RAMCO WINDFARMS LIMITED

ANNUAL REPORT

2018-2019

RAMCO WINDFARMS LIMITED

Board of Directors

SHRI.A.V.DHARMAKRISHNAN

SHRI.K.SELVANAYAGAM

SHRI.S.VAITHIYANATHAN

Bankers

HDFC Bank Limited

Citi Bank

Registered Office

"Auras Corporate Centre"
98-A, Dr.Radhakrishnan Road, Mylapore
Chennai – 600 004, Tamil Nadu

Corporate Identity Number

U40109TN2013PLC093905

Auditors

M/s.M.S.Jagannathan & N.Krishnaswami
Chartered Accountants
Unit-5, Ground Floor, Abirami Apartments
No.14, VOC Road, Cantonment
Tiruchirappalli – 620 001.

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RAMCO WINDFARMS LIMITED
"AURAS CORPORATE CENTRE", 98-A, DR.RADHAKRISHNAN ROAD,
MYLAPORE, CHENNAI – 600 004.
CIN: U40109TN2013PLC093905.
(Tel: 044 – 2847 8666)

NOTICE TO THE MEMBERS

Notice is hereby given that the 6th Annual General Meeting of the Company will be held at 10.00 A.M. on Tuesday, the 6th August 2019 at the Registered Office of the Company at "Auras Corporate Centre", No:98-A, Dr.Radhakrishnan Road, Mylapore, Chennai – 600 004 to transact the following business:

ORDINARY BUSINESS

1. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

   "RESOLVED THAT the Company's Audited Financial Statements for the year ended 31st March 2019, and the Reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

   "RESOLVED that Shri.K.Selvanayagam (DIN: 05354935), who retires by rotation, be and is hereby re-appointed as Director of the Company."

3. To consider and pass the following Resolution, as an ORDINARY RESOLUTION:

   "RESOLVED THAT in terms section 139 and other applicable provisions of Companies Act, 2013 (Act) M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants (FRN: 001208S) be and are hereby re-appointed as Statutory Auditors of the Company to hold Office from the conclusion of this Annual General Meeting till the conclusion of 11th Annual General Meeting.

   RESOLVED FURTHER THAT in terms of Section 142 of the Act, the Auditors shall be paid for the financial year 2019-20 a remuneration of

Rs.1,25,000/- (Rupees One lakh twenty five thousand only), exclusive of applicable taxes and out-of-pocket expenses.

RESOLVED FURTHER THAT for the financial years 2020-21, 2021-22, 2022-23 and 2023-24 the Board of Directors are authorised to fix the remuneration."

NOTES:

1. **A member entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself and that the Proxy need not be a Member.**

2. A person can act as proxy either on behalf of members holding in the aggregate not more than 10% of the total share capital of the Company or on behalf of one member holding more than 10% of the total share capital of the Company. Proxy Form is enclosed. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of companies must be supported by a Board resolution.

By Order of the Board,
For RAMCO WINDFARMS LIMITED,

A.V.DHARMAKRISHNAN
DIRECTOR
(DIN 00693181)

CHENNAI
21-05-2019

BOARD'S REPORT

Your Directors have pleasure in presenting their 6th Annual Report and the Audited Financial Statement of the company for the financial year ended 31st March 2019.

FINANCIAL RESULTS

			(Rs. in lakhs)	
			31.3.2019	31.3.2018
	Total Revenue	..	**1492.20**	1745.00
1	Operating Profit : Profit before Interest, Depreciation & Tax (PBIDT)	..	**957.88**	1262.16
2	Less: Interest	..	**314.06**	376.88
3	Profit before Depreciation & Tax (PBDT)	..	**643.82**	885.28
4	Less: Depreciation	..	**269.95**	252.94
5	Profit before Tax	..	**373.87**	632.34
6	Less: Tax Expenses	..		
	a) Current Tax	..	**76.97**	130.43
	b) Deferred Tax	..	**104.01**	178.05
	c) MAT credit recognition	..	**(76.97)**	(130.43)
7	Profit after Tax	..	**269.86**	454.29
8	Other Comprehensive Income	..		--
9	Total Comprehensive Income for the year	..	**269.86**	454.29

SHARE CAPITAL

The paid up capital of the Company is Rs.1,00,00,000/- consisting of 1,00,00,000 shares of Rs.1/- each. There had been no change in the Authorised and Paid-up share capital of the Company during the year under review.

The Company's shares are not listed in any Stock Exchange.

DIVIDEND AND TRANSFER TO RESERVES

With a view to conserve the resources of the Company, the Directors have not recommended any dividend for the year ended 31st March 2019. No amount has been transferred to reserves.

TAXATION

An amount of Rs.76.97 lakhs towards Current Tax and Rs.104.01 lakhs towards Deferred Tax had been provided for the year under review. The Company's entitlement of MAT credit of Rs.76.97 lakhs had been recognised in the books during the year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

OPERATIONS

The installed capacity of the Company is 39.835 MW comprising of 127 Wind Electric Generators. There had been no change in the installed capacity during the year.

During the year under review, the Company had generated 371.26 lakh units compared to 435.66 lakh units in the previous year. The decrease in the generation was due to the fact that, last year wind season started as early as April 1st week itself. However, in April – May 2018, there had been rains in the wind farm areas and consequently, the onset of the wind season was delayed by two months.

During the year 377.03 lakh units (including 5.77 lakh units which was unbilled last year), had been sold under Group Captive Wheeling and Banking Arrangement, to the shareholder companies @ Rs.4.00 per unit, as per the details given below:

Name of the Related Party	Units sold – in lakhs	Value (Rs. In Lacs)
Rajapalayam Textile Limited	83.87	335.50
Sandhya Spinning Mill Limited	20.24	80.96
Sri Vishnu Shankar Mill Limited	81.36	325.44
The Ramaraju Surgical Cotton Mills Limited	47.92	191.68
Rajapalaiyam Spintext	22.80	91.20
Sudarsanam Spinning Mills	33.57	134.29
Rajapalayam Mills Ltd	87.27	349.07
Total	377.03	1,508.14

As on 31-03-2019, the Company had no unbilled units, as against 5.77 lakh units remained unbilled as on 31-03-2018.

The Company had also entered into necessary agreements with Tamil Nadu Generation and Distribution Corporation Limited (TANGEDCO), Chennai for wheeling of power from the Company's wind farms to the shareholder companies. The Company had also entered into agreement with Shareholder Companies under the Group Captive arrangement for supply of power being generated from the Company's wind farms.

DIRECTORS

There was no change in the composition of the Board during the year. As per Article 58(ii) of Articles of Association of the Company, Shri.K.Selvanayagam, Director (DIN: 05354935) retires by rotation and is eligible for re-election.

MEETINGS

During the year 4 Board Meetings were held, as per the following dates:

22-05-2018, 06-08-2018, 30-10-2018 & 30-01-2019

All the Directors have attended the said 4 meetings.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Pursuant to Section 134(3)(g) of the Companies Act, 2013, it is reported that no loan had been given or investment made or guarantee given or security provided during the year under review, in accordance with Section 186(4) of the Companies Act, 2013.

ORDERS PASSED BY REGULATORS

Pursuant to Rule 8(5)(vii) of Companies (Accounts) Rules, 2014, it is reported that, no significant and material orders have been passed by the Regulators or Courts or Tribunals, impacting the going concern status and Company's operations in future.

BOARD EVALUATION

Under Rule 8(4) of Companies (Accounts) Rules, 2014, Companies having paid-up capital of Rs.25 crores or more are required to have a formal annual evaluation of the performance of the Board of Directors. As the Company's paid up capital is Rs.1 crore, the provisions relating to the evaluation are not applicable.

KEY MANAGERIAL PERSONNEL

Pursuant to Rule 8 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provisions relating to appointment of Key Managerial Personnel are not applicable for the Company, as the Company's paid up share capital is less than Rs.10 crores.

Pursuant to Rule 8A of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, provisions relating to appointment of Whole-time Company Secretary are not applicable for the Company, as the Company's paid up share capital is less than Rs.5 crores.

AUDITORS

M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants (FRN: 001208S) were appointed as the Statutory Auditors of the company at the 1st Annual General Meeting to be the Auditors of the Company, till the conclusion of the 6th Annual General Meeting of the Company proposed to be held on Tuesday, the 6th August 2019.

Under Section 139 of the Companies Act, 2013, M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants are proposed to be re-appointed as Auditors of the Company at the ensuing 6th Annual General Meeting to hold office till the conclusion of the 11th Annual General Meeting.

The Auditors have also confirmed their eligibility to the effect that their reappointment, if made, would be within the prescribed limits under the Companies Act, 2013, and that they are not disqualified for reappointment.

The report of the Statutory Auditors for the financial year ended 31st March 2019 does not contain any qualification, reservation or adverse remark.

REGISTRAR AND SHARE TRANSFER AGENT (RTA)

As per the notification of Central Government (3rd Amendment to the Companies (Prospectus and Allotment of Securities, Rules 2014)

All unlisted public companies are mandated to –

(a) Issue the securities only in dematerialised form; and
(b) Facilitate dematerialisation of all its existing securities
in accordance with provisions of the Depositories Act, 1996 and regulations made there under.

The same had become effective from 02nd October 2018.

Accordingly, the Company had appointed M/s. Cameo Corporate Services Limited as RTA of the Company. The Company on 08-12-2018 obtained the International Securities Identification Number from Central Depositories Services (India) Limited.

SECRETARIAL STANDARD

As required under Clause 9 of Secretarial Standard 1, the Board of Directors confirm that the company has complied with applicable Secretarial Standards.

PUBLIC DEPOSITS

The Company has not accepted any deposit from public within the meaning of Rule 2(1)(c) of Companies (Acceptance of Deposits) Rules, 2014.

COST ACCOUNTING RECORDS AND COST AUDIT

The Company is engaged in generation of power from wind mills, which fall under Regulated Sectors as per Rule 3 of Companies (Cost Records and Audit) Rules, 2014. However, as the Company's turnover is less than the threshold limits as specified in Rule 3 & 4 of the said rules, there is no requirement to have the cost accounting records and cost audit.

MATERIAL CHANGES SINCE 1ST APRIL 2019

There have been no material changes affecting the financial position of the company between the end of the financial year and till the date of this report.

RISK MANAGEMENT POLICY

Pursuant to Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented a Risk Management Policy. The Policy envisages identification of risk and procedures for assessment and minimisation of risk thereof.

CORPORATE SOCIAL RESPONSIBILITY

Under Section 135(1) of the Companies Act, 2013, Companies fulfilling the following criteria are required to constitute a Corporate Social Responsibility Committee.

> Net worth of Rs.500 crores or turnover of Rs.1,000 crores or net profit exceeding Rs.5 crores or more.

As the Company does not attract any of the above criteria, it is not required to constitute the CSR committee. Accordingly, the requirement of spending at least 2% of the average net profits of the company made during the three immediately preceding financial years on CSR is not applicable, as envisaged under Section 135(5) of the Companies Act, 2013.

CONSTITUTION OF COMMITTEES

Under Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014, Companies having turnover of Rs.100 crores or more should constitute an Audit Committee and Nomination and Remuneration Committee of the Board. Since, the Company has not come under this category, the necessity of formation of an Audit Committee and Nomination and Remuneration Committee of the Board did not arise.

APPOINTMENT OF WOMAN DIRECTOR

Under Rule 3 of Companies (Appointment and Qualification of Directors) Rules, 2014, as the paid up capital of the Company is less than Rs.100 crores or turnover is less than Rs.300 crores, the provisions relating to appointment of woman director are not applicable.

VIGIL MECHANISM

Under Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014, the provisions relating to establishment of Vigil Mechanism are not applicable as the Company has not accepted deposits from Public / Borrowed from Public Financial Institutions in excess of Rs.50 crores.

STAKEHOLDERS RELATIONSHIP COMMITTEE

Under Section 178 (5) of the Companies Act, 2013, the provisions relating to constitution of Stakeholders Relationship Committee are not applicable, as the Company's shareholders are less than one thousand.

SECRETARIAL AUDIT

As the Company is not fulfilling the criteria of Rs.50 crores of paid-up share capital or Rs.250 crores of turnover as provided in Section 204(1) of the Companies Act, 2013 read with Rule 9(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the compliance relating to Secretarial Audit is not applicable.

FUTURE OUTLOOK

The Indian economy is expected to have a robust growth. The various initiatives of the Government are expected to give a boost to industrial development. Hence, the demand for power is expected to grow in future years. This will augur well for power generating industry, especially the wind farm companies, which are environment friendly.

STATUTORY INFORMATION

The Company has no information to provide, pursuant to Section 134(3)(m) of the Companies Act, 2013, relating to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo.

In accordance with Section 92(3) of the Companies Act, 2013, read with Rule 12(1) of Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 is attached herewith as Annexure – 1.

The Company has no employees to report under Rule 5(2) & (3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RELATED PARTY TRANSACTIONS

In accordance with Indian Accounting Standard-24, the details of transactions with the related parties are set out in Note No: 33 in Notes forming part of the Financial Statements. The particulars of contracts entered into by the Company during the year as per Form AOC 2 are enclosed as Annexure–2.

INDUSTRIAL RELATIONS & PERSONNEL

The Company has 9 employees as on 31.03.2019. Industrial relations continue to be cordial and healthy. Employees at all levels are extending their full support and are actively participating in the Company's operations.

DISCLOSURE IN RELATION TO SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

Pursuant to Rule 8(5)(x) of Companies (Accounts) Rules, 2014, the Company has complied with the provisions relating to the constitution of Internal Complaints Committee under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

a. Number of complaints filed during the financial year: NIL
b. Number of complaints disposed of during the financial year: NIL
c. Number of complaints pending as on end of the financial year: NIL

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Directors confirm that

(a) they had followed the applicable accounting standards along with proper explanation relating to material departures, if any, in the preparation of the annual accounts for the year ended 31st March 2019;
(b) they had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2019 and of the profit of the company for the year ended on that date;
(c) they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
(d) they had prepared the annual accounts on a going concern basis; and
(e) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENT

The Directors are grateful to the Holding Company, various Departments and agencies of the Central and State Governments for their help and co-operation. They are thankful to the Banks for their help, assistance and guidance. The Directors wish to place on record their appreciation of employees at all levels for their commitment and contribution.

On behalf of the Board of Directors,
For RAMCO WINDFARMS LIMITED,

A.V.DHARMAKRISHNAN
DIRECTOR - DIN 00693181

CHENNAI
21.05.2019

K.SELVANAYAGAM
DIRECTOR - DIN 05354935

Annexure - 1

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended on 31st March 2019

[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	:	U40109TN2013PLC093905
ii	Registration Date	:	26-11-2013
iii	Name of the Company	:	RAMCO WINDFARMS LIMITED
iv	Category / Sub-Category of the Company	:	Public Limited Company
v	Address of the Registered Office and contact details	:	"AURAS CORPORATE CENTRE", 5TH FLOOR, NO:98-A, DR.RADHAKRISHNAN ROAD, MYLAPORE, CHENNAI – 600 004.
vi	Whether listed Company	:	No
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Share transfer is being carried out by M/s. Cameo Corporate Services Limited, "Subramanian Building", # 1, Club House Road, Chennai - 600 002. INDIA. Tel: 044- 4002 0700

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:

No	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the Company
1	Generation of Power through Non-conventional Sources	35106	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

No	Name and Address of the Company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable section
1	The Ramco Cements Limited	L26941TN1957PLC003566	Holding	71.50%	2(87)(ii)

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

i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters (1) Indian		3	3	0	3		3	0	0.00
a) Individual / HUF									
b) Central Govt)									
C) State Govt(S)									
d) Bodies Corporate		7149997	7149997	71.50		7149997	7149997	71.50	0.00
e) Banks / FI									
f) Any other									
Sub-total (A)(1)		7150000	7150000	71.50	3	7149997	7150000	71.50	0.00
(2) Foreign									
a) NRIs – Individuals									
b) Other Individuals									
c) Bodies Corporate									
d) Banks / FI									
e) Any other									
Sub-total (A)(2)									
Total shareholding of Promoter (A) = A(1) + A(2)		7150000	7150000	71.50	3	7149997	7150000	71.50	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt(s)									
e. Venture Capital Funds									
f) Insurance Companies									
g) FIIs									
h) Foreign Venture Capital Funds									
i) Other (specify)									
Sub-total (B)(1)									
2. Non-Institutions									
a) Bodies Corporate									
i) Indian		2850000	2850000	28.50	1601000	1249000	2850000	28.50	0.00
ii) Overseas									
b) Individuals									

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	
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh									
c) Others (specify)									
Sub-total (B)(2)									
Total Public Shareholding (B) = (B)(1) + (B)(2)									
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)		10000000	10000000	100	1601003	8398997	10000000	100	0.00

ii) Shareholding of Promoters

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	S.Vaithiyanathan *	-		--	1	--	--	--
2	P.R.Venketrama Raja *	1		--	1	--	--	--
3	A.V.Dharmakrishnan *	1		--	1	--	--	--
4	The Ramco Cements Ltd	71,49,997	71.50	--	71,49,997	71.50	--	--
	Total	71,50,000	71.50	--	71,50,000	71.50	--	--

* Beneficial Owner - The Ramco Cements Limited

iii) Change in Promoters' Shareholding

Sl No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at the beginning (01-04-2018) / end of the year (31-03-2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	P.R.Ramasubrahmaneya Rajha	1	-					
		0	-	29.11.2018	Decrease	Transfer	-1	-
2	S.Vaithiyanathan	0	-					
		1	-	29.11.2018	Increase	Transfer	1	-

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

Sl No	Name	No. of Shares at the beginning of the year and %	Increase	Decrease	No. of Shares at the end of the year and %
1	The Ramaraju Surgical Cotton Mills Limited	6,16,000 6.16%	--	--	6,16,000 6.16%
2	Rajapalayam Textile Limited	6,34,000 6.34%	--	--	6,34,000 6.34%
3	Sri Vishnu Shankar Mill Limited	6,15,000 6.15%	--	--	6,15,000 6.15%
4	Sandhya Spinning Mills Limited	1,53,000 1.53%	--	--	1,53,000 1.53%
5	Rajapalayam Mills Limited	8,32,000 8.32%	--	--	8,32,000 8.32%

v) Shareholding of Directors and Key Managerial Personnel

Sl No	Name	Shareholding		Date	Increase/ Decrease in shareholding	Reason	Cumulative Shareholding during the year (01-04-2018 to 31-03-2019)	
		No. of Shares at the beginning (01-04-2018) / end of the year (31-03-2019)	% of total shares of the Company				No. of Shares	% of total shares of the Company
1	Shri.A.V.Dharmakrishnan	1	--	N.A	N.A	N.A	NIL	NIL
2	Shri.S.Vaithiyanathan	NIL	NIL	N.A	N.A	N.A	NIL	NIL
		1	--	29.11.2018	Increase	Transfer	1	--
3	Shri.K.Selvanayagam	NIL	NIL	N.A	N.A	N.A	NIL	NIL

V. INDEBTEDNESS

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

	(Rs. in lakhs)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	741.99	2783.07	-	3525.06
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	5.14	-	-	5.14
Total (i + ii + iii)	747.13	2783.07	-	3530.20
Change in indebtedness during the financial year				
• Addition	-	1832.00	-	1832.00
• Reduction	(497.98)	(1814.00)	-	(2311.98)
Net Change	(497.98)	18.00	-	(479.98)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
	(Rs. in lakhs)			
Indebtedness at the end of the financial year				
i. Principal Amount	247.36	2795.07	-	3042.43
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	1.79	6.00	-	7.79
Total (i + ii + iii)	249.15	2801.07	-	3050.22

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

B. Remuneration to other Directors:

Sl No	Particulars of Remuneration	Name of the Directors			*Total Amount – Rs.*
		Shri. A.V.Dharmakrishnan	*Shri. S.Vaithiyanathan*	*Shri. K.Selvanayagam*	
1	Independent Directors				
	Fee for attending board / committee meetings				
	Commission				
	Others				
	Total (1)				
2	Other Non Executive Directors				
	Fee for attending board / committee meetings	35,000	35,000	35,000	1,05,000
	Commission				
	Sitting Fees – Rs.				
	Total (2)	35,000	35,000	35,000	1,05,000
	Total (B) = (1+2)	35,000	35,000	35,000	1,05,000
	Overall Ceiling as per the Act	3% of the Net Profits of the Company, calculated as per Section 198 of the Companies Act, 2013, plus Sitting Fees.			
	Total Managerial Remuneration (A+B) – Rs.	35,000	35,000	35,000	1,05,000

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

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties / punishments / compounding of offences for the year ended 31st March 2019.

On behalf of the Board of Directors,
For RAMCO WINDFARMS LIMITED,

A.V.DHARMAKRISHNAN
DIRECTOR

CHENNAI
21.05.2019

K.SELVANAYAGAM
DIRECTOR

Annexure - 2

Form No. AOC-2

[Pursuant to Clause (h) of Sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Particulars of Contracts / Arrangements entered into by the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013, including certain arms length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis : NIL
2. Details of material contracts or arrangement or transactions at arm's length basis :

(a)	Name(s) of the related party and nature of relationship	:	Names provided in the Table below. Related Parties as per Ind AS-24
(b)	Nature of Contracts / arrangements / transactions	:	Sale of power generated from the Company's Wind Electric Generators to the Shareholder Companies
(c)	Duration of the contracts / arrangements / transactions	:	5 Years. From 01-04-2018 to 31-03-2023
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	:	Sale of Power to the Shareholder Companies at the rate of Rs.4.00 per unit. Transactions exceeding 10% of the total turnover of the Company are provided below.
(e)	Date(s) of approval by the Board	:	06-02-2018
(f)	Amount paid as advances, if any	:	NIL

Name of the Related Party	Units sold – in lakhs	Value (Rs. In Lacs)	Outstanding as on 31.3.2019
Rajapalayam Textile Limited	83.87	335.50	Nil
Sandhya Spinning Mill Limited	20.24	80.96	Nil
Sri Vishnu Shankar Mill Limited	81.36	325.44	Nil
The Ramaraju Surgical Cotton Mills Limited	47.92	191.68	Nil
Rajapalaiyam Spintext	22.80	91.20	Nil
Sudarsanam Spinning Mills	33.57	134.29	Nil
Rajapalayam Mills Ltd	87.27	349.07	Nil
Total	377.03	1,508.14	Nil

On behalf of the Board of Directors,
For RAMCO WINDFARMS LIMITED,

A.V.DHARMAKRISHNAN
DIRECTOR
(DIN 00693181)

K.SELVANAYAGAM
DIRECTOR
(DIN 05354935)

CHENNAI
21-05-2019

Independent Auditors' Report

To the Members of Ramco Windfarms Limited

Report on the Financial Statements

Opinion

We have audited the accompanying financial statements drawn in accordance with the Indian Accounting Standards ("the Financial Statements"), of Ramco Windfarms Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Cash Flow Statement for the year ended on 31 March 2019 and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Indian Accounting Standards, of the state of affairs (financial position) of the Company as at 31 March 2019, its Profit (financial performance including Other Comprehensive Income), Changes in Equity and its Cash Flows for the year ended on 31 March 2019.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Management's Responsibility for the 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 and presentation of the Financial Statements that give a true and fair view of the Financial Position, Financial Performance (including Other Comprehensive Income), Changes in Equity and Cash Flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the

Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility

Our responsibility is to express an opinion on the Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. 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 Financial Statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Report on Other Legal and Regulatory Requirements

1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government 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.

2) As required by Section 143 (3) of the Act, we report that:
    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
    b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
    c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and Statement of Changes in Equity dealt with by this report are in agreement with the books of account.
    d) In our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
    e) On the basis of the written representations received from the Directors as on 31 March 2019 and taken on record by the Board of Directors, none of the Directors is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164 (2) of the Act;
    f) We have enclosed our report in "Annexure B" with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating

effectiveness of such controls. 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 the requirements of section 197(16) of the Act, as amended:
In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
   i. As per information and explanations given to us, the Company does not have any pending litigations as at 31 March 2019;
   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
   iii. There were no amounts that were required to be transferred by the Company to the Investor Education and Protection Fund.

For M. S. Jagannathan & N. Krishnaswami
Chartered Accountants
Firm Registration No. 001208S

K. Srinivasan
Partner
Membership No. 021510

Chennai
21 May 2019

Annexure A to the Independent Auditors' Report

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirements' of our report of even date to the Financial Statements of the Company for the year ended 31 March 2019:

1) Fixed Assets

1.1 The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;

1.2 The fixed assets were physically verified during the year by the Management in accordance with the regular program of verification which, in our opinion, provides for physical verification of all fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed during such verification.

1.3 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) Inventory

2.1 The Management has conducted the physical verification of inventory at reasonable intervals.

2.2 The discrepancies noticed on verification between the physical stocks and the book records were properly dealt with in the books of account and were not material.

3) The Company has not granted any loans to parties listed 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 186 of the Act, in respect of loans, investments, guarantees, and security.

5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6) According to information and explanations given to us, the company is not required to maintain accounts and records which have been specified by the Central Government under Section 148(1) of the Act.

7) Undisputed and disputed taxes and duties

7.1 The Company is regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Goods and Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at 31 March 2019 for a period of more than six months from the date they became payable.

7.2 According to information and explanations given by the Company, there were no disputed statutory dues that have not been deposited with appropriate authorities.

8) The Company has not defaulted in repayment of dues to Financial Institutions, Banks, Government or Debentures holders.

9) The Company did not raise any money by way of initial public offer or further public offer. The Company has not raised term loans from Banks / Institutions during the year. The Company has not issued any debentures during the year.

10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

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, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.

13) In our opinion, all transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable Accounting Standards.

14) Based upon the audit procedures performed and the information and explanations given by the Management, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.

15) Based upon the audit procedures performed and the information and explanations given by the Management, the Company has not entered into any non-cash transactions with Directors or persons connected with them. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.

16) In our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For M. S. Jagannathan & N. Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

K. Srinivasan
Partner
Membership No. 021510

Chennai
21 May 2019

"Annexure B" to the Independent Auditor's Report of even date on the separate Financial statements prepared in accordance with the Indian Accounting Standards of Ramco Windfarms Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the Internal financial controls over financial reporting of Ramco Windfarms Limited ("the Company") as of March 31, 2019 in conjunction with our audit of the Financial Statements of the Company for the year ended on 31 March 2019.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's 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 authorizations of Management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, 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 31 March 2019, 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 M. S. Jagannathan & N. Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

K. Srinivasan
Partner
Membership No. 021510

Chennai
21 May 2019

RAMCO WINDFARMS LIMITED

BALANCE SHEET AS AT 31st MARCH 2019

Particulars	Note No.	31-03-2019	31-03-2018
			Rs. in Lacs
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	7	4,401.68	4,606.80
Financial Assets			
Loans	8	5.39	6.74
Other Financial Assets	9	0.04	0.03
Other Non Current Assets	10	2.26	19.74
		4,409.37	**4,633.31**
Current Assets			
Inventories	11	140.97	131.13
Financial Assets			
Cash and Cash Equivalents	12	42.06	45.57
Loans	13	2.30	2.05
Other Financial Assets	14	0.09	23.08
Current Tax Assets	15	6.05	-
Other Current Assets	16	13.54	13.43
		205.01	**215.26**
Total Assets		**4,614.38**	**4,848.57**
EQUITY & LIABILITIES			
Equity			
Equity Share Capital	17	100.00	100.00
Other Equity	18	1,301.77	1,031.91
		1,401.77	**1,131.91**
Non Current Liabilities			
Financial Liabilities			
Borrowings	19	1,795.07	3,030.32
Deferred Tax Liabilities (net)	20	127.65	100.61
		1,922.72	**3,130.93**

Particulars	**Note No.**	**31-03-2019**	**31-03-2018**
Current Liabilities			
Financial Liabilities			
Borrowings	**21**	1,000.00	-
Trade Payables	**22**		
- Total outstanding dues of micro and small enterprises		-	-
- Total outstanding dues of creditors other than micro and small enterprises		32.26	79.95
Other Current Financial Liabilities	**23**	255.15	499.88
Other Current Liabilities	**24**	0.83	1.47
Provisions	**25**	1.65	1.00
Liabilities for Current tax	**26**	-	3.43
		1,289.89	**585.73**
Total Equity and Liabilities		**4,614.38**	**4,848.57**
Significant Accounting Policies	***1-6***		
See accompanying notes to the financial statements	***7-37***		

As per our report annexed
For M.S Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

A.V. DHARMAKRISHNAN
Director

K.SRINIVASAN
Partner
Membership No. 021510

S. VAITHIYANATHAN
Director

Chennai
21-05-2019

RAMCO WINDFARMS LIMITED, CHENNAI

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2019

Rs. in Lacs

A. Equity Share Capital

Balance at the beginning of the Reporting period	**100.00**
Changes in Equity Share Capital during the year	-
Balance at the end of the Reporting period	**100.00**

B. Other Equity

Particulars	**Retained Earnings**	**FVTOCI Reserve**	**Total Reserves**
Other Equity as at 1-4-2018	**1,031.91**	**-**	**1,031.91**
Profit for the period	269.86	-	269.86
Other Comprehensive Income	-	-	-
Total Comprehensive Income	**269.86**	**-**	**269.86**
Other Equity as at 31-3-2019	**1,301.77**	**-**	**1,301.77**

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2018

A. Equity Share Capital

Balance at the beginning of the Reporting period	**100.00**
Changes in Equity Share Capital during the year	-
Balance at the end of the Reporting period	**100.00**

B. Other Equity

Particulars	**Retained Earnings**	**FVTOCI Reserve**	**Total Reserves**
Other Equity as at 1-4-2017	**577.62**	**-**	**577.62**
Profit for the year	454.29	-	454.29
Other Comprehensive Income	-	-	-
Total Comprehensive Income	**454.29**	**-**	**454.29**
Other Equity as at 31-3-2018	**1,031.91**	**-**	**1,031.91**

As per our report annexed
For M.S Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

A.V. DHARMAKRISHNAN
Director

K. SRINIVASAN
Partner
Membership No. 021510

S. VAITHIYANATHAN
Director

Chennai
21-05-2019

RAMCO WINDFARMS LIMITED

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

Rs. In Lacs

Particulars	**Note No.**	**31-03-2019**	**31-03-2018**
REVENUE			
Revenue from operations	27	1,489.47	1,743.83
Other Income	28	2.73	1.17
Total Revenue		**1,492.20**	**1,745.00**
EXPENSES			
Employee Benefits Expense	29	91.62	86.38
Finance Costs	30	314.06	376.88
Depreciation and Amortization Expense	7	269.95	252.94
Other Expenses	31	442.70	396.46
Total Expenses		**1,118.33**	**1,112.66**
Profit Before Tax		**373.87**	**632.34**
Tax Expenses	20		
Current Tax		76.97	130.43
Deferred Tax		104.01	178.05
MAT Credit Recognition		(76.97)	(130.43)
Total Tax Expenses		**104.01**	**178.05**
Profit for the year		**269.86**	**454.29**
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		**269.86**	**454.29**
Earnings per equity share of face value of Re.1 each	33		
Basic and Diluted in Rupees		**2.70**	**4.54**
Significant Accounting Policies	*1-6*		
See accompanying notes to the financial statements	*7-37*		

As per our report annexed
For M.S Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

A.V. DHARMAKRISHNAN
Director

K. SRINIVASAN
Partner
Membership No. 021510

S. VAITHIYANATHAN
Director

Chennai
21-05-2019

RAMCO WINDFARMS LIMITED

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31st MARCH 2019

			Rs. In Lacs
Particulars	**Notes**	**31-03-2019**	**31-03-2018**
Cash Flow from Operating Activities			
Profit Before Tax		373.87	632.34
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation		269.95	252.94
Impairment Loss on assets		-	7.34
Provision for compensated absences		0.65	0.52
Interest Income		(2.54)	(1.17)
Finance Costs		314.06	376.88
Other non-cash adjustments		0.95	0.96
Operating Profit before Working Capital changes		956.94	1,269.81
Movements in Working capital:			
Loans & advances and other receivables		41.84	(18.91)
Inventories		(9.84)	(16.51)
Trade payables and other liabilities		(51.76)	36.80
Cash generated from Operations		937.18	1,271.19
Direct Taxes paid		(83.02)	(127.00)
Net Cash generated from Operating Activities	**A**	**854.16**	**1,144.19**
Cash Flow from Investing Activities			
Purchase of Property, Plant and Equipment		(65.32)	(33.36)
(Including Capital work-in-progress and Capital Advances)			
Interest received		1.69	0.44
Net Cash used in Investing Activities	**B**	**(63.63)**	**(32.92)**
Cash Flow from Financing Activities			
Loans and advances repaid to Holding company (net)		(988.00)	(358.86)
Repayment of Long Term Borrowings		(494.74)	(494.74)
Proceeds from Short Term Borrowings		1,000.00	-
Interest paid		(311.30)	(380.42)
Net Cash from Financing Activities	**C**	**(794.04)**	**(1,234.02)**
Net Increase / (Decrease) in Cash and Cash equivalents	**D = (A+B+C)**	(3.51)	(122.75)
Opening balance of Cash and Cash equivalents	**E**	45.57	168.32
Closing balance of Cash and Cash equivalents	**D + E**	42.06	45.57

Notes

(i) The above Cash Flow Statement has been prepared under the 'Indirect Method' as set out in the Ind AS 7 on Statement of Cash Flows.

(ii) Reconciliation of Changes in liabilities arising from Financing Activities:

Balance as at the beginning of the year			
Long Term Borrowings		*3,030.32*	*3,883.73*
Current maturities of Long Term Debt		*494.74*	*494.74*
Interest accrued but not due		*5.14*	*8.87*
Sub-total Balance as at the beginning of the year		*3,530.20*	*4,387.34*
Less: Cash flows (As per cash flow from financing activities) (Note C above)		*(794.04)*	*(1,234.02)*
Add: Non-Cash changes			
Amortisation of Processing using Effective Interest Rate method		*0.11*	*0.19*
Interest accrued for the year		*313.95*	*376.69*
Sub-total Non-Cash changes		*314.06*	*376.88*
Balance as at the end of the year			
Long Term Borrowings		*1,795.07*	*3,030.32*
Short Term Borrowings		*1,000.00*	*-*
Current maturities of Long Term Debt		*247.36*	*494.74*
Interest accrued but not due		*7.79*	*5.14*
Sub-total Balance as at the end of the year		*3,050.22*	*3,530.20*
See accompanying notes to the financial statements	***7 - 37***		

As per our report annexed
For M.S Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

A.V. DHARMAKRISHNAN
Director

K. SRINIVASAN
Partner
Membership No. 021510

S. VAITHIYANATHAN
Director

Chennai
21-05-2019

RAMCO WINDFARMS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

1. Corporate Information

Ramco Windfarms Limited is a Public Limited company domiciled and headquartered in India and incorporated under the provisions of the Companies Act. The Registered office of the Company is located at "Auras Corporate Centre", 98-A, Dr. Radhakrishnan Road, Mylapore, Chennai – 600 004, Tamilnadu. It is an unlisted company engaged in the sale of electrical energy generated from its windmills. It is a subsidiary of "The Ramco Cements Limited".

The financial statements of the Company for the year were approved and adopted by Board of Directors of the Company in their meeting dated 21-05-2019.

2. Basis of Preparation of Financial Statements

2.1 The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules 2015, as amended from time to time.

2.2 The significant accounting policies used in preparing the financial statements are set out in Note No.4

2.3 The Company has considered its operating cycle to be 12 months for the purpose of Current and Non-current classification of assets and liabilities.

2.4 An asset is classified as current when it is expected to be realised or intended to be sold or consumed in the normal operating cycle, or held primarily for the purpose of trading or expected to be realised within 12 months after the reporting period, or cash or cash equivalents unless restricted from being exchanged or used to settle a liability 12 months after the reporting period. All other assets are classified as non-current.

2.5 A liability is classified as current when it is expected to be settled in normal operating cycle, or held primarily for the purpose of trading or due for settlement within 12 months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

2.6 The financial statements are presented in Indian Rupees rounded to the nearest Lacs with two decimals. The amount below the round off norm adopted by the Company is denoted as Rs.0.00 Lacs.

2.7 Previous year figures have been regrouped / restated wherever necessary and appropriate.

3 Basis of Measurement

The financial statements have been prepared on accrual basis under historical cost convention except for certain financial instruments (Refer Note 4.13 - Accounting Policy for Financial Instruments).

4. Significant Accounting Policies

4.1 Inventories

4.1.1 Stores, Spares and Consumables are valued at cost, computed on a moving weighted average basis including the cost incurred in bringing the inventories to their present location and condition after providing for obsolescence and other losses or net realisable value whichever is lower.

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

4.2 Statement of Cash flows

4.2.1 Cash flows are presented using indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments.

4.2.2 Cash include cash on hand and demand deposits with banks. Cash equivalents are short-term balances with original maturity of less than 3 months, highly liquid investments that are readily convertible into cash, which are subject to insignificant risk of changes in value.

4.2.3 Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents for the purpose of Statement of Cash flow.

4.3 Dividend distribution to Equity shareholders

Final dividend distribution to shareholders is recognised in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend together with applicable taxes is recognised directly in Equity.

4.4 Income Taxes

4.4.1 Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates, the provisions of the Income Tax Act, 1961 and other applicable tax laws including the relevant transfer pricing regulations prescribed thereunder, read with applicable judicial precedents or interpretations, wherever relevant.

4.4.2 Current tax assets and liabilities are offset, when the Company has legally enforceable right to set off the recognised amounts and intends to settle the asset and the liability on a net basis.

4.4.3 Deferred tax is recognised using the balance sheet approach on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting at the reporting date.

4.4.4 Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future tax liability, is recognised as an asset viz. MAT Credit Entitlement, to the extent there is convincing evidence that the Company will pay normal Income tax and it is highly probable that future economic benefits associated with it will flow to the Company during the specified period. The Company reviews the "MAT Credit Entitlement" at each Balance Sheet date and writes down the carrying amount of the same to the extent there is no longer convincing evidence to the effect that the Company will pay normal Income tax during the specified period. The MAT Credit Entitlement being unused tax credits that are carried forward by the Company for a specified period, is grouped under Deferred Tax.

4.4.5 Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year where the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

4.4.6 Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by same governing tax laws and the Company has legally enforceable right to set off current tax assets against current tax liabilities.

4.4.7 Both current tax and deferred tax relating to items recognised outside the Profit or Loss is recognised either in "Other Comprehensive Income" or directly in "Equity" as the case may be.

4.5 Property, plant and equipments (PPE)

4.5.1. PPEs are stated at cost of acquisition or construction less accumulated depreciation / amortisation and impairment losses if any, except freehold land which is carried at cost. The cost comprises of purchase price, import duties, non-refundable purchase taxes (net of tax credits wherever applicable), borrowing cost if capitalisation criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use.

Subsequent expenditures are recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

Spares which meet the definition of PPE are capitalised from the date when it is available for use. Other expenses on fixed assets, including day-to-day repair and maintenance expenditure and cost of replacing parts that does not meet the capitalisation criteria are charged to the Statement of Profit and Loss for the period during which such expenses are incurred.

The company identifies the significant parts of plant and equipment separately which are required to be replaced at intervals. Such parts are depreciated separately based on their specific useful lives. The cost of replacement of significant parts are capitalised and the carrying amount of replaced parts are de-recognised.

The cost of major inspection / overhauling is recognised in the carrying amount of the item of PPE as a replacement if the recognition criteria are satisfied. Any remaining carrying amount of the cost of the previous inspection/overhauling (as distinct from physical parts) is de-recognised.

4.5.2 The Company follows the useful lives of the significant parts of certain class of PPE on best estimate basis upon technical advice, as detailed below, that are different from the useful lives prescribed under Part C of Schedule II of the Companies Act, 2013:

Significant Components of Wind Electric Generators (WEGs)	Useful life ranging from
Tower Foundation	30 years
Blade, Tower cell, Gear Box, Control Panel etc.	22 years
Hydraulic Systems	20 years
Bearings	15 years
Other components	5 to 22 years

4.5.3 PPE acquired in full or part exchange for another asset are recorded at the fair market value or the net book value of the asset given up, adjusted for any balancing cash transaction. Fair market value is determined either for the assets acquired or asset given up, whichever is more clearly evident.

4.5.4 PPEs are eliminated from the financial statements on disposal or when no further benefit is expected from its use and disposal. Gains or losses arising from disposal, measured as the difference between the net disposal proceeds and the carrying amount of such assets, are recognised in the Statement of Profit and Loss. Amount received towards PPE that are impaired and derecognized in the financial statements, are recognized in Statement of Profit and Loss, when the recognition criteria are met.

4.5.5 Depreciation is the systematic allocation of the depreciable amount of an asset over its useful life on a straight line method. The depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less 5% being its residual value.

4.5.6 Depreciation for PPE on additions is calculated on pro-rata basis from the date of such additions. For deletion/disposals, the depreciation is calculated on pro-rata basis up to the date on which such assets have been discarded / sold.

4.5.7 The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each reporting date and adjusted prospectively, if appropriate.

Capital Work in progress / Capital Advances

4.5.8 Capital work in progress includes cost of property, plant and equipment under installation, under development including related expenses and attributable interest as at the reporting date.

4.5.9 Advances given towards acquisition / construction of PPE outstanding at the reporting date are disclosed as 'Capital Advances' under 'Other Non-Current Assets'.

4.6 Leases

4.6.1 The determination of whether an arrangement is, or contains, a lease is based on the substance of the arrangement at the inception date whether fulfilment of arrangement is dependent on the use of a specific asset and the arrangement conveys a right to use the asset.

4.6.2 The lease arrangements where the risks and rewards incidental to ownership of an asset substantially vests with the Lessor are recognised as operating lease. Operating lease receipts and payments are recognised in the Statement of Profit and Loss on straight line basis over the lease terms except where the payments are structured to increase in line with the general inflation to compensate for the expected inflationary cost increases. The Company do not have any finance leases.

4.7 Revenue Recognition

4.7.1 The Company has adopted Ind AS 115 with effect from 1-4-2018 (i.e) from the date on which it became effective.

Power generated from Windmills
Electrical energy that are generated from windmill are sold at the contracted rate and the income is recognised as "Sale of power generated from windmills", upon transmission of energy to the grids.

Scrap sales
Scrap sales is recognised at the fair value of consideration received or receivable when the Company transfers control of the product to the customers. It comprises of invoice value of goods excluding applicable taxes on sale.

4.7.2 **Other Income**

Interest income is recognised using the Effective Interest Rate (EIR) method. EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period where appropriate, the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

4.8 Employee Benefits

4.8.1 Short-term employee benefits viz., Salaries and Wages are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related service is rendered.

4.8.2 Defined Contribution Plan viz., Contributions to Provident Fund and Superannuation Fund are recognized as an expense in the Statement of Profit and Loss for the year in which the employees have rendered services.

4.8.3 The Company contributes monthly to Employees' Provident Fund & Employees' Pension Fund administered by the Employees' Provident Fund Organisation, Government of India, at 12% of employee's basic salary. The Company has no further obligations.

4.8.4 The Company also contributes for superannuation a sum equivalent to 15% of the officer's eligible annual basic salary. Out of the said 15% contribution, a sum upto Rs.1.50 Lacs per annum is remitted to the superannuation fund trust administered by the holding company. The funds are managed by LIC of India. The balance amount, if any, is either remitted to National Pension System (NPS) subject to applicable ceiling or paid as salary at the option of employees. There are no further obligations in respect of the above contribution plan.

4.8.5 The Company makes annual contributions for gratuity to the holding company's fund administered by trustees and managed by LIC of India, along with the employees of holding company, based on the actuarial valuation by an independent external actuary as at the balance sheet date, using Projected Unit Credit method. This defined benefit plan is in the form of lump sum payments to vested employees on resignation, retirement, death while in employment or on termination of employment, for an amount equivalent to 15 days' basic salary for each completed year of service. Vesting occurs upon completion of five years of continuous service.

4.8.6 The Company provides for expenses towards compensated absences provided to its employees. The expense is recognized at the present value of the amount payable determined based on an independent external actuarial valuation as at the Balance Sheet date, using Projected Unit Credit method. The Company presents the entire compensated absences as 'Short-term provisions' since employee has an unconditional right to avail the leave at any time during the year.

4.9 Borrowing Costs

4.9.1 Borrowing costs that are directly attributable to the acquisition, construction, production of a qualifying asset are capitalised as part of the cost of that asset which takes substantial period of time to get ready for its intended use. The Company determines the amount of borrowing cost eligible for capitalisation by applying capitalisation rate to the expenditure incurred on such cost. The capitalisation rate is determined based on the weighted average rate of borrowing cost applicable to the borrowings of the Company which are outstanding during the period, other than borrowings made specifically towards purchase of the qualifying asset. The amount of borrowing cost that the Company capitalises during the period does not exceed the amount of borrowing cost incurred during that period. All other borrowings costs are expensed in the period in which they occur.

4.9.2 Borrowing cost include interest computed using Effective Interest Rate method, amortisation of ancillary costs incurred and exchange differences arising from foreign currency borrowings to the extent they are regarded as an adjustment to the interest cost.

4.10 Earnings per Share

4.10.1 Earnings per share is calculated by dividing the profit/(loss) attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

4.10.2 Where an item of income or expense which is otherwise required to be recognised in the Statement of Profit and Loss is debited or credited to Equity, the amount in respect thereof is suitably adjusted in Net profit for the purpose of computing Earnings per share.

4.10.3 The Company do not have any potential equity shares.

4.11 Impairment of Non-Financial Assets

4.11.1 The carrying values of assets include property, plant and equipment are reviewed for impairment at each Balance Sheet date, if there is any indication of impairment based on internal and external factors.

4.11.2 PPE is treated as impaired when the carrying amount of such asset exceeds its recoverable value. After recognition of impairment loss, the depreciation for the said assets is provided for remaining useful life based on the revised carrying amount, less its residual value if any, on straight line basis.

4.11.3 An impairment loss is charged to the Statement of Profit and Loss in the year in which an asset is identified as impaired.

4.11.4 An impairment loss is reversed when there is an indication that the impairment loss may no longer exist or may have decreased.

4.12 Provisions, Contingent Liabilities and Contingent Assets

4.12.1 Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources embodying economic benefits in respect of which a reliable estimate can be made.

4.12.2 Provisions are discounted if the effect of the time value of money is material, using pre-tax rates that reflects the risks specific to the liability. When discounting is used, an increase in the provisions due to the passage of time is recognised as finance cost. These provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates.

4.12.3 Contingent liability is a possible obligation that may arise from past events and its existence will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the same are not recognised but disclosed in the financial statements. Contingent Assets are not recognised.

4.13 Financial Instruments

4.13.1 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.

4.13.2 Financial assets and liabilities are offset and the net amount is presented in the Balance sheet when and only when the Company has a legal right to offset the recognised amounts and intends either to settle on a net basis or to realise the assets and settle the liabilities simultaneously.

4.13.3 The Company initially determines the classification of financial assets and liabilities. After initial recognition, no re-classification is made for financial assets which are categorised as equity instruments at FVTOCI and financial assets / liabilities that are specifically designated as FVTPL. However, other financial assets are re-classifiable when there is a change in the business model of the Company. When the Company reclassifies the financial assets, such reclassifications are done prospectively from the first day of the immediately next reporting period. The Company does not restate any previously recognised gains, losses including impairment gains or losses or interest.

Financial Assets

4.13.4 Financial assets comprise of loans and advances to employees, trade receivables, cash and cash equivalents and other financial assets.

4.13.5 Depending on the business model (i.e) nature of transactions for managing those financial assets and its contractual cash flow characteristics, the financial assets are initially measured at fair value and subsequently measured and classified at:

a) Amortised cost; or
b) Fair value through other comprehensive income (FVTOCI); or
c) Fair value through profit or loss (FVTPL)

Amortised cost represents carrying amount on initial recognition at fair value plus or minus transaction cost.

4.13.6 The Company has evaluated the facts and circumstances on date of transition to Ind AS for the purpose of classification and measurement of financial assets. Accordingly, financial assets are measured at FVTPL except for those financial assets whose contractual terms give rise to cash flows on specified dates that represents solely payments of principal and interest thereon, are measured as detailed below depending on the business model:

Classification	Business Model
Amortised cost	The objective of the Company is to hold and collect the contractual cash flows till maturity. In other words, the Company do not intend to sell the instrument before its contractual maturity to realise its fair value changes.
FVTOCI	The objective of the Company is to collect its contractual cash flows and selling financial assets.

The Company has accounted for its investments in subsidiary and associates at cost. The Company has exercised an irrevocable option at time of initial recognition to measure the changes in fair value of other equity investments at FVTOCI. Accordingly, the Company classifies its financial assets for measurement as below:

Classification	Name of Financial Assets
Amortised cost	Trade receivables, Loans and advances to employees, Interest receivable and Unbilled revenue
FVTOCI / FVTPL	The Company do not have any financial asset that qualifies the criteria for designating as FVTOCI / FVTPL.

4.13.7 Financial assets are derecognised (i.e) removed from the financial statements, when its contractual rights to the cash flows expire or upon transfer of the said assets. The Company also derecognises when it has an obligation to adjust the cash flows arising from the financial asset with third party and either upon transfer of:

a. significant risk and rewards of the financial asset, or
b. control of the financial asset

However, the Company continue to recognise the transferred financial asset and its associated liability to the extent of its continuing involvement, which are measured on the basis of retainment of its rights and obligations of financial asset.

4.13.8 Upon derecognition of its financial asset or part thereof, the difference between the carrying amount measured at the date of recognition and the consideration received including any new asset obtained less any new liability assumed shall be recognised in the Statement of Profit and Loss.

4.13.9 For impairment purposes, significant financial assets are tested on individual basis at each reporting date. Other financial assets are assessed collectively in groups that share similar credit risk characteristics. Accordingly, the impairment testing is done retrospectively on the following basis:

Name of Financial asset	Impairment testing methodology
Trade receivables	Expected Credit Loss model (ECL) is applied. The ECL over lifetime of the assets are estimated by using a provision matrix which is based on historical loss rates reflecting current conditions and forecasts of future economic conditions which are grouped on the basis of similar credit characteristics such as nature of industry, customer segment, past due status and other factors that are relevant to estimate the expected cash loss from these assets.
Other Financial assets	When the credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. When there is significant change in credit risk since initial recognition, the impairment is measured based on probability of default over the life time. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant

Name of Financial asset	Impairment testing methodology
	increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Financial Liabilities

4.13.10 Financial liabilities comprise of Borrowings from Banks and Holding Company, Trade payables and other financial liabilities.

4.13.11 The Company measures its financial liabilities as below:

Measurement basis	Name of Financial liabilities
Amortised cost	Borrowings, Trade payables, Interest accrued and other financial liabilities not for trading.
FVTPL	The Company do not have any financial liability that qualifies the criteria, in order to classify and measure at FVTPL.

4.13.12 Financial liabilities are derecognised when and only when it is extinguished (i.e) when the obligation specified in the contract is discharged or cancelled or expired.

4.13.13 Upon derecognition of its financial liabilities or part thereof, the difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid including any non-cash assets transferred or liabilities assumed is recognised in the Statement of Profit and Loss.

4.14 Fair value measurement

4.14.1 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.

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

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

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement is directly or indirectly observable.
Level 3: Valuation techniques for which the lowest level inputs that are significant to the fair value measurement is unobservable.

4.14.4 For assets and liabilities that are recognised in the Balance sheet on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation at the end of each reporting period (i.e) based on the lowest level input that is significant to the fair value measurement as a whole.

4.14.5 For the purpose of fair value disclosures, the company has determined the classes of assets and liabilities based on the nature, characteristics and risks of the assets or liabilities and the level of the fair value hierarchy as explained above.

4.14.6 The basis for fair value determination for measurement and / or disclosure purposes is detailed below:

Trade and other receivables
The fair value is estimated as the present value of the future cash flows, discounted at the market rate of interest at the reporting date. However, the fair value generally approximates the carrying amount due to the short term nature of such assets.

Non-derivative financial liabilities
The fair value of non-derivative financial liabilities viz, soft loan from government, deferred sales tax liability, borrowings are determined for disclosure purposes calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

5. Issuance of new accounting standard effective from 1-4-2019 onwards

In March 2019, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2018, notifying deletion of existing standard Ind AS 17 on Leases and insertion of new standard Ind AS 116 on Leases for applicability with effect from April 1, 2019.

Ind AS 116 Leases

Entity as a Lessee

Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases and requires lessees to account for all leases under a single on-balance sheet model similar to the accounting for finance leases under Ind AS 17.

At the commencement date of a lease, a lessee will recognize a liability to make lease payments (i.e., the lease liability) and an asset representing the right to use the underlying asset during the lease term (i.e., the right-of-use asset). Lessees will be required to separately recognize the interest expense on the lease liability and the depreciation expense on the right-of-use asset. Lessees will be also required to remeasure the lease liability upon the occurrence of certain events (e.g., a change in the lease term, a change in future lease payments resulting from a change in an index or rate used to determine those payments). The lessee will generally recognize the amount of the remeasurement of the lease liability as an adjustment to the right-of-use asset.

Entity as a Lessor

Lessor accounting under Ind AS 116 is substantially unchanged from today's accounting under Ind AS 17. Lessors will continue to classify all leases using the same classification principle as in Ind AS 17 and distinguish between two types of leases: operating and finance leases.

A lessee can choose to apply the standard using either a full retrospective or a modified retrospective approach. The above notified standard provides two recognition exemptions for lessees viz., leases of 'low-value' assets and short-term leases (i.e., leases with a lease term of 12 months or less).

The Company is evaluating the requirements of this new standard and its effect on the financial statements.

6. Significant Estimates and Judgements

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could vary from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision effects only that period or in the period of the revision or future periods, if the revision affects both current and future years.

Accordingly, the management has applied the following estimates / assumptions / judgements in preparation and presentation of financial statements:

Current Taxes
Calculations of income taxes for the current period are done based on applicable tax laws and management's judgement by evaluating positions taken in tax returns and interpretations of relevant provisions of law and applicable judicial precedents.

Deferred Tax Asset (Including MAT Credit Entitlement)
Significant management judgement is exercised by reviewing the deferred tax assets at each reporting date to determine the amount of deferred tax assets that can be retained / recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

Property, Plant and Equipment
The residual values and estimated useful life of PPEs are assessed by the technical team at each reporting date by taking into account the nature of asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement and maintenance support. Upon review, the management accepts the assigned useful life and residual value for computation of depreciation/amortisation.

Impairment of Non-financial assets
The impairment of non-financial assets is determined based on estimation of recoverable amount of such assets. The assumptions used in computing the recoverable amount are based on management judgement considering the timing of future cash flows, discount rates and the risks specific to the asset.

Provisions
The timing of recognition requires application of judgement to existing facts and circumstances that may be subject to change. The litigations and claims to which the company is exposed are assessed by the management and in certain cases with the support of external experts. The amounts are determined by discounting the

expected future cash flows at a pre-tax rate that reflects the current market assessments of the time value of money and the risks specific to the liability.

Contingent Liabilities

Management judgement is exercised for estimating the possible outflow of resources, if any, in respect of contingencies / claims / litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities could not be measured based on quoted prices in active markets, management uses valuation techniques including the Discounted Cash Flow (DCF) model, to determine its fair value The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is exercised in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Impairment of Trade receivables

The impairment for trade receivables are done based on assumptions about risk of default and expected loss rates. The assumptions, selection of inputs for calculation of impairment are based on management judgement considering the past history, market conditions and forward looking estimates at the end of each reporting date.

Note No. 7

Property, Plant and Equipment

Rs. in Lacs

Particulars	Year	Gross Block				Depreciation				Net Block
		As at the beginning of the year	Additions	Deductions / Adjustments	As at the end of the year	As at the beginning of the year	For the year	Deductions / Adjustments	As at the end of the year	As at the end of the year
Own assets										
Land	**2018-19**	**67.40**	**-**	**-**	**67.40**	**-**	**-**	**-**	**-**	**67.40**
	2017-18	67.40	-	-	67.40	-	-	-	-	67.40
Buildings	**2018-19**	**1.99**	**-**	**-**	**1.99**	**1.16**	**0.38**	**-**	**1.54**	**0.45**
	2017-18	1.99	-	-	1.99	0.78	0.38	-	1.16	0.83
Plant & Equipments	**2018-19**	**5,309.49**	**64.83**	**13.31**	**5,361.01**	**788.18**	**264.61**	**13.31**	**1,039.48**	**4,321.53**
	2017-18	5,285.77	32.69	8.97	5,309.49	542.28	247.53	1.63	788.18	4,521.31
Furniture & Fixtures	**2018-19**	**1.26**	**-**	**-**	**1.26**	**0.14**	**0.12**		**0.26**	**1.00**
	2017-18	0.59	0.67	-	1.26	0.08	0.06	-	0.14	1.12
Office Equipments	**2018-19**	**25.57**	**-**	**-**	**25.57**	**9.92**	**4.77**		**14.69**	**10.88**
	2017-18	25.57	-	-	25.57	5.01	4.91	-	9.92	15.65
Vehicles	**2018-19**	**0.67**	**-**	**-**	**0.67**	**0.18**	**0.07**		**0.25**	**0.42**
	2017-18	0.67	-	-	0.67	0.12	0.06	-	0.18	0.49
Total	**2018-19**	**5,406.38**	**64.83**	**13.31**	**5,457.90**	**799.58**	**269.95**	**13.31**	**1,056.22**	**4,401.68**
	2017-18	**5,381.99**	**33.36**	**8.97**	**5,406.38**	**548.27**	**252.94**	**1.63**	**799.58**	**4,606.80**

Notes

(a) Plant and Equipments include 33.24 MW of aggregate capacity of Wind Electric Generators (WEGs) which have been hypothecated as security for Long term borrowings from Bank (Note 18)

(b) No borrowing cost have been capitalised during the current and previous year.

(c) Deductions / Adjustments relating to Plant and Equipments represent assets that were damaged / discarded and derecognised from financial statements since no future economic benefits is expected from its use / disposal.

Note No		31-03-2019	31-03-2018
			Rs. In Lacs
8	**Loans (Non-current)**		
	Loans to employees		
	- Secured	4.87	5.62
	- Unsecured	0.52	1.12
	Total	**5.39**	**6.74**

Notes

(a) Loans are non-derivative financial assets and are carried at Amortized Cost, which generate a fixed or variable interest income for the Company.

(b) Secured by way of deposit of Original title deeds / hypothecation of assets / creation of second charge of the underlying immovable properties.

Note No		31-03-2019	31-03-2018
9	**Other Financial Assets (Non-current)**		
	Unsecured and Considered Good		
	Deposits and Balance with Govt. Departments	0.04	0.03
	Total	**0.04**	**0.03**
10	**Other Non-Current Assets**		
	Unsecured and Considered Good		
	Capital Advances	0.49	-
	Income Tax Refund receivable	-	17.17
	Prepaid Expenses	1.77	2.57
	Total	**2.26**	**19.74**
11	**Inventories**		
	(Valued at lower of Cost or Net Realisable Value)		
	Stores, Spares & Consumables	140.97	131.13
	Total	**140.97**	**131.13**
12	**Cash and Cash Equivalents**		
	Imprest Balances	0.38	0.38
	Balances with Banks in Current Account	26.68	45.19
	Fixed Deposits with original maturity of less than 3 months	15.00	-
	Total	**42.06**	**45.57**

Notes:

(a) There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting periods

(b) Fixed Deposits with banks represent amount earmarked as security for specific pupose.

Note No		31-03-2019	31-03-2018
13	**Loans (Current)**		
	Loans to employees		
	- Secured	1.54	1.26
	- Unsecured	0.76	0.79
	Total	**2.30**	**2.05**

Notes

(a) Loans are non-derivative financial assets and are carried at Amortized Cost, which generate a fixed or variable interest income for the Company.

(b) Secured by way of Deposit of original title deeds / hypothecation of assets / creation of second charge of the underlying immovable properties.

Note No		31-03-2019	31-03-2018
			Rs. In Lacs
14	**Other Financial Assets (Current)**		
	Unsecured and Considered Good		
	Interest accrued on Fixed Deposits	0.09	-
	Unbilled Revenue	-	23.08
	Total	**0.09**	**23.08**

Note: Unbilled Revenue represent Contract assets for which the Company has evacuated the power to the grid and not billed under group captive arrangement (Note 27).

15	**Current Tax Assets**		
	Secured and Considered Good		
	Advance Income Tax & TDS (net of provision for tax)	6.05	-
	Total	**6.05**	**-**

Note: Advance Income Tax & TDS is net of provision for tax of Rs.76.97 Lacs (PY: Rs.130.43 Lacs)

16	**Other Current Assets**		
	Advances to Suppliers & Service providers	0.11	-
	Prepaid Expenses	13.43	13.43
	Total	**13.54**	**13.43**

Note No. 17

Equity Share Capital | **Rs. in Lacs**

Particulars	**31-03-2019**	**31-03-2018**
Authorised		
1,00,00,000 Equity Shares of Re.1/- each	100.00	100.00
(PY: 1,00,00,000 Equity Shares of Re. 1/- each)		
Issued, Subscribed and Fully paid-up		
1,00,00,000 Equity Shares of Re.1/- each	100.00	100.00
(PY: 1,00,00,000 Equity Shares of Re. 1/- each)		

(i) Reconciliation of the number of shares oustanding	**31-03-2019**	**31-03-2018**
No. of equity shares at the beginning of the year	1,00,00,000	1,00,00,000
Issue of Equity Shares during the year	-	-
No. of Equity shares at the end of the year	**1,00,00,000**	**1,00,00,000**

(ii) Term/Rights/Restrictions attached to Equity Shares

The Company has one class of equity shares having a face value of Re.1/- each. Each shareholder is eligible for one vote per share held. The Company declares and pays dividend in Indian Rupees. In the event of liquidation of the company, the equity shareholders 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.

(iii) Shares held by Holding Company / Investor - Associate / holding more than 5 percent in the Company	**31-03-2019**		**31-03-2018**	
	No. of Shares	**% of holding**	**No. of Shares**	**% of holding**
The Ramco Cements Limited	71,50,000	71.50%	71,50,000	71.50%
The Ramaraju Surugical Cotton Mills Limited	6,16,000	6.16%	6,16,000	6.16%
Rajapalayam Textile Limited	6,34,000	6.34%	6,34,000	6.34%
Sri Vishnu Shankar Mill Limited	6,15,000	6.15%	6,15,000	6.15%
Rajapalayam Mills Limited	8,32,000	8.32%	8,32,000	8.32%
Sandhya Spinning Mills Limited	1,53,000	1.53%	1,53,000	1.53%

Rs. In Lacs

Note No		31-03-2019	31-03-2018
18	**Other Equity**		
	Retained Earnings		
	Balance as per last financial statement	1,031.91	577.62
	Add: Profit for the year	269.86	454.29
	Total	**1,301.77**	**1,031.91**

Nature of Reserve

Retained Earnings represent the undistributed profits of the Company.

19	**Long Term Borrowings**		
	Secured		
	Term Loans from Banks	-	247.25
	Unsecured		
	Loans and advances from Holding Company	1,795.07	2,783.07
	Total	**1,795.07**	**3,030.32**

Nature of Security

(a) Term Loan from Banks

(i) Term Loan from Banks are secured by first charge on fixed assets by way of hypothecation of 33.24 MW Wind Electric Generators (WEGs).

(ii) Besides the above, this loan has been backed by Corporate Guarantee from the Holding Company.

(iii) This term loan have been availed at an effective interest rate of 8.75% and the balance instalments are due for repayment during the year 2019-20 (Refer Note 23).

(b) Loans and advances from Holding Company

(i) This Loans and advances carry interest rate of 10% p.a. The Company borrowed funds from its holding company to fund the acquisition of windmills in addition to the term loans from banks.

(ii) The Maturity profile of this loan as of the reporting date is given below:

Year	*No. of Instalments*	*Total Amount*
2020 - 21	*4*	*520.00*
2021 - 22	*4*	*520.00*
2022 - 23	*4*	*520.00*
2023 - 24	*2*	*235.07*
Total	***14***	***1,795.07***

Rs. in Lacs

20 Deferred Tax Liabilities

Nature of Liability / (Asset)	Balance Sheet		Statement of Profit and Loss	
	31-03-2019	31-03-2018	31-03-2019	31-03-2018
Tax Impact on difference between book depreciation and depreciation under the Income Tax Act, 1961	803.44	787.67	15.77	42.70
Tax effect of provision for compensated absences	(0.46)	(0.28)	(0.18)	(0.15)
Tax Impact on carry forward loss / unabsorbed depreciation	(301.24)	(389.69)	88.45	135.25
Tax Impact on fair valuation of loans and advances	-	-	-	0.31
Tax Impact of transaction cost of borrowings using effective interest rate method	-	0.03	(0.03)	(0.06)
Unused Tax Credits - MAT Credit Entitlement	(374.09)	(297.12)	(76.97)	(130.43)
Total	**127.65**	**100.61**	**27.04**	**47.62**

Reconciliation of Deferred tax Liabilities (Net)

Particulars	31-03-2019	31-03-2018
Opening balance as at 1st April	**100.61**	**52.99**
Deferred Tax Expense recognised during the period in Statement of Profit and Loss	27.04	47.62
Tax income/(Expense) during the period recognised in OCI	-	-
Closing balance at at 31st March	**127.65**	**100.61**

Components of Tax Expenses

Particulars	31-03-2019	31-03-2018
(i) Profit or Loss Section		
Current Tax		
Current Income Tax charge	76.97	130.43
Deferred Tax		
Relating to the origination and reversal of temporary differences	104.01	178.05
MAT Credit Recognition	(76.97)	(130.43)
Total Tax Expenses reported in Profit or Loss section	**104.01**	**178.05**
(ii) Other Comprehensive Income Section	**-**	**-**
(iii) Total Tax Expenses reported in Statement of Profit and Loss	**104.01**	**178.05**

Reconciliation of the Income tax provision to the amount computed by applying the Statutory Income tax rate to the income before taxes is summarised below:

Particulars	31-03-2019	31-03-2018
Accounting Profit before Tax	373.87	632.34
Corporate Tax Rate %	27.82%	27.55%
Computed Tax Expense	**104.01**	**174.22**
Increase/(reduction) in taxes on account of:		
Change in Tax rate during the year	-	3.83
Tax Expenses reported in the Statement of Profit and Loss	**104.01**	**178.05**

Note No		31-03-2019	31-03-2018
			Rs. In Lacs
21	**Short Term Borrowings**		
	Unsecured		
	Loan from Banks	1,000.00	-
	Total	**1,000.00**	**-**

Note: Short term borrowing carry interest rate of 7.06% p.a.

22	**Trade Payables**		
	Dues of Creditors other than Micro and small enterprises	32.26	79.95
	Total	**32.26**	**79.95**

Notes

(a) There are no dues to Micro and Small Enterprises as at the reporting date (PY: Nil). This information as required to be disclosed under the Micro, Small and Medium Enterprises Development Act, 2006 has been determined to the extent of such parties have been identified on the basis of information available with the company.

(b) Refer Note No.36 for information about risk profile of Trade Payables under Financial Risk Management.

23	**Other Current Financial Liabilities**		
	Current Maturities of Long Term Borrowings (Ref Note 19)	247.36	494.74
	Interest accrued but not due on Borrowings	7.79	5.14
	Total	**255.15**	**499.88**
24	**Other Current Liabilities**		
	Statutory liabilities payable	0.83	1.47
	Total	**0.83**	**1.47**
25	**Short Term Provisions**		
	Provision for Compensated absences	1.65	1.00
	Total	**1.65**	**1.00**

Notes:

(a) Nature of Provisions

The Company provides for expenses towards compensated absences provided to its employees. The expense is recognized at the present value of the amount payable determined based on an independent external actuarial valuation as at the Balance Sheet date, using Projected Unit Credit method.

(b) Movement in Provisions for Compensated Absences

Carrying amount as at the beginning of the year	*1.00*	*0.48*
Provision created during the year	*0.65*	*0.52*
Carrying amount as at the end of the year	***1.65***	***1.00***

26	**Liabilities for Current tax**		
	Provision for Current tax	-	3.43
	Total	**-**	**3.43**

Note: Provision for current tax is after netting of Advance Tax paid / TDS for Rs.83.02 Lacs (PY: Rs.127 Lacs)

Rs. In Lacs

Note No		31-03-2019	31-03-2018
27	**Revenue from Operations**		
	Sale of Power generated from Windmills	1,485.07	1,742.66
	Scrap sales	4.40	1.17
	Total	**1,489.47**	**1,743.83**

Notes

(a) The Company's revenue from sale of power generated from windmills are recognised at a point in time as and when the energy is transmitted to the grid and in case of scrap sales, when the control of goods is transferred to its customer.

(b) Changes in wind power units - generation / billing	*In Lac Units*	
Unbilled units eligible for adjustment as at the beginning of the year	*6*	*4*
Wind energy generation	*371*	*436*
Wind energy billed under Group captive wheeling and banking arrangement	*377*	*434*
Unbilled units eligible for adjustment as at the end of the year	*Nil*	*6*

28	**Other Income**		
	Interest Income	2.54	1.17
	Rent Receipts	0.19	-
	Total	**2.73**	**1.17**

Notes

(a) Interest Income represents income from financial assets that are measured at Amortized Cost calculated using effective interest rate method.

(b) Operating lease rent receivable under non-cancellable leases for future periods from the reporting date as a Lessor:

Not later than one year	*0.65*	-
Later than one year and not later than five years	*2.60*	-
Later than five years	*9.10*	-

29	**Employee Benefits Expense**		
	Salaries and Wages	78.19	75.42
	Workmen and Staff welfare	5.82	4.70
	Contribution to Provident Fund	3.81	3.67
	Contribution to Gratuity Fund	2.03	0.98
	Contribution to Superannuation Fund	1.77	1.61
	Total	**91.62**	**86.38**

30	**Finance Costs**		
	Interest on Term loans from Bank	54.84	76.61
	Interest on loans and advances from Holding Company	258.58	299.09
	Others	0.64	1.18
	Total	**314.06**	**376.88**

Notes

(a) Others represents interest on shortfall in payment of advance income tax.

(b) Refer Note No.36 for information about interest rate risk exposure under Financial Risk Management.

Rs. In Lacs

Note No		31-03-2019	31-03-2018
31	**Other Expenses**		
	Operational Expenses		
	Stores and Spares consumption	117.98	84.92
	Repairs to Plant and equipments	199.54	174.81
	Repairs to Buildings	1.16	1.46
	Repairs to Vehicles	1.67	1.66
	Establishment Expenses		
	IT & Communication expenses	0.53	0.69
	Insurance	14.83	13.86
	General Administration Expenses	5.04	5.01
	Travelling expenses	0.70	0.71
	Filing & Registration Fees	0.40	4.49
	Rent	7.43	7.39
	Miscellaneous Expenses	1.57	1.48
	Legal and Consultancy expenses	-	4.01
	Bank Charges	0.10	0.03
	Audit Fees and Expenses	1.85	1.67
	Security Charges	88.42	86.11
	Directors' Sitting fees	1.05	0.60
	Impairment Loss on Assets	-	7.34
	Rates and taxes	0.43	0.22
	Total	**442.70**	**396.46**

Notes

(a) Non-cancellable long term operating lease obligations payable for future periods from the reporting date as a Lessee:

Particulars	***31-03-2019***	***31-03-2018***
Not Later than one year	*6.30*	*6.30*
Later than one year and not later than five years	*25.19*	*25.19*
Later than five years	*94.47*	*100.77*

(b) Audit Fees and Expenses

Particulars	***31-03-2019***	***31-03-2018***
For Statutory Audit Fees	*1.18*	*1.00*
For Tax Audit Fees	*0.34*	*0.25*
For Secretarial Audit Fees	*0.32*	*0.28*
For Certification fees	*-*	*0.09*
For Reimbursement of expenses	*0.01*	*0.05*
Total	***1.85***	***1.67***

As per our report annexed
For M.S Jagannathan & N.Krishnaswami
Chartered Accountants
Firm Registration Number: 001208S

A.V. DHARMAKRISHNAN
Director

K.SRINIVASAN
Partner
Membership No. 021510

S. VAITHIYANATHAN
Director

Chennai
21-05-2019

Rs. In Lacs

32.

Contingent Liabilities	31-03-2019	31-03-2018
Guarantees given by the bankers on behalf of company	15.00	15.00

33. Earnings per Share

Rs. In Lacs

Particulars	31-03-2019	31-03-2018
Net profit after tax (A)	269.86	454.29
Weighted average number of Equity shares (B) [In Lacs]	100	100
Nominal value per equity share (in Rs)	1	1
Basic & Diluted Earnings per share (A)/(B) in Rs.	2.70	4.54

34. Information on Related party transactions as required by Indian Accounting Standard - 24 on Related party disclosures for the year ended 31-03-2019:

(a) Holding Company

Name of the Company	Country of Incorporation	% of Shareholding as at	
		31-03-2019	31-03-2018
The Ramco Cements Limited	India	71.50	71.50

(b) Key Management Personnel (Including KMP under Companies Act, 2013)

Name and Designation of the Key Management Personnel	Relationship
A.V. Dharmakrishnan, Director	KMP of Holding Company
S. Vaithiyanathan, Director	KMP of Holding Company
K. Selvanayagam, Director	KMP of Holding Company

(c) Companies / Trusts over which Holding Company / KMP of Holding Company exercise significant influence

Rajapalayam Textile Limited	Thanjavur Spinning Mill Limited
Sandhya Spinning Mill Limited	The Ramaraju Surgical Cotton Mills Limited
Ramco Industries Limited	Sri Vishnu Shankar Mill Limited
Rajapalayam Mills Limited	Raja Charity Trust

(d) Funds for employee benefits

The Ramco Cements Limited Employees' Gratuity Fund
The Ramco Cements Limited Officers' Superannuation Fund

(e) **Transactions during the year at Arm's length basis or its equivalent**

Rs. in Lacs

S.No	Nature of Transactions and Related party Relationship	31-03-2019	31-03-2018
1	**Transactions with Holding Company – The Ramco Cements Limited**		
(i)	Scrap Sales	0.57	-
(ii)	Leasing Arrangements – Rent Paid	7.43	7.39
(iii)	Loans and advances repaid (net)	988.00	358.86
(iv)	Interest paid [Interest Rate: 10% (PY: 10%)	258.58	299.09
(v)	Maximum amount of loans and advances outstanding during the year	3,211.07	3,359.07
2	**Transactions with KMP of Holding company – Sitting Fees**		
	A.V. Dharmakrishnan	0.35	0.20
	S. Vaithiyanathan	0.35	0.20
	K. Selvanayagam	0.35	0.20
	Total	**1.05**	**0.60**
3	**Contribution to Gratuity / Superannuation Fund maintained by the Holding Company**		
	The Ramco Cements Limited Employees' Gratuity Fund	2.03	0.98
	The Ramco Cements Limited Officers' Superannuation Fund	1.77	1.61
	Total	**3.80**	**2.59**
4	**Companies / Trust over which Holding Company / KMP of Holding Company exercise significant influence**		
	Sale of Electrical Energy		
	Rajapalayam Textile Limited	335.50	335.42
	Sandhya Spinning Mill Limited	80.96	128.83
	Ramco Industries Limited	-	176.39
	Sri Vishnu Shankar Mill Limited	325.44	241.23
	Thanjavur Spinning Mill Limited	-	459.51
	The Ramaraju Surgical Cotton Mills Limited	325.98	362.54
	Rajapalayam Mills Limited	440.27	32.14
	Total	**1,508.15**	**1,736.06**
	Rent Receipts		
	Raja Charity Trust	0.19	-
	Total	**0.19**	**-**

(f) Outstanding balances including commitments

Rs. in Lacs

S.No	Nature of Outstanding Balances, Name of the Related Party and Relationship	31-03-2019	31-03-2018
1	**Borrowings**		
	Holding Company		
	The Ramco Cements Limited	1,795.07	2,783.07
	Total	**1,795.07**	**2,783.07**
2	**Corporate Guarantee for Borrowings from Bank**		
	Holding Company		
	The Ramco Cements Limited	247.37	2,350.00
	Total	**247.37**	**2,350.00**

Note: The above outstanding balances at the respective reporting dates are unsecured and settlement occurs in cash.

Disclosure of Key Management Personnel compensation in total and for the following short term benefit:

Rs. in Lacs

Particulars	31-3-2019	31-3-2018
Sitting Fees	1.05	0.60
Total	**1.05**	**0.60**

35. Disclosure of Fair value measurements

The fair values of financial assets and liabilities are determined at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Fair value of cash and short-term deposits, trade and other short term receivables, trade payables, other current liabilities and other financial instruments approximate their carrying amounts largely due to their short term maturities of these instruments.

All financial instruments pertaining to the Company as measured at Amortized cost and its fair value are equivalent to its carrying amount. The Company does not have any financial instruments which are measured either at FVTPL or FVTOCI.

36. Financial Risk Management

The Board of Directors (BOD) has overall responsibility for the establishment and oversight of the Company's risk management framework and thus established a risk management policy to identify and analyze the risk faced by the Company. Risk Management systems are reviewed by the BOD periodically to reflect changes in market conditions and the Company's activities. The Company through its training and management standards and procedures develop a disciplined and constructive control environment in which all employees understand their roles and obligations.

The Company has the following financial risks:

Categories of Risk	Nature of Risk
Credit Risk	Receivables
	Financial Instruments and Cash deposits
Cash flow and fair value interest rate risk	Exposure to interest rate fluctuations
Liquidity Risk	Fund Management

The Board of Directors regularly reviews these risks and approves the risk management policies, which covers the management of these risks:

Credit Risk

Credit Risk is the risk of financial loss to the Company if the customer or counterparty to the financial instruments fails to meet its contractual obligations and arises principally from the Company's trade receivables and treasury operations.

(i) Receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristic of each customer. The Company evaluates the concentration of the risk with respect to trade receivables as low, as its customers are related parties.

(ii) Financial Instruments and Cash deposits

Investments of surplus funds are made only with the approved counterparties. The Company is exposed to counter party risk relating to short term placed with banks. The Company places its cash equivalents based on the creditworthiness of the financial institutions.

Cash flow and fair value Interest Rate Risk

Interest rate risk arises from long term borrowings with variable rates which exposed the company to cash flow interest rate risk. The Company's fixed rate borrowing are carried at amortized cost and therefore are not subject to interest rate risk as defined in Ind AS 107 since neither the carrying amount nor the future cash flows will fluctuate because of the change in market interest rates. The Company is exposed to the evolution of interest rates and credit markets for its future refinancing, which may result in a lower or higher cost of financing, which is mainly addressed through the management of the fixed/floating ratio of financial liabilities. The Company constantly monitors credit markets to strategize a well-balanced maturity profile in order to reduce both the risk of refinancing and large fluctuations of its financing cost.

Interest rate risk exposure

Rs. in Lacs

Particulars	31-03-2019	31-03-2018
Variable rate borrowings	1,247.36	741.99
Fixed rate borrowings	1,795.07	2,783.07

Sensitivity on Interest rate fluctuation

Rs. in Lacs

Particulars	**Effect of Interest Cost on Bank Borrowings**	
	31-03-2019	**31-03-2018**
1% Increase in Interest Rate	61.76	85.98
1% Decrease in Interest Rate	47.92	67.23

Liquidity Risk

Liquidity Risks are those risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. In the management of liquidity risk, the Company monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the company's operations and to mitigate the effects of fluctuations in cash flows. Due to the dynamic nature of the underlying business, the Company aims at maintaining flexibility in funding by keeping both committed and uncommitted credit lines available. The Company has laid well defined policies and procedures facilitated by robust information system for timely and qualitative decision making by the management including its day to day operations. The table below summarizes the maturity profile of financial liabilities:

Rs. in Lacs

Nature of Financial Liability	**< 1 Year**	**1 – 5 Years**	**>5 years**	**Total**
As at 31-03-2019				
Borrowings from Banks	1,247.36	-	-	1,247.36
Borrowings from Holding Company	-	1,795.07	-	1,795.07
Trade payables	32.26	-	-	32.26
Other Financial Liabilities	7.79	-	-	7.79
As at 31-03-2018				
Borrowings from Banks	494.74	247.36	-	742.10
Borrowings from Holding Company	-	1,560.00	1,223.07	2,783.07
Trade payables	79.95	-	-	79.95
Other Financial Liabilities	5.14	-	-	5.14

37. Capital Management

For the purpose of the Company's capital management, capital includes issued equity share capital and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximize the shareholders' wealth. The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of the financial covenants. The Company monitors capital using a gearing ratio, which is net debt divided by total equity plus net debt.

Rs. in Lacs

Particulars	**31-03-2019**	**31-03-2018**
Long Term Borrowings	1,795.07	3,030.32
Current maturities of Long term borrowings	247.36	494.74
Short Term Borrowings	1,000.00	-
Less: Cash and Cash Equivalents	42.06	45.57
Net Debt (A)	**3,000.37**	**3,479.49**
Equity Share Capital	100.00	100.00
Other Equity	1,301.77	1,031.91

Particulars	31-03-2019	31-03-2018
Total Equity (B)	**1,401.77**	**1,131.91**
Total Capital Employed **(C) = (A) + (B)**	4,402.14	4,611.40
Capital Gearing Ratio (A) / (C)	**68%**	**75%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. There have been no breaches in the financial covenants of any interest-bearing loans / borrowing. The Company has been consistently focusing on reduction in long term borrowings. There are no significant changes in the objectives, policies or processes for managing capital during the years ended 31-03-2019 and 31-03-2018.

PROXY FORM

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

RAMCO WINDFARMS LIMITED

(CIN:U40109TN2013PLC093905)

Regd. Office: "Auras Corporate Centre", No:98-A, Dr.Radhakrishnan Road, Mylapore, Chennai – 600 004. TAMIL NADU.

Name of the Member(s) :
Registered address :
E-mail ID :
Folio No/DP ID - Client ID :

I/We, being the member (s) of .... shares of the above named company, hereby appoint

1. Name:.. Address: ....
   E-mail Id:.. Signature:.., or failing him
2. Name: .... Address: ....
   E-mail Id:... Signature:.., or failing him
3. Name: .... Address: ....
   E-mail Id:.. Signature:..

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 6th Annual general meeting of the company, to be held on the Tuesday, the 6th August 2019 at 10.00 AM at "Auras Corporate Centre", No:98-A, Dr.Radhakrishnan Road, Mylapore, Chennai – 600 004, Tamil Nadu and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Resolutions
Ordinary Business – Ordinary Resolution	
1	Financial Statements for the year ended 31-03-2019
2	Appointment of Shri.K.Selvanayagam as a Director, who retires by rotation
3	Appointment of M/s.M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, as Statutory Auditors of the Company

Signed this _______ day of __________ 2019

Affix
Revenue
Stamp

Signature of Shareholder ________________________

Signature of Proxy holder(s) ______________________

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