

Syncom Formulations (India) Limited


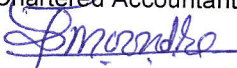
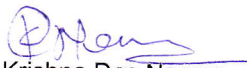
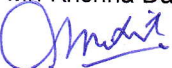



Regd. Off. : 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East), MUMBAI - 400 093. Tel. : 91-22-30887744-54, Fax : 91-22-30887755, E-mail : sfil87@hotmail.com
Factory : 256-257, Sector-1, PITHAMPUR Dist.-Dhar, M.P. - 454 775. Tel. : 91-7292-403122, 407039, Fax : 91-7292-403122, E-mail : sfilpa5@gmail.com
Corp. Off. : 2nd Floor, "Tagore Centre" (Dawa Bazar), 13-14, RNT Marg, GPO P.B. No. 610, INDORE-452 001, INDIA Tel. : 91-731-3046869-70, Fax : 91-731-3046872
E-mail : info@sfil.in

CIN NO.-L24239MH1988PLC047759

FORM A

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company:	SYNCOM FORMULATIONS (INDIA) LTD.
2	Annual financial statements for the year ended	31.03.2015
3	Type of Audit observation	Un-qualified
4	Frequency of observation	N.A.
5	To be signed by- <input type="checkbox"/> Managing Director <input type="checkbox"/> Auditor of the company <input type="checkbox"/> Audit Committee Chairman = Chief Financial Officer = Company Secretary	Mr. Vijay Bankda  S.P.Moondra & Co. Chartered Accountants  S.P.Moondra  Mr. Krishna Das Neema  Ankit Bankda  CS Pranti Porwal

For SYNCOM FORMULATIONS (INDIA) LTD.



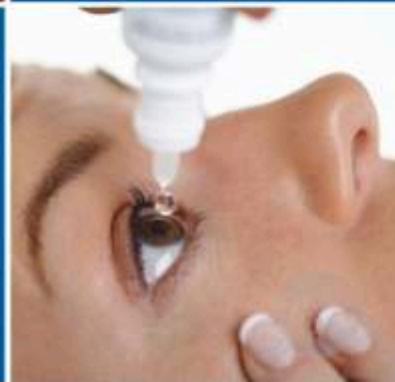
PRANTI PORWAL
COMPANY SECRETARY &
COMPLIANCE OFFICER



SYNCOM

FORMULATIONS (I) LTD.

A WHO-GMP & ISO 9001-2008 CERTIFIED COMPANY



2014-2015

27th ANNUAL REPORT



SYNERGISTIC COMBINATION FOR HEALTH

पान
में चैन

KILAC

CRATUS
LIFE CARE

Caplet / Oil / Ointment



किलएक

दमदार.....दर्द एवं
सूजन नाशक



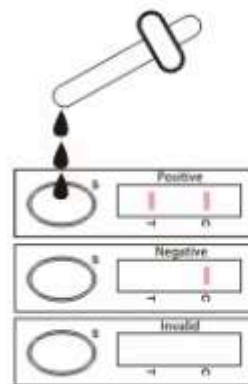
KILLS ACHEs & PAINs

Narya

Urine HCG Pregnancy Test



Pregnancy Detection Card



CRATUS
LIFE CARE



BOARD OF DIRECTORS

Shri Kedarmal Bankda
Chairman (Executive) & WTD
Shri Vijay Shankarlal Bankda
Managing Director
Shri Vinod Kumar Kabra
Independent Director
Shri Krishna Das Neema
Independent Director
Shri Praveen Jindal
Independent Director
Smt. Rinki Bankda
Women Director(w.e.f.13.08.2014)

AUDIT COMMITTEE

Shri Krishna Das Neema
Chairman
Shri Praveen Jindal
Shri Vinod Kumar Kabra

STAKEHOLDERS' RELATIONSHIP COMMITTEE

Shri Krishna Das Neema
Chairman
Shri Praveen Jindal
Shri Vinod Kumar Kabra

NOMINATION AND REMUNERATION COMMITTEE

Shri Krishna Das Neema
Chairman
Shri Praveen Jindal
Shri Vinod Kumar Kabra

CSR COMMITTEE

Shri Kedarmal Shankarlal Bankda
Chairman
Shri Vijay Shankarlal Bankda
Shri Krishna Das Neema

RISK MANAGEMENT COMMITTEE

Shri Vijay Bankda
Chairman
Shri Krishna Das Neema
Smt. Rinki Ankit Bankda

COMPANY SECRETARY & HEAD COMPLIANCE

Ms. Praniti Porwal
Company Secretary & Compliance Officer

CHIEF FINANCIAL OFFICER

Shri Ankit Kedarmal Bankda

AUDITOR

S.P. Moondra & Co.,
Chartered Accountants

SECRETARIAL AUDITORS

D.K.Jain & Co.
Company Secretaries

INTERNAL AUDITOR

Biyani Mittal & Co.
Chartered Accountants

COST AUDITOR

M. Goyal & Co.
Cost Accountants

BANKERS

Dena Bank, Mumbai

REGISTERED OFFICE

7, Niraj Industrial Estate,
Off Mahakali Caves Road,
Andheri (E) Mumbai (MS) 400093
Phone : 022-30887744
Fax : 022- 30887755
Email : Info@sfil.in, finance@sfil.in
Website : www.sfil.in

CORPORATE OFFICE

2nd Floor Tagore Centre,
Dawa Bazar, 13-14, R.N.T.Marg,
Indore (M.P.) 452001
Phone : 0731-3046786
Email : finance@sfil.in
Website : www.sfil.in

WORKS

256-257, Sector I, Industrial Area,
Pithampur (Dhar) M.P. 454774
Phone : 07292 253121, 253404

SHARE TRANSFER AGENT

Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex,
Pardeshipura, Indore-1 (M.P.)
Phone : 0731-2551745,
Email : ankit_4321@yahoo.com

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NOTICE FOR THE 27th ANNUAL GENERAL MEETING

Notice is hereby given that 27th Annual General Meeting of the members of SYNCOM FORMULATIONS (INDIA) LIMITED will be held on Friday the 25th day of September, 2015 at 2.00 p.m. at Ginger Hotel, Ground Floor, Bindra Corporate Centre, Mahakali Caves Road, Andheri (E), Mumbai-400093 to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements containing the Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31, 2015 and the Reports of the Boards' and Auditors thereon.
- To declare dividend on equity shares of the Company for the financial year ended 31st March, 2015.
- To appoint a director in place of Shri Vijay Shankarlal Bankda (DIN00023027) who is liable to retire by rotation and being eligible, offers himself for re-appointment.
- To ratify the appointment of statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution thereof:

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and pursuant to the resolution passed by the members at the 26th Annual General Meeting held on 22nd day of September, 2014 for the appointment of M/s S.P. Moondra & Co. Chartered Accountants (Firm Registration No. 004879C) as the Auditors of the Company to hold office till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2017 be and is hereby ratified their re-appointment for the year 2015-16 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the Audit Committee in consultation with the Auditors.

SPECIAL BUSINESS :

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

RESOLVED THAT pursuant to section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to recommendations of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the Board of Directors at their meeting held on 30th May, 2015, M/s M. Goyal & Co., is appointed as the Cost Auditors for conducting Cost Audit for the financial year 2015-16 on a remuneration of Rs. 25,000/- be and is hereby ratified for the Financial year 2015-16.

Place: Indore

By order of the Board of Director

Date : 13th August, 2015

Registered Office :

CIN: L24239MH1988PLC047759

7, Niraj Industrial Estate,

Off Mahakali Caves Road,

Andheri (East), Mumbai (MH) 400093

PRANITI PORWAL
Company Secretary

ACS : 35282

NOTES :

- A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself. The proxy need not be a member of the company. A blank form of proxy is attached herewith and, if intended to be used, it should be returned duly completed at the registered office of the company not less than 48 hours before the scheduled time of the commencement of 27th Annual General Meeting.
- A person can act as a proxy on behalf of members not exceeding 50 in numbers and holding in aggregating not more than 10% of the total share capital of the company carrying voting rights. However, a member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.
- The explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed and forms part of the notice.
- The Company's Register of Members and Share Transfer books shall remain closed from Saturday the September, 19th 2015 to Friday, the September 25th 2015 (both days inclusive) for the purpose of the Annual General Meeting

and ascertainment for entitlement of payment of dividend to the members whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting.

- The Members are requested to:
 - Intimate changes, if any, in their registered addresses immediately.
 - Quote their ledger folio number in all their correspondence.
 - Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - Send their Email address to us for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.
- The report on the Corporate Governance and Management Discussion and Analysis also form part of the report of the Board.
- Members seeking any information are requested to write to the Company by email at finance@sfil.in at least 7(seven) days before the date of the AGM to enable the management to reply appropriately at the AGM.
- Members are requested to notify immediately any change in their address and E-Mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).
- Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company /Depository Participants 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 Annual report is being sent in the permitted mode.
- Members may also note that the Annual Report for FY 2014-15 will be hosted on Company's website www.sfil.com.
- Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
- Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the meeting
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
- Members who has not received the dividend for the year 2007-08 to 2013-14 are requested to please approach to the Company for obtaining duplicate dividend warrants/ cheque, please note that the amount remained unpaid or unclaimed for the year 2013-14 for a period upto 7 years, i.e. 28th Nov., 2015 shall be transferred to the IEPF of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
- Voting through electronic means:
In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide its members the facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL). The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.
The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.



The cut-off date for the purpose of voting (including remote e-voting) is Friday, the 18th Sept., 2015

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote e-voting	09.00 am (IST) on Tuesday 22nd Sept., 2015
End of remote e-voting	05.00 pm (IST) on Thursday, 24th Sept., 2015

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

A. In case a Member receives an email from NSDL: [for members whose email IDs are registered with the Depository Participants(s)]

(i) Open email and open PDF file viz; (File Name) The said PDF file contains your user ID and password/ PIN for e-voting.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) If you login first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN"(E-voting Event Number)of Syncom Formulations (India) Ltd.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to finance@sfil.in with a copy marked to evoting@nsdl.co.in

B. In case Email ID of the member is not registered with the depository participant and members holding shares in Physical Form:

(i) Initial password will be provided/ Intimated through Letter from our Registrar:

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

IV. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off Friday, date of 18th Sept., 2015.

V. CS Anish Gupta, Practicing Company Secretary (FCS No.5733, CP-4092) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favor or against, if

any, forthwith to the Chairman of the Company.

VII. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sfil.in and on the website of NSDL within three days of passing of the resolutions at the AGM of the Company and communicated to the BSE Ltd within 48 hours as per listing agreement norms.

VIII. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. at the address: Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel- 0731- 3198601, 3198602 Fax-0731-40657 98 Email id: ankit_4321@yahoo.com

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

The Company is covered under section 148 of the Companies Act, 2013 and as per the Notification No.1(E) dated 31st December, 2014 on the Cost Audit Rules specified by the MCA, your company is required to have the Cost Audit for the Financial Year 2015-16 and for that purpose your Board of directors at their meeting held on 30th May, 2015 has appointed M/s M. Goyal & Co., Cost Accountants for conducting Cost Audit for the financial year 2015-16 on a remuneration of Rs.25,000/- the existing Cost Auditors and as per the requirement of the Companies Act, 2013 the remuneration payable to them is required to be ratified by the members at their Annual Meeting.

Your directors recommend to pass necessary resolution as set out in the Item No. 5 of the notice. None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Place: Indore

By order of the Board of Director

Date : 13th August, 2015

Registered Office :

CIN: L24239MH1988PLC047759

7, Niraj Industrial Estate,
Off Mahakali Caves Road,

Andheri (East), Mumbai (MH) 400093

PRANITI PORWAL
Company Secretary
ACS : 35282



BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS

To,
The Members,
Syncom Formulations (India) Limited
The Directors take pleasure in presenting their 27th Annual Report together with the audited consolidated and standalone financial statements of the Company (Syncom) for the year ended March, 31 2015. The Management Discussion and Analysis has also been incorporated into this Report.

1. HIGHLIGHTS OF PERFORMANCE

- Consolidated income for the year increased by 15.06% to Rs 17536.80 Lakhs as compared to Rs 15240.90 Lakhs in the previous year;
- Consolidated net sales for the year was Rs 17339.11 Lakhs as compared to Rs. 15128.85 Lakhs in the previous year, a growth of 14.61%;
- Consolidated profit before tax for the year was Rs 1563.48 Lakhs as compared to Rs. 1392.63 Lakhs in the previous year, a growth of 12.26%;
- Consolidated Profit after tax for the year was Rs 975.65 Lakhs as compared to Rs 931.65 Lakhs in 2014, a growth of 4.72%

2. Financial Results

Particulars	Consolidated		Stand Alone	
	31.03.2015	31.03.2014	31.03.2015	31.03.2014
Revenue from Operations (Net) and Other Income	17536.80	15240.90	17536.80	15240.90
Profit Before Tax (PBT)	1563.48	1392.64	15634.80	1392.64
Provision for Tax	587.82	460.98	537.82	460.98
Profit After Tax (PAT)	975.65	931.66	975.65	931.66
Balance brought forward from previous year	705.84	450.76	705.84	450.76
Profit available for Appropriations	1681.49	1382.42	1681.49	1382.42
Appropriations: Proposed Final Equity Dividend	156.13	156.13	156.13	156.13
Tax on Equity Dividend	31.78	26.53	31.78	26.53
General Reserve	785.27	493.91	785.27	493.91
Surplus carried to the next year's account	708.30	705.84	708.30	705.84
EPS (Basic and Diluted)	0.125	0.119	0.125	0.119

3. DIVIDEND

Syncom always strives to enhance stakeholders and customers satisfaction value. In pursuance of the same your directors are pleased to recommend payout of 24th dividend @ Rs. 0.02 (2%) on the equity share of Re.1 each, (Previous year @ Rs 0.02 (2%) of the equity shares of Rs.1/- each) and proposes to pay Rs 156.13 Lacs as dividend (Previous year 156.13 Lacs) subject to approval by the members at the ensuing Annual General Meeting.

4. SHARE CAPITAL

The paid up Capital of Syncom as on 31st March, 2015 was Rs. 78,06,52,180/- divided into 78,06,52,180 equity shares of Rs. 1/- each. During the year under review, Syncom has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31st March, 2015, none of the Directors of Syncom hold convertible instruments. Promoters are not holding any security convertible into equity shares during the year 2014-15.

4.1 Transfer to reserves

During the year under review your company proposes to transfer Rs 785.27 Lakhs to the general reserves. (Previous year Rs. 493.91 Lakhs)

5. FINANCE

Cash and cash equivalent as at 31st March, 2015 was Rs 677.35 Lakhs. Syncom continues to focus on judicious management of its working capital. Receivables, inventories and other working capital parameters were kept under strict check through continuous monitoring.

5.1 Deposits

Syncom has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 and there were no remaining unclaimed deposits as on 31st March, 2015.

5.2 Particulars of Loans, Guarantees or Investments

Details of Loans, Guarantees & Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements. (Please refer Note 10 & 11 to the Standalone Financial Statements)

6. ECONOMIC SCENARIO AND OUTLOOK

Demographic trends in both developed & emerging markets create basis for pharmaceuticals sector growth. These include an aging population; increasing population growth & rising wealth; and an increase in lifestyle & at the same time increase in chronic diseases is also been observed. While these trends are heartening from pharmaceutical company's perspective, pharmaceutical companies around the globe continue to be battered by blockbuster drug patent expirations, ever increasing competition from generics makers, and government & health care industry efforts to control costs which is broadly demonstrated by price controls, pro-generic policies & patent challenges. Across the globe, Governments and health care prayers are looking at ways to reduce cost of rigidly rising healthcare. In recent times heavy cost of drugs has become a contentious issue & focus remains on reducing the burden on payers. Changing demographics around the world, growing awareness, affordability & patent expires every year worth thousands of Rupees are offering global generic companies tremendous opportunities for consistent growth.

Your Company believes in "Quality and Reliability" and these values have been pillars of success in the international markets. Syncom has been always on the right side of the various regulatory audits and has followed processes recommended by various regulators thereby constantly upgrading by implementing and adopting WHO-GMP guidelines.

7. INDUSTRY STRUCTURE AND OPPORTUNITIES

An analysis by IMS shows that the Indian Pharmaceuticals Market will likely grow between 10% and 11% year on year to more than 1 lakh crore by 2018. This growth will be driven by increasing affordability, increasing access particularly as private providers expand to lower tier towns and cities and favorable demographic factors-an overall increase in Indian population as well as increased prevalence of chronic, non-communicable diseases such as cardiovascular diseases, diabetics & cancer.

Several large selling drugs going off patent over next few years & increasing use of pharmaceutical generics in developed markets to reduce healthcare cost will provide attractive growth opportunities to generics manufacturers and thus Indian Pharmaceutical industry is poised for an accelerated growth in the coming years. For the near future, the Company has identified specific opportunities to leverage this growth, capitalize on its strengths & position itself as a leading science driven pharmaceutical company.

8. RISKS & CONCERNS

The Pharmaceutical regulatory environment across the world is becoming more stringent including the Indian Pharmaceutical Industry. The Industry witnessed many important changes & challenges which included the New Pharmaceutical Pricing Policy, additional oversight mechanisms for clinical trials, Fixed Dose Combinations (FDCs) and new rules being notified for new drugs as well as clinical trials.

Various Regulatory Committees were formed by the Government to streamline the current processes which resulted in delays of clinical trials & new drug approvals. These processes form an inherent part of the drug development process. The mandatory generics drive by the State Governments will also pose challenges for pharma companies in the near future.

However, poor public healthcare funding & infrastructure, low per capita consumption of medicines in developing and under developed countries including India, currency fluctuations, regulatory issues and inflation and results in all round increase in input costs, are few causes of concern.

Syncom has a Risk Management Policy in force to review and mitigate risks relevant to environmental, operational & business risks to safeguard its interest. Syncom continued investments in manufacturing facilities and its strategy to remain a vertically integrated pharmaceutical business is a critical differentiator to create sustainable competitive advantage not only for products launched in international markets but also for contractual supplies to global generic companies, with a conscious endeavor for market and customer diversification. To de-risk significant concentration of domestic revenues from few brands, the Company's strategy is for focused promotion of specific brands to increase their



share of revenue to overall revenue.

9. CSR INITIATIVES

In view of the profits and turnover of Syncom during the previous three years, it is required to undertake social responsibility projects during the year 2014-15 under the provisions of the section 135 of the Companies Act, 2013 and the rules made there under.

As part of its initiatives under "Corporate Social Responsibility (CSR), Syncom has undertaken projects in the areas of Education, Livelihood, Health, Water and Sanitation. These projects are largely in accordance with Schedule VII of the Companies Act, 2013.

The Annual Report on CSR activities is annexed herewith as "Annexure A" and the CSR policy is also available at the Company's website at www.sfil.in.

10. OCCUPATIONAL HEALTH & SAFETY (OH&S)

This initiative involved and positively engaged all levels of personnel on the plant and the Company's business. With regard to contractor safety, two key areas of focus identified were Facility Management for the contractors' employees and Equipment, Tools & Material Management. The Facility Management initiative was implemented to ensure adequate welfare facilities for contract labour such as washrooms with bathing facilities, rest rooms, availability of drinking water etc. The Equipment, Tools & Material Management program ensured that the tools used by contractors were safe. The process of screening of contractors was made more stringent to ensure that the contractors were aligned with the Company's objectives to ensure 'Zero Harm'.

11. HUMAN RESOURCES

Many initiatives have been taken to support business through organizational efficiency, process change support and various employee engagement programmes which has helped the Organization achieve higher productivity levels. A significant effort has also been undertaken to develop leadership as well as technical/functional capabilities in order to meet future talent requirement.

Syncom's HR processes such as hiring and on-boarding, fair transparent online performance evaluation and talent management process, state-of-the-art workmen development process, and market aligned policies have been seen as benchmark practices in the Industry. During the year under review, the following Human Resources initiatives received greater focus:

- **Employer of Choice:** Employees are encouraged to express their views and are empowered to work independently. Employees are given the opportunity to learn through various small projects which make them look at initiatives from different perspectives and thus provide them with a platform to become result oriented. This has helped greatly in overall development of the employee and has significantly arrested the attrition rate.
- **Leadership Development:** As a part of leadership development, talented employees have been seconded to the senior leadership team to mentor them and prepare them for the next higher role.
- **Industrial Relations:** Syncom Industrial Relations policy shares relevant business information with the Unions in order to enlighten them and make them sensitive towards business requirements. This has helped to build a healthy relationship and resolve issues through mutual dialogue.

11.1 Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and 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 the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. No complaint was received during the year under review.

12. RISK MANAGEMENT POLICY AND INTERNAL ADEQUACY

Syncom has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of Syncom.

Syncom has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the

Board.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board. The risk management policy of the Company is also available at the website at www.sfil.in

13. VIGIL MECHANISM/WHISTLE BLOWER POLICY

Syncom has a vigil mechanism named vigil mechanism/Whistle Blower Policy to deal with instance of fraud and mismanagement, if any. The details of the Risk Management Policy is explained in the Corporate Governance Report and also posted on the website at www.sfil.in. Vigil mechanism/Whistle Blower Policy is attached with the Annual Report as "Annexure B"

14. AUDITED FINANCIAL STATEMENTS OF THE COMPANY'S SUBSIDIARY

As on 31st March, 2015, Syncom has Trade Services FZE foreign subsidiary which is 100% Wholly Owned Subsidiary Company. The Company does not have any associate or joint venture company at the beginning or any time during the year 2014-15.

There has been no change in the number of subsidiaries or in the nature of business of the subsidiaries, during the year under review. In accordance with Section 129(3) of the Companies Act, 2013, Your Company has prepared a consolidated financial statement of Syncom which is forming part of the Annual Report. A statement containing salient features of the financial statements of the subsidiary company in the Form AOC-1 is also included in the Annual Report as the "Annexure C".

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of your Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.sfil.in. Further, as per fourth proviso of the said section, audited annual accounts of the subsidiary company have also been placed on the website of the Company, www.sfil.in. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary company may write to the Company Secretary at the Company's registered office.

15. BOARD OF DIRECTORS & KEY MANAGERIAL PERSONNELS

At the Annual General Meeting (AGM) of Syncom held on September 22nd Sept., 2014, the Members had re-appointed all the existing independent directors viz Shri Krishna Das Neema, (DIN 02294270) Shri Vinod Kumar Kabra (DIN 01816189) and Shri Praveen Jindal (05327830) under the Companies Act, 2013 for a term of 5 years with effect from 1st April 2014, not liable to retire by rotation.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

Mrs. Rinki Ankit Bankda, (DIN 06946754) was appointed by the Board on 13th August, 2014 as an Additional Director under the category of Women Director as per provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, and her appointment was confirmed by the members at their annual general meeting held on 22.09.2014.

In accordance with the provisions of the Companies Act, 2013 and in terms of the Memorandum and Articles of Association of the Company, Mr. Vijay Shankarlal Bankda (DIN 00023027) director is liable to retire by rotation and he is eligible for re-appointment. Your Board of directors recommend to pass necessary resolution for his re-appointment.

Syncom has appointed CS Praniti Porwal as the Company Secretary w.e.f. 1st January, 2015 and Shri Ankit Kedarmal Bankda as the Chief Financial Officer of the Company, w.e.f. 1st April, 2014 and designated them as the Key Managerial Personnels. Syncom has already having appointed Shri Vijay Shankarlal Bankda, as the Managing Director and Shri Kedarmal Shankarlal Bankda as the Whole-time director of the Company.

CS Shikha Sethi, Company Secretary and Key Managerial Personnel had resigned from the office w.e.f. 31st Dec., 2014 due to her personal reasons.

15.1 Number of meetings of the Board

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from other Board business. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are



confirmed in the subsequent Board meeting.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held at the Corporate Office at Indore (M.P.). The Agenda of the Board/ Committee meetings is circulated at least a week prior to the date of the meeting. The Agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

The Board met 4 (four) times in financial year 2014-15 viz., on 30th May, 2014, 13th August, 2014, 13th Nov., 2014 and 12th Feb., 2015. The maximum interval between any two meetings did not exceed 120 days.

15.2 Board independence

The definition of 'Independence' of Directors is derived from Clause 49 of the Listing Agreement with Stock Exchanges and Section 149(6) of the Companies Act, 2013. Based on the confirmation/disclosures received from the Independent Directors and on evaluation of the relationships disclosed, Shri Krishna Das Neema, Shri Praveen Jindal and Shri Vinod Kumar Kabra are the Non-Executive and Independent Directors in terms of Clause 49 of the Listing Agreement and Section 149(6) of the Companies Act, 2013;

15.3 Policy on Directors' appointment and remuneration

The Policy of Syncom on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under section 178(3), is appended as "Annexure D" to this Report and has also placed on the website at www.sfil.in.

15.4 Annual evaluation by the Board

The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings
- ii. Quality of contribution to Board deliberations
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance
- iv. Providing perspectives and feedback going beyond information provided by the management
- v. Commitment to shareholder and other stakeholder interests

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board will not participate in the discussion of his/her evaluation.

16. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013:

- a. that in the preparation of the annual financial statements for the year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b. that such accounting policies as mentioned in Note 27.22 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March, 31st 2015 and of the profit of the Company for the year ended on that date;
- c. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

17. COMMITTEES OF THE BOARD

During the year, the Board has the six Committees, as required under the Companies Act, 2013 and Clause 49 of the Listing Agreement as follows:

- (a) Audit Committee
- (b) CSR Committee
- (c) Nomination and Remuneration Committee
- (d) Stakeholders' Relationship Committee

(e) Risk management Committee

(f) Internal Committee for (Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 redressal of complaint at the workplace

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the "Report on Corporate Governance", a part of this Annual Report and placed on the website at www.sfil.in.

18. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by Syncom with Promoters, Directors, Key Managerial Personnel, or other designated persons which may have a potential conflict with the interest of Syncom. Therefore there is no requirement to furnish any details in the Form AOC-2.

All Related Party Transactions are placed before the Audit Committee and also the Board for approval on a quarterly basis. The statement is supported by a Certificate from the MD and the CFO. The Company has developed a Related Party Transactions Policy, Standard Operating Procedures for purpose of identification and monitoring of such transactions.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at www.sfil.in.

19. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

Except that the SEBI has issued an Ex-Party Ad- Interim Order No. WTM/RKA/ISD/2014 dated 19th December, 2014 in the matter of First Financial Services Limited, and has restrain the company to access the capital market till the further order. The Company has also filed an application before the SEBI for deletion of the name of the Company which is pending before the SEBI for necessary order. Except that there are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.

20. AUDITORS

20.1 Statutory Auditors

Your Company's Auditors, M/s S.P.Moondra & Co., Chartered Accountants, who were appointed for a term of three years at the Annual General Meeting of the Company held on 22nd Sept., 2014 are eligible for ratification of their appointment. They have confirmed their eligibility under Section 141(3)(g) of the Companies Act, 2013 and the Rules framed thereunder for ratification for appointment as Auditors of the Company.

Your Board is pleased to inform that there is no such observation made by the Auditors in their report which needs any explanation by the Board

20.2 Cost Auditors

Pursuant to Section 148 of the Companies Act, 2013 read with The Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company in respect of its drug formulation activity is required to be audited. Your Directors had, on the recommendation of the Audit Committee, appointed M/s M.Goyal & Co. Cost Accountants to audit the cost accounts of the Company for the financial year 2014-15 on a remuneration of Rs.25,000/-. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to M/s M.Goyal & Co, Cost Auditors is included at Item No. 5 of the Notice convening the Annual General Meeting.

Your Company has filed the Cost Audit Report for the year 2013-14 to the Central Government on 26.09.2014, which was self explanatory and needs no comments.

20.3 Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, your Board of directors has appointed M/s D.K.Jain & Co., Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit Report is annexed herewith as "Annexure E". The Secretarial Audit Report is self explanatory and needs no comments as such.



21. ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Syncom is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

22. CORPORATE GOVERNANCE

As per Clause 49 of the Listing Agreement with the Stock Exchanges, a separate section on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance forms an integral part of this Report ("Annexure F").

22.1. MD & CFO certification

Certificate obtained from Shri Vijay Shankarlal Bankda, Managing Director and Mr. Ankit Kedarmal Bankda, Chief Financial Officer, pursuant to provisions of Clause 49(V) of the Listing Agreement, for the year under review was placed before the Board at its meeting held on 13th August, 2015.

A copy of the certificate on the financial statements for the financial year ended March, 31, 2015 is annexed along with this Report as "Annexure G".

23. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

24. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as "Annexure H".

25. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company since the close of the financial year ie. since 31st March, 2015. Further it is hereby confirmed that there has been no change in the nature of business of the Company.

26. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return for the year 2014-15 in Form MGT-9 is annexed herewith as "Annexure I".

27. PARTICULARS OF REMUNERATION OF EMPLOYEES

Disclosures pertaining to remuneration & other details as required under section 197(12) of the Act read with Rule 8(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "Annexure J".

In terms of provisions of section 197(12) of the Act read with Rules 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, none of the employees received remuneration in excess of Rs. 5 Lacs per month Rs. 60 Lacs or more per annum. Therefore is no information to disclose in terms of the provisions of Sec 136(1) of the Companies Act, 2013

28. ACKNOWLEDGEMENTS

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

29. CAUTIONARY STATEMENT

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations.

Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

By order of the Board of Director

KEDARMAL BANKDA

Chairman & Whole Time Director

DIN : 00023050

Place: Indore

Date : 13th August, 2015

ANNEXURE 'A'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. A brief outline of the Company's CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

CSR Policy is stated at the Website: <http://www.sfil.in>

2. Composition of the CSR Committee:

- 1. Shri Kedarmal Shankarlal Bankda : Whole-Time Director-Chairman
- 2. Shri Vijay Shankarlal Bankda : Managing Director- Member
- 3. Shri Krishna Das Neema : Independent Director- Member

3. Average net profit of the Company for last three financial years:

Average net profit: Rs.927.87 Lakhs

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

The Company is required to spend Rs.18.56 Lakhs towards CSR activities.

5. Details of CSR spend for the financial year:

- a. Total amount spent for the financial year : Rs. 20.00 Lakhs
- b. Amount unspent, if any : Rs. Nil
- c. Manner in which the amount spent during the financial year is detailed below:

S.no.	Project/Activities	Sector	Location	Amount Outlay (Budget for project/	Amount spent on the project/ activities	Cumulative expenditure upto reporting period	Amount spent direct or through implem-enting agency
1	For health and Education	Health & Edu-cation	64, May -urban Colony, Shahno orwa di Darga Road Aurang -abad	18.56	20.00	20.00	Through NGO

By order of the Board of Director

KEDARMAL BANKDA

Chairman & Whole Time Director

DIN : 00023050

Place: Indore

Date : 13th August, 2015



ANNEXURE 'B' VIGIL MECHANISM/WHISTLE BLOWER POLICY

1. Preface

- 1.1 The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behavior.
- 1.2 This policy is formulated to provide employee an avenue to lodge Complaints, in line with the commitment of Company to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication. To provide necessary safeguards for protection of employees from reprisals or victimization, for whistle-blowing in good faith.
- 1.3 Clause 49 of the Listing Agreement between Company and the Stock Exchanges and Guidelines on Corporate Governance, provides, to establish a mechanism called "Whistle Blower/Vigil Mechanism Policy" for directors and employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company's code of conduct.
- 1.4 The purpose of this policy is to provide a framework to protect employees wishing to raise a concern about serious irregularities within the Company.

2. Definitions

- 2.1 "Syncom Formulations (India) Limited" means Syncom Formulations (India) Limited.
- 2.2 "Audit Committee" means the Audit Committee of the Board constituted by the Board of Directors of Syncom Formulations (India) Limited in accordance with provisions of Section 177(1) of Companies Act, 2013 read with Clause 49 of Listing Agreement entered into by the Company with Stock Exchanges.
- 2.3 "Competent Authority" means the Shri Vijay Bankda, Managing Director of Syncom Formulations (India) Limited and will include any person(s) to whom he may delegate any of his powers as the Competent Authority under this policy from time to time. In case of conflict of interest (WTD being the subject person), Competent Authority means Chairman of the Audit Committee.
- 2.4 "Dedicated Confidential Section" means any Section/Department of the Company which is decided by the Competent Authority from time to time for maintaining the records as per the Whistle Blower/Vigil Mechanism Policy.
- 2.5 "Disciplinary Action" means any action that can be taken on completion of / during the investigation proceedings by the Competent Authority as he/she deems fit considering the gravity of the matter.
- 2.6 "Employees" mean the entire permanent employees which are working in Syncom Formulations (India) Limited.
- 2.7 "Improper Activity" means unethical behavior, actual or suspected fraud, embezzlement etc., violation of the Company's general guidelines on conduct, moral turpitude, unlawful conduct etc. by an employee of Syncom Formulations (India) Limited.
- 2.8 "Investigators" means those persons authorized, appointed, consulted or approached by the Competent Authority in connection with conducting investigation into a protected disclosure.
- 2.9 "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- 2.10 "Subject" means a person against or in relation to whom a protected disclosure is made or evidence gathered during the course of an investigation.
- 2.11 "Vigilance and Ethics Officer" means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- 2.12 "Whistle Blower" means an Employee or Director making a Protected Disclosure under this policy.

3. Scope

This policy covers malpractices and events which have taken place/suspected to have taken place, misuse or abuse authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of money, and other matters or activity on account of which the interest of the company is affected.

Whistle Blower/Vigil Mechanism Policy shall be applicable for all permanent employees and to all the Directors of the Company.

4. Interpretation

Terms that have not been defined in this Policy shall have the same meaning

assigned to them in the Companies Act, 2013 and/or SEBI Act and/or any other SEBI Regulation(s) as amended from time to time.

5.0 Guiding Principles

- 5.1 Protected disclosures shall be acted upon in a time bound manner.
- 5.2 Complete confidentiality of the Whistle Blower will be maintained.
- 5.3 The Whistle Blower and/or person(s) processing the protected Disclosure will not be subjected to victimization.
- 5.4 Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.
- 5.5 "Subject" of the Protected Disclosure i.e. Employee against or in relation to whom a protected disclosure has been made, will be provided an opportunity of being heard.
- 5.6 The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.
- 5.7 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

6. Whistle Blower – Role & Protections

Role:

- 6.1 The Whistle Blower's role is that a reporting party with reliable information.
- 6.2 The Whistle Blower is not required or expected to conduct any investigations on his own.
- 6.3 The Whistle Blower may also be associated with the investigations, if the case so warrants. However, he/she shall not have a right to participate.
- 6.4 Protected Disclosure will be appropriately dealt with by the Competent Authority.
- 6.5 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

Protections:

- 6.6 No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blower.
- 6.7 Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties/functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.
- 6.8 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 6.9 The identity of the Whistle Blower shall be kept confidential.
- 6.10 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

7. Procedures – Essential and Handling Procedure Disclosure

- 7.1 The Protected Disclosure/Complaint should be attached to a letter bearing the identity of the Whistle blower/complaint i.e. his/her Name, Employee Code and Location and should be inserted in an envelope which should be closed/secured/sealed. The envelope thus secured/ sealed should be addressed to the Competent Authority and should be super scribed "Protected Disclosure". (If the envelope is not super scribed and closed/sealed/secured, it will not be possible to provide protection to the whistle blower as specified under this policy).
- 7.2 If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he/she may send his/her protected disclosure directly to the Chairman of the Audit Committee, Syncom Formulations (India) Limited.
- 7.3 Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- 7.4 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi or Regional language of the place of employment of the Whistle blower, should provide a clear understanding of the improper activity involved or issue/concern raised. The reporting should be factual and not



speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.

7.5 Investigations into any improper activity which is subject matter of an inquiry or order under the Commission of Inquiry Act, 1952 will not come under the purview of this policy.

7.6 The contact details of the Competent Authority for addressing and sending the Protected Disclosure is as follows:

Shri Vijay Bankda, Managing Director (Competent Authority)
Whistle Blower/Vigil Mechanism
Syncom Formulations (India) Limited

7. Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (E) Mumbai-93

7.7 The Contact details for addressing a protected disclosures to the Chairman, Audit Committee are as follows:

Shri Krishna Das Neema, Chairman, Audit Committee,
Whistle Blower/Vigil Mechanism
Syncom Formulations (India) Limited

In addition to above, the exact address shall be displayed prominently on the notice Board of all locations.

7.8 The Competent Authority shall mark the envelope containing the Protected Disclosure to a dedicated Confidential Section, which shall maintain a record thereof.

7.9 The Competent Authority shall weed out frivolous complaints after a preliminary enquiry by the Confidential Section. The Competent Authority based on the recommendations of the Confidential Section and depending upon the merit of the case shall forward the Complaint to the investigator(s) nominated for this purpose without disclosing the identity of the Whistle Blower.

8. Investigations and Role of Investigators

Investigation:

8.1 Investigation shall be launched if the Competent Authority is satisfied after preliminary review that:

- a) The alleged act constitutes an improper or unethical activity or conduct; and
- b) The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information; it is felt that the concerned matter deserves investigation.

8.2 The decision taken by the Competent Authority to conduct an investigation is by itself not to be construed as an accusation (Izama) and is to be treated as a neutral fact finding process.

8.3 The identity of the subject(s) and the Whistle Blower will be kept confidential.

8.4 Subject(s) will normally be informed of the allegations at the commencement of a formal investigation and will be given opportunities for providing their inputs during the investigation.

8.5 Subject(s) shall have a duty to co-operate with the Investigator(s) during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.

8.6 Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, threatened or intimidated by the subject(s).

8.7 Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

8.8 The investigation shall be completed normally within 60 days of the date of receipt of the protected disclosure or such extended period as the Competent Authority may permit for reasons to be recorded.

8.9 Subject(s) have a right to be informed of the outcome of the investigation. Role of Investigator(s)

8.10 Investigators(s) are required to conduct a process towards fact finding and analysis. Investigator(s) shall derive their authority from Competent Authority when acting within the course and scope of their investigation. The Investigator(s) shall submit his/their report to the Competent Authority.

8.11 All Investigators shall perform their role in an independent and unbiased manner; Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviors and observance of professional standards.

8.12 All Investigators are authorized to take reasonable steps including reprimand against the Whistle blower in case of repeated frivolous complaints.

9. Action

9.1 The competent authority shall take such other remedial action as deemed fit to remedy the improper activity mentioned in the protected disclosure and/or to prevent the re-occurrence of such improper activity.

9.2 If the investigation discloses that no further action on the protected disclosure is warranted, the report shall be filed in the confidential section.

10. Reporting & Review

The competent Authority shall submit a quarterly report of the protected disclosures, received and of the investigation conducted and of the action taken to the Audit Committee for review.

11. Notification

All departmental heads are required to notify & communicate the existence and contents of this policy to the employees of their department. The Whistle Blower policy shall be prominently displayed on all Notice Boards of the Company, This policy, including amendments thereof shall be made available on Company's website and Board Report of the Company.

12. Annual Affirmation

The Company shall annually affirm that it has not denied any personnel in access to the Audit Committee and that it has provided protection to whistle blower from adverse personnel action. The affirmation shall form part of Corporate Governance report as attached to the Annual Report of the Company.

13. Amendment

This Policy can be modified at any time by the Board of Directors of the Company. The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever.

ANNEXURE 'C'

FORM AOC-1

Statement containing salient features of the financial statement of subsidiaries Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

Part "A" : Subsidiaries

S.No.	Name of the Subsidiary	Trade Services FZE
1	Reporting period for the subsidiary	1st April to 31st March
2	Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR (Indian Rupee)
3	Share capital	Rs. 1067896
4	Reserves & surplus	Nil
5	Total Liabilities	Rs. 1101604
6	Total assets	Rs. 1101604
7	Investments	Nil
8	Turnover	Nil
9	Profit before taxation	Nil
10	Provision for taxation	Nil
11	Profit after taxation	Nil
12	Proposed Dividend	Nil
13	% of shareholding	100%

Note : Subsidiary is yet to commence business activities.

Part "B" : Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Nil	Nil	Nil
Latest audited Balance Sheet Date	Nil	Nil	Nil
Shares of Associate/Joint Ventures held by the company on the year end	Nil	Nil	Nil
Amount of Investment in Associates/ Joint Venture	Nil	Nil	Nil
Extent of Holding %	Nil	Nil	Nil
Net worth attributable to shareholding as per latest audited Balance Sheet	Nil	Nil	Nil
Profit/Loss for the year			
Considered in Consolidation	Nil	Nil	Nil
Not Considered in Consolidation	Nil	Nil	Nil



ANNEXURE 'D'
POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION OF
DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER
EMPLOYEES

Agreement entered into with BSE Limited.

ANNEXURE 'E'

SECRETARIAL AUDIT REPORT
FORM MR-3

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the
Companies (Appointment and Remuneration of Managerial Personnel) Rules,
2014]

To,
The Members,
Syncom Formulations (India) Ltd.
7, Niraj Industrial Estate,
Off Mahakali Caves Road,
Andheri (E), Mumbai 400093

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Syncom Formulations (India) Ltd. (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company'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, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 ('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We 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, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (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 (Employee Stock Option Scheme and Employee 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 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period)
- (vi) In respect of other laws specifically applicable to the Company i.e. Pharmacy

INTRODUCTION

In accordance with Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee has formulated Remuneration Policy ("the policy").

The objective of the policy is to ensure that Executive Directors and other employees are sufficiently compensated for their performance. The Policy seeks to provide criteria for determining qualifications, positive attributes and independence of a director.

REMUNERATION POLICY
DIRECTORS

Nomination and Remuneration Committee shall recommend the remuneration, including the commission based on the net profits of the Company for the Non-Executive Directors and Whole Time Director and other Executive Directors. This will be then approved by the Board and shareholders. Prior approval of shareholders will be obtained wherever applicable in case of remuneration to non-executive directors.

The Company pays remuneration by way of salary, perquisites and allowances (fixed component) and variable pay to Whole Time Director. Salary is paid within the range approved by the Shareholders. Annual increments are as recommended by the Nomination and Remuneration Committee, and is approved by the Board. Within the prescribed ceiling, the perquisites package is approved by the Remuneration Committee.

The remuneration paid to Executive Directors is determined keeping in view the industry benchmark and the relative performance of the Company to the industry performance. Perquisites and retirement benefits are paid according to the Company policy as applicable to all employees.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

Independent Non-Executive Directors are appointed for their professional expertise in their individual capacity as independent professionals / Business Executives. Independent Non- Executive Directors receive sitting fees for attending the meeting of the Board and Board Committees.

KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

The remuneration of employees 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.

The annual variable pay of managers is linked to the performance of the Company in general and their individual performance for the relevant year measured against Company's objectives fixed in the beginning of the year.

APPOINTMENT CRITERIA FOR BOARD OF DIRECTORS

The Company shall take into account following points:

Director must have relevant experience in Finance/ Law/ Management/ Sales/ Marketing/Administration/ Research/ Corporate Governance/ Technical Operations or the other disciplines related to company's business.

Director should possess the highest personal and professional ethics, integrity and values.

Director must be willing to devote sufficient time and energy in carrying out their duties and responsibilities.

INDEPENDENT DIRECTOR(S)

Independent Director is a director who has no direct or indirect material relationship with Syncom or any of its officers, other than as a director or shareholder of Syncom.

Independent Director shall meet all criteria specified in Section 149(7) of the Companies Act, 2013 and rules made there under and Clause 49 of the Listing



Act, 1948, and Drugs & Cosmetics Act, 1940 as applicable to a Pharma Company. We have relied on information/records produced by the Company during the course of our audit on test-check basis and the reporting is limited to that extent only.

We have also examined compliance with the applicable clauses of the following:
 (I) Secretarial Standards issued by The Institute of Company Secretaries of India (Not notified hence not applicable to the Company during the audit period).
 (ii) The Listing Agreements entered into by the Company with BSE Ltd.

We further report that
 The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings and agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
 All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
 We further report that the compliance by the Company for the applicable Financial Laws like Direct Taxes, Indirect Taxes and the compliance of the Accounting Standards, quarterly financial results under Clause 41 of the Listing Agreement and the annual financial statements, Cost Records has not been reviewed in this audit report, since the same have been subject to the statutory financial audit/cost audit by other designated professionals. This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

We further report that during the audit period of the Company, there were no specific events/ action having a major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

For, D.K.JAIN & CO.
 COMPANY SECRETARIES

Dr. D.K.JAIN
 PROPRIETOR
 FCS 3565 CP 2382
 Place: Indore
 Date: 13th August, 2015

'Annexure A'

To,
 The Members
 Syncom Formulations (India) Ltd.
 7, Niraj Industrial Estate,
 Off Mahakali Caves Road,
 Andheri (E), Mumbai 400093

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

- 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.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
- 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 management has conducted the affairs of the company.

For : D.K.JAIN & CO.
 COMPANY SECRETARIES

Dr. D.K.JAIN
 PROPRIETOR
 FCS 3565 CP 2382
 Place: Indore
 Date: 13th August, 2015

ANNEXURE "F"

CORPORATE GOVERNANCE

THE DIRECTORS PRESENT THE COMPANY'S REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED 31st MARCH, 2015
 COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Syncom Formulations (India) Ltd. (Syncom) philosophy on Corporate Governance is embedded in the rich legacy of ethical governance practices, most of which were implemented before they were mandatorily prescribed. Integrity, transparency, accountability and compliance with laws which are the columns of good governance are cemented in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. Syncom's Code of Business Conduct, its Risk Management Policy and its well structured internal control systems which are subjected to regular assessment for its effectiveness, reinforces integrity of Management and fairness in dealing with the SYNCOM's stakeholders. This, together with meaningful CSR activities and sustainable development policies followed by the SYNCOM has enabled your Company to earn the trust and goodwill of its investors, business partners, employees and the communities in which it operates.

SYNCOM has complied with the mandatory requirements of Corporate Governance as laid down under Clause 49 of the Listing Agreement with the Stock Exchanges.

GOVERNANCE STRUCTURE

SYNCOM Governance structure broadly comprises the Board of Directors and the Committees of the Board at the apex level and the Management structure at the operational level. This layered structure brings about a harmonious blend in governance as the Board sets the overall corporate objectives and gives direction and freedom to the Management to achieve these corporate objectives within a given framework, thereby bringing about an enabling environment for value creation through sustainable profitable growth.

BOARD OF DIRECTORS

SYNCOM's Board plays a pivotal role in ensuring that SYNCOM runs on sound and ethical business practices and that its resources are utilized for creating sustainable growth and societal wealth. The Board operates within the framework of a well defined responsibility matrix which enables it to discharge its fiduciary duties of safeguarding the interest of the SYNCOM, ensuring fairness in the decision making process, integrity and transparency in the Company's dealing with its Members and other stakeholders.

COMMITTEE OF DIRECTORS

With a view to have a more focused attention on various facets of business and for better accountability, the Board has constituted the following committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR Committee, Risk Management Committee and Internal Committee under the Sexual Harassment of women at the Work Force Act. Each of these Committees has been mandated to operate within a given framework.

MANAGEMENT STRUCTURE

Management Structure for running the business of SYNCOM as a whole is in place with appropriate delegation of powers and responsibilities. This broadly is as under :



a. Chairman & Whole-time Director

The Chairman is responsible for the day-to-day working of the manufacturing activities and Corporate Office of SYNCOM. He gives strategic directions, lays down policy guidelines and ensures implementation of the decisions of the Board of Directors and its various committees.

b. Managing Director

The Managing Director is looking after domestic and export Marketing, finance and strategic planning. He is responsible for the sales and financial matters of SYNCOM and all other functions relating to the day-to-day management of the Registered Office and compliances, including all local issues and compliances as applicable at Registered Office level. He is also looking into the taxation department and keep informed the Board of Directors.

BOARD OF DIRECTORS

Composition of the Board as on March, 31, 2015

Category	No. of Directors
Non Executive & Independent Directors	3
Other Non Executive Directors	1
Executive Director (WTD & Managing Director)	2

As required under Section 149(3) of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Rinki Ankit Bankda was appointed as an Additional Director in the category of the Women Director w.e.f. 13.08.2014 and her appointment was confirmed by the members at the 26th Annual General Meeting held on 22nd Sept., 2014.

Directors' Profile

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision making process. The brief profile of the Company's Board of Directors is as under:

Name of Directors	Shri Kedarmal Shankarlal Bankda	Shri Vijay Shankarlal Bankda	Shri Vinod Kumar Kabra	Shri Krishna Das Neema	Shri Praveen Jindal	Mrs. Rinki Bankda
Date of Birth	25/08/52	17/09/58	20/04/52	15/08/51	18/03/84	14/06/87
Date of Appointment	13/04/92	01/12/99	30/04/07	31/07/08	12/07/12	13/08/14
Expertise / Experience in specific functional areas	39 years Experience in Pharmaceuticals field in various Capacity. He is the promoter of the company	More than 35 years experience in Pharmaceutical field in various capacity. He is the promoter of the company.	Experience of more than 36 years in the educational field	37 years experience in Business	9 years experience in Electronic & IT field	2 years experience in management field
Qualification	M.Com	B.Com, LLB	B.Ed., M.Com, LLB	M.Com, L.L.B.	B.E. (E. & T.C.)	M.B.A.
No. & % of Equity Shares held	90194650 (11.55%)	58553775 (7.50%)	-	-	-	-
List of outside Company's directorship held	ARP Pharma Pvt. Ltd.	-	-	-	-	-

Chairman/ Member of the Committees of the Board of Directors of the Company	1. CSR Committee 2. Risk Management Committee (RMC)	1. CSR Committee 2. Risk Management Committee (RMC)	1. Audit Committee 2. Nominati on & Remunerat ion Committee 3. Stakehol derRelati onship committee	1. Audit Committee 2. Nominati on & Remunerat ion Committee 3. Stakehol der Relati onship Committee 4. CSR Committee 5. RMC	1. Audit Committee 2. Nominati on & Remunerat ion Committee 3. Stakehol der Relati onship Committee	1. Internal Committee of Sexual Harrasmen t of Women at work place
Chairman / Member of the Committees of the Board of Directors of other Companies in which he is director	-	-	-	-	-	-

Board Training and Induction

At the time of appointing a Director, a formal letter of appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected of him as a Director of SYNCOM. The Director is also explained in detail the compliances required from him under the Companies Act, Clause 49 of the Listing Agreement and other relevant regulations and his affirmation taken with respect to the same.

By way of an introduction to SYNCOM, the Director is presented with a profile on SYNCOM which traces its history over 27 years of its existence, relevant Annual Reports, activities pursued by SYNCOM. Further, with a view to familiarize him with SYNCOMs operations, the Director is also invited to visit the plant manufacturing process, detailed presentations giving an over arching perspective of the pharmaceutical industry organisational set up of SYNCOM, the functioning of various divisions/departments, SYNCOMs market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to SYNCOMs business. The above initiatives help the Director to understand SYNCOM, its business and the regulatory framework in which SYNCOM operates and equips him to effectively fulfill his role as a Director of SYNCOM.

Board Meetings held during the Year

Date on which the Board Meetings were held	Total Strength of the Board	No of directors present
30th May, 2014	5	5
13th August, 2014	5	4
13th Nov., 2014	6	4
12th Feb., 2015	6	4

Attendance of Directors at Board Meetings and Annual General Meeting

Name of director	Date of the Board Meetings					Attendance at the AGM held on
	30.05.14	13.08.14	13.11.14	12.02.15	22.09.14	
Mr. Kedarmal Bankda	Yes	No	Yes	Yes	Yes	
Mr. Vijay Bankda	Yes	No	No	No	Yes	
Mr. Vinod Kumar Kabra	Yes	Yes	Yes	Yes	Yes	
Mr. Krishnadas Neema	Yes	Yes	Yes	Yes	Yes	
Mr. Praveen Jindal	Yes	Yes	No	No	No	
Mrs. Rinki Bankda	N.A.	N.A.	Yes	Yes	Yes	

Mrs. Rinki Ankit Bankda was appointed w.e.f. 13th August, 2014 after closure of the business hours.

Mrs. Shikha Sethi, Company Secretary till the date of her resignation on 31.12.2014 has attended one meeting held on 30.05.2014. Ms. Praniti Porwal Company Secretary was functioning as the Company Secretary & Head Compliance also functions as the Secretary to the Board w.e.f. 1st January, 2015



after her appointment. Ms. Praniti Porwal has attended one meeting of the Board held on 12.02.2015. The CFO was also available during all the Board Meetings held in the year 2014-15.

The Companies Act, 2013 read with the relevant rules made there under, now facilitates the participation of a Director in Board/Committee Meetings through video conferencing or other audio visual mode. Accordingly, the option to participate in the Meeting through video conferencing was made available for the Directors except in respect of such Meetings/Items which are not permitted to be transacted through video conferencing. However, no director has participated in the Board meetings by way of video conferencing during the above said period.

The Board periodically reviews the items required to be placed before it and in particular reviews and approves quarterly/half yearly unaudited financial statements and the audited annual financial statements, corporate strategies, business plans, annual budgets, projects and capital expenditure. It monitors overall operating performance and reviews such other items which require Board's attention. It directs and guides the activities of the Management towards the set goals and seeks accountability. It also sets standards of corporate behaviour, ensures transparency in corporate dealings and compliance with laws and regulations. The Agenda for the Board Meeting covers items set out as guidelines in Clause 49 of the Listing Agreement to the extent these are relevant and applicable. All agenda items are supported by relevant information, documents and presentations to enable the Board to take informed decisions.

COMMITTEES OF THE BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee, CSR Committee, Risk Management Committee and Internal Committee for (Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 redressal of complaint at the workplace.

The terms of reference of these Committees are determined by the Board and their relevance reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

(a) Audit Committee - Mandatory Committee

The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. Its purpose is to assist the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory and internal audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and Clause 49 of the Listing Agreement. Some of the important functions performed by the Committee are:

Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and financial information submitted to the Stock Exchanges, regulatory authorities or the public.
- Reviewing with the Management the quarterly unaudited financial statements and the Auditors' Limited Review Report thereon/audited annual financial statements and Auditors' Report thereon before submission to the Board for approval. This would, inter alia, include reviewing changes in the accounting policies and reasons for the same, major accounting estimates based on exercise of judgement by the Management, significant adjustments made in the financial statements and/or recommendation, if any, made by the Statutory Auditors in this regard.
- Review the Management Discussion & Analysis of financial and operational performance.
- Discuss with the Statutory Auditors its judgement about the quality and appropriateness of the Company's accounting principles with reference to the Generally Accepted Accounting Principles in India (IGAAP).
- Review the investments made by the Company.

Internal Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's system and internal controls.
- Review and discuss with the Management the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- To oversee and review the functioning of a vigil mechanism (implemented in the Company as a Fraud Risk Management Policy) and to review the findings of investigation into cases of material nature and the actions taken in respect thereof.

Audit

- Review the scope of the Statutory Auditors, the annual audit plan and the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and Cost Auditors considering their independence and effectiveness and their replacement and removal.
- Approve such additional services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.
- To recommend to the Board the remuneration of the Statutory Auditors/Cost Auditors.
- To discuss with the Statutory Auditors/Internal Auditors any significant difficulties encountered during the course of the Audit.
- Review annual Cost Audit Report submitted by the Cost Auditor.

Other Duties

- To approve the appointment, removal and terms of remuneration of the Chief Internal Auditor and to approve the appointment of the Chief Financial Officer.
- To grant omnibus approval for related party transactions which are in the ordinary course of business and on an arms length pricing basis and to review and approve such transactions subject to the approval of the Board.

The composition of the Audit Committee as at 31st March, 2015 and details of the Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Audit Committee Meeting			
		Meeting held			
		30.05.2014	13.08.2014	13.11.2014	12.02.2015
Mr. Krishnadas Neema	ID/Chairman	Yes	Yes	Yes	Yes
Mr. Vinod Kumar Kabra	ID/Member	Yes	Yes	Yes	Yes
Mr. Praveen Jindal	ID/Member	Yes	Yes	No	No

All the Members on the Audit Committee have the requisite qualification for appointment on the Committee and possess knowledge of finance, accounting practices and internal controls.

Mrs. Shikha Sethi, Company Secretary also functions as the Secretary to the Committee upto 31.12.2014 and attended the Audit Committee meeting held on 30.05.2014 and Ms. Praniti Porwal, Company Secretary and Compliance Officer also functions as the Secretary to the Committee w.e.f. 1st January, 2015 and had attended the Audit Committee meeting held on 12.02.2015. Shri Ankit Kedarnal Bankda, CFO has also attended all the Meetings of the Audit Committees during the year 2014-15.

The representatives of the Statutory Auditors are permanent invitees to the Audit Committee Meetings. The representative of the Cost Auditor is invited to attend the Meeting of the Audit Committee when the Cost Audit Report is tabled for discussion. The Internal Auditor reports directly to the Audit Committee.

During the year under review, the Audit Committee met with the Statutory Auditors and the Internal Auditor to get their inputs on significant matters relating to their areas of audit.

Self Assessment by the Audit Committee

The Audit Committee has set in place a process to measure and benchmark its performance each year. The assessment broadly covers composition, structure and committee meetings; overview of the financial reporting process; internal control systems and overview of internal and external audits. The results of the self assessment are presented to the Audit Committee along with the action plan in the areas requiring improvement.



(b) CSR Committee

In compliance with the provisions of Section 135 of the Companies Act, 2013, the Board has CSR Committee comprising of Shri Kedarmal Shankarlal Bankda, Chairman and Shri Vijay Shankarlal Bankda and Shri Krishnadas Neema as members. During the year under review only two meetings were held on 13.11.2014 and 12.02.2015 which was attended by Shri Kedarmal Shankarlal Bankda and Shri Krishnadas Neema and Ms Praniti Porwal has also attended the Committee Meeting held on 12.02.2015.

(c) Stakeholders' Relationship Committee -Mandatory Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has renamed the existing "Shareholders'/Investors' Grievance Committee" as the "Stakeholders' Relationship Committee".

The terms of reference of the Committee are:

- transfer/transmission of shares issued by the Company from time to time;
- issue of duplicate share certificates for shares reported lost, defaced or destroyed, as per the laid down procedure;
- issue new certificates against subdivision of shares, renewal, split or consolidation of share certificates;
- issue and allot right shares / bonus shares pursuant to a Rights Issue / Bonus Issue made by the Company, subject to such approvals as may be required;
- to approve and monitor dematerialization of shares / debentures / other securities and all matters incidental or related thereto;
- to authorize the Company Secretary and Head Compliance/other Officers of the Share Department to attend the matters relating to non receipt of annual reports, notices, non receipt of declared dividend, change of address for correspondence etc. and to monitor action taken;
- monitoring expeditious redressal of investors / stakeholders grievances;
- all other matters incidental or related to shares, debentures and other securities of the Company.

The composition of the Stakeholders' Relationship Committee as at 31st March, 2015 Shri Krishna Das Neema, Shri Vinod Kumar Kabra, Shri Praveen Jindal were the members of the Committee and the Company Secretary also functions as the Compliance Officer and the Secretary to the Committee. A meeting of the Committee was held on 25.08.2014 which was attended by Shri Krishna Das Neema and Shri Vinod Kumar Kabra.

During the year, 25 complaints were received from shareholders, which were timely attended/ resolved. As on 31st March, 2015, no investor grievance has remained unattended/ pending for more than thirty days.

(d) Nomination and Remuneration Committee -Mandatory Committee

In compliance with Section 178 of the Companies Act, 2013, the Board has renamed the existing "Compensation Committee" as the "Nomination and Remuneration Committee".

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and senior management employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Shri Krishna Das Neema, an Independent Director, is the Chairman of the Committee.

The composition of the Nomination and Remuneration Committee as at March, 31, 2015 and the details of Members participation at the Meetings of the Committee are as under:

Name of the Member	Category	Attendance at the Nomination and Remuneration Committee Meeting held on	
		13.08.2014	13.11.2014
Mr. Krishnadas Neema	ID/Chairman	Yes	Yes
Mr. Vinod Kumar Kabra	ID/Member	Yes	Yes
Mr. Praveen Jindal	ID/Member	Yes	No

Company Secretary & Head Compliance also functions as the Compliance Officer and the Secretary to the Committee.

(e) Risk Management Committee

Business Risk Evaluation and Management is an ongoing process within the Organization.

The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluate treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks.

Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

The composition of the Risk Management Committee as at 31st March, 2015 was comprising Shri Vijay Bankda, Shri Krishna Das Neema, Mrs. Rinki Ankit Bankda and Ms. Praniti Porwal, Company Secretary & Head Compliance also functions as the Compliance Officer and the Secretary to the Committee. No meeting for the Committee was held during the year 2014-15.

(f) Internal Committee for (Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

In compliance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 the Board has constituted an Internal Committee and Mrs. Rinki Ankit Bankda is the Chairperson of the Committee and Ms. Praniti Porwal Company Secretary and Mrs. Sheela T.K. have been nominated in the committee to look into the complaints of the women employees relating to the Sexual Harassment of Women at Workplace. As there was no reference to the Committee, No meeting was held during the year 2014-15.

(g) Independent Directors' Meeting

During the year under review, the Independent Directors met on 13.11.2014, under the Chairmanship of the Lead Independent Director, Shri Krishna Das Neema inter alia, to discuss:

- Independent Directors and the Board of Directors as a whole;
- Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
- Performance of the Chairman & Whole-time Director Shri Kedarmal Shankarlal Bankda
- Performance of the Managing Director Shri Vijay Shankarlal Bankda
- timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

Shri Krishna Das Neema and Shri Vinod Kumar Kabra, the Independent Directors were present at the Meeting. Company Secretary & Head Compliance also functions as the Compliance Officer and the Secretary assisted the lead Independent director.

POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration (N&R) Committee has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors, Managing Director, Whole-time Directors, senior management and Key managerial Persons and their remuneration. This Policy is accordingly derived from the said Charter.

1. Criteria of selection of Non Executive Directors

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise



in the fields of manufacturing, engineering, medical science finance, governance and general management.

- b. In case of appointment of Independent Directors, the N&R Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- c. The N&R Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The N&R Committee shall consider the following attributes/criteria, whilst recommending to the Board the candidature for appointment as a Director.
 - i. Qualification, expertise and experience of the Directors in their respective fields;
 - ii. Personal, Professional or business standing;
 - iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level.

2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board/Committee meetings as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.

3. CEO & Managing Director - Criteria for selection /appointment

For the purpose of selection of the MD and WTD the N&R Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfills such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director & Whole-time Directors

- i. At the time of appointment or re-appointment, the Managing Director and Whole-time director shall be paid such remuneration as may be mutually agreed between the Company (which includes the N&R Committee and the Board of Directors) and the Managing Director and Whole-time Director within the overall limits prescribed under the Companies Act, 2013.
- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director and Whole-time director is broadly divided into fixed and variable components. The fixed component comprises salary, allowances, perquisites, amenities and retiral benefits. The variable component comprises performance bonus.
- iv. In determining the remuneration (including the fixed increment and performance bonus) the N&R Committee shall ensure / consider the following:
 - a. responsibility required to be shouldered by the Managing Director and Whole-time director, the industry benchmarks and the current trends;
 - b. the Company's performance vis-à-vis the annual budget achievement and individual performance.

Remuneration Policy for the Senior Management Employees

- I. In determining the remuneration of the Senior Management Employees and Key Managerial Personnels, the N&R Committee shall ensure/consider the following:
 - i. the relationship of remuneration and performance;
 - ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
 - iii. the remuneration is divided into two components viz. fixed component

comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;

iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, and current compensation trends in the market.

- II. The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein-above, whilst recommending the annual increment and performance incentive to the N&R Committee for its review and approval.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Compliance Committees.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgement, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

TERMS OF APPOINTMENT & REMUNERATION – MD & WTD

Particulars	Mr. Kedarmal Bankda Chairman & WTD	Mr. Vijay Bankda MD
Period of Appointment	03.05.2012 to 02.05.2017	01.12.2014 to 30.11.2019
Salary Grade Allowances	30,000-10000-80000	50,000-5000-75000
Perquisites Retiral Benefits	4,00,000 P.A. Gratuity and Leave encashment as per rules	5,00,000 P.A. Gratuity and Leave encashment as per rules
Performance Bonus	0	0
Deferred Bonus	0	0
Minimum Remuneration	As per provisions of the Schedule XIII of the Companies Act, 1956	As per provisions of the Schedule XIII of the Companies Act, 1956
Notice Period and fees	6 months from either side	6 months from either side.

Details of remuneration paid to the Directors are given in Form MGT – 9

SUBSIDIARY COMPANIES

The Company has overseas subsidiary Trade Service FZE as its subsidiary. The Audited Annual Financial Statements of Subsidiary Companies are tabled at the Audit Committee and Board Meetings. Copies of the Minutes of the Audit Committee/Board Meetings of Subsidiary Companies are individually given to all the directors and are tabled at the subsequent Board Meetings.

RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Clause 49 of the Listing Agreement during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been



made in the notes to the Financial Statements. There is no reportable transactions with the Related parties to disclose in the Form AOC-2 (Pursuant to section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014).

The Audit Committee and the Board has approved a policy for related party transactions which has been uploaded on the Company's website at www.sfil.in DISCLOSURES

(a) Structures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) by any statutory authority on any matters related to capital markets during the last three years, except that an Interim Order has been passed by the SEBI on 19.12.2014 in the matter of First Financial Services Ltd. for restraining the Company to access the capital market till the further order. The Company has submitted necessary information and applied to the SEBI for removal of the name of the Company.

(b) Compliance with Accounting Standards

The financial statements for the year 2014-15 have been prepared in accordance with the applicable accounting principles in India, the mandatory Accounting Standards (AS) as prescribed under section 133 of the Companies Act, 2013 (the Act), read with Rule 7 of the Companies (Accounts) Rules, 2014, the relevant provisions of the Act, the guidelines issued by the Securities & Exchange Board of India (SEBI) & the Companies Act 1956 to the extent relevant.

(c) Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances. The Company's business processes has a strong monitoring and reporting process resulting in financial discipline and accountability.

(d) MD/CFO Certification

The MD and the CFO have issued certificate pursuant to the provisions of Clause 49 of the Listing Agreement certifying that the financial statements do not contain any untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

CODE OF CONDUCT

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website www.sfil.in. The Code lays down the standard of conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. The Code gives guidance through examples on the expected behaviour from an employee in a given situation and the reporting structure. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

In staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The Company has a Risk Management Policy (RM) to deal with instances of fraud and mismanagement, if any. The RM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be met out to any person for a genuinely raised concern.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board of Directors and the designated employees have confirmed compliance with the Code.

COMMUNICATION WITH THE MEMBERS/ SHAREHOLDERS

- The unaudited quarterly results are announced within forty-five days of the close of the quarter. The audited annual results are announced within two months from the close of the financial year as per the requirements of the Listing Agreement with the Stock Exchange. The aforesaid financial results are sent to BSE Limited (BSE) where the Company's equity shares are listed, immediately after these are approved by the Board. The results are thereafter given by way of a Press Release to news agencies/and are published in leading English and Marathi daily newspapers. The audited financial statements form a part of the Annual Report which is sent to the Members well in advance of the Annual General Meeting.
- The Company also informs by way of intimation to BSE all price sensitive matters or such other matters, which in its opinion are material and of relevance to the members and subsequently issues a Press Release in regard to the same.
- The Annual Report of the Company, the quarterly and the annual results and the press releases of the Company are also placed on the Company's website: www.sfil.in and can be downloaded.
- In compliance with Clause 52 of the Listing Agreement, the quarterly results, shareholding pattern, quarterly compliances and all other corporate communication to the Stock Exchanges viz. BSE Limited are filed electronically on BSE's on-line portal website www.listing.bseindia.com.
- A separate dedicated section under 'Shareholders Information' on the Company's website gives information on unclaimed dividends, quarterly compliance reports/ communications with the Stock Exchanges and other relevant information of interest to the investors /public.

GENERAL INFORMATION TO SHAREHOLDERS

Financial Year Ended : March 31, 2015

Investor Services

The Company has a Registrar and Share Transfer Agent M/s Ankit Consultancy Pvt. Ltd., having their office at 60, Electronic Complex, Pardeshipura, Indore (M.P.) which offers all share related services to its Members and Investors.

These services include transfer/transmission/dematerialization of shares, payment of dividends, sub-division/consolidation / renewal of share certificates and investor grievances.

The Share Transfer Agent is registered with SEBI as Registrar to an Issue/Share Transfer Agent in Category II Share Transfer Agent and the registration code is INR 000000767.

Address for Correspondence with the Share Transfer Agent of the Company Ankit Consultancy Pvt. Ltd.

Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001,

Phone: 0731-2551745, Email: ankit_4321@yahoo.com

For transfer/transmission/ subdivision/demat/ loss of shares/ dividend/general inquiries and investor grievance remaining unattended: info@sfil.in

Members who hold shares in dematerialized form should correspond with the Depository Participant with whom they maintain Demat Account/s, for their queries relating to shareholding, change of address, credit of dividend through NECS. However, queries relating to non-receipt of dividend, non-receipt of annual reports, or on matters relating to the working of the Company should be sent to the Share Transfer Agent of the Company.

Members who hold shares in physical form should address their queries to the Share Transfer Agent of the Company.

Members are requested to ensure that correspondence for change of address, change in bank details, processing of unclaimed dividend, subdivision of shares, renewals/split/consolidation of share certificates, issue of duplicate share certificates should be signed by the first named Member as per the specimen signature registered with the Company. The Share Transfer Agent of the Company may also, with a view to safeguard the interest of its Members and that of the Company, request for additional supporting documents such as certified copies of PAN Cards and other proof of identity and/or address.

Members are requested to indicate their DP ID & Client ID/ Ledger Folio number



in their correspondence with the Company and also to provide their Email addresses and telephone numbers/FAX numbers to facilitate prompt response from the Share Transfer Agent of the Company.

Exclusive E-Mail ID

The Company has designated an e-mail ID to enable the Members and Investors to correspond with the Company. The e-mail ID is info@sfil.in

Plant Location

The location of the Company's Plants are given on the inside cover page of the Annual Report. The details of the Plants along with their addresses and telephone numbers are also available on the Company's website.

Market Information

Listing on Stock Exchanges

The Company's shares are listed on the BSE Ltd. and the Listing Fees have been paid to the Exchange under the Security Code No. 524470 and ISIN INE312C01025: Equity Share Price on BSE April, 2014 – March, 2015

Month	BSE Sensex	Equity Share Price			No of Shares Traded during the month	Turnover Rs. in Lacs.
		High	Low	Close		
Apr. 2014	22417.80	6.38	3.76	3.79	4904195	249.81
May 2014	24217.34	4.67	2.91	4.58	9151370	397.14
June 2014	25413.78	6.69	4.60	5.46	41631034	2298.46
July 2014	25894.97	5.65	4.52	5.35	13579256	726.22
Aug. 2014	26638.11	6.10	4.55	5.01	13310112	738.52
Sep. 2014	26630.51	7.93	4.50	6.89	22867014	1505.75
Oct. 2014	27865.83	9.70	5.97	8.64	23817659	1828.48
Nov. 2014	28693.99	14.60	8.05	9.96	31493892	3613.41
Dec. 2014	27499.42	10.80	5.00	5.36	21726779	1609.45
Jan. 2015	29182.95	7.43	5.13	5.77	33505282	2111.71
Feb. 2015	29361.50	7.00	4.70	5.27	38746697	2188.68
Mar. 2015	27957.49	5.75	4.05	4.29	104462284	4985.27

SHARE TRANSFER SYSTEM/ DIVIDEND AND OTHER RELATED MATTERS

i. Share transfers

Share transfers in physical form are processed and the share certificates are generally returned to the transferees within a period of fifteen days from the date of receipt of transfer provided the transfer documents lodged with the Company are complete in all respects.

ii. Nomination facility for shareholding

As per the provisions of the Companies Act, 2013, facility for making nomination is available for Members in respect of shares held by them.

Members holding shares in physical form may obtain nomination form, from the Share Department of the Company or download the same from the MCA's website. Members holding shares in dematerialized form should contact their Depository Participants (DP) in this regard.

iii. Permanent Account Number (PAN)

Members who hold shares in physical form are advised that SEBI has made it mandatory that a copy of the PAN card of the transferee/s, members, surviving joint holders/legal heirs be furnished to the Company while obtaining the services of transfer, transposition, transmission and issue of duplicate share certificates.

iv. Sub-division of shares

The Company had sub-divided its equity shares of Rs. 10/- each to Rs. 1/- each on 8th July, 2013.

v. Unclaimed Dividends

The Company is required to transfer dividends which have remained unpaid/unclaimed for a period of seven years to the Investor Education & Protection Fund established by the Government. The Company will, in November, 2015 transfer to the said fund, the dividends for the years ended 31st March, 2008 which have remained unclaimed / unpaid.

The dates by which the dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of Declaration	Rate of Dividend in Rs. per share of Rs. 10/-	Due date for transfer to IEPF
2007-08	29.09.2008	0.50	28.11.2015
2008-09	30.09.2009	0.50	29.11.2016
2009-10	27.09.2010	0.50	26.11.2017
2010-11	28.09.2011	0.50	27.11.2018
2011-12	29.09.2012	0.60	28.11.2019
2012-13	05.08.2013	0.60	04.08.2020
2013-14	22.09.2014	0.02*	21.11.2021

Sub-divided into Rs. 1/- per share

Individual reminders are sent each year to those Members by way of note to the notice of the Annual General Meeting which remained unclaimed for a period of seven years from the date they became due for payment, before transferring the monies to the Investor Education & Protection Fund (IEPF). The information on unclaimed dividend is also posted on the website of the Company as aforesaid.

vi. Pending Investors' Grievances

Any Member/Investor whose grievance has not been resolved satisfactorily, may kindly write to the Company Secretary and Head Compliance at the Corporate Office with a copy of the earlier correspondence.

vii. Reconciliation of Share Capital Audit

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an Independent External Auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital. The Auditors' Certificate in regard to the same is submitted to BSE Limited and is also placed before the Board of Directors.

Distribution of Shareholding as on March, 31, 2015

Shareholding of Value Rs.	No. of shareholder	%	Shares Amount in Nominal Rs.	%
Up to 1000	3715	35.01	1878174	0.24
1001-2000	1352	12.74	2268378	0.29
2001-3000	607	5.72	1607792	0.21
3001-4000	1526	14.38	5409391	0.69
4001-5000	472	4.45	2280397	0.29
5001- 10000	1419	13.37	10553643	1.35
10001-20000	816	7.69	11559134	1.48
20001-30000	216	2.04	5382886	0.69
30001-40000	110	1.04	3824672	0.49
40001-50000	65	0.61	3006701	0.39
50001-100000	141	1.33	10042159	1.29
100000-Above	172	1.62	722838853	92.59
Total	10611	100.00	780652180	100.00

The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby Members have an option to dematerialize their shares with either of the depositories.

Shareholding Pattern as on 31st March, 2015

	No. of Shares Held	%
Promoters & directors	490890715	62.88
Banks, Financial Institutions, Insurance		
Companies & Mutual Funds		
I. Banks	0	0
ii. Financial Institutions	0	0
iii. Insurance Companies	0	0
iv. Mutual Funds/UTI	0	0
Central & State Governments	0	0
Foreign Institutional Investors	725000	0.09
NRIs / Foreign Nationals	2702348	0.35



	No. of Shares Held	%
Public and Others	286334117	36.68
TOTAL	780652180	100.00

Statement showing Shareholding of more than 1% of the Capital as on 31st March, 2015

S.No.	Name of shareholders	No. of Shares held	% of shareholding
1	Arcadia Share and Stock Brokers P.Ltd.	22086050	2.83
2	Alacrity Securities Ltd.	15812516	2.03
3	Odyssey Corporation Ltd.	14123631	1.81
4	Radiance Exim Pvt. Ltd.	12888350	1.65
5	Elan Capital Advisors Pvt. Ltd.	11058460	1.42
6	Ajay Multi Projects Ltd.	8847805	1.13
	Total	84816812	10.86

Extraordinary General Meeting (EGM) and resolution through postal ballot No Extraordinary General Meeting was held and no resolution was passed through the postal ballot process held during the year 2014-15.

Board Meeting for consideration of Accounts for the financial year ended March, 31, 2015	30th May, 2015
Posting of Annual Reports	On or before 1st Sep., 2015
Book Closure Dates	19/9/15 - 25/9/15 both days inclusive
Last date for receipt of Proxy Forms	23rd Sep., 2015 before 1.59 p.m
Date, Time & Venue of the 27th Annual General Meeting	On dated 25th Sep., 15 At 2.00 P.M, at Ginger Hotel, Ground Floor, Bindra Corporate Center, Mahakali Caves Road, Andheri (E), Mumbai-400093
Dividend Payment Date	On or before 24th Oct., 2015
Probable date of dispatch of warrants	On or before 24th Oct., 2015
Board Meeting for consideration of unaudited quarterly results for the financial year ended 31.03.2016	Within forty five days from the end of the quarter, as stipulated under the Listing Agreement with the BSE Ltd.
Audited Results for the current financial year ending March 31, 2016	Within sixty days from the end of the last quarter, as stipulated under the Listing Agreement with the BSE Ltd.

For and on behalf of the Board of Directors

Place: Indore
Date: 13th August, 2015

KEDARMAL BANKDA
Chairman & Whole-time Director
DIN 00023050

Compliance with Code of Business Conduct and Ethics
As required under Clause 49 II (E) of the Listing Agreement with the BSE Ltd., the Board Members and Senior Management Personnel have affirmed compliance with the Code of Business Conduct and Ethics, as applicable to them, for the year ended March 31, 2015.

Place: Indore
Date: 13th August, 2015

KEDARMAL BANKDA
Chairman & Whole-time Director
DIN 00023050

Auditors Certificate on Corporate Governance

To,
The Members,
Syncom Formulations (India) Limited

We have examined the compliance of conditions of Corporate Governance by Syncom Formulations (India) Limited (the 'Company') for the year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement with the Bombay Stock Exchange Limited, Mumbai.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the directors and management, we certify that the company has complied with the conditions of Corporate Governance applicable as aforesaid.

We state that in respect of investor grievances received during the year ended 31st March, 2015, no investor grievances are pending against the Company, as per the records maintained by the Company.

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

ANNEXURE 'G'

MD AND CFO CERTIFICATION

We the undersigned, in our respective capacities as Managing Director and Chief Financial Officer of Syncom Formulations (India) Limited ("the Company") to the best of our knowledge and belief certify that:

- We have reviewed financial statements and the cash flow statement for the financial year ended March, 31, 2015 and that to the best of our knowledge and belief, we state that:
 - these statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of the Company's Code of Conduct.
- We hereby declare that all the members of the Board of Directors and Executive Committee have confirmed compliance with the Code of Conduct as adopted by the Company.
- We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit Committee:
 - significant changes, if any, in internal control over financial reporting during the year;
 - significant changes, if any, in the accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

Vijay Shankarlal Bankda
Managing Director
DIN : 00023027

Place : Indore
Date : 13th August, 2015

Ankit Kedarmal Bankda
Chief Executive Officer



ANNEXURE 'H'

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

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies Accounts) Rules, 2014]

A. Conservation of energy

1. the steps taken or impact on conservation of energy

Your Company is taking measures to improve overall energy efficiency by installing power efficient equipments. Several environment friendly measures have been adopted by your Company such as:

- Maintain power factor unity
- Replacement of Air Compressors with energy efficient screw compressor.
- Minimizing the usage of air conditioning.
- Shutting off the lights when not in use.
- Minimizing the usage of papers and maximum usage of e-prints or e-folders for data archives.
- Creating environmental awareness by way of distributing relevant information in electronic form, encouraging conservation of energy and natural resources.

2. the steps taken by the company for utilizing alternate sources of energy : NIL

3. the capital investment on energy conservation equipments : Negligible

B. Absorption of energy

1. the efforts made towards technology absorption

- We have replaced old machines with modern machine to improve efficiency and energy saving
- We have installed condensate recovery system at VAC condensate out let.

2. the benefits derived like product improvement, cost reduction, product development or import substitution

- Right sizing of Manpower
- Product improvement
- Cost reduction
- Energy efficient machines are being installed which helps in saving energy and increase production.

3. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) NIL

C. Foreign exchange earnings and Outgo

	Foreign exchange earnings and Outgo (Rs. in lacs)	Current Yr.	Prev. Yr.
(i)	The Foreign Exchange earned in terms of actual inflows during the year ;	13125.51	10056.50
(ii)	and the Foreign Exchange outgo during the year in terms of actual outflows.	39.61	21.53

By order of the Board of Director

Place: Indore
Date : 13th August, 2015

KEDARMAL BANKDA
Chairman & Whole Time Director
DIN : 00023050

ANNEXURE 'I'

EXTRACT OF ANNUAL RETURN FORM MGT - 9

As on the financial year ended on 31st March, 2015

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

I. Registration and Other Details

CIN	L24239MH1988PLC047759
Registration Date	21/06/1988
Name of the Company	SYNCOM FORMULATIONS (INDIA) LIMITED
Category/Sub-Category of the Company	Company having Share Capital
Address of the Registered Office and contact details	7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East), Mumbai (MH)- 400093 Phone: 022-30887744 - Email:finance@sfil.in
Whether listed company	Yes
Name, address and contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001, 0731-2551745 E-mail : ankit_4321@yahoo.com

II. Principal Business Activities of the Company

All the Business Activities contributing 10% or more of the total turnover of the Company:

Name and Description of main Products / Services	NIC Code of the Product / Service	% to total turnover of the Company
Pharmaceuticals	21002 & 21003	100%

III. Name and Address of the Holding, Subsidiary and Associate Companies:

Name and address of the Company	CIN / GLN	Holding/ Foreign Subsidiary/ Associate	% of shares held	Applicable Sec.
Trade Services FZE	RAKIA 52FZ302125255	Subsidiary	100%	2(87)



IV. SHAREHOLDING PATTERN

(Equity Share Capital Breakup as % of the total Equity)

i) Category-wise Shareholding

Category of Shareholder	No. of Shares held at the beginning of the year				No. of Shares held at the beginning of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual / HUF	407829590	-	407829590	52.24	407829590	-	407829590	52.24	0
b) Central Govt.	-	-	-	-	-	-	-	-	0
c) State Govt.(s)	-	-	-	-	-	-	-	-	0
d) Bodies Corporate	83061125	-	83061125	10.64	83061125	-	83061125	10.64	0
e) Banks/FI	-	-	-	-	-	-	-	-	0
f) Any Other	-	-	-	-	-	-	-	-	0
Sub-Total (A1):	490890715	-	490890715	62.88	490890715	-	490890715	62.88	0
(2) Foreign									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	0
b) Other – Individuals	-	-	-	-	-	-	-	-	0
c) Bodies Corporate	-	-	-	-	-	-	-	-	0
d) Banks / FI	-	-	-	-	-	-	-	-	0
e) Any Other...	-	-	-	-	-	-	-	-	0
Sub-Total (A) (2):	-	-	-	-	-	-	-	-	0
Total Share holding of Promoters (A) = (A)(1)+(A) (2)	490890715	-	490890715	62.88	490890715	-	490890715	62.88	0
B. Public Shareholding									
(1) Institutions									
a) MF/ UTI	-	-	-	-	-	-	-	-	0
b) Banks / FI	-	-	-	-	-	-	-	-	0
c) Central Govt.	-	-	-	-	-	-	-	-	0
d) State Govt.(s)	-	-	-	-	-	-	-	-	0
e) Venture Capital Funds	-	-	-	-	-	-	-	-	0
f) Insurance Companies	-	-	-	-	-	-	-	-	0
g) FIs	-	-	-	-	725000	-	725000	0.09	0.09
h) Foreign VCF	-	-	-	-	-	-	-	-	0
i) Others (specify)	-	-	-	-	-	-	-	-	0
Sub-Total (B1):	-	-	-	-	725000	-	725000	0.09	0.09
(2) Non-Institutions									
a) Bodies Corporate									
i) Indian	185303736	-	185303736	23.74	175394346	-	175394346	22.47	(1.27)
ii) Overseas	-	-	-	-	-	-	-	-	0
b) Individuals									
i) Individual Share holders holding nominal share capital upto Rs.1 lakh	25478792	5141435	30620227	3.91	47007269	4911935	51919204	6.64	2.73
ii) Individual Share holders holding nominal share capital in excess of Rs.1 lakh	72930823	105000	73035823	9.36	53881323	105000	53986323	6.92	(2.44)
c) Others (specify)									
i) NRI / OCBs	377905	136500	514405	0.07	2565848	136500	2702348	0.35	0.28
ii) Clearing Members/ House	287274	-	287274	0.04	5034244	-	5034244	0.64	0.60
Sub-Total (B)(2):	284378530	5382935	289761465	37.12	283883030	5153435	289036465	37.11	0.01
Total Public Share holding (B) =(B1+ B2)	284378530	5382935	289761465	37.12	284608030	5153435	289761465	37.12	0
Grand TotalA+B	775269245	5382935	780652180	100.00	775498745	5153435	780652180	100.00	0

ii) Share holding promoters

Shareholders Name	Share Holding at beginning of the year			Share Holding at the end of the year			% Change in share holding during the year
	No. of shares	% of total shares of the comp.	% of shares pledged/ encumbered to total shares	No. of shares	% of total shares of the comp.	% of shares pledged/ encumbered to total shares	
Kedarmal Shankarlal Bankda	90194650	11.55	-	90194650	11.55	-	-
Kedarmal Bankda HUF	10484040	1.34	-	10484040	1.34	-	-
Vijay Shankarlal Bankda	58553775	7.50	-	58553775	7.50	-	-
Vijay Bankda HUF	12068000	1.55	-	12068000	1.55	-	-
Asha Bankda	47553485	6.09	-	47553485	6.09	-	-
Ankit Bankda	46886420	6.01	-	46886420	6.01	-	-
Ankur Vijay Bankda	42813925	5.48	-	42813925	5.48	-	-
Rahul Bankda	40759915	5.22	-	40759915	5.22	-	-
Strand Developers P. Ltd.	35875000	4.60	-	35875000	4.60	-	-
Sulabh Rahul Bankda	31621590	4.05	-	31621590	4.05	-	-
M/s Paradise Vyapar Pvt. Ltd.	47186125	6.05	-	47186125	6.05	-	-
Vimla Bankda	24162320	3.10	-	24162320	3.10	-	-
Shankarlal Bankda (HUF)	2731470	0.35	-	2731470	0.35	-	-
TOTAL	490890715	62.88	-	490890715	62.88	-	-



iii) Change in Promoters' Shareholding: There is no change in the promoters shareholding during the year under reporting.
 iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year		Changes during the year					Reason
	No of Shares	% of total shares of the Co.	No of Shares	% of total shares of the Co.	Date	No. share before change	No. share after change	Increase	Decrease	
Odyssey Corporation Ltd	46495000	5.96	14123631	1.81	11.04.14	46495000	00	-	46495000	Sale
					30.06.14	00	46313758	46313758	-	Buy
					01.07.14 to 30.09.14	46313758	35224292	-	-	Buy/Sale
					02.01.15	35224292	36155309	931017	-	Buy
					09.01.15	36155309	33655309	-	2500000	Sale
					30.01.05	33655309	31649809	-	2005500	Sale
					20.03.15	31649809	30291809	-	1358000	Sale
					31.03.15	30291809	14123631	-	16168178	Sale
Rasika Ravindra Sakpal	31067715	3.98	6962640	0.89	29.08.14	31067715	13511875	-	17555840	Sale
					30.08.14 to 30.09.14	13511875	10419195	-	-	Buy/Sale
					10.10.14	10419195	9538875	-	880320	Sale
					31.10.14	9538875	9968875	430000	-	Buy
					13.02.15	9968875	9612640	-	356235	Sale
					20.02.15	9612640	9362640	-	250000	Sale
					13.03.15	9362640	8712640	-	650000	Sale
					20.03.15	8712640	8012640	-	700000	Sale
					31.03.15	8012640	6962640	-	1050000	Sale
Arcadia Share & Stock Brokers Pvt Ltd	27220090	3.49	22086050	2.83	01.04.14 to 17.10.14	27220090	28761751	-	-	Buy/Sale
					24.10.14	28761751	27856482	-	940,269	Sale
					31.10.14	27856482	22401490	5454992	-	Sale
					19.12.14	22401490	21710300	691190	-	Sale
					13.03.15	21710300	22197200	486900	-	Buy
Radiance Exim Pvt. Ltd	19388350	2.48	12888350	1.65	20.03.15	19388350	15888350	-	3500000	Sale
					31.03.15	15888350	12888350	-	3000000	Sale
Comfort Securities Ltd	16163165	2.07	Not in list	-	01.04.14 to 17.10.14	16163165	3,307,250	-	-	Buy/Sale
					24.10.14	3307250	10622375	7315125	-	Buy
					31.10.14	10622375	10322375	-	300000	Sale
					14.11.14	10322375	9772375	-	550000	Sale
					21.11.14	9772375	9172375	-	600000	Sale
					05.12.14	9172375	8972375	-	200000	Sale
					19.12.14	8972375	8772375	-	200000	Sale
					31.12.14	8772375	8572375	-	200000	Sale
					02.01.15	8572375	8372375	-	200000	Sale
					09.01.15	8372375	8072375	-	300000	Sale
					06.02.15	8072375	6761475	-	1310900	Sale
Padma Impex Pvt. Ltd.	14878250	1.91	Not in list	-	01.04.14 to 17.10.14	14878250	11386106	-	-	Buy/Sale
					24.10.14	11386106	732,731	-	10653375	Sale
Vintel Securities Pvt Ltd.,	11058460	1.42	Not in list	-	-	-	-	-	-	-
Comfort Securities Ltd	9460465	1.21			01.04.14 to 30.06.14	9460465	7680965	-	-	Buy Sale
Ajay Multi Projects Ltd.	8847805	1.13	8847805	1.13	-	-	-	-	-	-
Reshmi Rohit Jain	7227050	0.93	Not in list	-	-	-	-	-	-	-
Alacrity Securities Ltd.	Not in list	-	15812516	2.03	11.04.14	00	46495000	46495000	-	Buy
					30.06.14	46495000			46495000	Sale
					04.07.14 to 19.09.14	0	9820650	-	-	Buy/Sale
					30.09.14	9820650	7000000		2820650	Sale
					31.03.15	3050900	15812516	12761616	-	Buy
Elan Capital Advisors Pvt. Ltd	Not in list	-	11058460	1.42	-	-	-	-	-	-
Paramount Fintrade P. Ltd	Not in list	-	7182390	0.92	-	-	-	-	-	-
Pears Vanijya Pvt. Ltd.	Not in list	-	7531000	0.96	11.07.14 to 16.01.15	7330650	8331000	-	-	Buy/Sale
					23.01.15	8331000	7531000	-	800000	Sale
SMC Global Securities Ltd.	Not in list	-	7110313	0.91	31.03.15	5090767	7110313	2019546	-	Buy

Note: Details of the change in shareholding for less than 2% has been merged in the above said statement and increase/decrease is only shown for more than 2%. Further that the dates of changes has been taken as per informations made available by the share transfer agent based on the benpose.



v) Shareholding of Directors and Key Managerial Personnel

For each of the Directors and KMP	Share Holding at beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the comp.	No. of shares	% of total shares of the comp.
Shri Kedarmal Shankarlal Bankda, Chairman & Whole-time Director				
At the beginning of the year	90194650	11.55		
Date wise Increase / Decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year			90194650	11.55
Shri Vijay Shankarlal Bankda, Managing Director				
At the beginning of the year	58553775	7.50		
Date wise Increase/ Decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment / transfer/bonus/sweat equity etc):	-	-	-	-
At the end of the year			58553775	7.50
Shri Ankit Kedarmal Bankda, Chief Financial Officer				
At the beginning of the year	46886420			
Date wise Increase/ Decrease in share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer / bonus / sweat equity etc):	-	-	-	-
At the end of the year			46886420	6.01

V. INDEBTNESS

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

	Secured Loans excluding deposits	UnSecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	317.28	13.08	0.00	330.36
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	317.28	13.08	0.00	330.36
Change in Indebtedness during the financial year				
Addition	276.33	251.93	0.00	528.26
Reduction	0.00	(250.92)	0.00	(250.92)
Net Change	276.33	1.01	0.00	277.34

	Secured Loans excluding deposits	UnSecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year				
i) Principal Amount	593.61	14.09	0.00	607.70
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	593.61	14.09	0.00	607.70

VI. REMUNERATION OF DIRECTOR AND KMP

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

S. No.	Particulars of Remuneration	Mr. Kedarmal Bankda Chairman & Whole Time Dir.	Mr. Vijay Bankda Managing Director	Total
1	Gross Salary	600000	600000	1200000
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	0	0	0
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	178048	183750	361798
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0
2	Stock Options	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	0
	- others, specify....	0	0	0
5	Others, please specify	0	0	0
	Total	778048	783750	1561798
	Ceiling as per the Act	86,67,066	86,67,066	1,73,34,133

B. Remuneration to other Directors:

1. Independent Directors:

S. No.	Particulars of Remuneration	Mr. Krishna Das Neema	Mr. Vinod Kumar Kabra	Mr. Praveen Jindal	Total
1	-Fee for attending Board Committee Meetings	12500	12500	5000	30000
2	-Commission	0	0	0	0
3	- Others, please specify	0	0	0	0
	Total B.1	12500	12500	5000	30000

2. Other Non Executive Directors:

S. No.	Particulars of Remuneration	Mrs. Rinki Ankit Bankda	Total
1	-Fee for attending Board Committee Meetings	5000	5,000
2	-Commission	0	0
3	- Others, please specify	0	0
	Total B.2	5000	5,000
	Total (B1+B2)	35000	35,000
	Total Managerial Remuneration	1596798	15,96,798
	Overall Ceiling as per the Act		1,73,34,133



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

S. No.	Particulars of Remuneration	Mr. Ankit Kedarmal Bankda CFO	Ms. Praniti Porwal CS	Mrs. Shikha Sethi CS	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	600000	60000	225000	885000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	39600	0	0	39600
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0	0
2	Stock Options	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission				
	- as % of profit	0	0	0	0
	- others, specify....	0	0	0	0
5	Others, please specify	0	0	0	0
	Total C	639600	60000	225000	924600

CS Mrs. Shikha Sethi has resigned from 31.03.2014 and Ms. Praniti Porwal was appointed w.e.f. 1st Jan., 2015

VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES: There is no demand or penalty, fine or punishment against the Company and any of its directors and the officers under the provisions of the Companies Act, 2013, hence the matter for filing of application for compounding or payment of compounding fee as the information as required to be disclosed is Nil.

By order of the Board of Director

KEDARMAL BANKDA

Chairman & Whole Time Director
DIN : 00023050

Place: Indore

Date : 13th August, 2015

ANNEXURE 'J'

DETAILS OF REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH THIS RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

1. The percentage increase in remuneration of each Director, CFO and CS during the financial year 2014-15, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2014-15 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

S. No.	Name of the Director/Key Managerial Personnel(KMP) and Designation	Remuneration of Director/ KMP for the financial year 2014 - 15	Remuneration of Director/ KMP for the financial year 2013-14	% increase (decrease) in remuneration in the financial year 2014-15	Ratio of remuneration of each Director/ KMP to median remuneration of employees
1	Shri Kedarmal Bankda (Chairman & WTD)	778048	555477	40.06%	8.87
2	Shri Vijay Bankda (Managing Director)	783750	563397	39.11%	8.97
3	*Mrs. Rinki Bankda (Women Director)	5000	0	-	0.05
4	Shri Krishna Das Neema (ID)	12500	7500	66.66%	0.14
5	Shri Praveen Jindal (ID)	5000	7500	(33.33)%	0.05
6	Shri Vinod Kabra (ID)	12500	7500	66.66%	0.14
7	*Shri Ankit Bankda (Chief Financial Officer)	639600	0	-	7.30
8	**Mrs. Shikha Sethi (CS)	225000	225000	0	2.56
9	**Ms. Praniti Porwal (CS)	60000	0	-	0.68

*Mrs. Rinki Ankit Bankda has been appointed as a Women Director from 13.08.2014 & Shri Ankit Bankda has been appointed as CFO from 01.04.2014 and

**Mrs. Shikha Sethi has resigned from office on 31st Dec, 2014 & Ms. Praniti Porwal has joined office from 1st Jan, 2015

2. The median remuneration of the employees of the Company during the financial year, 2014-15 was Rs. 87636.

3. In the financial year, there was an increase of 8.33% in the median remuneration of employees.

4. There were 994 permanent employees on the rolls of the Company as on 31st March 2015.

5. Relationship between average increase in remuneration and company performance:- The Profit after Tax for the financial year ended 31st March, 2015 is increased by 4.72% whereas the increase in median remuneration was 8.33%. There has been increase in the total number of employees as compared to previous year. The average increase in median remuneration was in line with the industry trend.

6. Comparison of Remuneration of the Key Managerial Personnel(KMP) against the performance of the Company:

The total remuneration of Key Managerial Personnel increased by 84.53%* from Rs. 13.66 Lacs in 2013-14 to Rs.25.21 Lacs in 2014-15. During the year, the net total income of the Company increased by 14.61% to Rs. 17339.10 Lacs and profit after tax increased by 4.72% to Rs. 975.65 Lacs. The ratio of remuneration of KMP compared with Company's total income is 0.14%.

7. (i) Variations in the market capitalization of the Company: The market capitalization as on 31st March, 2015 was Rs. 33489.97 Lacs (Rs. 45277.82 Lacs as on 31st March, 2014)

(ii) Price Earning Ratio of the Company was 34.32 as at 31st March, 2015 and was 48.33 as at 31st March, 2014.

(iii) Percentage increase over/decrease in the market quotations of the shares of the Company as compared to the rate at which the company came out with the last public offer: The Company had come out with Initial public offer in the year 1994 at a price of Rs. 15/- per share of Rs. 10/- each. Subsequent to that, the Company has come out with the Right Issue of the shares in 2009 at a price of Rs. 17/- per share of Rs. 10/- each. Further, the Company has sub divided the face value of its equity shares from Rs.10/- to Rs. 1/- each in the year 2013 and in the same year, the Company has made a bonus issue of 5:2. Therefore, the value of Rs.17/- invested in the Company for one equity share equals 35 shares. The Closing price of the Company's Equity Shares on BSE as at 31st March 2015 was Rs.4.29 representing a 8.83 times increase over the right issue price, adjusted for Stock Splits, Right Issue and Bonus Issues to date.

8. Average percentage increase made in the salaries of employees other than managerial personnel in the financial year 2014-15 was 11.18% whereas there is 84.53%* increase in the managerial remuneration for the same financial year.

9. The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of Nomination and Remuneration Committee as per Remuneration Policy for Directors, KMP and other Employees.

10. 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; and

11. It is hereby affirmed that that the remuneration paid as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

*Note : Remuneration paid to KMP in last year is not comparable with the current year, reason being, appointment of CFO w.e.f. 1st April, 2014.



**INDEPENDENT AUDITOR'S OPINION
TO THE MEMBERS OF M/S. SYNCOM FORMULATIONS (INDIA) LTD.
REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial standalone statements of M/s. SYNCOM FORMULATIONS (INDIA) LTD ('the Company') which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statements for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's Internal Control.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

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

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 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("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, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:

- a) We have sought & 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 accounts 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 and Statement of Profit and Loss, dealt with by this Report are in agreement with the books of accounts.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standard specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) On the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigation which would have material impact on its financial position.
 - ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR, S.P. MOONDRA & CO.
CHARTERED ACCOUNTANTS

S.P. MOONDRA
PROPRIETOR
M.NO. 073747
F.R. NO. 004879C

Place: Indore
Date : 30th May, 2015



ANNEXURE TO THE AUDITOR'S REPORT

With reference to the Annexure referred to in our report of even date to the members of M/S SYNCOM FORMULATIONS (INDIA) LTD., for the year ended on 31st March, 2015, We report that, in our opinion and to the best of our information and explanations furnished to us and the books and records examined by us in the normal course of Audit:

1. a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b. As explained to us, the fixed assets have been physically verified by the management during the year, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. We were informed that no material discrepancies were noticed on such physical verification.
2. a. Inventories have been physically verified by the management at reasonable intervals during the year.
- b. In our opinion, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c. The Company has maintained proper records of inventories. The discrepancies noticed on verification between physical stock and book stock were not material having regard to the size of the operations of the company and have been properly dealt with in Books of Accounts.
3. The Company has not granted any loans, secured or unsecured to companies, firm or either parties covered in the register maintained under section 189 of Companies Act. If so, and therefore this clause is not applicable.
4. In our opinion and according to the information and explanation given to us, there is adequate internal control procedure commensurate with the size of the Company and the nature of its business for the purchase of inventory, fixed assets and also for the sale of goods. During the course of our audit, we have not observed any major weaknesses in internal controls.
5. The Company has not accepted any deposits from the public within the meaning of Section 73 and 76 of the Companies Act, and the rules framed there under. There have been no proceedings before the company Law Board in this matter nore any order has been passed.
6. The Central Government has prescribed maintenance of Cost Records under Sub- Section(1) of section 148 of the Companies Act, in respect of manufacturing activity of the Company. We have broadly reviewed the accounts and records of the Company in this connection and are of the opinion, that prima facie, the prescribed accounts and records have been made and maintained. However, we are neither required to carryout nor have carried out any detailed examination of such Accounts and records.
7. a. According to the records of the Company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees state Insurance, Income Tax, Sales Tax, Wealth Tax, Customs Duty, Excise Duty, Cess and other statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as on the date of Balance sheet for a period of more than six months from the date they become payable.
- b. According to the information and explanations given to us, the dues in respect of Sales Tax, Income Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess that have not been deposited with the appropriate authorities on account of disputes as on the date of Balance Sheet and the forum where the disputes are pending are as followings:

Sr. no.	Name of the Statute	Nature of the Dues/Period to which the amount relates	Forum where dispute is pending	Amount for which dispute is pending (₹ In Lacs)	Amount Not Deposited (₹ In La)
5.	Commercial Tax	Central Sales Tax F.Y 2009-10	D.C. Appeal Sales tax Indore	0.32	0.32
6.	Commerical Tax	Central Sales Tax F.Y. 2011-12	D.C. Appeal Sales tax Indore	0.42	0.42
7.	Commercila Tax	Central Sales Tax F.Y. 2011-12	D.C. Appeal Sales tax Indore	0.97	0.97

- c. There is no amount required to be transferred to investor education and protection fund accordance with the relevant provisions of the Companies Act, 1956 and rules made thereunder.
8. The Company does not have accumulated losses at the year end and has not incurred any cash losses during the financial year covered by our audit or in the immediately preceding financial year.
9. According to the information and explanations given to us and based on our observation during the audit, The Company did not have any outstanding debentures.
10. According to the information and explanation given to us, The Company has not given any guarantees for Loans taken by others from Banks or Financial Institutions.
11. The company has not raised any term loans & therefore this clause is not applicable
12. In our opinion and according to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year that causes the financial statements to be materially misstated.

FOR, S.P. MOONDRA & CO.
CHARTERED ACCOUNTANTS

Place: Indore
Date : 30th May, 2015

SP MOONDRA
PROPRIETOR
M.NO. 073747

Sr. no.	Name of the Statute	Nature of the Dues/Period to which the amount relates	Forum where dispute is pending	Amount for which dispute is pending (₹ In Lacs)	Amount Not Deposited (₹ In La)
1.	Income Tax Act	Income Tax AY. 2006-07	Income Tax Appellate Tribunal Mumbai	45.30	45.30
2.	Providend Fund Act	Providend Fund	High Court Indore	7.55	3.78
3.	Income Tax Act	Income Tax AY 2010-11	Income Tax Appellate Tribunal Mumbai	7.64	7.64
4.	Income Tax Act	Income Tax AY 2011-12	Income Tax Appellate Tribunal Mumbai	20.81	20.81



Balance Sheet As at 31st March, 2015

(Amount in ₹)

Particulars		As at 31-03-2015	As at 31-03-2014
EQUITY AND LIABILITIES			
Share holders' funds			
Share capital	1	78,06,52,180	78,06,52,180
Reserves and surplus	2	22,15,80,284	17,13,34,180
		1,00,22,32,464	95,19,86,360
Non-Current Liabilities			
Deferred Tax Liability (Net)	3	5,45,41,302	6,68,86,052
Other long-term liabilities	4	16,50,080	12,00,000
		5,61,91,382	6,80,86,052
Current Liabilities			
Short Term Borrowings	5	6,07,70,055	3,30,36,138
Trade Payables	6	19,91,43,543	29,35,09,030
Other Current Liabilities	7	1,62,86,998	85,88,839
Short Term Provisions	8	4,14,29,300	4,51,59,228
		31,76,29,896	38,02,93,234
GRAND TOTAL		1,37,60,53,742	1,40,03,65,646
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	9	45,67,37,072	50,20,70,387
Intangible Assets	9	10,35,047	5,11,733
Non-Current Investments	10	6,48,48,676	9,30,67,117
Long Term Loans and Advances	11	6,75,39,326	5,97,48,588
		59,01,60,121	65,53,97,825
Current Assets			
Inventories	12	10,93,87,773	9,89,65,117
Trade Receivables	13	31,15,87,343	29,41,56,887
Cash and Bank Balances	14	6,77,34,923	5,27,60,482
Short-Term Loans and Advances	15	29,25,26,160	29,52,14,934
Other Current Assets	16	46,57,422	38,70,401
		78,58,93,621	74,49,67,820
GRAND TOTAL		1,37,60,53,742	1,40,03,65,646
Notes & significant accounting policies, forming part of financial statements	1-27		

As per our report of even date annexed

For S.P. Moondra & Co.
Chartered AccountantsS.P. Moondra
ProprietorM. No. : 073747
F.R. No. : 004879C
Place : Indore
Dated : 30th May, 2015

For and on behalf of the Board of Directors

Kedarmal Bankda
Chairman & Whole Time Director
DIN : 00023050Vijay Bankda
Managing Director
DIN : 00023027Praniti Porwal
Company Secretary
ACS35282Ankit Bankda
Chief Financial Officer



Statement Of Profit And Loss For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	Note	2014-15	2013-14
INCOME			
Revenue from Operations (Gross)	17	1,73,50,54,488	1,51,64,75,692
Less : Excise Duty		11,43,614	35,90,268
Revenue from Operations (Net)		1,73,39,10,874	1,51,28,85,424
Other Income	18	1,97,69,109	1,12,04,927
Total Revenue		1,75,36,79,983	1,52,40,90,351
EXPENDITURE			
Cost of materials consumed	19	89,84,28,706	70,95,91,319
Purchase of Stock-in-Trade	20	26,90,21,722	32,10,99,794
Changes in inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	21	(75,49,901)	(1,35,18,436)
Employee Benefits Expenses	22	13,50,49,938	11,43,42,826
Finance Costs	23	21,26,767	35,53,959
Depreciation and Amortisation Expenses	24	3,43,21,028	3,07,33,257
Other Expenses	25	25,73,57,218	21,89,82,529
Total Expenses		1,58,87,55,478	1,38,47,85,247
Profit / (Loss) before Extraordinary Items and Tax		16,49,24,505	13,93,05,104
Less : Extraordinary Item	26	85,76,470	41,468
Profit/(Loss) before Tax		15,63,48,035	13,92,63,636
Tax Expenses			
Current Tax		5,37,44,417	4,31,51,295
Income Tax (Earlier Years)		26,93,316	(29,38,286)
Deferred Tax		23,44,863	58,84,876
Profit for the year		9,75,65,439	9,31,65,751
Earning per equity share of Re. 1 each			
Basic & Diluted Before Extraordinary Activities (In Re.)		0.125	0.119
Basic & Diluted After Extraordinary Activities (In Re.)		0.125	0.119
Notes & significant accounting policies, forming part of financial statements	1-27		

As per our report of even date annexed

For and on behalf of the Board of Directors

For S.P. Moondra & Co.
Chartered Accountants

S.P.Moondra
Proprietor

M. No. : 073747
F.R. No. : 004879C
Place : Indore
Dated : 30th May, 2015

Kedarmal Bankda
Chairman & Whole Time Director
DIN : 00023050

Vijay Bankda
Managing Director
DIN : 00023027

Praniti Porwal
Company Secretary
ACS35282

Ankit Bankda
Chief Financial Officer

Cash Flow Statement For The Year Ended 31st March, 2015

(₹ in Lacs)

Particulars	Year Ended 31-03-2015		Year Ended 31-03-2014	
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Net profit before extraordinary items & tax		1,649.24		1,393.05
<i>Adjustments for:</i>				
Depreciation	340.23		299.08	
Amortisation of share issue expenses	2.97		8.26	
Finance costs	21.27		35.54	
Interest income	(147.48)		(67.28)	
Dividend income	0.00		(0.20)	
Loss on sale of Investments	85.77		0.41	
Rental income from investment properties	(43.30)	259.46	(39.75)	236.06
Operating profit before working capital changes		1908.70		1629.11
<i>Changes in working capital</i>				
Adjustments for (increase)/decrease in operating assets:				
Inventories	(104.23)		(382.19)	
Trade receivables	(174.30)		(47.96)	
Short term loans and advances	26.89		(812.87)	
Long term loans and advances	(77.91)		(68.04)	
Other current assets	(10.85)		(25.85)	
Adjustments for increase/(decrease) in operating liabilities:				
Trade payables	(943.65)		992.70	
Other current liabilities	76.98		(85.63)	
Other long-term liabilities	4.50		(206.00)	
Short-term provisions	(37.30)	(1239.87)	82.32	(553.52)
		668.83		1075.59
Cash flow from extraordinary items	(85.77)	(85.77)	(0.41)	(0.41)
Cash generated from operations		583.06		1075.18
Net income tax (paid)	(564.38)	(564.38)	(402.13)	(402.13)
Net cash flow from / (used in) operating activities (A)		18.68		673.05
B. CASH FLOW FROM INVESTING ACTIVITIES				
Capital expenditure on fixed asset	(324.31)		(278.00)	
Purchase of long-term investments	(89.14)		(522.92)	
Proceeds from sale of long-term investments	285.57		265.75	
Interest received	147.48		67.28	
Dividend received	0.00		0.20	
Rental income from investment properties	43.30		39.75	
Net cash flow (used in) investing activities (B)		62.90		(427.94)



Cash Flow Statement For The Year Ended 31st March, 2015

(₹ in Lacs)

Particulars	Year Ended		Year Ended	
	31 - 03 - 2015		31 - 03 - 2014	
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Proceeds from issue of equity shares	0.00		0.00	
Proceeds from other short-term borrowings	277.35		125.03	
Repayment of other short-term borrowings	0.00		0.00	
Finance cost	(21.27)		(35.54)	
Dividends paid	(156.13)		(156.13)	
Tax on dividend	(31.78)		(26.53)	
Net cash flow from / (used in) financing activities (C)		68.17		(93.17)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		149.75		151.94
Cash and cash equivalents at beginning of the year		527.61		375.67
Cash and cash equivalents at the end of the year		677.36		527.61

As per our report of even date annexed

For S.P. Moondra & Co.
Chartered Accountants

S.P. Moondra
Proprietor

M. No. : 073747
F.R. No. : 004879C
Place : Indore
Dated : 30th May, 2015

For and on behalf of the Board of Directors

Kedarmal Bankda
Chairman & Whole Time Director
DIN : 00023050

Vijay Bankda
Managing Director
DIN : 00023027

Praniti Porwal
Company Secretary
ACS35282

Ankit Bankda
Chief Financial Officer



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	2014-2015	2013-2014																																																																																										
NOTE - 1: SHARE CAPITAL																																																																																												
Authorized Share Capital																																																																																												
80,00,00,000 equity shares of Re. 1 each (Previous Year 80,00,00,000 equity share of Rs. 1 each)	80,00,00,000	80,00,00,000																																																																																										
Issued, Subscribed & Paid up																																																																																												
78,06,52,180 Equity shares of Re. 1 fully paid up (Previous year 78,06,52,180 Equity Shares of Rs. 1 fully paid up.)	78,06,52,180	78,06,52,180																																																																																										
<p>(The company has only one class of equity share. Each share holder is eligible for one vote per share The dividend proposed by the board is subject to the approval of share holders except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the assets of the company after distribution of all preferential amounts in proportion to their shareholding.</p> <p>1.1 of the above shares 75,00,000 equity shares of Re 1 each (Previous year 7500000 Shares of Rs. 1 each) were allotted as fully paid up bonus shares by capitalisation of General Reserve.</p> <p>1.2 of the above Share 4,92,40,000 shares of Re 1 each (Previous year 4,92,40,000 shares of Rs. 1 each) have been allotted for consideration other than cash</p> <p>1.3 of the above shares equity 55,76,08,700 equity shares of Re.1 were allotted as bonus shares fully paid up bonus shares by capitalisation of General Reserve, share Premium, share Forfeiture in the proportion of 5 share for every 2 share of Re 1/-</p> <p>The details of Shareholders holding more than 5% shares:</p> <table border="1"> <thead> <tr> <th rowspan="2">Name of the Shareholder</th> <th colspan="2">As at 31.03.2015</th> <th colspan="2">As at 31.03.2014</th> </tr> <tr> <th>No. of shares(Re1)</th> <th>% held</th> <th>No. of shares(Re1)</th> <th>% held</th> </tr> </thead> <tbody> <tr> <td>Mr. Kedarmal Bankda</td> <td>9,01,94,650</td> <td>11.55%</td> <td>9,01,94,650</td> <td>11.55%</td> </tr> <tr> <td>Mr. Vijay Bankda</td> <td>5,85,53,775</td> <td>7.50%</td> <td>5,85,53,775</td> <td>7.50%</td> </tr> <tr> <td>Mr. Ankur Vijay Bankda</td> <td>4,28,13,925</td> <td>5.48%</td> <td>4,28,13,925</td> <td>5.48%</td> </tr> <tr> <td>Mr. Ankit Bankda</td> <td>4,68,86,420</td> <td>6.01%</td> <td>4,68,86,420</td> <td>6.01%</td> </tr> <tr> <td>Mrs. Asha Bankda</td> <td>4,75,53,485</td> <td>6.09%</td> <td>4,75,53,485</td> <td>6.09%</td> </tr> <tr> <td>Mr. Rahul Bankda</td> <td>4,07,59,915</td> <td>5.22%</td> <td>4,07,59,915</td> <td>5.22%</td> </tr> <tr> <td>M/s Odyssey Corp. Ltd.</td> <td>1,41,23,631</td> <td>1.81%</td> <td>4,64,95,000</td> <td>5.96%</td> </tr> <tr> <td>M/s. Paradise Vyapar Pvt. Ltd.</td> <td>4,71,86,125</td> <td>6.05%</td> <td>4,71,86,125</td> <td>6.05%</td> </tr> </tbody> </table> <p>The reconciliation of the number of shares outstanding is set out below:</p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">No. of shares</th> </tr> <tr> <th>As at 31.03.2015</th> <th>As at 31.03.2014</th> </tr> </thead> <tbody> <tr> <td>Equity shares at the beginning of the year</td> <td>78,06,52,180</td> <td>2,23,04,348</td> </tr> <tr> <td>Add: Due to sub division of face value from Re.10 to Re. 1</td> <td>0</td> <td>20,07,39,132</td> </tr> <tr> <td>Add: Issue of Bonus share in Ratio of 5:2 to existing share holder</td> <td>0</td> <td>55,76,08,700</td> </tr> <tr> <td>Equity shares at the end of the year</td> <td>78,06,52,180</td> <td>78,06,52,180</td> </tr> </tbody> </table> <p>NOTE - 2: RESERVES & SURPLUS</p> <table border="1"> <thead> <tr> <th>Particulars</th> <th>2014-2015</th> <th>2013-2014</th> </tr> </thead> <tbody> <tr> <td>Capital Reserve</td> <td></td> <td></td> </tr> <tr> <td>State capital subsidy</td> <td></td> <td></td> </tr> <tr> <td>As per last balance sheet</td> <td>a</td> <td>7,50,000</td> </tr> <tr> <td>On account of forfeiture of shares / warrant</td> <td></td> <td></td> </tr> <tr> <td>As per last balance sheet</td> <td>0</td> <td>16,19,300</td> </tr> <tr> <td>Less : Utilised during the year by Issue of Bonus Shares</td> <td>0</td> <td>16,19,300</td> </tr> <tr> <td></td> <td>b</td> <td>0</td> </tr> </tbody> </table>			Name of the Shareholder	As at 31.03.2015		As at 31.03.2014		No. of shares(Re1)	% held	No. of shares(Re1)	% held	Mr. Kedarmal Bankda	9,01,94,650	11.55%	9,01,94,650	11.55%	Mr. Vijay Bankda	5,85,53,775	7.50%	5,85,53,775	7.50%	Mr. Ankur Vijay Bankda	4,28,13,925	5.48%	4,28,13,925	5.48%	Mr. Ankit Bankda	4,68,86,420	6.01%	4,68,86,420	6.01%	Mrs. Asha Bankda	4,75,53,485	6.09%	4,75,53,485	6.09%	Mr. Rahul Bankda	4,07,59,915	5.22%	4,07,59,915	5.22%	M/s Odyssey Corp. Ltd.	1,41,23,631	1.81%	4,64,95,000	5.96%	M/s. Paradise Vyapar Pvt. Ltd.	4,71,86,125	6.05%	4,71,86,125	6.05%	Particulars	No. of shares		As at 31.03.2015	As at 31.03.2014	Equity shares at the beginning of the year	78,06,52,180	2,23,04,348	Add: Due to sub division of face value from Re.10 to Re. 1	0	20,07,39,132	Add: Issue of Bonus share in Ratio of 5:2 to existing share holder	0	55,76,08,700	Equity shares at the end of the year	78,06,52,180	78,06,52,180	Particulars	2014-2015	2013-2014	Capital Reserve			State capital subsidy			As per last balance sheet	a	7,50,000	On account of forfeiture of shares / warrant			As per last balance sheet	0	16,19,300	Less : Utilised during the year by Issue of Bonus Shares	0	16,19,300		b	0
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Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	2014-2015	2013-2014
Securities Premium Reserve		
As per last balance sheet	0	30,65,97,996
Less : Utilised during the year by Issue of Bonus Shares	0	30,65,97,996
c	0	0
General reserve		
(As per last balance sheet)	10,00,00,000	30,00,00,000
Less : Utilised during the year by Issue of Bonus Shares	0	24,93,91,404
Add: Set aside during the year	7,85,27,841	4,93,91,404
Less : Effect of depreciation charged as per Companies Act 2013 Net of Deferred Tax	2,85,27,841	0
d	15,00,00,000	10,00,00,000
Surplus - Balance in Statement of Profit & Loss		
As per last balance sheet	7,05,84,180	4,50,76,314
Add: Profit for the year	9,75,65,439	9,31,65,751
Less: Transfer to General Reserve	7,85,27,841	4,93,91,404
Less: Proposed Equity Dividend	1,56,13,044	1,56,13,044
Less: Tax on Proposed Equity Dividend	31,78,450	26,53,437
e	7,08,30,284	7,05,84,180
(a to e)	22,15,80,284	17,13,34,180
NOTE - 3: DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liability on account of		
Depreciation	5,61,25,230	6,82,57,396
Less : Deferred Tax Assets on account of		
Provision for Gratuity	15,83,928	13,71,344
Net Deferred Tax liability / (Assets)	5,45,41,302	6,68,86,052
NOTE - 4: OTHER LONG-TERM LIABILITIES		
Trade Deposits	2,00,000	12,00,000
Deposit Against Property Let Out	14,50,080	0
	16,50,080	12,00,000
NOTE - 5: SHORT TERM BORROWINGS		
Loan repayable on demand		
Secured		
Working Capital Loans (Over Draft)		
From Dena Bank	4,88,18,337	3,09,44,842
From State Bank of India	1,05,42,588	7,83,095
Security:		
Overdrafts from banks are secured against the lien of fixed deposit receipts		
Unsecured		
From Companies (Refer Note No. 27.11)	14,09,130	13,08,200
	6,07,70,055	3,30,36,138
NOTE - 6: TRADE PAYABLE (Refer Note No. 27.09)		
Micro, Small and Medium Enterprises	60,70,687	50,49,704
Others	19,30,72,856	28,84,59,326
	19,91,43,543	29,35,09,030



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars		2014-2015	2013-2014						
NOTE - 7: OTHER CURRENT LIABILITIES									
Unclaimed dividend		12,99,311	12,95,903						
Right issue Refund Payable A/c		1,717	18,717						
Creditors - Capital Expenditure		46,33,163	17,85,174						
Advance from Customers		66,72,224	20,55,950						
Statutory Dues		36,80,584	34,33,095						
		1,62,86,998	85,88,839						
NOTE - 8: SHORT TERM PROVISIONS									
Provision for Bonus, Gratuity and leave encashment		72,89,234	65,14,460						
Provision for Income Tax- Net of Advance. Tax Rs. 4,89,39,765 (Pre. Yr. Rs. 3,59,05,261)		48,04,652	72,46,034						
Provision for Expenses		1,05,43,920	1,31,32,253						
Proposed dividend		1,56,13,044	1,56,13,044						
Corporate Dividend Tax Payable		31,78,450	26,53,437						
		4,14,29,300	4,51,59,228						
NOTE - 9: FIXED ASSETS (AT COST)									
PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 31.03.14	Additions	As at 31.03.15	As at 31.03.14	Due to Change in method as per Sch II	For the Year	As at 31.03.15	As at 31.03.15	As at 31.03.14
TANGIBLE ASSETS: Own Assets									
Lease hold land	11,86,605	0	11,86,605	1,79,790	0.00	12,587	1,92,377	9,94,228	10,06,815
Building Factory	19,03,60,865	43,43,355	19,47,04,220	5,79,40,135	10,14,292	59,16,503	6,48,70,930	12,98,33,290	13,24,20,730
Building others	14,59,75,800	0	14,59,75,800	78,18,394	0.00	23,07,332	1,01,25,726	13,58,50,074	13,81,57,406
Plant & Machineries	28,91,47,873	1,46,97,328	30,38,45,201	13,62,49,224	1,81,53,371	1,59,19,046	17,03,21,641	13,35,23,560	15,28,98,649
Electrical Installation	4,05,49,903	73,13,373	4,78,63,276	1,36,62,625	75,02,127	21,58,040	2,33,22,792	2,45,40,484	2,68,87,278
Furniture & Fixtures	4,97,90,589	3,40,175	5,01,30,764	2,68,27,946	71,31,160	23,74,564	3,63,33,670	1,37,97,094	2,29,62,643
Office Equipments	2,74,58,715	24,04,764	2,98,63,479	1,08,91,336	94,16,504	32,92,355	2,36,00,195	62,63,284	1,65,67,379
Computers	1,07,36,188	5,69,381	1,13,05,569	1,00,20,668	0.00	86,365	1,01,07,033	11,98,536	7,15,520
Vehicles	1,32,54,963	21,32,173	1,53,87,136	28,00,996	0.00	18,49,618	46,50,614	1,07,36,522	1,04,53,967
TOTAL (A)	76,84,61,501	3,18,00,549	80,02,62,050	26,63,91,114	4,32,17,454	3,39,16,410	34,35,24,978	45,67,37,072	50,20,70,387
INTANGIBLE ASSETS:									
Software	33,77,290	6,30,000	40,07,290	28,65,557	0.00	1,06,686	29,72,243	10,35,047	5,11,733
TOTAL (B)	33,77,290	6,30,000	40,07,290	28,65,557	0.00	1,06,686	29,72,243	10,35,047	5,11,733
TOTAL (A+B)	77,18,38,791	3,24,30,549	80,42,69,340	26,92,56,671	4,32,17,454	3,40,23,096	34,64,97,221	45,77,72,119	50,25,82,120
Prev. Year	74,40,38,807	2,77,99,984	77,18,38,791	23,93,49,155	0.00	2,99,07,516	26,92,56,671	50,25,82,120	50,46,89,652
NOTE - 10: NON CURRENT INVESTMENTS									
In equity shares - quoted, fully paid up									
M/s Ravi Kumar Distilleries Ltd.							1,79,26,033		1,79,26,033
5,11,000 shares of Rs. 10 each fully paid up (Previous Year 5,11,000)									
Market value Rs. 21,20,650 (Previous year 22,99,500)									
Bil Energy Systems Ltd.,							68,68,519		68,68,519
10,63,000 (Prev. Yr. 10,63,000) shares of Re 1 fully paid up - Mkt. Val. Re. 10,73,630 (Prev. Yr. Re 19,24,030)									
The Byke Hospitality Ltd.							0		4,79,869
Nil (Previous Yr. 1,500) shares of Re 10 fully paid up Market Value 0 (Prev. Yr. Re 4,80,075)									
PFL Infotech Ltd.							1,74,44,039		1,74,44,039
32,700 (Prev. yr. 32,700) shares of Re. 10 fully paid up - Market Value Rs.67,11,675 (Prev. Yr. Re 2,38,57,920)									
Risa International Ltd., 45,000 shares of Re 2 fully paid up							56,74,407		56,74,407
(Prev. Yr. 9000 shares of Re 10 fully paid up) Mkt Val. Re 76,09,500 (Prev. Yr.1,05,33,150)									
Rutron International Ltd.							39,43,231		39,43,231
5,50,000 (Prev. Yr. 5,50,000) shares of Re 1 fully paid up - Market Value Rs. 34,10,000 (Prev. Yr. Re 39,60,000)									



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	2014-2015	2013-2014
Upsurge Investment & Finance Ltd. 2,74,000 (Prev. Yr. 4,10,000) shares of Re 10 fully paid up Market Value Re. 54,25,000 (Prev. Yr. Re 67,24,000)	1,04,62,339	1,78,81,019
Lupin Limited 1000 Shares (Previous Year Nil) of Re 2 each fully paid up Market Value Re 20,07,050	14,62,212	0
a	63,780,780	7,02,17,117
In equity shares - unquoted, fully paid up 2,28,500 shares of M/s Bharosemand Commodities Pvt. Ltd. of Rs. 100 each	0	2,28,50,000
b	0	2,28,50,000
Investment in subsidiary Trade Services FZE 1 share of face Value AED 65000	c 10,67,896	0
(a+b+c)	6,48,48,676	9,30,67,117
NOTE - 11: LONG TERM LOANS & ADVANCES		
(Unsecured Considered Goods)		
Capital advances	2,53,57,542	1,72,98,652
Deposits	24,81,784	27,49,936
Deposit for Premises (Related parties) (Refer note 27.12)	3,97,00,000	3,97,00,000
	6,75,39,326	5,97,48,588
NOTE - 12: INVENTORIES		
(At lower of cost or net realizable value)		
Raw Materials	2,72,73,169	3,66,52,293
Stock in Process	2,89,83,799	2,13,35,850
Finished Goods	2,09,78,408	2,10,76,456
Packing Material	2,98,38,487	1,76,95,989
Stores & spares and others	23,13,910	22,04,529
	10,93,87,773	9,89,65,117
Details of Inventories of Work in Progress		
Tablets	1,48,08,056	1,49,31,529
Capsules	85,16,343	28,01,319
Liquids	16,13,754	12,73,296
Others	40,45,646	23,29,706
	2,89,83,799	2,13,35,850
NOTE - 13: TRADE RECEIVABLE		
(Unsecured, Considered Goods)		
Within Six Months	30,78,03,659	29,39,45,487
Over Six Months	37,83,684	2,11,400
	31,15,87,343	29,41,56,887
NOTE - 14: CASH & BANK BALANCE		
Cash in hand (As certified)	13,56,262	13,75,845
Balance with Banks		
- In Current Account	1,00,42,634	1,50,35,017
- In Current accounts in respect of unclaimed dividend warrants	12,99,310	12,95,903
- In Current accounts in respect of Right issue refund orders	1,717	18,717
- In Fixed Deposit with Banks (given as lien to Bank and Govt. Dept.)	5,50,35,000	3,50,35,000
	6,77,34,923	5,27,60,482



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	2014-2015	2013-2014
NOTE - 15: SHORT TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Loans and Advance to employees	95,32,290	86,47,300
Loans and Advance to others	11,10,45,230	16,34,39,038
Prepaid Expenses	3,11,180	2,33,521
Balances with Govt. Authorities		
- Export incentives receivables	5,30,63,204	3,74,69,914
- Excise duty receivable	2,91,86,475	3,40,11,272
- Balance with Central Excise	5,60,40,608	3,49,03,085
- VAT receivable	3,33,47,173	1,65,10,803
	29,25,26,160	29,52,14,934
NOTE - 16: Other Current Assets		
a. Accruals		
Interest Accrued but not due on fixed deposits with bank	a 46,57,422	35,72,469
b. Miscellaneous Expenditure		
(To the extent not written off or adjusted)		
Share issue expenses		
As per last balance sheet	2,97,932	11,23,673
Add: Incurred during the period	0	0
Less: Written off during the year	2,97,932	8,25,741
	b 0	2,97,932
	(a+b) 46,57,422	38,70,401
NOTE - 17: REVENUE FROM OPERATIONS		
Sales		
- Export Sales	1,34,19,49,001	1,05,45,29,140
- Domestic Sales	33,57,85,413	41,95,91,013
	Total 1,67,77,34,414	1,47,41,20,153
Export Incentives	5,73,20,074	4,23,55,539
	Total 1,73,50,54,488	1,51,64,75,692
Less : Excise Duty	11,43,614	35,90,268
	Total 1,73,39,10,874	1,51,28,85,424
NOTE - 17(a): REVENUE FROM OPERATIONS		
Sales of Product Comprises of Manufactured Goods		
- Tablets	81,87,28,092	62,92,50,906
- Capsules	20,33,93,631	16,50,11,682
- Liquids	8,58,03,613	8,52,16,068
- Injectable	11,83,81,545	10,03,27,575
- Ointment	65,53,585	1,01,67,527
- Dry Powder	1,38,47,210	99,30,345
- Inhaler	2,44,859	0
	Total of Manufactured Goods (a) 1,24,69,52,535	99,99,04,103



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	2014-2015	2013-2014				
Traded Goods						
- Mentha Oil	3,00,55,716	10,26,08,298				
- Tablets	10,57,66,356	11,03,61,464				
- Liquids	8,59,81,862	9,18,95,098				
- Capsules	2,55,83,254	2,44,84,150				
- Ointment	1,38,32,647	1,29,41,519				
- Dry Powder	1,83,79,151	60,76,812				
- Rice	6,63,49,041	4,49,81,906				
- Soya DOC	4,10,21,815	2,91,79,091				
- Raw Material	64,42,566	3,77,07,835				
- Others	3,73,69,471	1,39,79,877				
Total of Traded Goods (b)	43,07,81,879	47,42,16,050				
Grand Total (a+b)	1,67,77,34,414	1,47,41,20,153				
NOTE - 18: OTHER INCOME						
Interest received						
Others	96,23,933	35,10,781				
Bank	51,23,885	32,16,980				
Dividend Income						
From Investment (Others)	0	20,000				
Other non operating income						
Rent	43,30,552	39,75,744				
Miscellaneous Income	6,90,739	4,75,141				
Commission	0	6,281				
	1,97,69,109	1,12,04,927				
NOTE - 19: PARTICULARS OF MATERIALS CONSUMED						
Paracetamol	13,78,83,857	9,53,23,789				
Ibuprofen	1,77,39,709	1,21,98,202				
Chloroquine Phosphate	3,76,20,046	3,41,95,410				
Cefixime Trihydrate	1,27,13,471	2,78,44,831				
Packing Material	31,58,23,211	26,01,52,534				
Others	37,66,48,412	27,98,76,554				
	89,84,28,706	70,95,91,319				
NOTE - 19(a): COST OF MATERIALS CONSUMED						
Particulars	Amount	2014-15	Amount	2013-14		
		%		%		
Imported	0	0	0	0	0	0
Indigenous	89,84,28,706	100	70,95,91,319	100	89,84,28,706	70,95,91,319
Total	89,84,28,706	100	70,95,91,319	100	89,84,28,706	70,95,91,319



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	2014-2015	2013-2014
NOTE - 20: PURCHASE OF STOCK-IN-TRADE		
Mentha Oil	3,00,70,944	10,29,57,163
Tablets	4,91,55,161	5,31,07,538
Liquids	3,48,67,386	3,77,49,552
Capsules	84,78,030	92,68,820
Raw Material	55,70,790	3,56,04,953
Soya DOC	4,02,79,288	2,88,45,057
Rice	5,14,93,587	3,05,75,401
Dry Powder	1,48,48,239	42,41,005
Others	3,42,58,296	1,87,50,305
	26,90,21,722	32,10,99,794
NOTE - 21: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK- IN- TRADE		
Inventories (at close)		
Finished Goods	2,09,78,408	2,10,76,456
Stock in Process	2,89,83,799	2,13,35,850
Stock in Trade	0	0
	a	4,24,12,306
Inventories (at commencement)		
Finished Goods	2,10,76,456	1,79,15,076
Stock in Process	2,13,35,850	1,09,78,794
Stock in Trade	0	0
	b	4,24,12,306
(Increase) / Decrease in stock	(b-a)	(75,49,901)
NOTE - 22: EMPLOYEE BENEFITS EXPENSES		
Salary and Wages	11,67,86,101	10,23,68,679
Salaries and Allowances to Directors	12,00,000	8,40,000
Contribution to provident and other fund	50,71,773	45,35,197
Gratuity	8,36,414	8,49,061
Workmen and Staff welfare	1,11,55,650	57,49,889
	13,50,49,938	11,43,42,826
As per Accounting standard 15 "Employee benefits" the disclosures as defined in the Accounting Standard are given below:		
Defined Contribution Plans	2014-15	2013-14
Employer's Contribution to Provident Fund	31,31,340	27,12,921
Employer's Contribution to E.S.I.	19,40,433	18,22,276
	50,71,773	45,35,197
NOTE-23: FINANCE COST		
Interest Expenses		
Bank	20,22,190	8,80,829
Other	1,04,577	26,73,130
	21,26,767	35,53,959



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	2014-2015	2013-2014
NOTE-24: DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation (As per Note No. 9)	3,40,23,096	2,99,07,516
Amortisation of Share Issue Expenses	2,97,932	8,25,741
	3,43,21,028	3,07,33,257
NOTE-25: OTHER EXPENSES		
Manufacturing Expenses		
Power and Fuel	2,49,75,336	2,18,94,564
Repairs to Machineries	90,64,482	48,39,775
Vehicle Hire Charges	10,79,144	10,68,464
Factory Expenses	43,15,875	34,66,970
Insurance Expenses	8,20,553	6,31,384
Security Charges	10,76,826	9,65,616
	a	4,13,32,216
Selling & Distribution expenses		
Ocean Freight	4,20,36,160	4,54,79,706
Export Expenses	2,62,43,075	2,17,29,367
Selling Expenses	3,89,28,210	1,89,94,198
Sales Promotion Expenses	2,97,61,726	3,20,75,208
	b	13,69,69,171
Establishment expenses		
Traveling Expenses	5,92,12,215	4,41,50,406
Legal & Professional	36,10,829	81,37,313
Rent	18,96,000	18,96,000
Electricity & Water	26,73,388	20,62,964
Expenditure towards Corporate Social Responsibility (CSR)	20,00,000	0
Sundry Expenses	65,04,863	62,34,751
Telephone & Postage	15,42,012	26,81,087
Payment to Auditors		
- Audit Fee	95,506	73,034
- Tax Audit Fee	28,090	22,472
- Certification Fee	10,952	19,101
Membership & Subscription	1,03,540	38,690
Bonus Issue Expenses	0	7,38,253
Bank Charges	7,91,396	1,12,64,72
Repairs & Maintenance	3,32,417	4,89,160
Vehicle Running & Maintenance	2,54,624	1,67,573
	c	7,90,55,831
	(a+b+c)	25,73,57,218
NOTE - 26: EXTRAORDINARY ITEM		
Long Term Capital Loss on Sales of Investments	85,76,470	41,468
		85,76,470



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

NOTE - 27			
27.01	Derivative contracts entered into by the Company and outstanding as on 31st March, 2015		
	a) Nominal amounts of Forward contracts entered into by the Company and outstanding as on the date of balance sheet is Rs.902.08 lacs (Previous Year Rs. 741.35 lac)category wise breakup is below: (₹ in Lacs)		
	Sr. No.	Particular	31.03.2015
	1	US\$	902.08
			31.03.2014
			741.35
	b) Foreign currency exposures that are not hedged by forward cover Rs. 1522.58 lacs (Previous Year 1228.01 lacs)		
27.02	Earning in Foreign Exchange: Export Sales (FOB Value) Rs. 13125.51 Lacs (Prev. Year 10056.50 Lacs)		
	Expenditure in Foreign Exchange:		31.03.2015
			31.03.2014
	Capital Goods		
	Machines		22,20,717
	Others		
	Commission on sales		4,07,996
	Traveling Exp. (Foreign)		13,32,717
			10,31,413
			11,22,301
27.03	Details of Government grants		
	Particulars		31.03.2015
			31.03.2014
	Government grants received by the Company during the Year towards		
	- Export incentive (DEPB) \ Duty Draw Back		5,73,20,074
			4,23,55,539
			5,73,20,074
			4,23,55,539
27.04	Borrowing costs capitalised during the year - Nil (Previous Year Nil)		
27.05	Contingent liabilities and commitments (to the extent not provided for) (₹ in Lacs)		
	Contingent liabilities		
	a) Claims against the Company not acknowledged as debt		
	(i)	Income Tax demand for A.Y. 2006-07	45.30
	(ii)	Provident Fund demand	7.55
	(iii)	Income Tax demand for A.Y. 2010-11	7.64
	(iv)	Income Tax demand for A.Y. 2011-12	20.81
	(v)	Appeal with D C Commercial Tax F.Y. 2009-10	0.32
	(vi)	Appeal with D C Commercial Tax F.Y. 2010-11	0.42
	(vii)	Appeal with D C Commerical Tax F.Y. 2011-12	0.97
	b) Capital commitments		275.18
			235.15
	c) Bank Guarantees		0.00
			0.00
27.06	Segment Information: The Company is operating in single segment.		
27.07	Earning per share		31.03.2015
			31.03.2014
	Weighted average number of equity shares outstanding during the year		78,06,52,180
	Net profit after tax available for equity shareholders		9,75,65,439
	Basic & Diluted Earnings (in Rupees) per share		0.12
	Face value per share (in Rupees)		1.00
			0.17
			1.00
27.08	Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act 2013 read with Schedule VII thereof : Gross Amount to be spent by the company during the year Re 18.56 lacs		
	1. Construction / acquisition on any Assets		Nil
	2. On purpose other than (I) above		20.00
			Nil
			Nil
27.09	The company has addressed letters to suppliers seeking confirmations as to registration under the "Micro, Small and Medium Enterprises Development Act, 2006". Based on the information available with the company, an amount of Rs. 60.70 lacs is due to Micro, Small and Medium Enterprises as detailed below:		



Notes On Financial Statements For The Year Ended 31st March, 2015

(₹ in Lacs)

S.No.	Name of the Party	Current Year	Previous Year
1	Ideal Cures Pvt. Ltd., Mumbai	0.09	0.44
2	Lux Flavours	0.91	0.51
3	P.G. Holographic Products, Indore	1.68	0.00
4	Packwell Packaging	0.00	11.64
6	Panna Flex Pack, Indore	24.36	16.24
8	Shree Packers (MP) Pvt. Ltd.	33.66	21.67
TOTAL		60.70	50.50

All the amounts outstanding are due for a period less than that prescribed under the Act and all the payments during the year have been paid within the period less than that prescribed under the Act. Interest Paid/ Payable is Rs. Nil.

27.10 The outstanding balances of the debtors, creditors, advances and unsecured loans are as per books of accounts and subject to confirmation from respective parties.

27.11 RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

a) Details of related parties:

Description of relationship	Name of Related Parties
Parties with whom control exist	M/s Trade Services FZE- Subsidiary ARP Pharma Pvt. Ltd., Strand Developers Pvt. Ltd., Paradise Vyapaar Pvt. Ltd.
Key Management Personnel (KMP)	Mr. Kedarmal Bankda (Chairman & Whole Time Director) Mr. Vijay Bankda (Managing Director) CS Shikha Sethi (Resigned on 31.12.2014), Ankit Bankda (CFO) CS Praniti Porwal (Joined from 01.01.2015)
Independent/Non Executive Directors	Mrs. Rinki Bankda (Women Director) Mr. Vinod Kabra, Mr. K.D. Neema, Mr. Praveen Jindal
Relatives of Director	Mrs. Vimla Bankda, Mr. Ankit Bankda, Kedarmal Bankda HUF, Mrs. Asha Bankda, Mrs. Sulabh Bankda, Mr. Ankur Bankda, Ankur Bankda HUF, Vijay Bankda HUF, Mrs. Payal Bankda, Shankarlal Bankda HUF, Rahul Bankda HUF, Rahul Bankda, Ankit Bankda HUF
Other related parties	Nil

b) Transactions during the year with related parties: (Rs. in Lacs)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Employee Benefits Expenses		Rent		Sitting Fees	
		Curr. Yr.	Prev. Yr.	Curr. Yr.	Prev. Yr.	Curr. Yr.	Prev. Yr.
A	Key Managerial Personnel						
	Mr. Kedarmal Bankda	6.00	4.20	2.16	2.16	0.00	0.00
	Mr. Vijay Bankda	6.00	4.20	2.16	2.16	0.00	0.00
	Mr. Ankit Bankda (CFO)	6.00	4.80	0.00	0.00	0.00	0.00
	CS Shikha Sethi (Resign on 31.12.14)	2.25	3.00	0.00	0.00	0.00	0.00
	CS Praniti Porwal (Joined on 01.01.15)	0.60	0.00	0.00	0.00	0.00	0.00
B	Independent/Non Executive Directors						
	Mrs. Rinki Bankda	1.77	4.20	0.00	0.00	0.05	0.00
	Mr. Praveen Jindal	0.00	0.00	0.00	0.00	0.05	0.08
	Mr. Vinod Kabra	0.00	0.00	0.00	0.00	0.13	0.08
	Mr. Krishna Das Neema	0.00	0.00	0.00	0.00	0.13	0.08
C	Relative of Director						
	Mrs. Vimla Bankda	4.20	3.60	2.16	2.16	0.00	0.00
	Mrs. Asha Bankda	3.60	3.00	4.32	4.32	0.00	0.00
	Mr. Rahul Bankda	6.00	4.20	2.16	2.16	0.00	0.00
	Mrs. Sulabh Bankda	4.80	4.20	0.00	0.00	0.00	0.00



Notes On Financial Statements For The Year Ended 31st March, 2015

(₹ in Lacs)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Employee Benefits Expenses		Rent		Sitting Fees	
		Curr. Yr.	Prev. Yr.	Curr. Yr.	Prev. Yr.	Curr. Yr.	Prev. Yr.
	Mr. Ankur Bankda	3.60	3.60	0.00	0.00	0.00	0.00
	Mrs. Payal Bankda	3.00	3.00	0.00	0.00	0.00	0.00
	Shankarlal Bankda (HUF)	0.00	0.00	2.40	2.40	0.00	0.00
	Vijay Bankda (HUF)	0.00	0.00	3.60	3.60	0.00	0.00
	Nature of Transactions	Key Managerial Personnel		Relative of Director		Parties with whom control exist	
A	Unsecured Loan received						
	Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	14.09	0.00
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	309.60
	Kedarmal Bankda	44.30	0.00	0.00	0.00	0.00	0.00
	Vijay Bankda	193.54	0.00	0.00	0.00	0.00	0.00
B	Unsecured Loan repaid						
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	13.08	314.70
	Kedarmal Bankda	44.30	0.00	0.00	0.00	0.00	0.00
	Vijay Bankda	193.54	0.00	0.00	0.00	0.00	0.00
C	Balances outstanding as at 31st March, 2015						
A	Assets						
	Long Term Loan & Advances						
	Mr. Kedarmal Bankda	118.00	118.00	0.00	0.00	0.00	0.00
	Mr. Vijay Bankda	103.00	103.00	0.00	0.00	0.00	0.00
	Mrs. Asha Bankda	0.00	0.00	88.00	88.00	0.00	0.00
	Mrs. Vimla Bankda	0.00	0.00	88.00	88.00	0.00	0.00
	Short Term Loans & Advances						
	Trade Services FZE, Rakia	0.00	0.00	0.00	0.00	0.00	6.00
	Long Term Investment						
	Investment with Trade Services FZE	0.00	0.00	0.00	0.00	10.68	0.00
B	Liabilities						
	Short Term Borrowings (Unsecured Loans)						
	Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	14.09	0.00
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	13.08
Note :	No amount has been provided as doubtful debts or advances/written off or written back in the year in respect of debts due from or to above related parties.						
27.12	DEFERRED TAX LIABILITY (Net)						
	Tax effect of items constituting deferred tax liability						
	Related to Fixed Assets						
	Opening Balance				6,82,57,396		6,82,57,396
	Less: Effect of change in depreciation policy as per Companies Act 2013				1,46,89,613		0
	Deferred Tax Liability As on 01/04/2014				5,35,67,783		0
	Timing differences on account of: Difference between Book & Tax Depreciation				25,57,447		0
	Deferred Tax Liability as on 31/03/2015				5,61,25,230		6,82,57,396
	Less: Tax effect of items constituting deferred tax assets						
	Unabsorbed Depreciation				0		0
	Provision for Gratuity				15,83,928		13,71,344
	Net Deferred Tax Liabilities				5,45,41,302		6,68,86,052



Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

27.13	The Company has revised depreciation rates on Fixed Assets effective from 1st April 2014 in accordance with requirement of Schedule II of Companies Act 2013 (The Act). The remaining useful life has been revised by adopting standard useful life as per the New Companies Act 2013. The carrying amount as on 1st April 2014 is depreciated over the remaining useful life. As a result of these changes a) the depreciation charged for the year ended 31st March 2015 is higher by Re 29.31 lacs. b) There is debit to retained earnings of Rs. 285.28 lacs (Net of deferred tax) for assets whose remaining life as on 1st April 2014 is expired in accordance with the revised life as per Companies Act 2013.
27.14	The Company does not have any pending litigation which would have material impact on its financial position.
27.15	The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
27.16	There has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund by the company.
27.17	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure.
27.18	Income Tax, Sales Tax and Purchase Tax Assessment are at various stages. According to company's management the provision for the same is sufficient.
27.19	Excise duty is net of Excise duty refund received against export under the Central Excise Rules amounting to Rs. 7,49,54,715 (Previous Year Rs. 5,72,53,255)
27.20	In the opinion of the Board, Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which these are stated in the Balance Sheet & that the provisions for known liabilities is adequate and not in excess of amount reasonably necessary.
27.21	Figures have been rounded off to the nearest rupee.
27.22	Significant Accounting Policies followed by the Company are as stated in the statement annexed as Annexure-I.



ANNEXURE - I

Statement referred to in Note No. 27.22 to the Financial Statements for the year ended 31st March, 2015.

SIGNIFICANT ACCOUNTING POLICIES :

A. SIGNIFICANT ACCOUNTING POLICIES :

i) Basis of Accounting :

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India. To comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013, the financial statements have been prepared under the historical cost convention on accrual basis.

ii) Use of estimates :

The presentation of financial statements is in conformity with generally accepted accounting principles requires estimates and assumptions to be made, that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the period.

Differences between the actual result and estimates are recognised in the period in which the results are known/materialised.

iii) Fixed Assets :

Fixed assets are stated at cost net of modvat/cenvat on construction and includes proportionate financial cost till commencement of production less accumulated depreciation.

iv) Depreciation :

Depreciation / Amortisation In respect of fixed assets acquired during the year, depreciation/ amortisation is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life, as per schedule II of the Companies Act, 2013.

v) Impairment of Assets:

An asset is treated as impaired when the carrying cost of Assets exceeds its recoverable value. An impairment loss is charged to the Profit & loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

vi) Inventory valuation :

a) Stock of raw materials/packing materials are valued at cost (net of modvat credit) on FIFO basis or net realisable value whichever is lower.

b) Stores & Spares and gift articles are valued at cost or net realisable value whichever is lower.

c) Semi finished goods are valued at approximate cost of input, depending on the stage of completion or net realisable value whichever is lower.

d) Finished goods are valued at cost or net realisable value which ever is lower. Cost for this purpose is determined by reducing the estimated gross margin from the billing price.

vii) Foreign Currency Transaction :

a) Transactions denominated in foreign currencies are normally recorded on exchange rate prevailing at the time of the transaction. Current liabilities related to foreign currency transaction are being converted at the year end at the closing rates for revenue transactions & exchanges gains/ losses in fluctuations of exchange rate are being dealt in the profit & loss account.

b) Monetary items denominated in foreign currencies and covered by forward exchange contracts are translated at the rate ruling on the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference is being recognised over the life of the contract.

viii) Investments :

The Investments are long term & stated at cost. Provision for diminution in the value of long term investment is made only if such a decline is other than temporary in the opinion of the management.

ix) Sales :

The company recognises sales at the point of dispatch of goods to the

customer.

x) Modvat/cenvat :

Modvat/cenvat credit is accounted on accrual basis on purchase of materials and capital goods and appropriated against payment of excise duty on clearance of the finished goods.

xi) Excise Duty :

Excise duty has been accounted on the basis of both, payments made in respect of goods cleared as also provision made for goods lying in bonded warehouses.

xii) Treatment of retirement benefit :

Retirement benefit to employees viz, gratuity is being accounted for on actuarial basis.

xiii) Borrowing cost :

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

xiv) Earning per share:

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and diluted equity outstanding during the year except where the results would be anti-dilutive.

xv) Provision for Current and Deferred Tax :

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

xvi) Contingent liabilities :

Contingent liabilities are not provided for. These are being disclosed by way of a note in Notes to Accounts.

xvii) Miscellaneous expenditure :

Miscellaneous expenditure is written off to the profit & loss account over a period of up to five years, depending upon the nature and expected future benefits of such expenditure. The management reviews the amortization period on a regular basis and if expected future benefits from such expenditure are significantly lower from previous estimates, the amortization period is accordingly changed.

**As per our report of even date annexed
For S.P. Moondra & Co.
Chartered Accountants**

**S.P. Moondra
Proprietor
M. No. : 073747
F.R. No. : 004879C
Place : Indore
Dated : 30th May, 2015**

**For and on behalf of the
Board of Directors**

**Kedarmal Bankda
Chairman & Whole Time Director
DIN : 00023050**

**Vijay Bankda
Managing Director
DIN : 00023027**

**Praniti Porwal
Company Secretary
ACS35282**

**Ankit Bankda
Chief Financial Officer**



**INDEPENDENT AUDITOR'S OPINION
TO THE MEMBERS OF M/S. SYNCOM FORMULATIONS (INDIA) LIMITED
REPORTS ON THE CONSOLIDATED FINANCIAL STATEMENTS.**

We have audited the accompanying consolidated financial statements of Syncom Formulation Ltd. (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred as "the Group") and its associates comprising of the Consolidated Balance Sheet as at 31st March, 2015, the Consolidated statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

Management's responsibility for the Consolidated Financial Statements.

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on whether the Holding Company has an adequate internal financial controls system over financial reporting in place and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, are sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 consolidated state of affairs of the Group and its associates as at 31st March, 2015, and their consolidated profit/loss and their consolidated cash flows for the year ended on that date.

Other Matters

We did not audit the financial statements of Trade Services FZE. subsidiary, whose financial statements reflect total assets (net) of Rs. 11,01,604 as at 31st March, 2015, and total revenues (including other income) of Rs. Nil and net cash flow amounting to Rs. 4.79 Lacs for the year ended on that date, as considered in the consolidated financial statements. These financial statement have been audited by other Auditors whose reports have been furnished to us by Management and our opinion on the consolidated financial statement, in so far it relates to the other disclosures included in respect of these subsidiaries is based solely on the reports of the other auditors. In respect of wholly owned subsidiaries, since they are not incorporated in India. In our view, reports in terms of sub-section (3) and (11) of Section 143 of the Act are not applicable.

Our opinion on the consolidated financial statements, and our reports on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and reports of the other auditors and the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, considering that the wholly owned subsidiaries are incorporated outside India and an associate whose accounts are not audited as on the date of report, the matters specified in paragraphs 3 and 4 of the Order in our view, are not applicable and not possible to report upon, respectively. In respect of the Holding company, a Statement on matters specified in paragraphs 3 and 4 of the Order may be referred to in Independent Auditor's Report on the Standalone Financial Statements.
2. As required by Section 143(3) of the Act, we report, to the extent applicable to the Holding Company and subject to sub-paragraphs (a) of the Other Matters paragraph above, with regard to our inability of reporting under Section 143(3) of the Act in respect of wholly owned subsidiaries and associate, 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 of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet and the Consolidated Statement of Profit and Loss dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. There were no pending litigations which would impact the consolidated financial position of the Group, and its associates.
 - ii. The Group, and its associates did not have any material foreseeable losses on long-term contracts including derivative contracts
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies and associate companies incorporated in India.

FOR, S.P. MOONDRA & CO.
CHARTERED ACCOUNTANTS

S.P. MOONDRA
PROPRIETOR
M.NO. 073747
F.R. NO. 004879C

Place: Indore
Date : 30th May, 2015



Consolidated Balance Sheet As at 31st March, 2015

(Amount in ₹)

Particulars		As at 31-03-2015	As at 31-03-2014
EQUITY AND LIABILITIES			
Share holders' funds			
Share capital	1	78,06,52,180	78,06,52,180
Reserves and surplus	2	22,15,80,284	17,13,34,180
		1,00,22,32,464	95,19,86,360
Non-Current Liabilities			
Deferred Tax Liability (Net)	3	5,45,41,302	6,68,86,052
Other long-term liabilities	4	16,50,080	12,00,000
		5,61,91,382	6,80,86,052
Current Liabilities			
Short Term Borrowings	5	6,07,70,055	3,30,36,138
Trade Payables	6	19,91,77,251	29,35,31,502
Other Current Liabilities	7	1,62,86,998	85,88,839
Short Term Provisions	8	4,14,29,300	4,51,59,228
		31,76,63,604	38,03,15,706
GRAND TOTAL		1,37,60,87,450	1,40,03,88,118
ASSETS			
Non-Current Assets			
Fixed Assets			
Tangible Assets	9	45,67,37,072	50,20,70,387
Intangible Assets	9	10,35,047	5,11,733
Non-Current Investments	10	6,37,80,780	9,30,67,117
Long Term Loans and Advances	11	6,75,39,326	5,97,48,588
		58,90,92,225	65,53,97,825
Current Assets			
Inventories	12	10,93,87,773	9,89,65,117
Trade Receivables	13	31,15,87,343	29,41,56,887
Cash and Bank Balances	14	6,77,34,923	5,27,60,482
Short-Term Loans and Advances	15	29,25,26,160	29,46,14,934
Other Current Assets	16	57,59,026	44,92,873
		78,69,95,225	74,49,90,292
GRAND TOTAL		1,37,60,87,450	1,40,03,88,118
Notes & significant accounting policies, forming part of financial statements	1-27		

As per our report of even date annexed

For S.P. Moondra & Co.
Chartered AccountantsS.P. Moondra
ProprietorM. No. : 073747
F.R. No. : 004879C
Place : Indore
Dated : 30th May, 2015

For and on behalf of the Board of Directors

Kedarmal Bankda
Chairman & Whole Time Director
DIN : 00023050Vijay Bankda
Managing Director
DIN : 00023027Praniti Porwal
Company Secretary
ACS35282Ankit Bankda
Chief Financial Officer



Consolidated Statement Of Profit And Loss For The Year Ended 31st March, 2015 (Amount in ₹)

Particulars	Note	2014-15	2013-14
INCOME			
Revenue from Operations (Gross)	17	1,73,50,54,488	1,51,64,75,692
Less : Excise Duty		11,43,614	35,90,268
Revenue from Operations (Net)		1,73,39,10,874	1,51,28,85,424
Other Income	18	1,97,69,109	1,12,04,927
Total Revenue		1,75,36,79,983	1,52,40,90,351
EXPENDITURE			
Cost of materials consumed	19	89,84,28,706	70,95,91,319
Purchase of Stock-in-Trade	20	26,90,21,722	32,10,99,794
Changes in inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	21	(75,49,901)	(1,35,18,436)
Employee Benefits Expenses	22	13,50,49,938	11,43,42,826
Finance Costs	23	21,26,767	35,53,959
Depreciation and Amortisation Expenses	24	3,43,21,028	3,07,33,257
Other Expenses	25	25,73,57,218	21,89,82,529
Total Expenses		1,58,87,55,478	1,38,47,85,247
Profit / (Loss) before Extraordinary Items and Tax		16,49,24,505	13,93,05,104
Less : Extraordinary Item	26	85,76,470	41,468
Profit/(Loss) before Tax		15,63,48,035	13,92,63,636
Tax Expenses			
Current Tax		5,37,44,417	4,31,51,295
Income Tax (Earlier Years)		26,93,316	(29,38,286)
Deferred Tax		23,44,863	58,84,876
Profit for the year		9,75,65,439	9,31,65,751
Earning per equity share of Re. 1 each			
Basic & Diluted Before Extraordinary Activities (In Re.)		0.125	0.119
Basic & Diluted After Extraordinary Activities (In Re.)		0.125	0.119
Notes & significant accounting policies, forming part of financial statements	1-27		

As per our report of even date annexed

For S.P. Moondra & Co.
Chartered Accountants

S.P.Moondra
Proprietor

M. No. : 073747
F.R. No. : 004879C
Place : Indore
Dated : 30th May, 2015

For and on behalf of the Board of Directors

Kedarmal Bankda
Chairman & Whole Time Director
DIN : 00023050

Vijay Bankda
Managing Director
DIN : 00023027

Praniti Porwal
Company Secretary
ACS35282

Ankit Bankda
Chief Financial Officer

Consolidated Cash Flow Statement For The Year Ended 31st March, 2015 (₹ in Lacs)

Particulars	Year Ended 31-03-2015		Year Ended 31-03-2014	
A. CASH FLOW FROM OPERATING ACTIVITIES:				
Net profit before extraordinary items & tax		1,649.24		1,393.05
<i>Adjustments for:</i>				
Depreciation	340.23		299.08	
Amortisation of Share Issue Expenses	2.97		8.26	
Finance costs	21.27		35.54	
Interest income	(147.48)		(67.28)	
Dividend income	0.00		(0.20)	
Loss on sale of Investments	85.77		0.41	
Rental income from investment properties	(43.30)	259.46	(39.75)	236.06
Operating profit before working capital changes		1908.70		1629.11
<i>Changes in working capital</i>				
Adjustments for (increase)/decrease in operating assets:				
Inventories	(104.23)		(382.19)	
Trade receivables	(174.30)		(47.96)	
Short term loans and advances	20.89		(812.87)	
Long term loans and advances	(77.91)		(68.04)	
Other current assets	(15.64)		(25.97)	
Adjustments for increase/(decrease) in operating liabilities:				
Trade payables	(943.54)		992.81	
Other current liabilities	76.98		(85.63)	
Other long-term liabilities	4.50		(206.00)	
Short-term provisions	(37.30)	(1250.55)	82.32	(553.53)
		658.15		1075.58
Cash flow from extraordinary items	(85.77)	(85.77)	(0.41)	(0.41)
Cash generated from operations		572.38		1075.17
Net income tax (paid)	(564.38)	(564.38)	(402.13)	(402.13)
Net cash flow from / (used in) operating activities (A)		8.00		673.04
B. CASH FLOW FROM INVESTING ACTIVITIES				
Capital expenditure on fixed asset	(324.31)		(278.00)	
Purchase of long-term investments	(78.46)		(522.92)	
Proceeds from sale of long-term investments	285.57		265.75	
Interest received	147.48		67.28	
Dividend received	0.00		0.20	
Rental income from investment properties	43.30		39.75	
Net cash flow (used in) investing activities (B)		73.58		(427.94)



Consolidated Cash Flow Statement For The Year Ended 31st March, 2015 (₹ in Lacs)

Particulars	Year Ended 31 - 03 - 2015		Year Ended 31 - 03 - 2014	
C. CASH FLOW FROM FINANCING ACTIVITIES:				
Proceeds from Issue of Equity Shares	0.00		0.00	
Proceeds from other short-term borrowings	277.35		125.03	
Repayment of other short-term borrowings	0.00		0.00	
Finance cost	(21.27)		(35.54)	
Dividends paid	(156.13)		(156.13)	
Tax on dividend	(31.78)		(26.53)	
Net cash flow from / (used in) financing activities (C)		68.17		(93.17)
Net increase/(decrease) in cash and cash equivalents (A+B+C)		149.75		151.93
Cash and cash equivalents at beginning of the year		527.60		375.67
Cash and cash equivalents at the end of the year		677.35		527.60

As per our report of even date annexed

For S.P. Moondra & Co.
Chartered Accountants

S.P. Moondra
Proprietor

M. No. : 073747
F.R. No. : 004879C
Place : Indore
Dated : 30th May, 2015

For and on behalf of the Board of Directors

Kedarmal Bankda
Chairman & Whole Time Director
DIN : 00023050

Vijay Bankda
Managing Director
DIN : 00023027

Praniti Porwal
Company Secretary
ACS35282

Ankit Bankda
Chief Financial Officer



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

Particulars	2014-2015	2013-2014		
NOTE - 1: SHARE CAPITAL				
Authorized Share Capital				
80,00,00,000 equity shares of Re. 1 each (Previous Year 80,00,00,000 equity share of Rs. 1 each)	80,00,00,000	80,00,00,000		
Issued, Subscribed & Paid up				
78,06,52,180 Equity shares of Re. 1 fully paid up (Previous year 78,06,52,180 Equity Shares of Rs. 1 fully paid up.)	78,06,52,180	78,06,52,180		
<p>(The company has only one class of equity share. Each share holder is eligible for one vote per share The dividend proposed by the board is subject to the approval of share holders except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the assets of the company after distribution of all preferential amounts in proportion to their shareholding.</p> <p>1.1 of the above shares 75,00,000 equity shares of Re 1 each (Previous year 7500000 Shares of Rs. 1 each) were allotted as fully paid up bonus shares by capitalisation of General Reserve.</p> <p>1.2 of the above Share 4,92,40,000 shares of Re 1 each (Previous year 4,92,40,000 shares of Rs. 1 each) have been allotted for consideration other than cash</p> <p>1.3 of the above shares equity 55,76,08,700 equity shares of Re.1 were allotted as bonus shares fully paid up bonus shares by capitalisation of General Reserve, share Premium, share Forfeiture in the proportion of 5 share for every 2 share of Re 1/-</p>				
The details of Shareholders holding more than 5% shares:				
Name of the Shareholder	As at 31.03.2015		As at 31.03.2014	
	No. of shares(Re1)	% held	No. of shares(Re1)	% held
Mr. Kedarmal Bankda	9,01,94,650	11.55%	9,01,94,650	11.55%
Mr. Vijay Bankda	5,85,53,775	7.50%	5,85,53,775	7.50%
Mr. Ankur Vijay Bankda	4,28,13,925	5.48%	4,28,13,925	5.48%
Mr. Ankit Bankda	4,68,86,420	6.01%	4,68,86,420	6.01%
Mrs. Asha Bankda	4,75,53,485	6.09%	4,75,53,485	6.09%
Mr. Rahul Bankda	4,07,59,915	5.22%	4,07,59,915	5.22%
M/s Odyssey Corp. Ltd.	1,41,23,631	1.81%	4,64,95,000	5.96%
M/s. Paradise Vyapar Pvt. Ltd.	4,71,86,125	6.05%	4,71,86,125	6.05%
The reconciliation of the number of shares outstanding is set out below:				
Particulars	No. of shares			
	As at 31.03.2015	As at 31.03.2014		
Equity shares at the beginning of the year	78,06,52,180	2,23,04,348		
Add: Due to sub division of face value from Re.10 to Re. 1	0	20,07,39,132		
Add: Issue of Bonus share in Ratio of 5:2 to existing share holder	0	55,76,08,700		
Equity shares at the end of the year	78,06,52,180	78,06,52,180		
NOTE - 2: RESERVES & SURPLUS				
Capital Reserve				
State capital subsidy				
As per last balance sheet	a	7,50,000	7,50,000	
On account of forfeiture of shares / warrant				
As per last balance sheet		0	16,19,300	
Less : Utilised during the year by Issue of Bonus Shares		0	16,19,300	
	b	0	0	



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

Particulars	2014-2015	2013-2014
Securities Premium Reserve		
As per last balance sheet	0	30,65,97,996
Less : Utilised during the year by Issue of Bonus Shares	0	30,65,97,996
c	0	0
General reserve		
(As per last balance sheet)	10,00,00,000	30,00,00,000
Less : Utilised during the year by Issue of Bonus Shares	0	24,93,91,404
Add: Set aside during the year	7,85,27,841	4,93,91,404
Less : Effect of depreciation charged as per Companies Act 2013 Net of Deferred Tax	2,85,27,841	0
d	15,00,00,000	10,00,00,000
Surplus - Balance in Statement of Profit & Loss		
As per last balance sheet	7,05,84,180	4,50,76,314
Add: Profit for the year	9,75,65,439	9,31,65,751
Less: Transfer to General Reserve	7,85,27,841	4,93,91,404
Less: Proposed Equity Dividend	1,56,13,044	1,56,13,044
Less: Tax on Proposed Equity Dividend	31,78,450	26,53,437
e	7,08,30,284	7,05,84,180
(a to e)	22,15,80,284	17,13,34,180
NOTE - 3: DEFERRED TAX LIABILITY (NET)		
Deferred Tax Liability on account of		
Depreciation	5,61,25,230	6,82,57,396
Less : Deferred Tax Assets on account of		
Provision for Gratuity	15,83,928	13,71,344
Net Deferred Tax liability / (Assets)	5,45,41,302	6,68,86,052
NOTE - 4: OTHER LONG-TERM LIABILITIES		
Trade Deposits	2,00,000	12,00,000
Deposit Against Property Let Out	14,50,080	0
	16,50,080	12,00,000
NOTE - 5: SHORT TERM BORROWINGS		
Loan repayable on demand		
Secured		
Working Capital Loans (Over Draft)		
From Dena Bank	4,88,18,337	3,09,44,842
From State Bank of India	1,05,42,588	7,83,095
Security:		
Overdrafts from banks are secured against the lein of fixed deposit receipts		
Unsecured		
From Companies (Refer Note No. 27.11)	14,09,130	13,08,200
	6,07,70,055	3,30,36,138
NOTE - 6: TRADE PAYABLE (Refer Note No. 27.09)		
Micro, Small and Medium Enterprises	60,70,687	50,49,704
Others	19,31,06,564	28,84,81,798
	19,91,77,251	29,35,31,502



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

Particulars		2014-2015	2013-2014						
NOTE - 7: OTHER CURRENT LIABILITIES									
Unclaimed dividend		12,99,311	12,95,903						
Right issue Refund Payable A/c		1,717	18,717						
Creditors - Capital Expenditure		46,33,163	17,85,174						
Advance from Customers		66,72,224	20,55,950						
Statutory Dues		36,80,584	34,33,095						
		1,62,86,998	85,88,839						
NOTE - 8: SHORT TERM PROVISIONS									
Provision for Bonus, Gratuity and leave encashment		72,89,234	65,14,460						
Provision for Income Tax- Net of Advance. Tax Rs. 4,89,39,765 (Pre. Yr. Rs. 3,59,05,261)		48,04,652	72,46,034						
Provision for Expenses		1,05,43,920	1,31,32,253						
Proposed dividend		1,56,13,044	1,56,13,044						
Corporate Dividend Tax Payable		31,78,450	26,53,437						
		4,14,29,300	4,51,59,228						
NOTE - 9: FIXED ASSETS (AT COST)									
PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	As at 31.03.14	Additions	As at 31.03.15	As at 31.03.14	Due to Change in method as per Sch II	For the Year	As at 31.03.15	As at 31.03.15	As at 31.03.14
TANGIBLE ASSETS: Own Assets									
Lease hold land	11,86,605	0	11,86,605	1,79,790	0.00	12,587	1,92,377	9,94,228	10,06,815
Building Factory	19,03,60,865	43,43,355	19,47,04,220	5,79,40,135	10,14,292	59,16,503	6,48,70,930	12,98,33,290	13,24,20,730
Building others	14,59,75,800	0	14,59,75,800	78,18,394	0.00	23,07,332	1,01,25,726	13,58,50,074	13,81,57,406
Plant & Machineries	28,91,47,873	1,46,97,328	30,38,45,201	13,62,49,224	1,81,53,371	1,59,19,046	17,03,21,641	13,35,23,560	15,28,98,649
Electrical Installation	4,05,49,903	73,13,373	4,78,63,276	1,36,62,625	75,02,127	21,58,040	2,33,22,792	2,45,40,484	2,68,87,278
Furniture & Fixtures	4,97,90,589	3,40,175	5,01,30,764	2,68,27,946	71,31,160	23,74,564	3,63,33,670	1,37,97,094	2,29,62,643
Office Equipments	2,74,58,715	24,04,764	2,98,63,479	1,08,91,336	94,16,504	32,92,355	2,36,00,195	62,63,284	1,65,67,379
Computers	1,07,36,188	5,69,381	1,13,05,569	1,00,20,668	0.00	86,365	1,01,07,033	11,98,536	7,15,520
Vehicles	1,32,54,963	21,32,173	1,53,87,136	28,00,996	0.00	18,49,618	46,50,614	1,07,36,522	1,04,53,967
TOTAL (A)	76,84,61,501	3,18,00,549	80,02,62,050	26,63,91,114	4,32,17,454	3,39,16,410	34,35,24,978	45,67,37,072	50,20,70,387
INTANGIBLE ASSETS:									
Software	33,77,290	6,30,000	40,07,290	28,65,557	0.00	1,06,686	29,72,243	10,35,047	5,11,733
TOTAL (B)	33,77,290	6,30,000	40,07,290	28,65,557	0.00	1,06,686	29,72,243	10,35,047	5,11,733
TOTAL (A+B)	77,18,38,791	3,24,30,549	80,42,69,340	26,92,56,671	4,32,17,454	3,40,23,096	34,64,97,221	45,77,72,119	50,25,82,120
Prev. Year	74,40,38,807	2,77,99,984	77,18,38,791	23,93,49,155	0.00	2,99,07,516	26,92,56,671	50,25,82,120	50,46,89,652
NOTE - 10: NON CURRENT INVESTMENTS									
In equity shares - quoted, fully paid up									
M/s Ravi Kumar Distilleries Ltd.							1,79,26,033		1,79,26,033
5,11,000 shares of Rs. 10 each fully paid up (Previous Year 5,11,000)									
Market value Rs. 21,20,650 (Previous year 22,99,500)									
Bil Energy Systems Ltd.,							68,68,519		68,68,519
10,63,000 (Prev. Yr. 10,63,000) shares of Re 1 fully paid up - Mkt. Val. Re. 10,73,630 (Prev. Yr. Re 19,24,030)									
The Byke Hospitality Ltd.							0		4,79,869
Nil (Previous Yr. 1,500) shares of Re 10 fully paid up Market Value 0 (Prev. Yr. Re 4,80,075)									
PFL Infotech Ltd.							1,74,44,039		1,74,44,039
32,700 (Prev. yr. 32,700) shares of Re. 10 fully paid up - Market Value Rs.67,11,675 (Prev. Yr. Re 2,38,57,920)									
Risa International Ltd., 45,000 shares of Re 2 fully paid up							56,74,407		56,74,407
(Prev. Yr. 9000 shares of Re 10 fully paid up) Mkt Val. Re 76,09,500 (Prev. Yr.1,05,33,150)									
Rutron International Ltd.							39,43,231		39,43,231
5,50,000 (Prev. Yr. 5,50,000) shares of Re 1 fully paid up - Market Value Rs. 34,10,000 (Prev. Yr. Re 39,60,000)									

Notes On Financial Statements For The Year Ended 31st March, 2015

(Amount in ₹)

Particulars	2014-2015	2013-2014
Upsurge Investment & Finance Ltd. 2,74,000 (Prev. Yr. 4,10,000) shares of Re 10 fully paid up Market Value Re. 54,25,000 (Prev. Yr. Re 67,24,000)	1,04,62,339	1,78,81,019
Lupin Limited 1000 Shares (Previous Year Nil) of Re 2 each fully paid up Market Value Re 20,07,050	14,62,212	0
a	63,780,780	7,02,17,117
In equity shares - unquoted, fully paid up 2,28,500 shares of M/s Bharosemand Commodities Pvt. Ltd. of Rs. 100 each	0	2,28,50,000
b	0	2,28,50,000
(a+b)	63,780,780	9,30,67,117
NOTE - 11: LONG TERM LOANS & ADVANCES (Unsecured Considered Goods)		
Capital advances	2,53,57,542	1,72,98,652
Deposits	24,81,784	27,49,936
Deposit for Premises (Related parties) (Refer note 27.11)	3,97,00,000	3,97,00,000
	6,75,39,326	5,97,48,588
NOTE - 12: INVENTORIES (At lower of cost or net realizable value)		
Raw Materials	2,72,73,169	3,66,52,293
Stock in Process	2,89,83,799	2,13,35,850
Finished Goods	2,09,78,408	2,10,76,456
Packing Material	2,98,38,487	1,76,95,989
Stores & spares and others	23,13,910	22,04,529
	10,93,87,773	9,89,65,117
Details of Inventories of Work in Progress		
Tablets	1,48,08,056	1,49,31,529
Capsules	85,16,343	28,01,319
Liquids	16,13,754	12,73,296
Others	40,45,646	23,29,706
	2,89,83,799	2,13,35,850
NOTE - 13: TRADE RECEIVABLE (Unsecured, Considered Goods)		
Within Six Months	30,78,03,659	29,39,45,487
Over Six Months	37,83,684	2,11,400
	31,15,87,343	29,41,56,887
NOTE - 14: CASH & BANK BALANCE		
Cash in hand (As certified)	13,56,262	13,75,845
Balance with Banks		
- In Current Account	1,00,42,634	1,50,35,017
- In Current accounts in respect of unclaimed dividend warrants	12,99,310	12,95,903
- In Current accounts in respect of Right issue refund orders	1,717	18,717
- In Fixed Deposit with Banks (Given as lien to Bank and Govt. Dept.)	5,50,35,000	3,50,35,000
	6,77,34,923	5,27,60,482

Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

Particulars	2014-2015	2013-2014
NOTE - 15: SHORT TERM LOANS AND ADVANCES		
(Unsecured and considered good)		
Loans and Advance to employees	95,32,290	86,47,300
Loans and Advance to others	11,10,45,230	16,28,39,038
Prepaid Expenses	3,11,180	2,33,521
Balances with Govt. Authorities		
- Export incentives receivables	5,30,63,204	3,74,69,914
- Excise duty receivable	2,91,86,475	3,40,11,272
- Balance with Central Excise	5,60,40,608	3,49,03,085
- VAT receivable	3,33,47,173	1,65,10,803
	29,25,26,160	29,46,14,934
NOTE - 16: Other Current Assets		
a. Accruals		
Interest Accrued but not due on fixed deposits with bank	a 46,57,422	35,72,469
b. Miscellaneous Expenditure		
(To the extent not written off or adjusted)		
Share issue expenses		
As per last balance sheet	2,97,932	11,23,673
Add: Incurred during the period	0	0
Less: Written off during the year	2,97,932	8,25,741
	b 0	2,97,932
Preliminary Expenses		
As per Last Balance Sheet	6,00,000	0
Add : Incurred During the Period	4,67,896	6,00,000
	10,67,896	6,00,000
Pre Operative Expenses		
As per Last Balance Sheet	22,472	11,236
Add : Incurred during the Period	11,236	11,236
	33,708	22,472
	11,01,604	6,22,472
	57,59,026	44,92,873
NOTE - 17: REVENUE FROM OPERATIONS		
Sales		
- Export Sales	1,34,19,49,001	1,05,45,29,140
- Domestic Sales	33,57,85,413	41,95,91,013
Total	1,67,77,34,414	1,47,41,20,153
Export Incentives	5,73,20,074	4,23,55,539
Total	1,73,50,54,488	1,51,64,75,692
Less : Excise Duty	11,43,614	35,90,268
Total	1,73,39,10,874	1,51,28,85,424



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

Particulars	2014-2015	2013-2014
NOTE - 17(a): REVENUE FROM OPERATIONS		
Sales of Product Comprises of Manufactured Goods		
- Tablets	81,87,28,092	62,92,50,906
- Capsules	20,33,93,631	16,50,11,682
- Liquids	8,58,03,613	8,52,16,068
- Injectable	11,83,81,545	10,03,27,575
- Ointment	65,53,585	1,01,67,527
- Dry Powder	1,38,47,210	99,30,345
- Inhaler	2,44,859	0
Total of Manufactured Goods (a)	1,24,69,52,535	99,99,04,103
Traded Goods		
- Mentha Oil	3,00,55,716	10,26,08,298
- Tablets	10,57,66,356	11,03,61,464
- Liquids	8,59,81,862	9,18,95,098
- Capsules	2,55,83,254	2,44,84,150
- Ointment	1,38,32,647	1,29,41,519
- Dry Powder	1,83,79,151	60,76,812
- Rice	6,63,49,041	4,49,81,906
- Soya DOC	4,10,21,815	2,91,79,091
- Raw Material	64,42,566	3,77,07,835
- Others	3,73,69,471	1,39,79,877
Total of Traded Goods (b)	43,07,81,879	47,42,16,050
Grand Total (a+b)	1,67,77,34,414	1,47,41,20,153
NOTE - 18: OTHER INCOME		
Interest received		
Others	96,23,933	35,10,781
Bank	51,23,885	32,16,980
Dividend Income		
From Investment (Others)	0	20,000
Other non operating income		
Rent	43,30,552	39,75,744
Miscellaneous Income	6,90,739	4,75,141
Commission	0	6,281
	1,97,69,109	1,12,04,927
NOTE - 19: PARTICULARS OF MATERIALS CONSUMED		
Paracetamol	13,78,83,857	9,53,23,789
Ibuprofen	1,77,39,709	1,21,98,202
Chloroquine Phosphate	3,76,20,046	3,41,95,410
Cefixime Trihydrate	1,27,13,471	2,78,44,831
Packing Material	31,58,23,211	26,01,52,534
Others	37,66,48,412	27,98,76,554
	89,84,28,706	70,95,91,319



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

Particulars					2014-2015	2013-2014
NOTE - 19(a): COST OF MATERIALS CONSUMED						
		2014-15		2013-14		
Particulars	Amount	%	Amount	%		
Imported	0	0	0	0	0	0
Indigenous	89,84,28,706	100	70,95,91,319	100	89,84,28,706	70,95,91,319
Total	89,84,28,706	100	70,95,91,319	100	89,84,28,706	70,95,91,319
NOTE - 20: PURCHASE OF STOCK-IN-TRADE						
Mentha Oil					3,00,70,944	10,29,57,163
Tablets					4,91,55,161	5,31,07,538
Liquids					3,48,67,386	3,77,49,552
Capsules					84,78,030	92,68,820
Raw Material					55,70,790	3,56,04,953
Soya DOC					4,02,79,288	2,88,45,057
Rice					5,14,93,587	3,05,75,401
Dry Powder					1,48,48,239	42,41,005
Others					3,42,58,297	1,87,50,305
					26,90,21,722	32,10,99,794
NOTE - 21: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK- IN- TRADE						
Inventories (at close)						
Finished Goods					2,09,78,408	2,10,76,456
Stock in Process					2,89,83,799	2,13,35,850
Stock in Trade					0	0
				a	4,99,62,207	4,24,12,306
Inventories (at commencement)						
Finished Goods					2,10,76,456	1,79,15,076
Stock in Process					2,13,35,850	1,09,78,794
Stock in Trade					0	0
				b	4,24,12,306	2,88,93,870
(Increase) / Decrease in stock				(b-a)	(75,49,901)	(1,35,18,436)
NOTE - 22: EMPLOYEE BENEFITS EXPENSES						
Salary and Wages					11,67,86,101	10,23,68,679
Salaries and Allowances to Directors					12,00,000	8,40,000
Contribution to provident and other fund					50,71,773	45,35,197
Gratuity					8,36,414	8,49,061
Workmen and Staff welfare					1,11,55,650	57,49,889
					13,50,49,938	11,43,42,826
As per Accounting standard 15 "Employee benefits" the disclosures as defined in the Accounting Standard are given below:						
Defined Contribution Plans		2014-15		2013-14		
Employer's Contribution to Provident Fund		31,31,340		27,12,921		
Employer's Contribution to E.S.I.		19,40,433		18,22,276		
		50,71,773		45,35,197		



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

Particulars	2014-2015	2013-2014
NOTE-23: FINANCE COST		
Interest Expenses		
Bank	20,22,190	8,80,829
Other	1,04,577	26,73,130
	21,26,767	35,53,959
NOTE-24: DEPRECIATION AND AMORTISATION EXPENSES		
Depreciation (As per Note No. 9)	3,40,23,096	2,99,07,516
Amortisation of Share Issue Expenses	2,97,932	8,25,741
	3,43,21,028	3,07,33,257
NOTE-25: OTHER EXPENSES		
Manufacturing Expenses		
Power and Fuel	2,49,75,336	2,18,94,564
Repairs to Machineries	90,64,482	48,39,775
Vehicle hire charges	10,79,144	10,68,464
Factory Expenses	43,15,875	34,66,970
Insurance Expenses	8,20,553	6,31,384
Security charges	10,76,826	9,65,616
	a	4,13,32,216
Selling & Distribution expenses		
Ocean Freight	4,20,36,160	4,54,79,706
Export Expenses	2,62,43,075	2,17,29,367
Selling Expenses	3,89,28,210	1,89,94,198
Sales Promotion Expenses	2,97,61,726	3,20,75,208
	b	13,69,69,171
Establishment expenses		
Travelling Expenses	5,92,12,215	4,41,50,406
Legal & Professional	36,10,829	81,37,313
Rent	18,96,000	18,96,000
Electricity & Water	26,73,388	20,62,964
Expenditure towards Corporate Social Responsibility (CSR)	20,00,000	0
Sundry Expenses	65,04,863	62,34,751
Telephone & Postage	15,42,012	26,81,087
Payment to Auditors		
- Audit Fee	95,506	73,034
- Tax Audit Fee	28,090	22,472
- Certification Fee	10,952	19,101
Membership & Subscription	1,03,540	38,690
Bonus Issue Expenses	0	7,38,253
Bank Charges	7,91,396	1,12,64,72
Repairs & Maintenance	3,32,417	4,89,160
Vehicle Running & Maintenance	2,54,624	1,67,573
	c	7,90,55,831
	(a+b+c)	25,73,57,218
NOTE - 26: EXTRAORDINARY ITEM		
Long Term Capital Loss on Sales of Investments	85,76,470	41,468
	85,76,470	41,468

Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

NOTE - 27			
27.01	Derivative contracts entered into by the Company and outstanding as on 31st March, 2015		
	a) Nominal amounts of Forward contracts entered into by the Company and outstanding as on the date of balance sheet is Rs. 902.08 lac (Previous Year Rs. 741.35 lacs) category wise breakup is below: (₹ in Lacs)		
	Sr. No.	Particular	31.03.2015
	1	US \$	741.35
	b) Foreign currency exposures that are not hedged by forward cover Rs. 1522.58 lacs (Previous Year 1228.01 lacs)		
27.02	Earning in Foreign Exchange: Export Sales (FOB Value) Rs. 13125.51 Lacs (Prev. Year 10056.50 Lacs)		
	Expenditure in Foreign Exchange:	31.03.2015	31.03.2014
	Capital Goods		
	Machines	22,20,717	0
	Others		
	Commission on sales	4,07,996	10,31,413
	Traveling Exp. (Foreign)	13,32,717	11,22,301
	Product registration charges		
27.03	Details of Government grants		
	Particulars	31.03.2015	31.03.2014
	Government grants received by the Company during the Year towards		
	- Export incentive (DEPB) \ Duty Draw Back	5,73,20,074	4,23,55,539
		5,73,20,074	4,23,55,539
27.04	Borrowing costs capitalised during the year - Nil (Previous Year Nil)		
27.05	Contingent liabilities and commitments (to the extent not provided for) (₹ in Lacs)		
	Contingent liabilities		
	a) Claims against the Company not acknowledged as debt		
	(i) Income Tax demand for A.Y. 2006-07	45.30	45.30
	(ii) Provident Fund demand	7.55	7.55
	(iii) Income Tax demand for A.Y. 2010-11	7.64	7.64
	(iv) Income Tax demand for A.Y. 2011-12	20.81	20.81
	(v) Appeal with D C Commercial Tax F.Y. 2009-10	0.32	0.32
	(vi) Appeal with D C Commercial Tax F.Y. 2010-11	0.42	0.00
	(vii) Appeal with D C Commercial Tax F.Y. 2011-12	0.97	0.00
	b) Capital commitments	275.18	235.15
	c) Bank Guarantees	0.00	0.00
27.06	Segment Information: The Company is operating in single segment.		
27.07	Earning per share		
		31.03.2015	31.03.2014
	Weighted average number of equity shares outstanding during the year	78,06,52,180	55,91,36,395
	Net profit after tax available for equity shareholders	9,75,65,439	9,31,65,751
	Basic & Diluted Earnings (in Rupees) per share	0.12	0.17
	Face value per share (in Rupees)	1.00	1.00
27.08	Expenditure related to Corporate Social Responsibility as per Section 135 of the Companies Act 2013 read with Schedule VII thereof : Gross Amount to be spent by the company during the year Re 18.56 lacs		
	1. Construction / acquisition on any Assets	Nil	Nil
	2. On purpose other than (1) above	20.00	Nil
27.09	The company has addressed letters to suppliers seeking confirmations as to registration under the "Micro, Small and Medium Enterprises Development Act, 2006". Based on the information available with the company, an amount of Rs. 60.70 lacs is due to Micro, Small and Medium Enterprises as detailed below:		



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (₹ in Lacs)

S.No.	Name of the Party	Current Year	Previous Year
1	Ideal Cures Pvt. Ltd., Mumbai	0.09	0.44
2	Lux Flavours	0.91	0.51
3	P.G. Holographic Products, Indore	1.68	0.00
4	Packwell Packaging	0.00	11.64
6	Panna Flex Pack, Indore	24.36	16.24
8	Shree Packers (MP) PVT LTD.	33.66	21.67
TOTAL		60.70	50.50

All the amounts outstanding are due for a period less than that prescribed under the Act and all the payments during the year have been paid within the period less than that prescribed under the Act. Interest Paid/ Payable is Rs. Nil.

27.10 The outstanding balances of the debtors, creditors, advances and unsecured loans are as per books of accounts and subject to confirmation from respective parties.

27.11 RELATED PARTY DISCLOSURES

As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:

a) Details of related parties:

Description of relationship	Name of Related Parties
Parties with whom control exist	M/s Trade Services FZE- Subsidiary ARP Pharma Pvt. Ltd., Strand Developers Pvt. Ltd., Paradise Vyapaar Pvt. Ltd.
Key Management Personnel (KMP)	Mr. Kedarmal Bankda (Chairman & Whole Time Director) Mr. Vijay Bankda (Managing Director) CS Shikha Sethi (Resigned on 31.12.2014), Ankit Bankda (CFO) CS Praniti Porwal (Joined from 01.01.2015)
Independent/Non Executive Directors	Mrs. Rinki Bankda (Women Director) Mr. Vinod Kabra, Mr. K.D. Neema, Mr. Praveen Jindal
Relatives of Director	Mrs. Vimla Bankda, Mr. Ankit Bankda, Kedarmal Bankda HUF, Mrs. Asha Bankda, Mrs. Sulabh Bankda, Mr. Ankur Bankda, Ankur Bankda HUF, Vijay Bankda HUF, Mrs. Payal Bankda, Shankarlal Bankda HUF, Rahul Bankda HUF, Rahul Bankda, Ankit Bankda HUF
Other related parties	Nil

b) Transactions during the year with related parties: (Rs. in Lacs)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Employee Benefits Expenses		Rent		Sitting Fees	
		Curr. Yr.	Prev. Yr.	Curr. Yr.	Prev. Yr.	Curr. Yr.	Prev. Yr.
A	Key Managerial Personnel						
	Mr. Kedarmal Bankda	6.00	4.20	2.16	2.16	0.00	0.00
	Mr. Vijay Bankda	6.00	4.20	2.16	2.16	0.00	0.00
	Mr. Ankit Bankda (CFO)	6.00	4.80	0.00	0.00	0.00	0.00
	CS Shikha Sethi (Resign on 31.12.14)	2.25	3.00	0.00	0.00	0.00	0.00
	CS Praniti Porwal (Joined on 01.01.15)	0.60	0.00	0.00	0.00	0.00	0.00
B	Independent/Non Executive Directors						
	Mrs. Rinki Bankda	1.77	4.20	0.00	0.00	0.05	0.00
	Mr. Praveen Jindal	0.00	0.00	0.00	0.00	0.05	0.08
	Mr. Vinod Kabra	0.00	0.00	0.00	0.00	0.13	0.08
	Mr. Krishna Das Neema	0.00	0.00	0.00	0.00	0.13	0.08
C	Relative of Director						
	Mrs. Vimla Bankda	4.20	3.60	2.16	2.16	0.00	0.00
	Mrs. Asha Bankda	3.60	3.00	4.32	4.32	0.00	0.00
	Mr. Rahul Bankda	6.00	4.20	2.16	2.16	0.00	0.00
	Mrs. Sulabh Bankda	4.80	4.20	0.00	0.00	0.00	0.00



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (₹ in Lacs)

Sr. No.	Nature of Transactions (Excluding reimbursements)	Employee Benefits Expenses		Rent		Sitting Fees	
		Curr. Yr.	Prev. Yr.	Curr. Yr.	Prev. Yr.	Curr. Yr.	Prev. Yr.
	Mr. Ankur Bankda	3.60	3.60	0.00	0.00	0.00	0.00
	Mrs. Payal Bankda	3.00	3.00	0.00	0.00	0.00	0.00
	Shankarlal Bankda (HUF)	0.00	0.00	2.40	2.40	0.00	0.00
	Vijay Bankda (HUF)	0.00	0.00	3.60	3.60	0.00	0.00
Sr. No.	Nature of Transactions	Key Managerial Personnel		Relative of Director		Parties with whom control exist	
A	Unsecured Loan received						
	Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	14.09	0.00
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	309.60
	Kedarmal Bankda	44.30	0.00	0.00	0.00	0.00	0.00
	Vijay Bankda	193.54	0.00	0.00	0.00	0.00	0.00
B	Unsecured Loan repaid						
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	13.08	314.70
	Kedarmal Bankda	44.30	0.00	0.00	0.00	0.00	0.00
	Vijay Bankda	193.54	0.00	0.00	0.00	0.00	0.00
C	Balances outstanding as at 31st March, 2015						
A	Assets Long Term Loan & Advances						
	Mr. Kedarmal Bankda	118.00	118.00	0.00	0.00	0.00	0.00
	Mr. Vijay Bankda	103.00	103.00	0.00	0.00	0.00	0.00
	Mrs. Asha Bankda	0.00	0.00	88.00	88.00	0.00	0.00
	Mrs. Vimla Bankda	0.00	0.00	88.00	88.00	0.00	0.00
B	Liabilities						
	Short Term Borrowings (Unsecured Loans)						
	Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	14.09	0.00
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	13.08
Note :	No amount has been provided as doubtful debts or advances/written off or written back in the year in respect of debts due from or to above related parties.						
27.12	DEFERRED TAX LIABILITY (Net)						
	Tax effect of items constituting deferred tax liability						
	Related to Fixed Assets						
	Opening Balance			6,82,57,396		6,82,57,396	
	Less: Effect of change in depreciation policy as per Companies Act 2013			1,46,89,613		0	
	Deferred Tax Liability As on 01/04/2014			5,35,67,783		0	
	Timing differences on account of: Difference between Book & Tax Depreciation			25,57,447		0	
	Deferred Tax Liability as on 31/03/2015			5,61,25,230		6,82,57,396	
	Less: Tax effect of items constituting deferred tax assets						
	Unabsorbed Depreciation			0		0	
	Provision for Gratuity			15,83,928		13,71,344	
	Net Deferred Tax Liabilities			5,45,41,302		6,68,86,052	
27.13	The subsidiary considered in the consolidated financial statement is :						
Sr. No.	Name	Country of Incorporation		Proportion of Ownership			
				2014-15	2013-14		
1	Trade Services FZE	United Arab Emirates		100%	100%		
27.14	The Company has revised depreciation rates on Fixed Assets effective from 1st April 2014 in accordance with requirement of Schedule II of Companies Act 2013 (The Act). The remaining useful life has been revised by adopting standard useful life as per the New Companies Act 2013. The carrying amount as on 1st April 2014 is depreciated over the remaining useful life. As a result of these changes a) the depreciation charged for the year ended 31st March 2015 is higher by Re 29.31 lacs. b) There is debit to retained earnings of Rs. 285.28 lacs (Net of deferred tax) for assets whose remaining life as on 1st April 2014 is expired in accordance with the revised life as per Companies Act 2013.						



Notes On Consolidated Financial Statements For The Year Ended 31st March, 2015 (Amount in ₹)

27.15	The Company does not have any pending litigation which would have material impact on its financial position.		
27.16	The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.		
27.17	There has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund by the company.		
27.18	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the year's classification/ disclosure.		
27.19	Income Tax, Sales Tax and Purchase Tax Assessment are at various stages. According to company's management the provision for the same is sufficient.		
27.20	Excise duty is net of Excise duty refund received against export under the central excise rules amounting to Rs.7,49,54,715 (Previous Year Rs.5,72,53,255)		
27.21	In the opinion of the Board Current Assets, Loans & Advances have a value on realisation in the ordinary course of business at least equal to the amount at which these are stated in the Balane Sheet & that the provisions for known liabilities is adequate and not in excess of amount reasonably necessary.		
27.22	Figures have been rounded off to the nearest rupee.		
27.23	Significant Accounting Policies followed by the Company are as stated in the statement annexed as Annexure-I.		
27.24	Disclosure Under Clause 32 of The Listing Agreement Amount of Loans and Advances in Nature of Loan Outstanding from Subsidiaries as at March 31st 2015.		
	Sr. No.	Subsidiary Company	Outstanding
			As At 31/03/2015
			Maximum Outstanding
			During the Year
	1	Trade Services FZE	0
			6,00,000
27.25	FORM AOC-1		
	PART "A" : Subsidiary		
	Statement Containing Salient Features of the Financial Staement of Subsidiaries		
	Pursuant to first proviso to sub-section(3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014		
	S.No.	Name of the Subsidiary	Trade Services FZE
	1	Reporting period for the subsidiary	1st April to 31st March
	2	Reporting currency and exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR (Indian Rupee)
	3	Share Capital	Rs. 1,067,896
	4	Reserves & Surplus	Nil
	5	Total Liabilities	Rs. 11,01,604
	6	Total Assets	Rs. 11,01,604
	7	Investments	Nil
		Turnover	Nil
		Profit before taxation	Nil
		Provision for taxation	Nil
		Profit after taxation	Nil
		Proposed Dividend	Nil
		% of share holding	100%
	<i>Note : Subsidiary is yet to commence business activities.</i>		
	Part "B" : Associates and Joint Ventures		
	Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures		
	Name of associates/Joint Ventures	Nil	Nil
	Latest audited Balance Sheet Date	Nil	Nil
	Shares of Associate / Joint Ventures held by the company on the year end	Nil	Nil
	Amount of Investment in Associates / Joint Venture	Nil	Nil
	Extent of Holding %	Nil	Nil
	Net worth attributable to shareholding as per latest audited Balance Sheet	Nil	Nil
	Profit/Loss for the year	Nil	Nil
	Considered in Consolidation	Nil	Nil
	Not Considered in Consolidation	Nil	Nil



ANNEXURE - I

Statement referred to in Note No. 27.23 to the Financial Statements for the year ended 31st March, 2015.

SIGNIFICANT ACCOUNTING POLICIES :
A. SIGNIFICANT ACCOUNTING POLICIES :

i) Basis of Accounting :

These financial statements have been prepared in accordance with the Generally Accepted Accounting Principles in India. To comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013, the financial statements have been prepared under the historical cost convention on accrual basis.

ii) Use of estimates :

The presentation of financial statements is in conformity with generally accepted accounting principles requires estimates and assumptions to be made, that affect the reported amount of assets and liabilities on the date of financial statements and the reported amount of revenues and expenses during the period.

Differences between the actual result and estimates are recognised in the period in which the results are known/materialised.

iii) Fixed Assets :

Fixed assets are stated at cost net of modvat/cenvat on construction and includes proportionate financial cost till commencement of production less accumulated depreciation.

iv) Depreciation :

Depreciation / Amortisation In respect of fixed assets acquired during the year, depreciation/ amortisation is charged on a straight line basis so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life, as per schedule II of the Companies Act, 2013.

v) Impairment of Assets:

An asset is treated as impaired when the carrying cost of Assets exceeds its recoverable value. An impairment loss is charged to the Profit & loss Account in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

vi) Inventory valuation :

a) Stock of raw materials/packing materials are valued at cost (net of modvat credit) on FIFO basis or net realisable value whichever is lower.

b) Stores & Spares and gift articles are valued at cost or net realisable value whichever is lower.

c) Semi finished goods are valued at approximate cost of input, depending on the stage of completion or net realisable value whichever is lower.

d) Finished goods are valued at cost or net realisable value which ever is lower. Cost for this purpose is determined by reducing the estimated gross margin from the billing price.

vii) Foreign Currency Transaction :

a) Transactions denominated in foreign currencies are normally recorded on exchange rate prevailing at the time of the transaction. Current liabilities related to foreign currency transaction are being converted at the year end at the closing rates for revenue transactions & exchanges gains/ losses in fluctuations of exchange rate are being dealt in the profit & loss account.

b) Monetary items denominated in foreign currencies and covered by forward exchange contracts are translated at the rate ruling on the date of transaction as increased or decreased by the proportionate difference between the forward rate and exchange rate on the date of transaction, such difference is being recognised over the life of the contract.

viii) Investments :

The Investments are long term & stated at cost. Provision for diminution in the value of long term investment is made only if such a decline is other than temporary in the opinion of the management.

ix) Sales :

The company recognises sales at the point of dispatch of goods to the

customer.

x) Modvat/cenvat :

Modvat/cenvat credit is accounted on accrual basis on purchase of materials and capital goods and appropriated against payment of excise duty on clearance of the finished goods.

xi) Excise Duty :

Excise duty has been accounted on the basis of both, payments made in respect of goods cleared as also provision made for goods lying in bonded warehouses.

xii) Treatment of retirement benefit :

Retirement benefit to employees viz, gratuity is being accounted for on actuarial basis.

xiii) Borrowing cost :

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

xiv) Earning per share:

Basic EPS is computed using the weighted average number of equity shares outstanding during the year. Diluted EPS is computed using the weighted average number of equity and diluted equity outstanding during the year except where the results would be anti-dilutive.

xv) Provision for Current and Deferred Tax :

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income tax Act, 1961. Deferred tax resulting from "timing differences" between book and taxable profits is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognised and carried forward only to the extent that there is a reasonable certainty that the assets will be realised in future.

xvi) Contingent liabilities :

Contingent liabilities are not provided for. These are being disclosed by way of a note in Notes to Accounts.

xvii) Miscellaneous expenditure :

Miscellaneous expenditure is written off to the profit & loss account over a period of up to five years, depending upon the nature and expected future benefits of such expenditure. The management reviews the amortization period on a regular basis and if expected future benefits from such expenditure are significantly lower from previous estimates, the amortization period is accordingly changed.

**As per our report of even date annexed
For S.P. Moondra & Co.
Chartered Accountants**

**S.P.Moondra
Proprietor
M. No. : 073747
F.R. No. : 004879C
Place : Indore
Dated : 30th May, 2015**

**For and on behalf of the
Board of Directors**

**Kedarmal Bankda
Chairman & Whole Time Director
DIN : 00023050**

**Vijay Bankda
Managing Director
DIN : 00023027**

**Praniti Porwal
Company Secretary
ACS35282**

**Ankit Bankda
Chief Financial Officer**



PROXY FORM
FORM MGT- 11

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

Name : SYNCOM FORMULATIONS (INDIA) LIMITED
 CIN : L24239MH1988PLC047759
 Regd. office : 7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai (MS) 400093

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

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

1. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ or failing him

2. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ or failing him

3. Name : _____
 Address : _____
 E-mail Id : _____
 Signature : _____ or failing him

As my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on the 25th September, 2015 at Ginger Hotel, Ground Floor, Bindra Corporate Centre, Mahakali Caves Road, Andheri (E), Mumbai 400093 at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	
1.	Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor for the year ended 31st March, 2015.
2.	Approval of dividend on the equity shares
3.	Re- Appointment of Shri Vijay Bankda who is liable to retire by rotation
4.	Re- Appointment of Auditor and fixing their remuneration.
5.	Appointment of Cost Auditors of the Company

Signed this day of 2015

Signature of shareholder

Signature of Proxy holder(s)

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



ROAD MAP





ATTENDANCE SLIP

27th Annual General Meeting of Syncom Formulations (India) Ltd. held on 25th Sept., 2015
held at Ginger Hotel, Ground Floor, Bindra Corporate Centre, Mahakali Caves Road, Andheri (E), Mumbai 400093

R.F. No.

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 27th Annual General meeting of the company at the Ginger Hotel, Ground Floor, Bindra Corporate Centre, Mahakali Caves Road, Andheri (E), Mumbai 400093 on 25th September, 2015.

(If signed by proxy, his name should be written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders/proxy holders are requested to bring the attendance slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.



INTENTIONALLY KEPT BLANK

XY CRAT

Suspension/Capsules
Lycopene, Minerals & Vitamins

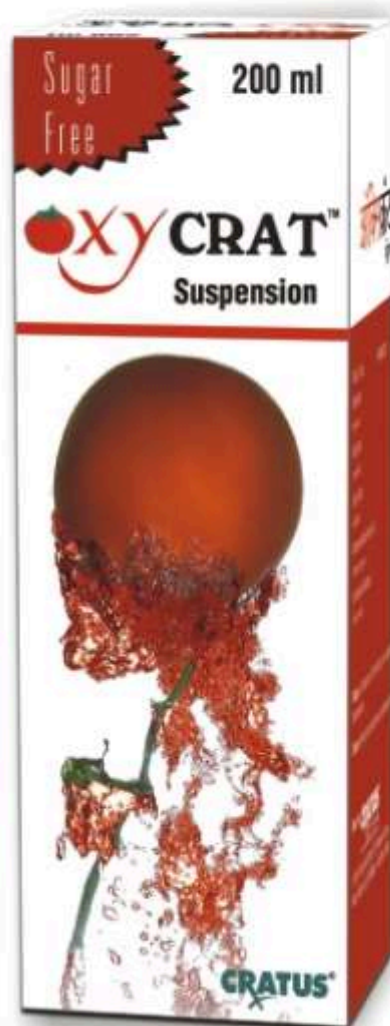
Pure
Lycopene

Beneficial as co-therapy in,

- Pregnancy Induced Hypertension
- Intrauterine Growth Retardation
- Breast Cancer
- Cervical Cancer
- Osteoporosis

XY CRAT
Suspension/Capsules
Lycopene, Minerals & Vitamins

Amazing phyto-nutrient &
powerful anti-oxidant



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Presence in Domestic Market as

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7, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (East)

MUMBAI - 400 093, Tel.: +91-22-30887744-54, Fax: +91-22-30887755

Email: info@sfil.in - www.sfil.in - CIN: L24239MH1988PLC047759