

ELANGO INDUSTRIES LIMITED
[CIN: L27104TN1989PLC017042]

ANNUAL REPORT 2018-19

Regd. Office: No.5, Ranganathan Garden, 15th Main Road Extension, Anna Nagar, Chennai – 600 040
www.elangoindustries.com; E-Mail – admin@kaveripower.com Tel: 044 - 42172116.

ELANGO INDUSTRIES LIMITED

Registered Office

No.5 , Ranganathan Garden,
15th Main Road Extn.,
Anna Nagar ,
Chennai – 600 040

Board of Directors

Mr.S.Elangovan – Managing Director
Mr.S.A.PremKumar – Director
Dr.M.Ramasamy - Director – Independent
Ms.Preethi Natarajan – Director- Independent

Company Secretary

Mr.D.R Anand (Resigned from the Company
w.e.f 11th June, 2019)

Mr. R. Manoranjan
Resigned from the Company
w.e.f 25th January, 2019)

Chief Financial Officer

Mr. R. Santhakumar
(Joined as CFO w.e.f 24th July, 2018)

Bankers

State Bank of India

Auditors

AR Nagappan,
Chartered Accountants
Chennai – 600 040

Registrar & Share Transfer Agent Cameo Corporate Service Limited

Subramanian Building , 1, Club House Road ,

Anna Salai , Chennai – 600002,
Ph: +91-44-28460390
Fax: +91-44-28460129
E-mail

General Information

CIN: **L27104TN1989PLC017042**

Company's Shares are mandated for trading in
dematerialization mode.

Company's Share Listed at BSE Limited
ISIN: **INE594D01018**

30th Annual General Meeting

Date & Time

30th September , 2019 at 11.00 A.M

Venue

No.5, Ranganathan Garden
15th Main Road Extn.,
Anna Nagar , Chennai – 600 040

Book Closure

From 24th September , 2019 to 30th September,
2019 [Both Days Inclusive]

NOTICE

NOTICE is hereby given that the 30th **Annual General Meeting of the members of ELANGO INDUSTRIES LIMITED will be held on Monday, 30th day of September, 2019 at 11.00 A.M.** at the Registered Office of the Company at No.5, Ranganathan Garden, (15th Main Road Extension) Anna Nagar, Chennai – 600 040, to transact with or without modifications as may be permissible, the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2019 and the Statement of Profit and Loss for the year ended 31st March 2019 together with the Auditors' Report and Boards' Report thereon.
2. To appoint a Director in the place of Mr.S.A.Premkumar (DIN: 00342952) who retires by rotation being eligible offers himself for re-appointment.

For and on behalf of the Board

Place: Chennai

Date: 5th August, 2019

(S.Elangovan)
Managing Director
[DIN: 01725838]

ELANGO INDUSTRIES LIMITED

CIN: L27104TN1989PLC017042

No.5, Ranganathan Garden, 15th Main Road Extension,
Anna Nagar, Chennai – 600 040

Tel: 044- 42172116 , Website: www.elangoindustries.com.

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy / proxies to attend and vote instead of him-self/ her-self. Such a proxy/ proxies need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of appointing the Proxy and the Power of Attorney or other Authority, if any, under which it is signed or a Notary Attested copy of the Power of Attorney or other, in order to be effective, should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the holding the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
2. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2019 to 30th September, 2019 (both days inclusive).

3. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding/trading.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their dematerialized account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their dematerialized accounts. Members holding shares in physical form can submit their PAN details to the Company.

6. Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment. Though it is not mandatory to furnish the above details in terms of the exemption provided under the recent circular, the company is furnishing the same on a voluntary basis.

7. Electronic copy of the Notice of the 29th Annual General Meeting of the company inter alia indication the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 30th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

8. Members are requested to notify any change in their addresses to the Company immediately. Members holding shares in electronic form are requested to advise change of addresses to their Depository Participants.

9. As a measure of economy, copies of the Annual Report will not be distributed at the annual general meeting. Members are, therefore, requested to bring their copies of the Annual Report to the meeting.

10. Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate members are requested to send a duly certified copy of the board resolution / power of attorney authorizing their representatives to attend and vote at the Annual General Meeting.

11. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for the year 2018-19 will also be available on the Company's website: **www.elangoindustries.com** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai or inspection during normal

business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: admin@kaveripower.com.

12. In terms of the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and SEBI (LODR) Regulations, the Company is pleased to provide members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by Central Depository Services of India Limited (CDSL).

13. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

Voting rights are reckoned on the basis of the shares registered in the names of the members / beneficial owners as on the cut-off date fixed for this purpose, viz., 23rd September, 2019

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, 27th September 2019 at (9.00 a.m.) and ends on Sunday, 29th September, 2019 at (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website .
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to .
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at , under help section or write an email to .
- (xxii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23rd September, 2019. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice of AGM and holding shares as of the cut-off date i.e 23rd September, 2019, may obtain the login ID and password by sending a request at evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.

(xxiii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut –off date only shall be entitled to avail the facility of remote e –voting as well as voting at the AGM through ballot paper.

(xxiv) The Company has appointed Mr. Amresh & Associates, Practicing Company Secretary, Chennai as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

14. **Request for additional information, if required:** In case you intend to raise any queries in the forthcoming Annual General Meeting, you are requested to please forward the same at least 10 days before the date of the Meeting to the Secretarial department, Elango Industries Limited at the registered office address so that the same may be attended to your entire satisfaction.

15. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: **www.elangoindustries.com** and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE limited.

16. All documents referred to in the accompanying Notice shall be open for inspection at the Registered Office of the Company during normal business hours (9:00 am to 5:00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

17. As a responsible corporate citizen, your Company welcomes and supports the Green Initiative taken by the MCA, as this will reduce paper consumption to a great extent and allow the members to contribute towards a greener environment. This will also ensure prompt receipt of communication and avoid loss in postal transit.

18. The Annual Report and other communication sent electronically will also be displayed on company's website: **www.elangoindustries.com**.

Brief note on Directors seeking re-appointment or appointment at the ensuing Annual General Meeting are as follows.

Mr.S.A.Premkumar:

Mr. Premkumar, aged about 46 Years is a graduate in Commerce and successful first generation entrepreneur. He has more than 16 years experience in the Power Generation Industry. He is an integral part of the all the group ventures and been instrumental in bringing the company to this level

in the power industry. During his past 16 years of experience he had excelled not only procurement, marketing and sales matter but also entire operation of the works and administration

Mr. S.A Premkumar apart from being a Director also member of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee

For and on behalf of the Board

Place: Chennai

Date: 5th August, 2019

ELANGO INDUSTRIES LIMITED

(CIN: L27104TN1989PLC017042)

No.5, Ranganathan Garden, 15th Main Road Extension,

Anna Nagar, Chennai – 600 040, Tel: 044- 4217 2116 ,

Website: www.elangoindustries.com.

(S.Elangovan)
Managing Director
[DIN: 01725838]

BOARDS' REPORT

Dear Members,

Your Directors have pleasure in presenting to you the 30th Annual Report of the Company together with the Audited Balance Sheet of the Company as at 31st March, 2019, the Statement of Profit and Loss for the year ended on that date and the Auditors' Report thereon.

FINANCIAL SUMMARY/ HIGHLIGHTS:

	Rs. Lakhs	
	2018-19	2017-18
Net Sales/ Income	-	-
Other Income	20.00	52.39
Profit/Loss Before Depreciation and Tax	(22.67)	(7.17)
Depreciation	-	-
Profit/Loss before Tax	(22.67)	(7.17)
Less : Provision for Tax	0.00	0.00
Profit/Loss after Tax	0.00	0.00
Add : Profit/ Loss brought forward	50.25	50.25
Adjustments related to fixed assets	-	-
Profit/Loss Carried to Balance Sheet	50.25	50.25

As the members of the Company are aware that, the approval of the members was accorded at the 26th Annual General Meeting (AGM) for undertaking "Operation & Maintenance"-(O & M) activities and other service activities to Cauvery Power Generation Chennai Private Ltd –"CPGCPL". The Company received a sum of Rs 20 Lakhs towards income from rendering of O & M activities during financial year under report.

OUTLOOK:

In order to augment more revenues, the company has planned to undertake and execute EPC Contracts for "CPGCPL", Chennai and O & M Contracts for M/s Cauvery Solar Power Private Ltd – "CPGCPL", Chennai (both are Group Companies) for which necessary approval of shareholders have been obtained at the 26th Annual General Meeting held on 29th September, 2015.

Approval was also accorded by members for undertaking back-end activities of the Television Channel Viz, "**Cauvery News**" at the 27th Annual General Meeting held on 29th September, 2016.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

There are no material changes and commitments affecting financial position of the company between 31st March 2019 and the date of Board's Report.

DIVIDEND:

Considering financial performance, Your Directors have decided not to declare any Dividend for this year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

Since the company has no manufacturing activities at present, details are not furnished

BOARD MEETINGS:

During the Financial Year, eight meetings of the Board of Directors were held on 24-05-2018, 14-07-2018, 24-07-2018, 13-08-2018, 27-08-2018, 12-11-2018, 25-01-2019 and 25-03-2019. The intervening gap between the meetings was within the period as prescribed under the Companies Act, 2013

Attendance of Directors at the Board meeting:

SI No	Name of Director	No of meetings attended
1.	Mr.S.Elangovan	8
2.	Mr.S.A.Premkumar	8
4.	Mrs. Preethi Natarjan	8
5.	Dr.M.Ramasamy	8

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year under report, Mr.S.A.Premkumar was re-appointed as Directors of the company liable to retire by rotation. Mr. R. Manoranjan, Company Secretary of the Company has resigned from the Company w.e.f 25th January, 2019. The remuneration and other details of KMP for the FY 2018-19 are provided in the extract of the Annual Return which forms part of this Directors' Report.

SECRETARIAL AUDIT:

Pursuant to the provisions of Section 204 (1) of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Amresh & Associates, Practicing Company Secretary to undertake the Secretarial Audit of the Company for the year 2018-19. The Secretarial Audit Report is annexed to this report as **Annexure - 1.**

INDEPENDENT DIRECTORS:

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6) of the Companies Act 2013.

The Independent Directors of the Company had met one time during the year to review the performance of Non- Independent Directors, Chairperson of the Company and the Board as a whole. They had accessed the quality, quantity and timeliness of flow of information between the Company management and the Board.

AUDIT COMMITTEE:

The composition, powers, role and terms of reference of the Committee are constituted as per the Section 177 mentioned under the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Audit Committee consists of three Directors Viz. Mr.S.A. Premkumar, Dr.Ramasamy and Ms.Preethi Natarajan. During the year, four meetings of the Audit Committee were held on 24-05-2018, 13-08-2018, 12-11-2018 and 25-01-2019. All the above three Directors attended the above four meetings. There are no recommendations of the Audit Committee not accepted by the Board.

DETAILS OF RELATED PARTY TRANSACTIONS:

Approval of the members was accorded at the 26th Annual General Meeting –AGM for undertaking “Operation & Maintenance” –(O & M) activities and other service activities for Cauvery Power Generation Chennai Private Ltd –“CPGCPL”. Accordingly the company entered in to an O & M Contract with “CPGCPL” with effect from 1st October, 2015 which has yielded revenue of Rs 20 lakhs during financial year under report.

Pursuant to Section 134(3) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 information pertaining to related parties are given in Form AOC-2 as **Annexure- 2** of the report.

The Company is neither a holding company nor a subsidiary Company and hence the disclosure under Regulation 34(3) and 53(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, are not furnished

GREEN INITIATIVE:

Pursuant to Sections 101 and 136 of the Act read with Companies (Management and Administration) Rules, 2014 and Companies (Accounts) Rules, 2014, the Company can send Notice of Annual General Meeting, financial statements and other communication in electronic forms. Your Company is sending the Annual Report including the Notice of Annual General Meeting, audited financial statements, Directors’ Report along with their annexure etc. for the Financial Year 2018-19 in the electronic mode to the shareholders

E-VOTING/BALLOT VOTING:

In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has provided ‘remote e-voting’ (e-voting from a place other than venue of the AGM) facility through

Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 30th Annual General Meeting (AGM) of the Company.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the 30th AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Amresh & Associates, Practicing Company Secretary, Chennai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. The instructions for shareholders voting electronically are provided in the notes to the Notice of 30th Annual General Meeting.

NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors at their meeting held on 28th May, 2015 re-constituted a committee of the Board of Directors was constituted to be called as "Nomination and Remuneration Committee" and framed the "Nomination and Remuneration Policy" in accordance with the provisions of Section 178 of the Companies Act, 2013 with the following members:

1. Mr.S.A.Premkumar 2. Dr.M.Ramasamy

The above two Directors attended the Nomination and Remuneration Committee meeting held on 24th May, 2018 14th July, 2018, 24th July, 2019 , 13th August, 2018 and 25th January, 2019

REMUNERATION POLICY:

MANAGING DIRECTOR AND INDEPENDENT DIRECTORS

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management personnel, Key Managerial Personnel and fixing their remuneration. The objective and broad framework of the Remuneration Policy is to consider and determine the remuneration, based on the fundamental principles of payment for performance, for potential, and for growth. The Remuneration Policy reflects on certain guiding principles of the Company such as aligning remuneration with the longer term interest of the Company and its Shareholders. It also ensure the effective recognition of performance and encourage a focus on achieving superior operational results.

The Company does not pay remuneration by way of salary, perquisites and allowances (fixed component) to Managing Director(s). Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity

COMPANY SECRETARY AND SENIOR MANAGEMENT PERSONNEL:

The remuneration of Company Secretary and senior management personnel largely consists of basic salary, perquisites, allowances and performance incentives. Perquisites and retirement benefits are paid according to the Company policy, subject to prescribed statutory ceiling. The components of the total remuneration vary for different grades and are governed by the industry pattern, qualification & experience/merits, performance of each employee. The Company while deciding the remuneration package takes into consideration current employment scenario and remuneration package of the industry.

STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors at their meeting held on 16th May, 2014 constituted a committee of the Board of Directors to be called as Stakeholders' Relationship Committee in accordance with the provisions of Section 178 of the Companies Act, 2013 with the following members:

1. Mr.S.A.Premkumar 2. Mr.S.Elangovan

The Stakeholders Relationship Committee oversees, inter-alia, redressal of Shareholders and Investor grievances, transfer/ transmission/transposition of shares, Split, consolidation, issue of duplicate shares certificates, recording dematerialization/ dematerialization of shares and related matters.

The detailed particulars of Investors' complaints handled by the Company / Registrar & Share Transfer Agent during the year 2018-19 are as under:

Opening Balance	Received during the year	Resolved during the year	Closing balance
Nil	Nil	Nil	Nil

The complaint has been resolved to the satisfaction of the complainant and no investor complaint was pending at the beginning or at the end of the year. The Company has acted upon all valid requests for share transfer received during the year 2018-19 and no such transfer is pending at the end of the year. During the financial year five meetings of stake holders Relationship Committee were held and all the above three Directors attended the meetings.

WHISTLE BLOWER POLICY/ VIGIL MECHANISM:

In compliance with provisions of Section 177 of the Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company has constituted Vigil Mechanism/Whistle Blower Policy for Directors, employees and vendors of the Company. The Whistle Blower Policy enables the Directors, employees and vendors to report concerns about unethical behavior, actual or suspected fraud or violation of the Code of Conduct or ethics Policy, thereby ensuring that the activities of the Company are conducted in a fair and

transparent manner. We further affirm that no employee has been denied access to the audit committee during the year 2018-19.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements u/s 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors confirm that they have:

- a) followed in the preparation of the Annual Accounts, the applicable Accounting Standards and given proper explanation relating to material departures ; if any
- b) selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and Loss Account of the Company for that period;
- c) taken proper and sufficient care for maintenance of adequate accounting records for the year ended 31st March, 2019 in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for the prevention and detection of Fraud and other irregularities;
- d) prepared the Annual Accounts on an ongoing basis;
- e) laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES/ASSOCIATES:

In accordance with third proviso to Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing inter alia the audited accounts has been placed on the website of the Company at www.elangoindustries.com.

STATUTORY AUDITORS:

MR A.R Nagappan, Chartered Accountant, Chennai Membership No.203323 allotted by the Institute of Chartered Accountants of India (ICAI) were appointed as the Statutory Auditors of the Company at the 28th Annual General Meeting of the Company held on 28th September, 2017 to hold office for a term of five years till the conclusion of 33rd Annual General Meeting of the Company. The Board was authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.

The said appointment was subject to ratification by the Members at every intervening Annual General Meeting held after the said 28th Annual General Meeting of the Company. By The Companies (Amendment) Act 2017 (vide notification dated 3rd January 2018) which has already come into force, the requirement relating to such ratification of appointment every year has been omitted. Accordingly, the existing Statutory Auditor viz MR A.R Nagappan, Chartered Accountant,

Chennai will continue to be the Statutory Auditor of the Company till the conclusion of 33rd Annual General Meeting of the Company.

DISCLOSURE UNDER THE SEXUAL HARASSEMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment and all employees (permanent, contract, temporary, trainees) are covered under this policy.

The Company has not received any complaint of sexual harassment during the year 2018-19 under review.

INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY:

The Company has a proper and adequate internal control system to ensure that all the assets of the Company are safeguarded and protected against any loss and that all the transactions are properly authorized and recorded. Information provided to management is reliable and timely. Company ensures adherence to all statutes.

The Internal Financial Control systems are adequate considering the present state of business. The company has established Internal Financial Control framework including internal control over financial reporting operating controls and fraud framework. The framework is revised regularly by the management and tested by the internal audit team. Based on the periodical testing, the framework is strengthened from time to time to ensure adequacy and effectiveness of Internal Financial Controls. The Report of the Statutory Auditors containing the Internal Financial Controls is given in **Annexure –B** of the Statutory Auditors Report for the year ended 31st March, 2019

RISK MANAGEMENT:

As already stated since the company has no activities there are no assets which are active. Hence the company has not framed any risk management policy.

EXTRACT OF ANNUAL RETURN:

In compliance with Section 134 (3)(a) of the Act, an extract of the Annual Return in the prescribed format is appended to this report as **Annexure- 4**.

PERFORMANCE EVALUATION:

The Board evaluates the performance of Non-executive and Independent Directors every year. All

the Non-Executive and Independent Directors are eminent personalities having wide experience in the field of Business, Industry, Law and Administration. Their presence on the Board is advantageous and fruitful in taking business decisions

PARTICULARS OF EMPLOYEES:

The information required pursuant to section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and Companies (Particulars of Employees), Rules 1975, in respect of employees of the company and Directors is furnished in **Annexure-3**.

There are no employees drawing remuneration in excess of the limits specified under Section 197 of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014. No remuneration was paid to the Directors of the company. Hence details are not given.

STATEMENT PURSUANT TO LISTING AGREEMENTS:

The Company's securities are listed with BSE Limited. The company confirms that it has paid the Annual Listing Fees for the year 2019-20 in time and there were no arrears

DIRECTOR:

Mr.S.A.Premkumar, who retires by rotation and being eligible offers, himself for reappointment. The brief resume of the director proposed to be re-appointed and other relevant information has been furnished in the Notice convening the AGM. Appropriate resolutions for their appointment/re-appointment are being placed for approval of the members at the AGM.

The Directors recommend that the resolution placed before the Members regarding the appointment/reappointment of the Directors be approved

OTHER DISCLOSURES:

The Company has not taken any secured loans or unsecured loans under the Companies Act 2013.

Since the company has not issued any Sweat Equity Shares, Equity Shares with differential voting rights and issue of shares under employees stock option scheme, the details are not given.

The company had not made any purchase of shares or given any loans for purchase of shares.

The company had not made any buy- back of shares.

The company has adhered to the Secretarial Standards and made disclosures in relation to the Boards' Report for the year under review.

The company has no activities at present and hence details are not furnished.

There are no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

There are no further or typical areas of risks or concerns outside the usual course of business foreseeable at this time. Internal control systems are found to be adequate and are continuously reviewed for further improvement

MANAGEMENT DISCUSSION & ANALYSIS :

Management Discussion & Analysis Report on the business of the Company for the year ended 31st March 2019 is furnished here. In this we have attempted to include discussion on all the specified matters to the extent relevant or within limits that in our opinion are imposed by the Company's own competitive position.

REVIEW OF OPERATIONS:

The financial review is available in the Board's report.

DISCLOSURE OF ACCOUNTING TREATMENT:

In the preparation of financial statements, treatment that prescribed in an Accounting Standard has been followed.

OUTLOOK:

The Power Sector has a bright future. So the Company is actively planning to enter into EPC contracts for which approval was accorded by members in the Notice of the 30th Annual General Meeting.

ENVIRONMENT & SAFETY:

The Company is very conscious of the need to protect environment. The company is taking all possible steps for safe guarding the environment.

OTHER MATTERS:

There are no further or typical areas of risks or concerns outside the usual course of business foreseeable at this time. Internal control systems are found to be adequate and are continuously reviewed for further improvement.

CAUTIONARY STATEMENT:

Statements in this “Management Discussion & Analysis” which seek to describe the Company’s objectives, projections, estimates, expectations or predictions may be considered to be “forward looking statements” within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company’s operations include global and Indian demand-supply conditions, finished goods prices, stock availability and prices, cyclical demand and pricing in the company’s markets, changes in the government regulations, tax regimes, economic developments within India and countries with which the company conducts business besides other factors, such as litigation and other labour negotiations.

Part C , D & E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 are not applicable since the company was having paid up equity share capital not exceeding rupees ten crores and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

Part F Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Disclosures with respect to demat suspense account/ unclaimed suspense Account – There are no shares outstanding in demat suspense account or unclaimed suspense account.

ACKNOWLEDGEMENT

Your Directors would like to place on record their gratitude to the Members for their continued encouragement, support and confidence. Your Directors also would like to thank the Staff Members at various levels for their committed Services for the Company.

For and on behalf of the Board

Place: Chennai
Date: 5th August, 2019

(S.Elangovan)
Chairperson

Annexure -1

To,
The Members
Elango Industries Limited
3,Ranganathan Gardens, 15th Main Rd Extn,
Anna Nagar, Chennai
Tamil Nadu-600040

My Secretarial report of even date, for the financial year 2018-19 is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standard and procedures followed by the Company with respect to secretarial compliances.
3. We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Whenever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

Disclaimer

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the managements has conducted the affairs of the company.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

For Amresh& Associates
Company Secretaries

Amresh Kumar
Proprietor
ACS 32262, C.P No. 22067

Date: 5th August, 2019
Place: Delhi

To,
The Members
Elango Industries Limited
3,Ranganathan Gardens, 15th Main Rd Extn,
Anna Nagar, Chennai
Tamil Nadu-600040

I have conducted the secretarial audit of the compliance of the applicable statutory provisions and adherence to good corporate practices by **Elango Industries Limited** (CIN: L27104TN1989PLC017042). The Company has Authorised Capital of Rs. 4,00,00,000/- and paid up capital of Rs. 3,81,61,000/-. The Company is listed with the BSE Limited with scrip code -513452, and ISIN No: INE594D01018. Secretarial audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on our verification of Elango Industries Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering its financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulations) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye- Laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
 - a) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009. - **Not Applicable to the Company during the Audit Period**
 - d) The Securities and Exchange Board of India (Employees stock option Scheme and Employees Stock Purchase Scheme Guidelines, 1999; - **Not Applicable to the Company during the Audit Period**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations 2008; - **Not Applicable to the Company during the Audit Period**
 - f) The Securities and Exchange Board of India (Registrars to an issue and Share transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009; and - **Not Applicable to the Company during the Audit Period**

- h) The Securities and Exchange Board of India (buyback of Securities) Regulations, 1998; - **Not Applicable to the Company during the Audit Period**
- i) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(vi) Any other Applicable Laws like

- a) The Factories Act 1948
- b) The Industrial Dispute Act 1947
- c) The Payment of wages Act 1936
- d) The Minimum Wages Act 1948
- e) The Employees State Insurance Act, 1948
- f) The Employees' Provident Fund and Miscellaneous Provision Act, 1952
- g) The payment of bonus Act, 1965
- h) The Payment of Gratuity Act, 1972
- i) The Contract Labour Abolition Act 1970
- j) The Maternity Benefit Act 1961
- k) The Child Labour (Prohibition and Regulation) Act 1986
- l) The Industrial Employment (Standing Orders) Act 1946
- m) The Employees' Compensation Act 1923 (earlier known as Workman's Compensation Act 1923)
- n) The Apprentice Act, 1961
- o) The Equal Remuneration Act, 1976
- p) The Employment Exchange (Compulsory Notification of Vacancies Act) 1956
- q) The Electricity Act, 2003
- r) National Tariff Policy
- s) Essential Commodities Act, 1955
- t) Explosives Act, 1884
- u) Indian Boilers Act, 1923
- v) Mines Act, 1952 (wherever applicable)
- w) Mines and Mineral (Regulation and Development) Act, 1957 (wherever applicable)

As the company has not had any business activities, the laws mentioned above are not applicable to the company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (ICSI) has been notified with effect from 1st July 2015
- (ii) The Listing agreements entered by the company with BSE Limited

The other laws as may be applicable specifically to the Company which are mentioned in clause (vi) **Under any other laws**, based on the reports of the Company, I hereby report that the Company has substantially complied with the provisions of those Acts that are applicable. Based on the information, explanations and management representation, the Company has substantially complied with the Tax laws applicable to the Company. During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines etc. mentioned above except to the extent mentioned below:

The Company Secretary has been resigned from the Company and the Company is yet to appoint a Company Secretary and Compliance Officer as per the Provisions of Companies Act, 2013.

I further report that:

Subject to my observations the Board of Directors of the Company in general is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

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

All decisions of the Board and Committees thereof were carried out with requisite majority.

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

I further report that during the audit period the instances of violations and non-compliances mentioned above may result in attracting penal provisions which are severe in nature and for the company there is a contingency that it may have to pay penalties.

Place: Delhi
Date: 5th August, 2019

For Amresh& Associates
Company Secretaries

Amresh Kumar
Proprietor
ACS 32262, C.P No. 22067

This report is to be read with our letter of even date which is annexed as Annexure A which forms an integral part of this report

Annexure A

The Members
Elango Industries Limited
3,Ranganathan Gardens, 15th Main Rd Extn,
Anna Nagar, Chennai-40

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on test basis to ensure the correct facts as reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Book of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Delhi
Date: 5th August, 2019

For Amresh& Associates
Company Secretaries

AmreshKumar
Proprietor
ACS 32262, C.P No. 22067

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]

Form for disclosure of 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 :	
(a) Name (s) of the related party and nature of relationship (b) Nature of contracts/arrangements/ transactions (c) Duration of the contracts or arrangements or transactions including the value, if any (d) Salient terms of the contracts or arrangements or transactions including the value, if any (e) Justification for entering into such contracts or arrangements or transactions (f) Date (s) of approval by the Board (g) Amount paid as advances, if any (h) Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	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 (b) Nature of contracts/arrangements/ Transactions	<p><u>A.Cauvery Power Generation Chennai Private Ltd – “CPGCPL” -Group Company:</u></p> <p>1.“Engineering, Procuring and Construction ”contract –“EPC” Contract</p> <p>2.The contract shall come to an end on achieving Commercial Operation Date –“COD”. Value of not less than Rs 500 Crores.</p> <p>3. Operations and Maintenance Contract for a period of five years – “CPGCPL” shall pay an annual fees of not less than Rs 35,00,000/-.</p> <p><u>B. Cauvery Solar Power Private Ltd- “CSPPL”: - Group Company:</u></p> <p>1. Undertaking of Operations & Maintenance activities for the Solar Photovoltaic Cells run by M/s</p>

<p>(c) Duration of the contract / arrangements/ transactions</p> <p>(d) Salient terms of the contracts or arrangements or transactions including the value, if any:</p> <p>(e) Date(s) of approval by the Board, if any:</p> <p>(f) Amount paid as advances, if any:</p>	<p>Cauvery Solar Power Private Ltd-“CSPPL”, at Gummidipoondi.</p> <p>2.“CSPPL”, shall pay a monthly fees of not more than Rs 3,00,000/-(Rupees Three Lakhs only) for the technical, operation and maintenance services provided by the Company.</p> <p>Term of Contract: The contract period is for a period of five years and shall be renewable upon mutual consent of both parties.”</p> <p>As given in (b) above.</p> <p>--</p> <p>No advance has been paid.</p>
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Annexure-3

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

i) Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2018-19

Remuneration is not paid to the Managing Director and there are no other employees other than the Company Secretary. Hence the details are not given.

ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary or manager during the financial year 2018-19.

Remuneration is not paid to the Managing Director and there are no other employees other than the Company Secretary.

The remuneration paid to Mr. R. Manoranjan - Company Secretary (6 months) –5.00 lakhs

The remuneration paid to Mr. N. Asokan - Company Secretary –(3 months)-4.13 lakhs

The remuneration paid to Mr. DR Anand - Company Secretary –(1 month)-0.49 lakhs

iii) The percentage increase in the median remuneration of Employees in the financial year 2018-19

There are no other employees other than the Company Secretary and hence the details are not given

iv)The Company has only one permanent employee on the rolls of Company as on 31st March, 2019.

v) Relationship between average increase in remuneration and Company's performance:

The Company has only one permanent employee on the rolls of Company as on 31st March, 2019.

vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Sl. No	Particulars	Year (2018-19)	Year (2017-18)	Percentage of increase/Decrease
1	Income	20.00	52.39	(38.18)
2	Profit/Loss Before tax	(22.67)	(7.17)	(31.62)
3	Remuneration of the KMP	10.15	15.53	65.35

- It consists of salary, allowance, value of perquisites, bonus and retirement benefits etc.

vii) Market capitalization and price earnings ratio details are as under:

Particulars	As on 31.03.2019	As on 31.03.2018	Increase / (Decrease) (%)
PE Ratio	5.08	2.81	-80.78

Market Capitalization (Rs. in Crore)	1.15	1.15	-24.83
---------------------------------------	------	------	--------

The Company has not made any public issue of shares.

viii) Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year:

There are no other employees other than the Company Secretary. Hence the details are not given. ix)

Comparison of the each remuneration of the Key Managerial Personnel against the performance of the Company:

There are no other employees other than the Company Secretary. Hence the details are not given.

x) The key parameter for any variable component of remuneration availed by Managing Directors:

Remuneration is not paid to the Managing Director

xi) The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: **Not Applicable**

xii) It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

Place : Chennai

Date: 5th August, 2019

For and on behalf of the Management Team

S. Elangovan
Chairperson

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To
The Board of Directors
Elango Industries Limited

(1) We certify that we have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2019 and to the best of our knowledge and belief,

(a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(b) these statements together present a true and fair view of the Company's affairs for the year ended 31st March, 2019, and are in compliance with the existing accounting standards, applicable laws and regulations; and

(c) no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.

(2) Further, we accept that it is our responsibility to establish and maintain internal controls for financial reporting.

(3) Accordingly, we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting and we further certify that:

(a) there are no deficiencies in the design or operation of internal controls;

(b) there are no significant changes in internal control over the financial reporting during the year;

(c) there are no significant changes in accounting policies during the year; and

(d) there have been no instances of any significant fraud of which we became aware and the involvement therein, if any, of the management or an employee, having a significant role in the Company's internal control system over the financial reporting.

S.Elangovan
Chairperson & Managing Director

R.Santhakumar
Chief Financial Officer

Place : Chennai
Date : 30th May, 2019

Annexure -4**FORM MGT -9****EXTRACT OF THE ANNUAL RETURN**

Financial Year ended on March 31, 2019

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

I. Registration & Other Details:

1	CIN	L27104TN1989PLC017042
2	Registration Date	13-03-1989
3	Name of the company	Elango Industries Ltd
4	Category or Sub-Category of the company	Company having share capital
5	Address of the Registered Office & Contact Details	No.5, Ranganathan Garden, 15th Main Road Extn. Anna Nagar, Chennai – 600 040
6	Whether Listed company	Yes (Listed in BSE)
7	Name, Address and contact details of Registrar & Transfer Agent	Cameo Corporate Services Limited, No.1, Club House Road, Chennai 600 002

II.Principal Business Activities of the company:

The company has been carrying on “Operation & Maintenance”–(O & M) activities and other service activities for Cauvery Power Generation Chennai Private Ltd –“CPGCPL”. Accordingly the company entered in to an O & M Contract with “CPGCPL” with effect from 01-10-2015.

III. Particulars of Holding, Subsidiary and Associate Companies:

Name & Address of the company	CIN	Holding/ Subsidiary/ Associate Company	% of shares held	Applicable Section
NIL				

IV. Shareholding Pattern (Equity Share capital Break-up as percentage of total Equity:**i. Category wise shareholding:**

Category code	Category of Shareholder	No. of shares at the beginning of the year				No. of shares at the end of the year			
		Dematerialized Form	Physical Form	Total	% of total Shares	Dematerialized Form	Physical Form	Total	% of total Shares
(A)	Promoters								
1	Indian								
(a)	Individuals/ Hindu Undivided Family	947650	22725	970375	25.43	947650	22525	970175	25.42
(b)	Central Government/ State Government(s)	0	0	0	0.0	0	0	0	0.00
(c)	Bodies Corporate	270100	4900	275000	7.21	270100	1900	272000	7.13
(d)	Financial Institutions/ Banks	0	0	0	0.00	0	0	0	0.00
(e)	Any Others (Specify)	0	0	0	0.00	0	0	0	0.00
	Sub Total(A)(1)	1217750	27625	1245375	32.63	1217750	24425	1242175	32.55
2	Foreign								
a	Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00
b	Bodies Corporate	0	0	0	0.00	0	0	0	0.00
c	Institutions	0	0	0	0.00	0	0	0	0.00
d	Any Others (Specify)	0	0	0	0.00	0	0	0	0.00
	Sub Total(A)(2)	0	0	0	0.00	0	0	0	0.00
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1217750	27625	1245375	32.63	1217750	24425	1242175	32.55
(B)	Public shareholding								
1	Institutions								
(a)	Mutual Funds/ UTI	0	0	0	0.00	0	0	0	0.00
(b)	Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00
(c)	Central Government/ State Government(s)	0	0	0	0.00	0	0	0	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00
(h)	Any Other (specify)	0	0	0	0.00	0	0	0	0.00

	Sub-Total (B)(1)	0	0	0	0.00	0	0	0	0.00
B 2	Non-institutions								
(a)	Bodies Corporate	27498	0	27498	0.72	38098	0	38098	1.00
(b)	Individuals								
I	Individuals -i. Individual shareholders holding nominal share capital up to Rs 1 lakh	436072	1650150	2086222	54.67	487562	1622050	2109612	55.28
II	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	101350	295900	397250	10.41	59350	295900	355250	9.31
(c)	Any Other (Clearing members)	0	0	0	0.00	200	0	200	0.01
(c-i)	Hindu Undivided Families	56239	0	56239	1.47	67249	0	67249	1.76
(c-ii)	Non Resident Indians	3516	0	3516	0.09	3516	0	3516	0.09
	Sub-Total (B)(2)	624675	1946050	2570725	67.37	655975	1917950	2573925	67.45
(B)	Total Public Shareholding (B)= (B)(1)+(B)(2)	624675	1946050	2570725	67.37	655975	1917950	2573925	67.45
	TOTAL (A)+(B)	1842425	1973675	3816100	100.00	1873725	1942375	3816100	100.00
(C)	Shares held by Custodians and against which Depository Receipts have been issued								
1	Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00
2	Public	0	0	0	0.00	0	0	0	0.00
	Sub-Total (C)	0	0	0	0.00	0	0.00	0	0.00
	GRAND TOTAL (A)+(B)+(C)	1842425	1973675	3816100	100.00	1873725	1942375	3816100	100.00

ii. Shareholding of promoters:

Sl No	Shareholders' 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	% Shares Pledged or otherwise encumbered to total shares	No of shares	% of total Shares of the company	% Shares Pledged or otherwise encumbered to total shares	
1	S.Elangovan	947650	24.83	0	947650	24.83	0	0.00
2	Cauvery Power Trading Chennai Private Ltd	275000	7.21	0	273100	7.16	0	-0.05
3	Premkumar	15000	0.39	0	15000	0.39	0	0.00
4	Abirami Premkumar	7725	0.20	0	7525	0.20	0	-0.01
	Total	1245375	32.63	0	1245375	32.63	0	0.08

iii. Change in promoters' shareholding: (Please specify if there is no change)

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	Shareholders' name	No of shares	% of total Shares of the company	No of shares	% of total Shares of the company
SL No	At the beginning of the year				
1	S.Elangovan	947650	24.83	947650	24.83
2	Cauvery Power Trading Chennai Private Ltd	275000	7.21	275000	7.21
3	Premkumar	15000	0.39	15000	0.39
4	Abirami Premkumar	7725	0.20	7725	0.20
	Total	1245375	32.63	1245375	32.63
	Datewise Increase/ Decrease in shareholding specifying the reasons for Increase /Decrease:	NIL			
At the end of the year					
1	S.Elangovan	947650	24.83	947650	24.83
2	Cauvery Power Trading Chennai Private Ltd	275000	7.21	275000	7.21
3	Premkumar	15000	0.39	15000	0.39
4	Abirami Premkumar	7525	0.20	7525	0.20
Total	Total	1245175	32.63	1245175	32.63

iv. Shareholding Pattern of the top 10 Shareholders (other than Directors, Promoters

and Holders of GDRs and ADRs):

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
SI No	For each of the top 10 shareholders	No of shares	% of total Shares of the company	No of shares	% of total Shares of the company
	At the beginning of the year				
1	Venkatachalam B	115000	3.01	115000	3.01
2	Raja Rajeswari Mohan	111000	2.91	111000	2.91
3	Anand Mohan	50000	1.31	50000	1.31
4	Atul Babubai Chauhan -HUF	36668	0.96	36668	0.96
5	Ravie N S	31300	0.82	31300	0.82
6	Devi RK	8900	0.23	8900	0.23
7	Rajesh	14100	0.37	14100	0.37
8	Aditya Birla Money Limited	13212	0.35	13212	0.35
9	Mani A	12500	0.33	12500	0.33
10	Pooja	12000	0.31	12000	0.31
11	Pratik Rajendra Gandhi	15000	0.39	15000	0.39
12	Jayant Share broking	9600	0.25	9600	0.25
	Total	429280	11.25	429280	11.25
	Datewise Increase/ Decrease in shareholding specifying the reasons for Increase /Decrease:				
	At the end of the year				
1	Venkatachalam B	115000	3.01	115000	3.01
2	Raja Rajeswari Mohan	111000	2.91	111000	2.91
3	Anand Mohan	50000	1.31	50000	1.31
4	Atul Babubai Chauhan -HUF	36668	0.96	36668	0.96
5	Ravie N S	31300	0.82	31300	0.82
6	Mukul Kumar Madan Gopal Daga	8900	0.23	8900	0.23
7	Rajesh	14100	0.37	14100	0.37
8	Aditya Birla Money Limited	13212	0.35	13212	0.35
9	Mani A	12500	0.33	12500	0.33
10	Pooja	12000	0.31	12000	0.31
		15000	0.39	15000	0.39
	Total	9600	0.25	9600	0.25
		429280	11.25	429280	11.25

v. Shareholding of Directors and key managerial personnel

		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
Sl No	For each of the Directors & KMP	No of shares	% of total Shares of the company	No of shares	% of total Shares of the company
	At the beginning of the year				
1	S.Elangovan	947650	24.83	947650	24.83
2	Premkumar S.A.	15000	0.39	15000	0.39
3	N.Asokan- Company Secretary(Resigned w.e.f 14 th July, 2018)	5	0.00	5	0.00
2	R. Manoranjan-Company Secretary (Resigned w.e.f 25 th January, 2019)	0	0.00	0	0.00
5	DR Anand	0	0.00	0	0.00
	Total	962655	25.23	962655	25.23
	Datewise Increase/ Decrease in shareholding specifying the reasons for Increase /Decrease:	NIL			
	At the end of the year				
1	S.Elangovan	947650	24.83	947650	24.83
2	Premkumar S.A.	15000	0.39	15000	0.39
3	N.Asokan	5	0.00	5	0.00
	Total	962655	25.23	962655	25.23

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING / ACCRUED BUT NOT DUE FOR PAYMENT				
	Secured Loans excluding fixed deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
	0	0	0	0
i.Principal Amount	0	0	0	0
ii.Interest due but not paid	0	0	0	0
iii.Interest accrued but not due	0	0	0	0
Total	0	0	0	0
Change in indebtedness during the financial year:				
Addition	0	0	0	0
Reduction	0	0	0	0
Indebtedness at the end of the financial year				
i.Principal Amount	0	0	0	0
ii.Interest due but not paid	0	0	0	0
iii.Interest accrued but not due	0	0	0	0
Total	0	0	0	0

Remuneration to Independent Directors

Sl No	Particulars of remuneration	Name of the Directors			Total Amount in Rs
		VR Subramanian	M. Ramasamy	Preethi Natarajan	
1	Fees for attending Board , Committee meetings	0	0	0	0
2	Commission	0	0	0	0
3	Others -specify	0	0	0	0
	Total -1	0	0	0	0
	Other Non-Executive Directors	SA Premkumar			
1	Fees for attending Board , Committee meetings	0	0	0	0
2	Commission	0	0	0	0
3	Others -specify	0	0	0	0
	Total -2	0	0	0	0
	Total B = 1+2	0	0	0	0
	Total Managerial Remuneration	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0

Remuneration to other Directors and KMP

Sl No	Particulars of remuneration	Key Managerial Personnel					Total Amount in Rs
		Mr. S. Elangovan-MD	Mr. R. Manoranjan-CS	Mr. N. Asokan-CS	Mr. DR Anand-CS	Mr. R.Santhakumar-CFO	
1	Gross Salary						
	a) Salary as per the provisions contained in Section 17(1) of the Income Tax Act 1961	0	500087	413104	48775	0	961966
	b) Value of perquisites as per the provisions contained in Section 17(2) of the Income Tax Act 1961	0	0	0	0	0	0
	c) Profits in lieu of salary as per the provisions contained in Section 17(3) of the Income Tax Act 1961	0	0			0	0
2	Stock Option	0	0			0	0
3	Sweat Equity	0	0			0	0
4	Commission -as a % of profits	0	0			0	0
	Commission - others -specify	0	0			0	0
5	Others -specify	0	0			0	0
	Total -1		500087	413104	48775	0	961966

Penalties/ Punishments/Compounding of offences:

A.Company: No Penalties/ Punishments/Compounding of offences were imposed

B. Directors: No Penalties/ Punishments/Compounding of offences were imposed

C.Other officers in default: No Penalties/ Punishments/Compounding of offences were imposed.

Independent Auditors' Report

To the Members of **Elango Industries Limited**

Report on the Standalone Financial Statements

We have audited the accompanying standalone IND AS Financial Statements of **Elango Industries Limited**, which comprise the Balance Sheet as at 31 March 2019, the Statement of Profit and Loss, (including the statement of other Comprehensive Income), the Cash Flow Statement and the statement of changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'Standalone Financial Statements').

Opinion

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 31 March 2019, its profits including other comprehensive Income its cash flows and the statement of changes in equity 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 the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, 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.

Key Audit Matters

Key audit matters are those matters that, in our Professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statement as a whole , and in forming our opinion on these matters. We have determined the matters described to be the key audit matters to be communicated in our report.

1. We draw attention to the Note No 17 to the financial statements, these events or conditions, along with other matters as set forth in Note No 17 , indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

The Application of the new revenue accounting standard involves certain key judgments relating to identification of distinct Performance obligations, determination of transaction price of the identified performance obligations, the appropriateness of the basis used to measure revenue recognized over a period.

Audit Response

Principal Audit Procedures

We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.

Read analysed and identified the distinct performance obligations in these contracts.

Compared these performance obligations with that identified and recorded by the company.

Considered the terms of the contracts to determine the transaction price including any variable consideration to verify the transaction price used to compute revenue and to test the basis of estimation of the variable consideration.

Performed analytical procedures for reasonableness of revenues disclosed by type and service offerings.

We reviewed the collation of information and the logic of the revenue recognition from the Operation and Management services used to prepare the disclosure relating to the periods over which the remaining performance obligations will be satisfied.

Responsibility of Management and those charged with governance 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 including Other Comprehensive Income, cash flows and the statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India,

including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with Rule 7 of the Companies (Indian Accounting Standards) Rules, 2015 as amended. and the relevant provisions of the Companies Act, 2013. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the 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, the Board of Directors 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 the Board of Directors 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.

Auditors' Responsibility for the Audit 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.

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

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimate and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained. Whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statement or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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

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

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

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and where applicable, related safeguards.

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 statement on the matters specified in the paragraph 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 including Other Comprehensive Income, 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 standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015 as amended;
- e. on the basis of the written representations received from the directors as on 31 March 2019 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. 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
- g. with respect to the other matters to be included in the Auditors' 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 which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts which were required to be transferred to the investor Education and Protection Fund by the Company.

For AR Nagappan.,
Chartered Accountants

AR NAGAPPAN
M.No:203323
Place : Chennai
Date : 30.05.2019

Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2019, we report that :

- (i) The company does not have any Fixed Assets in the financial statement as on 31st March 2018. Hence said clauses are not applicable.
- (ii) As the Company does not possess any Inventories during this year, the provisions of, paragraph 3(ii) of the Order is not applicable to the Company.
- (iii) In our opinion, loans that has been taken from / granted to Companies, firms or other parties listed in the register maintained under section 189 of the Companies Act, 2013 which are not prejudicial to the interest of the company
- (iv) In our opinion and according to the information and explanations given to us, the Company has not given any loans to directors; hence the clause (iv) of the order is not applicable to the company.
- (v) The Company has not accepted any deposits from the public.
- (vi) As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- (vii)
 - (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India;
 - (b) According to the information and explanations given to us and based on the records of the Company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes.
 - (c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.

- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3(ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid / provided for managerial remuneration to any of directors of the company and hence the clause (xi) of the order is not applicable to the company.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.

For AR Nagappan.,
Chartered Accountants
AR NAGAPPAN
M.No:203323

Place : Chennai
Date : 30.05.2019

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 Elango Industries Limited as of 31 March 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

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, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

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

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 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 AR Nagappan
Chartered Accountants
AR NAGAPPAN
M.No:203323

Place : Chennai
Date : 30.05.2019

ELANGO INDUSTRIES LIMITED
No.5, Ranganathan Gardens, 15th Main Road - Extn. Anna Nagar, Chennai 600040
CIN: L27104TN1989PLC017042

Statement of Profit and Loss for the year ended 31 March 2019

Particulars	Note No.	For the year ended 31 March 2019	For the year ended 31 March 2018
Revenue From Operations	14	2,000,000	5,100,000
Other Income	15	320	139,388
Total Income (I+II)		2,000,320	5,239,388
Expenses			
Employee benefits expense	16	1,015,468	1,853,348
Other expenses	17	3,252,445	4,102,915
Total Expenses (IV)		4,267,913	5,956,263
Profit/(loss) before exceptional items and tax		(2,267,593)	(716,875)
Exceptional Items		-	-
Profit/(loss) before tax (VIII-IX)		(2,267,593)	(716,875)
Tax expense:			
(1) Current tax (2)		-	-
Deferred tax		-	-
Profit/(loss) after Tax		(2,267,593)	(716,875)
Other Comprehensive Income		-	-
Total Other Comprehensive Income		-	-
Total Comprehensive Income for the year		(2,267,593)	(716,875)
Earnings per equity share			
(1) Basic and Diluted	19	(0.59)	(0.19)

Significant accounting policies

1

Notes to the accounts

2-26

The notes referred to above form an integral part of financial statements

As per our report of even date attached
for AR NAGAPPAN.,
Chartered Accountants

for and on behalf of the Board of Directors of
ELANGO INDUSTRIES LIMITED

AR Nagappan
Membership No.: 203323
Chennai
Date: 30-May-2019

S.Elangovan
Chairman & Managing Director
DIN:01725838

S.A. Premkumar
Director
DIN:00342952

Santha Kumar
Chief Financial Officer
Chennai
Date: 30- May-2019

D.R.Anand
Company Secretary

<p align="center">ELANGO INDUSTRIES LIMITED No.5, Ranganathan Gardens, 15th Main Road - Extn. Anna Nagar, Chennai 600040 CIN: L27104TN1989PLC017042 Statement of Changes in Equity for the year ended 31st March 2019</p>				
A. Equity Share Capital				
<i>(Amount in ₹)</i>				
Balance at the beginning of the Reporting period i.e 1st April 2017	Changes in Equity share capital during the year	Balance as at the end of the reporting period i.e 31st March 2018	Changes in Equity share capital during the year	Balance as at the end of the reporting period i.e 31st March 2019
38,216,000	-	38,216,000	-	38,216,000
B. Other Equity				
<i>(Amount in ₹)</i>				
Particulars	General Reserve & Subsidy	Profit & Loss Account	Other Comprehensive Income	Total
Balance at the beginning of the Reporting period i.e 1st April 2017	5,025,281	5,857,217	-	10,882,498
Add/(Less):- Transfer from/(to) Profit and Loss Account	-	-	-	-
Add/(Less):- Profit/(loss) for the year	-	(716,875)	-	(716,875)
Add/(Less):- Other Comprehensive Income for the year	-	-	-	-
Balance as at the end of the reporting period i.e 31st March 2018	5,025,281	5,140,342	-	10,165,623
Balance at the beginning of the Reporting period i.e 1st April 2018	5,025,281	5,140,342	-	10,165,623
Add/(Less):- Transfer from/(to) Profit and Loss Account	-	-	-	-
Add/(Less):- Profit/(loss) for the year	-	(2,267,593)	-	(2,267,593)
Add/(Less):- Other Comprehensive Income for the year	-	-	-	-
Balance as at the end of the reporting period i.e 31st March 2019	5,025,281	2,872,749	-	7,898,030
<p>As per our report of even date attached for AR NAGAPPAN, Chartered Accountants</p> <p>AR Nagappan Membership No.: 203323 Chennai Date: 30-May-2019</p> <p>for and on behalf of the Board of Directors of ELANGO INDUSTRIES LIMITED</p> <p>S.Elangovan Chairman & Managing Director DIN:01725838</p> <p>R.Ramesh Chief Financial Officer Chennai Date: 30-May-2019</p> <p>S.A. Premkumar Director DIN:00342952</p> <p>N.Asokan Company Secretary</p>				

No.5, Ranganathan Gardens, 15th Main Road - Extn. Anna Nagar, Chennai 600040 CIN: L27104TN1989PLC017042 Cash Flows Statement for the period ended 31 March 2019			
Particulars	Note	For the year ended 31 Mar 2019	For the year ended 31 Mar 2018
Cash flows from operating activities			
Profit before tax		(2,267,593)	(716,875)
Operating cash flow before working capital changes		(2,267,593)	(716,875)
<i>Adjustment For:-</i>			
(Increase)/ Decrease in Current and Non current financial assets			
(Increase)/ Decrease in Other Current and Non-current assets		(26,584,420)	(154,350)
(Increase)/ Decrease in Trade Receivables		(2,160,000)	(5,472,000)
Increase/ (Decrease) in current and Non-current liabilities		(863,900)	567,286
Cash generated from operations		(31,875,913)	(5,775,939)
Income taxes (paid)/refund		(200,000)	(510,000)
Cash generated from operations [A]		(32,075,913)	(6,285,939)
Cash flows from investing activities			
Purchase of fixed assets (Including Capital Work in Progress)		-	-
Net cash generated used in investing activities [B]		-	-
Cash flows from financing activities			
Proceeds from issue of shares		-	-
Net cash generated from financing activities [C]		-	-
Increase in cash and cash equivalents [A+B+C]		(32,075,913)	(6,285,939)
Cash and cash equivalents at the beginning of the year		32,087,335	38,373,274
Cash and cash equivalents at the end of the year		11,422	32,087,335
Components of cash and cash equivalents	5		
Cash on hand		10	5,140
<i>Balances with banks</i>			
- in current accounts		11,412	32,082,195
Total cash and cash equivalents		11,422	32,087,335
Significant accounting policies	1		
Notes to the accounts	2-26		
As per our report of even date attached for AR NAGAPPAN, Chartered Accountants		for and on behalf of the Board of Directors of ELANGO INDUSTRIES LIMITED	
AR Nagappan		S.Elangovan	S.A. Premkumar
Membership No.: 203323		Chairman & Managing Director	Director
Chennai		DIN:01725838	DIN:00342952
Date: 30-May-2019		Santha Kumar Chief Financial Officer Chennai Date :30-May-2019	D.R.Anand Company Secretary

ELANGO INDUSTRIES LIMITED			
Notes to the accounts for the year ended 31st March 2019			
PART I - BALANCE SHEET			
(Amount in Rs.)			
2	Finance Asset - Investment	As at 31 March 2019	As at 31 March 2018
	<i>Investments measured at Fair Value Through Other Comprehensive Income</i>		
	Investment in Equity Instruments - Unquoted In Kaveri Gas Power Limited 25,000 Equity Shares @ Rs.10 each fully paid	250,000	250,000
		250,000	250,000
3	Non-Current Tax Assets	As at 31 March 2019	As at 31 March 2018
	<i>Unsecured, considered good</i>		
	Advance Income Tax (Net of provision)	710,000	510,000
		710,000	510,000
4	Other Non-Current Assets	As at 31 March 2019	As at 31 March 2018
	<i>Unsecured, considered good</i>		
	Balance with Statutory Authorities	11,001,636	11,001,636
	Rental Advance	200,000	200,000
	Deposit with NSDL	13,800	
		11,215,436	11,201,636
5	Finance Asset - Trade receivable	As at 31 March 2019	As at 31 March 2018
	<i>Unsecured, considered good</i>		
	Trade receivables	7,632,000	5,472,000
		7,632,000	5,472,000
6	Trade Receivable represents due from related party in which the directors of the company are having significant influence		
	Finance Asset - Cash and cash Equivalents	As at 31 March 2019	As at 31 March 2018
	Balances with Banks (of the nature of cash and cash equivalents)		
	- in current accounts	11,412	32,082,195
	Cash on hand	10	5,140
		11,422	32,087,335
7	Other Current Assets	As at 31 March 2019	As at 31 March 2018
	<i>Unsecured, considered good</i>		
	Balance with Government Authorities	196,438	42,696
	Other current assets to related parties	26,531,440	-
	Others	-	114,562
		26,727,878	157,258

ELANGO INDUSTRIES LIMITED
Notes to the accounts for the year ended 31st March 2019

PART I - BALANCE SHEET

8 Share capital

Particulars	Authorised			Issued, Subscribed and Paid-up	
	Number of share	Face value	Total value (In Lakhs)	Number of share	Total value (In Lakhs)
<u>Previous Year 2017-18</u>					
Equity Shares					
Opening balance as on 1 Apr 2017	4,000,000	10	40,000,000	3,816,100	38,161,000
Increase during the year			-	-	-
Closing balance as on 31 Mar 2018	4,000,000		40,000,000	3,816,100	38,161,000
<u>Current Year 2018-19</u>					
Equity Shares					
Opening balance as on 1 Apr 2018	4,000,000	10	40,000,000	3,816,100	38,161,000
Increase during the year	-		-	-	-
Closing balance as on 31 Mar 2019	4,000,000		40,000,000	3,816,100	38,161,000

8.1 The rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital:

The Company has one class of equity shares having a par value of Rs 10 per share. Each shareholder is eligible for one vote per share held. The dividend, if any, proposed by the Board of Directors shall be subject to the approval of the Shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts if any, in proportion to their shareholding.

8.2 Shares of the company held by holding company:

NIL

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

Class of shares / Name of shareholder	As at 31 March 2019	As at 31 March 2018
	% holding	% holding
Equity shares with voting rights		
S.Elangovan	24.83%	24.83%
Cauvery Power Trading Chennai Ltd	7.21%	7.21%

8.4 The Company has not allotted any fully paid up equity shares by way of bonus shares nor has bought back any class of equity shares during the period of five years immediately preceding the balance sheet date.

8.5 There are no shares for which calls remain unpaid.

Particulars	As at 31 March 2019	As at 31 March 2018
Forfeited Shares	55,000	55,000

ELANGO INDUSTRIES LIMITED
Notes to the accounts for the year ended 31st March 2019

PART I - BALANCE SHEET

Equity

(Amount in Rs.)

9 Other Equity	As at 31 March 2019	As at 31 March 2018
General Reserve & Subsidy		
Opening Balance	5,025,281	5,025,281
Add: Changes during the year	-	-
Closing Balance	5,025,281	5,025,281
Profit & Loss Account		
Opening Balance	5,140,342	5,857,217
Add/(Less): Profit/(Loss) during the year	(2,267,593)	(716,875)
Closing Balance	2,872,749	5,140,342
Other Comprehensive Income		
Opening Balance	-	-
Add/(Less): Other Comprehensive Income during the year	-	-
Closing Balance	-	-
	7,898,030	10,165,623

Current liabilities

(Amount in Rs.)

10 Financial Liabilities - Trade Payables	As at 31 March 2019	As at 31 March 2018
- Dues to micro and small enterprises (refer note below)	-	-
- Dues to other creditors	232,131	1,051,207
	232,131	1,051,207

Note: According to the information available with the Company, there are no dues payable to Micro and Small Enterprises as defined under the "The Micro, Small and Medium Enterprises Development Act, 2006". The Ministry of Micro, Small and Medium Enterprises has issued an Office Memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneur's Memorandum Number as allocated after filling of the Memorandum. Further there are no dues payable to micro and small

11 Other current liabilities	As at 31 March 2019	As at 31 March 2018
Employee due payable	48,775	117,263
Statutory dues payable	600	81,000
Other payables	151,200	47,136
	200,575	245,399

12 Provisions	As at 31 March 2019	As at 31 March 2018
Provision for Demat expenses	-	-

13 Current Tax Liability (Net)	As at 31 March 2019	As at 31 March 2018
Income Tax payable (Net of TDS, Advance tax paid)	-	-
	-	-

ELANGO INDUSTRIES LIMITED
Notes to the accounts for the year ended 31st March 2019

14 Revenue from Operations

(Amount in Rs.)

	Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
(a)	O&M Charges	2,000,000	5,100,000
	Total	2,000,000	5,100,000

15 Other Income

(Amount in Rs.)

	Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
(a)	Income tax refund	320	-
(b)	Creditors written back	-	139,388
	Total	320	139,388

16 Employee Benefit Expenses

	Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
(a)	Salaries, Wages & Bonus	1,015,468	1,838,348
(b)	Welfare expenses	-	15,000
	Total	1,015,468	1,853,348

17 Other Expenses

	Particulars	For the year ended 31 March 2019	For the year ended 31 March 2018
(a)	Payment to auditors		
	Statutory audit	75,000	88,500
	Tax audit Professional	-	-
(b)	Charges Administrative	269,462	817,326
(c)	Expenses Legal &	134,479	213,776
(d)	Secretarial Charges	4,953	3,614
(e)	Custodial Fee- NSDL & CDSL	27,090	8,025
(f)	Demat Expenses	-	-
(g)	Listing fee	250,000	250,000
(h)	Manpower, Security & Hire charges	1,949,892	2,110,129
(i)	Consumable & Spares	-	169,545
(j)	Repairs & maintenance-Others	535,875	442,000
(h)	Miscellaneous Expenses	5,694	
	Total	3,252,445	4,102,915

ATTENDANCE SLIP

(To be presented at the entrance duly signed)

ELANGO INDUSTRIES LIMITED

(CIN: L27104TN1989PLC017042)

No.5, Ranganathan Garden, 15th Main Road – Extn. Anna Nagar, Chennai – 600 040

Telephone No: 044- 4217 2116: Fax 044- 4217 2118

Website: www.elangoindustries.com. E-Mail: admin.r@kaveripower.com

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

30th Annual General Meeting	
Reg. Folio/DP ID/CL ID Name and Address of the shareholder	

- 1) I/we hereby record my presence at the **30th Annual General Meeting of the Company being held on Monday, 30th day of September, 2019 at 11.00 a.m. at the Registered Office of the Company at No.5, Ranganathan Garden, 15th Main Road – Extn. Anna Nagar, Chennai – 600 040**
- 2) Signature of the shareholder/proxy present.....
- 3) Shareholder/proxy holder desiring to attend the meeting should bring his/her copy of Annual Report for reference at the meeting

E – Voting Information

Electronic Voting Sequence Number (EVSN)	User ID	Password/Pin

Note: Please refer to the instructions printed under notes to the notice of 30th Annual General Meeting. The voting period starts from 9.00 a.m.(IST) on 27th September, 2019 and ends at 5.00 p.m (IST) on 29th September, 2019. The voting model shall be disabled by CDSL for voting thereafter

PROXY FORM

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

ELANGO INDUSTRIES LIMITED
(CIN: L27104TN1989PLC017042)
No.5, Ranganathan Garden, 15th Main Road – Extn. Anna Nagar, Chennai – 600 040
Telephone No: 044- 4217 2116: Fax 044- 4217 2118
Website:www.elangoindustries.com. E-Mail: admin@kaveripower.com

Name of the Member(s)	
Registered Address	
Email Id	
Folio No/DP ID/CL ID	

I / We, being the member(s) of Equity Shares of Elango Industries Ltd, hereby appoint

- 1) Name :Address
Email id : Signature:....., or failing him / her
- 2) Name :Address
Email id :Signature:....., or failing him / her
- 3) Name : Address..... :
Email id : Signature.....

As my proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th **Annual General Meeting of the Company, to be held on Monday, 30th day of September, 2019 at 11.00 a.m** at the Registered Office of the Company at No.5, Ranganathan Garden, 15th Main Road – Extn. Anna Nagar, Chennai – 600 040 and at any adjournment thereof, in respect of such resolutions set out in the Notice convening the meeting, as are indicated below:

Ordinary Business:

- 1) Adoption of Financial Statements, Report of Board of Directors and Auditors thereon for the year ended 31st March, 2019.
- 2) Reappointment of Mr. S.A Premkumar as Director

Signed thisDay of, 2019

.....
Signature of the member

.....
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.