



GOVIND POY OXYGEN LTD
NUVEM, SALCETE - GOA

46TH ANNUAL REPORT 2017-18

Corporate Identity Number: L40200GA1972PLC000144

DIRECTORS:
Shri Manohar S. Usgaonkar : DIN 00358368
Shri Ashok P. Panvelkar : DIN 02757226
Shri Nitin A. Kunkolienker : DIN 00005211
Shri Sudin M. Usgaonkar : DIN 00326964
Smt Binita S. Poy Raiturcar : DIN 00981788

CHAIRMAN & MANAGING DIRECTOR: Shri Sanjay A.Poy Raiturcar : DIN 00358326

AUDITORS: M/s Y. N. Upadhyaya & Co.
Panaji, Goa

BANKERS:
Bank of India
State Bank of India
Corporation Bank
IndusInd Bank Limited
Dena Bank

REGISTERED OFFICE: GOVIND POY OXYGEN LIMITED
Fabrica De Gas Carbonico,
N. H. 17, Nuvem, Salcete,
GOA 403713

FACTORY: Arlem, Raia,
Margao, Goa

NOTICE

Notice is hereby given that the 46th Annual General Meeting of the Members of GOVIND POY OXYGEN LTD., will be held on Friday, the 28th September, 2018 at 11.30 a.m. at the Registered Office of the Company at Fabrica de Gas Carbonico, N. H. - 17, Nuvem, Salcete, Goa - 403713, to transact the following business.

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2018 and the Profit and Loss Account for the year ended on that date and the reports of the Directors and the Auditors thereon.
2. To declare dividend on equity shares for the year 2017-18.
3. To appoint Director in place of Shri Ashok Naik Panvelkar [DIN 02757226] who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Director in place of Smt Binita S. Poy Raiturcar [DIN 00981788] who retires by rotation and being eligible offers herself for re-appointment.
5. To consider and if thought fit, to pass the following resolution with or without modification as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s Y. N. Upadhyaya & Co, Chartered Accountants, Panaji, Goa (Firm Registration No. 111173W), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2018-19 at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of the Board

Place: Panaji, Goa
Date : 13/08/2018

(Sanjay A. Poy Raiturcar)
Chairman & Managing Director
(DIN 00358326)

Registered Office:
Fabrica De Gas Carbonico,
N. H. 17, Nuvem,
Salcete, Goa 403713

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The Proxy forms to be effective must be deposited at the Registered Office of the Company at least 48 hours before the Meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Register of members and Share Transfer Books of the Company will remain closed from Friday, the 21st September, 2018 to Friday, the 28th September, 2018 (both days inclusive).
3. The dividend recommended by the Board of Directors, if approved by the shareholders at the 46th Annual General Meeting shall be paid on or after 28th September, 2018 to those members whose names appear in the register of Members of the Company on 21st September, 2018.
4. Members are requested to notify immediately any change in their addresses to the company at its registered office.
5. In accordance with the provisions of erstwhile Companies Act, 1956, the amount of dividend for the Financial Year ended 31st March, 2010 which remained unpaid and unclaimed for a period of 7 years from the date of transfer to the Unpaid Dividend Account of the Company has been transferred to the Investor Education and Protection Fund established by the Central Government.
6. Pursuant to the provisions of erstwhile Companies Act, 1956 the amount of all dividends for the Financial Year ended 31st March, 2011 remaining unpaid/unclaimed for a period of seven years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government and no claim shall lie against the said Fund or the Company for the amounts of dividend so transferred to the said Fund. Shareholders, who have not yet en-cashed their final dividend warrants for the Financial Year ended 31st March, 2011 or subsequent financial years are therefore requested to make their claim to the Company without delay.
7. Members are also requested to note that, pursuant to the provisions of Section 124 of the Act and the IEPF Rules, the Company is obliged to transfer all shares on which dividend has not been paid or claimed for seven consecutive years or more to an IEPF Account.
8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking re-appointment at the Annual General Meeting in Annexure A attached hereto, forms part of the notice. The Directors have furnished the requisite declarations for their re-appointment.
9. The Registers under the Companies Act, 2013 is available for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form are therefore, requested to submit their PAN details to the secretarial department of the Company at its Registered Office.

11. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Transfer Agent or the Secretarial Department of the Company at its Registered Office.

By Order of the Board

Place : Panaji, Goa
Date : 13/08/2018

Sanjay A. Poy Raiturcar
Chairman & Managing Director
(DIN 00358326)

Registered Office:
Fabrica De Gas Carbonico,
N.H. 17, Nuvem, Salcete,
Goa 403713

Annexure A

Details of Directors seeking re-appointment at the Annual General Meeting scheduled to be held on 28th September, 2018 [Pursuant to Clause 49(IV)(E) and 49(IV)(G)(i) of the Listing Agreement]

Name of the Director	Shri Ashok Naik Panvelkar	Smt. Binita S. Poy Raiturcar
DIN	02757226	00981788
Date of Birth	09.04.1937	25.09.1966
Date of appointment	26.09.2002	27.04.2007
Expertise in specific functional areas	1. Ex-Director of Goa Handicrafts Rural & Small Scale Industries Development Corporation Ltd. 2. Ex-Director (Admn.) Education, Govt. of Goa.	1. Real Estate Development 2. Interior Decoration 3. Manufacture of Gem & Jewellery
Directorships held in other Companies (excluding foreign companies)	NIL	1. Nasik Oxygen Co. Pvt Ltd. 2. Fabrica de Gas Carbonico Pvt. Ltd. 3. Nalanda Agencies Pvt. Ltd.
Committee position held in other Companies	NIL	NIL

By Order of the Board

Place : Panaji, Goa
Date : 13/08/2018

Sanjay A. Poy Raiturcar
Chairman & Managing Director
(DIN 00358326)

Registered Office:
Fabrica De Gas Carbonico,
N.H. 17, Nuvem, Salcete,
Goa 403713

DIRECTORS' REPORT

Your Directors are pleased to present their 46th Annual Report together with the Audited Statement of accounts for the Financial Year ended 31st March, 2018.

Financial Results

Particulars	Financial Year ended 31st March, 2018 Rs.	Financial Year ended 31st March, 2017 Rs.
Sales and Other income	7,38,86,440	6,79,40,672
Profit before Finance Cost, Depreciation and Tax	50,20,869	53,84,460
Finance Cost	1,33,493	2,03,723
Depreciation	14,25,224	13,31,010
Profit / (Loss) before Taxes and Exceptional items	34,62,152	38,49,727
Add / (Less) : Exceptional Items	---	---
Add / (Less) : Deferred Tax	(6,09,879)	(16,12,670)
(Less): Provision for Tax	(6,08,500)	(6,09,284)
Add / (Less) : MAT Credit	---	5,85,000
Profit / (Loss) after Tax	22,43,773	22,12,773
Other Comprehensive Income	5,54,907	48,53,833
Total Comprehensive Income	27,98,680	70,66,606
Add: Balance brought forward from last year	2,49,25,123	1,83,39,948
Distributable Profit	2,77,23,803	2,54,06,554
APPROPRIATIONS		
• Proposed Dividend	4,00,000	4,00,000
• Corporate Dividend Tax	81,431	81,431
• Balance carried to Balance Sheet	2,72,42,372	2,49,25,123
	2,77,23,803	2,54,06,554

Performance

During the year under report, the turnover increased to Rs. 738.86 lakhs from Rs. 679.41 lakhs in the previous year. Your Directors have pleasure in reporting that, during the year under report, your company has achieved profit of Rs. 22.44 lakhs as against profit of Rs. 22.13 lakhs in the previous year after providing depreciation and taxes.

Your Directors are making various efforts to improve the performance of the Company in situation of severe competition and are optimistic about posting better results in the ensuing year.

Material Changes & Commitment

Your directors confirm that there are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company and the date of this report.

Dividend

Your Directors recommend a dividend of Re 1/- per share.

Directors' Responsibility Statement

Pursuant to Section 134 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Directors of the Company confirm that:

- in the preparation of the annual accounts for the financial year ended 31st March, 2018, the applicable Accounting Standards and Schedule III of the Companies Act, 2013, have been followed and there are no material departures from the same;
- the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2018 and of the profit and loss of the Company for the financial year ended 31st March, 2018;

- c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the annual accounts have been prepared on a 'going concern' basis;
- e) proper internal financial controls laid down by the Directors were followed by the Company and that such internal financial controls are adequate and operating effectively; and
- f) proper systems to ensure compliance with the provisions of all applicable laws were in place and that such systems are adequate and operating effectively.

Directors

Shri Ashok Naik Panvelkar and Smt Binita S. Poy Raiturcar retire by rotation at the forthcoming Annual General Meeting and are eligible for re-appointment.

Corporate Governance

A separate report on Corporate Governance along with the Auditors' Certificate on its compliance is attached as Annexure - 1 to this Report.

Dematerialisation of shares

Dematerialisation is the process of converting physical shares (share certificates) into an electronic form. Shares once converted into dematerialised form are held in a Demat account. As per SEBI directive, the equity shares are to be traded in Demat mode compulsorily by all investors.

The Company is in process of appointing Registrars and Transfer Agents (RTA) as required for dematerialisation of shares.

The Company is in process of entering into an agreement with National Securities Depository Limited (NSDL) for the dematerialisation of its shares.

Shareholders of the Company will be intimated once all process is completed.

Auditors**(1) Statutory Auditors:**

M/s Y. N. Upadhyaya & Co., Chartered Accountants, the Auditors of the Company retire at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The statutory audit report does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

(2) Secretarial Auditor:

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company had appointed Ms Shilpa Keshav Dhulapkar, Company Secretaries in Practice to undertake the Secretarial Audit of the Company for the year ended 31st March, 2018. The Secretarial Audit Report is annexed as Annexure - 2.

Loans, Guarantees and Investments

Particulars of loans, guarantees and investments made by the Company pursuant to Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Accounts.

Annual Performance Evaluation by Board

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 to the Listing Agreement, the Board is in process of carrying out Annual Performance Evaluation of its own performance, the Directors individually.

Risk Management

The Board of Directors of your Company is in the process of framing a policy on Risk Management of the Company.

Related Party Contracts & Arrangements

All related party transactions done by the Company during the financial year were at arm's length and in ordinary course of business. All related party transactions were placed in the meetings of the Board of Directors for their necessary review and approval. During the financial year your Company has not entered into any material transaction (as per Clause 49 of the Listing Agreement) with any of its related parties which may have potential conflict with the interest of the Company

at large. Disclosures pursuant to Accounting Standards on related party transactions have been made in the notes to the Financial Statements.

Extract of Annual Return

Pursuant to the Section 92(3) of the Companies Act, 2013 extract of the annual Return is annexed to this report as Annexure - 3.

Particulars of Employees

None of the employees of the Company were in receipt of remuneration in excess of the limits prescribed under Section 197 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

The management continues its focus on energy conservation. Continuous monitoring of the fuel consumption and the monitoring optimization of electrical energy consumption in all activities are being done. The Company is making efforts to acquire improved technology at its plant. During the year there are no foreign exchange earnings but outgo is on account of import of raw material.

Acknowledgement

Your Directors place on record their gratitude to the Government of Goa, Financial Institutions, Banks, Statutory Auditors, and valued customers for the continued assistance, support, co-operation and encouragement they extended to the Company. Your Directors appreciate the excellent contribution made by the employees of the Company at all levels.

For and on behalf of the Board of Directors

Date : 30/05/2018
Place: Nuvem, Goa.

(Sanjay A. Poy Raiturcar)
Chairman & Managing Director
(DIN 00358326)

Annexure 1 – to the Directors Report

REPORT ON CORPORATE GOVERNANCE

1. CORPORATE GOVERNANCE PHILOSOPHY:

Corporate Governance is an essential part of the management where the stress is on excellence in manufacture and delivery of the Company's products, which meet the highest quality standards. The Company's philosophy on Corporate Governance envisages the attainment of the highest level of transparency and accountability. It is aimed at safeguarding and adding value to the interests of various stakeholders.

2. BOARD OF DIRECTORS:

The Board of Directors of the Company comprises of following Directors:

- | | | |
|---------------------------------|---|---------------------------------|
| a. Shri Sanjay A. Poy Raiturcar | - | Chairman & Managing Director |
| b. Shri Manohar S. Usgaonkar | - | Non-executive & Independent |
| c. Shri Nitin A. Kunkolienker | - | Non-executive & Independent |
| d. Shri Ashok P. Panvelkar | - | Non-executive & Non-independent |
| e. Shri Sudin M. Usgaonkar | - | Non-executive & Independent |
| f. Smt Binita S. Poy Raiturcar | - | Non-executive & Non-independent |

Board Meetings:

During the year under review, five Board meetings were held. The meetings were held on 27/05/2017, 12/08/2017, 14/09/2017, 09/12/2017 and 09/02/2018.

Managerial Remuneration:

Particulars of Managerial remuneration paid to Managing Director as per Section 198 of the Companies Act, 1956 is given in Notes on accounts for the year in item no. 32.

Composition of the Board:

Name of Directors	Position	Meetings Attended	Fees Paid	No. of other Director ships	Other Committee member ships	Attended Last AGM
Shri Sanjay A. Poy Raiturcar	Promoter	5	--	3	--	Yes
Shri Manohar S. Usgaonkar	Independent	5	10000.00	--	--	No
Shri Ashok P. Panvelkar	Independent	2	4000.00	--	--	No
Shri Nitin A. Kunkolienker	Independent	5	10000.00	2	2	No
Shri Sudin M. Usgaonkar	Independent	5	10000.00	--	2	No
Smt. Binita S. Poy Raiturcar	Promoter	4	8000.00	3	2	No

3. AUDIT COMMITTEE:

The Audit Committee was constituted on at the Board Meeting held on 09/07/2015. It consists of two Non-executive & Independent Directors. The Members of the Committee are well versed in finance matters, accounts, company law and general business practices.

The composition of the Audit Committee are as under:

- Shri Nitin A. Kunkolienker
- Shri Sudin Manohar Usgaonkar
- Smt Binita S. Poy Raiturcar

The terms of reference of the Audit Committee include:

- To review any change in accounting policies and practices.
- To confirm whether major accounting entries are based on exercise of judgments by management.

- c) To oversee the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- d) To recommend the appointment, remuneration and terms of appointment of auditors of the Company.
- e) To check whether there are any qualifications made in the draft Auditors' Report.
- f) To review whether there are any significant adjustments arising out of audit.
- g) To confirm whether the accounts are prepared on going concern basis.
- h) To confirm whether the accounts are prepared by applying applicable accounting standards.
- i) To review whether the financial statements comply with the Stock Exchange and Legal requirements.
- j) To check whether there are any related party transactions which may have potential conflict with interests of Company.
- k) To discuss with auditors on whether they have any post audit concerns.
- l) To check whether there are any defaults in payment to creditors and shareholders.
- m) To evaluate internal financial controls and risk management systems of the Company.
- n) To review the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

4. INVESTOR GRIEVANCE COMMITTEE:

As the Company has small number of shareholders and also the shares are not traded, Company has not constituted investor grievance committee. However, Company is committed to address the investor grievance promptly without any delay monitored by the Managing Director.

5. NOMINATION AND REMUNERATION COMMITTEE:

During the year under report, the Company has constituted Nomination and Remuneration Committee consisting of following Directors:

- (a) Shri Nitin A. Kunkolienker
- (b) Shri Sudin Manohar Usgaonkar
- (c) Smt Binita S. Poy Raiturcar

The NRC is responsible for recommending the remuneration policy to the Board. The Board is responsible for approving and overseeing implementation of the remuneration policy.

6. GENERAL MEETINGS:

The previous three Annual General Meetings were held at the Registered office of the Company at Fabrica de Gas Carbonico, N. H. - 17, Nuvem, Salcete, Goa – 403713 on:

- 28th September, 2015
- 26th September, 2016
- 23th September, 2017

No Extraordinary general meeting was held during the previous three years.

7. DISCLOSURES:

There were no transactions of material nature with the directors or the management or their subsidiaries or relatives having potential conflict with the interest of the Company during the year

No penalties or structures have been imposed on the Company by any regulatory authority relating to the capital market during the year.

8. MEANS OF COMMUNICATION:

The Company submits its audited/unaudited financial results to the Stock Exchange regularly.

9. GENERAL SHAREHOLDER INFORMATION:

- a. 46th Annual General Meeting - at the registered office of the company at Fabrica De Gas N. H. 17, Nuvem, Salcete, Goa 403713
- b. Financial Year - 2017-18
- c. Book Closure - 21st September, 2018 to 28th September, 2018.
- d. Listing on Stock Exchange - Mumbai
- e. Stock code - Scrip ID – ZGOVPOOX

- Scrip Code – 509586
- f. Market Price - Share are not actively traded.
- g. Share Transfer Agents - Company has in house share transfer facility.
- h. Dematerialisation of Shares - Company’s Shares are in physical form.
- i. Plant Location - The Company’s plant is located at Arlem, Raia, Salcete, Goa 403720
- j. Address for Correspondence - Govind Poy Oxygen Limited
 Fabrica De Gas Carboncio, N. H. 17, Nuvem, Salcete, Goa 403713
 Tel / Fax: (0832) 2791703
 Email: sanoxypoy@gmail.com

Shareholding Pattern as on 31st March, 2018

Category	No. of shares held	% of shareholding
Promoters	225405	56.35
Banks/Financial Institutions and Insurance Companies	101500	25.38
Foreign Institutional Investors	0	0
Mutual Funds	0	0
NRIs/OCBs	0	0
Private Bodies Corporate	24150	6.04
Public	48945	12.23
TOTAL	400000	100.00

For and on behalf of the Board

Sanjay A. Poy Raiturcar
 Managing Director
 (DIN 00358326)

Date : 30/05/2018
 Place : Nuvem, Goa.

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members of
GOVIND POY OXYGEN LIMITED

I have examined all the relevant records of Govind Poy Oxygen Limited for the purpose of certifying compliance of the conditions of the Corporate Governance under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended March 31, 2018. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance.

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all the mandatory requirements of Corporate Governance as stipulated in Schedule II of the said Regulations. The Company is in process of appointing RTA and admitting its shares in dematerialization form.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

(SADASHIV V. SHET)
COMPANY SECRETARY
CP NO. 2540

30/05/2018
Panaji, Goa.

Annexure 2 – to the Directors Report

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

GOVIND POY OXYGEN LIMITED
L40200GA1972PLC000144
FABRICA DE GAS CARBONICO,
N.H. 17, NUVEM, SALCETE, GOA 403713

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Govind Poy Oxygen Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Govind Poy Oxygen 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 hereby report that in my 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 compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Govind Poy Oxygen Limited (“the Company”) for the financial year ended on 31st March, 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) 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 regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not Applicable to the Company during the Audit Period)**
- (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 Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable as the Company has not issued any further capital under the regulations during the period under review)**
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2104;

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable as the Company has not issued and listed any debt securities during the Financial Year under review)**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable to the Company during the Audit Period)**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit Period)** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not Applicable to the Company during the Audit Period)**
- (vi) As informed to me the following other Laws specifically applicable to the Company as under:
1. The Air (Prevention and Control of Pollution) Act, 1981
 2. The Environment (Protection) Act, 1986
 3. The Water (Prevention and Control of Pollution) Act 1974
 4. The Factories Act, 1948
 5. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
 6. Employees' State Insurance Act, 1948
 7. The Payment of Gratuity Act, 1972
 8. Maternity Benefit Act, 1961
 9. The Minimum Wages Act, 1948
 10. The Payment of Wages Act, 1936
 11. Explosives Act, 1884
 12. The Petroleum Act, 1934
 13. Drugs and Cosmetics Act, 1940
 14. The Legal Metrology Act, 2009
 15. Income Tax Act, 1961

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

- (i) Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- (ii) SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Listing Agreements entered into by the Company with the Bombay Stock Exchange.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1 *During the year filing of Annual Return vide Form no. MGT 7 for the financial year ended 31st March, 2017 under section 92 of the Companies Act, 2013 and filing of resolution for approval of financial statements and the board's report for the financial year ended 31st March, 2017 vide Form No. MGT 14 under section 179 of the Companies Act, 2013 was pending and as informed, the Company is in the process of filing the same.*
- 2 *During the year there was delay of one day in filing quarterly Limited Review of Audit Report with the SEBI as required under regulation 33 of the SEBI (LODR) Regulations, 2015.*

- 3 *Company had appointed Managing Director and paid remuneration to Managing Director and other Directors as per the provisions of the Companies Act, 1956 however during the financial year there is no adequate profits and above remuneration paid to Managing Director and other Directors are in accordance with the provisions of the Schedule V of Companies Act, 2013.*
- 4 *It is observed that the Company's shares are suspended for trading by Bombay Stock Exchange since Financial Year 2001-02 on account of failure of the company to file quarterly financial results. However company has updated the pending filing but on account of non payment of listing fees to Bombay Stock Exchange for Financial Year 2014-15 to 2017-18 suspension for trading is still carried on.*
- 5 *Company is in the process of renewing following licenses which were due for renewal during the financial year:*
 - a) *License to transport Liquid Oxygen in Pressure vessel under The Petroleum Act, 1934 and Explosives Act 1884 and*
 - b) *Licence to store Compressed Gas (Liquid Oxygen, Liquid Nitrogen and Liquid Argon) in Pressure Vessel under Gas Cylinders Rules, 2004*
- 6 *As informed, the Company has responded appropriately to notices received from various statutory/regulatory authorities including initiating actions for corrective measures wherever found necessary.*

I further report that compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals.

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. During the year there was no change in the composition of the Board of Directors.

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

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

I 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 compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there was no instances of:

- (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.

Date : 30/05/2018
Place : Panaji, Goa

Shilpa Keshav Dhulapkar
Company Secretary
FCS No.-7235
C.P. No.-7615

Annexure 3 – to the Directors Report

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31/03/2018

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

I. REGISTRATION AND OTHER DETAILS:

i.	CIN	L40200GA1972PLC000144
ii.	Registration Date	15/06/1972
iii.	Name of the Company	GOVIND POY OXYGEN LIMITED
iv.	Category/Sub-Category of the Company	Company Limited by Shares
v.	Address of the Registered office and contact details	Fabrica De Gas Carbonico, N.H. 17, Nuvem, Salcete, Goa – 403713 Tel : +91 832 2791703 Fax : +91 832 2791703
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	In house share transfers.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sr. No.	Name and Description of main products/ services	NIC Code of the Product / service	% to total turnover of the company
1.	Manufacture of Industrial and Medical Gases	24111	65.00%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	N.A.	N.A.	N.A.	N.A.	N.A.
2.	N.A.	N.A.	N.A.	N.A.	N.A.
3.	N.A.	N.A.	N.A.	N.A.	N.A.
4.	N.A.	N.A.	N.A.	N.A.	N.A.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i. Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1) Indian									
a) Individual/ HUF	0	223285	223285	55.82%	0	225055	225055	56.26%	0.44%
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp	0	350	350	0.09%	0	350	350	0.09%	0.0%
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other		0	0	0		0	0	0	0
Sub-total(A)(1):-	0	223635	223635	55.91%	0	225405	225405	56.35%	0.44%
2) Foreign									
g) NRIs- Individuals	0	0	0	0	0	0	0	0	0
h) Other- Individuals	0	0	0	0	0	0	0	0	0
i) Bodies Corp.	0	0	0	0	0	0	0	0	0
j) Banks / FI	0	0	0	0	0	0	0	0	0
k) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total(A)(2):-	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	101500	101500	25.38%	0	101500	101500	25.38%	0.0%
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(1)	0	101500	101500	25.38%	0	101500	101500	25.38%	0.0%
2. Non Institutions									
a) Bodies Corp. (i) Indian (ii) Overseas	0	24150	24150	6.04%	0	24150	24150	6.04%	0.0%
b) Individuals (i) Individual shareholders	0	50715	50715	12.67%	0	48945	48945	12.23%	-0.44%

holding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-total(B)(2)	0	74865	74865	18.72%	0	73095	73095	18.27%	-0.44%
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	176365	176365	44.09%	0	174595	174595	43.65%	-0.44%
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	0	400000	400000	100%		400000	400000	100%	0

ii.Shareholding of Promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of 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	% change in share holding during the year
1.	Sanjay A. Poy Raiturcar	223285	55.82%	0	225055	56.26%	0	0.44%
2.	Body Corporate	350	0.0875%	0	350	0.0875%	0	0.0%
3.	Directors other than relatives	10	0.0025%		10	0.0025%	0	0.0%
	Total	223645	55.91%	0	225415	56.35%	0	0.44%

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

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	223645	55.91%		
		Date	No. of shares	Reason	
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc):	May 29	1000	Transfer	224645
		Jun 29	100	Transfer	224745
		Sep 28	520	Transfer	225265
		Nov 23	50	Transfer	225315
		Mar 24	100	Transfer	225415
	At the End of the year				225415
					56.35%

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	13,32,478	0	0	13,32,478
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total(i+ii+iii)				
Change in Indebtedness during the financial year				
- Addition	0	0	0	0
- Reduction	5,92,266	0	0	5,92,266
Net Change	5,92,266	0	0	5,92,266
Indebtedness at the end of the financial year				
i) Principal Amount	19,24,744	0	0	19,24,744
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	19,24,744	0	0	19,24,744

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
		Sanjay A. Poy Raiturcar	
		Managing Director	
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	16,06,061.00	16,06,061.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,04,418.00	4,04,418.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		
2.	Stock Option	0	0
3.	Sweat Equity	0	0
4.	Commission		
	- as % of profit	0	0
	- others, specify...	0	0
5.	Others - (Provident Fund, Leave Travel Concession)	1,61,766.00	1,61,766.00
6.	Total (A)	21,72,245.00	21,72,245.00
	Ceiling as per the Act	Paid in terms of Section II of Schedule V	Paid in terms of Section II of Schedule V

B. Remuneration to other directors:**1. Independent Directors:**

Particulars of Remuneration	Manohar S. Usgaonkar	Sudin Manohar Usgaonkar	Nitin Anant Kunkolienker	Total
Fee for attending Board/ Committee meetings	10,000.00	10,000.00	10,000.00	30,000.00
Commission	0	0	0	0
Others, pl specify	0	0	0	0
Total (B)(1)	10,000.00	10,000.00	10,000.00	30,000.00

2. Non-Executive Directors:

(Rs. in Lakhs)

Particulars of Remuneration	Ashok Naik Panvelkar	Binita Sanjay Poy Raiturcar	Total
Fee for attending Board/ Committee meetings	4,000.00	8,000.00	12,000.00
Commission	0	0	0
Others, pl specify	0	0	0
Total (B)(2)	4,000.00	8,000.00	12,000.00
Total B = (B1) + (B2)			42,000.00
Total Managerial Remuneration			42,000.00

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/Compounding fees imposed	Authority[RD /NCLT/Court]	Appeal made. If any(give details)
A. Company					
Penalty					
Punishment					
Compounding					
B. Directors					
Penalty					
Punishment					
Compounding					
C. Other Officers In Default					
Penalty					
Punishment					
Compounding					

INDEPENDENT AUDITOR'S REPORT**TO THE MEMBERS OF GOVIND POY OXYGEN LIMITED****Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS Financial Statements of **GOVIND POY OXYGEN LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the 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 Ind AS Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity 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 safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; 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 Ind AS Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS Financial Statements based on our audit.

In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under Section 143(11) of the Act.

We conducted our audit of the Ind AS Financial Statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. These Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS Financial Statements.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS Financial Statements.

Opinion

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March, 2018, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

As required by Section 143(3) of the Act, based on our audit, 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 including Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid Ind AS Financial Statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
- e) On the basis of the written representations received from the directors as at 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as at 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- 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, as amended, 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 financial statements.– Refer Note 29 to the 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For Y. N. Upadhyaya & Co.
Chartered Accountants
Firm Registration No. 111173W

Y. Narayana Upadhyaya
Proprietor
Membership No. 19512

Place: Panaji
Date : 30th May, 2018

“ANNEXURE A” TO THE AUDITOR’S REPORT**The Annexure referred to in our Independent Auditor’s Report to the members of the Company on the Ind AS financial statements for the year ended 31st March, 2018.**

We report that:

- 1.(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- 2.(a) The Company is engaged in manufacturing and trading activity. The inventory has been physically verified by the management at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable and adequate.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company has maintained proper records of inventories and no material discrepancies were noticed on physical verification.
3. During the financial year, 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 Act.
4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and Section 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
5. According to the information and explanations given to us, the Company has not accepted any deposits during the year and does not have any unclaimed deposits as at 31st March, 2018 and hence the provisions of the clause 3(v) of the Order are not applicable to the Company.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act and hence the provisions of the clause 3(vi) of the Order are not applicable to the Company.
- 7.(a) According to the records of the Company maintained in the ordinary course of business, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Value Added Tax, Customs Duty, Service Tax, Excise Duty, Cess and other material statutory dues applicable to the Company, have generally been regularly deposited during the year by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Customs Duty, Service Tax, Excise Duty, Cess and other material statutory dues were in arrears as at 31st March, 2018 for a period of more than six months from the date they became payable.
- (c) According to the information and explanation given to us, there are no material dues of Income Tax, Sales Tax, Service Tax, Custom Duty, Value Added Tax or Cess which have not been deposited with

the appropriate authorities on account of any dispute. The details of dues on account of dispute relating to Central Excise are as follows.

Statute	Nature of dues	Forum where dispute is pending	Period to which the Amount relates	Amount Rs
Central Excise Act, 1944	Excise Duty	Supreme Court	2000-05	6,70,488

8. In our opinion, and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings from banks. The Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.
9. The Company has not raised any money by way of Initial Public Offer or Further Public Offer (including debt instruments) and term loans during the year. Accordingly, clause 3(ix) of the Order is not applicable to the Company.
10. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
11. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act..
12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause 3(xv) of the Order, is not applicable to the Company.
16. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Y N. Upadhyaya & Co.
Chartered Accountants
Firm Registration No. 111173W

Y. Narayana Upadhyaya
Proprietor
Membership No. 19512

Place :Panaji
Date : 30th May, 2018

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT
(Referred to under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the Internal Financial Controls over Financial Reporting 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 **GOVIND POY OXYGEN LIMITED** (“the Company”) as at 31st March, 2018 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (“ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective 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”) issued by the Institute of Chartered Accountants of India (“ICAI”) and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance 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 judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

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

For Y N. Upadhyaya & Co.
Chartered Accountants
ICAI Firm Registration No. 111173W

Y. Narayana Upadhyaya
Proprietor
Membership No. 19512

Place: Panaji
Date : 30th May, 2018

BALANCESHEET AS AT 31ST MARCH 2018					
Sr. No.	Particulars	Note Nos	As at 31.03.2018 Rupees	As at 31.03.2017 Rupees	As at 01.04.2016 Rupees
I	ASSETS				
	(A) Non - Current Assets				
	(a) Property, Plant and Equipment	4	1,84,71,445	1,77,90,083	1,42,77,869
	(b) Capital Work-in-Progress		3,84,555	4,82,569	1,07,000
	(c) Financial Assets				
	(i) Investments	5	2,55,38,952	2,27,45,499	1,00,90,970
	(d) Deferred Tax Assets (Net)	6	10,81,056	17,54,157	33,43,190
	(e) Other Non - Current Assets	7	10,97,464	10,92,466	10,87,466
	Total Non - Current Assets (A)		4,65,73,472	4,38,64,774	2,89,06,495
	(B) Current Assets				
	(a) Inventories	8	34,02,048	26,77,962	35,39,738
	(b) Financial Assets				
	(i) Trade receivables	9	99,46,513	91,09,553	1,32,27,460
	(ii) Cash and cash equivalents	10	2,97,256	2,41,987	9,41,315
	(iii) Other bank balances	11	16,73,973	15,07,302	14,33,886
	(iv) Loans and Advances	12	11,89,524	14,45,910	24,84,768
	Total Current Assets (B)		1,65,09,314	1,49,82,714	2,16,27,167
	TOTAL - ASSETS (A+B)		6,30,82,786	5,88,47,488	5,05,33,662
II	EQUITY AND LIABILITIES				
	(A) Equity				
	(a) Equity Share Capital	13	40,00,000	40,00,000	40,00,000
	(b) Other Equity	14	2,72,42,372	2,49,25,123	1,83,39,948
	Total Equity (A)		3,12,42,372	2,89,25,123	2,23,39,948
	(B) Liabilities				
	1 Non - Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	15	-	-	8,93,636
	(b) Provisions	16	7,15,725	6,95,760	8,94,331
	Total Non - Current Liabilities		7,15,725	6,95,760	17,87,967
	2 Current Liabilities				
	(a) Financial Liabilities				
	(i) Borrowings	15	19,24,744	13,32,478	-
	(ii) Trade Payables	17	25,75,257	20,72,354	27,31,430
	(iii) Other financial liabilities	18	2,50,89,365	2,41,82,144	2,25,22,232
	(b) Other Current liabilities	19	12,49,409	12,91,555	9,09,574
	(c) Provisions	16	2,10,739	1,68,930	1,64,959
	(d) Current Tax Liabilities (Net)	20	75,175	1,79,144	77,552
	Total Current Liabilities		3,11,24,689	2,92,26,605	2,64,05,747
	Total Liabilities (B)		3,18,40,414	2,99,22,365	2,81,93,714
	TOTAL - EQUITY AND LIABILITIES (A+B)		6,30,82,786	5,88,47,488	5,05,33,662
	See accompanying notes to the financial statements	1-34			
In terms of our report attached For Y. N. UPADHYAYA & CO. Chartered Accountants Firm Registration No. 111173W			For and on behalf of the Board of Directors		
Y. NARAYANA UPADHYAYA Proprietor Membership No. 19512			M. S. USGAONKAR Director (DIN 00358368)	ASHOK P ANVELKAR Director (DIN 02757226)	
			NITIN A. KUNKOLIENKAR Director (DIN 00005211)		
			SANJAY A. POY RAITURCAR Chairman & Managing Director (DIN 00358326)	BINITA S. POY RAITURCAR Director (DIN 00981788)	
Place : Panaji, Goa Date : 30/05/2018			Place : Nuvem, Goa Date : 30/05/2018		

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

Sr. No.	Particulars	Note Nos.	For the year ended	For the year ended
			31st March, 2018	31st March, 2017
			Rupees	Rupees
I	Revenue from operations	21	7,29,28,965	6,69,76,623
II	Other income	22	9,57,475	9,64,049
III	Total Income (I+II)		7,38,86,440	6,79,40,672
IV	Expenses:			
	(a) Cost of materials consumed	23	2,36,30,580	2,08,60,784
	(b) Purchases of Traded goods	24	1,55,22,751	1,52,16,955
	(c) Changes in inventories of finished goods, work-in-progress and stock- in-trade	25	(1,57,087)	4,96,039
	(d) Employee benefits expense	26	81,26,448	72,86,860
	(e) Finance costs	27	1,33,493	2,03,723
	(f) Depreciation and amortisation expense	4	14,25,224	13,31,010
	(g) Other expenses	28	2,17,42,879	1,86,95,574
	Total Expenses		7,04,24,288	6,40,90,945
V	Profit/ (Loss) Before Exceptional Items and Tax (III-IV)		34,62,152	38,49,727
VI	Exceptional items		-	-
VII	Profit/(Loss) before tax (V-VI)		34,62,152	38,49,727
VIII	Tax expense :			
	(a) Current tax		(6,08,500)	(6,09,284)
	(b) Less: MAT Credit		-	5,85,000
	(c) Deferred tax	6	(6,09,879)	(16,12,670)
IX	Net Profit/ (Loss) for the period (VII-VIII)		22,43,773	22,12,773
X	Other Comprehensive Income (OCI):			
	(i) Items that will not be reclassified to profit or loss:			
	(a) Remeasurement gains / (losses) on defined benefit		(28,551)	(1,28,078)
	(b) Change in Fair value of 'FVTOCI' Equity instruments		6,46,680	49,58,274
	(c) Income tax (expense)/credit relating to items that will not be reclassified to Profit or Loss		(63,222)	23,637
	(ii) Items that will be reclassified to Profit or Loss		-	-
	Total Other Comprehensive Income/(Loss) for the year (Net of Tax)		5,54,907	48,53,833
XI	Total Comprehensive Income / (Loss) for the period (IX+X)		27,98,680	70,66,606
XII	Paid- up Equity Share Capital (Face Value per Share Rs.10 each)		40,00,000	40,00,000
XIII	Earnings Per Equity share:(Face value of Rs.10 per share)			
	Basic & Diluted	31	5.61	5.53
In terms of our report attached For Y. N. UPADHYAYA & CO. Chartered Accountants Firm Registration No. 111173W		For and on behalf of the Board of Directors		
		M. S. USGAONKAR	ASHOK PANVELKAR	
		Director	Director	
		(DIN 00358368)	(DIN 02757226)	
Y. NARAYANA UPADHYAYA		NITIN A. KUNKOLIENKAR		
Proprietor		Director		
Membership No. 19512		(DIN 00005211)		
		SANJAY A. POY RAITURCAR	BINITA S. POY	
		Chairman & Managing Director	RAITURCAR	
		(DIN 00358326)	Director	
			(DIN 00981788)	
Place : Panaji, Goa		Place : Nuvem, Goa		
Date : 30/05/2018		Date : 30/05/2018		

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Rupees	Rupees
A. Cash Flows from Operating Activities		
Net Profit / (Loss) before Tax	34,62,152	38,49,727
Adjustments for:		
Depreciation	14,25,224	13,31,010
Interest Income	(1,37,872)	(1,39,785)
Interest Expense	1,33,493	2,03,723
Dividend Income	(5,45,389)	(4,03,993)
(Profit)/Loss on Sale of Assets	(89,272)	(1,31,441)
	7,86,184	8,59,514
Operating Profit / (Loss) before Working Capital Changes	42,48,336	47,09,241
Adjustments for working capital changes:		
(Increase)/Decrease in Trade Receivables	(8,36,960)	41,17,907
(Increase)/Decrease in Inventories	(7,24,086)	8,61,776
(Increase)/Decrease in Other non current assets	(5,000)	(5,000)
(Increase)/Decrease in Loans and Advances (current)	(3,68,636)	6,75,969
Increase/(Decrease) in Trade Payables	5,02,903	(6,59,077)
Increase/(Decrease) in Other financial liabilities (current)	9,07,221	16,59,912
Increase/(Decrease) in Non current Provisions	19,965	(1,98,571)
Adjustments in Other Comprehensive Income	3,11,566	(70,522)
Increase/(Decrease) in Current Provisions	41,809	3,971
Increase/(Decrease) in Other Current Liabilities	(42,146)	3,81,981
	(1,93,364)	67,68,346
Cash generated from Operations	40,54,972	1,14,77,587
Direct Taxes (Net)	(87,448)	4,40,197
Net Cash from/(used) in Operating Activities	39,67,524	1,19,17,784
B Cash Flows from Investing Activities		
Purchase of Fixed Assets	(22,25,408)	(53,09,294)
Sale of Fixed Assets	3,06,109	2,21,944
Investment in Equity instruments (purchased)/sold (net)	(24,86,888)	(77,53,812)
Other Bank Balances (net)	(1,66,671)	(73,416)
Interest Received	1,37,872	1,39,785
Dividend Received	5,45,389	4,03,993
Net Cash from/(used) in Investing Activities	(38,89,597)	(1,23,70,800)
C Cash Flows from Financing Activities		
Net change in Short Term Borrowings	5,92,266	13,32,478
Repayment of Long Term Borrowings	-	(8,93,636)
Interest Paid	(1,33,493)	(2,03,723)
Dividends and Corporate Dividend Tax Paid	(4,81,431)	(4,81,431)
Net Cash from/(used) in Financing Activities	(22,658)	(2,46,312)
Summary		
A Net Cash from/(used) Operating Activities	39,67,524	1,19,17,784
B Net Cash from/(used) in Investing Activities	(38,89,597)	(1,23,70,800)
C Net Cash from/(used) in Financing Activities	(22,658)	(2,46,312)

Net Increase (Decrease) in Cash and Cash Equivalents	55,269	(6,99,328)
Cash and Cash Equivalents at beginning of the year	2,41,987	9,41,315
Cash and Cash Equivalents at the end of the year	2,97,256	2,41,987
	55,269	(6,99,328)

Note: The above Cash Flow Statement has been prepared under the “Indirect Method set out in Indian Accounting Standard (Ind AS-7) “Statement of Cash Flows” prescribed under section 133 of the Companies Act, 2013

In terms of our report attached For Y. N. UPADHYAYA & CO. Chartered Accountants Firm Registration No. 111173W	For and on behalf of the Board of Directors	
	M. S. USGAONKAR Director (DIN 00358368)	ASHOK PANVELKAR Director (DIN 02757226)
Y. NARAYANA UPADHYAYA Proprietor Membership No. 19512	NITIN A. KUNKOLIENKAR Director (DIN 00005211)	
	SANJAY A. POY RAITURCAR Chairman & Managing Director (DIN 00358326)	BINITA S. POY RAITURCAR Director (DIN 00981788)
Place : Panaji, Goa Date : 30/05/2018	Place : Nuvem, Goa Date : 30/05/2018	

Statement of Changes in Equity:

A. Equity Share Capital							
	Amount						
Balance as at 1st April,2016	40,00,000						
Changes in equity share capital during the year	-						
Balance as at 31st March,2017	40,00,000						
Balance as at 1st April,2017	40,00,000						
Changes in equity share capital during the year	-						
Balance as at 31st March,2018	40,00,000						
B. Other Equity							
	Reserves and Surplus				Other Comprehensive Income		Total
	Securities Premium/ Forfeiture of shares	Patenting Scheme 2003 subsidy	General Reserve	Retained earnings	Equity Instruments through OCI	Remeasurement of Defined Benefit Plans	
Balance as at 1st April, 2016	4,250	1,74,060	85,06,195	1,61,09,107	(64,53,664)	-	1,83,39,948
Profit for the year	-	-	-	22,12,773			22,12,773
Other comprehensive income for the year, net of tax	-	-	-		49,48,931	(95,098)	48,53,833
Profit on sale of Investments, net of tax	-	-	-	48,217	(48,217)		-
Dividends (including Dividend Distribution Tax)	-	-	-	(4,81,431)			(4,81,431)
Balance as at 31st March, 2017	4,250	1,74,060	85,06,195	1,78,88,666	(15,52,950)	(95,098)	2,49,25,123
	Reserves and Surplus				Other Comprehensive Income		Total
	Securities Premium/ Forfeiture of shares	Patenting Scheme 2003 subsidy	General Reserve	Retained earnings	Equity Instruments through OCI	Remeasurement of Defined Benefit Plans	
Balance as at 1st April, 2017	4,250	1,74,060	85,06,195	1,78,88,666	(15,52,950)	(95,098)	2,49,25,123
Profit for the year	-		-	22,43,773			22,43,773
Other comprehensive income for the year, net of tax	-		-		5,76,106	(21,199)	5,54,907
Transfer to General Reserve	-		1,75,000	(1,75,000)			-
Profit on sale of Investments, net of tax				2,69,544	(2,69,544)		
Dividends (including Dividend Distribution Tax)	-		-	(4,81,431)			(4,81,431)
Balance as at 31st March, 2018	4,250	1,74,060	86,81,195	1,97,45,552	(12,46,388)	(1,16,297)	2,72,42,372
In terms of our report attached For Y. N. UPADHYAYA & CO. Chartered Accountants Firm Registration No. 111173W	For and on behalf of the Board of Directors						
			M. S. USGAONKAR Director (DIN 00358368)			ASHOK PANVELKAR Director (DIN 02757226)	
Y. NARA YANA UPADHYAYA Proprietor Membership No. 19512			NITIN A. KUNKOLIENKAR Director (DIN 00005211)				
			SANJAYA. POY RAITURCAR Chairman & Managing Director (DIN 00358326)			BINITA S. POY RAITURCAR Director (DIN 00981788)	
Place : Panaji, Goa Date : 30/05/2018			Place : Nuvem , Goa Date : 30/05/2018				

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2018**1. Corporate Information**

Govind Poy Oxygen Ltd is a company registered under Companies Act 1956. The shares of the company are listed with Bombay Stock Exchange (BSE). The Company is in the business of production and trading of Medical Oxygen, Industrial Oxygen, Argon, Nitrogen, Dissolved Acetylene, etc.

These financial statements, prepared in accordance with Ind AS as notified under the Companies (Indian Accounting Standards) Rules, 2015 read with section 133 of the Companies Act, 2013 (the "Act"), were approved by the board of directors and authorized for issue on 30th May, 2018

2. Significant accounting policies**a) Statement of compliance**

In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards (referred to as "Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from 1st April, 2017, with previous period numbers in the financial statements being restated to Ind AS. In accordance with Ind AS 101 First-time Adoption of Ind AS, the Company has presented a reconciliation from the presentation of financial statements under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP") to Ind AS, of Shareholder's equity as at 1st April, 2016 and 31st March, 2017 and of the comprehensive net income for the period ended 31st March, 2017.

b) Basis of preparation

These financial statements have been prepared on historical cost basis except for certain financial instruments measured at fair value. 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. These financial statements are presented in Indian Rupees (INR) and all values are rounded to nearest Rupees.

c) Use of estimates and judgments

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed at each balance sheet date. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods affected.

Key sources of estimation uncertainty at the date of the financial statements pertain to:

i. Useful lives of property, plant and equipment.

The Company reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods.

ii. Valuation of deferred tax assets

The Company reviews the carrying amount of deferred tax asset at the end of each reporting period. The policy for the same has been explained under note 2f.

iii. Provisions and contingencies (Refer Note 2e)

None of the above estimates present a significant risk of a material adjustment to the carrying amount of assets or liabilities within the next financial year.

d) **Revenue recognition**

1. Sale of Goods:

The Company recognizes revenues on the sale of products, net of discounts and sales incentives, when the products are delivered to the customer, which is when risks and rewards of ownership pass to the customer and no significant uncertainty as to measurability or collectability exists. Sale of products is presented net of GST.

2. Interest and dividends:

Interest income is recognised on accrual basis wherever reliability is not in doubt. Dividends are recognized at the time the right to receive payment is established.

3. Penalty for delayed return of cylinders and other services:

Income is considered to accrue on time basis in accordance with the contractual terms with customers.

e) **Provisions and contingencies**

A provision is recognized where the Company has a present obligation as a result of a past event, it is probable that an outflow of resources will be required to settle the obligation and in respect of which a reliable estimate can be made. Provisions are discounted to its present value (unless of short term duration) and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognized in the financial statements

f) **Income taxes**

Income tax expense comprises current and deferred taxes. Income tax expense is recognized in the income statement except when they relate to items that are recognized outside profit or loss, in which case tax is also recognized outside profit or loss (in other comprehensive income).

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961. Deferred tax is recognized, on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognized if there is reasonable certainty that there will be sufficient future taxable income to realize such assets.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

g) **Inventories**

Inventories are valued at lower of cost and net realizable value on first in first out basis. For this purpose cost of bought out inventories comprises the purchase cost of the items net of GST availed and the cost of bringing them to the factory. The cost of manufactured inventories comprises the direct cost of production plus appropriate overheads. The net realizable value of bought out inventories is their current replacement cost.

h) **Property, Plant and Equipment**

Property, plant and equipment are stated at cost of acquisition or construction less depreciation and impairment if any. All cost relating to the acquisition and installation of Property, plant and equipment are capitalized and include financing cost relating to borrowed funds attributable to construction or acquisition of fixed assets, upto the date the asset is ready for intended use.

Depreciation is provided on the Straight Line Method (SLM) over the estimated useful lives of the assets considering the nature, estimated usage, operating conditions, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support. Taking into account these factors, the Company has adopted estimated useful lives as under, which are different from those prescribed in Schedule II of the Act as under:

<u>Type of Asset</u>	<u>Estimated useful life</u>
• Factory Buildings	30 years
• Plant and Machinery	15 years
• Furniture and fixtures & Electrical Installation	10 years
• Vehicles	8 to 10 years
• Cylinder / Containers	20 years
• Office Equipments	3 to 5 years

i) **Impairment of assets**

Property, plant and equipment are evaluated for recoverability whenever there is any indication that their carrying amounts may exceed the amount recoverable through use or sale. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount and an impairment loss is recognized in the statement of profit or loss.

j) **Financial instruments: Classification, recognition/ de-recognition and measurement:**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial instruments are recognized on the balance sheet when the Company becomes a party to the contractual provisions of the instrument. Initially, a financial instrument is recognized at its fair value. Financial assets are derecognized only when the contractual rights to the cash flows from the asset expires or substantially all the risks and rewards of ownership of the asset are transferred to another entity. Financial liabilities are de-recognized when these are extinguished, that is when

the obligation is discharged, cancelled or has expired. Financial instruments are measured / re-measured according to the category in which they are classified.

Financial assets held at amortized cost:

Financial assets that have contractual terms that give rise on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding and that are held within a business model whose objective is to hold such assets in order to collect such contractual cash flows are classified in this category. Subsequently, these are measured at amortized cost using the effective interest method less any impairment losses. Expected credit loss is recognized for the entire dues from a customer as soon as the management review of receivables flags off a need for legal action or raises a significant doubt about recoverability.

These include trade receivables, balances with banks, short-term deposits with banks, other financial assets and investments with fixed or determinable payments.

Equity investments at fair value through other comprehensive income:

These include financial assets that are equity instruments and are irrevocably designated as such upon initial recognition. Subsequently, these are measured at fair value and changes therein are recognized directly in other comprehensive income, net of applicable income taxes.

Dividends from these equity investments are recognized in the Statement of Profit and Loss when the right to receive payment has been established. When the equity investment is derecognized, the cumulative gain or loss in equity is transferred to retained earnings from Other Comprehensive Income.

Equity instruments issued by the Company:

An equity instrument is any contract that evidences residual interests in the assets of the Company. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities:

Financial liabilities are recognized based on the underlying contractual terms and measured at amortized cost using the effective interest method.

k) **Employee benefits**

i. Defined benefits plans

Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employees. The plan provides for a lump-sum payment to vested employees at retirement/ termination or on death while in employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company funds its obligation in terms of its Group Gratuity cum Assurance Scheme with Life Insurance Corporation of India. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation, carried out as at the year end.

Re-measurement gains and losses

Re-measurement comprising actuarial gains and losses, the effect of the asset ceiling and the return on assets (excluding interest) relating to retirement benefit plans, are recognized directly

in other comprehensive income in the period in which they arise. Re-measurement recorded in other comprehensive income is not reclassified to income statement.

The measurement date of retirement plans is 31st March.

ii. Defined contribution plans

The company has defined contribution plans for employees comprising of Provident Fund and Employee's State Insurance. The contributions paid/payable to these plans during the year are charged to the statement of profit and loss for the year.

iii. Other long-term employee benefits Compensated absences

The Company provides for the encashment of leave or leave with pay subject to certain rules. The employees are entitled to accumulate leave subject to certain limits, for future encashment. The liability is provided based on the number of days of unutilized leave at each balance sheet date on the basis of an independent actuarial valuation, carried out as at the year end.

l) **Borrowing Cost**

Borrowing cost that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for the intended use. All other borrowing costs are recognized on accrual basis and charged to the statement of profit or loss.

m) **Segmental Reporting**

The company is engaged in the business of manufacturing and trading of gases in the domestic market only and hence has only a single reportable segment, in terms of Indian Accounting Standards 108. The board of directors assesses performance of the Company as Chief Operating Decision Maker. The reporting of entity level revenue, operating results, assets and liabilities as reflected in the financial statements, thus complies with the segment reporting requirement as the same is consistent with the internal reporting provided to the chief operating decision maker.

3. **Explanation to Transition to Ind AS**

The transition from previous GAAP to Ind AS was carried out as at 1st April 2016
Reconciliations between Previous GAAP and IND AS

Equity Reconciliation

(Rupees)

Particulars	Notes	As of 31st March, 2017	As of 1st April, 2016
Equity under Previous GAAP		2,56,28,563	2,62,44,527
Movement in fair value of financial instruments recognized in Other Comprehensive Income	1(a)	(15,62,289)	(64,53,664)
Provision for diminution under iGAAP reversed	1(b)	23,75,000	20,75,000
Proposed Dividend (including Dividend Distribution Tax)	2	4,81,431	4,81,431
Employee benefits re-measurement	3	(3,73,425)	3,22,236
Change in Depreciation method	4	14,49,776	-
Expected credit loss in receivables	5	(6,62,842)	(4,45,216)
Deferred tax adjustments		15,88,909	1,15,634
Equity under Ind AS		2,89,25,123	2,23,39,948

Note: Adjustments for 31st March, 2017 includes transitional adjustments of 1st April, 2016

Comprehensive Income Reconciliation		(Rupees)
Particulars	Notes	For the year ended 31st March, 2017
Profit before investment diminution and tax under Previous GAAP		32,75,696
Profit/ (loss) on equity investments measured at "Fair Value through OCI" option	1(a)	(57,558)
On account of remeasurements of net defined benefit liability	3	(6,00,561)
Change in depreciation method	4	14,49,776
Expected credit loss on receivables	5	(2,17,626)
Tax as per Ind AS- consequential changes		(16,36,954)
Profit under Ind AS		22,12,773
Other Comprehensive Income under Ind AS (net of tax)		48,53,833
Comprehensive Income under Ind AS		70,66,606

Notes to reconciliations between Previous GAAP and Ind AS

1. Investments

- a) Under Ind AS, investments in quoted equity instruments have been designated as “at Fair Value through Other Comprehensive Income (FVTOCI)”. Fair value movements are recognized directly in other comprehensive income on such investments, net of tax impact if any.
- b) Under Previous GAAP, investments as above were carried at cost less any impairment (diminution) that was other than temporary. Consequent to adoption of FVTOCI option such diminution provision has been reversed.

2. Dividends

Under previous GAAP, proposed dividend was recorded as a liability in the financial statements released for shareholders for approval at the Annual General Meeting. Whereas, under Ind AS, dividend paid to Shareholder is recognised as a liability when the obligation to pay is established under the relevant company law provisions.

3. Remeasurement gain/ (loss)

Under Previous GAAP, the entire change due to measurement of defined benefit obligation was recognised in the Statement of Profit and Loss. Whereas, under Ind AS, the actuarial gains and losses forming part of re-measurement of net defined liability/asset is recognised in Other Comprehensive Income.

4. Property Plant & Equipment (PPE)

The company has changed its method of depreciation from written down value to straight-line basis. The change in method has been applied from transition date i.e. 1st April, 2016.

5. Expected credit loss

Expected loss is recognized for the dues from a customer as soon as the management review of receivables flags off a need for legal action or raises a significant doubt about recoverability.

4. Property, Plant and Equipment (Figures in Rupees)

Property, Plant and Equipment	Freehold Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Cylinders	Office Equipment	Electrical Installation	Total
Cost as at 1st April, 2016 (Refer Note 2 below)	1,48,915	22,60,635	2,77,69,636	18,18,556	1,30,59,822	5,85,86,870	30,53,403	3,61,475	10,70,59,312
Accumulated depreciation as at 1st April, 2016	-	18,31,096	2,25,33,977	12,81,926	1,18,60,195	5,22,57,545	27,59,608	2,57,096	9,27,81,443
Net carrying amount as at 31st March, 2016	1,48,915	4,29,539	52,35,659	5,36,630	11,99,627	63,29,325	2,93,795	1,04,379	1,42,77,869
Cost as at 1st April, 2016	1,48,915	22,60,635	2,77,69,636	18,18,556	1,30,59,822	5,85,86,870	30,53,403	3,61,475	10,70,59,312
Additions	-	-	54,935	1,18,700	-	46,82,090	78,000	-	49,33,725
Deductions	-	-	-	-	6,95,913	1,19,114	-	-	8,15,027
Cost as at 31st March, 2017	1,48,915	22,60,635	2,78,24,571	19,37,256	1,23,63,909	6,31,49,846	31,31,403	3,61,475	11,11,78,010
Accumulated depreciation as at 1st April, 2016	-	18,31,096	2,25,33,977	12,81,926	1,18,60,195	5,22,57,545	27,59,608	2,57,096	9,27,81,443
Depreciation for the year	-	16,197	4,66,622	87,687	3,16,672	3,52,450	73,930	17,452	13,31,010
Deductions	-	-	-	-	6,46,626	77,900	-	-	7,24,526
Accumulated depreciation as at 31st March, 2017	-	18,47,293	2,30,00,599	13,69,613	1,15,30,241	5,25,32,095	28,33,538	2,74,548	9,33,87,927
Net carrying amount as at 31st March, 2017	1,48,915	4,13,342	48,23,972	5,67,643	8,33,668	1,06,17,751	2,97,865	86,927	1,77,90,083
Cost as at 1st April, 2017	1,48,915	22,60,635	2,78,24,571	19,37,256	1,23,63,909	6,31,49,846	31,31,403	3,61,475	11,11,78,010
Additions	-	-	-	21,500	-	22,03,908	-	-	22,25,408
Deductions	-	-	1,52,758	-	-	64,836	-	-	2,17,594
Cost as at 31st March, 2018	1,48,915	22,60,635	2,76,71,813	19,58,756	1,23,63,909	6,52,88,918	31,31,403	3,61,475	11,31,85,824
Accumulated depreciation as at 1st April, 2017	-	18,47,293	2,30,00,599	13,69,613	1,15,30,241	5,25,32,095	28,33,538	2,74,548	9,33,87,927
Depreciation for the year	-	16,163	4,51,822	92,482	2,35,491	5,35,334	79,502	14,430	14,25,224
Deductions	-	-	56,856	-	-	41,916	-	-	98,772
Accumulated depreciation as at 31st March, 2018	-	18,63,456	2,33,95,565	14,62,095	1,17,65,732	5,30,25,513	29,13,040	2,88,978	9,47,14,379
Net carrying amount as at 31st March, 2018	1,48,915	3,97,179	42,76,248	4,96,661	5,98,177	1,22,63,405	2,18,363	72,497	1,84,71,445

Note:

- 1) The factory and ancillary buildings stand on a freehold plot of land of approx 24000 sq metres which falls in industrial zone. The portion occupied by buildings / roads for extent business is not insignificant. The land was acquired for and continues to be held for industrial use and not for earning rentals or capital appreciation. For the purpose of application of Ind AS 40, no part of the land is therefore considered as investment property.
- 2) The company has opted for treating carrying values under the previous Gaap (IGAAP) as the deemed cost on the date of transition as permitted by Ind AS 101.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March, 2018 Rupees	As at 31st March, 2017 Rupees	As at 1st April, 2016 Rupees
5) INVESTMENTS			
Non-current			
Investments designated at fair value through OCI			
(a) <u>Investments in Equity Instruments (Quoted)</u>			
Coal India Ltd.	2,83,300	6,73,095	6,71,485
Cochin Minerals	-	-	15,968
Gujarat Gas Ltd.	5,62,410	5,18,906	-
Gujarat State Petronet Ltd.	49,27,000	41,50,550	18,42,100
ICICI Prudential Life Insurance	-	7,64,800	-
Indian Oil Corporation Ltd.	17,66,000	8,51,510	-
Indian Hotels Ltd.	71,170	25,380	-
Kingfisher Airline Ltd.	-	-	-
Mahanagar Gas Ltd.	55,84,472	29,10,050	-
Manganese Ore India Ltd.	23,47,800	18,82,500	13,06,200
MMTC Ltd.	-	9,54,030	5,76,730
M. R. P. Ltd.	46,13,700	34,51,086	21,80,996
N.M.D.C. Ltd.	33,19,400	37,12,425	27,33,416
Parag Milk Foods Ltd.	14,97,600	13,68,300	-
The Fertilisers and Chemicals Travancore Ltd.	5,66,100	8,38,240	4,29,195
Unichem Laboratories Ltd.	-	4,16,222	-
Vikas WSP Ltd.	-	9,830	6,120
VRL Logistics Ltd.	-	2,18,575	73,760
Western India Shipyard Ltd.	-	-	2,55,000
Total	2,55,38,952	2,27,45,499	1,00,90,970
Note:			
1) With a view to recognise the disposable assets at fair value while insulating the operating results from the volatility of fair value changes the management has designated these investments in quoted equity shares at Fair Value through OCI.			
2) Company is holding 100000 shares of Kingfisher Airline Ltd. and 100000 shares of Western India Shipyard Ltd.			

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March, 2018 Rupees	As at 31st March, 2017 Rupees	As at 1st April, 2016 Rupees	
6) Deferred Tax Asset				
(a) Deferred Tax Asset				
Assets:				
(i) Defined Benefit Obligations (Provision for gratuity)	2,38,564	2,22,658	3,27,321	
(ii) Provision for doubtful debts	3,01,246	2,34,508	1,37,572	
(iii) C/f Depreciation loss	21,47,923	24,48,182	35,54,230	
	26,87,733	29,05,348	40,19,123	
Liabilities:				
(i) Differences in tax and books written down values of Property, Plant and Equipment and Intangible Assets	(16,06,677)	(11,51,191)	(6,75,933)	
	(16,06,677)	(11,51,191)	(6,75,933)	
Net Deferred Tax Asset	Total	17,54,157	33,43,190	
	10,81,056			
(b) Movement in deferred tax Assets (net) for the year ended 31st March, 2018				
	Opening balance as at 1st April, 2017	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance as at 31st March, 2018
Tax effect of items constituting Deferred Tax Assets				
Defined Benefit Obligations (Provision for gratuity & compensated absences)	2,22,658	8,554	7,352	2,38,564
Provision for doubtful debts	2,34,508	66,738	-	3,01,246
C/f Depreciation loss	24,48,182	(3,00,259)	-	21,47,923
	29,05,348	(2,24,967)	7,352	26,87,733
Tax effect of items constituting Deferred Tax Liabilities				
Differences in tax and books written down values of Property, Plant and Equipment and Intangible Assets	(11,51,191)	(4,55,486)	-	(16,06,677)
	(11,51,191)	(4,55,486)	-	(16,06,677)
Tax adjustment in respect of FVTOCI investments sold	-	70,574	(70,574)	-
	17,54,157	(6,09,879)	(63,222)	10,81,056
(c) Movement in deferred tax Assets (net) for the year ended 31st March, 2017				
	Opening balance as at 1st April, 2016	Recognised in profit or loss	Recognised in other comprehensive income	Closing balance as at 31st March, 2017
Tax effect of items constituting Deferred Tax Assets				
Defined Benefit Obligations (Provision for gratuity & compensated absences)	3,27,321	(1,37,643)	32,980	2,22,658
Provision for doubtful debts	1,37,572	96,936	-	2,34,508
C/f Depreciation loss	35,54,230	(11,06,048)	-	24,48,182
	40,19,123	(11,46,755)	32,980	29,05,348
Tax effect of items constituting Deferred Tax Liabilities				
Differences in tax and books written down values of Property, Plant and Equipment and Intangible Assets	(6,75,933)	(4,75,258)	-	(11,51,191)
	(6,75,933)	(4,75,258)	-	(11,51,191)
Tax adjustment in respect of FVTOCI investments sold	-	9,343	(9,343)	-
	33,43,190	(16,12,670)	23,637	17,54,157

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March, 2018 Rupees	As at 31st March, 2017 Rupees	As at 1st April, 2016 Rupees
7) OTHER NON CURRENT ASSETS:			
(Unsecured, Considered good)			
(a) Security Deposits	5,12,464	5,07,466	10,87,466
(b) MAT Credit Entitlement	5,85,000	5,85,000	-
Total	10,97,464	10,92,466	10,87,466
8) INVENTORIES			
(a) Manufactured & Traded goods	14,18,685	12,61,598	17,57,637
(b) Raw materials	14,97,992	9,38,745	12,31,032
(c) Stores & Spares	4,84,302	4,76,550	5,50,000
(d) Sundry materials	1,069	1,069	1,069
Total	34,02,048	26,77,962	35,39,738
9) TRADE RECEIVABLES			
Unsecured			
Considered good	99,46,513	91,09,553	1,32,27,460
Considered doubtful	11,69,888	9,10,712	4,45,216
	1,11,16,401	1,00,20,265	1,36,72,676
Less: Provision for doubtful trade receivables	11,69,888	9,10,712	4,45,216
Total	99,46,513	91,09,553	1,32,27,460
10) CASH AND CASH EQUIVALENTS			
(a) Cash on hand	51,880	51,532	55,219
(b) Balances with banks - In Current Accounts	2,45,376	1,90,455	8,86,096
Total	2,97,256	2,41,987	9,41,315
11) BANK BALANCES (OTHER THAN CASH AND CASH EQUIVALENTS)			
(a) Deposits with original maturity of more than 3 months	16,55,763	14,73,907	14,16,456
(b) Earmarked balances (Unpaid dividend account)	18,210	33,395	17,430
Total	16,73,973	15,07,302	14,33,886
12) LOANS AND ADVANCES			
(a) Advances recoverable in cash or in kind or for value to be received	4,52,222	3,63,269	12,60,951
(b) Income Tax (NET) (for the earlier Assessment years)	(2,74,030)	3,50,991	7,13,880
(c) Balances with Central Excise, VAT and GST	3,61,332	2,88,150	3,99,937
(d) Deposits	6,50,000	4,43,500	1,10,000
Total	11,89,524	14,45,910	24,84,768

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March, 2018 Rupees	As at 31st March, 2017 Rupees	As at 1st April, 2016 Rupees
13) EQUITY SHARE CAPITAL			
Authorised:			
5,00,000 Equity shares of Rs. 10/- each	50,00,000	50,00,000	50,00,000
Total	50,00,000	50,00,000	50,00,000
Issued:			
4,00,000 Equity shares of Rs. 10/- each	40,00,000	40,00,000	40,00,000
Subscribed and fully paid-up :			
4,00,000 Equity shares of Rs. 10/- each	40,00,000	40,00,000	40,00,000
Total	40,00,000	40,00,000	40,00,000
Notes:			
(1) Par value per share	Rs. 10/-	Rs. 10/-	Rs. 10/-
(2) Reconciliation of number of shares outstanding :			
(i) Ordinary Equity shares	Numbers	Numbers	Numbers
Number of shares as at the beginning of the year	4,00,000	4,00,000	4,00,000
Number of shares as at closing of the year	4,00,000	4,00,000	4,00,000
(3) Terms and rights attached			
(i) Equity Shares			
Each holder of equity shares is entitled to one vote per share.			
In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.			
(4) Shares in the Company held by each shareholder holding more than 5 percent shares	Numbers	Numbers	Numbers
(a) Bank of India	27,650	27,650	27,650
(b) Indian Overseas Bank	29,150	29,150	29,150
(c) Sanjay Atchut Poy Raiturcar	2,25,055	2,23,635	2,23,235
14) OTHER EQUITY*:			
*Refer Statement of Changes in Equity			
15) BORROWINGS:			
Non-current			
Secured			
(a) Term Loans			
(i) From Banks	-	-	8,93,636
Total	-	-	8,93,636
Note:			
The term loan is secured collaterally by equitable mortgage of factory land and building and hypothecation of plant and machinery and other fixed/movable assets of Arlem unit. Further the above loans are personally guaranteed by Managing Director and a Director.			

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March, 2018 Rupees	As at 31st March, 2017 Rupees	As at 1st April, 2016 Rupees
(contd.....)			
Current Secured			
(a) Loans repayable on demand			
(i) From banks (Cash Credit Accounts)	19,24,744	13,32,478	-
Total	19,24,744	13,32,478	-
Note:			
Loans from Banks on Cash Credit Accounts are Secured by hypothecation of finished products, raw materials, stores, spares and book debts.			
16) PROVISIONS:			
Non-current			
(a) Provision for employee benefits			
i Provision for Compensated absences	2,43,992	2,13,460	2,12,507
ii Provision for Gratuity	4,71,733	4,82,300	6,81,824
Total	7,15,725	6,95,760	8,94,331
Current			
(a) Provision for employee benefits			
i Provision for Compensated absences	2,10,739	1,68,930	1,64,959
Total	2,10,739	1,68,930	1,64,959
17) TRADE PAYABLES			
(a) Outstanding due of Micro, Small and Medium Enterprises	89,824	-	-
(b) Outstanding due of Creditors other than Micro, Small and Medium Enterprises	24,85,433	20,72,354	27,31,430
Total	25,75,257	20,72,354	27,31,430
Note:			
There are no overdues and interest payable to MSM Enterprises during the year and there are no such outstanding dues as at the year end.			
18) OTHER FINANCIAL LIABILITIES			
(a) Security deposits received (against fixed Assets (Cylinders))	2,32,92,132	2,24,71,240	2,06,64,191
(b) Creditors for expenses	16,09,654	15,23,043	12,32,833
(c) Unpaid dividends	1,87,579	1,87,861	1,76,469
(d) Current maturities of long term debt	-	-	4,48,739
Total	2,50,89,365	2,41,82,144	2,25,22,232
19) OTHER CURRENT LIABILITIES:			
(a) Advance from customers	8,10,242	6,32,662	3,26,516
(b) Other payables			
(i) Statutory dues	4,39,167	6,58,893	5,83,058
Total	12,49,409	12,91,555	9,09,574
20) CURRENT TAX LIABILITIES (NET)			
i Provision for Income tax	7,10,000	5,85,000	5,85,000
Less: Advance payment of tax	6,34,825	4,05,856	5,07,448
Total	75,175	1,79,144	77,552

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Rupees	As at 31st March, 2018 Rupees	As at 31st March, 2017 Rupees
21) REVENUE FROM OPERATIONS			
(a) Sale of products (net of GST but including excise duty)		7,12,43,315	6,88,50,005
Less: Excise duty		12,02,777	44,20,077
Net		7,00,40,538	6,44,29,928
(b) Other operating revenue			
(i) Penalty for delayed return of cylinders and service charges	4,06,344		5,99,210
(ii) Freight Receipts	21,82,083		16,47,485
(iii) Machinery Hire Receipts	3,00,000		3,00,000
Total		28,88,427	25,46,695
		7,29,28,965	6,69,76,623
22) OTHER INCOME			
(a) Interest income			
(i) on bank deposits	1,37,872		1,39,785
(ii) other	45,292		2,97,407
(b) Dividend on financial instruments designated as FVTOCI		1,83,164	4,37,192
(c) Other non-operating income		5,45,389	4,03,993
(d) Profit on sale of assets		1,39,650	-
Total		89,272	1,22,864
		9,57,475	9,64,049
23) COST OF MATERIALS CONSUMED			
Details of materials consumed			
(i) Raw Material		1,05,59,150	87,25,162
(ii) Liquefied Gases		1,29,56,040	1,20,04,204
(iii) Other Gases		1,15,390	1,31,418
Total		2,36,30,580	2,08,60,784
24) PURCHASE OF TRADED GOODS			
(a) Traded Goods - Industrial & Medical Gases		1,47,85,251	1,47,37,437
(b) Cylinders, Valves, etc		7,37,500	4,79,518
Total		1,55,22,751	1,52,16,955
25) CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK IN TRADE			
Opening stock			
Finished Goods	4,09,568		8,74,760
Stock-in-Trade	8,52,030		8,82,877
	12,61,598		17,57,637
Closing stock			
Finished Goods	4,19,298		4,09,568
Stock-in-Trade	9,99,387		8,52,030
Total	14,18,685	(1,57,087)	12,61,598
			4,96,039
<u>Note:</u>			
Details of Closing Inventories is as under			
<u>Finished Goods</u>			
(i) Manufactured Goods - Industrial & Medical Gases		4,19,298	4,09,568
<u>Stock-in-Trade</u>			
(i) Traded Goods - Industrial & Medical Gases		6,34,516	6,74,728
(ii) Cylinders, Valves, etc		3,64,871	1,77,302

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	Rupees	As at 31st March, 2018 Rupees	As at 31st March, 2017 Rupees
26) EMPLOYEE BENEFIT EXPENSE			
(a) Salaries and Wages		72,25,505	63,64,225
(b) Contribution to provident and other funds (Refer note 30)		7,90,572	8,00,114
(c) Workmen and Staff Welfare Expenses		1,10,371	1,22,521
Total		81,26,448	72,86,860
27) FINANCE COST			
(a) Interest expense on			
(i) Cash Credit accounts with bank		1,33,493	2,03,723
		1,33,493	2,03,723
28) OTHER EXPENSES			
(a) Consumption of stores, spare & consumables		22,332	-
(b) Power, Fuel & Water		9,43,463	9,15,911
(c) Production Expenses		89,476	3,55,367
(d) Contract Wages		23,94,093	14,70,982
(e) Repairs and maintenance:			
- buildings	8,45,069		7,78,023
- machinery	9,47,241		9,93,737
- others	72,13,229		61,73,269
		90,05,539	79,45,029
(f) Rent (Refer note 33)		4,32,000	4,32,000
(g) Insurance		3,36,255	3,36,807
(h) Licence, fees and taxes		3,43,383	2,67,313
(i) Travelling Expenses		12,71,788	5,68,972
(j) Security Charges		10,74,000	10,53,000
(k) Packing, freight and forwarding expenses		28,37,360	21,00,788
(l) Auditors Remuneration - (see note No 30)		1,75,000	1,70,000
(m) Legal & Other Professional charges		6,29,744	5,10,611
(n) Miscellaneous expenses		21,88,446	25,68,794
Total		2,17,42,879	1,86,95,574

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

	As at 31st March, 2018 Rupees	As at 31st March, 2017 Rupees
29) Contingent liabilities not provided for:		
(a) Guarantees issued by the bank on behalf of the Company	11,85,000	11,85,000
(b) Disputed Excise Duty demands is in appeal before Supreme Court	6,70,488	6,70,488
Total	18,55,488	18,55,488
30) Payment to Auditors:		
(i) for audit	80,000	80,000
(ii) for other Services	95,000	90,000
Total	1,75,000	1,70,000
31) Earnings per share (EPS)		
Earnings per share (EPS) is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year as under:-		
Profit for the period from continuing operations.	22,43,773	22,12,773
Weighted average number of shares outstanding during the year	4,00,000	4,00,000
Basic and Diluted EPS (Rupees)	5.61	5.53
Nominal value per share (Rupees)	10	10
32) Employee Benefits (Insurer managed fund)		
A The disclosure as required under Ind AS-19 regarding the Company's defined benefit plans is as follows :		
(i) Investment Risk:		
The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds. Currently, the gratuity liability is funded with Life Insurance Corporation of India which follows a regulated pattern of investment.		
(ii) Interest Risk:		
A decrease in the bond interest rate will increase the plan liability; however this will be partially offset by an increase in the return on the plan's debt investments.		
(iii) Longevity risk:		
The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.		

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(iv) **Salary risk:**

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

I. Reconciliation of opening and closing balances of Defined Benefit Obligation

	Current Year Gratuity (Funded)	Previous Year Gratuity (Funded)
Defined Benefit obligation at beginning of the year	29,92,198	26,29,331
Current Service Cost	1,51,423	1,48,208
Interest Cost	2,02,843	1,87,373
Actuarial (gain) / loss	5,935	1,20,194
Benefits paid	(2,26,948)	(92,908)
Defined Benefit obligation at year end	31,25,451	29,92,198

II. Reconciliation of opening and closing balances of fair value of plan assets

	Gratuity (Funded)	Gratuity (Funded)
Fair value of plan assets at beginning of the year	25,09,898	19,47,507
Expected return on plan assets		
Interest on plan assets	1,93,384	1,62,320
Actuarial gain/(loss)	(22,616)	(7,884)
Employer contribution	2,00,000	5,00,863
Benefits paid	(2,26,948)	(92,908)
Fair value of plan assets at year end	26,53,718	25,09,898

III. Reconciliation of fair value of assets and obligations

	Gratuity (Funded)	Gratuity (Funded)
Present value of obligation as at 31st March, 2018	31,25,451	29,92,198
Fair value of plan assets as at 31st March, 2018	26,53,718	25,09,898
Amount recognized in Balance Sheet	(4,71,733)	(4,82,300)

IV. Expense recognized during the year (Under the head "Employee benefits expense" - Refer Note 26)

	Gratuity (Funded)	Gratuity (Funded)
Current Service Cost	1,48,208	1,51,423
Interest Cost	25,053	9,459
Expected return on plan assets	-	-
Actuarial (gain) / loss	28,551	1,28,078
Net Cost	2,01,812	2,88,960

V. Actuarial assumptions -Gratuity (funded)

	Current Year	Previous Year
Discount rate/ Expected rate of return on plan assets (per annum)	7.50 %	7.15%
Salary escalation	7.00 %	6.00%
Remaining years of service	8.50	7.20

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

VI. The amounts of present value of the obligation, fair value of the plan assets, surplus or deficit in the plan, experience adjustments arising on plan liabilities and plan assets for the current annual period and previous annual period are as under:-

	2017-18	2016-17
Gratuity		
Present Value of Defined Benefit Obligation	31,25,451	29,92,198
Fair value of the Plan assets	26,53,718	25,09,898
Surplus or (Deficit) in the Plan	(4,71,733)	(4,82,300)
Experience Adjustment		
- On Plan liability (gain) / loss	5,935	1,20,194

VII. The assumptions of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment.

The Management of funds is entrusted with Life Insurance Corporation of India.

The investment of funds are made by Life Insurance Corporation of India as per its standard investment policy.

Sensitivity Analysis

Gratuity (Defined Benefit Obligation) is less sensitive to demographic assumptions. Discount rate and salary escalation rates are the two variables to which the estimate is particularly sensitive to. The impact on Defined Benefit Obligation (DBO) of 50 basis points (bps) change in these variables is summarised below:-

Particulars	2017-18	2016-17
	Change in DBO	
50 bps increase in discount rate	(66,885)	(68,821)
50 bps decrease in discount rate	69,385	71,813
50 bps increase in salary escalation rate	69,385	72,112
50 bps decrease in salary escalation rate	(67,197)	(69,718)

The Sensitivity analysis presented above have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the method and assumptions used in preparing the sensitivity analysis.

B The disclosure as required under IndAS-19 regarding the Company's defined contribution plans is as follows :

I. Contributions are made to recognized Provident Fund trust established by the Company and Family Pension Fund which covers eligible employees of the company. Employees and the Company make monthly contributions at a specified percentage of the covered employees salary (currently 12% of the employee's salary). The contribution as specified under the law are paid to the Regional Provident Fund Commissioner. Contribution towards Pension Fund is paid to the Regional Provident Fund Commissioner at specified percentage of the covered employee's salary on the monthly basis. Amount recognised as expense in respect of these defined contribution plans, aggregate to Rs 6,28,520/- (Previous Year Rs 5,99,722/-)

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

33) Related Party Disclosures

A Related parties and nature of relationship

i) Key Management Personnel

- Shri Sanjay A. Poy Raiturcar - Managing Director (CEO)
- Shri Manohar S. Usgaonkar - Director
- Shri Ashok Panvelkar - Director
- Shri Nitin A. Kunkolienkar - Director
- Mrs Binita S. Poy Raiturcar - Director
- Shri Sudin M. Usgaonkar - Director

ii) Enterprises over which persons in (i) above are able to exercise significant influence:

- Nasik Oxygen Co. Pvt. Ltd.
- Fabrica de Gas Carbonico Pvt. Ltd.
- Nalanda Agencies Pvt. Ltd.
- Venkatesh Automobiles

B Description of Transactions

Nature of transaction	Key Management Personnel		Enterprises where significant influence exists	
	2017-18 Rupees	2016-17 Rupees	2017-18 Rupees	2016-17 Rupees
EXPENDITURE				
Salary & Contribution to PF	21,49,668	16,97,089	-	-
Rent of office premises	1,92,000	1,92,000	36,000	36,000
Directors sitting fees	42,000	38,000	-	-
Travelling and Conveyance	4,20,644	2,12,656	-	-
Purchase of Materials	-	-	71,49,387	58,13,542
Purchase of Assets	-	-	-	-
<i>Repairs & Maintenance:-</i>				
Plant & Machinery	-	-	1,23,625	1,36,747
Others	-	-	-	-
Freight	-	-	30,63,850	18,41,180
Contract Wages	-	-	27,42,416	15,33,286
Penalty on delayed return of cylinders			-	1,72,800
INCOME				
Supply of materials	-	-	2,89,095	25,626
Interest	-	-	-	2,65,479
Machinery Hire Receipts	-	-	3,51,750	3,45,000
TRADE RECEIVABLES / (PAYABLES)				
Fabrica De Gas Carbonico Pvt. Ltd.	-	-	(6,72,157)	(1,90,317)
Nalanda Agencies Pvt. Ltd.	-	-	1,41,734	1,38,194
Nasik Oxygen Co. Pvt. Ltd.	-	-	5,02,433	(3,45,017)
Venkatesh Automobiles	-	-	(3,27,898)	1,64,508
DEPOSITS				
Nasik Oxygen Co. Pvt. Ltd.	-	-	6,00,000	-

34) Financial Instruments**(i) Capital management**

The Company manages its capital to ensure that it will be able to continue as a going concern while generating a fair return to shareholders through optimum combination of debt and equity. The Company is not subject to any externally imposed capital requirements.

(ii) Categories of financial instruments

Financial Assets	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<u>Measured at amortised cost*</u>			
(a) Cash and bank balances	19,71,229	17,49,289	23,75,201
(b) Trade receivables	99,46,513	91,09,553	1,32,27,460
(c) Loans and advances	11,89,524	14,45,910	24,84,768
(d) Other financial assets at amortised cost	-	-	-
	1,31,07,266	1,23,04,752	1,80,87,429
<u>Measured at Fair value through Other Comprehensive Income</u>			
(a) Investments	2,55,38,952	2,27,45,499	1,00,90,970
	2,55,38,952	2,27,45,499	1,00,90,970
	3,86,46,218	3,50,50,251	2,81,78,399

Financial Liabilities	As at 31st March, 2018	As at 31st March, 2017	As at 1st April, 2016
<u>Measured at amortised cost*</u>			
(a) Borrowings	19,24,744	13,32,478	8,93,636
(b) Trade payables	25,75,257	20,72,354	27,31,430
(c) Deposits received	2,32,92,132	2,24,71,240	2,06,64,191
(d) Other financial liabilities at amortised cost	17,97,233	17,10,904	18,58,041
	2,95,89,366	2,75,86,976	2,61,47,298

* These financial assets and liabilities are not measured at fair value but carrying amount approximates fair value.

(iii) Market Risk

The Company's activities does not expose it to the financial risks of changes in foreign currency exchange rates. Interest rate changes impacts the company in respect of borrowing cost for working capital which can largely be passed on to the customers in pricing. The residual risk is not considered to be significant.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(contd.....)

(iv) Credit risk management

Credit risk refers to the risk that a counterparty may default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of avoiding concentration risks and only dealing with creditworthy counterparties, as a means of mitigating the risk of financial loss from defaults.

(v) Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the management team led by the CEO/Managing Director. The Company manages liquidity risk by maintaining adequate net working capital, arranging for working capital facilities in line with the forecast and regularly monitoring cash flows and investments.

Liquidity risk tables

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Company can be required to pay.

The table below provides details regarding the contractual maturities of financial liabilities as at 31/03/2018.

Particulars	Carrying amount	Due in 1st year
Financial Liabilities		
(a) Borrowings	19,24,744	19,24,744
(b) Trade payables	25,75,257	25,75,257
(c) Deposits received**	2,32,92,132	2,32,92,132
(d) Other financial liabilities at amortised cost	17,97,233	17,97,233

The table below provides details regarding the contractual maturities of financial liabilities as at 31/03/2017.

Particulars	Carrying amount	Due in 1st year
Financial Liabilities		
(a) Borrowings	13,32,478	13,32,478
(b) Trade payables	20,72,354	20,72,354
(c) Deposits received**	2,24,71,240	2,24,71,240
(d) Other financial liabilities	17,10,904	17,10,904

The table below provides details regarding the contractual maturities of financial liabilities as at 01/04/2016.

Particulars	Carrying Amount	Due in 1st year	Due in 2nd year
Financial Liabilities			
(a) Borrowings	8,93,636	-	8,93,636
(b) Trade payables	27,31,430	27,31,430	-
(c) Deposits received**	2,06,64,191	2,06,64,191	-
(d) Other financial liabilities at amortised cost	18,58,041	18,58,041	-

** As the deposits are in respect of cylinders given to regular customers, the company expects only a fraction of the deposits falling due for repayment in the short term. The same are classified as 'Current' since the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting period. This is in compliance with Schedule III of Companies Act, 2013 and Ind AS 1 Presentation of Financial Statements.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS

(contd.....)			
(vi) Financing facilities			
Particulars	31st March, 2018	31st March, 2017	1st April, 2016
Secured credit facility, reviewed annually and payable at call (refer note - (i)):			
- amount used	19,24,744	13,32,478	-
- amount unused	65,75,256	71,67,522	85,00,000
Note (i) - Credit facility includes Cash Credit.			
In terms of our report attached For Y. N. UPADHYAYA & CO. Chartered Accountants Firm Registration No. 111173W		For and on behalf of the Board of Directors	
		M. S. USGAONKAR Director (DIN 00358368)	ASHOK PANVELKAR Director (DIN 02757226)
Y. NARAYANA UPADHYAYA Proprietor Membership No. 19512		NITIN A. KUNKOLIENKAR Director (DIN 00005211)	
		SANJAY A. POYRAITURCAR Chairman & Managing Director (DIN 00358326)	BINITA S. POYRAITURCAR Director (DIN 00981788)
Place : Panaji, Goa Date : 30/05/2018		Place : Nuvem, Goa Date : 30/05/2018	

THOSE MEMBERS WHO HAVE SO FAR NOT ENCASHED THEIR DIVIDEND WARRANTS FOR THE YEARS 2010-11, 2011-12, 2012-13, 2013-14, 2014-15 2015-16 & 2016-17 MAY IMMEDIATELY APPROACH THE COMPANY WITH THEIR DIVIDEND WARRANTS FOR REVALIDATION.

GOVIND POY OXYGEN LIMITED

Registered Office: Fabrica de Gas Carbonico, N.H. - 17, Nuvem, Salcete,Goa – 403713
 CIN: L40200GA1972PLC000144

Form No. MGT-11
FORM OF PROXY

Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014.

Venue of the meeting: Fabrica De Gas Carbonico, N.H. 17, Nuvem, Salcete, Goa 403713
 Date & Time: 28th September, 2018 at 11.30 a.m.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name of the Member(s)	
Registered Address	
Email ID	
Folio No. / Client ID*	
DP ID*	

*Applicable for investors holding shares in Electronic form.

I/We _____ of _____ being a member/members of Govind Poy Oxygen Limited hereby appoint the following as my/our Proxy to attend vote (for me/us and on my/our behalf at the 46th Annual General Meeting of the Company to be held on 28th September, 2018 at 11.30 am and at any adjournment thereof) in respect of such resolutions as are indicated below::

- Name: _____
 Address: _____
 E-Mail ID: _____ or failing him;
- Name: _____
 Address: _____
 E-Mail ID: _____ or failing him;
- Name: _____
 Address: _____
 E-Mail ID: _____

I/We direct my/our Proxy to vote on the Resolutions in the manner as indicated below:

Sl. No.	Resolution	Number of shares held	For	Against
Ordinary Business				
1.	Adoption of audited Financial Statements for the financial year ended 31st March, 2018 and reports of the Board of Directors and the Auditors thereon.			
2.	Approval of final Dividend for 2017-18			
3.	Re-appointment of Shri Ashok P. Panvelkar, who retires by rotation.			
4.	Re-appointment of Smt Binita S. Poy Raiturcar, who retires by rotation.			
5.	Re-appointment of M/s Y. N. Upadhaya & Co., Chartered Accountants, as Auditors			

Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box.

Signed this _____ day of _____, 2018.

Signature (s) of Member(s)

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the company not less than FORTY EIGHT HOURS before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The form of Proxy confers authority to demand or join in demanding a poll.
5. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
6. In case a member wishes his/her votes to be used differently, he/she should indicate the number of shares under the columns "For" or "Against" as appropriate.

**Form No. SH-13
Nomination Form**

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19 (1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
Govind Poy Oxygen Limited,
Fabrica de Gas Carbonico,
N.H. - 17, Nuvem,
Salcete,Goa – 403713.

I/We _____
the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/ our death:

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made):

Nature of securities	Folio No.	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S:

(a) Name	:	
(b) Date of Birth	:	
(c) Father’s/Mother’s/Spouse’s name	:	
(d) Occupation	:	
(e) Nationality	:	
(f) Address	:	
(g) E-mail id	:	
(h) Relationship with the security holder	:	

(3) IN CASE NOMINEE IS A MINOR :

(a) Date of Birth	:	
(b) Date of attaining majority	:	
(c) Name of guardian	:	
(d) Address of guardian	:	

Name	:	
Address	:	
Name of the Security Holder(s)	:	
Signature	:	
Witness with name and address	:	