Limited	7400	0.12	NIL	7400	0.12	NIL	NIL
Tristar Organics Limited	4700	0.078	NIL	4700	0.078	NIL	NIL
Hamendra Shah	900	0.055	NIL	900	0.055	NIL	NIL
TOTAL	1060600	17.69		1060600	17.69		

(iii) CHANGE IN PROMOTER'S SHAREHOLDING :

Particulars	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
At the beginning of the year	1060600		1060600	
Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	0		0	
At the end of the year	1060600		1060600	

BOBSHELL ELECTRODES LIMITED

5) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDER (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

S. N.		Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
		No. of shares of the company	% of total shares	No. of shares of the company	% of total shares
1	GENUS EXPORTS LIMITED	291600	4.85	291600	4.85
2	WILLOW WOOD CORPORATION	288100	4.79	288100	4.79
3	VIJAYBHAI V. DOSHI	103600	1.72	0	0
4	SDFC FINANCE LIMITED	88600	1.47	0	0
5	SHAILA PATEL	66500	1.107	66500	1.107
6	RUPESH CHAMPAKLAL SHAH	60000	0.99	0	0
7	MANMOHAN PATEL	53700	0.89	53300	0.88
8	AASPAS MULTIMEDIA LIMITED	50000	0.83	50000	0.83
9	HARSHA JHAVERI	48500	0.80	48500	0.80
10	MAHAN INDUSTRIES LIMITED	44000	0.73	44000	0.73
	TOTAL	1094600	17.177	842000	13.987

SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

Shri Shailesh M.Joshi	Shareholding at the beginning of the year		Cumulative Shareholding at the end of the year	
At the beginning of the year				
Shailesh M. Joshi	550000	9.16	550000	9.16
Mudraben P. Pathak	100	0.0002	100	0.0002
Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer / bonus/ sweat equity etc) :	No Change	No Change	No Change	No Change
At the end of the year				
Shailesh M. Joshi	550000	9.16	550000	9.16
Mudraben P. Pathak	100	0.0002	100	0.0002

BOBSHELL ELECTRODES LIMITED

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

7) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	SALARY	SHRI SHAILESH M SHAH	36,00,000
2.	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL
5.	Others, please specify	NIL	NIL
	Total (A)	NIL	36,00,000
	Ceiling as per the Act (As per section (ii)part (ii) of schedule V)		36,00,000

BOBSHELL ELECTRODES LIMITED

b. Remuneration to other directors :

Particulars of Remuneration Independent Directors	Name of Directors				Total Amount
	SHRI KAMLESH M SHAH	SHRI ANISH BODAWALA	-	-	
Fee for attending board / committee meetings	NIL	NIL			
• Commission					
• Others, please specify					
Total	NIL	NIL			
Overall Ceiling as per the Act	30,00,000/- AS PER Section II Part II of Schedule V				

8) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD :

No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary Ms. Parakh Patel	CFO Ms. Jenish Joshi (W.e.f. 01/04/2018)	
1	Gross salary	2,04,000	22,80,000	24,84,000
2	Stock Option	N.A.	N.A.	N.A.
3	Sweat Equity	N.A.	N.A.	N.A.
4	Commission	N.A.	N.A.	N.A.
	- as % of profit	N.A.	N.A.	N.A.
	others, specify...	N.A.	N.A.	N.A.
5	Others, please specify	N.A.	N.A.	N.A.
	Total	2,04,000	22,80,000	24,84,000

9) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
	No	No	No	No	No
	No	No	No	No	No
	No	No	No	No	No
B. DIRECTORS					
	No	No	No	No	No
	No	No	No	No	No
	No	No	No	No	No
C. Other Officers In Default					
	No	No	No	No	No
	No	No	No	No	No
	No	No	No	No	No

BOBSHELL ELECTRODES LIMITED

FORM NO. AOC -2

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

1. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Particulars	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in General meeting as required under first proviso to section 188
1.	Mr. Shailesh M. Joshi	Remuneration					36,00,000	
2.	Mrs. Jenish Joshi	Remuneration					22,80,000	

2. Details of contracts or arrangements or transactions not at Arm's length basis.

Sr. No.	Particulars	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Justification for entering into such contracts or arrangements or transactions'	Date of approval by the Board	Amount paid as advances, if any
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

**ANNEXURE-3 TO THE DIRECTOR'S REPORT
FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED
31st MARCH, 2019**

**[Pursuant to section 204(1) of the Companies
Act, 2013 and rule No. 9 of the Companies**

**(Appointment and Remuneration of Key
Managerial Personnel) Rules, 2014]**

To,
The Members,
BOBSHELL ELECTRODES LIMITED
CIN: L29308GJ1994PLC023275

I/we have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by BOBSHELL ELECTRODES LIMITED. (Hereinafter called the Company) Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my/our verification of the records of BOBSHELL ELECTRODES LIMITED books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I/We hereby report that in my/our opinion, the company has, during the audit period covering the financial year ended on 31st March 2018 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

I/We have examined the books, papers, minute books, forms and returns filed and record maintained by BOBSHELL ELECTRODES LIMITED (CIN: L29308GJ1994PLC023275) for the financial year ended on 31.03.2019 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulations) Act,1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act,1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings: Not Applicable during the year.

(v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') :-

- (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeover) Regulations, 2011; Except No Annual Disclosure were made by promoters during the year.
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading)Regulations,1992;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; Not Applicable during the year.
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; Not Applicable during the year.
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable during the year.
- (f) The Securities and Exchange Board of India(Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India(Delisting of Equity Shares)Regulations, 2009; Not Applicable during the year and
- (h) The Securities and Exchange Board of India (Buyback of Securities)Regulations, 1998; Not Applicable during the year

(vi) As stated in the Annexure – A – all the laws, rules, regulations are applicable specifically to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India though it is applicable Company has complied with secretarial standards in respect of Board meeting and General meeting.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges. Except Uniform Listing Agreement as per SEBI (Listing and Obligations Disclosures) Regulations,2015 is Executed.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I/We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executives Directors, Independent Directors and Woman Director.

BOBSHELL ELECTRODES LIMITED

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 provision of the Act.

Except:

1. Companies Shares are suspended for trading on Bombay Stock Exchange due to penal reasons.
2. Company has not updated the Website with Necessary Policies and Quarterly Compliances.

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I/We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

I/We further report that during the audit period the company has not made any

- (i) Public/ Right/Preferential issue of shares/ debentures/sweat equity, etc.
- (ii) Redemption/ buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (iv) Merger/ amalgamation/reconstruction etc.
- (v) Foreign technical collaborations

**Place : Ahmedabad
Date : 30th May, 2019**

**FOR J. D. KHATNANI
& ASSOCIATES
PRACTICING
COMPANY SECRETARIES**

**Sd/-
JAY D. KHATNANI
PROPRIETOR
ACS: 50727 COP: 18421**

ANNEXURE-A

Securities Laws

1. All Price Sensitive Information was informed to the stock exchanges from time to time Not Applicable during the year Shares of Company are Suspended due to penal reasons.
2. All investors complain directly received by the RTA & Company is recorded on the same date of receipts and all are resolved.

Labour Laws

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF/ESI/Gratuity Act are applicable to Company. Except No Provisions for Gratuity is made during the year and No Provisions were made for Leave Encashment.

Environmental Laws

1. As the company is engaged in the manufacturing activities so the Environmental laws are applicable to the company. All the Regulation Complied as per Management Representation Letter.

Taxation Laws

1. The company follows all the provisions of the taxation and Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other necessary departments. In this matter we have relied upon opinions of Tax Auditors and Statutory Financial Auditors.

**Place : Ahmedabad
Date : 30th May, 2019**

**FOR J. D. KHATNANI & ASSOCIATES
PRACTICING COMPANY SECRETARIES**

**Sd/-
JAY D. KHATNANI
PROPRIETOR
ACS: 50727 COP: 18421**

BOBSHELL ELECTRODES LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

**To
Members
Bobshell Electrodes Limited**

We have examined the relevant records for the year ended March 31, 2019 relating to the Compliance with the requirement of corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchange(s).

On the basis of our review and according to the information and explanations given to us by the company, we state that in our opinion and to the best of our knowledge, the Company has complied with the mandatory requirements as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 being not mandated under the provisions of Regulation 15 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Companies falling under the criteria of having Paid up Equity Share Capital not exceeding 10 Crores and Net Worth not exceeding 25 Crores as on the last date of previous financial year, the Board of Directors of the Company has still made sufficient efforts to comply with provisions of the said Regulations and to disclose the relevant information in the entire Annual Report, to the extent possible as a matter of prudence and good governance.

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

**Place : Ahmedabad
Date : 30.05.2019**

**FOR J.D.KHATNANI & ASSOCIATES
(PRACTICING COMPANY SECRETARIES)**

**SD/-
(JAY KHATNANI)
ACS: 50727 COP: 18421**

**ANNEXURE – 4 TO DIRECTORS' REPORT
MANAGEMENT DISCUSSION AND ANALYSIS****INDUSTRY STRUCTURE AND DEVELOPMENTS**

Sources say the welding rods sales are estimated to have increased in 2017-18 due to a stellar performance by large-scale manufacturers. Welding Rod is primarily used in all thermal power stations, mines and minerals, crusher's machine and sugar mills and in railway industry, used in the construction sector.

As pioneer leader in the welding industry, **BOBSHELL ELECTRODES LIMITED, (BEL)** has played a significant part in the country's industrialization and infrastructure development. The company has progressively extended its welding knowledge and expertise to cover many high-end specializations and cater to a sophisticated range of user needs in India and in overseas markets.

BEL is a total solutions provider offering a latest suite of welding and cutting consumables, power sources and accessories besides a full package of soft skills and knowledge development for welding and fabrication excellence.

The government has announced many projects in the welding rod sector, which will drive steel demand. Owing to this, production of sponge iron is likely to grow in 2019-20.

Steel and Carbon steels are most common base metal in the industry. There are various grades of medium carbon and high carbon steels and they are categorized as per standard. As far repair welding is concerned an electrode should be used of such metallurgy that it is suitable for in not all, at least majority of combination. The selection procedure for each category has been considered while formulating a product and accordingly the product range has been made. A detailed procedure for welding is also given for each product so as to get the best benefits.

DISCUSSION ON COMPANY'S PERFORMANCE

During the year under review, Company's revenue has increased from Rs.31,048,176.49/- to Rs.34,168,106.74/- .This marginal increase in turnover is attributed mainly on account of high cost of raw material and low price realization owing to slack market conditions domestically and internationally. However, losses are increased due to high raw material and power cost which impacted the bottom line of the company drastically and thus accumulated losses has made the net worth of the company negative.

SWOT ANALYSIS OF COMPANY**Strength**

- Good Industry experience & knowledge of Promoters.
- Good quality standards.
- Cost competitiveness.
- Diverse Supplier Base.

- Long-standing contracts for purchase of raw materials.
- Strong product design and development.
- Skilled, qualified and motivated employees.
- Broad-based manufacturing infrastructure.
- Captive Power Consumption.

Weaknesses

- Exposure to raw material price fluctuations.
- Under-utilization of plant capacity.
- Dependency on third party for raw material.

Opportunities

- Unexplored Markets.
- Ever-growing demand in Steel Industry.
- Strengthened manufacturing base and the existence of product development and marketing teams.

Threats

- Rising raw material prices.
- High Cost of Capital.
- Constraint of Raw Material availability
- Global economic slowdown.
- Unremunerative Prices.
- Unforeseen general macro-economic factors and political turmoil.

RISKS AND CONCERNS

Some of the major risks and concerns identified by the Company are:

- Working Capital risks
- Raw Materials Availability risk
- Raw Material Price Fluctuation risks.
- Government Policy and Political Structure risk
- Competition risk
- Economic Slowdown risk

In its process of Risk Management, Company takes proactive steps in identifying inherent business and operational risks and accordingly takes appropriate steps to guard against these identified risks.

INTERNAL CONTROL SYSTEM

Your Company has in place adequate internal control systems commensurate with the size of its operations. Internal control systems comprising of policies and procedures are designed to ensure reliability of financial reporting, timely feedback on achievement of operational and strategic goals, compliance with policies, procedures, applicable laws and regulations, safeguarding of assets and economical and efficient use of resources. The system is assessed periodically. The Internal Audit team continuously monitors the effectiveness of the internal

control systems. It reports to the Audit Committee about the adequacy and effectiveness of the internal control system of your Company.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

Company maintained healthy, cordial and harmonious industrial relations at all levels. The Board of Directors and management wish to place on record their appreciation of the efforts put in by all employees to achieve good performance.

RISK MANAGEMENT

Risks are events, situations or circumstances which may lead to negative consequences on a Company's business. Risk management is a structured approach to manage uncertainty. It involves identifying potential risks, assessing their potential impact, taking timely action to minimize potential impact and continuous monitoring of identified risks. Your Company has a robust risk management process to identify and assess business risks and opportunities. Your Company's risk management plan describes the potential risk, contains an analysis of the impact of risks and includes risk strategies to help the

business reduce the consequences. The risk management plan of your Company is regularly reviewed to ensure that it accurately reflects the current potential risks to its business.

CAUTIONARY NOTE

Statement in this "Management Discussion and Analysis" describing the Company's objectives, projections, estimates, expectations or predictions 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 global and Indian demand supply conditions, finished goods prices, feed stock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent development, information or events or otherwise.

INDEPENDENT AUDITORS' REPORT**TO THE MEMBERS OF
BOBSHELL ELECTRODES LIMITED****Report on the Audit of the Standalone Ind AS
Financial Statements****Opinion**

We have audited the accompanying standalone Ind AS financial statements of Bobshell Electrodes Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "standalone Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except as specified in basis of qualification, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31 March 2019, its loss (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Our responsibility under those Standards are further described in Auditor's Responsibility for the Audit of the standalone financial statements section of our report. We are independent of the company in accordance of with code of ethics issued by ICAI together with the independence requirement that are relevant to our audit of standalone financial statement under the provisions of the Act and the rule made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the stand alone financial statement.

Key Audit matters

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

We have determined that there are no key audit matters to communicate in our report.

OTHER INFORMATION

The company's management and board of directors are responsible for the other information. The other information comprises Board's Report on corporate governance and Business Responsibility report but does not include the consolidated financial statements, standalone financial statement and our auditor's report thereon.

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

In connection with our audit of standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit procedures included testing the design, implementation and operating effectiveness of controls in respect of review of capital work in progress, particularly in respect of timing of capitalization of PPE with source documentation, substantive testing of appropriateness of the cut-off date considered for project capitalization.

Management's Responsibility for the Standalone Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the state of affairs, Loss (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act.

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

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

Board of directors is also responsible for overseeing the company's financial reporting process.

Auditor's Responsibility

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

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

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

may cause the Company to cease to continue as a going concern.

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

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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

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

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

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" 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 it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss, Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- (e) We have not received any written representation from the directors as on 31 March 2019 and therefore we are not in position to confirm whether any of the directors is disqualified as on 31st March 2019 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules,

2014, in our opinion and to the best of our information and according to the explanations given to us:

- i. the Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements.
- ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
- iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and

Place : Ahmedabad

Date : 30.05.2019

**For ANA & Associates
Chartered Accountants
Firm Regn. No. 130797W**

**Sd/-
(CA Nirav R Choksi)
(Partner)**

Membership No.: 112249

**Annexure A to the Independent Auditors' Report
(Referred to in our report of even date)**

With reference to the Annexure A referred to in the Independent Auditors' report to the members of the Company on the standalone Ind AS financial statements for the year ended 31st March 2019, we report the following:

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets on the basis of available information.
- (b) As per the information and explanations given to us, the management at reasonable intervals during the year in accordance with a programme of physical verification, physically verified the fixed assets and no material discrepancies were noticed on such verification as compared to the available records.
- (c) The Company does not hold the immovable property. Therefore the provisions of Clause 3(i) (c) of the said Order are not applicable to the Company.

ii. As explained to us, physical verification of the inventories have been conducted at reasonable intervals by the management, which in our opinion is reasonable, having regard to the size of the Company and nature of its inventories. No material discrepancies were noticed on such physical verification.

iii. According to the information and explanations given to us, The company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 ("Act").

(a) The Loan are interest free and the terms and conditions are not prejudicial to the company's interest.

No schedule of repayment has been stipulated and accordingly, paragraphs 3 (iii) (b) and (c) of the Order are not applicable to the Company.

iv. In our opinion and according to information and explanations given to us, the Company has complied with provisions of Section 185 and 186 of the

Companies Act, 2013 in respect of grant of loans, making investments, and providing guarantees and securities, as applicable.

- v. The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- vi. According to the information and explanation given to us the maintenance of cost records has not been prescribed for the Company under sub-section (1) of Section 148 of the Companies Act, 2013.
- vii. (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods & service tax, cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, service tax, sales-tax, duty of custom, duty of excise, value added tax, goods & service tax, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) According to the records of the Company, there are no dues outstanding of employees' state insurance, income-tax, sales-tax, duty of custom, duty of excise, cess and other statutory dues, which have not been deposited with the appropriate authorities on account of any dispute.
- viii. In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank or government. The Company did not have any outstanding debentures during the year.
- ix. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and has not obtained any term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable to the Company.
- x. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information

and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

- xi. According to the information and explanations given by the management, no managerial remuneration has been paid / provided and hence provisions of section 197 read with Schedule V to the Companies Act, 2013 is not applicable to the company.
- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- xiii. According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- xiv. According to the information and explanations given to us, and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.
- xv. According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- xvi. According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

Place : Ahmedabad
Date : 30.05.2019

For ANA & Associates
Chartered Accountants
Firm Regn. No. 130797W

Sd/-
(CA Nirav R Choksi)
(Partner)
Membership No.: 112249

Annexure B to the 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 Bobshell Electrodes Limited ("the Company") as of March 31, 2019 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. 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 as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

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

Place : Ahmedabad

Date : 30.05.2019

**For ANA & Associates
Chartered Accountants
Firm Regn. No. 130797W**

**Sd/-
(CA Nirav R Choksi)
(Partner)**

Membership No.: 112249

BOBSHELL ELECTRODES LIMITED

Balance Sheet as at March 31, 2019

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
ASSETS:			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	4	14,274,368.00	15,871,697.00
(b) Capital work-in-progress		-	-
(c) Other Intangible assets		-	-
(d) Intangible assets under development		-	-
(e) Financial Assets		-	-
(i) Investments		-	-
(ii) Trade receivables		-	-
(iii) Security Deposits	5	-	368,672.00
(f) Deferred tax assets (net)		1,540,057.31	1,707,002.00
(f) Other non-current assets	6	9,136,969.00	8,399,395.00
Total Non - Current Assets		<u>24,951,394.31</u>	<u>26,346,766.00</u>
(2) Current Assets			
(a) Inventories	7	3,771,272.73	3,968,512.00
(b) Financial Assets	8		
(i) Investments		-	-
(ii) Trade receivables		4,777,522.59	4,856,355.98
(iii) Cash and cash equivalents		3,314,994.75	2,931,535.00
(iv) Bank balances other than (iii) above		-	-
(v) Loans		952,961.00	263,041.59
(vi) Other financial assets		-	-
(c) Other current assets	9	78,077.00	85,940.00
Total Current Assets		<u>12,894,828.07</u>	<u>12,105,384.57</u>
(3) Non-Current Assets classified as held for sale	10		
Total Assets		<u>37,846,222.38</u>	<u>38,452,150.57</u>
EQUITY AND LIABILITIES:			
EQUITY:			
(a) Equity Share Capital	11	60,060,000.00	60,060,000.00
(b) Other Equity	12	(25,852,409.18)	(23,566,093.46)
Total Equity		<u>34,207,590.82</u>	<u>36,493,906.54</u>
LIABILITIES:			
(1) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables		-	-
(iii) Other Financial Liabilities		-	-
(b) Provisions		-	-
(c) Deferred tax liabilities (Net)		-	-
(c) Other non-current liabilities		-	-
Total Non - Current Liabilities		<u>-</u>	<u>-</u>

BOBSHELL ELECTRODES LIMITED

Balance Sheet as at March 31, 2019 (Contd.....)

Particulars	Note No.	As at March 31, 2019	As at March 31, 2018
(2) Current Liabilities			
(a) Financial Liabilities	13		
(i) Borrowings		-	-
(ii) Trade Payables		1,758,882.41	1,004,494.03
(iii) Other Financial Liabilities		-	-
(b) Other current liabilities	14	1,150,305.91	256,943.00
(c) Provisions	15	729,443.24	696,807.00
(d) Current Tax Liabilities (Net)		-	-
Total Current Liabilities		<u>3,638,631.56</u>	<u>1,958,244.03</u>
Total Equity and Liabilities		<u>37,846,222.38</u>	<u>38,452,150.57</u>

See accompanying notes to the financial statements

The accompanying notes are an integral
In terms of our report attached.

**For, ANA & Associates,
Chartered Accountants**
ICAI FRN No. 130797W

Nirav R Choksi
Partner
Membership NO.112249

**Place : Ahmedabad
Date : 30.05.2019**

**For and on behalf of Board of Directors of
BOBSHELL ELECTRODES LIMITED**

Jenish Joshi
PAN: ABTPJ5628D
Chief Financial Officer

Shailesh M. Joshi
DIN : 01453505
Managing Director

Mudraben Pathak
DIN : 06688937
Director

**Place : Ahmedabad
Date : 30.05.2019**

BOBSHELL ELECTRODES LIMITED

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

Particulars	Note No.	31 March, 2019 Amt. (Rs.)	31 March, 2018 Amt. (Rs.)
I. INCOME:			
(a) Revenue from operations	16	38,169,365.55	33,154,757.74
(b) Other Income	17	857,020.44	1,013,349.00
Total Income		39,026,385.99	34,168,106.74
II. EXPENSES:			
(a) Cost of materials consumed	18	11,677,958.78	15,590,499.00
(b) Excise duty on sale of goods		-	-
(c) Purchases of Stock-in-trade		7,294,326.15	-
(d) Changes in stock of finished goods, work-in-progress and stock-in-trade	19	(168,995.00)	(488,896.00)
(e) Employee benefit expense	20	12,726,357.75	12,330,593.00
(f) Finance costs	21	1,469.00	29,297.00
(g) Depreciation and amortisation expense	4	1,055,615.00	1,232,596.00
(h) Other expenses	22	8,559,025.34	6,542,967.83
Total Expenses		41,145,757.02	35,237,056.83
III. (Loss) before exceptional items and tax (I) - (II)		(2,119,371.03)	(1,068,950.09)
IV. Exceptional Items			
V. Prior period expense		-	-
VI. (Loss) before tax (III) - (IV)		(2,119,371.03)	(1,068,950.09)
VII. Tax Expense			
Deferred tax		166,944.69	(64,077.00)
Total tax expense		166,944.69	(64,077.00)
VIII (Loss) after tax for the period (V) - (VI)		(2,286,315.72)	(1,004,873.09)
IX. Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
B (i) Items that will be reclassified to profit or loss		-	-
(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
X. Total comprehensive income for the period		(2,286,315.72)	(1,004,873.09)
XI. Earnings per equity share (Face value of Rs. 10 each)			
(1) Basic		(0.38)	(0.17)
(2) Diluted		(0.38)	(0.17)

See accompanying notes to the financial statements

The accompanying notes are an integral

In terms of our report attached.

For, ANA & Associates,
Chartered Accountants
ICAI FRN No. 130797W

Nirav R Choksi
Partner
Membership NO.112249

Place : Ahmedabad
Date : 30.05.2019

For and on behalf of Board of Directors of
BOBSHELL ELECTRODES LIMITED

Jenish Joshi
PAN: ABTPJ5628D
Chief Financial Officer

Shailesh M. Joshi
DIN : 01453505
Managing Director

Mudraben Pathak
DIN : 06688937
Director

Place : Ahmedabad
Date : 30.05.2019

BOBSHELL ELECTRODES LIMITED

Cash Flow Statement for the year ended on March 31, 2019

Particulars	31 March,2019 Amt. (Rs.)	31 March,2018 Amt. (Rs.)
A. Cash Flow from Operating Activities		
(Loss) before tax	(2,119,371.03)	(1,068,950.09)
Adjustments for:		
- Depreciation and Amortization	1,055,615.00	1,232,596.00
Operating Profit Before Working Capital Changes	(1,063,756.03)	163,645.91
Changes in operating assets and liabilities:		
(Increase) / Decrease in Operating Assets:		
- Non-current Financial Assets	-	-
- Inventories	197,239.27	(995,592.00)
- Trade Receivables	78,833.39	467,548.02
- Current Loans	(689,919.41)	485,630.41
- Other current assets	7,863.00	(9,913.00)
Increase / (Decrease) in Operating Liabilities:		
- Long-term Provisions	-	-
- Trade Payables	754,388.38	226,440.03
- Other Current Financial Liabilities	-	(785,742.00)
- Other Current Liabilities	893,362.91	(180,831.00)
- Short-term Provisions	32,636.24	24,962.00
Cash (used in) / generated from Operations	210,647.75	(603,851.63)
- Direct Taxes paid		
Net cash (used in) Operating Activities (A)	210,647.75	(603,851.63)
B. Cash Flow from Investing Activities		
- Capital expenditure on Property, Plant and Equipment, including capital advances	(21,850.00)	
- Sale of Fixed Assets	541,714.00	-
- Decrease / (Increase) in Loan Given	368,672.00	(174,261.00)
- (Increase) / Decrease in other Non Current Asset	(737,574.00)	1,352,708.00
Net cash flow (used in) investing activities (B)	172,812.00	1,156,597.00
Net increase / (decrease) in cash and cash equivalents (A + B)	383,459.75	552,745.37
Cash and Cash Equivalents at the beginning of year	2,931,535.00	2,378,789.00
Cash and Cash Equivalents at the end of year (Refer Note - 16)	3,314,994.75	2,931,535.00

See accompanying notes forming part of the financial statements

Notes:

- The above cash flow statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard - 7 Cash Flow Statements specified under Section 133 of the Companies Act, 2013.

In terms of our report attached.

**For, ANA & Associates,
Chartered Accountants**
ICAI FRN No. 130797W

Nirav R Choksi
Partner
Membership NO.112249

**Place : Ahmedabad
Date : 30.05.2019**

**For and on behalf of Board of Directors of
BOBSHELL ELECTRODES LIMITED**

Jenish Joshi
PAN: ABTPJ5628D
Chief Financial Officer

Shailesh M. Joshi
DIN : 01453505
Managing Director

Mudraben Pathak
DIN : 06688937
Director

**Place : Ahmedabad
Date : 30.05.2019**

BOBSHELL ELECTRODES LIMITED

Statement of Changes in Equity for the year ended on March 31, 2019

Particulars	As at March 31, 2019	As at March 31, 2018
<u>Equity Share Capital</u>		
Balance at the beginning of the year	6,006,000.00	6,006,000.00
Changes during the year	-	-
Balance at the end of the year	<u>6,006,000.00</u>	<u>6,006,000.00</u>
<u>Other Equity</u>		
Reserves and Surplus		
(i) Securities Premium Reserve		
Balance at the beginning of the year	-	-
Balance at the end of the year	<u>-</u>	<u>-</u>
(ii) Retained Earnings		
Balance at the beginning of the year	(23,566,093.46)	(22,561,220.37)
(Loss) for the year	(2,119,371.03)	(1,068,950.09)
Deferred tax	(166,944.69)	(64,077.00)
Balance at the end of the year	<u>(25,852,409.18)</u>	<u>(23,566,093.46)</u>
	<u>(25,852,409.18)</u>	<u>(23,566,093.46)</u>
See accompanying notes to the financial statements	-	-

The accompanying notes are an integral
In terms of our report attached.

**For, ANA & Associates,
Chartered Accountants**
ICAI FRN No. 130797W

**For and on behalf of Board of Directors of
BOBSHELL ELECTRODES LIMITED**

Nirav R Choksi
Partner
Membership NO.112249

Jenish Joshi
PAN: ABTPJ5628D
Chief Financial Officer

Shailesh M. Joshi
DIN : 01453505
Managing Director

Mudraben Pathak
DIN : 06688937
Director

**Place : Ahmedabad
Date : 30.05.2019**

**Place : Ahmedabad
Date : 30.05.2019**

Notes Forming Part of the Financial Statements

NOTE 1 : CORPORATE INFORMATION :

The standalone financial statements comprise of financial statements of Bobshell Electrodes Limited for the year ended March 31, 2019. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on BSE, a recognised stock exchange, in India. The registered office of the company is located at B-505,,Fairdeal House,Opp.St. Xaviers Ladies Hostel,Swastik Char Rasta, Narvangpura ,Ahmedabad-380009. The company is engaged in the business of manufacturing of Welding Rods.

The standalone financial statements were authorised for issue in accordance with a resolution of the board of directors on May 30, 2019.

NOTE 2 : BASIS OF PREPARATION:

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015.

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements are the Company's first standalone financial statements prepared in accordance with Ind AS based on the permissible options and exemptions available to the Company in terms of Ind AS 101 'First time adoption of Indian Accounting standards'. Reconciliations and descriptions of the effect of the transition have been summarized in Note 4B.

The standalone financial statements have been prepared on a historical cost basis, on the accrual basis of accounting except for certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments).

The standalone financial statements are presented in Indian Rupees and all values are rounded to the nearest Rupees, except where otherwise indicated. Any discrepancies in any table between totals and sums of the amounts listed are due to rounding off.

NOTE 3 : SIGNIFICANT ACCOUNTING POLICIES AND KEY ACCOUNTING ESTIMATES:

(A) Significant accounting policies

1. Current / non-current classification

The Company presents assets and liabilities in the balance sheet based on current and non-current classification. An asset is treated as current when it is:

- a) expected to be realised or intended to be sold or consumed in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) expected to be realised within twelve months after the reporting period; or
- d) cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when it is:

- a) expected to be settled in normal operating cycle;
- b) held primarily for the purpose of trading;
- c) due to be settled within twelve months after the reporting period; or
- d) there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

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

The operating cycle is the time between the acquisition of assets/materials for processing and their realisation in cash and cash equivalents. As the Company's normal operating cycle is not clearly identifiable, it is assumed to be twelve months.

2. Foreign currencies

The Company's standalone financial statements are prepared in Indian Rupee which is also Company's functional currency.

Transactions and balances

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing at the time of the transaction, i.e. spot rate.

Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rate at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit and loss.

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

3. Fair value measurement

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

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

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

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

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

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

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities;
 - b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable;
- and
- c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

4. Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of Property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities).

Pre-operative expenditure comprising of revenue expenses incurred in connection with project implementation during the period upto commencement of commercial production are treated as part of the project costs and are capitalized. Such expenses are capitalized only if the project to which they relate, involve substantial expansion of capacity or upgradation.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from its use. Difference between the sales proceeds and the carrying amount of the asset is recognized in statement of profit and loss.

Freehold land is carried at historical cost and not depreciated

Depreciation on all fixed assets is provided on Straight line Method as per the useful life prescribed in Schedule II to the Companies Act, 2013. Depreciation on Property, plant and equipment purchased/acquired during the year is provided on pro-rata basis according to the period each asset was put to use during the year. Similarly, depreciation on assets sold/discarded/demolished during the year is provided on pro-rata basis.

The Company assesses at each reporting date using external and internal sources, whether there is an indication that an asset may be impaired. An impairment occurs where the carrying value exceeds the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of the carrying amount over the higher of the asset's net sales price or present value as determined above.

5. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

7. Intangible assets

Intangible assets acquired separately are measured, on initial recognition, at cost. Following the initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

The amortisation expense on intangible assets is recognised in the statement of profit and loss.

Intangible assets are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit and loss in the period of derecognition.

The company has elected to measure all its intangible assets and investment property at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

8. Inventories

Inventories are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a First in First out (FIFO). Cost includes cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Obsolete, slow moving and defective inventories are identified and provided for.

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 sale.

9. Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is any indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal or its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators. The Company bases its impairment calculation on detailed budgets and forecast calculations.

Impairment losses are recognised in the statement of profit and loss.

An assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses on assets no longer exist or have decreased. If such indication exists, the

Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss.

10. Revenue recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The Company has concluded that it is the principal in all of its revenue arrangements since it is the primary obligor in all the revenue arrangements as it has pricing latitude and is also exposed to inventory and credit risks.

Based on Ind AS 18 issued by the ICAI, the Company has assumed that recovery of excise duty flows to the Company on its own account. This is for the reason that it is a liability of the manufacturer which forms part of the cost of production, irrespective of whether the goods are sold or not. Since the recovery of excise duty flows to the Company on its own account, revenue includes excise duty.

However, sales tax/ value added tax (VAT)/Goods and Service Tax (GST) is not received by the Company on its own account. Rather, it is tax collected on value added to the commodity by the seller on behalf of the government. Accordingly, it is excluded from revenue.

The specific recognition criteria described below must also be met before revenue is recognised.

Sale of products

Revenue from the sale of products is recognised when the significant risks and rewards of ownership of the products have passed to the buyer, usually on delivery of the products. Revenue from the sale of products is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Interest income

For all financial assets measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses.

12. Cash and cash equivalents

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

13 Taxes on Income

Tax on Income comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Tax on income for the current period is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments / appeals. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is recognized for the future tax consequences of deductible temporary differences between the carrying values of assets and liabilities and their respective tax bases at the reporting date, using the tax

rates and laws that are enacted or substantively enacted as on reporting date. Deferred tax liability are generally recorded for all temporary timing differences. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences can be utilised. Deferred tax relating to items recognized outside the statement of profit and loss is recognized outside the statement of profit and loss, either in other comprehensive income or directly in equity. The carrying amount of deferred tax assets is reviewed at each reporting date.

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

The Company recognizes tax credits in the nature of MAT credit as an asset only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which tax credit is allowed to be carried forward. In the year in which the Company recognizes tax credits as an asset, the said asset is created by way of tax credit to the Statement of profit and loss. The Company reviews such tax credit asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period. Deferred tax includes MAT tax credit.

14. Employee benefits

Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid in exchange for the services rendered by employees are recognised as an expense during the period when the employees render the services.

Post- Employment Benefits

Defined Contribution Plans

The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related services.

The gratuity liability is paid in terms of insurance premium and the company does not have any liability once the contribution in terms of premium is paid.

15. Earnings Per Share

The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the period. The number of shares used in computing diluted earnings per share comprises the weighted average shares considered for deriving basic earnings per share, and also the weighted average number of equity shares which could be issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. In computing dilutive earnings per share, only potential equity shares that are dilutive and that would, if issued, either reduce future earnings per share or increase loss per share, are included.

16. Dividend distribution

The Company recognises a liability to make cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

17. Provisions & contingent liabilities

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Contingent liability arises when the Company has:

- a) a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity; or
- b) a present obligation that arises from past events but is not recognised because:
 - (i) it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) the amount of the obligation cannot be measured with sufficient reliability.

Contingent liabilities are not recorded in the financial statement but, rather, are disclosed in the note to the financial statements.

(B) Key accounting estimates

1. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value are measured using valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments. See Note 31 for further disclosures.

2. Impairment of non-financial assets

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cashflow (DCF) model. The cash flows are derived from the budget and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes.

3. Taxes

Deferred tax assets are recognised for unused tax credits to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company has Rs.NIL as at March 31, 2018 (Rs.NIL as at March 31, 2017 and Rs.NIL as at April 1, 2016) of tax credits carried forward. These credits can be utilised over the period of 15 years. The Company has taxable temporary difference and tax planning opportunities available that could support the recognition of these credits as deferred tax assets. On this basis, the Company has determined that it can recognise deferred tax assets on the tax credits carried forward. Refer to Note 23 for further details.

4. Property, Plant and Equipment

Refer to Note 3 (A) for the estimated useful life of Property, Plant and Equipment. The carrying values of Property, plant and equipment have been disclosed in Note 4.

5. Intangible assets

Refer to Note 3 (A) for the estimated useful life of Intangible assets. The carrying values of Intangible assets have been disclosed in Note 4.

6. Allowance for doubtful trade receivables

Trade receivables do not carry any interest and are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts.

Estimated irrecoverable amounts are derived based on a provision matrix which takes into account various factors such as customer specific risks, geographical region, product type, currency fluctuation risk, repatriation policy of the country, country specific economic risks, customer rating, and type of customer, etc. The allowances for doubtful trade receivables were NIL as at March 31, 2018 (as at March 31, 2017 : Rs. NIL and April 1, 2016 : Rs.NIL).

Individual trade receivables are written off when the management deems them not to be collectable.

BOBSHELL ELECTRODES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

NOTE - 4 - TANGIBLE ASSETS :

COST OF VALUATION	Fre Hold Land	Factory Building	Office Building	Plant & Machinery	Office Equipment	Furniture & Fixtures	Vehicles	Computer	TOTAL
Year ended March 31, 2018									
Gross carrying amount									
Deemed cost as at April 01 ,2018	5,340,823	5,991,147	1,874,000	2,257,713	411,709	478,626	6,315,712	147,292	22,817,022
Additions during the year	-	-	-	-	21,850	-	-	-	21,850
Deferred Government Grant	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Assets included in a disposal group classified as held for sale	-	-	-	-	-	-	-	-	-
Attributable Borrowing Costs	-	-	-	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	5,340,823	5,991,147	1,874,000	2,257,713	433,559	478,626	6,315,712	147,292	22,838,872
Accumulated depreciation and impairment									
Opening accumulated depreciation	-	3,522,677	404,532	-	58,343	272,189	1,410,350	66,488	5,734,579
Depreciation charge during the year	-	180,742	68,415	-	35,465	46,915	899,131	-	1,230,668
Deferred Government Grant	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
Assets included in a disposal group classified as held for sale	-	-	-	-	-	4,068	-	5,996	1,928
Closing accumulated depreciation	-	3,703,419	472,947	-	93,808	323,172	2,309,481	72,484	6,967,175
Net carrying amount	5,340,823	2,287,728	1,401,053	2,257,713	339,751	155,454	4,006,231	74,808	15,871,697
Net carrying amount									
Previous year	5,340,823	2,468,470	1,469,468	2,257,713	353,366	206,437	4,905,362	80,804	17,082,443
Year ended March 31, 2019									
Gross carrying amount									
Opening gross carrying amount	5,340,823	5,991,147	1,874,000	2,257,713	433,559	478,626	6,315,712	147,292	22,838,872
Additions during the year	-	-	-	-	-	-	-	-	-
Deferred Government Grant	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	1,130,945	-	1,130,945
Assets included in a disposal group classified as held for sale	-	-	-	-	-	-	-	-	-
Attributable Borrowing Costs	-	-	-	-	-	-	-	-	-
Exchange differences	-	-	-	-	-	-	-	-	-
Closing gross carrying amount	5,340,823	5,991,147	1,874,000	2,257,713	433,559	478,626	5,184,767	147,292	21,707,927
Accumulated depreciation and impairment									
Opening accumulated depreciation	-	3,703,419	472,947	-	93,808	323,172	2,309,481	72,484	6,967,175
Depreciation charge during the year	-	180,742	68,415	-	35,829	46,915	723,714	-	1,055,615
Deferred Government Grant	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	589,231	-	589,231
Other Adjustment	-	-	-	-	-	8,135	-	-	8,135
Closing accumulated depreciation	-	3,884,161	541,362	-	129,637	361,952	2,443,964	72,484	7,433,559
Net carrying amount	5,340,823	2,106,986	1,332,638	2,257,713	303,922	116,674	2,740,803	74,808	14,274,368

BOBSHELL ELECTRODES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

Particulars	As at March 31, 2019	As at March 31, 2018
NOTE - 5 - Security Deposits:		
Unsecured and considered good		
Security Deposits		194,411.00
Ernest Money Deposit		174,261.00
	-	368,672.00
NOTE - 6 - Other Non-Current Assets:		
Secured and considered good		
Deposit with Bank Original maturity for more than 12 months	9,136,969.00	8,399,395.00
	9,136,969.00	8,399,395.00
NOTE - 7 - Inventories:		
Raw Materials	2,452,008.00	2,777,755.00
Packing Materials	70,609.73	111,097.00
Finished Goods	1,248,655.00	1,079,660.00
	3,771,272.73	3,968,512.00
NOTE - 8 - FINANCIAL ASSETS (CURRENT)		
(i) Trade Receivables:		
Trade Receivables	4,777,522.59	4,856,355.98
Less: Allowance for doubtful debts		
Total Trade Receivables	4,777,522.59	4,856,355.98
Break-up of security details		
Unsecured, considered good	4,777,522.59	4,856,355.98
Doubtful	-	-
Total	4,777,522.59	4,856,355.98
Allowance for doubtful debts	-	-
Total Trade Receivables	4,777,522.59	4,856,355.98
(ii) Cash and Cash Equivalents:		
Cash on Hand	304,163.41	236,796.00
Balance with Banks		
- in Current Accounts	3,010,831.34	2,694,739.00
	3,314,994.75	2,931,535.00
(iii) Other Bank Balances:		
Deposits with banks / Margin Money agst Gurantee		
	-	-
(iv) Loans:		
Unsecured and considered good, unless otherwise stated		
A. Security Deposit		
Unsecured, Considered Good	436,616.00	-

BOBSHELL ELECTRODES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

Particulars	As at March 31, 2019	As at March 31, 2018
NOTE - 8 - FINANCIAL ASSETS (CURRENT) : (CONTD.....)		
B. Others		
(i) Advances to Suppliers	-	-
(ii) Loans to employees	351,000.00	263,041.59
(iii) Balance with Govt. Authorities	-	-
(iv) Advance Tax/TDS receivable	165,345.00	
Less: Provision	-	-
Net Advance	<u>165,345.00</u>	<u>-</u>
	-	-
	<u>952,961.00</u>	<u>263,041.59</u>
(iv) Other Financial Assets		
Interest Receivables on Fixed Deposits	-	-
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>
NOTE - 9 - OTHER CURRENT ASSETS:		
Unsecured and considered good		
TDS Receivable	78,077.00	85,940.00
Prepaid expenses	-	
Insurance Claims Receivable	-	-
Balance with Government Authorities		
- VAT Receivable	-	-
	<u>78,077.00</u>	<u>85,940.00</u>
NOTE - 10 - NON-CURRENT ASSETS CLASSIFIED AS HELD FOR SALE		
Fixed Assets held for Sale	-	-
	<u>-</u>	<u>-</u>
	<u>-</u>	<u>-</u>

BOBSHELL ELECTRODES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

Particulars	As at March 31, 2019	As at March 31, 2018
NOTE - 11 - EQUITY SHARE CAPITAL :		
Authorised Equity Share Capital :		
7,00,000 (Previous Year:7,00,000) Equity Shares of Rs.10 each	7,000,000.00	7,000,000.00
	7,000,000.00	7,000,000.00
Issued, Subscribed and Paid up :		
600,6000 Equity Shares (Previous Year :600,6000)		
Equity Shares of Rs.10 each fully paid - up	60,060,000.00	60,060,000.00
	60,060,000.00	60,060,000.00

(i) Reconciliation of number of equity shares outstanding at the beginning and at the end of the reporting year:

Particulars		As at March 31, 2019	As at March 31, 2018
Balance at the beginning of the year	Nos.	6,006,000	6,006,000.00
Issued during the year	Nos.	-	-
Balance at the end of the year	Nos.	6,006,000	6,006,000.00

(ii) Rights, Preferences and Restrictions attached to equity shares :

The Company has one class of equity shares having a par value of Rs. 10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any 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, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, if any, in proportion to their shareholding.

(iv) Shareholders holding more than 5% of total equity shares:

Particulars		As at March 31, 2019	As at March 31, 2018
Mr. Shailesh M. Joshi	Nos.	550,000	550,000
	%	9.16%	9.16%

(v) Aggregate number and class of shares allotted as fully paid up pursuant to contract(s) without payment being received in cash or by way of bonus shares or equity shares bought back for the period of 5 years immediately preceding the balance sheet date:

Particulars		As at March 31, 2019	As at March 31, 2018
Equity shares allotted as fully paid-up shares for a consideration other than cash pursuant to the Contract	Nos.	-	-
Equity shares allotted as fully paid-up bonus shares	Nos.	-	-
Equity shares Bought Back	Nos.	-	-

(vi) Company has not reserved any share for issue under options and contracts or commitments for the sale of shares or disinvestment.

BOBSHELL ELECTRODES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

Particulars	As at March 31, 2019	As at March 31, 2018
NOTE - 12 - OTHER EQUITY:		
(i) Capital Reserve		
Balance at the beginning of the year	-	-
Add : Adjustment during the year	-	-
Balance at the end of the year	-	-
(ii) Retained Earnings		
Balance at the beginning of the year	(23,566,093.46)	(22,561,220.37)
(Loss) for the year	(2,286,315.72)	(1,004,873.09)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurement of the defined benefit liabilities / (asset), net of tax	-	-
Balance at the end of the year	(25,852,409.18)	(23,566,093.46)
	(25,852,409.18)	(23,566,093.46)
NOTE - 13 - FINANCIAL LIABILITIES (CURRENT):		
(i) Borrowings		
Secured Loans		
Loan Repayable on Demand from Banks	-	-
Unsecured Loans		
Inter Corporate Deposits		
- From Related Parties	-	-
- From Others	-	-
	-	-
(ii) Trade Payables		
Trade Payable		
- Miscro and small enterprises		-
- Others	1,758,882.41	1,004,494.03
	1,758,882.41	1,004,494.03
(iii) Other Financial Liabilities		
Current Maturities of Long-term Borrowings (Refer Note)		
Current Maturities of Sales Tax Loan-Govt. of Gujarat		
Other Payable	-	-
	-	-
NOTE - 14 - OTHER CURRENT LIABILITIES:		
Advances from Customers		
Statutory Liabilities	240,725.91	107,354.00
Other Payable 909,580.00	149,589.00	
	1,150,305.91	256,943.00
NOTE - 15 - CURRENT PROVISIONS:		
Provision for Employee Benefits	729,443.24	696,807.00
	729,443.24	696,807.00

BOBSHELL ELECTRODES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
<u>NOTE - 16 - REVENUE FROM OPERATIONS:</u>		
(a) Sales of Products (Including Excise Duty)	38,169,365.55	33,154,757.74
	<u>38,169,365.55</u>	<u>33,154,757.74</u>
<u>NOTE - 17 - OTHER INCOME:</u>		
Interest Income	824,321.00	837,786.00
Discount	8,585.00	175,563.00
Other Income	24,114.44	-
	<u>857,020.44</u>	<u>1,013,349.00</u>
<u>NOTE - 18 - COST OF RAW MATERIALS INCLUDING PACKING MATERIALS CONSUMED:</u>		
Cost of raw materials including packing materials consumed		
Stock at the beginning of the year		
- Raw Materials	2,777,755.00	2,227,699.00
- Packing Materials	111,097.00	154,457.00
	<u>2,888,852.00</u>	<u>2,382,156.00</u>
Add : Purchases during the year		
- Raw Materials	10,854,974.66	16,097,195.00
- Packing Materials	456,749.85	-
	<u>11,311,724.51</u>	<u>16,097,195.00</u>
Less : Stock at the end of the year		
- Raw Materials	2,452,008.00	2,777,755.00
- Packing Materials	70,609.73	111,097.00
	<u>2,522,617.73</u>	<u>2,888,852.00</u>
Cost of raw materials including packing materials consumed	<u>11,677,958.78</u>	<u>15,590,499.00</u>
Raw Materials Consumed	11,180,721.66	15,547,139.00
Packing Materials	497,237.12	43,360.00
Cost of Materials Consumed	<u>11,677,958.78</u>	<u>15,590,499.00</u>
<u>NOTE - 19 - CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROCESS AND TRADED GOODS:</u>		
Inventories at the Beginning of the Year		
Finished Goods	1,079,660.00	590,764.00
	<u>1,079,660.00</u>	<u>590,764.00</u>
Less : Inventories at the End of the Year		
Finished Goods	1,248,655.00	1,079,660.00
	<u>1,248,655.00</u>	<u>1,079,660.00</u>
Net (Increase) / Decrease in Inventories of finished goods, work in process and traded goods	<u>(168,995.00)</u>	<u>(488,896.00)</u>

BOBSHELL ELECTRODES LIMITED

Notes forming part of the financial statements for the year ended March 31, 2019

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
NOTE - 20 - EMPLOYEE BENEFITS EXPENSE:		
Salaries, Wages and Bonus	8,232,041.75	8,369,494.00
Contribution to Provident and Other Funds	909,135.00	856,855.00
Gratuity LIC Premium	13,950.00	-
Staff Welfare Expenses	71,231.00	104,244.00
Director Remuneration	3,500,000.00	3,000,000.00
	<u>12,726,357.75</u>	<u>12,330,593.00</u>
NOTE - 21 - FINANCE COSTS:		
Interest expense on		
- Car Loans	-	
- Income tax		261.00
- Others	1,469.00	29,036.00
Other borrowing costs		
- Bank Guarantee Charges	-	-
	<u>1,469.00</u>	<u>29,297.00</u>
NOTE - 22 - OTHER EXPENSES:		
Stores and Spares Consumed	17,420.00	18,508.00
Rent, Rates and Taxes	-	-
Repairs		
- Plant and Machinery		
- Building		
- Vehicle	46,398.21	308,511.64
Conveyance Expense	252,640.00	290,797.00
Listing fees	1,642,125.00	-
Legal and Professional Charges	466,300.00	404,934.00
Power and Fuel	832,495.77	586,742.05
Transportation Expense	502,103.00	479,202.00
Payments to Auditors		
- Statutory Audit Fees	70,000.00	70,000.00
- Internal Audit Fees	30,000.00	-
Printing & Stationery Expense	156,814.00	265,762.00
Factory Expense	288,530.00	276,635.00
Service Tax	23,013.00	-
Insurance Expenses	195,207.00	-
Excise on Closing Stock	-	-
Selling & Distribution Expenses	113,215.00	88,130.00
Commission Expenses	-	1,400,000.00
Traveling Expenses	902,313.00	824,496.00
Office Expenses	214,286.00	287,155.75
Foreign Exchange Rate Difference (Net)		
Miscellaneous Expenses	596,287.36	838,245.75
Bad debt	- 403,848.64	
Shortfall in valuation of fund	2,009,160.00	
Loss on sale of asset	200,718.00	
	<u>8,559,025.34</u>	<u>6,542,967.83</u>

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE - 23 - INCOME TAXES :

1. Components of Income tax expenses

The major component of Income tax expenses for the year ended on March 31, 2019 and March 31, 2018 are as follows:

Particulars	For the year ended on March 31, 2019	For the year ended on March 31, 2018
Statement of Profit & Loss		
Current Tax		
(i) Current Income Tax	-	-
(ii) Adjustment of Tax relating to earlier periods	-	-
	-	-
Deferred Tax		
(i) Deferred Tax Expenses	166,945	(64,077)
(ii) MAT Credit Entitlement		-
	166,945	(64,077)
Income Tax Expenses as per statement of Profit & Loss	166,945	(64,077)

2. Reconciliation of effective tax :

Particulars	For the year ended on March 31, 2018	For the year ended on March 31, 2018
Accounting profit before tax (A)	-2,119,371	-1,068,950
Enacted tax rate in India (B)	25.75%	25.75%
Expected income tax expense at statutory tax rate (A*B)	-545,738	-275,255
Tax effect of the amount not deductible for computing taxable income	NIL	NIL
Deferred tax	166,945	-64,077
Tax Expenses / (Benefit)	166,945	-64,077

3. Movement in deferred tax assets and liabilities For the year ended on March 31, 2018

Particulars	As at April 1, 2017	Credit/(Charge) in the Statement of Profit & Loss	Credit/(Charge) in the Other Comprehensive Income	As at March 31, 2018
Deferred Tax Assets/(Liabilities)	1642925			1642925
Accelerated Depreciation for Tax Purpose		64,077	-	64077
Total	1,642,925	64,077.00	-	1,707,002

4. Movement in deferred tax assets and liabilities For the year ended on March 31, 2019

Particulars	As at April 1, 2017	Credit/(Charge) in the Statement of Profit & Loss	Credit/(Charge) in the Other Comprehensive Income	As at March 31, 2018
Deferred Tax Assets/(Liabilities)	1707002			1707002
Accelerated Depreciation for Tax Purpose		166,945	-	166945
Total	1,707,002	166,945	-	1,540,057

BOBSHELL ELECTRODES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE - 23 - INCOME TAXES : (Contd.....)

5. Deferred Tax Liabilities

Particulars	As at 31.03.2019	As at 31.03.2018
Deferred Tax Liability	166,945	(64,077)
Total	166,945	(64,077)

6. Current /Non-Current tax assets and liabilities

Particulars	As at 31.03.2019	As at 31.03.2018
Non-Current		
Non-Current Tax Assets	1,540,057	1,707,002
Current		
Current Tax Liabilities	-	-

NOTE - 24 - FINANCIAL ASSETS AND LIABILITIES :

FINANCIAL ASSETS BY CATEGORY

(Amount In Rs)

Particulars	As at March 31, 2019				As at March 31, 2018			
	Cost	FVTPL	FVTOCI	Amortised cost	Cost	FVTPL	FVTOCI	Amortised cost
(i) Investments	-				-			
(ii) Trade receivables	4777522.59				4856355.98			
(iii) Cash and cash equivalents	3314994.75				2931535			
(iv) Bank Balance	0				0			
(v) Loans	952961				263041.59			
(vi) Other financial assets	0				0			
Total Financial assets	9045478.34	-	-	-	8050932.57	-	-	-

FINANCIAL LIABILITIES BY CATEGORY

(Amount In Rs)

Particulars	As at March 31, 2019				As at March 31, 2018			
	Cost	FVTPL	FVTOCI	Amortised cost	Cost	FVTPL	FVTOCI	Amortised cost
(i) Borrowings	-				-			
(ii) Trade Payables	1758882.41				1004494.03			
(iii) Other Financial Liabilities	0				0			
Total Financial liabilities	1758882.41	-	-	-	1,004,494	-	-	-

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE - 25 - FINANCIAL RISK MANAGEMENT :

The Company's principal financial liabilities comprise of loans and borrowings, trade payables and other financial liabilities. The loans and borrowings are primarily taken to finance and support the Company's operations. The Company's principal financial assets include investments, loans, cash and cash equivalents, trade receivables and other financial assets.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Company's senior management ensures that financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. It is the Company's policy that no trading in financial instruments for speculative purposes may be undertaken.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk or Net asset value("NAV") risk in case of investment in mutual funds. Financial instruments affected by market risk include investments, trade receivables, trade payables, loans and borrowings and deposits.

The sensitivity analysis in the following sections relate to the position as at March 31, 2018 and March 31, 2017.

The sensitivity of the relevant profit and loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2018 and March 31, 2017.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

Interest rate sensitivity :

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on loans and borrowings. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/(decrease) in basis points	Increase/(decrease) in profit before tax
March 31, 2018		
Rupee borrowings	+50	-
	-50	-
March 31, 2017		
Rupee borrowings	+50	-
	-50	-

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment, showing a significantly higher volatility than in prior years.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities, i.e. when revenue or expense is denominated in a foreign currency.

BOBSHELL ELECTRODES LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE - 25 - FINANCIAL RISK MANAGEMENT : (CONTD.....)

Given below is the foreign currency exposure arising from the non derivative financial instruments:

All amounts in Lakhs

Particulars	Foreign Currency Amount As at			Reporting Currency Amount (Rupees) As at		
	March 31, 2018	March 31, 2017	April 1, 2016	March 31, 2018	March 31, 2017	April 1, 2016
EU	80.6222	69.2476	75.0955			
USD	64.0411	64.8386	66.3329			
Accounts Receivable						
USD	0	0	0	0	0	0
AED						
Accounts Payable						
EUR	0	0	0	0	0	0
Advance from Customers						
USD	0	0	0	0	0	0

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD and AED exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

in Rs.

Particulars	Change in rates	Effect on profit before tax
March 31, 2018	+5%	-
	-5%	-
March 31, 2017	+5%	-
	-5%	-

Other market risks

The Company's investments in various mutual funds, debentures and bonds are susceptible to market price risk arising from the uncertainty about future values / future NAV values of such mutual funds, debentures, bonds and preference shares. The Company manages such risk through diversification of such investments. Reports on the the investment portfolio are submitted to the Company's senior management on a regular basis that helps the senior management to take investment decisions.

Sensitivity impact

in Rs.

Particulars	Change in NSE/BSE index	Effect on profit before tax	Effect on pre-tax equity
As at March 31, 2018			
As at March 31, 2017			

Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions and foreign exchange transactions.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE - 25 - FINANCIAL RISK MANAGEMENT : (CONTD.....)

Trade receivables

Customer credit risk is managed by the Company's internal policies, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an credit rating scorecard and credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and any shipments to major customers are generally covered by letters of credit.

The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets.

Trade receivables are non-interest bearing and are generally on 0 days to 60 days credit term. Credit limits are established for all customers based on internal rating criteria. The Company has no concentration of credit risk as the customer base is widely distributed both economically and geographically.

Cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties who meet the minimum threshold requirements under the counterparty risk assessment process. The Company monitors the ratings, credit spreads and financial strength of its counterparties. Based on its on-going assessment of counterparty risk, the group adjusts its exposure to various counterparties. The Company's maximum exposure to credit risk for the components of the Balance sheet as of March 31, 2018, March 31, 2017 & April 1, 2016 is the carrying amount as disclosed in Note 9 and 12 except for financial guarantees. The Company's maximum exposure for financial guarantee is given in Note 34.

Liquidity Risk

The Company monitors its risk of shortage of funds through using a liquidity planning process that encompasses an analysis of projected cash inflow and outflow.

The Company's objective is to maintain a balance between continuity of funding and flexibility largely through cashflow generation from its operating activities and the use of bank loans. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding.

The table below summarises the maturity profile of the Company's financial liabilities (including future interest payable) based on contractual undiscounted payments.

(Rs. in Lakhs)

Particulars	Less than 1 year	1 to 5 years	> 5 years	Total
As at year ended:				
<u>March 31, 2018</u>				
Borrowings (including current maturities of long-term borrowings)				-
Trade & other payables	1004494			1004494
Other financial liabilities	256943			256943
<u>March 31, 2017</u>				
Borrowings (including current maturities of long-term borrowings)	785742			785742
Trade & other payables	778054			778054
Other financial liabilities	437774			437774
<u>April 1, 2016</u>				
Borrowings (including current maturities of long-term borrowings)	120263			120263
Trade & other payables	211452			211452
Other financial liabilities	387060			387060

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

NOTE - 26 - CAPITAL MANAGEMENT :

For the purpose of the Company's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximise shareholder's value.

The Company manages its capital structure and makes adjustments to it in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes, within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short-term deposits.

NOTE - 27 - TRANSITION TO IND AS :

These financial statements are the Company's first standalone financial statements prepared in accordance with Ind AS based on the permissible options and exemptions available to the Company in terms of Ind AS 101 'First time adoption of Indian Accounting standards'. For periods up to and including the year ended on March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (previous GAAP).

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its previous GAAP financial statements, including the balance sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017.

5.1 Optional exemptions availed

1 Fair value measurement of financial assets or financial liabilities at Initial Recognition

Company has elected to apply requirement in paragraph B5.1.2A of Ind AS 109 prospectively to transactions entered into on or after the date of transition to Ind ASs.

2 Deemed Cost

The Company has elected to measure all its intangible assets at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

5.2 Applicable mandatory exceptions

1 Estimates

The estimates at April 1, 2016 and at March 31, 2017 are consistent with those made for the same dates in accordance with previous GAAP (after adjustments to reflect any differences in accounting policies, if any) apart from the following items where application of previous GAAP did not require estimation:

- FVTPL investments
- FVTOCI – debt securities
- Impairment of financial assets based on expected credit loss model

2 Classification and measurement of financial assets

As required under Ind AS 101, the classification of financial assets to be measured at amortised cost or fair value through other comprehensive income is made on the basis of the facts and circumstances that existed on the date of transition to Ind AS.

5.3 Reconciliation between previous GAAP and Ind AS

1. Reconciliation of equity between previous GAAP and Ind AS

Particulars	Year ended on 2018	Year ended on 2017
Total Equity (Capital & Reserves) as per Indian GAAP	-23630170.46	-22653588.51
ADD: Deferred Tax Asset	64077	92368.13786
ADD: Reversal of Deferred Tax Liability	0	
Total Equity (Capital & Reserves) as per Ind AS	-23566093.46	-22561220.37

2. Total comprehensive income reconciliation for the year ended March 31, 2017

Reconciliation between financial results as previously reported under Indian GAAP and as per Ind AS for Quarter and year ended on March 31, 2017:

Particulars	Year Ended 31.03.2017
(1) Net Profit (Loss) as per Previous Indian GAAP	(288,143.51)
(2) Fair Market Valuation of Debentures & Deposits	-
(3) Depreciation on fair valuation of Fixed Assets	-
(4) Notinal Interest on Deposits received	-
(5) Notinal Interest on ZCB	-
(6) Deferred Tax impact on above adjustments	92,368.14
(6) Reversal of Deferred Tax *	-
(7) Share Issue Expenses	-
(7) Acturial Gain / Loss on employees benefit	-
(8) Total (2 to 6)	92,368.14
(9) Net Profit (Loss) before OCI as per Ind As (1+8)	(195,775.37)
(10) Other Comprehensive Income	-
(11) Total Comprehensive Income as per Ind AS (9+10)	(195,775.37)

Due to implimentation of Ind AS original DTL of Rs. 0.64 lakh is converted into DTA of Rs. 0.92 lakh therefore Rs 0.92 lakh is provided in the result for the year ended figure as on 31st March, 2017 and Rs 0.64 lakh is reversed.

i Fair valuation of investments (other than investment in subsidiaries and associate)

Under previous GAAP, the current investments were measured at lower of the cost or market value . Ind AS requires all investments to be measured at fair value at the reporting date and all changes in the fair value subsequent to the transition date to be recognised either in the statement of profit and loss or other comprehensive income (based on the category in which they are classified).

ii Amortisation of loan processing charges

Under previous GAAP, the loan processing charges were normally recognised as expense as and when incurred. Under Ind AS, borrowings have been measured at amortised cost using effective interest rate. This has resulted into amortisation of loan processing charges over the period of borrowings.

iii Fair valuation of forward contract

Under previous GAAP, net MTM losses outstanding for forward contracts are recognised in profit and loss account and net gain, if any, were ignored. Under Ind AS, all outstanding forward contracts on period end date shall be measured at fair value received from the bank and MTM value of the same shall be accounted at fair value through profit and loss account.

iv Proposed dividend and tax thereon

Under previous GAAP, dividend payable is recorded as a liability in the period for which it is being proposed. Under Ind AS, dividend is recognised as a liability in the period in which the obligation to pay is established.

v Tax impacts on Ind AS adjustments

The impact of transition adjustments together with Ind AS mandate of using balance sheet approach (against profit and loss approach under previous GAAP) for computation of deferred tax has resulted in changes in the taxes. The resulting changes have been recognised in the retained earnings on the date of transition and the changes in the taxes in the subsequent periods are recognised in the statement of profit and loss or other comprehensive income, as the case may be.

3 Adjustments to Statement of Cash Flows for the year ended 31st March, 2017

There were no material differences between the Statement of Cash Flows presented under Ind AS and the Previous GAAP.

ATTENDANCE SHEET

I / We the Under signed being Shareholders/ Members holding shares in the Company do hereby record my/ our Presence at the 25th Annual General Meeting of the Company **BOBSHELL ELECTRODES LIMITED** on **Saturday the 07th September 2019 at 11.30 A.M.** at its Corporate Office situated at 802, 8th Floor, Swagat Building, Near Lal Bunglow, C. G. Road, Navrangpura, Ahmedabad: 380 009. My our particulars are as under:

Ledger Folio Number (In case the shares are held in Physical form) DP ID and Client ID (In case of Shares held in Dematerialized form)	Name And Address of 1st / Sole Shareholder. Or 2nd or 3rd Joint Holter. (Only 1st or Sole Holder is entitled to Attend the AGM or in his absence 2nd or 3rd Holder in order of Preference is entitled to attend the AGM.	Number and Class of Shares Held.	Specimen Signature (As per Company Records or as per Records lodged with the Depository Participant

Form No. MGT- 11

PROXY FORM

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

25th Annual General Meeting- Saturday, 7th September, 2019

Name of Members : _____

Registered Address : _____

E-mail Address : _____ Folio No. | Client ID : _____ DP Id : _____

I/We, being the Shareholders/member(s) holding ___shares of the BOBSHELL ELECTRODES LIMITED hereby appoint

1. Name : _____
Address : _____
E-mailid : _____
Signature : _____ or failing him/her
2. Name : _____
Address : _____
E-mailid : _____
Signature : _____ or failing him/her
3. Name : _____
Address : _____
E-mailid : _____
Signature : _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual general meeting of the company, to be held on Saturday 07th September, 2019 at 11.30 A.M. at the Corporate Office of the Company at 802, 8th Floor, Swagat Building, Near Lal Bunglow, Navrangpura, Ahmedabad: 380 009 and / or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the resolution
1	Adoption of the audited financial statements for the financial year ended March 31, 2019 together with the reports of the Board of Directors' and Auditors' thereon.
2	TO RE-APPOINT Mr. Shailesh M. Joshi (DIN 01453505), who retires by rotation.
3	To Ratify Appointment M/s ANA & Associates. Chartered Accountants, (FRN – 130797W) as Financial Statutory Auditors of the Company for financial year 2019-20 and to fix their remuneration.
4	To Increase the Remuneration of Mr. Shailesh Joshi Managing Director of the Company
5	To Regularize the Appointment of Mr. Anishkumar .V.Shah as an Independent Director of the Company .
6	Sale of undertaking under Section 180 (1) (a) of the Companies Act, 2013.

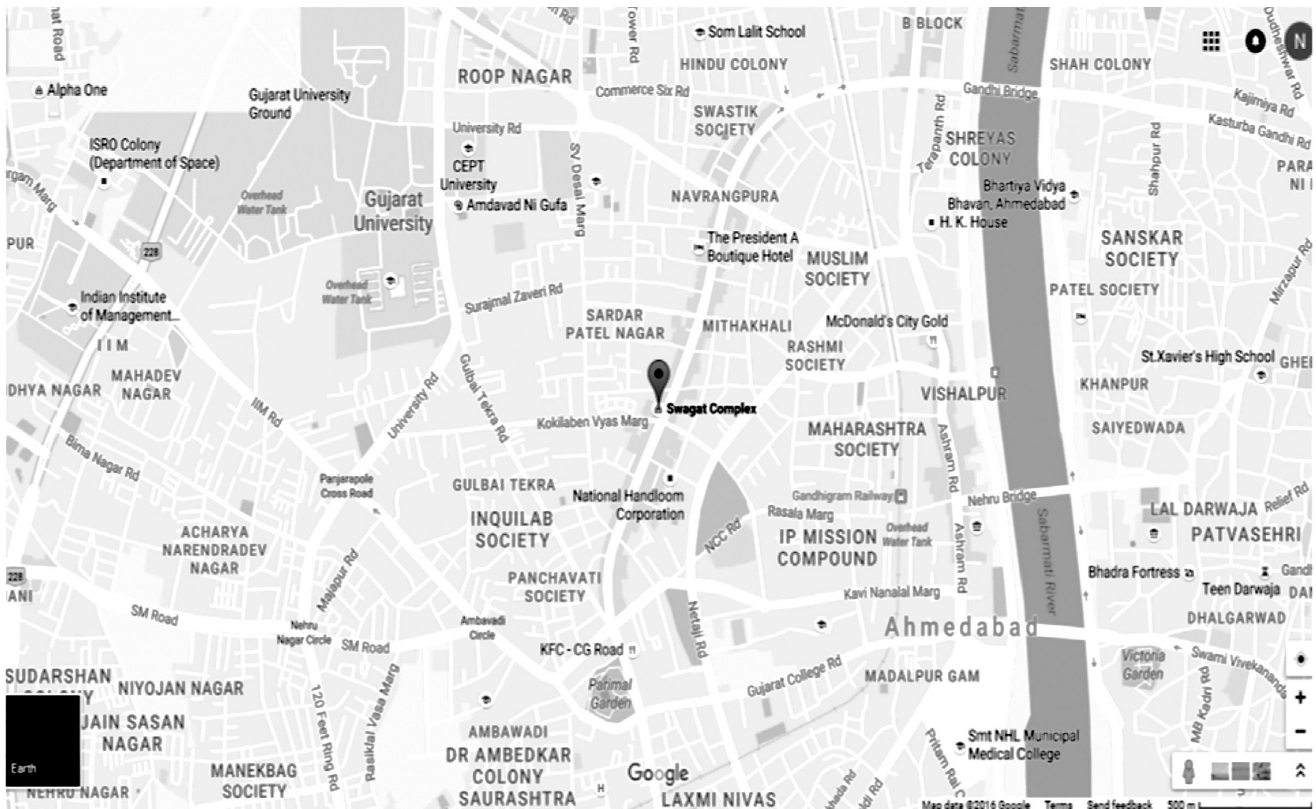
Affix
Revenue
Stamp

Signed this _____ day of _____ 2019

Signature of Third proxy

Notes: 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.

ROUTE MAP



Address for Annual General Meeting of the Company :

**802, 8th Floor, Swagat Building, Near Lal Bunglow,
C.G.Road, Ellisbridge, Ahmedabad - 380 006.**

BOOK POST

If undelivered, please return to :



BOBSHELL ELECTRODES LIMITED

CORPO. OFFICE :

**802, SWAGAT, C. G. ROAD, ELLISBRIDGE,
AHMEDABAD-380006.**