

## INDEPENDENT AUDITOR'S REPORT

**To the Members of Ruchi J-Oil Private Limited**

**Report on the Standalone Financial Statements**

### Opinion

We have audited the accompanying standalone financial statements of Ruchi J-Oil Private Limited ("the Company") which comprise the Balance Sheet at 31<sup>st</sup> March 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statement of Changes in Equity for the year-ended on that date and a summary of significant accounting policies and other explanatory information.

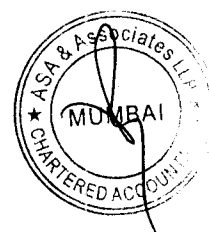
In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, loss for the year, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. 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 together with ethical requirements that are relevant to our audit of the financial statements under the provision of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Going Concern

We draw attention to Note 2 to these financial statements. The Company has incurred a loss of Rs 16.29 million for the year 2017-18, aggregating the accumulated losses to Rs 599 million at 31 March 2018, which exceed 60% of the total of "issued and paid up" share capital and reserves of the Company as at the end of the year. The company was facing difficult market conditions and the challenging business environment resulting in adverse operational performance. During the year, the Company has taken various steps to reduce the business losses and undertook cost reduction measures including disposal of its "oil Extraction & Refinery" business at Shujalpur (Refer note 39 to the financial statements) and other unused assets. As a result, the Company does not have any manufacturing operations at present. During the year, till December 2017, the Company continued the business of marketing of the branded functional edible oils processed under exclusive technology arrangement. The net worth of RJPL at 31 March 2018, after considering the losses mentioned above, is positive, amounting to Rs 357.62 million and the company does not have any debt owing to any lender.



During the year, the holding company of RJPL, Ruchi Soya Industries Limited ("RSIL") was initiated into a Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code 2016 pursuant to a petition filed by two financial creditors of RSIL and admitted by The National Company Law Tribunal (NCLT), Mumbai branch. The said resolution process is presently ongoing and the outcome of the same will be known after the process is completed. However, currently RSIL is being managed as a "going concern" during the CIRP and their financial statements continue to be prepared on "going concern" basis.

In the meantime, as a result of a review of capital requirements by the Company commensurate to the level of operational needs and to achieve a more efficient capital structure, the Board of Directors of RJPL considered and approved a scheme of reduction of share capital envisaging cancellation of 356,745 "issued and paid up" equity shares of the Company with an outflow of capital aggregating approximately Rs 316 million to the existing shareholders, subject to approval of Shareholders, regulatory and statutory consents. (Refer Note no 12) to the financial statements).

Considering the above events that have taken place during the year and the fact that the operations of RJPL are dependent on the active support of RSIL, there exists a material uncertainty on the Company's (RJPL) ability to continue as a "going concern" in the foreseeable future. Management of the Company has carried out an assessment of the uncertainty and its impact on the Company's ability to continue as a "going concern" in the foreseeable future and specifically in the next 12-month period ending in March 2019. We have discussed management's assessment with them.

The management of the Company recognizes that, a potential uncertainty exists which may impact the Company's ability to continue as a "going concern. However, pending the outcome of the resolution of CIRP at RSIL or the decision of the shareholders of the Company on the review of the long-term business strategy, the financial statements of RJPL for the year 2017-18 have been presented on a going concern basis.

We concur with management's assessment. Our opinion is not modified on this matter.

## Key Audit Matters

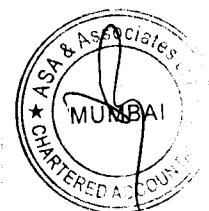
### *Sale of "Oil Extraction & Refinery" Business*

During the year, in September 2017, the "Oil Extraction and Refinery" business was sold to a third party as a "going concern" on a slump sale basis under a Business Transfer Agreement. The lump sum consideration aggregated Rs 60.85 million. The sale has resulted in a loss of Rs 5.43 million. Refer Note 39 to the financial statements.

### *Capital Reduction Scheme*

Keeping in view of review of capital requirements of the company commensurate to the level of operational needs and to achieve a more efficient capital structure, the Board considered and approved a scheme of reduction of issued and paid up Equity Share capital of the company subject to the approval of shareholders, regulatory and statutory consents.

Vide this scheme, 356,745 shares of par value of Rs 10 each with the per share premium of Rs 877 per share. The total payout of capital to the shareholders vide this scheme will aggregate approximately Rs 316 million. Post implementation of the scheme, the Company will have issued and paid up share capital of Rs 636 million representing 43,255 shares of Rs 10 each at premium of Rs 14,794 per share.



The proposal is approved by shareholders of the Company in an EGM. However, the same is pending for regulatory and statutory consents at present. [www.asa.in](http://www.asa.in)

### Management's Responsibility for the Standalone 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 these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) as specified under Section 133 of the Act, read with relevant rules issued thereunder. 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 implementation and maintenance of 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.

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

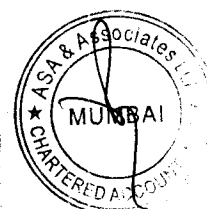
### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of these standalone 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.

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



**Report on Other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in exercise of power conferred by 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.

As required by section 143(3), we report that:

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.

- a) 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;
- b) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
- c) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- d) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- e) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company does not have any pending litigations that would impact its financial position in its financial statements;
  - ii. The Company did not have any long term contracts including derivative contracts for which there are any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

**For ASA and Associates LLP**  
**Chartered Accountants**  
**Firm Registration No: 009571N/N500006**



**Vaijayantimala Belsare**  
**Partner**  
Membership No. 49902

Place: Mumbai  
Date: 9<sup>th</sup> May, 2018



## ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 of the Independent Auditor's Report of Ruchi J-Oil Private Limited ('the Company') on the financial statements as of and for the year ended on 31<sup>st</sup> March 2018.

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets for part of the year. During September 2017 and thereafter, the Company sold majority of its fixed assets under a Business Transfer Agreement to a third party for an agreed consideration.
- (b) The fixed assets of the Company were physically verified by the management before they were sold out under a Business Transfer Agreement during the year. No material discrepancies were noticed on such verification. We are not giving any opinion on the frequency of the physical verification as the Company does not have any fixed assets after September 2017. There are no fixed assets at 31 March 2018.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the lease deeds of leasehold land were held in the name of the Company till September 2017 after which the deeds and all the related documents have been handed over to the third party for completion of the transfer formalities in their name.
2. During the year, the Company has sold inventory aggregating Rs 2.37million under the Business Transfer Agreement in a slump sale, Rs 19.9 million in a normal sale and disposed and written off inventory aggregating Rs 5.36 million to the profit & loss account. There is no inventory at 31 March 2018. Accordingly, we are not reporting on this clause.
3. According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or any other parties covered in the register maintained under section 189 the Companies Act, 2013. Accordingly, paragraphs 3(iii) (a) and (b) of the Order are not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the Company has not made loans, investments, guarantees and securities in respect of which provisions of section 185 and 186 the Companies Act, 2013 are applicable. Accordingly, paragraphs 3(iv) of the Order are not applicable to the Company.
5. The Company has not accepted any deposits from the public within the meaning of Sections 73 and 76 and any other relevant provisions of the Companies Act and the rules framed there under. Therefore, the provisions of clause 3(v) of the Order are not applicable to the Company.
6. As informed to us, the Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act for any of the products of the Company.
- (b) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is regular in depositing undisputed statutory dues including provident fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, and any other statutory dues with the appropriate authorities. There were no undisputed statutory dues outstanding as at the last day of the financial year concerned

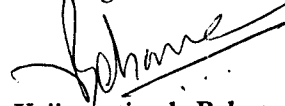


for a period of more than six months from the date they became payable. We are informed that Employees State Insurance and Wealth Tax are not applicable to the company. [www.asa.in](http://www.asa.in)

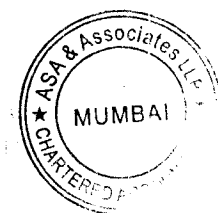
7.

- (c) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Income Tax, Sales Tax, Value Added Tax, Service Tax, Excise Duty, Customs Duty, Goods and Service Tax and Cess, which have not been deposited by the company with the appropriate authorities on account of disputes. We are informed that Employees State Insurance and Wealth Tax are not applicable to the company.
8. According to the information and explanation given to us, the Company has not defaulted in repayment of dues to any financial institution or bank or debenture holders as at the balance sheet date.
9. According to the information and explanations given to us, the Company has not raised money by way of initial public offer or any other further offer during the year. Also, the company did not have any term loans outstanding during the year.
10. According to the information and explanations given to us, no material fraud by the company or by any of its employees or officers has been noticed or reported during the year.
11. In our opinion and according to the information and explanations give to us, the Company has not paid or provided for managerial remuneration during the year. Accordingly, paragraph 3 (xi) of the Order is not applicable.
12. According to the information and explanation given to us, the Company is not a Nidhi Company; hence Clause 3(xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us the Company has complied with the requirements of Section 177 and 188 of Companies Act, 2013 in respect of related party transactions, the details of which are disclosed in the Financial Statements.
14. According to the information and explanations given to us, the Company has not made any preferential allotment or private placement of shares or debentures during the year; hence Clause 3(xiv) of the Order is not applicable to the Company.
15. According to the information and explanations given to us, the Company has not entered into any non-cash transactions covered under Section 192 of the Companies Act, 2013 with directors or persons connected with him. Accordingly, Clause 3(xv) of the Order is not applicable to the Company.
16. According to the information and explanations given to us, the Company is not a non-banking financial company it is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For ASA and Associates LLP**  
**Chartered Accountants**  
 Firm Registration No: 009571N/N500006

  
**Vaijayantimala Belsare**  
**Partner**  
 Membership No. 49902

Place: Mumbai  
 Date: 9 May 2018



**Annexure - B to the Auditors' Report****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Ruchi J-Oil Private Limited** ("the Company") as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to 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 Act.

**Auditors' Responsibility**

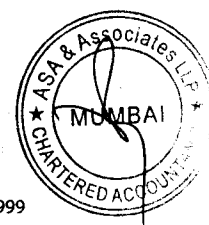
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on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

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the 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. [www.asa.in](http://www.asa.in)

## 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.

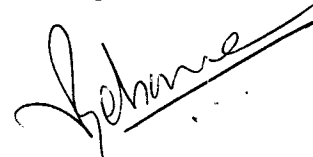
## Opinion

During the year, the Company sold off its "oil extraction and refinery" business at Shujalpur under a Business Transfer Agreement in a slump sale transaction. As a result, all the assets and liabilities related to the said business at Shujalpur including all the fixed assets and inventory have been sold and transferred to the third party. The oil extraction and refining of soya oil activity was already discontinued by management in the previous year ended 31 March 2017. Therefore, during the current year, there was no single transaction related to the said business including purchase of raw materials, extraction, refining of the extracted oil and sale thereof related to the said business.

During the year, till December 2017, the Company continued the business of marketing of the branded functional edible oils processed under exclusive technology arrangement. In accordance therewith, we have audited "internal financial control system over financial reporting" related to and commensurate only with the substantially reduced business operations and transactions during the year-ended 31 March 2018.

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

**For ASA and Associates LLP**  
Chartered Accountants  
Firm Registration No: 009571N/N500006



**Vaijayantimala Belsare**  
Partner  
Membership No. 49902

Place: Mumbai  
Date: 9 May 2018





**Ruchi J-Oil Private Limited**  
Balance Sheet As At March 31, 2018

PARTICULARS		Note No.	FY 2017-18 As at 31 March 2018	FY 2016-17 As at 31 March 2017
<b>I.</b>	<b>ASSETS</b>			
(1)	<b>Non-current assets</b>			
	(a) Property, plant and equipment	3-5	-	57,133,532.05
	(b) Capital work-in-progress	3-5	-	-
	(c) Other Intangible assets	3-5	-	1,945,782.00
	(d) Investments in subsidiaries	6	-	-
	(e) Financial Assets			
	(i) Investments	7a	-	-
	(ii) Others	7b	439,584	379,801.60
	(f) Other non-current assets	8	-	11,747,577.00
(2)	<b>Current assets</b>			
	(a) Inventories	9	-	27,654,708.46
	(b) Financial Assets			
	(i) Investments	10a	-	-
	(ii) Trade receivables	10b	1,872,001	15,305,817.00
	(iii) Cash and cash equivalents	10c	338,873,466	257,228,243.41
	(iv) Bank balances ther than (iii) above	10d	-	-
	(v) Loans	10e	6,000	2,317,979.70
	(vi) Others	10f	17,327,082	39,848,048.03
	(c) Other current assets	11	-	1,797,923.55
	<b>TOTAL Assets</b>		<b>358,518,133</b>	<b>415,359,412.80</b>
<b>II.</b>	<b>EQUITY AND LIABILITIES</b>			
	<b>Equity</b>			
	(a) Equity share capital	12	4,000,000	4,000,000.00
	(b) Other Equity	13	353,628,608	369,925,388.31
	<b>LIABILITIES</b>			
(1)	<b>Non-Current Liabilities</b>			
	(a) Financial Liabilities			
	(i) Borrowings	13a	-	-
	(ii) Other financial liabilities	13b	-	-
	(b) Provisions	14	-	46,078.00
	(c) Deferred tax liabilities (Net)	15	-	-
	(d) Other non-current liabilities	16	-	-
(2)	<b>Current liabilities</b>			
	(a) Financial Liability			
	(i) Borrowings	17a	-	-
	(ii) Trade payables	17b	754,818	40,528,264.64
	(iii) Other financial liability	17c	-	794,893.26
	(b) Other current liabilities	18	134,707	60,872.59
	(c) Provisions	19	-	3,916.00
	(d) Current tax liabilities (Net)	20	-	-
	<b>TOTAL Equity and Liabilities</b>		<b>358,518,133</b>	<b>415,359,412.80</b>

Significant Accounting Policies  
Notes to the financial statements

1-2  
31-42

The notes referred to above form an integral part of the financial statements  
As per our report of even date attached.

For **ASA & Associates LLP**  
Chartered Accountants  
Firm's Registration No: 9009571N/N500006

**Vaijayantimala Belsare**  
Partner  
Membership No: 49902

Mumbai  
09-May-18



For and on behalf of the Board of Directors of  
Ruchi J-Oil Private Limited

**Satendra Aggarwal**  
Director  
DIN:-07603756

Mumbai  
09-May-18

**Kazuhisa Tateno**  
Director  
DIN : 06734902

Mumbai  
09-May-18

**Ruchi J-Oil Private Limited**  
**Statement Of Profit And Loss**

Particulars		Notes	For the year ended March 31, 2018	For the year ended March 31, 2017
I	Revenue from Operations	21	129,452,837	156,963,901.01
II	Other Income	22	20,899,613	20,339,018.17
III	<b>Total Income (I+II)</b>		<b>150,352,450</b>	<b>177,302,919.18</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed	23	-	59,314,641.18
	Purchases of Stock-in-Trade	24	103,883,544	81,516,022.95
	Changes in inventories of finished goods, work-in-progress and stock in trade	25	2,599,919	4,223,627.38
	Employee Benefits Expense	26	349,786	7,123,879.00
	Finance Costs	27	27,812	6,677.00
	Depreciation and Amortisation Expense	28	3,125,060	34,962,793.00
	Other Expenses	29	46,816,044	56,075,783.87
	<b>Total Expenses</b>		<b>156,802,166</b>	<b>243,223,424.38</b>
V	<b>Profit/(loss) before exceptional items and tax (III-IV)</b>		<b>(6,449,717)</b>	<b>(65,920,505.20)</b>
VI	<b>Exceptional Items</b>	30	9,847,064	402,563,802.43
VII	<b>Profit/(loss) before tax (V-VI)</b>		<b>(16,296,781)</b>	<b>(468,484,307.63)</b>
VIII	<b>Tax expense</b>			
	Current Tax		-	-
	Deferred Tax			
	Tax for earlier years			
IX	<b>Profit/(loss) for the period (VII-VIII)</b>		<b>(16,296,781)</b>	<b>(468,484,307.63)</b>
X	<b>Other comprehensive income</b>			
a	Items that will not be reclassified to profit or loss			
	Fair value change in equity shares - OCI			
	Tax relating to items that will not be reclassified to Statement of profit or loss account			
b	Items that will be reclassified to profit or loss			
	Tax relating to items that will be reclassified to Statement of profit or loss account			
	<b>Other Reserves</b>			
a	Items that will not be reclassified to profit or loss			
	Fair Value Changes in hedge reserve reclassified to profit and loss			
XI	<b>Total comprehensive income for the period</b>		<b>(16,296,781)</b>	<b>(468,484,307.63)</b>
XII	<b>Earnings per equity share</b>			
a	Basic		(40.74)	(1,171.21)
b	Diluted		(40.74)	(1,171.21)

As per our report of even date attached.

For **ASA & Associates LLP**  
Chartered Accountants  
Firm's Registration No: 9009571N/N500006

  
**Vaijayantimala Belsare**  
Partner  
Membership No: 49902

Mumbai  
09-May-18



For and on behalf of the Board of Directors of  
**Ruchi J-Oil Private Limited**

  
**Satendra Aggarwal**  
Director  
DIN:-07603756

Mumbai  
09-May-18

  
**Kazuhisa Tateno**  
Director  
DIN : 06734902

Mumbai  
09-May-18

**Ruchi J-Oil Private Limited**  
**Statement of cash flows for the year ended March 31, 2018**

Particulars	For the year ended March 31, 2018	For the year ended March 31, 2017
	INRs	INRs
<b>Cash flow from operating activities</b>		
Profit before tax	(16,296,781)	(468,484,308)
<b>Profit before tax</b>	<b>(16,296,781)</b>	<b>(468,484,308)</b>
<b>Adjustments to reconcile profit before tax to net cash used in operating activities</b>		
Depreciation and impairment of property, plant and equipment	1,179,278	436,465,254
Amortisation and impairment of intangible assets	1,945,782	1,061,341
(Gain)/loss on sale of property, plant and equipment Net	9,898,944	
Remeasure of the defined benefit plans		
Equity Instruments through Other Comprehensive Income		
Share-based payment expense		
Other Income		
Finance income	(20,643,082)	(20,312,461)
Dividend Income		
Finance costs	27,812	6,677
Provision for Doubtful Debts		
Provision for Gratuity and compensated absences		
Amount Debited to Business Development Reserve		
(Gain)/loss on sale of Investment		
On account of Ind AS adjustments		
Net unrealised exchange loss/(gain)		
	<b>(23,888,046)</b>	<b>(51,263,496)</b>
<b>Working capital adjustments</b>		
(Increase)/ Decrease in inventories	27,654,708	14,361,834
(Increase)/ Decrease in trade and other receivables	13,433,816	(6,017,172)
(Increase)/ Decrease in other assets	23,996,630	(734,562)
(Increase)/ Decrease in Other Balance with Banks	2,311,980	2,040,664
(Increase)/ Decrease in Short-term loans & advances		
Increase/ (Decrease) in trade and other payables	(39,773,446)	30,963,851
Increase/ (Decrease) in other liabilities	(771,052)	(1,963,602)
	<b>2,964,590</b>	<b>(12,612,483)</b>
Income Tax paid		
<b>Net cash flows from operating activities</b>	<b>2,964,590</b>	<b>(12,612,483)</b>
<b>Cash flow from investing activities</b>		
Payment for purchase and construction of property, plant and equipment	(1,334,637)	(11,037)
Proceeds from sale of property, plant and equipment	59,400,000	33,963
Purchase of Investments		
Proceeds from sale of Investments		

# Ruchi J-Oil Private Limited

## Notes to the financial statements

for the year ended 31 March 2018

(Currency : Indian Rupees)

### 1 Background

Ruchi J-Oil Private Limited (the Company) was incorporated as a Private Limited Company on 12 June 2013. The Company is a subsidiary of Ruchi Soya Industries Limited holding 51 % of the equity share capital. The Company is engaged in the business of processing of oil-seeds and refining of crude oil for edible use, with processing facility at Shujalpur (Madhya Pradesh) and Manglia. The Company's registered office is at 'Ruchi House' Wing-B, 1st Floor, Plot No.169, Royal Palms, Aarey Milk Colony, Goregaon(East), Mumbai, Maharashtra - 400065.

### 2 Basis of preparation of financial statements

These financial statements as at and for the year ended March 31, 2017 are prepared in accordance with Indian Accounting Standards ("Ind AS") as notified under section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the Act.

#### *Going Concern*

The Company has been facing difficult market conditions and challenging business environment resulting in adverse operational performance. Resultant, the Company has been incurring operational losses since last few years. Loss before tax for the Financial year 2017-18 aggregates Rs 16.29 million and accumulated losses aggregate Rs 599 million at 31 March 2018, which is more than 60% of the share capital and reserves of the Company as on that date. During the year, the Company took various steps to reduce the business losses and undertook cost reduction measures that mainly comprised disposal of its "oil-extraction and refinery" business and other unused assets. As a result, the Company does not have any manufacturing operations at present. However, during the year, the Company continued the business of trading in edible oils. At 31st March, 2018, the net assets of the Company were positive aggregating Rs 357.62 million.. The Company did not have any debt outstanding to any lender..

During the year, the holding company of RJPL, Ruchi Soya Industries Limited ("RSIL") was initiated into a Corporate Insolvency Resolution Process (CIRP) under the Insolvency and Bankruptcy Code 2016 pursuant to the admission by The National Company Law Tribunal (NCLT), Mumbai branch, arising out of a petition filed by two financial creditors of RSIL. The said process is presently ongoing and the outcome of which will be known after the process is completed. However, currently RSIL is being managed as a "going concern" during the CIRP and their financial statements continue to be prepared on "going concern" basis.

In the meantime, based on review of the capital requirements for the Company commensurate to the level of operational needs and to achieve a more efficient capital structure, the Board of Directors considered and approved a scheme of reduction of share capital envisaging cancellation of 356,745 "issued and paid up" equity shares of the Company with an outflow of capital to the existing shareholders aggregating approximately Rs 316 million, subject to approval of Shareholders, regulatory and statutory consents.

Considering the above events that have taken place during the year and the fact that the operations of RJPL are dependent on the active support of RSIL, there exists material uncertainty on the Company's (RJPL) ability to continue as a "going concern" in the foreseeable future. Management has carried out an assessment of the said material uncertainty and its impact on the Company's ability to continue as a "going concern" for next 12 month period ending on March 2019.

Pending the outcome of the CIRP process at RSIL and also the decision of the shareholders of the Company on the long-term business strategy, the management is of the opinion that it is appropriate to prepare and present the financial statements of RJPL for the financial year 2017-18 on a "going concern" basis.

Accordingly, these financial statements have been prepared on a "going concern" assumption.

The Board of Directors approved the issuance of these financial statements on May.9, 2018.

### 2.1 Summary of Significant Accounting policies

#### **A. Property, plant and equipment:**

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The cost of an item of property, plant and equipment comprises:

- its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates.
- any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.
- the initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in Statement of profit or loss.



### ***Depreciation methods***

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of certain leased furniture, fittings and equipment, the shorter lease term as follows:

- Freehold Buildings	30 years
- Machinery	15 years
- Furniture, fittings and equipment	10 years

The useful lives have been determined as per schedule to the companies act; 2013, and the useful lives are not more than 5% of the cost of asset

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss within other gains/(losses)

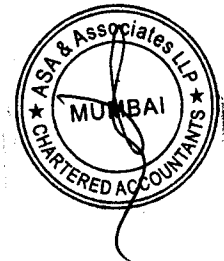
### ***A 2. Intangible Assets***

#### ***i. Recognition and measurement***

Computer software have finite useful lives and are measured at cost less accumulated amortisation and any accumulated impairment losses.

#### ***ii. Subsequent expenditure***

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.



## Ruchi J-Oil Private Limited

### Notes to the financial statements

for the year ended 31 March 2018

(Currency : Indian Rupees)

#### iii. Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is recognised in profit or loss. The estimated useful lives for software licences (SAP) is 5 years.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted, if required.

#### B. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial instruments also include derivative contracts such as foreign currency foreign exchange forward contracts, interest rate swaps and currency options; and embedded derivatives in the host contract.

##### i. Financial assets

##### Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value through profit and loss; and
- those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

##### Initial recognition and measurement

At initial recognition, the Company measures a financial asset at its fair value and in the case of financial assets not recorded at fair value through profit or loss by adding transaction costs that are directly attributable to the acquisition of the financial asset.

##### Debt instruments

The Company measures the debt instruments under the following measurement category

##### At Amortised Cost

Assets that are held for collection of contractual cash flows where those cash flows represent solely payment of principal and interest [SPPI] are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost and is not part of the hedging relationship is recognised in profit or loss when the asset is derecognised or impaired. Interest Income from these financial assets is included in finance income using the effective interest rate method.

##### Derecognition of financial assets

A financial asset is derecognised only when:

- The Company has transferred the rights to receive Cash flows from financial asset, or
- Retains the Contractual rights to receive the Cash flows of the financial assets, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset and has transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised.

Where the entity has neither transferred an financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained the control of the financial asset. Where the Company retains the control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

##### ii. Financial liabilities

##### Classification

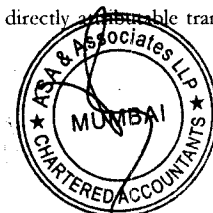
The Company classifies its financial liabilities in the following measurement categories:

- those to be measured subsequently at fair value through profit and loss; and
- those measured at amortised cost.

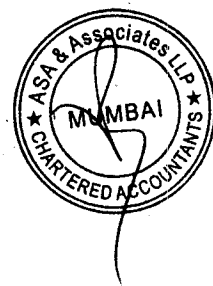
The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

##### Initial recognition and measurement

- Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.
- All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.



- (iii) The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.



## Ruchi J-Oil Private Limited

### Notes to the financial statements

for the year ended 31 March 2018

(Currency : Indian Rupees)

#### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind-AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments.

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind-AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss.

#### Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### C. Inventories

Inventories are measured at the lower of cost and net realisable value. Realisable by-products are measured at net realisable value. The cost of inventories is determined using the weighted average method and includes expenditure incurred in acquiring inventories, production or conversion and other costs incurred in bringing them to their present location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. The comparison of cost and Net Realisable value is made on an item by item basis.

Net realisable value is estimated selling price in the ordinary course of business, less estimated cost of completion and the estimated costs necessary to make the sale. The net realisable value of work in progress is determined with reference to selling prices of finished products.

### D. Trade Receivables

Trade receivable are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method less provision for impairment.

### E. Cash and Cash Equivalent

For the purpose of presentation in the statement of the cash flows, cash and cash equivalent includes the cash on hand, deposits held at call with financial institutions other short term, highly liquid investments with original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in balance sheet.

### (F) Contributed equity

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

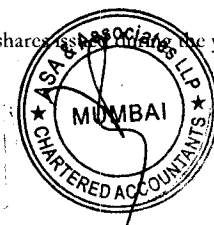
#### (a) Earnings per share

##### (i) Basic earnings per share

Basic earnings per share is calculated by dividing:

the profit attributable to owners of the group

by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.





## Ruchi J-Oil Private Limited

### Notes to the financial statements (Continued)

for the year ended 31 March 2018

(Currency : Indian Rupees)

#### (ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:  
the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and

the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares

#### (ac) Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lacs as per the requirement of Schedule III, unless otherwise stated.

#### G. Trade and other payables

These amounts represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

#### H. Revenue

##### i. Sale of goods

Revenue from sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivables net of returns, trade discount and volume rebates. This inter alia involves discounting of the consideration due to the present value if the payment extends beyond normal credit terms. Revenue is recognised when the significant risk and rewards of the ownership have been transferred to the buyer, recovery of consideration is probable, the associated cost and possible return of goods can be measured reliably, there is no continuing effective control/managerial involvement in respect of the goods, and the amount of revenue can be measured reliably.

The timing of the transfer of control varies depending on the individual terms of the sale.

##### ii. Sale of Services

Revenue from services is recognised on rendering of services.

##### iii. Other Income

b) Interest and other income are recognised on accrual basis on time proportion basis and measured on effective interest rate.

#### I. Employee benefits

##### i. Short term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

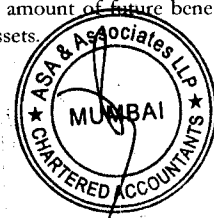
##### ii. Defined contribution plans

A defined contribution plan is a post employment benefit plan under which an entity pays fixed contribution into a separate entity and will have no legal or constructive obligation to pay future amounts. The Company makes specified monthly contributions towards government administered Provident Fund scheme.

Obligations for contributions to defined contribution plans are expensed as the related service is provided. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

##### iv. Defined benefit plans

The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.



The calculation of defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. In order to calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.



## Ruchi J-Oil Private Limited

### Notes to the financial statements (Continued)

for the year ended 31 March 2018

(Currency : Indian Rupees)

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling if any, (excluding interest), are recognised in OCI. Net interest expense (income) on the net defined liability (assets) is computed by applying the discount rate, used to measure the net defined liability (asset), to the net defined liability (asset) at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

#### v. Other long-term employee benefits

The Company's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods. That benefit is discounted to determine its present value. Remeasurement are recognised in the Statement of profit or loss in the period in which they arise.

#### vi. Termination benefits

Termination benefits are payable when employment is terminated by the Company before the normal retirement date or when an employee accepts voluntary redundancy in exchange for these benefits. The Company recognises termination benefits at the earlier of the following dates.

- a) when the Company can no longer withdraw the offer of those benefits; and
- b) when the entity recognises cost for a restructuring that is within the scope of Ind AS 37 and Involves the payment of termination benefits.

In case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than twelve months after the end of reporting period are discounted to the present value.

## J. Income Tax

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

#### i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to the Income taxes. It is measured using tax rates and tax laws enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if, the Company:

- a) has a legally enforceable right to set off the recognised amounts; and
- b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

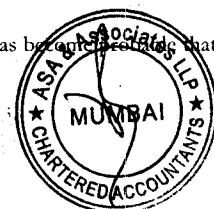
#### ii. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

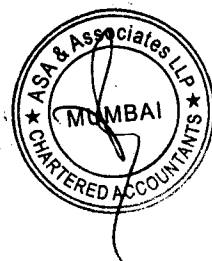
- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future profits may not be available therefore in case of history of recent losses the group recognises the deferred tax assets only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profits will be available against which such deferred tax assets can be realised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

Unrecognized or recognised deferred tax assets are reassessed at each reporting date and recognised to the extent that it has become probable that future taxable profits will be available against which they can be used.



Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.



## Ruchi J-Oil Private Limited

### Notes to the financial statements (Continued)

for the year ended 31 March 2018

(Currency : Indian Rupees)

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities. For this purpose, the carrying amount of investment property measured at fair value is presumed to be recovered through sale, and the Company has not rebutted this presumption.

Deferred tax assets and liabilities are offset only if:

- a) the entity has a legally enforceable right to set off current tax assets against current tax liabilities; and
- b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on the same taxable entity.

#### K. Leases

##### i. Determining whether an arrangement contains a lease

At inception of an arrangement, the Company determines whether the arrangement is or contains a lease.

##### As a lessee

Leases of property plant and equipment where the Company, as lessee, has substantially all the risks and rewards of the ownership are classified as finance leases. Finance lease are capitalised at the lease's inception at the fair value of the lease property or, if lower, the present value of minimum lease payments. The corresponding rental obligations net of finance charges are included in borrowing or other financial liabilities as appropriate. Each lease payment is allocated between the liability and the finance cost. The finance cost is charged to the profit or loss over the lease period so as to produce a constant periodic rate of Interest on the remaining balance of liability for each period.

Leases in which a significant portion of risk and rewards of ownership are not transferred to the Company as a lessee are classified as operating lease. Payments made under operating leases (net of any incentives received from the lessor) are charged to Profit and Loss on a straight line basis over the period of lease unless the payments are structured to increase in line with the expected general inflation to compensate for the lessors expected inflationary cost increases.

##### As a lessor

Lease Income from operating leases where the Company is a lessor is recognised as income on a straight line basis over the lease term unless the receipts are structured to increase in line with the expected general inflation to compensate for the expected inflationary cost increases. The respective leased assets are included in the balance sheet based on their nature.



3 Note - 3

Property, plant and equipment

PARTICULARS	GROSS BLOCK					DEPRECIATION						NET BLOCK	
	As on April, 2017	Additions	Assets included in disposal group classified as held for sale	Disposals/adjustments	As on March 31, 2018	Upto March 31, 2017	Charge for the year	Disposals/adjustments	Assets classified as held for sale	Impairment Charge	Up to March 31, 2018	As on March 31, 2018	As on March 31, 2017
(I) TANGIBLE ASSETS													
Own Assets:													
Freehold Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Lease Hold Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Buildings - Owned	108,195,821	-	-	108,195,821	-	96,519,230	129,886	96,649,116	-	-	-	-	11,676,591
Plant & Equipment	444,559,909	1,334,637	-	445,894,546	-	401,198,309	814,964	402,013,273	-	-	-	-	43,361,600
Windmill	-	-	-	-	-	-	-	-	-	-	-	-	-
Furniture & Fixtures	517,288	-	-	517,288	-	146,303	20,477	166,780	-	-	-	-	370,985
Vehicles	1,454,890	-	-	1,454,890	-	542,694	72,119	614,813	-	-	-	-	912,196
Office Equipments	2,154,703	-	-	2,154,703	-	1,242,543	141,832	1,484,375	-	-	-	-	812,160
Assets shown on Operating Leases:													
Lease Hold Land	-	-	-	-	-	-	-	-	-	-	-	-	-
Buildings	-	-	-	-	-	-	-	-	-	-	-	-	-
Plant & Equipment	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	556,892,611	1,334,637	-	558,217,248	-	499,749,079	1,178,278	500,928,357	-	-	-	-	57,133,532

4 Note - 4

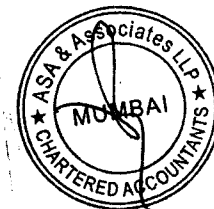
Capital Work-In-Progress

	[Current reporting period] March 31, 2018	[Previous reporting period] March 31, 2017
<b>TANGIBLE ASSETS</b>		
Buildings	-	-
Plant & Equipment	-	-
Expenditure during Construction period	-	-
Inventory of Capital Items	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

5 Note - 5

Other Intangible assets

PARTICULARS	GROSS BLOCK					DEPRECIATION/ AMORTISATION					NET BLOCK		
	As on April, 2017	Additions	Assets included in disposal group classified as held for sale	Disposals/adjustments	As on March 31, 2018	Upto March 31, 2017	Charge for the year	Disposals/adjustments	Assets classified as held for sale	Impairment Charge	Up to March 31, 2018	As on March 31, 2018	As on March 31, 2017
Own Assets:													
Trade Marks	-	-	-	-	-	-	-	-	-	-	-	-	-
Computer Software	5,306,706	-	-	-	5,306,706	3,360,824	1,945,782	-	-	-	5,306,706	-	1,945,782
Total	5,306,706	-	-	-	5,306,706	3,360,824	1,945,782	-	-	-	5,306,706	-	1,945,782



Particulars	IND AS Financials	
	FY 2017-18	FY 2016-17
	As at 31 March 2018	As at 31 March 2017

**Note - 6**

<b>Investments In Subsidiaries</b>	-	-
<b>Total</b>	-	-

**FINANCIAL ASSETS**

**Note - 7a**

<b>Non -Current Financial Investments</b>	-	-
<b>Total</b>	-	-

**Note - 7b**

<b>Other Financial assets</b>		
Fixed Deposits With Bank	325,000	325,000
Interest Accrued on Above	114,584	54,802
Derivative Assets	-	-
Others	-	-
<b>Total</b>	<b>439,584</b>	<b>379,802</b>

**Note - 8**

<b>Other non-current assets</b>		
Capital Advances	-	-
Advances Other than Capital Advances	-	-
-Prepaid expenses and Prepaid Lease rent	-	11,747,577
- Advance to Related parties	-	-
- Advance Income-Tax including tax deducted at source (Net)	-	-
- Other loans and advances	-	-
<b>Total</b>	-	<b>11,747,577</b>

**Note - 9**

<b>Inventories</b> (As valued and certified by the Management) Stock-in-trade (At lower of cost and net realisable value except for cases where Company is acting as Commodity)		
a) Raw Materials (including packing material)	-	-
Goods in transit	-	384,558
others	-	-
b) Work-in-progress	-	-
c) Finished goods	-	4,525,652
Goods in transit	-	-
others	-	-
d) Stock in Trade ( in respect of goods acquired for trading)	-	-
e) Realisable by-products	-	-
f) Stores and Spares	-	22,744,499
g) Consumables and others	-	-
<b>Total</b>	-	<b>27,654,708.46</b>

**Note - 10a**

<b>Current Investments</b>	-	-
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**Note - 10b**

<b>Trade Receivables</b>		
<b>Trade Receivables</b>	<b>1,872,001</b>	<b>15,305,817</b>
Receivables from related parties	3,113,135	-
Less: Allowance for doubtful debts	3,113,135	-
<b>Total Receivables</b>	<b>1,872,001</b>	<b>15,305,817.00</b>

**Breakup of security details and more than 6 months overdue**

<b>Outstanding for a period exceeding 6 months from the date they were due for payment</b>		
Secured, considered good	-	-
(Guaranteed by bank to the extent of ` Nil (Previous year ` Nil))	-	-
Unsecured, considered good *	-	-
Considered Doubtful	-	-
<b>Total</b>	-	-
<b>Other trade receivables</b>		
Secured, considered good	-	-
Unsecured, considered good	4,985,136	15,305,817
<b>Total</b>	<b>4,985,136</b>	<b>15,305,817</b>
Less: Allowance for doubtful debts	3,113,135	-
<b>Total</b>	<b>1,872,001</b>	<b>15,305,817</b>



**Note - 10c****Cash and cash equivalents**

Balances with Banks		
i) In Current Accounts	1,542,409	39,388,549
ii) In Deposit Accounts with less than or equal to 3 months maturity	-	-
- Against Buyers Credit	-	-
- Others	337,302,766	217,795,713
Cheques, drafts on hand	-	-
Cash on hand	28,291	43,982
<b>Total</b>	<b>338,873,466</b>	<b>257,228,243</b>

**Note - 10d****Bank balances Other than cash and cash equivalents above****Note - 10e**

<b>Loans</b>		
Unsecured, considered good (unless otherwise stated):		
Security and Other Deposits	6,000	2,073,422
Loans to Related parties	-	-
Loan to employees	-	-
Loan to Others	-	244,557
<b>Total</b>	<b>6,000</b>	<b>2,317,979.70</b>

**Note - 10f****Other Financial assets**

Unsecured considered good		
Other Receivables	11,401,008	12,953,747
Interest Accrued but not due	-	-
On Investments	-	-
On Fixed Deposits with Banks	1,883,088	18,665,112
On Other deposits	-	-
Derivative Assets		
- Forward exchange forward contract	-	-
- Foreign currency options	-	-
- Interest rate swaps	-	-
- Advance Income-Tax including tax deducted at source (Net)	4,042,985	8,229,189
<b>Total</b>	<b>17,327,082</b>	<b>39,848,048</b>

**Note -11**

(a) Other current assets		
Prepaid Expenses	-	1,337,008
Other current assets	-	460,915
<b>Total</b>	<b>-</b>	<b>1,797,924</b>





Particulars	IND AS Financials	
	FY 2017-18	FY 2016-17
	As at 31 March 2018	As at 31 March 2017

#### Statement of change in Equity (SOCIE)

##### Note - 12

##### Share Capital

<b>A Authorised</b>		
<b>I Equity Shares</b>		
5,00,000 (Previous year 5,00,000) equity shares of Rs 10 each	5,00,000	5,00,000
<b>Total</b>	<b>5,00,000</b>	<b>5,00,000</b>
<b>B Issued, Subscribed and paid-up</b>		
<b>Equity Shares</b>		
4,00,000 (previous year 400,000) equity shares of Rs 10 each fully paid up	4,00,000	4,00,000
	<b>4,00,000</b>	<b>4,00,000</b>

#### Statement of changes in Equity

##### Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Particulars	31-Mar-18		31-Mar-17	
	No. of shares	Value	No. of shares	Value
At the beginning of the year	400,000	4,000,000	400,000	4,000,000
Issued during the year	-	-	-	-
Outstanding at the end of the year	400,000	4,000,000	400,000	4,000,000

#### Shares held by holding /ultimate holding company and/or their subsidiaries/associates

Out of equity shares issued by the Company, shares held by its holding Company, ultimate holding Company and their subsidiaries/ associates are as below:

Particulars	31-Mar-18		31-Mar-17	
	No. of shares	Value	No. of shares	Value
Shares held by Holding Company	204,000	2,040,000	204,000	2,040,000

#### Details of shareholders holding more than 5% shares in the Company

Particulars	31-Mar-18		31-Mar-17	
	No. of shares	Value	No. of shares	Value
Ruchi Soya Industries Limited.	204,000	2,040,000	204,000	2,040,000
J Oil Mill, Inc.	104,000	1,040,000	104,000	1,040,000
Toyota Tsusho Corporation.	92,000	920,000	92,000	920,000

During the year, the Board of Directors have proposed a scheme of reduction of "issued and paid up" share capital of the Company. Vide this scheme, 356,745 shares of par value of Rs 10 each with the per share premium of Rs 877 per share. The total payout of capital to the shareholders vide this scheme will aggregate approximately Rs 316 million. Post implementation of the scheme, the Company will have issued and paid up share capital of Rs 636 million representing 43,255 shares of Rs 10 each at premium. Presently, the scheme is subject to regulatory approvals.

##### Note - 13

##### Other Equity

##### Other Reserves

<b>A Securities Premium Reserve</b>		
Balance as at the beginning of the year	952,775,180	952,775,180
Add: On exercise of employee stock options	-	-
Balance as at the end of the year	952,775,180	952,775,180
<b>B Retained Earnings</b>		
Balance as at the beginning of the year	(582,849,792)	(114,365,484)
Add: Adjustments on Account of IND AS Charged to Retained Earnings	-	-
Add: Profit/(Loss) for the year	(16,296,781)	(468,484,308)
Less: Depreciation taken to Retained Earnings on account of Transition provisions of Schedule II of Companies Act, 2013 (Net of Deferred tax)	-	-
Less: Appropriations	-	-
Transferred to General Reserve	-	-
Transferred to Proposed Dividend	-	-
-Preference	-	-
-Equity	-	-
-Dividend Distribution tax	-	-
Balance as at the end of the year	(599,146,572)	(582,849,792)
	<b>353,628,608</b>	<b>369,925,388</b>

##### Note - 13 a

Borrowings	-	-
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##### Note - 13 b

Other financial liabilities	-	-
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##### Note - 14

##### Provisions

A Provision for employee benefits	-	-
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**Note - 15**

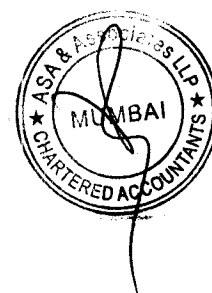
**Deferred Tax Asset (Net)**

<b>Deferred tax assets</b>		
Carry forward business losses	81,194,116	81,633,703
Unabsorbed depreciation	129,231,675	129,231,675
<b>Total</b>	<b>210,425,791</b>	<b>210,865,378</b>
<b>Deferred tax liability</b>		
Excess of depreciation/ amortisation on fixed assets under income-tax law over depreciation/ amortisation provided in accounts	(3,314,324)	130,144,514
<b>Net deferred tax Asset</b>	<b>207,111,467</b>	<b>341,009,892</b>

As per the Accounting standard 22 "Accounting for taxes on Income", the Company would have net deferred tax asset of Rs. 5,33,31,203 (Previous year : Rs. 10,53,72,057) are not recognized, as they are not considered to be virtually certain of realisation

**Note - 16**

<b>Others non current liabilities</b>		
---------------------------------------	--	--



Particulars	IND AS Financials	
	FY 2017-18	FY 2016-17
	As at 31 March 2018	As at 31 March 2017

**Note - 17 a**

<b>Borrowings</b>	-	-
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**Note - 17 b**

<b>Trade Payables</b>		
- Due to Related Party(Holding Company)	342,365	38,227,641
- Due to others	412,453	2,300,624
<b>Total</b>	<b>754,818</b>	<b>40,528,265</b>

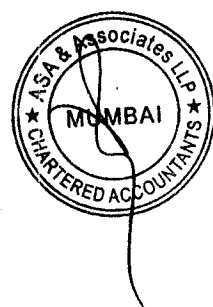
**Note - 17 c**

<b>Other Financial Liabilities</b>		
Current maturities of long-term debt		
- From Banks	-	-
- From State Government	-	-
Current Maturities of finance lease obligations	-	-
Derivative Liability [ Refer Note 53 ]	-	-
Interest accrued but not due on borrowings	-	-
Interest accrued and due on borrowings	-	-
Unclaimed Dividends (refer note i below)	-	-
Agency & Other Deposits	-	-
Others	-	-
<b>Total</b>	<b>-</b>	<b>794,893</b>

<b>Note - 18</b>		
<b>Other current liabilities</b>		
Customers' Advances	-	60,422
Other liabilities	134,707	451
<b>Total</b>	<b>134,707</b>	<b>60,873</b>

<b>Note - 19</b>		
<b>Provision for employee benefits</b>		
i) Provision for Gratuity	-	-
ii) Provision for Compensated absences	-	3,916
iii) Provision for Dividend payable	-	-
<b>Total</b>	<b>-</b>	<b>3,916</b>

<b>Note - 20</b>		
<b>Current tax liabilities (Net)</b>	-	-



Particulars	2017-18	2016-17
	As at 31 March 2018	As at 31 March 2017

**Note - 21**

**Revenue from operations**

<b>A Sales of products ( Including excise duty)</b>	129,452,837	155,016,038
<b>B Sale of Services</b>		
Processing charges received	-	1,947,863
<b>C Other Operating revenue</b>		
Export Incentive	-	-
Vat/CST/Entry tax Refund claim/Remission claim	-	-
Income from Power generation	-	-
Other operating Income	-	-
<b>Total</b>	<b>129,452,837</b>	<b>156,963,901</b>

**Note - 22**

**Other Income**

<b>A Net Gain/(loss) on sale of current investments</b>	-	-
<b>B Net Gain/(Loss) on Sale/Discard of Fixed Assets</b>	-	-
<b>C Net Gain/ (Loss) on foreign currency transaction/translation</b>	-	-
<b>D Lease Rent</b>	-	-
<b>E Other Non-Operating Income [Refer (ii) below]</b>	256,531	26,558
<b>F Interest Income</b>	20,643,082	20,312,461
<b>G Insurance Claim</b>	-	-
<b>H Dividend Income</b>		
- From Subsidiaries	-	-
- From Other than Subsidiary Companies	-	-
<b>Total</b>	<b>20,899,613</b>	<b>20,339,018</b>

**Note - 23**

<b>Cost of Material Consumed</b>		
<b>a) Raw Material</b>		
Raw Materials	-	55,834,521
<b>b) Packing Material</b>		
Packing Materials	-	3,480,121
<b>Total</b>	-	<b>59,314,641</b>



**Note - 24**  
**Purchases of Stock-in-Trade**

103,883,544

81,516,023

Particulars	2017-18	2016-17
Textured Soya Proteins/Flours	-	-
Realisable by products	-	-
Seed Extractions	-	-
Oils	103,883,544	81,516,023
Vanaspatis	-	-
Pulses/Grains/Other traded items	-	-
<b>Total</b>	<b>103,883,544</b>	<b>81,516,023</b>

**Note - 25**  
**Changes in Inventories of Finished goods, Work-in-progress and Stock in Trade**

<b>Finished goods</b>		
Opening Stock	2,599,919	6,823,546
Closing Stock	-	2,599,919
<b>Add: Ind AS adjustments</b>		
	<b>2,599,919</b>	<b>4,223,627</b>
<b>Work-in-progress</b>		
Opening Stock	-	-
Closing Stock	-	-
	-	-
<b>Traded goods</b>		
Opening Stock	-	-
Closing Stock	-	-
	-	-
<b>Variation in Excise duty on closing stock</b>		
	-	-
<b>Total</b>	<b>2,599,919</b>	<b>4,223,627</b>

**Note - 26**  
**Employee benefits expense**

Salary, Wages and Bonus	274,785	7,032,670
Contribution to Provident and Other Funds	16,984	292,080
Gratuity	-	(359,768)
Employee Stock Option Scheme (ESOP)	-	-
Staff Welfare expenses	58,017	158,897
<b>Total</b>	<b>349,786</b>	<b>7,123,879</b>

**Note - 27**  
**Finance costs**

Interest Expense		
-On Loans	-	-
-On Others	14,670	6,677
Other borrowing costs	-	-
Dividend on Cumulative Redeemable Preference Shares	-	-
Applicable net gain/loss on foreign currency transactions and translation	13,142	-
<b>Total</b>	<b>27,812</b>	<b>6,677</b>

**Note - 28**  
**Depreciation and Amortization Expense**

Depreciation & Impairment on Tangible assets	1,179,278	33,901,452
Amortisation on Intangible assets	1,945,782	1,061,341
Less: Adjusted to Business	-	-
<b>Total</b>	<b>3,125,060</b>	<b>34,962,793</b>

**Note - 29**  
**Other Expenses**

Manufacturing expenses	53,107	7,648,730
Consumables	545,387	(584,247)
Consumption Stores & Spares and others	19,493,247	103,432
Power & Fuel (net of recoveries)	1,772,654	13,633,848
Rent (net of recoveries)	798,486	618,475
Repairs to Buildings	-	23,093
Repairs to Machinery	30	10,515
Repairs to Others	1,946	29,980
Rates & Taxes	1,364,303	192,538
Royalty	1,655,836	-
Insurance (net of recoveries)	178,939	993,972
Freight & forwarding (net of recoveries)	4,410,207	5,119,862
Donations	-	-
Factory Expenses	1,046,810	7,933,538
Legal & Professional Expenses	3,026,066	4,564,298
Audit Fees	295,794	322,000
Training & recruitment Expenses	-	-
Security & Service Expenses	833,244	1,865,641
Inventory written Off.	2,310,474	-
Provision for Doubtful debts	3,113,135	-
Commission & rebate	1,609,472	4,075,808
Advertisement & sales promotion.	3,709,378	7,546,930
Travelling & conveyance	137,728	554,821
Bank Commission & charges	4,771	4,973
Other expenses (Net of recoveries)	455,029	1,417,577
<b>Total</b>	<b>46,816,044</b>	<b>56,075,784</b>

**Note - 30**  
**Exceptional Items**

- Impairment of Fixed Assets	-	402,563,802
- Loss on sale of Business	9,847,064	-
<b>Total</b>	<b>9,847,064</b>	<b>402,563,802</b>



# Ruchi J-Oil Private Limited

## Notes to the financial statements(Continued) for the year ended 31 March 2018

(Currency: Indian Rupees)

### 31. Contingent liability (To the extent not provided for)

	<u>2018</u>	<u>2017</u>
Bank guarantee	7,368,111	7,368,111

### 32. Auditors' remuneration (excluding Service Tax)

	<u>2018</u>	<u>2017</u>
Statutory audit fees	280,000	280,000
Tax audit fees	70,000	70,000

### 33. Earnings per share

The number of shares used in computing basic/diluted earnings per share (EPS) is the weighted average number of shares outstanding during the year.

Computation of Earnings per share	<u>2018</u>	<u>2017</u>
Loss after tax attributable to equity shareholders (A)	(16,296,781)	(468,484,308)
Nominal Value per share	10	10
Weighted average number of equity shares outstanding during the year (B)	400,000	400,000
Basic and diluted earnings per equity share (A / B) (Rs)	(40.74)	(1171.21)

### 34. Related party disclosure

In accordance with the requirements of Accounting Standard 18 on "Related Party transactions"

#### List of Related Parties

Nature of Relationship	Name of Related Party
Holding Company	Ruchi Soya Industries Limited
Enterprises having significant influence	Toyota Tsusho Corporation J Oil Mill, Inc



# Ruchi J-Oil Private Limited

## Notes to the financial statements(Continued) for the year ended 31 March 2018

(Currency: Indian Rupees)

### 34. Related party disclosure(Continued)

#### Transaction with related party

	<u>2018</u>	<u>2017</u>
HOLDING COMPANY		
<b>Revenue</b>		
Sales of goods	108,905,712	74,306,408
Processing charges received	-	1,947,863
<b>Expenses</b>		
Purchases of goods (including Power)	109,077,864	134,824,061
Processing charges paid	-	490,746
Reimbursement of Expenses (Net)	6,787,942	11,718,053
Rent paid	108,000	-
<b>Closing balances</b>		
Payables (net of withholding tax)		38,227,641
Receivables (net of withholding tax)	3,113,135	-
Enterprises having significant influence		
J Oil Mill, Inc (Royalty)	1,655,836	
<b>Closing balances</b>		
Payables	342,365	

### 35. Expenditure in foreign currency (on accrual basis)

	<u>2018</u>	<u>2017</u>
Royalty	1,655,836	-
Testing and analysis charges	-	-
	-	-

### 36. Transfer pricing

The Company's management is of the opinion that the specified domestic transactions covered by the regulation are at arm's length and that the transfer pricing legislation will not have any impact on the financial statements, particularly on the amount of tax expense. The Company's management has a system of maintenance of information and document as required by the transfer pricing legislation.



# Ruchi J-Oil Private Limited

## Notes to the financial statements(Continued) for the year ended 31 March 2018

(Currency: Indian Rupees)

### 37. Segment Reporting

No disclosure under Ind AS 108 "Operating Segments" is given in the current year as the Company has only one business segment in the current year. There is no business activity in the "manufacture" and "others" segments in the current year. As a result, there are no figures to disclose in those segments.

### 38. Disclosure pursuant to Accounting Standard - 15 (Revised) 'Employee Benefits'

As on 31.03.2018 all employees have left that the reason why same is not applicable.

### 39. Sales of Oil Extraction and Refinery Business at Shujalpur

Effective, 29th September 2017, vide a Business Transfer Agreement, the Company has transferred its undertaking at Shujalpur, Madhya Pradesh to Jain Ispat Multitrade Private Ltd on a "going concern" basis by way of a slump sale for a consideration of Rs. 6,08,56,968/-.

The loss of Rs.54,35,255/- on sale of the said undertaking has been included under exceptional item in Note No 29 in the statement of profit & loss.

### 40. Discontinued Operation (including operations at Shujalpur)

The financial information of "Oil Extraction and Refining" business that was discontinued by the Company during the year is as set out below:

#### Financial performance and Cash Flow information of the Discontinued Operation

	For the year- ended 31 March 2018	For the year- ended 31 March 2017
Revenue	129,709,368	156,990,459
Expenses	166,649,230	645,787,227
Profit before income tax	(36,939,862)	(488,796,768)
Income tax expense	-	-
Profit after income tax	(36,939,862)	(488,796,768)
Gain /(Loss) on sale of the "discontinued operation"	(98,47,064)	-
Gain /(Loss) from "discontinued operation"	(9,847,064)	-





# Ruchi J-Oil Private Limited

## Notes to the financial statements(Continued)

for the year ended 31 March 2018

(Currency: Indian Rupees)

Net cash inflow from operating activities of "discontinued operation"	-	(12,612,483 )
Net cash inflow from investing activities (includes inflow from the sale of the division)	62,756,968	22,926
Net cash inflow from financing activities	-	(6,677)
<b>Net increase in cash generated from discontinued operation</b>	<b>62,756,968</b>	<b>(12,596,234)</b>
<b>Details Of The Sale Of The Discontinued Operation</b>		
Consideration received	62,756,968	-
Carrying amount of net assets sold	72,604,032	-
<b>Gain/(Loss) on sale before income tax</b>	<b>(9,847,064)</b>	<b>-</b>
Income tax expense on gain	-	-
<b>Gain/(Loss) on sale after income tax</b>	<b>(9,847,064)</b>	<b>-</b>
<b>The carrying amounts of assets and liabilities as at the respective dates of sale were as follows:</b>		
Property, Plant and Equipment	69,247,064	57,133,532
Other Current Assets	3,824,334	126,357,008
<b>Total Assets</b>	<b>73,071,398</b>	<b>183,490,540</b>
Sundry Creditors	395,798	40,528,265
Other Current Liabilities	71,568	859,682
<b>Total Liabilities</b>	<b>4,67,366</b>	<b>41,387,947</b>
<b>Net Assets</b>	<b>72,604,032</b>	<b>142,102,593</b>

### 41. Other information

Information with regard to other matters specified in revised schedule III to the Act, is either nil or not applicable to the Company for the year



# Ruchi J-Oil Private Limited

## Notes to the financial statements(Continued)

for the year ended 31 March 2018

(Currency: Indian Rupees)

### 42. Prior year comparative

Prior year's figures have been regrouped wherever necessary only to conform the current year's classification.

As per our report of even date attached.

For ASA & Associates LLP

Chartered Accountants  
Firm's Registration No:  
009571N/N500006



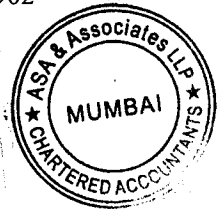
**Vaijayantimala Belsare**

Partner

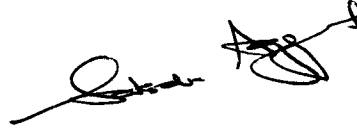
Membership No: 49902

Mumbai

May 9, 2018



For and on behalf of the Board of Directors of  
Ruchi J-Oil Private Limited



**Satendra Aggrawal**

Director

DIN:00634094

Mumbai

May 9, 2018



**Kazuhisa Tateno**

Director

DIN : 06734902

Mumbai

May 9, 2018