



# SYNCOM

FORMULATIONS (I) LTD.

A WHO-GMP & ISO 9001-2008 CERTIFIED COMPANY



**2015-2016**  
**28th ANNUAL REPORT**

**SYNERGISTIC COMBINATION FOR HEALTH**



**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 Ankit Bankda  
Women Director

**AUDIT COMMITTEE**

Shri Krishna Das Neema  
Independent Director - Chairman  
Shri Praveen Jindal - Member  
Shri Vinod Kumar Kabra - Member

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Shri Krishna Das Neema  
Independent Director - Chairman  
Shri Praveen Jindal - Member  
Shri Vinod Kumar Kabra - Member

**NOMINATION AND REMUNERATION COMMITTEE**

Shri Krishna Das Neema  
Independent Director - Chairman  
Shri Praveen Jindal - Member  
Shri Vinod Kumar Kabra - Member

**CSR COMMITTEE**

Shri Kedarmal Shankarlal Bankda  
Independent Director - Chairman  
Shri Vijay Shankarlal Bankda - Member  
Shri Krishna Das Neema - Member

**RISK MANAGEMENT COMMITTEE**

Shri Vijay Bankda  
Managing Director - Chairman  
Shri Krishna Das Neema - Member  
Smt. Rinki Ankit Bankda - Member

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Nafisa Vakil

**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,  
Dewa Bazar, 13-14, R.N.T.Marg,  
Indore (M.P.) 452001  
Phone : 0731-3046870  
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 : 0731-4281333 - 4065799  
Email : ankit\_4321@yahoo.com

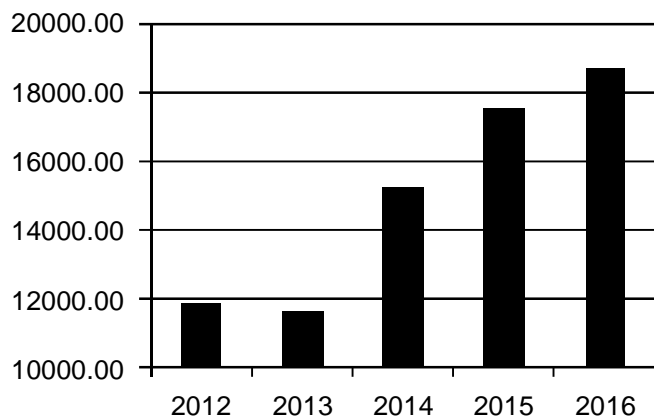
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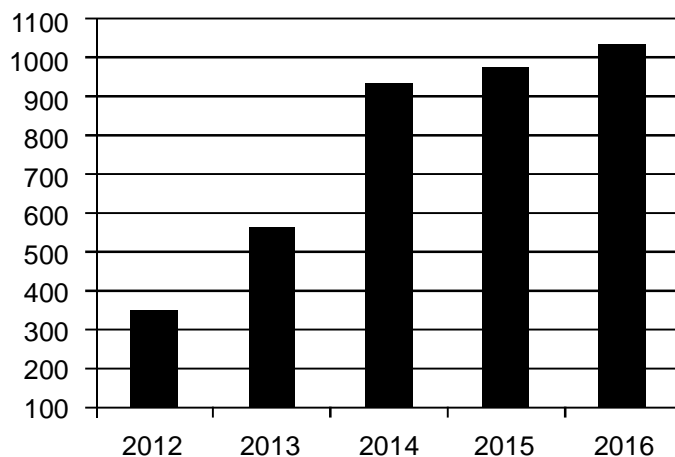
## 5 YEAR FINANCIAL HIGHLIGHTS

PARTICULARS	CONSOLIDATED (Rs. In Lacs)				
	2011-12	2012-13	2013-14	2014-15	2015-16
<b>Revenue from Operations (Net) and Other Income</b>	<b>11904.77</b>	<b>11609.81</b>	<b>15240.90</b>	<b>17536.80</b>	<b>18656.52</b>
<b>PBDIT</b>	<b>859.35</b>	<b>1178.85</b>	<b>1735.91</b>	<b>2013.71</b>	<b>1927.17</b>
Depreciation & Amortisation	271.58	291.00	307.33	343.21	299.81
<b>PBIT</b>	<b>587.77</b>	<b>887.85</b>	<b>1428.58</b>	<b>1670.50</b>	<b>1627.36</b>
Interest	41.69	42.94	35.53	21.26	7.08
Extraordinary Items	0.00	0.00	0.41	85.76	10.19
<b>PBT</b>	<b>546.08</b>	<b>844.91</b>	<b>1392.64</b>	<b>1563.48</b>	<b>1610.09</b>
Tax Expenses	195.52	279.32	460.98	587.83	574.53
<b>Profit After Tax (PAT)</b>	<b>350.56</b>	<b>565.59</b>	<b>931.66</b>	<b>975.65</b>	<b>1035.56</b>
<b>Equity Dividend</b>	<b>133.83</b>	<b>133.83</b>	<b>156.13</b>	<b>156.13</b>	<b>156.13</b>
Tax on Equity Dividends	21.71	21.71	26.53	31.78	31.78
Dividend Per Share (In Rs.)	0.60	0.60	0.02	0.02	0.02
EPS (Basic and Diluted) on equity share (In Rs.)	1.57	2.54	0.12	0.13	0.13
<b>Share Capital</b>	<b>2230.43</b>	<b>2230.43</b>	<b>7806.52</b>	<b>7806.52</b>	<b>7806.52</b>
Face Value (In Rs.)	10.00	10.00	1.00	1.00	1.00
Book Value (in Rs.)	37.49	39.32	1.22	1.28	1.39

### REVENUE



### PAT





## NOTICE FOR THE 28<sup>th</sup> ANNUAL GENERAL MEETING

Notice is hereby given that **28th Annual General Meeting** of the members of **SYNCOM FORMULATIONS (INDIA) LIMITED** will be held on Friday the 30th day of September, 2016 at 4.30 p.m. at The Supremo Activity Centre & Matoshri Sports Complex, Jogeshwari Vikhroli Link Road Andheri East, 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 31st March, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2016 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, 2016.
- To appoint a director in place of Smt. Rinki Ankit Bankda (DIN:06946754) who is liable to retire by rotation and being eligible, offers herself 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 2016-17 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 BUSINESSES:

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

**RESOLVED THAT** as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of Shri Kedarmal Bankda (DIN: 00023050) as the Chairman & Whole-time Director of the Company for a period of 5 years w.e.f. 3rd May, 2017 on the following terms and condition.

### CATEGORY A:

- Salary: up to Rs.1,25,000/- per month, with the annual increment of Rs.10000/ p.m. only.
- Perquisites: Subject to the ceiling of upto Rs.9,00,000/- per annum:
  - Company shall provide rent-free residential accommodation or House Rent Allowance shall be paid to him subject to a maximum of 50% of the salary or the Company shall provide house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the Company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.
  - Re-imbursment of medical expenses of the Chairman & Whole-time director and his family, the total cost of which to the Company shall not exceeding one-month salary in the year or three months salary in a block of three years.
  - Leave travel assistance: Expenses incurred for self and family in accordance with the Rules of the Company.
  - Club Fees: subject to a maximum of two clubs this will not include admission and life membership.
  - Personal accident insurance premium not exceeding Rs.50,000/- P.A.

### CATEGORY B:

- Contribution to the Provident Fund, Family Benefit Fund, Superannuating Fund as per Rules of the Company.
- Gratuity not exceeding half a month salary for each completed year of service.
- Earned Privilege Leave: As per the rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year of completed services at the end of the tenure.

### CATEGORY C:

- Car: The Company shall provide a car with driver for the Company's business and

no car is provided reimbursement of the conveyance shall be as per actual on the basis of claims made by him.

- Telephone: Free use of telephone and Cell and internet facility at his residence provided that personal long distance calls on the telephone shall be billed by the Company to the Chairman & Whole-time Director.

**NOTE:** For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

**RESOLVED FURTHER THAT** in the event of there being loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Kedarmal Bankda, Chairman & Whole-time Director shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

**RESOLVED FURTHER THAT** Shri Kedarmal Bankda, Chairman & Whole-time Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as any from time to time be available to other senior executives of the Company.

**RESOLVED FURTHER THAT** there shall be clear relation of the Company with Shri Kedarmal Bankda as "the Employer-Employee" and each party may terminate the above said appointment with the six months notice in writing or salary in lieu thereof.

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

**RESOLVED THAT** pursuant to the provisions of section 197 of the Companies Act, 2013 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for the increase in remuneration of Shri Vijay Bankda (DIN 00023027) Managing Director w.e.f. 1st August, 2016 for the remaining part of his tenure till 30th Nov., 2019 as under.

### CATEGORY A:

- Salary: Rs. 1,25,000/- per month, with the annual increment of Rs.10000/- only.
- Perquisites: Subject to the ceiling of Rs. 9,00,000/- per annum:
  - Company shall provide rent-free residential accommodation or house rent allowance shall be paid to him subject to a maximum of 50% of the salary or the company shall provide house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the company on his electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.
  - Re-imbursment of medical expenses of the Managing Director and his family, the total cost of which to the company shall not exceeding one month salary in the year or three months salary in a block of three years.
  - Leave travel assistance: Expenses incurred for self and family in accordance with the rules of the company.
  - Club Fees: Subject to a maximum of two clubs this will not include admission and life membership.
  - Personal accident insurance premium not exceeding Rs.50,000/- P.A.

### CATEGORY B:

- Contribution to the Provident Fund, Family Benefit Fund, Superannuating Fund: as per Rules of the Company.
- Gratuity: not exceeding half a month salary for each completed year of service.
- Earned Privilege Leave: As per Rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year of completed services at the end

### CATEGORY C:

- Car: The Company shall provide a car with driver for the Company's business and if no car is provided reimbursement of the conveyance shall be as per actual on the basis of claims made by him.
- Telephone: Free use of telephone at his residence provided that personal long distance calls on the telephone shall be billed by the company to the Managing director.

**NOTE:** For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to the Managing director shall be the minimum remuneration payable to him in terms of provisions of Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

**RESOLVED FURTHER THAT** the Managing Director, shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses



incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

7. 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, 2016, M/s M. Goyal & Co., is appointed as the Cost Auditors for conducting Cost Audit for the financial year 2016-17 on a remuneration of Rs. 25,000/- be and is hereby ratified for the Financial year 2016-17.

Place: Indore

**By order of the Board**

Date : 30th July, 2016

**Registered Office :**

CIN: L24239MH1988PLC047759

7, Niraj Ind. Estate, Off Mahakali Caves Road,  
Andheri (East), Mumbai (MH) 400093

**NAFISA VAKIL**  
**Company Secretary**  
**ACS : 41432**

1. 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 28TH ANNUAL GENERAL MEETING.
2. 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.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms part of the Notice.
4. The Company's Register of Members and share transfer books shall remain closed from Monday the September, 26th 2016 to Friday, the September 30th 2016 (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.
5. The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) 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.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board.
7. 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.
8. 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.).
9. 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 are being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2015-16 will be hosted on Company's website [www.sfil.in](http://www.sfil.in)
11. 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.

12. 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
13. 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.
14. Members who has not received the dividend for the year 2008-09 to 2014-15 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 2008-09 for a period upto 7 years, i.e. 7th Nov., 2016 shall be transferred to the IEPF of the Central Government and no claim in respect thereof shall be entertained by the Company thereafter.
15. At the ensuing Annual General Meeting, Mrs. Rinki Bankda, Women director is liable to retire by rotation and Shri Kedarmal Bankda being appointed as the Chairman & Whole-time Director and Shri Vijay Bankda, whose remuneration is being increased and their brief resume as required under the Companies Act/SEBI (LODR) Regulation 2015 is annexed with the Notice.

#### 16. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 28th Annual General Meeting (AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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

The members who have cast their vote by remote e-voting prior to the 28th Annual General Meeting (AGM) may also attend the AGM but shall not be entitled to cast their vote again.

The remote e-voting period commences on 26th Sept, 2016 (9:00 am) and ends on 29th Sept, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd Sept 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

#### The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
  - (i) Open email and open PDF file viz: (Syncom) with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (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) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of Syncom Formulations (India) Limited.
  - (viii) Now you are ready for remote 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 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

A. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(I) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM

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 Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

II. If you are already registered with NSDL for remote 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 date of 23rd Sept, 2016.

V. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 23rd Sept, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Ankit Consultancy Pvt. Ltd. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

VI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

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

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

IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

X. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 28th AGM a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.sfil.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

XII. 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-0731-4281333, 4065799 Fax-0731-4065798 Email id: ankit\_4321@yahoo.com

July, 2016 has re-appointed him for the further period of 5 years w.e.f. 3rd May, 2017.

The Board considered that the terms, conditions and the salary and perquisites as given in the Item No.5 of the notice is commensurate with his high responsibilities, status and image of the company the appointment and the proposed remuneration will in accordance with provisions of Schedule V of the Act. The Board recommends to pass necessary Special Resolution as set out in Item No. 5 of the notice.

Shri Kedarmal Bankda, being the appointee may be considered as the financially interested in the resolution to the extent of the remuneration as may be paid to him and Shri Vijay Bankda, the Managing Director and Mrs. Rinki Bankda, Women Director and Shri Ankit Bankda, CFO being his relative may also be considered as interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Shri Kedarmal Bankda, is also holding 90194650 equity shares of Rs. 1/- each consisting 11.55% of the total paid up capital of the Company.

**ITEM NO. 6**

Shri Vijay Bankda, (DIN 00023027) is Managing director of the Company. He was discharging his duties efficiently and having adequate qualification and experience of 36 years. He was reappointed as the Managing Director w.e.f. 1st Dec., 2014 for a term of 5 years on the remuneration of Salary of Rs.6.00 Lakhs p.a. and perquisite upto Rs. 5.00 p.a.

In view of the increased responsibility and the volume of the business activities, it is considered that the existing remuneration is very low in comparison of the other companies dealing in the same line of business activities, therefore, the Nomination & Remuneration committee at their meeting held on 30th July 2016, has considered and approved for increase in the remuneration suitably and proposed to provide powers to the Board of directors to raise their remuneration as given in the resolution w.e.f 1st August, 2016 as the Board may consider appropriate from time to time within the maximum permissible limit for each employee.

The increase in the remuneration will be within the ceiling prescribed under Schedule V of the Companies Act, 2013 subject to the approval of members at the general meeting.

Your directors recommend the above said resolution for passing as the special resolution at the forthcoming annual general meeting.

Shri Vijay Bankda, whose remuneration is being increased may be considered as the financially interested in the resolution to the extent of the remuneration as may be paid to him and Shri Kedarmal Bankda, the Chairman & Whole-time Director and Mrs. Rinki Bankda, Women Director and Shri Ankit Bankda, CFO being his relative may also be considered as interested otherwise. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Shri Vijay Bankda, is also holding 58553775 equity shares of Rs. 1/- each consisting 7.50% of the total paid up capital of the Company.

**ITEM NO. 7**

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 2016-17 and for that purpose your Board of directors at their meeting held on 30th May, 2016 has appointed M/s M. Goyal & Co., Cost Accountants for conducting Cost Audit for the financial year 2016-17 on a remuneration of Rs.25,000/- to 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 General Meeting.

Your directors recommend to pass necessary resolution as set out in the Item No. 7 of the notice. None of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

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

**ITEM NO. 5**

Shri Kedarmal Bankda is a Post graduate in commerce and is the core promoter of the company since incorporation and is having 40 years all around working experience and looking into all the manufacturing and administrative function of the Corporate Office of the Company at Indore and Plant at Pithampur. In view of his contribution in the growth and success of the Company, upon the recommendation of Nomination and Remuneration Committee, the Board of directors at their meeting held on 30th



Brief profile of the directors seeking re-appointment as per Item No. 3, 5 and 6 of the notice at the ensuing Annual General Meeting as per SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.

Name of Director Designation	Shri Kedarmal Bankda Chairman & Whole-time Director	Mrs. Rinki Bankda Women Director	Shri Vijay Bankda Managing Director
Date of Birth	25.08.1952	14.06.1987	17.09.1958
Date of Appointment	13.04.1992	13.08.2014	01.12.1999
Expertise / Experience in specific functional areas	40 years' experience in Pharma filed in various capacity, he is the core promoter of the company, since its inception.	3 years experience in management field.	36 years filed in various capacity, he is the core promoter of the company, since its inception.
Qualification	M.Com	MBA	B.Com, LLB.
No. & % of Shares held	90194650 i.e. 11.55%	Nil	58553775 i.e. 7.50%
List of outside Company's directorship held	ARP Pharma Pvt. Ltd.	Nil	Nil
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	Nil	Nil	Nil
Interse relations with other directors	Brother of Shri Vijay Bankda, Managing Director and father in law of Mrs. Rinki Bankda, Women Director	Daughter in law of Shri Kedarmal Bankda Chairman & Whole-time Director and Shri Vijay Bankda, Managing Director	Brother of Shri Kedarmal Bankda, Chairman & Whole-time Director and uncle in law of Mrs. Rinki Bankda, Women Director

Place: Indore

Date : 30th July, 2016

Registered Office :

CIN: L24239MH1988PLC047759

7, Niraj Industrial Estate,  
Off Mahakali Caves Road,  
Andheri (East), Mumbai (MH) 400093

By order of the Board

**NAFISA VAKIL**  
Company Secretary  
ACS : 41432

**BOARD'S REPORT & MANAGEMENT DISCUSSION AND ANALYSIS**

To,

The Members,

**Syncom Formulations (India) Limited**

The Directors take pleasure in presenting their 28th Annual Report together with the audited consolidated and standalone financial statements of the Company (Syncom) for the year ended 31st March, 2016. The Management Discussion and Analysis has also been incorporated in the Report.

**1. HIGHLIGHTS OF PERFORMANCE**

- Consolidated income for the year increased by 6.38% to Rs. 18656.52 Lakhs as compared to Rs. 17536.80 Lakhs in the previous year;
- Consolidated net sales for the year was Rs.18389.70 Lakhs as compared to Rs. 17339.11 Lakhs in the previous year, a growth of 6.06%
- Consolidated profit before tax for the year was Rs. 1610.09 Lakhs as compared to Rs.1563.48 Lakhs in the previous year, a growth of 2.98% Consolidated Profit after tax for the year was Rs. 1035.56 Lakhs as compared to Rs.975.65 Lakhs in 2015, a growth of 6.14%

**2. Financial Results**

(Rs. in Lacs)

Particulars	Consolidated		Stand Alone	
	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Revenue from Operations (Net) and Other Income	18656.52	17536.80	18656.52	17536.80
<b>Profit Before Tax (PBT)</b>	1610.09	1563.48	1610.09	1563.48
Provision for Tax	574.53	587.82	574.53	587.82
<b>Profit After Tax (PAT)</b>	1035.56	975.65	1035.56	975.65
Balance brought forward from previous year	708.30	705.84	708.30	705.84
<b>Profit Available for Appropriations</b>	1743.85	1681.49	1743.85	1681.49
<b>Appropriations:</b>				
Proposed Final Equity Dividend	156.13	156.13	156.13	156.13
Tax on Equity Dividend	31.78	31.78	31.78	31.78
Transferred General Reserve	900.00	785.27	900.00	785.27
Surplus carried to the next year's account	655.94	708.30	655.94	708.30
EPS (Basic and Diluted) eq. shares of Rs. 1/-	0.133	0.125	0.133	0.125

**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 25th 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. 156.13Lacs as dividend (Previous year Rs.156.13 Lacs) subject to approval by the members at the ensuing Annual General Meeting.

**4. SHARE CAPITAL & RESERVES**

The paid up Capital of Syncom as on 31st March, 2016 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 neither issued shares with differential voting rights nor granted stock options nor sweat equity. As on 31st March, 2016, none of the Directors of Syncom hold convertible instruments. Promoters are not holding any security convertible into equity shares during the year 2015-16.

**4.1 Transfer to Reserves**

During the year under review your company proposes to transfer Rs.900.00Lakhs to the general reserves (Previous year Rs. 785.28 Lakhs).

**5. FINANCE, INVESTMENTS & DEPOSITS**

Cash and cash equivalent as at 31st March, 2016 was Rs.569.41 Lakhs as compared to Rs. 677.35 Lakhs in previous year. 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 any 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, 2016. There was no public deposit against the contravention of the Companies Act, 2013 and the rules made their under during the year under review.



## 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

The Indian economy with GDP in excess of USD 2 trillion is amongst the top 10 economies in the world. India's GDP grew by 7.6% in 2015-16, making the country one of the fastest growing major economies in the world. Inflation remained under control and fiscal and current account deficits continued to remain moderate. India is the largest exporter of formulations with 14% market share and ranks 12th in the world in terms of export value. Over the upcoming years the growth will be more as compared to the current standing position. The World pharmaceuticals market is forecast to grow with approx 12% percent or more from up till 2020 which can be increased if companies invest more in drug research sector as well as promotion. India holds an important position in the World pharmaceutical market. India is expected to rank amongst the top 3 pharma markets in terms of incremental growth by 2020. The Indian pharmaceuticals market is the third largest in terms of volume and thirteenth largest in terms of value. India's generic drugs account for 20% of global exports in terms of volume, making the country the largest provider of generic medicines globally.

## 7. INDUSTRY STRUCTURE AND OPPORTUNITIES

According to a joint study by ASSOCHAM and Tech Sci, India's pharmaceutical market may reach \$20 billion this year and about \$55 billion by 2020 from about \$18 billion as of 2014, clocking a CAGR of over 22%. Export of pharmaceutical products from India is likely to exceed the \$14 billion mark this year and may reach about \$20 billion by 2020 registering a CAGR of about 8%. Government took many initiatives in the previous year like Make in India, Smart Cities Campaign, Pradhan Mantri Jan Dhan Yojana which helped our Indian economy in its overall development. Besides, the Swachh Bharat Abhiyan which brought hygiene, sanitation and awareness regarding cleanliness of our Country as Citizens and make India a clean Country. While these programmes acted on distinct level in Country's growth, the Government's focus has been on enhancing the ease and attractiveness of doing business in India. The Government of India's strong commitment to fiscal targets, focus on infrastructure creation and attracting investments bolstered the confidence of entrepreneurs and investors. The Government of India unveiled 'Pharma Vision 2020' aimed at making India a global leader in end-to-end drug manufacture. Approval time for new facilities has been reduced to get new investors i.e. countries to boost our markets. The government introduced mechanisms like Drug Price Control Order and the National Pharmaceutical Pricing Authority to deal with the issue of affordability and availability of medicines. Also there is a talk of separate Pharma Ministry for the sector for better coordination of the work. In the current competitive market scenario, the drug manufacturers require a high degree of innovation in product development. Only novel products can sustain in the market of longer period of time, India has a large pool of scientists and engineers who have the potential to steer the industry ahead to higher levels.

## 8. RISKS & CONCERNS

The pharmaceutical regulatory environment across the world is becoming more stringent including the Indian Pharma Industry. The industry witnessed many important changes including the Drug Price Control Order policy which was introduced by the government to regulate the prices of large number of pharmaceutical products. The recent amendment was DPCO 2013 which had number of drug formulations with an increase in price control. The other remaining formulations will be soon under the price control, under DPCO 2013. The mandatory generics drive by the State Governments will also pose challenges for pharma companies in the near future.

A few other concerns are poor public healthcare funding & infrastructure, low per capita consumption of medicines, unstable political environment in developing and under developed countries including India, currency fluctuations, regulatory issues, inflation which has resulted in an all round increase in input costs.

Syncom has a Risk Management Policy in force to review and mitigate risks relevant to environmental, operational & business risks to safeguard its interest. Syncom's 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 2015-16 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 and Health. 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 available at the website of the Company at [www.sfil.in](http://www.sfil.in).

The Board confirm that the Company has obtained the responsibility statement of the CSR Committee on the implementation and monitoring of the CSR Policy during the year as enclosed to the Board Report.

## 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 employees safety, two key areas of focus identified were Facility Management for the employees and Equipment, Tools & Material Management. The Facility Management initiative was implemented to ensure adequate welfare facilities for the employees such as wash rooms with bathing facilities, rest rooms, availability of drinking water etc. The Equipment, Tools & Material Management program ensured that the tools used by the employee were safe. The process of screening of contractors was made more stringent to ensure that the employees 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.
- **Gender Equality :** Syncom as a company has a policy to promote Gender equality. We hire female employees and mentor and groom them to take higher managerial positions. We also encourage our female employee to have a good work life balance.

### 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 available at the website at [www.sfil.in](http://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](http://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, 2016, Syncom has Trade Services FZE foreign subsidiary which is 100% Wholly Owned Subsidiary Company. Except that the Company does not have any associate or joint venture company at the beginning or any time during the year 2015-16.

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](http://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](http://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 & KMPs AND MEETINGS OF THE BOARD

#### 15.1 Independent Directors

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, and they are 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. Further that the Board confirmed that all the independent directors fulfill the criteria laid under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

#### 15.2 Directors seeking re-appointment

In accordance with the provisions of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mrs. Rinki Ankit Bankda (DIN 06946754) director is liable to retire by rotation and she is eligible for re-appointment. Your Board of directors recommend to pass necessary resolution for her re-appointment.

The tenure of Shri Kedarmal Bankda, being the Chairman & Whole-time director will be lapsed on 2nd May, 2017, therefore, upon the recommendation of the Nomination and Remuneration Committee of the Board, the Board of directors at their meeting held on 30th July, 2016 has re-appointed him for a further term of 5 years w.e.f. 3rd May, 2017 subject to the approval of members at the forthcoming annual general meeting and recommend to pass necessary special resolution as set out in the notice of the annual general meeting.

The Company also proposes to increase in the remuneration payable to Shri Vijay Bankda w.e.f. 1st August, 2016 for the remaining part of his tenure till 30th Nov., 2019 as provided in the notice of the annual general meeting and recommend to pass necessary special resolution.

#### 15.3 Change in the Key Managerial Personnel's

Syncom has appointed CS Nafisa Vakil as the Company Secretary and Compliance Officer as the Key Managerial Personnel w.e.f. 7th November, 2015. CS Praniti Porwal, Company Secretary and Key Managerial Personnel had resigned from the office w.e.f. 31st October, 2015 due to her personal reasons.

#### 15.4 Key Managerial Personnel's

Syncom has appointed Shri Ankit Kedarmal Bankda as the Chief Financial Officer, Shri Vijay Shankarlal Bankda, as the Managing Director and Shri Kedarmal Shankarlal Bankda as the Whole-time director of the Company and CS Nafisa Vakil is also functioning as the Key Managerial Personnel under section 203 of the Companies Act, 2013.

#### 15.5 Composition of the Board

Syncom is having total 6 directors in the Board including 3 independent directors and

meeting the requirement of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 as applicable to the Company. Shri Kedarmal Bankda is the Chairman of the Board and the Company's meetings.

#### 15.6 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 2015-16 viz., on **30th May, 2015, 13th August, 2015, 7th Nov., 2015 and 13th Feb., 2016**. The maximum interval between any two meetings did not exceed 120 days. The Company has complied with all the requirements of the Secretarial Standard-1 in respect of the Board and the Committee Meetings.

#### 15.7 Board independence

The definition of 'Independence' of Directors is derived from SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 Regulation 17(10) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Companies Act, 2013.

#### 15.8 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](http://www.sfil.in).

#### 15.9 Annual evaluation by the Board

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

- Attendance of Board Meetings and Board Committee Meetings
- Quality of contribution to Board deliberations
- Strategic perspectives or inputs regarding future growth of Company and its performance
- Providing perspectives and feedback going beyond information provided by the management
- 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:

- that in the preparation of the annual financial statements for the year ended 31st March, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that such accounting policies as mentioned in Note 27.21 of the Standalone 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 2016 and of the profit of the Company for the year ended on that date;
- 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;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- 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 five Committees, as required under the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, as follows:

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

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](http://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 the Committee has accorded its Omni Bus Approval and also reviewed the same periodically 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](http://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 and SEBI has granted an Interim Relief vide letter SEBI/HO/ISD/ISD/OW/P/2016/0000001565 dated 22nd January, 2016 in the aforesaid matter. 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 there under for ratification for appointment as Auditors of the Company. The Company has obtained their eligibility letter as required under the Companies Act, 2013 and confirmation that they have valid Peer Review Certificate from the Institute of Chartered Accountants of India as required under the SEBI (LODR) Regulations, 2015.

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 2016-17 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. 7 of the Notice convening the Annual General Meeting.

Your Company has filed the Cost Audit Report for the year 2014-15 to the Central Government on 05/10/2015, 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 here with as "Annexure E". The Secretarial Audit Report for the Financial Year ended March 31, 2016 is self explanatory and needs no comments as such, except the following comments:

1. 11,44,92,015 equity shares of Rs. 1/- each consisting of 14.66% of the total paid up capital were sold by the persons associated with promoters during the financial year 2015-16 without complying with the Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015 relating to submission of the Trading Plans.

Management Comments: The promoters and their associates have obtained opinion of the Lead Manager Hence it can be concluded that the persons who are not in possession of unpublished price sensitive information and the persons other than persons who by virtue of his/her designation in the company are perpetually in possession of unpublished price sensitive information can trade in securities of such listed company without complying the Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015 relating to the Trading Plan.

2. Interim Order Issued by the SEBI in 2014 in the matter of First Financial Services and relaxation for dealing in the investment subject to certain conditions:

Management Comments: The Company has submitted its reply to the SEBI and the SEBI has pleased to provide Interim Relief vide letter SEBI/HO/ISD/ISD/OW/P/2016/0000001565 dated 22nd January, 2016 in the aforesaid matter.

3. The Index of Charges on the website of the MCA is showing 6 Charges out standing for the IOB and Saraswat Co-op Bank since 1989 these have already been satisfied long back, but no corrective steps were taken to delete these charge IDs or to file Form CHG-4 to satisfy them.

Management Comments: Since the Charges are too old, the Company is verifying the relevant documents and taking necessary action to remove these charge IDS from the portal of the MCA.

## 21. ENHANCING SHAREHOLDERS VALUE

Your Company believes that its Members are among its most important stake holders. 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 stake holders 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 Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 Bankda Managing Director and Mr. Ankit Kedarmal Bankda, Chief Financial Officer, pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and for the year under review was placed before the Board at its meeting held on 30th May, 2016.

A copy of the certificate on the financial statements for the financial year ended March, 31, 2016 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 ICAI 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 here with 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 financial year i.e. since 31st March, 2016. 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 2015-16 in Form MGT-9 is annexed here with as "Annexure I".

**27. PARTICULARS OF REMUNERATION OF EMPLOYEES**

Disclosures pertaining to remuneration and other details as required under section 197(12) of the Act read with Rule 5 and 8(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as "Annexure J"

**28. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS**

The Company has in place a Familiarisation Program for Independent Directors to provide insights into the company to enable the Independent Directors to understand its business in depth and contribute significantly to the company's success. The Company has devised and adopted a policy on Familiarisation Program for Independent Directors and is also available at the company's website at www.sfil.in and the weblink for the policy and details of the Familiarisation Program imparted to the Independent Directors during the Financial year at [http://www.syncomformulations.com/index.php?option=com\\_docman&task=cat\\_view&gid=66&Itemid=105](http://www.syncomformulations.com/index.php?option=com_docman&task=cat_view&gid=66&Itemid=105).

**29. ACKNOWLEDGEMENTS**

Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continuous help and co-operation extended by them. The Directors also gratefully acknowledge all stake holders 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.

**By order of the Board of Director**

Place: Indore  
Date : 30th July, 2016

**KEDARMAL BANKDA  
Chairman & Whole Time Director  
DIN : 00023050**

**ANNEXURE 'A'**

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES**

1. (i) 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>
- (ii) Turnover : Rs. 18389.70 Lacs
- (iii) Net Worth : Rs. 10869.97 Lacs
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:

Financial Year	Profit (Rs. in Lakhs)
2014-15	1563.48
2013-14	1392.64
2012-13	844.91
<b>Total (A)</b>	<b>3801.03</b>
<b>Average of above said Profit</b>	<b>1267.01</b>

4. **Prescribed CSR Expenditure (two percent of the amount as in item 3 above):**  
The Company is required to spend Rs.25.34 Lakhs towards CSR and your company has expended Rs. 25.51 Lakhs towards the CSR activities for the year 2015-16. Thus, the Company is not required to carry forward the amount.
5. Details of CSR spend for the financial year
  - a. Total amount spent during the financial year 2015-16 : Rs. 25.51 Lakhs
  - b. Amount unspent if any : Nil
  - c. Manner in which the amount spent during the financial year is detailed below: (Rs. In Lakhs)

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	Seth Govind ram Charitable Trust	10.00	10.00	10.00	Through NGO
2	For health and Education	Health & Edu-cation	Shreeyas h Pratish an GUT No. 258 (P) Satar a Tanda, TO and District Aurang bad-5	15.34	15.51	15.51	Through NGO
			<b>TOTAL</b>	<b>25.34</b>	<b>25.51</b>	<b>25.51</b>	

6. During the financial year Co. has spent Rs.25.51 Lakhs out of Rs. 25.34 Lakhs.
7. The CSR Committee of the Board of Directors hereby confirms that implementation and Monitoring is fully accordance with the CSR Policy of the Company. The amount spent under CSR activities was fully complied with CSR objective and Policy of the Company. The said contribution does not violate any provision of the Companies Act, 2013 and Rules made their under.

**By order of the Board of Director**

Place: Indore  
Date : 30th July, 2016

**KEDARMAL BANKDA  
Chairman & Whole Time Director  
DIN : 00023050**

**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 As per Clause 49 of the Listing Agreement/SEBI (LODR) Regulation, 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 "The Company 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/SEBI (LODR) Regulations, 2015.
  - 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. 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 Ind. Estate, Off Mahakali Caves Road, Andheri (E) Mumbai-93 (MH)

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

**Shri Krishna DasNeema**

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:
- The alleged act constitutes an improper or unethical activity or conduct; and
  - 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 (ilzam) 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 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.

9	Turnover	0
10	Profit before taxation	0
11	Provision for taxation	0
12	Profit after taxation	0
13	Proposed Dividend	0
14	% of shareholding	100%

**Note :**

1. The above named foreign subsidiaries yet to commence operations
2. None of the subsidiary have been liquidated or sold during the year.

**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	Name 1
Latest audited Balance Sheet Date	Nil
Date on which the Associate or Joint Venture was associated or acquired	Nil
Shares of Associate or Joint Ventures held by the company on the year end	Nil
No.	Nil
Amount of Investment in Associates or Joint Venture	Nil
Extent of Holding (in percentage)	Nil
Description of how there is significant influence	Nil
Reason why the associate/Joint venture is not consolidated	Nil
Net worth attributable to shareholding as per latest audited Balance Sheet	Nil
Profit or Loss for the year	Nil
i. Considered in Consolidation	Nil
ii. Not Considered in Consolidation	Nil

As per our report of even date annexed  
For S.P. MOONDRA & CO.  
Chartered Accountants  
F.R. No.: 004879C

S.P.Moondra  
Proprietor  
M. No.: 073747

Place : Indore  
Dated: 30th May, 2016

For and on behalf of the Board of Directors

Kedarmal Bankda  
Chairman &  
Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Nafisa Vakil  
Company Secretary  
A41432

Ankit Bankda  
Chief Financial Officer

**ANNEXURE 'C'**

**FORM AOC-1**

Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014

**Statement containing salient features of the financial statement of subsidiaries**

**or associate companies or joint ventures**

**Part "A" : Subsidiaries**

*(Information in respect of each subsidiary to be presented with amount in Rs.)*

S.No.	Name of the Subsidiary	Trade Services FZE
1	The date since when subsidiary was acquired	29/02/2012
2	Reporting period for the subsidiary concerned if different from the holding company's reporting period.	1st April 2015 to 31st March 2016
3	Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR (Indian Rupee)
4	Share capital	10,67,896
5	Reserves & surplus	Nil
6	Total assets	11,13,054
7	Total Liabilities	11,13,054
8	Investments	0



## ANNEXURE 'D'

**POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES**  
**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****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 Agreement/SEBI (LODR) Regulations, 2015 entered into with BSE Limited.

## ANNEXURE 'E'

## FORM MR-3

## SECRETARIAL AUDIT REPORT

## FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2016

[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

Dear Sir/s,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by Syncom Formulations (India) Ltd. (hereinafter called "the Company"). The 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, Minutes 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 financial year ended 31st March, 2016, 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, 2016, 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) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):—
  - (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
  - (b) The SEBI (Prohibition of Insider Trading) Regulations, 1992 and 2015 as may be applicable;
  - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
    - (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009;
    - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
    - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
    - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
    - (e) The SEBI (Buyback of Securities) Regulations, 1998

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in Annexure I. Further, the Company is having business of manufacturing, distribution and selling of Hard Shell of Gelatin Capsules.

**We have also examined compliance with the applicable clauses of the following:**

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013 (w.e.f. 1st July, 2015); and
- (ii) The Listing Agreements entered into by the Company with BSE Ltd. and the SEBI (LODR) Regulations, 2015 as may be applicable.

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

- (a) Person associated with the promoters has sold 11,44,92,015 equity shares of Rs. 1/- each consisting of 14.66% of the total paid up capital during the financial year 2015-16 without complying with the Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015 relating to submission of the Trading Plans and matters related thereto.
- (b) SEBI has issued an Interim Order in 2014 in the matter of First Financial Services on 19th Dec., 2014 However, relaxation for dealing in the investment is provided to the company subject to certain conditions:
- (c) There are 6 (Six) Charges which were satisfied long back but no evidence for the satisfaction were produced before us and reflecting in the Index of Charges at the portal of MCA.

**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. There were no changes in the composition of the Board of directors during the period under review. Adequate notice is given to all directors, however, in some cases adequate acknowledgment receipt thereof was not produced before us for verification for the



Board/Committee Meetings. Detailed Agenda were sent at least seven days in advance, along with the respective notices 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.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, 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, Disclosure of quarterly financial results under Clause 41 of the Listing Agreement and/or Regulation 33 of the SEBI (LODR) Regulations, 2015 and the annual financial statements along with notes attached therewith, and the Cost Record has not been reviewed, since the same have been subject to the statutory auditor or by other designated professionals. Therefore, we do not offer any comment. This report is to be read with our letter of even date which is annexed as Annexure II and forms an integral part of this report.

**We further report that** during the audit period of the Company, there was 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 Secretary  
FCS 3565 CP 2382**

**Place : Indore  
Date : 30th July, 2016**

**Dr. D.K. Jain  
Proprietor**

**Annexure - I to the Secretarial Audit Report  
List of specific/other laws generally applicable to the Company**

1. The Pharmacy Act, 1948;
2. Drugs and Cosmetics Act, 1940;
3. Factories Act, 1948;
4. Industries (Development & Regulation) Act, 1951
5. Standard Weight and Measurement Act, 1976
6. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on its payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
7. Acts prescribed under prevention and control of Pollution;
8. Acts prescribed under Environmental protection;
9. Acts as prescribed under Direct Tax and Indirect Taxation
10. Labour Welfare laws of the Madhya Pradesh and Maharashtra.
11. Local laws as applicable to the Registered office in the state of and Maharashtra and plant at Madhya Pradesh.

**Annexure - II to the Secretarial Audit Report**

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.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records placed before us for our audit.
2. 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, which provides a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial and cost records and Books of Accounts, financial results disclosed and applicability of the various direct and indirect taxation on the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc. and relied on the same.
5. 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.

6. 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 Secretary  
FCS 3565 CP 2382**

**Dr. D.K. Jain  
Proprietor**

**ANNEXURE "F"**

**CORPORATE GOVERNANCE  
THE DIRECTORS PRESENT THE COMPANY'S REPORT ON CORPORATE  
GOVERNANCE FOR THE YEAR ENDED 31st MARCH, 2016  
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 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**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 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 reports to the Board of Directors.

**I. BOARD OF DIRECTORS**

**Composition of the Board as on March, 31, 2016**



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

**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
DIN	00023050	00023027	01816189	02294270	05327830	06946754
State of directorship	Promotor & Chairman & WTD	Promotor & Managing Director	Independent Director	Independent Director	Independent Director	Women Non Ex. Director
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	40 years Experience in Pharmaceuticals field in various Capacity. He is the key and found persons & promoter of the company	More than 36 years experience in Pharmaceutical field in various capacity. He is the key and found persons & promoter of the company	Experience of more than 37 years in the educational field	38 years experience in Business	10 years experience in Electronic & IT field	3 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.)	MBA
No. & % of Equity Shares held or Convertible Instruments 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	1.CSR Committee	1.CSR Committee 2. Risk Management Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholder Relationship Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3.Stakeholder Relationship Committee 4.CSR Committee 5.Risk Management Committee	1.Audit Committee 2.Nomination & Remuneration Committee 3. Stakeholder Relationship Committee	1.Internal Committee of Sexual Harassment of Women at Workplace 2. Risk Management Committee
Chairman / Member of	-	-	-	-	-	-

the committees of the Board of other Companies in which he is director						
Interse relations with other directors	Brother of Shri Vijay Bankda, Managing Director and father in law of Mrs. RinkiBankda, Women Director	Brother of Shri KedarmalBankda, Chairman & Whole-time Director and uncle in law of Mrs. RinkiBankda, Women Director	-	-	-	Daughter in law of Shri Kedarmal Bankda Chairman & Whole-time Director and Shri Vijay Bankda, Managing 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 SEBI (LODR) Regulations, 2015 and 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 28 years of its existence, relevant Annual Reports, activities pursued by SYNCOM. Further, with a view to familiarize him with SYNCOM's 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, SYNCOM's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to SYNCOM's business. The MD also has a one-to-one discussion with the newly appointed Director. 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, 2015	6	6
13th August, 2015	6	6
7th Nov., 2015	6	4
13th Feb., 2016	6	5

**Attendance of Directors at Board Meetings and Annual General Meeting**

Name of director	Date of the Board Meetings				Attendance at the AGM held on
	30.05.15	13.08.15	07.11.15	13.02.16	
Mr. Kedarmal Bankda	Yes	Yes	Yes	Yes	Yes
Mr. Vijay Bankda	Yes	Yes	No	Yes	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	Yes	Yes	Yes	Yes	Yes

Ms. Praniti Porwal, Company Secretary till the date of her resignation on 31.10.2015 has attended two meetings held on 30.05.2015 & 13.08.2015. Ms. Nafisa Vakil Company Secretary was functioning as the Company Secretary & Head Compliance also functions as the Secretary to the Board w.e.f. 7th November, 2015 after her appointment. Ms. Nafisa Vakil has attended two meetings of the Board held on 07.11.2015 & 13.02.2016. The CFO was also available during all the Board Meetings held in the year 2015-16 and the





Statutory Auditors were permanent invitees for all the Board Meetings.

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 behavior, 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 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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.

## II. 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, Clause 49 of the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Some of the important functions performed by the Committee are:

#### Financial Reporting and Related Processes

A. The role of the audit committee shall include the following:

- (1) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- (3) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of Section 134(3)(c) of the Companies Act, 2013;
  - (b) changes, if any, in accounting policies and practices and reasons for the same;
  - (c) major accounting entries involving estimates based on the exercise of

judgment by management;

- (d) significant adjustments made in the financial statements arising out of audit findings;
- (e) compliance with listing and other legal requirements relating to financial statements;
- (f) disclosure of any related party transactions;
- (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (6) reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the Company with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the Company, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- (17) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (18) to review the functioning of the whistle blower mechanism;
- (19) approval of appointment of CFO after assessing the qualifications, experience and background, etc. of the candidate;
- (20) Carrying out any other function as is mentioned in the terms of reference of the audit committee.

### B. The audit committee shall mandatorily review the following information:

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters/letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:
  - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

### 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, 2016 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 held			
		30.05.2015	13.08.2015	07.11.2015	13.02.2016
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.

Ms. Praniti Porwal Company Secretary also functions as the Secretary to the Committee upto 31.10.2015 and attended the Audit Committee meeting held on 30.05.2015 & 13.08.2015 and Ms. Nafisa Vakil, Company Secretary and Compliance Officer and also functions as the Secretary to the Committee w.e.f. 7th November, 2015 and had attended the Audit Committee meeting held on 07.11.2015 & 13.02.2016. Shri Ankit Bankda, CFO has also attended all the Meetings of the Audit Committees during the year 2015-16.

The representatives of the Statutory Auditors and the Secretarial 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 13.08.2015 and 13.02.2016 which was attended by Shri Kedarmal Shankarlal Bankda, Vijay Shankarlal Bankda and Shri Krishnadas Neema and the Company Secretary has also attended the Committee Meetings.

**(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.

Shri Krishna DasNeema, Chairman of the Committee, Shri Vinod Kumar Kabra, Shri Praveen Jindal were the members of the Committee and the Ms. Nafisa Vakil, Company Secretary also functions as the Compliance Officer and the Secretary to the Committee.

The composition of the Stakeholders' Relationship Committee as at 31st March, 2016 are as under:

Name of the Member	Category	Attendance at the Stakeholder's Relationship Committee meeting held on 13.02.2016
Mr. Krishnadas Neema	ID/Chairman	Yes
Mr. Vinod Kumar Kabra	ID/Member	Yes
Mr. Praveen Jindal	ID/Member	No

As per the Clause 49 of the Listing Agreement and Part D of Schedule II to Regulation 20(4) of SEBI Listing Regulations as well as Section 178 of the Companies Act, 2013.

A Summary of the Complaints Received, Disposed / Pending during the Financial year 2015-16 are given below:

Nature of complaints	As on 1st April 2015	Received During the Financial Year	Disposed Off during the Financial year	Pending as on 31st March, 2016.
Non-Receipt of Share Certificates after Transfer/transmission, transposition, etc.	Nil	12	12	Nil
Non receipt of Dividend Warrants	Nil	12	12	Nil
Non Receipt of Annual Report	Nil	6	6	Nil
<b>Total</b>	<b>Nil</b>	<b>30</b>	<b>30</b>	<b>Nil</b>

During the financial year 30 complaints were received and all of them have been redressed/answered to the satisfaction of the shareholders. No Investor Grievance remained unattended/pending for more than 30 Days during the Financial Year 2015-16.

**(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".

With reference to Clause 49 of the Listing Agreement and Part D of Schedule II to Regulation 19(4) of the SEBI Listing Regulations.

The Committee is governed by a Charter.

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

Role of committee shall, inter-alia, include the following:

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, KMP and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors



- and the board of directors;
- (3) devising a policy on diversity of board of directors;
  - (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
  - (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement as well as SEBI (LODR) Regulations, Shri Krishna DasNeema, an Independent Director, is the Chairman of the Committee. The composition of the Nomination and Remuneration Committee as at March, 31, 2016 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 07.11.2015
Mr. Krishnadas Neema	ID/Chairman	Yes
Mr. Vinod Kumar Kabra	ID/Member	Yes
Mr. Praveen Jindal	ID/Member	No

Ms. Nafisa Vakil 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, 2016 was comprising Shri Vijay Bankda, Chairman of the Committee, Smt. Rinki Ankit Bankda and Shri Krishna Das Neema. Ms. Nafisa Vakil, 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 2015-16.

#### (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. Nafisa Vakil 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 required to be held during the year 2015-16.

#### (g) Independent Directors' Meeting

During the year under review, the Independent Directors met on 07.11.2015, under the chairmanship of the Lead Independent Director, Shri Krishna DasNeema 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. Ms. Nafisa Vakil, Company Secretary & the Compliance Officer functions as the Secretary to the committee for assisting

to the lead independent director.

### III. 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 and is hosted on the website at [www.sfil.in](http://www.sfil.in).

#### 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 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.

**Service Contracts, Severance Fees and Notice Period**

The appointment of Managing Director and Whole Time Director (s) is governed by the Articles of Association of the Company and resolutions passed by the Board of Directors and Shareholders of the Company.

The appointment is as per service/employment contracts. These contracts are terminable by either of the parties by serving notice of six months.

**Employee Stock Option Scheme**

The Company have not issued any Employee Stock Option Scheme for its Directors or Employees during the year.

**Performance Linked Incentive Criteria**

The Company has internal norms for assessing the performance of its Directors & Senior Executives.

**IV. PERFORMANCE EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement as well as with Part D of Schedule II to Regulation 19(4) of the SEBI Listing Regulations. 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	Shri Kedarmal Shankarlal Bankda, Chairman & WTD	Shri Vijay Shankarlal Bankda, MD
Period of Appointment	03.05.2012 to 02.05.2017	01.12.14 to 30.11.2019*
Salary	30,000-10000-80000	50,000-5000-75000
Grade Allowances		
Perquisites	4,00,000 P.A.	5,00,000 P.A.

Retiral Benefits	Gratuity and Leave encashment as per Rules	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 V of the Companies Act, 2013.
Notice Period and fees	6 months from either side	6 months from either side.

\*Remuneration proposed to be increased w.e.f 01/08/2016 for remaining part of tenure as set out in notice of AGM.

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

**V. GENERAL BODY MEETINGS**

**(a) Details of the Last Three Annual General Meetings held**

AGM	Date and Time	Venue of the AGM	Financial Year
25th	05/08/2013 at 2.30 pm.	07, Niraj Industrial Estate, Off Mahakali Caves Road, Andheri (E), MUMBAI-93	2012-2013
26th	22/09/2014 at 2.00 pm.	Touch of Class, Club B, Boomerang, Plot No. 37, Chandivali Farm Road, Chandivali, Andheri (E), MUMBAI-400072	2013-2014
27th	25/09/2015 at 2.00 pm.	Ginger Hotel, Ground Floor, Bindra Corporate Centre, Mahakali Caves Road, Andheri (E), Mumbai 400093	2014-2015

**(b) Special Resolutions passed at last 3 Annual General Meetings**

- (1) 3 Special Resolutions were passed at 25th Annual General Meeting of the Company held on 5th August, 2013 at 2:30 P.M.
  - (i) Authorising Board of Directors for Sub-Division and Split of Equity Shares of the Company of the Face Value of Rs,10/- (Rupees Ten Only) each into Ten Equity shares of Face Value Rs. 1/- (Rupees one only) each pursuant to the provisions of section 94 of the Companies Act, 1956 other applicable provisions, if any, of the Companies Act, 1956 including any statutory modifications or re-enactments thereof and in accordance with Articles of Association of the Company.
  - (ii) Alteration in Clause V of Memorandum of Association of the Company for change in Authorised Capital of the Company by Rs. 80,00,00,000/- (Rupees Eighty Crores) divided into 80,00,00,000 (Eighty Crores) Equity Shares of Rs, 1/- (Rupees one only) each pursuant to the sections 13,16,94, and other applicable provisions, if any, of the Companies Act, 1956 including amendments thereto or re-enactments thereof.
  - (iii) Issue of 55,76,08,700 (Fifty Five Crores Sventy Six Lakhs Eight Thousand Seven Hundred) Bonus Equity Shares of Rs. 1/- (Rupees One Only) each, in the proportion of 5 (Five) Bonus shares of Rs. 1/- (Rupees One Only) each for every 2 (Two) fully paid-up equity share of Rs, 1/- (Rupees One Only) each held by the shareholders for all purposes, be treated as an increase in the nominal amount in the capital of the company pursuant to the provisions of Articles of Association and in accordance with applicable provisions, if any, of the Companies Act, 1956. and subject to SEBI (ICDR) Regulations, 2009.
- (2) A Special Resolution was passed at 26th Annual General Meeting of the Company held on 22nd September, 2014 at 2:00 P.M. for re-appointment of Shri Vijay Shankarlal Bankda (DIN: 00023027) as the Managing Director of the Company for the further period of 5 Years w.e.f. 1st December, 2014 pursuant to the provisions of section 190,196,197,203 read with the provisions of Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 1956 including amendments thereto or re-enactments thereof.



(3) There was no Special Resolution passed at the 27th Annual General Meeting of the Company held on 25th September, 2015 at 2:00 P.M.

**(c) Passing of Special Resolutions by Postal Ballot**

During the year, there was no Special Resolution passed through Postal Ballot and none of the Resolutions is required to be passed through postal ballot for the ensuing Annual General Meeting.

**(VI) MEANS OF COMMUNICATION**

**Financial Results**

The Quarterly, Half Yearly, Annual Financial Results are generally published in Freepress and Navshakti Maratha. The Results are also displayed on the Company's website [www.sfil.in](http://www.sfil.in) under Investors Shareholder's Information after the submission to BSE.

**Presentations to Institutional Investors/Analysts**

During the year no such presentations were made to Institutional Investors/Analysts.

**(VII) GENERAL SHAREHOLDER INFORMATION**

Date, Day, Time and Venue of the Annual General Meeting

Date : 30th September, 2016

Day : Friday

Time : 4.30 P.M.

Venue : The Supremo Activity Centre & Matoshri Sports Complex, Jogeshwari Vikhroli Link Road, Andheri (East) Mumbai - 400093

**Financial Year**

The Financial Year of the Company is from 1st April 2015 to 31st March 2016

**Dividend Payment Date**

The Board of Directors at its meeting held on 30th May, 2016 has recommended a dividend of Rs. 0.02 (2%) per equity share for the financial year ended 31st March, 2016 as recommended by the Board of Directors of the Company, if required at the Annual General Meeting, will be paid to the members on or before dated 29th Oct., 2016.

**Listing on Stock Exchange**

The Company is listed on : BSE Limited

1st Floor, P.J. Towers, Dalal Street, Fort,  
Mumbai - 400001, Tel No.: +91-22-22721233/4  
+91-22-66545695

Website : [www.bseindia.com](http://www.bseindia.com)

Email : [corp.relations@bseindia.com](mailto:corp.relations@bseindia.com)

Scrip Code : 524470

CIN : L24239MH1988PLC047759

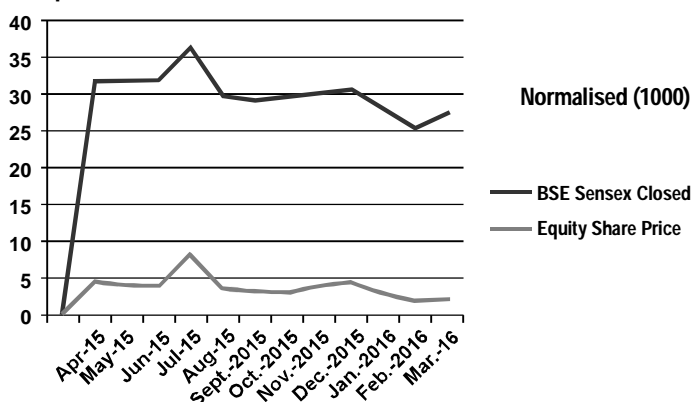
ISIN : INE312C01025

The Annual Listing Fees have been paid and there is no outstanding payment towards the Stock Exchange, as on date.

**Equity Share Price on BSE April, 2015 – March, 2016**

Month	BSE Sensex Closed	Equity Share Price			No of Trades in the month	No of Shares Traded in the Month	Turnover Rs. In Lakhs
		High	Low	Close			
April 2015	27011.31	5.05	3.80	4.60	33217	81836602	3637.97
May 2015	27828.44	5.14	3.71	4.02	12705	31883697	1348.86
June 2015	27780.83	4.49	2.91	4.17	14155	37245376	1432.26
July 2015	28114.56	8.88	4.12	8.35	39376	116810284	7829.40
Aug. 2015	26283.09	10.03	3.43	3.68	40801	106529628	6361.13
Sept. 2015	26154.83	3.78	3.08	3.20	14939	83636530	2785.54
Oct. 2015	26656.83	3.51	2.99	3.16	22360	114379462	3632.28
Nov. 2015	26145.67	5.00	3.03	4.06	61179	207063738	8345.78
Dec. 2015	26117.54	5.60	3.85	4.53	90275	279806590	13514.83
Jan. 2016	24870.69	4.90	3.02	3.19	57506	191136789	7528.29
Feb. 2016	23002.00	3.35	2.09	2.19	30748	105147403	3029.03
Mar. 2016	25341.86	2.75	2.10	2.23	21241	87372582	2027.25

**Performance in Comparison to Broad Based Indices  
1st April, 2015 to 31st March, 2016**



**Registrar & Share Transfer Agent**

Ankit Consultancy Private Limited  
Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452001  
Tel No.: 0731-4281333, 0731-4065799, Email: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)

**Share Transfer System**

The Board has authorised Stakeholder Relationship Committee to approve and authorise matters relating to share transfers/transmission, issue of duplicate share certificates, etc. The Company's Registrars, M/s Ankit Consultancy Pvt. Ltd. has adequate infrastructure to process the share transfers.

The Share transfer requests received at the Registrar & Share Transfer Agent are processed and delivered within 15 days from the days of lodgement and in case of dematerialization requests are processed within 21 days from the date of receipt.

**i. 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.

**ii. 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.

**iii. Sub-division of shares**

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

Distribution of Shareholding as on March 31st 2016

Shareholding of Nominal Value Rs.	No. of shareholder	%	Shares Amount in Nominal Rs.	%
Up to 1000	12275	35.34	7102167	0.91
1001-2000	4946	14.24	8529586	1.09
2001-3000	2598	7.48	7037072	0.90
3001-4000	2613	7.52	9459735	1.21
4001-5000	2304	6.63	11250417	1.44
5001- 10000	4363	12.56	34566794	4.43
10001-20000	2605	7.50	38413557	4.92
20001-30000	997	2.87	25281223	3.24
30001-40000	476	1.37	16967850	2.17
40001-50000	356	1.02	16718760	2.14
50001-100000	698	2.01	51417294	6.59
100000-Above	505	1.46	553907725	70.95
<b>Total</b>	<b>34736</b>	<b>100.00</b>	<b>780652180</b>	<b>100.00</b>



### Shareholding Pattern as on 31st March, 2016

Category of Share Holders	No. of Shares Held	%
Promoters	376398700	48.22
Mutual Funds/UTI	0	0
Financial Institutions/Banks	25000	0.00
Insurance Companies	0	0
Foreign Institutional Investors	0	0
Directors & Relatives	0	0
Individuals	306510207	39.26
Non- Resident Indians & OCB	15514143	1.99
Others	82204130	10.53
<b>TOTAL</b>	<b>780652180</b>	<b>100.00</b>

### Dematerialisation of Shares & Liquidity as on March 31st 2016

The shares of the Company are compulsorily traded in electronic mode and has established connectivity with both the Depositories namely, National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL). As on March 31st 2016 the number of shares held in dematerialised and physical mode are as under:

Particulars	Number of Shares	% to Total Capital Issued	Number of Share holders	Percentage to Total Number of Shareholders
Held in demat in NSDL	556860040	71.33	19874	71.33
Held in demat in CDSL	218799705	28.03	13993	28.03
Sub Total (demat)	775659745	99.36	33876	99.36
Physical Mode	4992435	0.64	869	0.64
<b>Total</b>	<b>780652180</b>	<b>100.00</b>	<b>34736</b>	<b>100.00</b>

### Outstanding GDRs/ADRs/Warrants or any convertible instruments, etc.

As on date, the Company has not issued these types of securities.

### Foreign exchange risk and hedging activities

The Company has no foreign exchange exposures, however, hedging is done wherever it was required.

### Plant Location

256-257, Sector I, Industrial Area, Pithampur (District Dhar) M.P. 454774

Phone: 07292 253121, 253404

### Address for Correspondence

All Shareholders correspondence should be addressed to the Registrar & Share Transfer Agents of the Company or to the Secretarial Department of the Company at the following addresses:

#### 1. Ankit Consultancy Private Limited

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

Tel No.: 0731-4281333, 0731-4065799.

Email: ankit\_4321@yahoo.com

#### 2. Syncom Formulations (India) Limited

CIN: L24239MH1988PLC047759

#### 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, investors@sfil.in

#### Corporate Office:

2nd Floor Tagore Centre, (Dawa Bazar)

13-14, R.N.T.Marg

Indore (M.P.) 452001

Phone: 0731-3046870

Email: finance@sfil.in

Website: www.sfil.in

### OTHER DISCLOSURES

#### 1. 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.

### 2. RELATED PARTY TRANSACTIONS

All transactions entered into with Related Parties as defined under the Companies Act, 2013, Clause 49 of the Listing Agreement and Regulation 34 (3) Para A of Schedule V SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 [http://www.syncomformulations.com/index.php?option=com\\_docman&task=cat\\_view&gid=56&Itemid=105](http://www.syncomformulations.com/index.php?option=com_docman&task=cat_view&gid=56&Itemid=105).

### 3. STRICTURES 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 for restraining the Company to access the capital market till the further order. The Company had submitted necessary information and applied to the SEBI for removal of the name of the Company and against SEBI Ad-Interim Ex-Parte Order in the matter of First Financial Services Limited granted Interim Relief on 22.01.2016 The Details of the Interim Relief are as follows:

Particulars	Disclosures
The details of any change in the status and/or any development in relation to such proceedings	The SEBI has permitted the company to make investment in Mutual Funds by Subscription and Redeem the Units. The Company can avail corporate benefits like: - Bonus - Right - Split - Dividend for which D-mat A/c was frozen. The Company is also allowed to sell the shares lying in D-Mat A/c of Syncom other than whose trading is suspended under supervision of SE subject to condition to put the realized money in Escrow A/c with nationalized Bank which utilization will be subject to supervisions of BSE.

### 4. COMPLIANCE WITH ACCOUNTING STANDARDS

In the preparation of the financial statements, the Company has followed the Accounting Standards notified pursuant to Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provision of the Companies Act, 2013 read with General Circular 8/2014 dated April 04, 2014, issued by the Ministry of Corporate Affairs. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

### 5. 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 have a strong monitoring and reporting process resulting in financial discipline and accountability.

### 6. MD/CFO CERTIFICATION

The MD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, 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 reviewed by the Audit Committee and taken on record by the Board & annexed and forms part of the Annual Report.

### 7. 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 behavior 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.

#### 8. 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.

#### 9. 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.

#### 10. MANDATORY REQUIREMENTS

The Company has complied with all the mandatory requirements of Clause 49 of the Listing Agreement and provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time.

#### 11. FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has in place a Familiarisation Program for Independent Directors to provide insights into the company to enable the Independent Directors to understand its business in depth and contribute significantly to the company's success. The Company has devised and adopted a policy on Familiarisation Program for Independent Directors and is also available at the company's website at [www.sfil.in](http://www.sfil.in) and the weblink for the policy and details of the Familiarisation Program imparted to the Independent Directors during the Financial year at [http://www.syncomformulations.com/index.php?option=com\\_docman&task=cat\\_view&gid=66&Itemid=105](http://www.syncomformulations.com/index.php?option=com_docman&task=cat_view&gid=66&Itemid=105).

#### 12. UNCLAIMED SUSPENSE ACCOUNT

##### Dividend

##### a. 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, 2016 transfer to the said fund, the dividends for the years ended 31st March, 2009 which have remained unclaimed / unpaid. The dates by which the dividend amounts will be transferred to IEPF are as under:

\*Sub-divided into Rs. 1/- per share

Financial Year	Date of Declaration	Rate of Dividend in Rs. per share of Rs. 10/-	Due date for transfer to IEPF
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
2014-15	25.09.2015	0.02	24.11.2022

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.

#### 13. COMPLIANCE WITH DISCRETIONARY REQUIREMENTS

##### A. DISCLOSURES

1. There are no materially significant transactions with the related party viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. The

Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at [http://www.syncomformulations.com/index.php?option=com\\_docman&task=cat\\_view&gid=56&Itemid=105](http://www.syncomformulations.com/index.php?option=com_docman&task=cat_view&gid=56&Itemid=105).

- There were no non compliance by the Company and no penalty imposed by the stock exchange or any statutory authority on any matter related to capital market during the year except an Interim Order passed by the SEBI on 19.12.2014 in the matter of First Financial Services for restraining the Company to access the capital market till the further order. The Company had submitted necessary information and applied to the SEBI for removal of the name of the Company and against SEBI Ad-Interim Ex-Parte Order in the matter of First Financial Services Limited granted Interim Relief on 21.01.2016.
- The Company has formed and hosted the Vigil Mechanism Policy on the website of the Company, and the Company confirm that no personnel were denied to access to the audit committee.
- The Company has hosted all the required policy on the website of the company, however, the Company is not having any material subsidiary during the year 2015-16.
- The Company has given the web link of the related party transaction in the annual report.
- Since the Company is not dealing in commodity hedging, therefore, it is not having any risk associated thereto.
- The Company is not having any security to credit in the demat suspense account u/s 124(5) and (6) of the Companies Act, 2013.

#### B. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LISTING REGULATION

The Status of compliance with discretionary recommendations of the Regulation 27 of the Listing Regulations with Stock Exchanges is provided below:

- Non- Executive Chairman's Office : Chairman's office is separate from that of the Managing Director & CEO. However, the same is now maintained by the Chairman himself.
- Shareholder's Rights: As the quarterly and half yearly financial performance along with significant events are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.
- Modified Opinion in Auditors Report: The Company's Financial Statement for the year 2015-16 does not contain any modified audit opinion.
- Separate posts of Chairman and CEO: The Chairman of the Board is a Executive Director and his position is separate from that of the Managing Director.
- Reporting of Internal Auditor: The Internal Auditor Reports to the Audit Committee.

For and on behalf of the Board of Directors

**KEDARMAL BANKDA**

**Chairman & Whole Time Director**

**DIN : 00023050**

Place: Indore

Date : 30th July, 2016

#### Compliance with Code of Business Conduct and Ethics

As required under Schedule V (D) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with BSE Limited, I hereby affirm that all the Board Members and Senior Management Personnel have affirmed compliance with the Syncom Code of Business Conduct and Ethics, as applicable to them, for the year ended March 31st 2016.

For and on behalf of the Board of Directors

**KEDARMAL BANKDA**

**Chairman & Whole Time Director**

**DIN : 00023050**

Place: Indore

Date : 30th July, 2016

#### 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, 2016 as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Requirements, 2015 and Clause 49 of the Listing Agreement with the BSE 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 stipulated in the provisions as specified in Chapter IV of the SEBI (Listing Obligations and Disclosure Requirements) Requirements, 2015 and pursuant to the Listing Agreement with the BSE Ltd.

We state that in respect of investor grievances received during the year ended 31st March, 2016, 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.

**FOR, S.P. MOONDRA & CO.**  
**CHARTERED ACCOUNTANTS**  
**F.R. NO. 004879C**  
**S.P. MOONDRA**  
**PROPRIETOR**  
**M.NO. 073747**

Place: Indore  
 Date : 30th July, 2016

**ANNEXURE 'G'**

**MD AND CFO CERTIFICATION**

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

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

(A) We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2015-16 and that to the best of our knowledge and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) 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.
- (3) no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's code of conduct.
- (B) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (C) We have indicated to the auditors and the Audit committee:

- (a) significant changes in internal control over financial reporting during the Financial Year 2015-16
- (b) significant changes in accounting policies during the period and that the same have been disclosed in the notes of the financial statements; and
- (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

**VJAY SHANKARLAL BANKDA**  
**Managing Director**  
**DIN : 00023027**

**ANKIT KEDARMAL BANKDA**  
**Chief Financial Officer**

Place : Indore  
 Date : 30th May 2016

**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 ;	10453.03	13125.51
(ii)	and the Foreign Exchange outgo during the year in terms of actual outflows.	59.88	39.61

For and on behalf of the Board  
**KEDARMAL BANKDA**  
**Chairman & Whole Time Director**  
**DIN : 00023050**

Place: Indore  
 Date : 30th July, 2016

**ANNEXURE 'I'**

**EXTRACT OF ANNUAL RETURN FORM MGT - 9**

As on the financial year ended on 31st March, 2016

[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	<b>L24239MH1988PLC047759</b>
Registration Date	21/06/1988
Name of the Company	<b>SYNCOM FORMULATIONS (INDIA) LIMITED</b>
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: <a href="mailto:finance@sfil.in">finance@sfil.in</a>
Whether listed company	Yes with BSE LTD.
Name, address and contact details of Registrar and Transfer Agent, if any	Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore-1 (M.P.), Ph.: 0731-4281333/4065799 E-mail : <a href="mailto:ankit_4321@yahoo.com">ankit_4321@yahoo.com</a>

**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	89.86%

**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	
<b>A. Promoters</b>									
(1) Indian									
a) Individual / HUF	407829590	-	407829590	52.24	293337575	-	293337575	37.58	(14.66)
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
<b>Sub-Total (A1):</b>	<b>490890715</b>	<b>-</b>	<b>490890715</b>	<b>62.88</b>	<b>376398700</b>	<b>-</b>	<b>376398700</b>	<b>48.22</b>	<b>(14.66)</b>
<b>(2) Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	0
b) Other – Individuals	-	-	-	-	-	-	-	-	0
c) Bodies Corporate	-	-	-	-	-	-	-	-	0
d) Banks / FI	-	-	-	-	-	-	-	-	0
e) Any Other...	-	-	-	-	-	-	-	-	0
<b>Sub-Total (A) (2):</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>0</b>
<b>Total Share holding of Promoters (A) = (A)(1)+(A) (2)</b>	<b>490890715</b>	<b>-</b>	<b>490890715</b>	<b>62.88</b>	<b>376398700</b>	<b>-</b>	<b>376398700</b>	<b>48.22</b>	<b>(14.66)</b>
<b>B. Public Shareholding</b>									
<b>(1) Institutions</b>									
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	25000	-	25000	0.00	(0.09)
h) Foreign VCF	-	-	-	-	-	-	-	-	0
i) Others (specify)	-	-	-	-	-	-	-	-	0
<b>Sub-Total (B1):</b>	<b>725000</b>	<b>-</b>	<b>725000</b>	<b>0.09</b>	<b>25000</b>	<b>-</b>	<b>25000</b>	<b>0.00</b>	<b>(0.09)</b>
<b>(2) Non-Institutions</b>									
<b>a) Bodies Corporate</b>									
i) Indian	175394346	-	175394346	22.47	80129877	-	80129877	10.26	(12.21)
ii) Overseas	-	-	-	-	-	-	-	-	0
<b>b) Individuals</b>									
i) Individual Share holders holding nominal share capital upto Rs.1 lakh	47007269	4911935	51919204	6.64	207606080	4855935	212462015	27.21	20.57
ii) Individual Share holders holding nominal share capital in excess of Rs.1 lakh	53881323	105000	53986323	6.92	94048192	-	94048192	12.04	5.12
<b>c) Others (specify)</b>									
i) NRI / OCBs	2565848	136500	2702348	0.35	15377643	136500	15514143	1.99	1.64
ii) Clearing Members/ House	5034244	-	5034244	0.64	2074253	-	2074253	0.27	(0.37)
<b>Sub-Total (B)(2):</b>	<b>283883030</b>	<b>5153435</b>	<b>289036465</b>	<b>37.11</b>	<b>399236045</b>	<b>4992435</b>	<b>404228480</b>	<b>51.78</b>	<b>14.84</b>
<b>Total Public Share holding (B) = (B1+ B2)</b>	<b>284608030</b>	<b>5153435</b>	<b>289761465</b>	<b>37.12</b>	<b>399261045</b>	<b>-</b>	<b>399261045</b>	<b>51.14</b>	<b>14.75</b>
<b>Grand TotalA+B</b>	<b>775498745</b>	<b>5153435</b>	<b>780652180</b>	<b>100.00</b>	<b>775659745</b>	<b>4992435</b>	<b>780652180</b>	<b>100.00</b>	<b>0</b>

**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	-	41623400	5.33	-	(0.76)
Ankit Bankda	46886420	6.01	-	46886420	6.01	-	-
Ankur Vijay Bankda	42813925	5.48	-	6313900	0.81	-	(4.67)
Rahul Bankda	40759915	5.22	-	2169500	0.28	-	(4.94)
Strand Developers P. Ltd.	35875000	4.60	-	35875000	4.60	-	-
Sulabh Rahul Bankda	31621590	4.05	-	100	0.00	-	(4.05)
M/s Paradise Vyapar Pvt. Ltd.	47186125	6.05	-	47186125	6.04	-	-
Vimla Bankda	24162320	3.10	-	22312320	2.86	-	(0.24)
Shankarlal Bankda (HUF)	2731470	0.35	-	2731470	0.35	-	-
<b>TOTAL</b>	<b>490890715</b>	<b>62.88</b>	<b>-</b>	<b>376398700</b>	<b>48.22</b>	<b>-</b>	<b>(14.66)</b>



**iii) Change in Promoters' Shareholding:**

The Changes in the Promoter's Shareholding during the year are detailed below:

S. N.	Name of the Shareholder	Share Holding at the beginning of the year		Cumulative Share Holding during the year	
		No. of shares	% of the total share of the company	No. of shares	% of the total share of the company
<b>1</b>	<b>ASHA BANKDA</b>				
	At the beginning of the year	47553485	6.09	47553485	6.09
	Sale of Shares on 01.01.16	(1930000)	(0.25)	45623485	5.84
	Sale of Shares on 01.02.16	(3500085)	(0.45)	42123400	5.39
	Sale of Shares on 02.03.16	(500000)	(0.06)	41623400	5.33
	At the end of the year	<b>41623400</b>	<b>(5.33)</b>	<b>41623400</b>	<b>5.33</b>
<b>2</b>	<b>ANKUR VIJAY BANKDA</b>				
	At the beginning of the year	<b>42813925</b>	<b>5.48</b>	<b>42813925</b>	<b>5.48</b>
	Sale of Shares on 07.12.15	(3000000)	(0.38)	39813925	5.10
	Sale of Shares on 08.12.15	(2000000)	(0.25)	37813925	4.85
	Sale of Shares on 10.12.15	(15000000)	(1.92)	22813925	2.93
	Sale of Shares on 11.12.15	(3500000)	(0.44)	19313925	2.49
	Sale of Shares on 14.12.15	(2500000)	(0.32)	16813925	2.17
	Sale of Shares on 17.12.15	(2000000)	(0.25)	14813925	1.92
	Sale of Shares on 29.12.15	(2000000)	(0.25)	12813925	1.67
	Sale of Shares on 01.01.16	(3000000)	(0.38)	9813925	1.29
	Sale of Shares on 01.02.16	(3500025)	(0.44)	6313900	0.80
	At the end of the year	<b>6313900</b>	<b>0.80</b>	<b>6313900</b>	<b>0.80</b>
<b>3</b>	<b>RAHUL BANKDA</b>				
	At the beginning of the year	<b>40759915</b>	<b>5.22</b>	<b>40759915</b>	<b>5.22</b>
	Sale of Shares on 07.12.15	(3500000)	(0.44)	37259915	4.78
	Sale of Shares on 11.12.15	(2500000)	(0.32)	34759915	4.46
	Sale of Shares on 22.12.15	(2590266)	(0.33)	32169649	4.13
	Sale of Shares on 29.12.15	(2500000)	(0.32)	29669649	3.81
	Sale of Shares on 01.01.16	(3000000)	(0.38)	26669649	3.43
	Sale of Shares on 13.01.16	(2500000)	(0.32)	24169649	3.11
	Sale of Shares on 27.01.16	(2500000)	(0.32)	21669649	2.79
	Sale of Shares on 28.01.16	(2500159)	(0.32)	19169490	2.47
	Sale of Shares on 01.02.16	(3499990)	(0.44)	15669500	2.03
	Sale of Shares on 02.03.16	(3500000)	(0.44)	12169500	1.59
	Sale of Shares on 04.03.16	(2000000)	(0.25)	10169500	1.34
	Sale of Shares on 09.03.16	(1500000)	(0.19)	8669500	1.15
	Sale of Shares on 10.03.16	(3500000)	(0.44)	5169500	0.71
	Sale of Shares on 14.03.16	(3000000)	(0.38)	2169500	0.28
	At the end of the year	<b>2169500</b>	<b>0.28</b>	<b>2169500</b>	<b>0.28</b>
<b>4</b>	<b>SULABH RAHUL BANKDA</b>				
	At the beginning of the year	<b>31621590</b>	<b>4.05</b>	<b>31621590</b>	<b>4.05</b>
	Sale of Shares on 07.12.15	(3500000)	(0.44)	28121590	3.61
	Sale of Shares on 10.12.15	(7000000)	(0.89)	21121590	2.72
	Sale of Shares on 11.12.15	(3500000)	(0.44)	17621590	2.28
	Sale of Shares on 14.12.15	(2500000)	(0.32)	15121590	1.96
	Sale of Shares on 18.12.15	(2750000)	(0.35)	12371590	1.61
	Sale of Shares on 21.12.15	(1801486)	(0.23)	10570104	1.38
	Sale of Shares on 22.12.15	(2500000)	(0.32)	8070104	1.06
	Sale of Shares on 23.12.15	(2000000)	(0.25)	6070104	0.81
	Sale of Shares on 29.12.15	(3000000)	(0.38)	3070104	0.43
	Sale of Shares on 01.01.16	(2070000)	(0.27)	1000104	0.12
	Sale of Shares on 01.02.16	(1000004)	(0.12)	100	0.00
	At the end of the year	<b>100</b>	<b>0.00</b>	<b>100</b>	<b>0.00</b>
<b>5</b>	<b>VIMLA BANKDA</b>				
	At the beginning of the year	<b>24162320</b>	<b>3.10</b>	<b>24162320</b>	<b>3.10</b>
	Sale of Shares on 01.01.16	(1850000)	(0.23)	22312320	2.85
	At the end of the year	<b>22312320</b>	<b>2.85</b>	<b>22312320</b>	<b>2.85</b>

The Shareholding of the other promoters & promoter group remained unchanged during the year 2015-16.



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	14123631	1.81	4207718	0.54	17.05.15	14123631	9576631	-	4547000	Sale
					01.05.15	9576631	8926827	-	649804	Sale
					08.05.15	8926827	8717248	-	209579	Sale
					10.07.15	8717248	6734219	-	1983029	Sale
					(Not in List)					
					04.09.15	6734219	7756560	1022341	-	Buy
					11.09.15	7756560	7584660	-	171900	Sale
					30.09.15	7584660	7337019	-	247641	Sale
					30.10.15	5786403	5071403	-	715000	Sale
					20.11.15	4460888	4231888	-	229000	Sale
					27.11.15 to 31.03.16	4231888	4207718	-	-	Buy/Sale
Rasika Ravindra Sakpal	6962640	0.89	Not in List		03.04.15 to 05.06.15	6962640	Not in List	-	-	-
Arcadia Share & Stock Brokers Pvt Ltd	22086050	2.83	Not in List		29.05.15	22197200	22675053	477853	-	Buy
					12.06.15	22675053	22072053	-	603000	Sale
					26.06.15	22072053	21472053	-	600000	Sale
					14.08.15	21472053	22932739	1460686	-	Buy
					21.08.15	22932739	22470002	-	462737	Sale
					28.08.15	22470002	20838506	-	1631496	Sale
					04.09.15	20838506	20921291	82785	-	Buy/Sale
					11.09.15	20921291	19921291	-	1000000	Sale
					18.09.15	19921291	19170291	-	751000	Sale
					25.09.15	19170291	17570291	-	1600000	Sale
					09.10.15	17570291	12870291	-	4650000	Sale
					16.10.15	12870291	8920291	-	3950000	Sale
					23.10.15	8920291	7468291	-	1452000	Sale
					30.10.15	7468291	4818291	-	2650000	Sale
Radiance Exim Pvt. Ltd	12888350	1.65	Not in List	-	03.04.15	12888350	10888350	-	2000000	Sale
					17.04.15	10888350	7388350	-	3500000	Sale
Comfort Securities Ltd	Not in list	-	6701225	0.85	10.04.15 to 01.05.15	Not in list	6761475	-	-	Buy/Sale
					12.06.15	6761475	10064725	3303250	-	Buy
					05.02.16	10064725	9301225	-	763500	Sale
					19.02.16	9301225	8201225	-	1100000	Sale
					18.03.16	8201225	7301225	-	900000	Sale
					25.03.16	7301225	6901225	-	400000	Sale
					31.03.16	6901225	6701225	-	200000	Sale
Alacrity Securities Ltd.	15812516	2.03	8055304	1.03	24.04.15	15817508	18231897	2414389	-	Buy
					01.05.15	18231897	14231897	-	4000000	Sale
					08.05.15	14231897	15132964	901067	-	Buy
					12.06.15	15132964	13138543	-	1994421	Sale
					21.08.15	13138543	12567221	-	571322	Sale
					28.08.15	12567221	12050601	-	516620	Sale
					06.11.15	12050601	12301776	251175	-	Buy
					20.11.15	12301776	11792282	-	509494	Sale
					08.01.16	11792282	7795304	-	3996978	Sale
					15.01.16	7795304	9295304	1500000	-	Buy
					29.01.16	9295304	9755304	460000	-	Buy
					26.02.16	9755304	8055304	-	1700000	Sale
Elan Capital Advisors Pvt. Ltd	11058460	1.42	Not in list	-	20.11.15	11058460	10370163	-	688297	Sale
					27.11.15	10370163	4753560	-	5616603	Sale
Paramount Fintrade P. Ltd	7182390	0.92	Not in list	-	-	-	-	-	-	-
Pears Vanijya Pvt. Ltd.	7531000	0.96	Not in list		24.07.15	7531000	11331000	3800000	-	Buy
					28.08.15	11331000	11631000	300000	-	Buy
					11.09.15	11631000	10954613	-	676387	Sale
					30.09.15	10954613	10714574	-	240039	Sale
					09.10.15	10714574	9914574	-	800000	Sale
					06.11.15	9914574	6125000	-	3789574	Sale
SMC Global Securities Ltd.	7110313	0.91	Not in list	-	03.04.15	7110313	10985313	3875000	-	Buy
Parag Jagdish Bhai Sheth	6059643	0.77	Not in List		15.05.15	6059643	7309655	1250012	-	Buy
					16.10.15	7309655	6603659	705996	-	Sale
					23.10.15	6603659	7203648	599989	-	Buy
Alacrity Securities Limited	6000000	0.76	Not in list		01.05.15	6000000	11000000	5000000	-	Buy
					12.06.15	11000000	13000000	2000000	-	Buy



					15.01.16	13000000	11000000	-	2000000	Sale
					31.03.16	11000000	7000000	-	4000000	Sale
Shree SuprinitTradeinvestPrivate Limited	6996431	0.89	Not in list	-	22.05.15	6996431	7446431	450000	-	Buy
					03.07.15	7446431	9446431	2000000	-	Buy
					18.09.15	9446431	6537790	-	2908641	Sale
Shree VishwamurteTradeinvestPvt Ltd	8070851	1.03	Not in list	-	10.07.15	8070851	7870851	-	200000	Sale
					14.08.15	7870851	10241120	2370269	-	Buy
					21.08.15	10241120	9236120	-	1005000	Sale
					28.08.15	9236120	8736120	-	500000	Sale
					18.09.15	8736120	7548073	-	1188047	Sale
					30.10.15	7548073	5595000	-	1953073	Sale
Avashya Infotech Pvt Ltd	10399069	1.33	Not in list	-	14.08.15	10399069	9622982	-	776087	Sale
					21.08.15	9622982	6858701	-	2764281	Sale
NishithAtul Bhai Shah	9022242	1.15	Not in list	-	04.09.15	9022242	8354193	-	668049	Sale
					18.09.15	8354193	8521319	167126	-	Buy
					25.09.15	8521319	7921319	-	600000	Sale
					30.09.15	7921319	7171319	-	750000	Sale
Vivek Burman	7050000	0.90	7805000	0.99	11.12.15	7050000	7325000	275000	-	Buy
					25.12.15	7325000	7600000	275000	-	Buy
					31.12.15	7600000	7750000	150000	-	Buy
					29.01.16 to 25.03.16	7750000	7800000	-	-	Buy/Sale
					31.03.16	7800000	7805000	-	-	Buy/Sale
Comfort Intech Limited	4536325	0.58	Not in List	-	05.02.16	4536325	4111325	-	425000	Sale
					12.02.16	4111325	2536325	-	1575000	Sale
Karvy Stock Broking Limited	3889452	0.49	Not in List	-	27.11.15	3889452	4300138	410686	-	Buy
					04.12.15	4300138	3597014	-	703124	Sale
					18.12.15	3597014	4116125	519111	-	Buy
					25.12.15	4116125	4250824	134699	-	Buy
					31.12.15	4250824	4671807	420983	-	Buy
					08.01.16	4671807	4214586	-	457221	Sale
					22.01.16	4214586	2881859	-	1332727	Sale
					05.02.16	2881859	2916302	34443	-	Buy
					12.02.16	2916302	2789916	-	126386	Sale
					19.02.16	2789916	2940240	150324	-	Buy
					26.02.16	2940240	2931916	-	8324	Sale
					04.03.16	2931916	3292613	360697	-	Buy
					11.03.16	3292613	3272550	-	20063	Sale
					18.03.16	3272550	3150950	-	121600	Sale
					25.03.16	3150950	2309558	-	841392	Sale
Vincent Clement Lasrado	3000000	0.38	Not in List	-	11.12.15	3000000	0	-	3000000	Sale
Ase Capital Markets Limited	5401594	0.69	Not in List	-	20.11.15	5401594	5000	-	5396594	Sale
Angel Broking Private Limited	3115661	0.39	Not in List	-	04.12.15	3115661	2837915	-	277746	Sale
					11.12.15	2837915	3352585	514670	-	Sale
					31.12.15	3352585	4948254	1595669	-	Buy
					08.01.16	4948254	5475760	527506	-	Buy
					15.01.16	5475760	4168678	-	1307082	Sale
					22.01.16	4168678	2997574	-	1171104	Sale
					18.03.16	2996848	2417448	-	579400	Sale
					25.03.16	2417448	2309558	-	841392	Sale
Indira Securities Private Limited	30008000	3.84	Not in List	-	18.12.15	30008000	4750000	-	25258000	Sale
					25.12.15	4750000	7094266	2344266	-	Buy
					11.03.16	5000	3500000	3495000	-	Buy
					18.03.16	3500000	0	-	3500000	Sale
Universal Golden Fund	29752991	3.81	Not in List	-	31.12.15	29752991	26907829	-	2845162	Sale
					08.01.16	26907829	25407829	-	1500000	Sale
					15.01.16	25407829	11000000	-	14407829	Sale
					22.01.16	11000000	9000000	-	2000000	Sale
					29.01.16	9000000	4000000	-	5000000	Sale
					04.03.16	4000000	0	-	4000000	Sale
Monotype India limited	2840000	0.36	Not in List	-	-	-	-	-	-	-
DhanlaxmiCotex Limited	3900000	0.49	Not in List	-	-	-	-	-	-	-
JayineTradecom Private Limited	2554615	0.32	2554615	0.32	-	-	-	-	-	-
ShyamsuratRajbali Singh	4245110	0.54	Not in List	-	04.03.16	4245110	3136110	-	1109000	Sale
					11.03.16	3136110	2982110	-	154000	Sale
					18.03.16	2982110	2432110	-	550000	Sale
Priteshkumar H Shah	Not in List	-	2369878	0.30	-	-	-	-	-	-
Alacrity Securities limited	Not in List	-	5700000	0.73	-	-	-	-	-	-

**Note:** Details of the change in shareholding for less than 2% has been merged in the above said statement and increase/decreased 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 banpost.



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.
<b>Shri Kedarmal Shankarlal Bankda, Chairman &amp; Whole-time Director</b>				
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
<b>Shri Vijay Shankarlal Bankda, Managing Director</b>				
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
<b>Shri Ankit Kedarmal Bankda, Chief Financial Officer</b>				
At the beginning of the year	46886420	6.01		
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

There is no shareholding in the Company by CS Nafisa Vakil, Company Secretary

V. INDEBTNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (Rs. in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning 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
<b>Total (i+ii+iii)</b>	<b>593.61</b>	<b>14.09</b>	<b>0.00</b>	<b>607.70</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	0.00	0.00	0.00	0.00
Reduction	(31.42)	(14.09)	0.00	(45.51)
Net Change	(31.42)	(14.09)	0.00	(45.51)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the end of the financial year				
i) Principal Amount	562.19	0.00	0.00	562.19
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
<b>Total (i+ii+iii)</b>	<b>562.19</b>	<b>0.00</b>	<b>0.00</b>	<b>562.19</b>

VI. REMUNERATION OF DIRECTOR AND KMP

A. Remuneration to Managing Director, Whole-time Directors and / or Manager: (Rs. in Lacs)

S. No.	Particulars of Remuneration	Mr. Kedarmal Bankda Chairman & Whole Time Dir.	Mr. Vijay Bankda Managing Director	Total
1	Gross Salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	6.60	6.60	13.20
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	1.72	1.59	3.31
	(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
	<b>Total</b>	<b>8.32</b>	<b>8.19</b>	<b>16.51</b>
	Ceiling as per the Act	89.30	89.30	178.61

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	0.125	0.125	0.05	0.30
2	-Commission	0	0	0	0
3	-Others, please specify	0	0	0	0
	<b>Total B.1</b>	<b>0.125</b>	<b>0.125</b>	<b>0.05</b>	<b>0.30</b>

2. Other Non Executive Directors:

S. No.	Particulars of Remuneration	Mrs. Rinki Ankit Bankda	Total
1	-Fee for attending Board Committee Meetings	0.10	0.10
2	-Commission	0	0
3	-Others, please specify	0	0
	<b>Total B.2</b>	<b>0.10</b>	<b>0.10</b>
	<b>Total (B1+B2)</b>	<b>0.40</b>	<b>0.40</b>
	<b>Total Managerial Remuneration</b>	<b>16.91</b>	<b>16.91</b>
	<b>Overall Ceiling as per the Act</b>		<b>178.61</b>



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

S. No.	Particulars of Remuneration	Mr. Ankit Kedarmal Bankda CFO	Ms. Nafisa Wakil CS*	Ms. Praniti Porwal CS*	Total
1	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	660000	100000	175000	935000
	(b) Value of perquisites under Section 17(2) Income Tax Act, 1961	21600	0	0	21600
	(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
	<b>Total C</b>	<b>681600</b>	<b>100000</b>	<b>175000</b>	<b>956600</b>

\*CS Ms. Praniti Porwal has resigned from 31.10.2015 and Ms. Nafisa Wakil was appointed w.e.f. 7th Nov., 2015

**VII. PENALTY/PUNISHMENT/COMPOUNDING OF OFFENCES:** There is no demand for 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. However, the SEBI has issued an Interim Order in the matter of First Financial Services Ltd. on 19th Dec., 2014 as disclosed in the Board Report.

**By order of the Board of Director**

**KEDARMAL BANKDA  
Chairman & Whole Time Director  
DIN : 00023050**

Place: Indore  
Date : 30th July, 2016

**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**

**Particulars of Top 10 Employees in relation with the remuneration drawn by them during the year 2015-16**  
(Pursuant to Rule 5(2) of the Companies (Appointment and Remuneration) Rules, 2014)

S. N.	Name of Employee	Designation of the employee	Remuneration recd.	Nature of employment, whether contractual or other wise	Qualifications and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the co.	Whether any such employee is a relative of any dir. or man. of the co. and if so, name of such dir. or man.	Remarks
1	Shirish Chowk	VP Marketing	2150040	Permanent Emp.	MBA 38 Yrs. Exp.	06/01/2006	61 Yrs	Lyka Labs Ltd.	No	-
2	Rajulal Joshi	Manager	920000	Permanent Emp.	B.Tech 12 Yrs Exp.	05/02/2015	34 Yrs	TEVA API LTD.	No	-
3	Vijay U.Pandya	GM Works	879760	Permanent Emp.	BSC 33 Yrs Exp.	02/07/2015	64 Yrs	PDPL	No	-
4	Vijay Dingre	DGM West	871594	Permanent Emp.	BSC 30 Yrs. Exp.	04/01/2013	58 Yrs	Corona Reme.	No	-
5	Anil Kumar Singh	G.M.	866117	Permanent Emp.	Post Grad. 11 Yrs Exp.	02/01/2014	49 Yrs	Cratus Lifecare	No	-
6	Sandeep Sharma	D.G.M.	855764	Permanent Emp.	MSC & MBA 25 Yrs Exp.	14/04/2015	50Yrs	PDPL	No	-
7	Manoj Yadav	D.G.M.	832047	Permanent Emp.	MBA 26 Yrs Exp.	12/01/1998	46 Yrs	Kabra Drugs	No	-
8	Kedarmal Bankda	Whole Time Dir.	832016	Permanent Emp.	M.Com 40 Yrs. Exp.	13/04/1992	64 Yrs	-	Vijay-Rinki Bankda	-
9	Vijay Bankda	Managing Dir.	818982	Permanent Emp.	B.Com, LLB. 36 Yrs. Exp.	01/12/1999	58 Yrs	-	Kedarmal-Rinki Bankda	-
10	Devendra Bakliwal	Sr. Manager	734452	Permanent Emp.	B.Com 23 Yrs Exp.	18/12/1995	45 Yrs	Siddharth Tubes	No	-

1. The percentage increase in remuneration of each Director, CFO and CS during the financial year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 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 2015-16	Remuneration of Director/ KMP for the financial year 2014-15	% 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)	832016	778048	17.21%	7.91
2	Shri Vijay Bankda (Managing Director)	818982	783750	17.89%	7.79
3	Mrs. Rinki Bankda (Women Director)	10000	5000	100%	0.09
4	Shri Krishna Das Neema (ID)	12500	12500	0	0.12
5	Shri Praveen Jindal (ID)	5000	5000	0	0.05
6	Shri Vinod Kabra (ID)	12500	12500	0	0.12
7	Shri Ankit Bankda (Chief Financial Officer)	681600	639600	6.56%	6.48
8	**Ms. Praniti Porwal (CS)	175000	60000	191.66%	1.66
9	**Ms. Nafisa Wakil (CS)	100000	0	-	0.95

\*\*Ms. Praniti Porwal has resigned from office on 31st Oct, 2015 & Ms. Nafisa Wakil has joined office from 7th Nov., 2015

- The median remuneration of the employees of the Company during the financial year, 2015-16 was Rs. 1,05,127
- In the financial year, there was an increase of 19.96% in the median remuneration of employees.
- There were 918 permanent employees on the rolls of the Company as on 31st March 2016.
- Average percentage increase made in the salaries of employees other than managerial personnel in the financial year 2015-16 was 7.06% whereas there is 23.34% increase in the managerial remuneration for the same financial year.
- It is hereby affirmed 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 CS Nafisa Wakil w.e.f. 07.11.2016.*



**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, 2016**, 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 Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation & presentation 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 of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances.

An audit also includes evaluating the appropriateness of 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 2016 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, 2016 ("the Order") as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure - A**, a statement on the matters specified in 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, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting 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 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, 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. MOONDR & CO.**  
**CHARTERED ACCOUNTANTS**  
**F.R. NO. 004879C**  
**S.P. MOONDR**  
**PROPRIETOR**  
**M.NO. 073747**

**Place: Indore**  
**Date : 30th May, 2016**

**ANNEXURE "A" TO THE AUDITOR'S REPORT**

Referred to in paragraph 1 under the heading 'Report on Other Legal & Regulatory Requirement' of our report of even date to the financial statements of M/s Syncom Formulations Ltd. for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
  - (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.
  - (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
  - (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) 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 information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
  - (b) According to the information and explanations given to us, the dues in respect of Income Tax, Sales Tax, Service Tax, Custom Duty, Excise Duty, Cess and Value Added Tax 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)
1.	Income Tax Act	Income Tax AY. 2006-07	Income Tax Appellate Tribunal Mumbai	45.30	45.30
2.	Provident Fund Act	Provident 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
5.	Commercial Tax	Central Sales Tax F.Y. 2011-12	D.C. Appeal Sales tax Indore	0.42	0.42
6.	Commercial Tax	Central Sales Tax F.Y. 2011-12	D.C. Appeal Sales tax Indore	0.97	0.97

- 8) In our opinion and according to the Information and explanation given to us, the Company has not defaulted in the repayment of dues to banks. The Company has not taken any loan either from financial institution or from the Government and has not issued any debentures.
- 9) The Company did not raise any money by the way of initial public offer or future public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the Course of our Audit.
- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**FOR, S.P. MOONDRA & CO.**  
**CHARTERED ACCOUNTANTS**  
**F.R. NO. 004879C**  
**S.P. MOONDRA**  
**PROPRIETOR**  
**M.NO. 073747**

**Place: Indore**  
**Date : 30th May, 2016**

**“ANNEXURE B” TO THE INDEPENDENT AUDITOR’S REPORT**  
**Report on the Internal Financial Controls under Clause (f) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/s Syncom Formulation Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial

Reporting issued by the Institute of Chartered Accountants of India These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors’ Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR, S.P. MOONDRA & CO.**  
**CHARTERED ACCOUNTANTS**  
**F.R. NO. 004879C**  
**S.P. MOONDRA**  
**PROPRIETOR**  
**M.NO. 073747**

**Place: Indore**  
**Date : 30th May, 2016**





## Balance Sheet as at 31st March, 2016

(Amount in ₹)

<i>Particulars</i>	<i>Note</i>	<i>As at 31-03-2016</i>	<i>As at 31-03-2015</i>
<b>EQUITY AND LIABILITIES</b>			
<b>Share holders' funds</b>			
Share capital	1	78,06,52,180	78,06,52,180
Reserves and surplus	2	30,63,44,318	22,15,80,284
		1,08,69,96,498	1,00,22,32,464
<b>Non-Current Liabilities</b>			
Deferred Tax Liability (Net)	3	5,84,57,255	5,45,41,302
Other long-term liabilities	4	42,12,580	16,50,080
<b>Current Liabilities</b>			
Short Term Borrowings	5	5,62,19,916	6,07,70,055
Trade Payables	6	46,93,61,722	19,91,43,543
Other Current Liabilities	7	3,66,78,805	1,62,86,998
Short Term Provisions	8	4,20,90,476	4,14,29,300
		60,43,50,919	31,76,29,896
<b>GRAND TOTAL</b>		1,75,40,17,252	1,37,60,53,742
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	9	45,76,57,089	45,67,37,072
Intangible Assets	9	8,34,669	10,35,047
Capital Work in Progress	9	4,71,94,703	0
Non-Current Investments	10	23,47,42,678	6,48,48,676
Long Term Loans and Advances	11	15,05,42,200	6,75,39,326
		89,09,71,339	59,01,60,121
<b>Current Assets</b>			
Inventories	12	15,46,80,764	10,93,87,773
Trade Receivables	13	45,99,69,058	31,15,87,343
Cash and Bank Balances	14	5,69,41,230	6,77,34,923
Short-Term Loans and Advances	15	18,69,86,642	29,25,26,160
Other Current Assets	16	44,68,219	46,57,422
		86,30,45,913	78,58,93,621
<b>GRAND TOTAL</b>		1,75,40,17,252	1,37,60,53,742
<b>Notes &amp; significant accounting policies, forming part of financial statements</b>	1-27		

As per our report of even date annexed

For S.P. MOONDRA & CO.  
Chartered Accountants  
F.R. No.: 004879C

S.P.Moondra  
Proprietor  
M. No.: 073747

Place : Indore  
Dated: 30th May, 2016

For and on behalf of the Board of Directors

Kedarmal Bankda  
Chairman & Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Nafisa Vakil  
Company Secretary  
A41432

Ankit Bankda  
Chief Financial Officer



## Statement Of Profit And Loss for the year ended 31st March, 2016

(Amount in ₹)

<i>Particulars</i>	<i>Note</i>	<i>2015-16</i>	<i>2014-15</i>
<b>INCOME</b>			
Revenue from Operations (Gross)	17	1,85,56,80,963	1,73,50,54,488
Less : Excise Duty		1,67,11,270	11,43,614
Revenue from Operations (Net)		1,83,89,69,693	1,73,39,10,874
Other Income	18	2,66,83,198	1,97,69,109
<b>Total Revenue</b>		<b>1,86,56,52,891</b>	<b>1,75,36,79,983</b>
<b>EXPENDITURE</b>			
Cost of materials consumed	19	68,90,02,950	89,84,28,706
Purchase of Stock-in-Trade	20	66,30,17,266	26,90,21,722
Changes in inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	21	(3,65,03,781)	(75,49,901)
Employee Benefits Expenses	22	13,61,36,808	13,50,49,938
Finance Costs	23	7,08,564	21,26,767
Depreciation and Amortisation Expenses	24	2,99,81,149	3,43,21,028
Other Expenses	25	22,12,82,066	25,73,57,218
<b>Total Expenses</b>		<b>1,70,36,25,021</b>	<b>1,58,87,55,478</b>
<b>Profit / (Loss) before Extraordinary Items and Tax</b>		<b>16,20,27,870</b>	<b>16,49,24,505</b>
Less : Extraordinary Item	26	10,19,363	85,76,470
<b>Profit/(Loss) before Tax</b>		<b>16,10,08,507</b>	<b>15,63,48,035</b>
<b>Tax Expenses</b>			
Current Tax		5,27,05,093	5,37,44,417
Income Tax (Earlier Years)		8,31,932	26,93,316
Deferred Tax		39,15,954	23,44,863
<b>Profit for the year</b>		<b>10,35,55,528</b>	<b>9,75,65,439</b>
<b>Earning per equity share of Re. 1 each</b>			
Basic & Diluted Before Extraordinary Activities (In Re.)		0.133	0.125
Basic & Diluted After Extraordinary Activities (In Re.)		0.133	0.125
<b>Notes &amp; significant accounting policies, forming part of financial statements</b>	<b>1-27</b>		

As per our report of even date annexed

For S.P. MOONDRA & CO.  
Chartered Accountants  
F.R. No.: 004879C

S.P.Moondra  
Proprietor  
M. No.: 073747

Place : Indore  
Dated: 30th May, 2016

For and on behalf of the Board of Directors

Kedarmal Bankda  
Chairman & Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Nafisa Vakil  
Company Secretary  
A41432

Ankit Bankda  
Chief Financial Officer



## Cash Flow Statement for the year ended 31st March, 2016

(₹ in Lacs)

Particulars	Year Ended		Year Ended	
	31-03-2016		31-03-2015	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
<b>Net profit before extraordinary items &amp; tax</b>		<b>1620.28</b>		1649.24
<u>Adjustments for:</u>				
Depreciation	<b>299.81</b>		340.23	
Amortisation of share issue expenses	<b>0.00</b>		2.97	
Finance costs	<b>7.09</b>		21.27	
Interest income	<b>(122.74)</b>		(147.48)	
Dividend income	<b>0.12</b>		0.00	
Loss on sale of Investments	<b>0.00</b>		85.77	
Loss on Sale of Machinery	<b>10.19</b>			
Rental income from investment properties	<b>(80.61)</b>	<b>113.86</b>	(43.30)	259.46
Operating profit before working capital changes		<b>1734.14</b>		1908.70
<u>Changes in working capital</u>				
Adjustments for (increase)/decrease in operating assets:				
Inventories	<b>(452.93)</b>		(104.23)	
Trade receivables	<b>(1483.82)</b>		(174.30)	
Short term loans and advances	<b>1055.40</b>		26.89	
Long term loans and advances	<b>(830.03)</b>		(77.91)	
Other current assets	<b>1.89</b>		(10.85)	
Adjustments for increase/(decrease) in operating liabilities:				
Trade payables	<b>2702.18</b>		(943.65)	
Other current liabilities	<b>203.91</b>		76.98	
Other long-term liabilities	<b>25.63</b>		4.50	
Short-term provisions	<b>6.61</b>	<b>1228.84</b>	(37.30)	(1239.87)
		<b>2962.98</b>		668.83
Cash flow from extraordinary items	<b>(10.19)</b>	<b>(10.19)</b>	(85.77)	(85.77)
Cash generated from operations		<b>2952.79</b>		583.06
Net income tax (paid)	<b>(535.37)</b>	<b>(535.37)</b>	(564.38)	(564.38)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>2417.42</b>		18.68
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Capital expenditure on fixed asset	<b>(327.12)</b>		(324.31)	
Capital Work in Progress	<b>(471.95)</b>		0.00	
Purchase of long-term investments	<b>(1698.94)</b>		(89.14)	
Proceeds from sale of long-term investments	<b>0.00</b>		285.57	
Process from sale of Machinery	<b>9.91</b>			
Interest received	<b>122.74</b>		147.48	
Dividend received	<b>(0.12)</b>		0.00	
Rental income from investment properties	<b>80.61</b>		43.30	
<b>Net cash flow (used in) investing activities (B)</b>		<b>(2284.86)</b>		62.90



## Cash Flow Statement for the year ended 31st March, 2016

(₹ in Lacs)

Particulars	Year Ended		Year Ended	
	31 - 03 - 2016		31 - 03 - 2015	
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Proceeds from issue of equity shares	0.00		0.00	
Proceeds from other short-term borrowings	(45.50)		277.35	
Repayment of other short-term borrowings	0.00		0.00	
Finance cost	(7.09)		(21.27)	
Dividends paid	(156.13)		(156.13)	
Tax on dividend	(31.78)		(31.78)	
<b>Net cash flow from / (used in) financing activities (C)</b>		(240.50)		68.17
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>		(107.95)		149.75
Cash and cash equivalents at beginning of the year		677.36		527.61
<b>Cash and cash equivalents at the end of the year</b>		569.41		677.36

As per our report of even date annexed

For S.P. MOONDRA & CO.  
Chartered Accountants  
F.R. No.: 004879C

S.P.Moondra  
Proprietor  
M. No.: 073747

Place : Indore  
Dated: 30th May, 2016

For and on behalf of the Board of Directors

Kedarmal Bankda  
Chairman & Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Nafisa Wakil  
Company Secretary  
A41432

Ankit Bankda  
Chief Financial Officer



## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

Particulars	2015-2016	2014-2015																																																									
<b>NOTE - 1: SHARE CAPITAL</b>																																																											
<b>Authorized Share Capital</b>																																																											
80,00,00,000 equity shares of Re. 1 each (Previous Year 80,00,00,000 equity share of Re. 1 each)	<b>80,00,00,000</b>	80,00,00,000																																																									
<b>Issued, Subscribed &amp; Paid up</b>																																																											
78,06,52,180 Equity shares of Re. 1 fully paid up (Previous year 78,06,52,180 Equity Shares of Re. 1 fully paid up.)	<b>78,06,52,180</b>	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 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 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><b>The details of Shareholders holding more than 5% shares:</b></p> <table border="1"> <thead> <tr> <th rowspan="2">Name of the Shareholder</th> <th colspan="2">As at 31.03.2016</th> <th colspan="2">As at 31.03.2015</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 style="text-align: right;">9,01,94,650</td> <td style="text-align: right;">11.55%</td> <td style="text-align: right;">9,01,94,650</td> <td style="text-align: right;">11.55%</td> </tr> <tr> <td>Mr. Vijay Bankda</td> <td style="text-align: right;">5,85,53,775</td> <td style="text-align: right;">7.50%</td> <td style="text-align: right;">5,85,53,775</td> <td style="text-align: right;">7.50%</td> </tr> <tr> <td>M/s. Paradise Vyapar Pvt. Ltd.</td> <td style="text-align: right;">4,71,86,125</td> <td style="text-align: right;">6.05%</td> <td style="text-align: right;">4,71,86,125</td> <td style="text-align: right;">6.05%</td> </tr> <tr> <td>Mr. Ankit Bankda</td> <td style="text-align: right;">4,68,86,420</td> <td style="text-align: right;">6.01%</td> <td style="text-align: right;">4,68,86,420</td> <td style="text-align: right;">6.01%</td> </tr> <tr> <td>Mrs. Asha Bankda</td> <td style="text-align: right;">4,16,23,400</td> <td style="text-align: right;">5.33%</td> <td style="text-align: right;">4,75,53,485</td> <td style="text-align: right;">6.09%</td> </tr> <tr> <td>Mr. Ankur Vijay Bankda</td> <td style="text-align: right;">63,13,900</td> <td style="text-align: right;">0.81%</td> <td style="text-align: right;">4,28,13,925</td> <td style="text-align: right;">5.48%</td> </tr> <tr> <td>Mr. Rahul Bankda</td> <td style="text-align: right;">21,69,500</td> <td style="text-align: right;">0.28%</td> <td style="text-align: right;">4,07,59,915</td> <td style="text-align: right;">5.22%</td> </tr> </tbody> </table> <p><b>The reconciliation of the number of shares outstanding is set out below:</b></p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">No. of shares</th> </tr> <tr> <th>As at 31.03.2016</th> <th>As at 31.03.2015</th> </tr> </thead> <tbody> <tr> <td>Equity shares at the beginning of the year</td> <td style="text-align: right;">78,06,52,180</td> <td style="text-align: right;">78,06,52,180</td> </tr> <tr> <td>Equity shares at the end of the year</td> <td style="text-align: right;">78,06,52,180</td> <td style="text-align: right;">78,06,52,180</td> </tr> </tbody> </table>			Name of the Shareholder	As at 31.03.2016		As at 31.03.2015		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%	M/s. Paradise Vyapar Pvt. Ltd.	4,71,86,125	6.05%	4,71,86,125	6.05%	Mr. Ankit Bankda	4,68,86,420	6.01%	4,68,86,420	6.01%	Mrs. Asha Bankda	4,16,23,400	5.33%	4,75,53,485	6.09%	Mr. Ankur Vijay Bankda	63,13,900	0.81%	4,28,13,925	5.48%	Mr. Rahul Bankda	21,69,500	0.28%	4,07,59,915	5.22%	Particulars	No. of shares		As at 31.03.2016	As at 31.03.2015	Equity shares at the beginning of the year	78,06,52,180	78,06,52,180	Equity shares at the end of the year	78,06,52,180	78,06,52,180		
Name of the Shareholder	As at 31.03.2016			As at 31.03.2015																																																							
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## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

<i>Particulars</i>	<i>2015-2016</i>	<i>2014-2015</i>
<b>NOTE - 2: RESERVES &amp; SURPLUS</b>		
<b>Capital Reserve</b>		
<b>State capital subsidy</b>		
As per last balance sheet a	7,50,000	7,50,000
<b>General reserve</b>		
(As per last balance sheet)	15,00,00,000	10,00,00,000
Add: Set aside during the year	9,00,00,000	7,85,27,841
Less : Effect of depreciation charged as per Companies Act 2013 Net of Deferred Tax	0	2,85,27,841
b	24,00,00,000	15,00,00,000
<b>Surplus - Balance in Statement of Profit &amp; Loss</b>		
As per last balance sheet	7,08,30,284	7,05,84,180
Add: Profit for the year	10,35,55,528	9,75,65,439
Less: Transfer to General Reserve	9,00,00,000	7,85,27,841
Less: Proposed Equity Dividend	1,56,13,044	1,56,13,044
Less: Tax on Proposed Equity Dividend	31,78,450	31,78,450
c	6,55,94,318	7,08,30,284
(a to c)	30,63,44,318	22,15,80,284
<b>NOTE - 3: DEFERRED TAX LIABILITY (NET)</b>		
<b>Deferred Tax Liability on account of</b>		
Depreciation	6,04,60,182	5,61,25,230
<b>Less : Deferred Tax Assets on account of</b>		
Provision for Gratuity	20,02,927	15,83,928
<b>Net Deferred Tax liability / (Assets)</b>	5,84,57,255	5,45,41,302
<b>NOTE - 4: OTHER LONG-TERM LIABILITIES</b>		
Trade Deposits	1,00,000	2,00,000
Deposit Against Property Let Out	41,12,580	14,50,080
	42,12,580	16,50,080
<b>NOTE - 5: SHORT TERM BORROWINGS</b>		
<b>Loan repayable on demand</b>		
<b>Secured</b>		
<b>Working Capital Loans (Over Draft)</b>		
From Dena Bank	5,25,79,986	4,88,18,337
From State Bank of India	36,39,930	1,05,42,588
<b>Security:</b>		
Overdrafts from banks are secured against the lien of fixed deposit receipts		
<b>Unsecured</b>		
From Companies (Refer Note No. 27.11)	0	14,09,130
	5,62,19,916	6,07,70,055
<b>NOTE - 6: TRADE PAYABLE (Refer Note No. 27.09)</b>		
Micro, Small and Medium Enterprises	98,22,149	60,70,687
Others	45,95,39,573	19,30,72,856
	46,93,61,722	19,91,43,543



## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

Particulars		2015-2016	2014-2015								
<b>NOTE - 7: OTHER CURRENT LIABILITIES</b>											
Unclaimed dividend		12,26,037	12,99,311								
Right issue Refund Payable A/c		1,717	1,717								
Creditors - Capital Expenditure		1,54,69,964	46,33,163								
Advance from Customers		1,28,59,491	66,72,224								
Statutory Dues		71,21,596	36,80,584								
		<b>3,66,78,805</b>	1,62,86,998								
<b>NOTE - 8: SHORT TERM PROVISIONS</b>											
Provision for Bonus, Gratuity and leave encashment		98,23,821	72,89,234								
Provision for Income Tax- Net of Advance. Tax Re. 5,24,74,199 (Pre.Yr. Re. 4,89,39,765)		2,30,894	48,04,652								
Provision for Expenses		1,32,44,267	1,05,43,920								
Proposed dividend		1,56,13,044	1,56,13,044								
Corporate Dividend Tax Payable		31,78,450	31,78,450								
		<b>4,20,90,476</b>	4,14,29,300								
<b>NOTE - 9: FIXED ASSETS (AT COST)</b>											
PARTICULARS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	AS AT 31/03/15	Additions	Sale / Transfer	AS AT 31/03/16	AS AT 31/03/15	Due to Change in method as per Sch II	For the Year	Written back due to sale / Transfer	AS AT 31/03/16	AS AT 31/03/16	AS AT 31/03/15
<b>TANGIBLE ASSETS:</b>											
<b>Own Assets</b>											
Lease hold land	1186605	0	0	1186605	192377	0	12587	0	204964	981641	994228
Building Factory	194704220	6310247	0	201014467	64870930	0	6068393	0	70939323	130075144	129833290
Building Others	145975800	1000860	0	146976660	10125726	0	2323309	0	12449035	134527625	135850074
Plant & Machineries	303845201	14036337	12905928	304975610	170321641	0	10795941	10894628	170222954	134752656	133523560
Electrical Installation	47863276	9186684	0	57049960	23322792	0	2925420	0	26248212	30801748	24540484
Furniture & Fixtures	50130764	767990	0	50898754	36333670	0	2328485	0	38662155	12236599	13797094
Office Equipments	29863479	1106540	0	30970019	23600195	0	3030468	0	26630663	4339357	6263284
Computers	11305569	303429	0	11608998	10107033	0	328717	0	10435750	1173248	1198536
Vehicles	15387136	0	0	15387136	4650614	0	1967451	0	6618065	8769071	10736522
<b>TOTAL (A)</b>	800262050	32712088	12905928	820068210	343524978	0	29780771	10894628	362411121	457657089	456737072
<b>INTANGIBLE ASSETS</b>											
Software	4007290	0	0	4007290	2972243	0	200378	0	3172621	834669	1035047
<b>TOTAL (B)</b>	4007290	0	0	4007290	2972243	0	200378	0	3172621	834669	1035047
<b>TOTAL (A+B)</b>	804269340	32712088	12905928	824075500	346497221	0	29981149	10894628	365583742	458491758	457772119
Prev. Year	771838791	32430549	0	804269340	269256671	43217454	34023096	0	346497221	457772119	502582120
<b>Capital Work in Progress</b>											
Plant & Machinery	0	0	0	0	0	0	0	0	0	25273113	0
Factory Building	0	0	0	0	0	0	0	0	0	19147917	0
Electric Installation	0	0	0	0	0	0	0	0	0	2773673	0
Total										47194703	



## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

Particulars	2015-2016	2014-2015
<b>NOTE - 10: NON CURRENT INVESTMENTS</b>		
<b>In equity shares - quoted, fully paid up</b>		
<b>M/s Ravi Kumar Distilleries Ltd.</b>	<b>1,79,26,033</b>	1,79,26,033
5,11,000 shares of Rs. 10 each fully paid up (Previous Year 5,11,000)		
Market value Rs. 40,47,120 (Previous year 21,20,650)		
<b>Bil Energy Systems Ltd.,</b>	<b>68,68,519</b>	68,68,519
10,63,000 (Prev. Yr. 10,63,000) shares of Re 1 fully paid up - Mkt. Val. Re. 11,16,150 (Prev. Yr. Re 10,73,630)		
<b>PFL Infotech Ltd.</b>	<b>1,74,44,039</b>	1,74,44,039
32,700 (Prev. yr. 32,700) shares of Re. 10 fully paid up - Market Value Re 699780 (Prev. Yr. Re 6711675)		
<b>Risa International Ltd.,</b> 45,000 shares (Prev. Yr. 45,000) of Re 2 fully paid up	<b>56,74,407</b>	56,74,407
Mkt Val. Re 40950 (Prev. Yr. 7609500)		
<b>Rutron International Ltd.</b>	<b>39,43,231</b>	39,43,231
5,50,000 (Prev. Yr. 5,50,000) shares of Re 1 fully paid up - Market Value Rs. 715000 (Prev. Yr. Re 3410000)		
<b>Upsurge Investment &amp; Finance Ltd.</b>	<b>1,04,62,339</b>	1,04,62,339
2,74,000 (Prev. Yr. 274000) shares of Re 10 fully paid up Market Value Re. 6644500 (Prev. Yr. Re 5425200)		
<b>Lupin Limited</b> 1000 Shares (Previous Year 1000) of Re 2 each fully paid up	<b>14,62,212</b>	14,62,212
Market Value Re 1480250 (Prev. Yr. 2007050)	a <b>6,37,80,780</b>	6,37,80,780
<b>Investment in subsidiary</b>		
Trade Services FZE 1 share of face Value AED 65000	<b>10,67,896</b>	10,67,896
	b <b>10,67,896</b>	10,67,896
<b>Investment in Property</b>		
Property at Thane, Mumbai	<b>5,43,64,002</b>	0
Property at Goregaon	<b>11,55,30,000</b>	0
	c <b>16,98,94,002</b>	0
	(a+b+c) <b>23,47,42,678</b>	6,48,48,676
<b>NOTE - 11: LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured Considered Goods)		
Capital advances	<b>10,77,74,916</b>	2,53,57,542
Deposits	<b>30,67,284</b>	24,81,784
Deposit for Premises (Related parties) (Refer note 27.11)	<b>3,97,00,000</b>	3,97,00,000
	<b>15,05,42,200</b>	6,75,39,326
<b>NOTE - 12: INVENTORIES</b>		
(At lower of cost or net realizable value)		
Raw Materials	<b>2,49,35,967</b>	2,72,73,169
In Transit	<b>49,49,434</b>	0
Stock in Process	<b>3,24,88,354</b>	2,89,83,799
Finished Goods	<b>5,39,77,634</b>	2,09,78,408
Packing Material	<b>2,60,61,458</b>	2,98,38,487
- In Transit	<b>4,20,354</b>	0
Stock of Traded Goods - In Transit	<b>94,55,160</b>	0
Stores & spares and others	<b>23,92,403</b>	23,13,910
	<b>15,46,80,764</b>	10,93,87,773





## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

<i>Particulars</i>	<i>2015-2016</i>	<i>2014-2015</i>
<b>Details of Inventories of Work in Progress</b>		
Tablets	2,14,16,192	1,48,08,056
Capsules	25,36,642	85,16,343
Liquids	11,46,850	16,13,754
Others	73,88,670	40,45,646
	3,24,88,354	2,89,83,799
<b>NOTE - 13: TRADE RECEIVABLE</b>		
(Unsecured, Considered Goods)		
Within Six Months	45,97,42,184	30,78,03,659
Over Six Months	2,26,874	37,83,684
	45,99,69,058	31,15,87,343
<b>NOTE - 14: CASH &amp; BANK BALANCE</b>		
Cash in hand (As certified)	6,29,642	13,56,262
Balance with Banks		
- In Current Account	83,833	1,00,42,634
- In Current accounts in respect of unclaimed dividend warrants	12,26,038	12,99,310
- In Current accounts in respect of Right issue refund orders	1,717	1,717
- In Fixed Deposit with Banks (given as lien to Bank/Govt. Dept.)	5,50,00,000	5,50,35,000
	5,69,41,230	6,77,34,923
<b>NOTE - 15: SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good)		
Loans and Advance to employees	72,12,130	95,32,290
Loans and Advance to others	91,40,055	11,10,45,230
Prepaid Expenses	2,20,716	3,11,180
<b>Balances with Govt. Authorities</b>		
- Export incentives receivables	5,50,90,770	5,30,63,204
- Excise duty receivable	70,92,909	2,91,86,475
- Balance with Central Excise	9,21,51,068	5,60,40,608
- VAT receivable	1,60,78,994	3,33,47,173
	18,69,86,642	29,25,26,160
<b>NOTE - 16: Other Current Assets</b>		
<b>a. Accruals</b>		
Interest Accrued but not due on fixed deposits with bank	44,68,219	46,57,422
	44,68,219	46,57,422
<b>NOTE - 17: REVENUE FROM OPERATIONS</b>		
<b>Sales</b>		
- Export Sales	1,08,76,51,752	1,34,19,49,001
- Domestic Sales	71,85,79,766	33,57,85,413
<b>Total</b>	1,80,62,31,518	1,67,77,34,414
Export Incentives	4,94,49,445	5,73,20,074
	1,85,56,80,963	1,73,50,54,488
Less : Excise Duty	1,67,11,270	11,43,614
<b>Total</b>	1,83,89,69,693	1,73,39,10,874



## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

<i>Particulars</i>	<i>2015-2016</i>	<i>2014-2015</i>
<b>NOTE - 17(a): REVENUE FROM OPERATIONS</b>		
<b>Sales of Product Comprises of Manufactured Goods</b>		
- Tablets	70,55,62,866	81,87,28,092
- Capsules	14,93,01,235	20,33,93,631
- Liquids	8,27,12,664	8,58,03,613
- Injectable	8,14,34,541	11,83,81,545
- Ointment	1,20,98,862	65,53,585
- Dry Powder	95,02,168	1,38,47,210
- Inhaler	12,20,376	2,44,859
<b>Total of Manufactured Goods (a)</b>	<b>1,04,18,32,712</b>	<b>1,24,69,52,535</b>
<b>Traded Goods</b>		
- Mentha Oil	0	3,00,55,716
- Tablets	8,85,44,897	10,57,66,356
- Liquids	4,14,59,724	8,59,81,862
- Capsules	2,14,01,588	2,55,83,254
- Ointment	3,23,97,554	1,38,32,647
- Dry Powder	11,91,419	1,83,79,151
- Agro Commodity	12,09,00,641	6,63,49,041
- Soya DOC	3,60,40,549	4,10,21,815
- Basic Drug Formulations	39,28,97,318	64,42,566
- Others	2,95,65,116	3,73,69,471
<b>Total of Traded Goods (b)</b>	<b>76,43,98,806</b>	<b>43,07,81,879</b>
<b>Grand Total (a+b)</b>	<b>1,80,62,31,518</b>	<b>1,67,77,34,414</b>
<b>NOTE - 18: OTHER INCOME</b>		
<b>Interest received</b>		
Bank	61,38,081	51,23,885
Others	61,35,817	96,23,933
Gain from Invest in Mutual Fund	3,32,287	0
Compenation on Cancellation of Property Deal	46,27,726	0
<b>Dividend Income</b>		
From Investment (Others)	11,728	0
<b>Other non operating income</b>		
Rent	80,61,367	43,30,552
Miscellaneous Income	13,76,192	6,90,739
	<b>2,66,83,198</b>	<b>1,97,69,109</b>
<b>NOTE - 19: PARTICULARS OF MATERIALS CONSUMED</b>		
Paracetamol	13,58,82,342	13,78,83,857
Ibuprofen	3,15,84,497	1,77,39,709
Chloroquine Phasphate	2,61,54,110	3,76,20,046
Packing Material	25,01,20,289	31,58,23,211
Others	24,52,61,712	38,93,61,883
	<b>68,90,02,950</b>	<b>89,84,28,706</b>



## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

<i>Particulars</i>					<i>2015-2016</i>	<i>2014-2015</i>
<b>NOTE - 19(a): COST OF MATERIALS CONSUMED</b>						
		<b>2015-16</b>		<b>2014-15</b>		
<b>Particulars</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>		
Imported	0	0	0	0		
Indigenous	68,90,02,950	100	89,84,28,706	100	68,90,02,950	89,84,28,706
<b>Total</b>	<b>68,90,02,950</b>	<b>100</b>	<b>89,84,28,706</b>	<b>100</b>	<b>68,90,02,950</b>	<b>89,84,28,706</b>
<b>NOTE - 20: PURCHASE OF STOCK-IN-TRADE</b>						
Mentha Oil					0	3,00,70,944
Tablets					5,57,07,316	4,91,55,161
Liquids					2,01,54,127	3,48,67,386
Capsules					1,13,29,051	87,78,030
Raw Material					37,48,77,109	55,70,790
Soya DOC					3,59,95,025	4,02,79,288
Agro Comodity					11,92,17,745	5,14,93,587
Dry Powder					8,48,743	1,48,48,239
Others					4,48,88,150	3,42,58,296
					<b>66,30,17,266</b>	<b>26,90,21,722</b>
<b>NOTE - 20(a):PURCHASE OF STOCK IN TRADE</b>						
		<b>2015-16</b>		<b>2014-15</b>		
<b>Particulars</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>	<b>%</b>		
Imported	22,06,024	0.33	0	0		
Indigenous	66,30,17,266	99.67	26,90,21,722	100	66,30,17,266	26,90,21,722
<b>Total</b>	<b>66,52,23,290</b>	<b>100</b>	<b>26,90,21,722</b>	<b>100</b>	<b>66,30,17,266</b>	<b>26,90,21,722</b>
<b>NOTE - 21: CHANGES IN INVENTORIES OF FINISHED GOODS, STOCK-IN-PROCESS AND STOCK- IN- TRADE</b>						
<b>Inventories (at close)</b>						
Finished Goods					5,39,77,634	2,09,78,408
Stock in Process					3,24,88,354	2,89,83,799
Stock in Trade					0	0
					<b>a</b>	<b>8,64,65,988</b>
<b>Inventories (at commencement)</b>						
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
					<b>b</b>	<b>4,99,62,207</b>
<b>(Increase) / Decrease in stock</b>					<b>(b-a)</b>	<b>(3,65,03,781)</b>
<b>NOTE - 22: EMPLOYEE BENEFITS EXPENSES</b>						
Salary and Wages					12,22,20,878	11,67,86,101
Salaries and Allowances to Directors					13,20,000	12,00,000
Contribution to provident and other fund					52,93,615	50,71,773
Gratuity					12,79,607	8,36,414
Workmen and Staff welfare					60,22,708	1,11,55,650
					<b>13,61,36,808</b>	<b>13,50,49,938</b>



## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

Particulars		2015-2016	2014-2015
As per Accounting standard 15 "Employee benefits" the disclosures as defined in the Accounting Standard are given below:			
<b>Defined Contribution Plans</b>	<b>2015-16</b>	2014-15	
Employer's Contribution to Provident Fund	<b>33,09,881</b>	31,31,340	
Employer's Contribution to E.S.I.	<b>19,83,734</b>	19,40,433	
	<b>52,93,615</b>	50,71,773	
<b>NOTE-23: FINANCE COST</b>			
Interest Expenses			
Bank		<b>7,08,564</b>	20,22,190
Other		<b>0</b>	1,04,577
		<b>7,08,564</b>	21,26,767
<b>NOTE-24: DEPRECIATION AND AMORTISATION EXPENSES</b>			
Depreciation (As per Note No. 9)		<b>2,99,81,149</b>	3,40,23,096
Amortisation of Share Issue Expenses		<b>0</b>	2,97,932
		<b>2,99,81,149</b>	3,43,21,028
<b>NOTE-25: OTHER EXPENSES</b>			
<b>Manufacturing Expenses</b>			
Power and Fuel		<b>2,45,07,614</b>	2,49,75,336
Repairs to Machineries		<b>1,14,58,907</b>	90,64,482
Vehicle Hire Charges		<b>8,45,918</b>	10,79,144
Factory Expenses		<b>63,35,978</b>	43,15,875
Insurance Expenses		<b>7,85,555</b>	8,20,553
Security Charges		<b>13,03,405</b>	10,76,826
	a	<b>4,52,37,377</b>	4,13,32,216
<b>Selling &amp; Distribution expenses</b>			
Ocean Freight		<b>4,70,65,218</b>	4,42,60,724
Export Expenses		<b>83,82,615</b>	2,40,18,511
Selling Expenses		<b>2,32,67,086</b>	3,89,28,210
Sales Promotion Expenses		<b>1,03,07,153</b>	2,97,61,726
	b	<b>8,90,22,072</b>	13,69,69,171
<b>Establishment expenses</b>			
Traveling Expenses		<b>6,55,29,473</b>	5,92,12,215
Legal & Professional		<b>44,62,880</b>	36,10,829
Rent		<b>18,96,000</b>	18,96,000
Electricity & Water		<b>23,43,908</b>	26,73,388
Expenditure towards Corporate Social Responsibility (CSR)		<b>25,51,000</b>	20,00,000
Sundry Expenses		<b>65,67,667</b>	65,04,863
Telephone & Postage		<b>17,36,125</b>	15,42,012
Payment to Auditors			
- Audit Fee		<b>97,750</b>	95,506
- Tax Audit Fee		<b>28,750</b>	28,090



## Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

Particulars		2015-2016	2014-2015
- Certification Fee		7,869	10,952
Membership & Subscription		1,27,485	1,03,540
Bank Charges		6,54,770	7,91,396
Repairs & Maintenance		3,06,222	3,32,417
Vehicle Running & Maintenance		7,12,719	2,54,624
c		8,70,22,617	7,90,55,831
(a+b+c)		22,12,82,066	25,73,57,218
<b>NOTE - 26: EXTRAORDINARY ITEM</b>			
Long Term Capital Loss on Sale of Machinery		10,19,363	0
Long Term Capital Loss on Sales of Investments		0	85,76,470
		10,19,363	85,76,470
<b>NOTE - 27</b>			
27.01	<b>Derivative contracts entered into by the Company and outstanding as on 31st March, 2016</b>		
a) Nominal amounts of Forward contracts entered into by the Company and outstanding as on the date of balance sheet is Rs. 1168.51 lacs (Previous Year Rs. 902.08 lac) category wise breakup is below: ₹ in Lacs)			
<b>Sr. No.</b>	<b>Particular</b>	<b>31.03.2016</b>	<b>31.03.2015</b>
1	US \$	1168.51	902.08
b) Foreign currency exposures that are not hedged by forward cover Rs.1052.11 lacs (Previous Year 1522.58 lacs)			
27.02	<b>Earning in Foreign Exchange: Export Sales (FOB Value) Rs. 10453.03Re. Lacs (Prev. Year 13125.51 Lacs)</b>		
<b>Expenditure in Foreign Exchange:</b>		<b>31.03.2016</b>	<b>31.03.2015</b>
<b>Capital Goods</b>			
Machines		22,70,894	22,20,717
<b>Others</b>			
Commission on sales		8,68,550	4,07,996
Product Regd. Expenses		1,04,128	0
Purchase Traded Goods		22,06,024	0
Traveling Exp. (Foreign)		5,38,453	13,32,717
<b>27.03 Details of Government grants</b>			
<b>Particulars</b>		<b>31.03.2016</b>	<b>31.03.2015</b>
Government grants received by the Company during the Year towards			
- Export incentive (DEPB) \ Duty Draw Back		4,94,49,445	5,73,20,074
		4,94,49,445	5,73,20,074
27.04	<b>Borrowing costs capitalised during the year - Nil (Previous Year Nil)</b>		
27.05	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
<b>Contingent liabilities</b>			
<b>a) Claims against the Company not acknowledged as debt</b>		<b>( ₹ in Lacs)</b>	<b>( ₹ in Lacs)</b>
(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	0.00	0.32
(vi)	Appeal with D C Commercial Tax F.Y. 2010-11	0.42	0.42
(vii)	Appeal with D C Commercial Tax F.Y. 2011-12	0.97	0.97



Notes On Financial Statements for the year ended 31st March, 2016

(Amount in ₹)

	<b>b) Capital commitments</b>	<b>1255.50</b>	275.18
	<b>c) Bank Guarantees</b>	<b>0.00</b>	0.00
<b>27.06</b>	<b>Segment Information:</b> The Company is operating in single segment.		
<b>27.07</b>	<b>Earning per share</b>	<b>31.03.2016</b>	31.03.2015
	Weighted average number of equity shares outstanding during the year	<b>78,06,52,180</b>	78,06,52,180
	Net profit after tax available for equity shareholders	<b>10,35,55,528</b>	9,75,65,439
	Basic & Diluted Earnings (in Rupees) per share	<b>0.13</b>	0.12
	Face value per share (in Rupees)	<b>1.00</b>	1.00
<b>27.08</b>	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 25.34 lacs (Prev. Yr. Re. 18.56). Amt. spend during the year on		
	1. Construction / acquisition on any Assets	<b>Nil</b>	<b>Nil</b>
	2. On purpose other than (I) above	<b>25.51</b>	<b>20.00</b>
<b>27.09</b>	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. 98.22 lacs is due to Micro, Small and Medium Enterprises as detailed below:		
	<b>S.No.</b>	<b>Name of the Party</b>	<b>Current Year</b>
	1	Ideal Cures Pvt. Ltd., Mumbai	0.89
	2	Lux Flavours	0.91
	3	PG Holographic Products, Indore	1.68
	4	Panna Flex Pack, Indore	24.36
	5	Shree Packers (MP) Pvt. Ltd.	33.66
		<b>TOTAL</b>	<b>98.22</b>
			60.70
	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.		
<b>27.10</b>	The outstanding balances of the debtors, creditors, advances and unsecured loans are as per books of accounts and subject to confirmation from respective parties.		
<b>27.11</b>	<b>RELATED PARTY DISCLOSURES</b>		
	As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:		
	<b>a) Details of related parties:</b>		
	<b>Description of relationship</b>	<b>Name of Related Parties</b>	
	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 Praniti Porwal (Resigned on 31.10.2015), Ankit Bankda (CFO) CS Nafisa Vakil (Joined from 07.11.2015)	
	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, Mr. Rahul Bankda, Ankit Bankda HUF	
	Other related parties	Nil	



## Notes On Financial Statements for the year ended 31st March, 2016

(₹ in Lacs)

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.
<b>A</b>	<b>Key Managerial Personnel</b>						
	Mr. Kedarmal Bankda	9.12	8.52	2.16	2.16	0.00	0.00
	Mr. Vijay Bankda	9.24	8.64	2.16	2.16	0.00	0.00
	Mr. Ankit Bankda (CFO)	6.60	6.00	0.00	0.00	0.00	0.00
	CS Praniti Porwal (Resign on 31.10.15)	1.75	0.60	0.00	0.00	0.00	0.00
	CS Nafisa Vakil (Joined on 07.11.15)	1.00	0.00	0.00	0.00	0.00	0.00
<b>B</b>	<b>Independent/Non Executive Directors</b>						
	Mrs. Rinki Bankda	0.00	1.77	0.00	0.00	0.10	0.05
	Mr. Praveen Jindal	0.00	0.00	0.00	0.00	0.05	0.05
	Mr. Vinod Kabra	0.00	0.00	0.00	0.00	0.13	0.13
	Mr. Krishna Das Neema	0.00	0.00	0.00	0.00	0.13	0.13
<b>C</b>	<b>Relative of Director</b>						
	Mrs. Vimla Bankda	4.80	4.20	2.16	2.16	0.00	0.00
	Mrs. Asha Bankda	4.20	3.60	4.32	4.32	0.00	0.00
	Mr. Rahul Bankda	6.60	6.00	2.16	2.16	0.00	0.00
	Mrs. Sulabh Bankda	5.04	4.80	0.00	0.00	0.00	0.00
	Mr. Ankur Bankda	4.20	3.60	0.00	0.00	0.00	0.00
	Mrs. Payal Bankda	3.60	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
	<b>Nature of Transactions</b>	<b>Key Managerial Personnel</b>		<b>Relative of Director</b>		<b>Parties with whom control exist</b>	
<b>A</b>	<b>Unsecured Loan received</b>						
	Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	14.09
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	1.60	0.0
	Kedarmal Bankda	97.97	44.30	0.00	0.00	0.00	0.00
	Vijay Bankda	120.14	193.54	0.00	0.00	0.00	0.00
<b>B</b>	<b>Unsecured Loan repaid</b>						
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	1.60	13.08
	Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	14.09	0.00
	Kedarmal Bankda	97.97	44.30	0.00	0.00	0.00	0.00
	Vijay Bankda	120.14	193.54	0.00	0.00	0.00	0.00
<b>A</b>	<b>Assets (Balance out standing as at 31st March, 2016)</b>						
	<b>Long Term Loan &amp; Advances</b>						
	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>Short Term Loans &amp; Advances</b>						
	Trade Services FZE, Rakia	0.00	0.00	0.00	0.00	0.00	0.00
	<b>Long Term Investment</b>						
	Investment with Trade Services FZE	0.00	0.00	0.00	0.00	10.68	10.68



## Notes On Financial Statements for the year ended 31st March, 2016

(₹ in Lacs)

	B	Liabilities						
		Short Term Borrowings (Unsecured Loans)						
		Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	14.09
		ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	0.00
		<b>Note :</b> 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		<b>DEFERRED TAX LIABILITY (Net)</b>						
		<b>Tax effect of items constituting deferred tax liability</b>						
		Related to Fixed Assets						
		Opening Balance						
			5,61,25,230				6,82,57,396	
		<b>Less:</b> Effect of change in depreciation policy as per Companies Act 2013						
			0				1,46,89,613	
		Deferred Tax Liability As on 01/04/2015						
			5,61,25,230				5,35,67,783	
		Timing differences on account of: Difference between Book & Tax Depreciation						
			43,34,952				25,57,447	
		Deferred Tax Liability as on 31/03/2016						
			6,04,60,182				5,61,25,230	
		<b>Less:</b> Tax effect of items constituting deferred tax assets						
		Unabsorbed Depreciation						
			0				0	
		Provision for Gratuity						
			20,02,927				15,83,928	
		<b>Net Deferred Tax Liabilities</b>						
			5,84,57,255				5,45,41,302	
27.13		The Company does not have any pending litigation which would have material impact on its financial position.						
27.14		The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.						
27.15		There has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund by the company.						
27.16		Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure.						
27.17		Income Tax, Sales Tax and Purchase Tax Assessment are at various stages. According to company's management the provision for the same is sufficient.						
27.18		Excise duty is net of Excise duty refund received against export under the Central Excise Rules amounting to Rs.4,14,74,419 (Previous Year Rs.7,49,54,715)						
27.19		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.						
27.20		Figures have been rounded off to the nearest rupee.						
27.21		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. 27.21 to the Financial Statements for the year ended 31st March, 2016.

## 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:

- Stock of raw materials/packing materials are valued at cost (net of modvat credit) on FIFO basis or net realisable value whichever is lower.
- Stores & Spares and gift articles are valued at cost or net realisable value whichever is lower.
- Semi finished goods are valued at approximate cost of input, depending on the stage of completion or net realisable value whichever is lower.
- 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:

- 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.
- 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  
F.R. No.: 004879C

For and on behalf of the  
Board of Directors

S.P. Moondra  
Proprietor  
M. No.: 073747

Kedarmal Bankda  
Chairman & Whole Time Director  
DIN : 00023050

Place : Indore  
Dated: 30th May, 2016

Vijay Bankda  
Managing Director  
DIN : 00023027

Nafisa Vakil  
Company Secretary  
A41432

Ankit Bankda  
Chief Financial Officer



**INDEPENDENT AUDITOR'S REPORT  
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 (I) 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, 2016, 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 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 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. 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 is sufficient and appropriate to provide a basis for our audit opinion on the 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, 2016, 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. 11,13,054** as at 31st March, 2016, and total revenues (including other income) of Rs. Nil and net cash flow amounting to Rs. Nil for the year ended on that date, as considered in 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**

As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, 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, 2016 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, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to adequacy of the Internal Financial Controls over financial reporting of the group and the Operating effectiveness of such controls, refer to our separate report in "Annexure A"; and
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and 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  
F.R. NO. 004879C**

**S.P. MOONDRA  
PROPRIETOR  
M.NO. 073747**

**Place: Indore  
Date : 30th May, 2016**



**"Annexure A" to the Independent Auditor's Report  
Report on the Internal Financial Controls under Clause (f) of Sub-section  
3 of Section 143 of the Companies Act, 2013 ("the Act")**

In conjunction with our audit of the Consolidated Financial Statements of Company as of and for the Year ended on March 31st, 2016, we have audited internal financial controls over financial reporting of Syncom Formulation Limited ("the Holding Company") and its subsidiary company which is not incorporated in India as of that date.

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

The Respective Board of Directors of the Holding Company and its subsidiary company which is not incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

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

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

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

**Meaning of Internal Financial Controls Over Financial Reporting**

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

**Inherent Limitations of Internal Financial Controls Over Financial Reporting**

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

**Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**FOR, S.P. MOONDRA & CO.  
CHARTERED ACCOUNTANTS  
F.R. NO. 004879C**

**Place: Indore  
Date : 30th May, 2016**

**S.P. MOONDRA  
PROPRIETOR  
M.NO. 073747**



## Consolidated Balance Sheet as at 31st March, 2016

(Amount in ₹)

<i>Particulars</i>		<i>As at 31-03-2016</i>	<i>As at 31-03-2015</i>
<b>EQUITY AND LIABILITIES</b>			
<b>Share holders' funds</b>			
Share capital	1	78,06,52,180	78,06,52,180
Reserves and surplus	2	30,63,44,318	22,15,80,284
		1,08,69,96,498	1,00,22,32,464
<b>Non-Current Liabilities</b>			
Deferred Tax Liability (Net)	3	5,84,57,255	5,45,41,302
Other long-term liabilities	4	42,12,580	16,50,080
<b>Current Liabilities</b>			
Short Term Borrowings	5	5,62,19,916	6,07,70,055
Trade Payables	6	46,94,06,880	19,91,77,251
Other Current Liabilities	7	3,66,78,805	1,62,86,998
Short Term Provisions	8	4,20,90,476	4,14,29,300
		60,43,96,077	31,76,63,604
<b>GRAND TOTAL</b>		1,75,40,62,410	1,37,60,87,450
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Fixed Assets			
Tangible Assets	9	45,76,57,089	45,67,37,072
Intangible Assets	9	8,34,669	10,35,047
Capital Work in Progress	9	4,71,94,703	0
Non-Current Investments	10	23,36,74,782	6,37,80,780
Long Term Loans and Advances	11	15,05,42,200	6,75,39,326
		88,99,03,443	58,90,92,225
<b>Current Assets</b>			
Inventories	12	15,46,80,764	10,93,87,773
Trade Receivables	13	45,99,69,058	31,15,87,343
Cash and Bank Balances	14	5,69,41,230	6,77,34,923
Short-Term Loans and Advances	15	18,69,86,642	29,25,26,160
Other Current Assets	16	55,81,273	57,59,026
		86,41,58,967	78,69,95,225
<b>GRAND TOTAL</b>		1,75,40,62,410	1,37,60,87,450
<b>Notes &amp; significant accounting policies, forming part of financial statements</b>	1-27		

As per our report of even date annexed

For S.P. MOONDRA & CO.  
Chartered Accountants  
F.R. No.: 004879C

S.P.Moondra  
Proprietor  
M. No.: 073747

Place : Indore  
Dated: 30th May, 2016

For and on behalf of the Board of Directors

Kedarmal Bankda  
Chairman & Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Nafisa Vakil  
Company Secretary  
A41432

Ankit Bankda  
Chief Financial Officer



## Consolidated Statement Of Profit And Loss for the year ended 31st March, 2016 (Amount in ₹)

<i>Particulars</i>	<i>Note</i>	<i>2015-16</i>	<i>2014-15</i>
<b>INCOME</b>			
Revenue from Operations (Gross)	17	1,85,56,80,963	1,73,50,54,488
Less : Excise Duty		1,67,11,270	11,43,614
Revenue from Operations (Net)		1,83,89,69,693	1,73,39,10,874
Other Income	18	2,66,83,198	1,97,69,109
<b>Total Revenue</b>		<b>1,86,56,52,891</b>	<b>1,75,36,79,983</b>
<b>EXPENDITURE</b>			
Cost of materials consumed	19	68,90,02,950	89,84,28,706
Purchase of Stock-in-Trade	20	66,30,17,266	26,90,21,722
Changes in inventories of Finished Goods, Stock-in-Process and Stock-in-Trade	21	(3,65,03,781)	(75,49,901)
Employee Benefits Expenses	22	13,61,36,808	13,50,49,938
Finance Costs	23	7,08,564	21,26,767
Depreciation and Amortisation Expenses	24	2,99,81,149	3,43,21,028
Other Expenses	25	22,12,82,066	25,73,57,218
<b>Total Expenses</b>		<b>1,70,36,25,021</b>	<b>1,58,87,55,478</b>
<b>Profit / (Loss) before Extraordinary Items and Tax</b>		<b>16,20,27,870</b>	<b>16,49,24,505</b>
Less : Extraordinary Item	26	10,19,363	85,76,470
<b>Profit/(Loss) before Tax</b>		<b>16,10,08,507</b>	<b>15,63,48,035</b>
<b>Tax Expenses</b>			
Current Tax		5,27,05,093	5,37,44,417
Income Tax (Earlier Years)		8,31,932	26,93,316
Deferred Tax		39,15,954	23,44,863
<b>Profit for the year</b>		<b>10,35,55,528</b>	<b>9,75,65,439</b>
<b>Earning per equity share of Re. 1 each</b>			
Basic & Diluted Before Extraordinary Activities (In Re.)		0.133	0.125
Basic & Diluted After Extraordinary Activities (In Re.)		0.133	0.125
<b>Notes &amp; significant accounting policies, forming part of financial statements</b>	<b>1-27</b>		

As per our report of even date annexed

 For S.P. MOONDRA & CO.  
Chartered Accountants  
F.R. No.: 004879C

 S.P.Moondra  
Proprietor  
M. No.: 073747

 Place : Indore  
Dated: 30th May, 2016

For and on behalf of the Board of Directors

 Kedarmal Bankda  
Chairman & Whole Time Director  
DIN : 00023050

 Vijay Bankda  
Managing Director  
DIN : 00023027

 Nafisa Vakil  
Company Secretary  
A41432

 Ankit Bankda  
Chief Financial Officer



## Consolidated Cash Flow Statement for the year ended 31st March, 2016

(₹ in Lacs)

Particulars	Year Ended		Year Ended	
	31-03-2016		31-03-2015	
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>				
<b>Net profit before extraordinary items &amp; tax</b>		<b>1620.28</b>		1649.24
<u>Adjustments for:</u>				
Depreciation	<b>299.81</b>		340.23	
Amortisation of share issue expenses	<b>0.00</b>		2.97	
Finance costs	<b>7.09</b>		21.27	
Interest income	<b>(122.74)</b>		(147.48)	
Dividend income	<b>0.12</b>		0.00	
Loss on sale of Investments	<b>0.00</b>		85.77	
Loss on Sale of Machinery	<b>10.19</b>			
Rental income from investment properties	<b>(80.61)</b>	<b>113.86</b>	(43.30)	259.46
Operating profit before working capital changes		<b>1734.14</b>		1908.70
<u>Changes in working capital</u>				
Adjustments for (increase)/decrease in operating assets:				
Inventories	<b>(452.93)</b>		(104.23)	
Trade receivables	<b>(1483.82)</b>		(174.30)	
Short term loans and advances	<b>1055.40</b>		26.89	
Long term loans and advances	<b>(830.03)</b>		(77.91)	
Other current assets	<b>1.77</b>		(10.85)	
Adjustments for increase/(decrease) in operating liabilities:				
Trade payables	<b>2702.30</b>		(943.65)	
Other current liabilities	<b>203.91</b>		76.98	
Other long-term liabilities	<b>25.63</b>		4.50	
Short-term provisions	<b>6.61</b>	<b>1228.84</b>	(37.30)	(1239.87)
		<b>2962.98</b>		668.83
Cash flow from extraordinary items	<b>(10.19)</b>	<b>(10.19)</b>	(85.77)	(85.77)
Cash generated from operations		<b>2952.79</b>		583.06
Net income tax (paid)	<b>(535.37)</b>	<b>(535.37)</b>	(564.38)	(564.38)
<b>Net cash flow from / (used in) operating activities (A)</b>		<b>2417.42</b>		18.68
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>				
Capital expenditure on fixed asset	<b>(327.12)</b>		(324.31)	
Capital Work in Progress	<b>(471.95)</b>		0.00	
Purchase of long-term investments	<b>(1698.94)</b>		(89.14)	
Proceeds from sale of long-term investments	<b>0.00</b>		285.57	
Process from sale of Machinery	<b>9.91</b>			
Interest received	<b>122.74</b>		147.48	
Dividend received	<b>(0.12)</b>		0.00	
Rental income from investment properties	<b>80.61</b>		43.30	
<b>Net cash flow (used in) investing activities (B)</b>		<b>(2284.86)</b>		62.90



## Consolidated Cash Flow Statement for the year ended 31st March, 2016 (₹ in Lacs)

<i>Particulars</i>	<i>Year Ended</i>		<i>Year Ended</i>	
	<i>31 - 03 - 2016</i>		<i>31 - 03 - 2015</i>	
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>				
Proceeds from issue of equity shares	<b>0.00</b>		0.00	
Proceeds from other short-term borrowings	<b>(45.50)</b>		277.35	
Repayment of other short-term borrowings	<b>0.00</b>		0.00	
Finance cost	<b>(7.09)</b>		(21.27)	
Dividends paid	<b>(156.13)</b>		(156.13)	
Tax on dividend	<b>(31.78)</b>		(31.78)	
<b>Net cash flow from / (used in) financing activities (C)</b>		<b>(240.50)</b>		<b>(68.17)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>		<b>(107.95)</b>		<b>149.75</b>
Cash and cash equivalents at beginning of the year		<b>677.36</b>		<b>527.61</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>569.41</b>		<b>677.36</b>

As per our report of even date annexed

**For S.P. MOONDRA & CO.**  
Chartered Accountants  
F.R. No.: 004879C

**S.P.Moondra**  
Proprietor  
M. No.: 073747

Place : Indore  
Dated: 30th May, 2016

For and on behalf of the Board of Directors

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

**Vijay Bankda**  
Managing Director  
DIN : 00023027

**Nafisa Vakil**  
Company Secretary  
A41432

**Ankit Bankda**  
Chief Financial Officer



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

Particulars	2015-2016	2014-2015																																																							
<b>NOTE - 1: SHARE CAPITAL</b>																																																									
<b>Authorized Share Capital</b>																																																									
80,00,00,000 equity shares of Re. 1 each (Previous Year 80,00,00,000 equity share of Re. 1 each)	<b>80,00,00,000</b>	80,00,00,000																																																							
<b>Issued, Subscribed &amp; Paid up</b>																																																									
78,06,52,180 Equity shares of Re. 1 fully paid up (Previous year 78,06,52,180 Equity Shares of Re. 1 fully paid up.)	<b>78,06,52,180</b>	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 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 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><b>The details of Shareholders holding more than 5% shares:</b></p> <table border="1"> <thead> <tr> <th rowspan="2">Name of the Shareholder</th> <th colspan="2">As at 31.03.2016</th> <th colspan="2">As at 31.03.2015</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>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> <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>4,16,23,400</td> <td>5.33%</td> <td>4,75,53,485</td> <td>6.09%</td> </tr> <tr> <td>Mr. Ankur Vijay Bankda</td> <td>63,13,900</td> <td>0.81%</td> <td>4,28,13,925</td> <td>5.48%</td> </tr> <tr> <td>Mr. Rahul Bankda</td> <td>21,69,500</td> <td>0.28%</td> <td>4,07,59,915</td> <td>5.22%</td> </tr> </tbody> </table> <p><b>The reconciliation of the number of shares outstanding is set out below:</b></p> <table border="1"> <thead> <tr> <th rowspan="2">Particulars</th> <th colspan="2">No. of shares</th> </tr> <tr> <th>As at 31.03.2016</th> <th>As at 31.03.2015</th> </tr> </thead> <tbody> <tr> <td>Equity shares at the beginning of the year</td> <td>78,06,52,180</td> <td>78,06,52,180</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>			Name of the Shareholder	As at 31.03.2016		As at 31.03.2015		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%	M/s. Paradise Vyapar Pvt. Ltd.	4,71,86,125	6.05%	4,71,86,125	6.05%	Mr. Ankit Bankda	4,68,86,420	6.01%	4,68,86,420	6.01%	Mrs. Asha Bankda	4,16,23,400	5.33%	4,75,53,485	6.09%	Mr. Ankur Vijay Bankda	63,13,900	0.81%	4,28,13,925	5.48%	Mr. Rahul Bankda	21,69,500	0.28%	4,07,59,915	5.22%	Particulars	No. of shares		As at 31.03.2016	As at 31.03.2015	Equity shares at the beginning of the year	78,06,52,180	78,06,52,180	Equity shares at the end of the year	78,06,52,180	78,06,52,180
Name of the Shareholder	As at 31.03.2016			As at 31.03.2015																																																					
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Equity shares at the end of the year	78,06,52,180	78,06,52,180																																																							
<b>NOTE - 2: RESERVES &amp; SURPLUS</b>																																																									
<b>Capital Reserve</b>																																																									
<b>State capital subsidy</b>																																																									
As per last balance sheet	a	7,50,000																																																							
<b>General reserve</b>																																																									
(As per last balance sheet)		15,00,00,000																																																							
Add: Set aside during the year		9,00,00,000																																																							
Less : Effect of depreciation charged as per Companies Act 2013 Net of Deferred Tax		0																																																							
	b	24,00,00,000																																																							





## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

<i>Particulars</i>	<i>2015-2016</i>	<i>2014-2015</i>
<b>Surplus - Balance in Statement of Profit &amp; Loss</b>		
As per last balance sheet	7,08,30,284	7,05,84,180
Add: Profit for the year	10,35,55,528	9,75,65,439
Less: Transfer to General Reserve	9,00,00,000	7,85,27,841
Less: Proposed Equity Dividend	1,56,13,044	1,56,13,044
Less: Tax on Proposed Equity Dividend	31,78,450	31,78,450
	c	7,08,30,284
	(a to c)	22,15,80,284
<b>NOTE - 3: DEFERRED TAX LIABILITY (NET)</b>		
<b>Deferred Tax Liability on account of</b>		
Depreciation	6,04,60,182	5,61,25,230
<b>Less : Deferred Tax Assets on account of</b>		
Provision for Gratuity	20,02,927	15,83,928
<b>Net Deferred Tax liability / (Assets)</b>	<b>5,84,57,255</b>	<b>5,45,41,302</b>
<b>NOTE - 4: OTHER LONG-TERM LIABILITIES</b>		
Trade Deposits	1,00,000	2,00,000
Deposit Against Property Let Out	41,12,580	14,50,080
	<b>42,12,580</b>	<b>16,50,080</b>
<b>NOTE - 5: SHORT TERM BORROWINGS</b>		
<b>Loan repayable on demand</b>		
<b>Secured</b>		
<b>Working Capital Loans (Over Draft)</b>		
From Dena Bank	5,25,79,986	4,88,18,337
From State Bank of India	36,39,930	1,05,42,588
<b>Security:</b>		
Overdrafts from banks are secured against the lien of fixed deposit receipts		
<b>Unsecured</b>		
From Companies (Refer Note No. 27.11)	0	14,09,130
	<b>5,62,19,916</b>	<b>6,07,70,055</b>
<b>NOTE - 6: TRADE PAYABLE (Refer Note No. 27.09)</b>		
Micro, Small and Medium Enterprises	98,22,149	60,70,687
Others	45,95,84,731	19,31,06,564
	<b>46,94,06,880</b>	<b>19,91,77,251</b>
<b>NOTE - 7: OTHER CURRENT LIABILITIES</b>		
Unclaimed dividend	12,26,037	12,99,311
Right issue Refund Payable A/c	1,717	1,717
Creditors - Capital Expenditure	1,54,69,964	46,33,163
Advance from Customers	1,28,59,491	66,72,224
Statutory Dues	71,21,596	36,80,584
	<b>3,66,78,805</b>	<b>1,62,86,998</b>
<b>NOTE - 8: SHORT TERM PROVISIONS</b>		
Provision for Bonus, Gratuity and leave encashment	98,23,821	72,89,234



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

Particulars	2015-2016	2014-2015
Provision for Income Tax- Net of Advance. Tax Rs. 5,24,74,199 (Pre. Yr. Rs. 4,89,39,765)	2,30,894	48,04,652
Provision for Expenses	1,32,44,267	1,05,43,920
Proposed dividend	1,56,13,044	1,56,13,044
Corporate Dividend Tax Payable	31,78,450	31,78,450
	4,20,90,476	4,14,29,300

**NOTE - 9: FIXED ASSETS (AT COST)**

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK		
	AS AT 31/03/15	Additions	Sale / Transfer	AS AT 31/03/16	AS AT 31/03/15	Due to Change in method as per Sch II	For the Year	Written back due to sale / Transfer	AS AT 31/03/16	AS AT 31/03/16	AS AT 31/03/15
<b>TANGIBLE ASSETS:</b>											
<b>Own Assets</b>											
Lease hold land	1186605	0	0	1186605	192377	0	12587	0	204964	981641	994228
Building Factory	194704220	6310247	0	201014467	64870930	0	6068393	0	70939323	130075144	129833290
Building Others	145975800	1000860	0	146976660	10125726	0	2323309	0	12449035	134527625	135850074
Plant & Machineries	303845201	14036337	12905928	304975610	170321641	0	10795941	10894628	170222954	134752656	133523560
Electrical Installation	47863276	9186684	0	57049960	23322792	0	2925420	0	26248212	30801748	24540484
Furniture & Fixtures	50130764	767990	0	50898754	36333670	0	2328485	0	38662155	12236599	13797094
Office Equipments	29863479	1106540	0	30970019	23600195	0	3030468	0	26630663	4339357	6263284
Computers	11305569	303429	0	11608998	10107033	0	328717	0	10435750	1173248	1198536
Vehicles	15387136	0	0	15387136	4650614	0	1967451	0	6618065	8769071	10736522
<b>TOTAL (A)</b>	800262050	32712088	12905928	820068210	343524978	0	29780771	10894628	362411121	457657089	456737072
<b>INTANGIBLE ASSETS</b>			0								
Software	4007290	0	0	4007290	2972243	0	200378	0	3172621	834669	1035047
<b>TOTAL (B)</b>	4007290	0	0	4007290	2972243	0	200378	0	3172621	834669	1035047
<b>TOTAL (A+B)</b>	804269340	32712088	12905928	824075500	346497221	0	29981149	10894628	365583742	458491758	457772119
Prev. Year	771838791	32430549	0	804269340	269256671	43217454	34023096	0	346497221	457772119	502582120

**Capital Work in Progress**

Plant & Machinery	0	0	0	0	0	0	0	0	0	25273113	0
Factory Building	0	0	0	0	0	0	0	0	0	19147917	0
Electric Installation	0	0	0	0	0	0	0	0	0	2773673	0
Total										47194703	

**NOTE - 10: NON CURRENT INVESTMENTS**

In equity shares - quoted, fully paid up		
<b>M/s Ravi Kumar Distilleries Ltd.</b>	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. 40,47,120 (Previous year 21,20,650)		
<b>Bil Energy Systems Ltd.,</b>	68,68,519	68,68,519
10,63,000 (Prev. Yr. 10,63,000) shares of Re 1 fully paid up - Mkt. Val. Re. 11,16,150 (Prev. Yr. Re 10,73,630)		
<b>PFL Infotech Ltd.</b>	1,74,44,039	1,74,44,039
32,700 (Prev. yr. 32,700) shares of Re. 10 fully paid up - Market Value Re 699780 (Prev. Yr. Re 6711675)		
<b>Risa International Ltd.,</b> 45,000 shares (Prev. Yr. 45,000) of Re 2 fully paid up	56,74,407	56,74,407
Mkt Val. Re 40950 (Prev. Yr. 7609500)		
<b>Rutron International Ltd.</b>	39,43,231	39,43,231
5,50,000 (Prev. Yr. 5,50,000) shares of Re 1 fully paid up - Market Value Rs. 715000 (Prev. Yr. Re 3410000)		
<b>Upsurge Investment &amp; Finance Ltd.</b>	1,04,62,339	1,04,62,339
2,74,000 (Prev. Yr. 274000) shares of Re 10 fully paid up Market Value Re. 6644500 (Prev. Yr. Re 5425200)		
<b>Lupin Limited</b> 1000 Shares (Previous Year 1000) of Re 2 each fully paid up	14,62,212	14,62,212
Market Value Re 1480250 (Prev. Yr. 2007050)	a	6,37,80,780
<b>Investment in Property</b>		
Property at Thane, Mumbai	5,43,64,002	0
Property at Goregaon	11,55,30,000	0



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

Particulars	2015-2016	2014-2015
b	16,98,94,002	0
(a+b)	23,36,74,782	6,37,80,780
<b>NOTE - 11: LONG TERM LOANS &amp; ADVANCES</b>		
(Unsecured Considered Goods)		
Capital advances	10,77,74,916	2,53,57,542
Deposits	30,67,284	24,81,784
Deposit for Premises (Related parties) (Refer note 27.11)	3,97,00,000	3,97,00,000
	15,05,42,200	6,75,39,326
<b>NOTE - 12: INVENTORIES</b>		
(At lower of cost or net realizable value)		
Raw Materials	2,49,35,967	2,72,73,169
In Transit	49,49,434	0
Stock in Process	3,24,88,354	2,89,83,799
Finished Goods	5,39,77,634	2,09,78,408
Packing Material	2,60,61,458	2,98,38,487
- In Transit	4,20,354	0
Stock of Traded Goods - In Transit	94,55,160	0
Stores & spares and others	23,92,403	23,13,910
	15,46,80,764	10,93,87,773
<b>Details of Inventories of Work in Progress</b>		
Tablets	2,14,16,192	1,48,08,056
Capsules	25,36,642	85,16,343
Liquids	11,46,850	16,13,754
Others	73,88,670	40,45,646
	3,24,88,354	2,89,83,799
<b>NOTE - 13: TRADE RECEIVABLE</b>		
(Unsecured, Considered Goods)		
Within Six Months	45,97,42,184	30,78,03,659
Over Six Months	2,26,874	37,83,684
	45,99,69,058	31,15,87,343
<b>NOTE - 14: CASH &amp; BANK BALANCE</b>		
Cash in hand (As certified)	6,29,642	13,56,262
Balance with Banks		
- In Current Account	83,833	1,00,42,634
- In Current accounts in respect of unclaimed dividend warrants	12,26,038	12,99,310
- In Current accounts in respect of Right issue refund orders	1,717	1,717
- In Fixed Deposit with Banks (given as lien to Bank and Govt. Dept.)	5,50,00,000	5,50,35,000
	5,69,41,230	6,77,34,923
<b>NOTE - 15: SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good)		
Loans and Advance to employees	72,12,130	95,32,290
Loans and Advance to others	91,40,055	11,10,45,230
Prepaid Expenses	2,20,716	3,11,180
<b>Balances with Govt. Authorities</b>		
- Export incentives receivables	5,50,90,770	5,30,63,204



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

Particulars	2015-2016	2014-2015
- Excise duty receivable	70,92,909	2,91,86,475
- Balance with Central Excise	9,21,51,068	5,60,40,608
- VAT receivable	1,60,78,994	3,33,47,173
	18,69,86,642	29,25,26,160
<b>NOTE - 16: Other Current Assets</b>		
<b>a. Accruals</b>		
Interest Accrued but not due on fixed deposits with bank	44,68,219	46,57,422
	44,68,219	46,57,422
<b>b. Miscellaneous Expenditure</b>		
Preliminary Expenses		
As per Last Balance Sheet	10,67,896	6,00,000
Add : Incurred during the period	0	4,67,896
	10,67,896	10,67,896
<b>Pre Operative Expenses</b>		
As per Last Balance Sheet	33,708	22,472
Add : Incurred During the Period	11,450	11,236
	45,158	33,708
	55,81,273	57,59,026
<b>NOTE - 17: REVENUE FROM OPERATIONS</b>		
<b>Sales</b>		
- Export Sales	1,08,76,51,752	1,34,19,49,001
- Domestic Sales	71,85,79,766	33,57,85,413
<b>Total</b>	1,80,62,31,518	1,67,77,34,414
Export Incentives	4,94,49,445	5,73,20,074
	1,85,56,80,963	1,73,50,54,488
Less : Excise Duty	1,67,11,270	11,43,614
<b>Total</b>	1,83,89,69,693	1,73,39,10,874
<b>NOTE - 17(a): REVENUE FROM OPERATIONS</b>		
<b>Sales of Product Comprises of Manufactured Goods</b>		
- Tablets	70,55,62,866	81,87,28,092
- Capsules	14,93,01,235	20,33,93,631
- Liquids	8,27,12,664	8,58,03,613
- Injectable	8,14,34,541	11,83,81,545
- Ointment	1,20,98,862	65,53,585
- Dry Powder	95,02,168	1,38,47,210
- Inhaler	12,20,376	2,44,859
<b>Total of Manufactured Goods (a)</b>	1,04,18,32,712	1,24,69,52,535
<b>Traded Goods</b>		
- Mentha Oil	0	3,00,55,716
- Tablets	8,85,44,897	10,57,66,356
- Liquids	4,14,59,724	8,59,81,862
- Capsules	2,14,01,588	2,55,83,254
- Ointment	3,23,97,554	1,38,32,647
- Dry Powder	11,91,419	1,83,79,151
- Agro Commodity	12,09,00,641	6,63,49,041
- Soya DOC	3,60,40,549	4,10,21,815



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

Particulars		2015-2016	2014-2015
-	Basic Drug Formulations	39,28,97,318	64,42,566
-	Others	2,95,65,116	3,73,69,471
<b>Total of Traded Goods (b)</b>		<b>76,43,98,806</b>	<b>43,07,81,879</b>
<b>Grand Total (a+b)</b>		<b>1,80,62,31,518</b>	<b>1,67,77,34,414</b>
<b>NOTE - 18: OTHER INCOME</b>			
<b>Interest received</b>			
	Bank	61,38,081	51,23,885
	Others	61,35,817	96,23,933
	Gain from Invest in Mutual Fund	3,32,287	0
	Compentation on Cancellation of Property Deal	46,27,726	0
<b>Dividend Income</b>			
	From Investment (Others)	11,728	0
<b>Other non operating income</b>			
	Rent	80,61,367	43,30,552
	Miscellaneous Income	13,76,192	6,90,739
		<b>2,66,83,198</b>	<b>1,97,69,109</b>
<b>NOTE - 19: PARTICULARS OF MATERIALS CONSUMED</b>			
	Paracetamol	13,58,42,382	13,78,83,857
	Ibuprofen	3,15,84,497	1,77,39,709
	Chloroquine Phosphate	2,61,54,110	3,76,20,046
	Packing Material	25,01,20,289	31,58,23,211
	Others	24,53,01,672	38,93,61,883
		<b>68,90,02,950</b>	<b>89,84,28,706</b>
<b>NOTE - 19(a): COST OF MATERIALS CONSUMED</b>			
		<b>2015-16</b>	<b>2014-15</b>
<b>Particulars</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>
Imported	0	0	0
Indigenous	68,90,02,950	100	89,84,28,706
<b>Total</b>	<b>68,90,02,950</b>	<b>100</b>	<b>89,84,28,706</b>
<b>NOTE - 20: PURCHASE OF STOCK-IN-TRADE</b>			
	Mentha Oil	0	3,00,70,944
	Tablets	5,57,07,316	4,91,55,161
	Liquids	2,01,54,127	3,48,67,386
	Capsules	1,13,29,051	84,78,030
	Raw Material	37,48,77,109	55,70,790
	Soya DOC	3,59,95,025	4,02,79,288
	Agro Comodity	11,92,17,745	5,14,93,587
	Dry Powder	8,48,743	1,48,48,239
	Others	4,48,88,150	3,42,58,296
		<b>66,30,17,266</b>	<b>26,90,21,722</b>
<b>NOTE - 20(a):PURCHASE OF STOCK IN TRADE</b>			
		<b>2015-16</b>	<b>2014-15</b>
<b>Particulars</b>	<b>Amount</b>	<b>%</b>	<b>Amount</b>
Imported	22,06,024	0.33	0
Indigenous	66,30,17,266	99.67	26,90,21,722
<b>Total</b>	<b>66,52,23,290</b>	<b>100</b>	<b>26,90,21,722</b>



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

Particulars	2015-2016	2014-2015
<b>NOTE - 21: CHANGES IN INVENTORIES OF FINISHED GOODS,</b>		
<b>STOCK-IN-PROCESS AND STOCK- IN- TRADE</b>		
<b>Inventories (at close)</b>		
Finished Goods	5,39,77,634	2,09,78,408
Stock in Process	3,24,88,354	2,89,83,799
Stock in Trade	0	0
a	<b>8,64,65,988</b>	4,99,62,207
<b>Inventories (at commencement)</b>		
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
b	<b>4,99,62,207</b>	4,24,12,306
<b>(Increase) / Decrease in stock</b>	(b-a)	<b>(3,65,03,781)</b>
<b>NOTE - 22: EMPLOYEE BENEFITS EXPENSES</b>		
Salary and Wages	12,22,20,878	11,67,86,101
Salaries and Allowances to Directors	13,20,000	12,00,000
Contribution to provident and other fund	52,93,615	50,71,773
Gratuity	12,79,607	8,36,414
Workmen and Staff welfare	60,22,708	1,11,55,650
	<b>13,61,36,808</b>	13,50,49,938
s per Accounting standard 15 "Employee benefits" the disclosures as defined in the Accounting Standard are given below:		
<b>Defined Contribution Plans</b>	<b>2015-16</b>	2014-15
Employer's Contribution to Provident Fund	33,09,881	31,31,340
Employer's Contribution to E.S.I.	19,83,734	19,40,433
	<b>52,93,615</b>	50,71,773
<b>NOTE-23: FINANCE COST</b>		
Interest Expenses		
Bank	7,08,564	20,22,190
Other	0	1,04,577
	<b>7,08,564</b>	21,26,767
<b>NOTE-24: DEPRECIATION AND AMORTISATION EXPENSES</b>		
Depreciation (As per Note No. 9)	2,99,81,149	3,40,23,096
Amortisation of Share Issue Expenses	0	2,97,932
	<b>2,99,81,149</b>	3,43,21,028
<b>NOTE-25: OTHER EXPENSES</b>		
<b>Manufacturing Expenses</b>		
Power and Fuel	2,45,07,614	2,49,75,336
Repairs to Machineries	1,14,58,907	90,64,482
Vehicle Hire Charges	8,45,918	10,79,144
Factory Expenses	63,35,978	43,15,875
Insurance Expenses	7,85,555	8,20,553
Security Charges	13,03,405	10,76,826
a	<b>4,52,37,377</b>	4,13,32,216
<b>Selling &amp; Distribution expenses</b>		
Ocean Freight	4,70,65,218	4,42,60,724



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

Particulars		2015-2016	2014-2015
Export Expenses		83,82,615	2,40,18,511
Selling Expenses		2,32,67,086	3,89,28,210
Sales Promotion Expenses		1,03,07,153	2,97,61,726
b		8,90,22,072	13,69,69,171
<b>Establishment expenses</b>			
Traveling Expenses		6,55,29,473	5,92,12,215
Legal & Professional		44,62,880	36,10,829
Rent		18,96,000	18,96,000
Electricity & Water		23,43,908	26,73,388
Expenditure towards Corporate Social Responsibility (CSR)		25,51,000	20,00,000
Sundry Expenses		65,67,667	65,04,863
Telephone & Postage		17,36,125	15,42,012
Payment to Auditors			
- Audit Fee		97,750	95,506
- Tax Audit Fee		28,750	28,090
- Certification Fee		7,869	10,952
Membership & Subscription		1,27,485	1,03,540
Bank Charges		6,54,770	7,91,396
Repairs & Maintenance		3,06,222	3,32,417
Vehicle Running & Maintenance		7,12,719	2,54,624
c		8,70,22,617	7,90,55,831
(a+b+c)		22,12,82,066	25,73,57,218
<b>NOTE - 26: EXTRAORDINARY ITEM</b>			
Long Term Capital Loss on Sale of Machinery		10,19,363	0
Long Term Capital Loss on Sales of Investments		0	85,76,470
		10,19,363	85,76,470
<b>NOTE - 27</b>			
27.01	<b>Derivative contracts entered into by the Company and outstanding as on 31st March, 2016</b>		
	a) Nominal amounts of Forward contracts entered into by the Company and outstanding as on the date of balance sheet is Rs.1168.51 lacs (Previous Year Rs. 902.08 lac)category wise breakup is below: ( ₹ in Lacs)		
	<b>Sr. No.</b>	<b>Particular</b>	<b>31.03.2016</b>
	1	US \$	1168.51
			31.03.2015
			902.08
	b) Foreign currency exposures that are not hedged by forward cover Rs.1052.11 lacs (Previous Year 1522.58 lacs)		
27.02	<b>Earning in Foreign Exchange:</b> Export Sales (FOB Value) Rs. 10453.03Re. Lacs (Prev. Year 13125.51 Lacs)		
	<b>Expenditure in Foreign Exchange:</b>		<b>31.03.2016</b>
	<b>Capital Goods</b>		31.03.2015
	Machines	22,70,894	22,20,717
	<b>Others</b>		
	Commission on sales	8,68,550	4,07,996
	Product Regd. Expenses	1,04,128	0
	Purchase Traded Goods	22,06,024	0
	Traveling Exp. (Foreign)	5,38,453	13,32,717



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

<b>27.03</b>	<b>Details of Government grants</b>		
	<b>Particulars</b>	<b>31.03.2016</b>	31.03.2015
	Government grants received by the Company during the Year towards		
	- Export incentive (DEPB) \ Duty Draw Back	<b>4,94,49,445</b>	5,73,20,074
		<b>4,94,49,445</b>	5,73,20,074
<b>27.04</b>	<b>Borrowing costs capitalised during the year - Nil</b> (Previous Year Nil)		
<b>27.05</b>	<b>Contingent liabilities and commitments (to the extent not provided for)</b>		
	<b>Contingent liabilities</b>		
	<b>a) Claims against the Company not acknowledged as debt</b>	( ₹ in Lacs)	( ₹ in Lacs)
	(i) Income Tax demand for A.Y. 2006-07	<b>45.30</b>	45.30
	(ii) Provident Fund demand	<b>7.55</b>	7.55
	(iii) Income Tax demand for A.Y. 2010-11	<b>7.64</b>	7.64
	(iv) Income Tax demand for A.Y. 2011-12	<b>20.81</b>	20.81
	(v) Appeal with D C Commercial Tax F.Y. 2009-10	<b>0.00</b>	0.32
	(vi) Appeal with D C Commercial Tax F.Y. 2010-11	<b>0.42</b>	0.42
	(vii) Appeal with D C Commercial Tax F.Y. 2011-12	<b>0.97</b>	0.97
	<b>b) Capital commitments</b>	<b>1255.50</b>	275.18
	<b>c) Bank Guarantees</b>	<b>0.00</b>	0.00
<b>27.06</b>	<b>Segment Information:</b> The Company is operating in single segment.		
<b>27.07</b>	<b>Earning per share</b>	<b>31.03.2016</b>	31.03.2015
	Weighted average number of equity shares outstanding during the year	<b>78,06,52,180</b>	78,06,52,180
	Net profit after tax available for equity shareholders	<b>10,35,55,528</b>	9,75,65,439
	Basic & Diluted Earnings (in Rupees) per share	<b>0.13</b>	0.12
	Face value per share (in Rupees)	<b>1.00</b>	1.00
<b>27.08</b>	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 25.34 lacs (Prev. Yr. Re. 18.56). Amt. spend during the year on:		
	1. Construction / acquisition on any Assets	<b>Nil</b>	<b>Nil</b>
	2. On purpose other than (I) above	<b>25.51</b>	<b>20.00</b>
<b>27.09</b>	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. 98.22 lacs is due to Micro, Small and Medium Enterprises as detailed below:		
	<b>S.No.</b>	<b>Name of the Party</b>	<b>Current Year</b>
	1	Ideal Cures Pvt. Ltd., Mumbai	<b>0.89</b>
	2	Lux Flavours	<b>2.47</b>
	3	PG Holographics Products, Indore	<b>3.31</b>
	4	Panna Flex Pack, Indore	<b>32.85</b>
	5	Shree Packers (MP) Pvt. Ltd.	<b>58.70</b>
		<b>TOTAL</b>	<b>98.22</b>
			60.70
	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.		
<b>27.10</b>	The outstanding balances of the debtors, creditors, advances and unsecured loans are as per books of accounts and subject to confirmation from respective parties.		
<b>27.11</b>	<b>RELATED PARTY DISCLOSURES</b>		
	As per Accounting Standard 18, the disclosures of transactions with the related parties are given below:		



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016

(₹ in Lacs)

<b>a) Details of related parties:</b>							
<b>Description of relationship</b>		<b>Name of Related Parties</b>					
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 Praniti Porwal (Resigned on 31.10.2015), Ankit Bankda (CFO) CS Nafisa Vakil (Joined from 07.11.2015)					
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, Mr. Rahul Bankda, Ankit Bankda HUF					
Other related parties		Nil					
<b>b) Transactions during the year with related parties:</b>							<b>(Rs. in Lacs)</b>
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.
<b>A</b>	<b>Key Managerial Personnel</b>						
	Mr. Kedarmal Bankda	9.12	8.52	2.16	2.16	0.00	0.00
	Mr. Vijay Bankda	9.24	8.64	2.16	2.16	0.00	0.00
	Mr. Ankit Bankda (CFO)	6.60	6.00	0.00	0.00	0.00	0.00
	CS Praniti Porwal (Resign on 31.10.15)	1.75	0.60	0.00	0.00	0.00	0.00
	CS Nafisa Vakil (Joined on 07.11.15)	1.00	0.00	0.00	0.00	0.00	0.00
<b>B</b>	<b>Independent/Non Executive Directors</b>						
	Mrs. Rinki Bankda	0.00	1.77	0.00	0.00	0.10	0.05
	Mr. Praveen Jindal	0.00	0.00	0.00	0.00	0.05	0.05
	Mr. Vinod Kabra	0.00	0.00	0.00	0.00	0.13	0.13
	Mr. Krishna Das Neema	0.00	0.00	0.00	0.00	0.13	0.13
<b>C</b>	<b>Relative of Director</b>						
	Mrs. Vimla Bankda	4.80	4.20	2.16	2.16	0.00	0.00
	Mrs. Asha Bankda	4.20	3.60	4.32	4.32	0.00	0.00
	Mr. Rahul Bankda	6.60	6.00	2.16	2.16	0.00	0.00
	Mrs. Sulabh Bankda	5.04	4.80	0.00	0.00	0.00	0.00
	Mr. Ankur Bankda	4.20	3.60	0.00	0.00	0.00	0.00
	Mrs. Payal Bankda	3.60	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
	<b>Nature of Transactions</b>	<b>Key Managerial Personnel</b>		<b>Relative of Director</b>		<b>Parties with whom control exist</b>	
<b>A</b>	<b>Unsecured Loan received</b>						
	Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	0.00	14.09
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	1.60	0.0
	Kedarmal Bankda	97.97	44.30	0.00	0.00	0.00	0.00
	Vijay Bankda	120.14	193.54	0.00	0.00	0.00	0.00
<b>B</b>	<b>Unsecured Loan repaid</b>						
	ARP Pharma Pvt. Ltd.	0.00	0.00	0.00	0.00	1.60	13.08
	Paradise Vyapaar Pvt. Ltd.	0.00	0.00	0.00	0.00	14.09	0.00



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016

(₹ in Lacs)

<b>b) Transactions during the year with related parties:</b>		<b>(Rs. in Lacs)</b>					
<b>A</b>	Kedarmal Bankda	<b>97.97</b>	44.30	<b>0.00</b>	0.00	<b>0.00</b>	0.00
	Vijay Bankda	<b>120.14</b>	193.54	<b>0.00</b>	0.00	<b>0.00</b>	0.00
<b>A</b>	<b>Assets (Balance out standing as at 31st March, 2016)</b>						
	<b>Long Term Loan &amp; Advances</b>						
	Mr. Kedarmal Bankda	<b>118.00</b>	118.00	<b>0.00</b>	0.00	<b>0.00</b>	0.00
	Mr. Vijay Bankda	<b>103.00</b>	103.00	<b>0.00</b>	0.00	<b>0.00</b>	0.00
	Mrs. Asha Bankda	<b>0.00</b>	0.00	<b>88.00</b>	88.00	<b>0.00</b>	0.00
	Mrs. Vimla Bankda	<b>0.00</b>	0.00	<b>88.00</b>	88.00	<b>0.00</b>	0.00
	<b>Short Term Loans &amp; Advances</b>						
	Trade Services FZE, Rakia	<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>0.00</b>	0.00
	<b>Long Term Investment</b>						
	Investment with Trade Services FZE	<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>10.68</b>	10.68
	<b>B</b>	<b>Liabilities</b>					
<b>Short Term Borrowings (Unsecured Loans)</b>							
Paradise Vyapaar Pvt. Ltd.		<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>0.00</b>	14.09
	ARP Pharma Pvt. Ltd.	<b>0.00</b>	0.00	<b>0.00</b>	0.00	<b>0.00</b>	0.00
<b>Note :</b> 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.							
<b>27.12</b>	<b>DEFERRED TAX LIABILITY (Net)</b>						
	<b>Tax effect of items constituting deferred tax liability</b>						
	Related to Fixed Assets						
	Opening Balance						
				<b>5,61,25,230</b>			6,82,57,396
	<b>Less: Effect of change in depreciation policy as per Companies Act 2013</b>						
				<b>0</b>			1,46,89,613
	Deferred Tax Liability As on 01/04/2015						
				<b>5,61,25,230</b>			5,35,67,783
	Timing differences on account of: Difference between Book & Tax Depreciation						
				<b>43,34,952</b>			25,57,447
	Deferred Tax Liability as on 31/03/2016						
				<b>6,04,60,182</b>			5,61,25,230
	<b>Less: Tax effect of items constituting deferred tax assets</b>						
	Unabsorbed Depreciation						
				<b>0</b>			0
	Provision for Gratuity						
				<b>20,02,927</b>			15,83,928
	<b>Net Deferred Tax Liabilities</b>						
				<b>5,84,57,255</b>			5,45,41,302
<b>27.13</b>	The subsidiary considered in the consolidated financial statement is :						
	<b>Sr. No.</b>	<b>Name</b>	<b>Country of Incorporation</b>	<b>Proportion of Ownership</b>			
				2015-16	2014-15		
	1	Trade Services FZE	United Arab Emirates	100%	100%		
<b>27.14</b>	The Company does not have any pending litigation which would have material impact on its financial position.						
<b>27.15</b>	The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.						
<b>27.16</b>	There has been no delay in transferring amounts, required to be transferred, to the Investor Education & Protection Fund by the company.						
<b>27.17</b>	Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification/ disclosure.						
<b>27.18</b>	Income Tax, Sales Tax and Purchase Tax Assessment are at various stages. According to company's management the provision for the same is sufficient.						
<b>27.19</b>	Excise duty is net of Excise duty refund received against export under the Central Excise Rules amounting to Rs.4,14,74,419 (Previous Year Rs.7,49,54,715)						
<b>27.20</b>	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.						
<b>27.21</b>	Figures have been rounded off to the nearest rupee.						



## Notes On Consolidated Financial Statements for the year ended 31st March, 2016 (Amount in ₹)

27.22	Significant Accounting Policies followed by the Company are as stated in the statement annexed as Annexure-I.		
27.23	Disclosure Under Clause 32 of The Listing Agreement Amount of Loans and Advances in Nature of Loan Outstanding from Subsidiaries as at March 31st 2016.		
	<b>Sr. No.</b>	<b>Subsidiary Company</b>	<b>Outstanding</b>
			As At 31/03/2016
			During the Year
	1	Trade Services FZE	0
27.24	<b>FORM AOC-1</b>		
	<b>PART "A" : Subsidiary</b>		
	<b>Statement Containing Salient Features of the Financial Statement of Subsidiaries</b>		
	Pursuant to first proviso to sub-section(3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014		
	<b>S.No.</b>	<b>Name of the Subsidiary</b>	<b>Trade Services FZE</b>
	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. 11,13,054
	6	Total Assets	Rs. 11,13,054
	7	Investments	Nil
		Turnover	Nil
		Profit before taxation	Nil
		Provision for taxation	Nil
		Profit after taxation	Nil
		Proposed Dividend	Nil
		% of share holding	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
Latest audited Balance Sheet Date	Nil
Shares of Associate / Joint Ventures held by the company on the year end	Nil
Amount of Investment in Associates / Joint Venture	Nil
Extent of Holding %	Nil
Net worth attributable to shareholding as per latest audited Balance Sheet	Nil
Profit/Loss for the year	Nil
Considered in Consolidation	Nil
Not Considered in Consolidation	Nil



## ANNEXURE - I

Statement referred to in Note No. 27.22 to the Financial Statements for the year ended 31st March, 2016.

## 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 :

- Stock of raw materials/packing materials are valued at cost (net of modvat credit) on FIFO basis or net realisable value whichever is lower.
- Stores & Spares and gift articles are valued at cost or net realisable value whichever is lower.
- Semi finished goods are valued at approximate cost of input, depending on the stage of completion or net realisable value whichever is lower.
- 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 :

- 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.
- 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  
F.R. No.: 004879C

S.P. Moondra  
Proprietor  
M. No.: 073747

Place : Indore  
Dated: 30th May, 2016

For and on behalf of the  
Board of Directors

Kedarmal Bankda  
Chairman & Whole Time Director  
DIN : 00023050

Vijay Bankda  
Managing Director  
DIN : 00023027

Nafisa Vakil  
Company Secretary  
A41432

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 FORMUALTIONS (INDIA) LIMITED  
 CIN : L24239MH1988PLC047759  
 Regd. office : 7, NirajIndustrial Estate, Off Mahakali Caves Road, Andheri (E), Mumbai (MS) 400093

Name of the member (s) : \_\_\_\_\_  
 Registered address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_  
 Folio No/ Client Id/ DPID : \_\_\_\_\_

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 28th Annual General Meeting of the company, to be held on the 30th September, 2016 at The Supremo Activity Centre & Matoshri Sports Complex, Jogeshwari Vikhroli Link Road, Andheri (E), MUMBAI-400 093 at 4.30 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, 2016.
2.	Approval of dividend on the equity shares
3.	Re- Appointment of Smt. Rinki Bankda who is liable to retire by rotation
4.	Re- Appointment of Auditor and fixing their remuneration.
5.	Re-Appointment of Shri Kedarmal Bankda as the chairman and whole time director (w.e.f. 3rd May, 2017)
6.	Increase in remuneration of Shri Vijay Bankda managing director (w.e.f. 1st August, 2016) for the remaining tenure till 30th Nov., 2019
7.	Appointment of Cost Auditors of the Company

Signed this            day of            2016

Signature of shareholder

Signature of Proxyholder(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.





**ATTENDANCE SLIP**

**28th Annual General Meeting of Syncom Formulations (India) Ltd. - CIN : L24239MH1988PLC047759**

**held on 30th Sept., 2016** held at The Supremo Activity Centre & Matoshri Sports Complex, Jogeshwari Vikhroli Link Road, Andheri (E), MUMBAI-400 093

Folio No./DPID/Client ID :

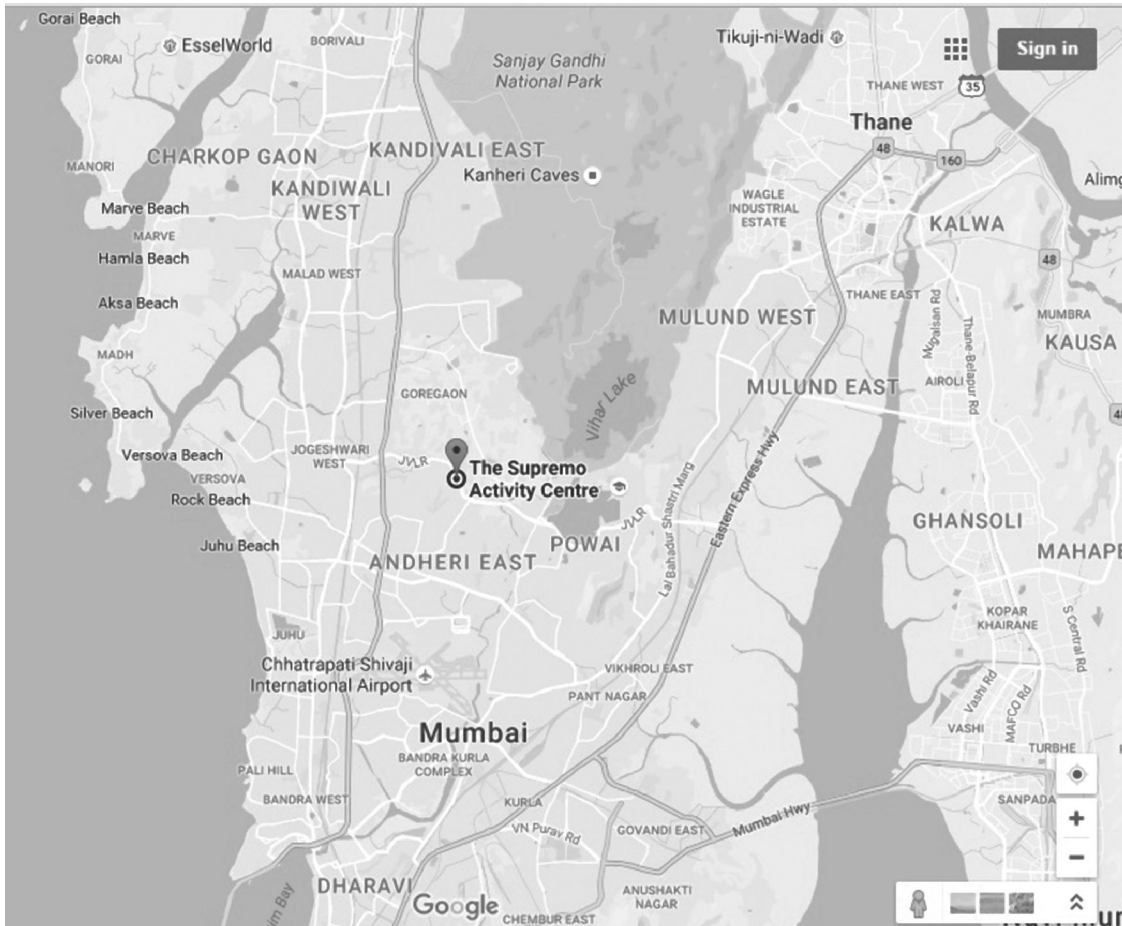
Mr./Mrs./Miss \_\_\_\_\_  
 (Shareholders' name in block letters)

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 28th Annual General meeting of the company at The Supremo Activity Centre & Matoshri Sports Complex, Jogeshwari Vikhroli Link Road, Andheri (E), MUMBAI-400 093 on 30th September, 2016 at 4.30 pm.  
 (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.



# XYCRAT

Suspension/Capsules  
Lycopene, Minerals & Vitamins

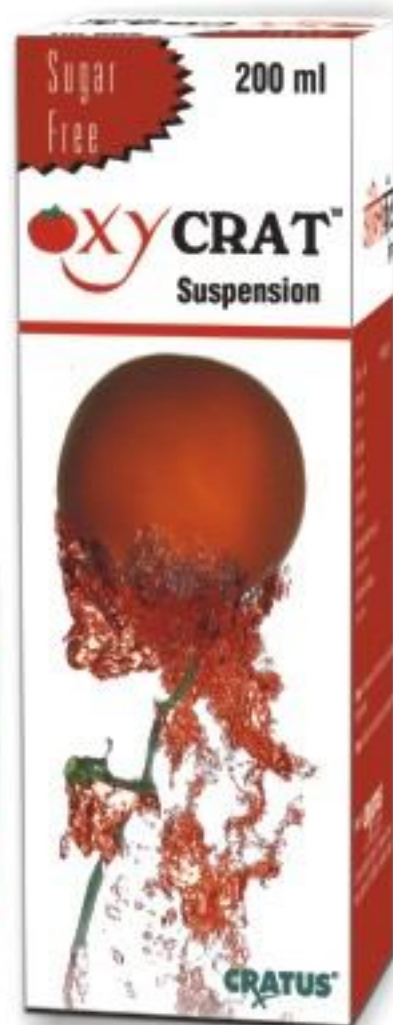
Pure  
Lycopene

Beneficial as co-therapy in,

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

XYCRAT  
Suspension/Capsules  
Lycopene, Minerals & Vitamins

Amazing phyto-nutrient &  
powerful anti-oxidant





If Undelivered please return to

**SYNCOM FORMULATIONS (INDIA) LTD.**

7, Niraj Industrial Estate, Off Mahakali Caves Road,

Andheri (East), MUMBAI - 400 093

Tel. : +91-22-30887744 - 54 - 56

Fax : +91-22-30887755

Email : [info@sfil.in](mailto:info@sfil.in)

Web : [www.sfil.in](http://www.sfil.in)

CIN : L24239MH1988PLC047759

*Bringing a smile on every face...*